Zacks Small-Cap Research

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# The First Marblehead Corporation (FMD-NYSE)

## FMD: FMD IS Being Acquired

Our $5.05 target price is the same price as being paid by FP Resources and FP Resources Acquisition Corp. to acquire FMD.

| | |
|---|---|
| Current Price (07/28/16) | $4.87 |
| **Valuation** | **$5.05** |

## OUTLOOK

On June 2, 2016, FMD entered into the merger agreement with FP Resources and FP Resources Acquisition Corp., a wholly owned subsidiary of FP Resources, at a price of $5.05 per share of stock, which represented a 30.5% premium to FMD's share price at the time of announcement. The Board has unanimously approved the merger and the merger agreement, and the Company will hold a stockholders meeting on August 22, 2016 to submit the merger agreement to its stockholders for their consideration. Completion of the transaction is subject to customary closing conditions, including approval of the Company's stockholders, and is expected to occur in the third calendar quarter of 2016. After the merger, FMD will cease to be a publicly traded company.

## SUMMARY DATA

| | |
|---|---|
| **52-Week High** | **$4.97** |
| **52-Week Low** | **$3.11** |
| **One-Year Return (%)** | **22.50** |
| **Beta** | **0.99** |
| **Average Daily Volume (sh)** | **13,820** |
| **Shares Outstanding (mil)** | **12** |
| **Market Capitalization ($mil)** | **$57** |
| **Short Interest Ratio (days)** | **N/A** |
| **Institutional Ownership (%)** | **39** |
| **Insider Ownership (%)** | **15** |
| **Annual Cash Dividend** | **$0.00** |
| **Dividend Yield (%)** | **0.00** |
| **5-Yr. Historical Growth Rates** | |
| **Sales (%)** | **N/A** |
| **Earnings Per Share (%)** | **N/A** |
| **Dividend (%)** | **N/A** |
| **P/E using TTM EPS** | **N/A** |
| **P/E using 2016 Estimate** | **N/A** |
| **P/E using 2017 Estimate** | **N/A** |
| **Zacks Rank** | **N/A** |

| | |
|---|---|
| **Risk Level** | **High** |
| **Type of Stock** | **Small-Value** |
| **Industry** | **Fin-Cons Loans** |
| **Zacks Rank in Industry** | **N/A** |

## ZACKS ESTIMATES

**Net Revenue***
(in millions of $)

| | Q1 (Sep) | Q2 (Dec) | Q3 (Mar) | Q4 (Jun) | Year (Jun) |
|---|---|---|---|---|---|
| 2014 | 12.7A | 10.7A | 13.3A | 7.5A | 44.2A |
| 2015 | 14.1A | 11.2A | 13.2A | 7.7A | 46.2A |
| 2016 | 16.5A | 12.9A | 14.7A | 8.7E | 52.8E |
| 2017 | | | | | 60.4E |

**Earnings per Share***
(EPS is operating earnings before nonrecurring items)

| | Q1 (Sep) | Q2 (Dec) | Q3 (Mar) | Q4 (Jun) | Year (Jun) |
|---|---|---|---|---|---|
| 2014 | $(1.07)A | $(0.77)A | $(0.61)A | $(1.11)A | $(3.55)A |
| 2015 | $(0.92)A | $(0.69)A | $(0.68)A | $(1.03)A | $(3.31)A |
| 2016 | $(0.53)A | $(0.41)A | $(0.45)A | $(0.86)E | $(2.25)E |
| 2017 | | | | | $(1.50)E |

* From continuing operations.
Quarterly EPS may not add to total dues to changes in shares outstanding.
EPS has been adjusted for 1-for-10 reverse stock split in December 2013.

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## MERGER AND THIRD QUARTER UPDATE

On June 2, 2016, FMD entered into the merger agreement with FP Resources and FP Resources Acquisition Corp., a wholly owned subsidiary of FP Resources, at a price of $5.05 per share of stock, which represented a 30.5% premium to FMD's share price at the time of announcement. The Board has unanimously approved the merger and the merger agreement, and the Company will hold a stockholders meeting on August 22, 2016 to submit the merger agreement to its stockholders for their consideration. Completion of the transaction is subject to customary closing conditions, including approval of the Company's stockholders, and is expected to occur in the third calendar quarter of 2016. After the merger, FMD will cease to be a publicly traded company.

In other news, FMD reported its fiscal 2016 third quarter results for the period ended March 31, 2016, posting a net loss from continuing operations of $5.3 million, or a loss per share of $0.46. This compares to our third quarter loss estimate of $3.6 million, or a loss of $0.30 per diluted share.

The major reasons for the difference vis-à-vis our estimate were: (1) compensation costs of $8.7 million were $0.5 million worse than our $8.2 million estimate; (2) general & administrative expenses of $11.1 million were $0.8 million greater than our $10.3 million estimate, primarily the result of higher-than-expected costs for third party services (e.g., legal fees) and for merchant fees related to payment processing services performed by TMS; and (3) administrative and other fees of $5.0 million were $0.4 million below the $5.4 million we had expected, mainly the result of reduced fee income from Cology.

In last year's third quarter, FMD reported a net loss from continuing operations of $7.8 million, or a loss per share of $0.68. The $2.5 million improvement in net income from a year ago largely reflected a $1.6 million, or 12%, gain in revenues, and a $0.9 million, or 4%, decrease in operating expenses.

TMS fees rose $0.7 million, or 9%, to $9.1 million. Administrative and other fee revenue, including those from Cology, Monogram, and fees from a recently signed (July 2015) agreement with a major bank in the student loan sector, increased $0.8 million, or 18%, to $5.0 million, due to increased fees tied to the outstanding Monogram-based loan portfolio and greater disbursement volumes. Disbursed loan volume rose $23 million, or 7%, to $335 million during the third quarter, while facilitated loan volume dropped $19 million, or 18%, to $85 million.

Operating expenses decreased $0.9 million to $19.8 million. Compensation costs declined $0.8 million, or 9%, year over year to $8.7 million, primarily driven by decreased severance and retention expenses, lower non-cash stock compensation expenses, and lower salaries expenses due to decreased headcount. General & administrative expense was flat year over year at $11.1 million, which largely reflected a $0.4 million decline in occupancy costs related to cost savings on expired leases and a decrease in other expenses of $0.3 million, primarily due to a decrease in travel and entertainment costs, partly offset by an increase in merchant fee expenses of $0.4 million related to payment processing services performed by TMS.

FMD's net operating cash usage improved during the quarter. Thus, cash usage decreased by $2.6 million, falling to $4.7 million from $7.3 million in the year-ago quarter, largely due to a lower net loss from continuing operations from higher revenues and lower expenses.

FMD had $44 million in cash and cash equivalents at the end of December, down about $4.9 million from the end of December. This decline reflected $3.6 million for funding of participation interest accounts for credit enhancements due certain Monogram-based loan programs and $4.7 million used to fund continuing operations, partly offset by a $3.4 million in outflows related to accrued expenses.

FMD announced that Cology LLC lost a material client contract, effective on April 11, 2016, which will hurt loan volumes and related fee income going forward.

On May 11, 2016, FMD received a letter from the Consumer Financial Protection Bureau (CFPB) that it is considering recommending that the CFPB take legal action against FMD in regard to the collection and litigation of delinquent and defaulted private student loans held by the NCSLT Truststs.

We are increasing our EPS loss estimate for fiscal 2016, given the underperformance of FMD's third quarter. Thus, we have raised our EPS loss estimate by $0.15 in 2016— from $2.10 previously to a loss per share of $2.25, a $1.06 per share improvement over fiscal 2015's $3.31 loss per share.

Relative to fiscal 2015, we expect fiscal 2016 revenues to grow by $6.6 million, or, 14%, to $52.8 million and 2016 operating expenses to slide by $4.8 million, or 6%, to $78.7 million.

We expect further gains in 2017, and are maintaining EPS loss estimate of a $1.50 loss per share, a $0.75 gain over 2016's etimated $2.25 loss per share.

Relative to fiscal 2016, we expect fiscal 2017 revenues to grow by $7.6 million, or 14%, to $60.4 million and 2017 operating expenses to fall by $1.1 million, or 1%, to $77.6 million.

Details of our projections are shown at the back of the report. Below we discuss third quarter results in more depth.

## ***Business Review***

The following table shows lending statistics broken down by segment for the third quarter of fiscal 2016 and fiscal 2015. As shown, facilitated loan volume for the 2016 quarter fell 18% to $104.3 million, which includes $74.8 million from Cology and $10.4 million from partnered lending. Disbursed loan volumes for the third quarter increased 7% to $335.2 million, of which $282.6 million was from Cology and $52.6 million from partnered lending.

| | Quarter Ended Mar 31, 2016 | | | Quarter Ended Mar 31, 2015 | | |
|---|---|---|---|---|---|---|
| | Partnered Lending | Cology | Total | Partnered Lending | Cology | Total |
| Facilitated Loans ($ Mil) | $10.4 | $74.8 | $85.2 | $9.2 | $95.1 | $104.3 |
| Disbursed Loans ($ Mil) | $52.6 | $282.6 | $335.2 | $48.0 | $264.1 | $312.1 |

Credit quality statistics of approved Monogram loans excluding Union Federal remain strong, having a weighted-average credit score of 753, with 92% cosigned. About 52% of borrowers have chosen immediate loan repayment, and 96% of loans have a repayment term of less than 15 years.

Performance of Monogram private student loans and repayment to the end of the fiscal year, excluding Union Federal, continue to be extremely strong. The percentage of the loans in default was just 94 basis points.

As of June 30, 2015, forbearance usage also remained low at 0.86%, while defaults were less than 0.61%, and loans delinquent more than 31 days were just 1.00%. While the portfolio is still early in its life cycle, performance metrics today are impressive though we would expect some deterioration as loans mature and become more seasoned, though still to remain solid.

The high credit quality of the education loan portfolio reflects both the Monogram program, as well as the fact that there are no loans made to for-profit colleges, which tend to display higher default rates than four-year private and public colleges and universities.

Future growth prospects for the Monogram loan program appear bright. FMD has about 1,260 approved lender list positions (up 8.5% from the prior fiscal year), reflecting consolidation of all Sun Trust student loan products onto the Monogram platform, the diligent effort of FMD's sales force, and the superiority of the Monogram loan product, which represents a new generation of student loan product. Monogram offers its customers enhanced flexibility in structuring student loans, improved disclosure about terms and costs of the loan for easier comparison with other loan programs, and better pricing. In fact, for the most creditworthy customers, students can borrow money at a cheaper rate than through the major federal student loan programs.

Moreover, FMD's private student loan consolidation product with SunTrust Bank should also boost lending volumes and related fee revenue, though SunTrust is not currently accepting new applications for private student loan consolidations. We note that the SunTrust private loan consolidation agreement with First Marblehead is still in effect and has not been amended.

Fees generated for loan processing services, program support and portfolio management services, and program administration services the Union Federal Private Student Loan Program as originated and funded by SunTrust Bank should become an increasingly important part of FMD's revenue mix over time. In fiscal year 2015, fees received under the SunTrust program, which are a combination of disbursement-related fees and net spread, will approximate the same amount of net interest income that would have been generated by Union Federal if it had continued to originate and fund these loans itself. Importantly, this arrangement with SunTrust eliminates internally imposed balance sheet and concentration limits that had hurt loan growth, should improve revenue opportunities, and will provide for more efficient use of capital.

From a macro standpoint, pressure on the US government's budget could cause a reduction in federal student loan programs, which could benefit private student lenders, including First Marblehead. In addition, as regional banks enter the private student loan sector or expand beyond their lending footprints beyond their territories to enhance diversification, FMD's high-quality Monogram private student education loans could be a good fit.

More importantly, future results will benefit from repeat business, known as serialization. Approximately 69% of Monogram loans were extended either to lower classmen (i.e., freshman, sophomores, and juniors) or to K-12 customers, providing the opportunity to capture increasingly greater share of this market in the years ahead.

At TMS, we have estimated total revenues for the year of about $32 million in 2016, with roughly $8-9 million generated in the first through third fiscal quarters and $5 million in revenues in the fourth quarter, with the decline the result of the typical seasonal slowdown in payment processing as the school year winds down and payment plan terms reach their end.

A product that TMS began offering in 2012's second quarter is refund management, now having 74 clients in total and 152 school prospects in the sales pipeline at the end of 2015's fourth quarter. Through refund management, which is expected to be a key driver of growth going forward, schools transfer credit balances in excess of tuition and fees to a TMS-provided debit card for students to pay for other expenses, relieving colleges of the administrative burden of issuing checks for these credit balances. These debit cards are being issued by a third-party vendor. Revenues are generated through fees for subscriptions, transactions, merchant interchange, and ATM usage. The sales pipeline for refund management continues to be strong, as 70% of schools still process refunds manually.

Two ancillary businesses launched in February 2012 by TMS that will add to revenue growth in the coming years include:

- TMS Campus Advantage, which allows schools to manage 100% of their student receivables though TMS along with other potential merchant services utilized by educational institutions, now having 56 clients, and 228 school prospects in the sales pipeline at the end of 2015's first quarter.

- a marketing agreement with School and Student Services by the National Association of Independent Schools (SSS by NAIS) that will promote TMS to more than 2,100 subscriber schools as the exclusive preferred tuition payment plan provider.

The Cology acquisition adds another revenue stream to FMD's line-up. As a loan processor, Cology earns fees based primarily on the number of loan applications, disbursements, and loan certifications it processes on behalf of its lender clients, consisting of about 340 credit union institutions for more than 830 loan programs. Importantly, during fiscal 2015's second quarter, Cology LLC signed a contract extension through December 31, 2016 with of it largest clients, Credit Union Student Choice, which represents over 200 credit union clients.

New business initiatives with Thrivent Federal Credit Union and Vermont Student Assistance Corporation should also add to both Cology fee and Monogram-based fee income in fiscal 2015.

***Other News***

On June 2, 2016, FMD entered into the merger agreement with FP Resources and FP Resources Acquisition Corp., a wholly owned subsidiary of FP Resources at a price of $5.05 per share of stock, which represented a 30.5% premium to FMD's share price at the time of announcement. The Board has unanimously approved the merger and the merger agreement, and the Company will hold a stockholders meeting on August 22, 2016 to submit the merger agreement to its stockholders for their consideration. Completion of the transaction is subject to customary closing conditions, including approval of the Company's stockholders, and is expected to occur in the third calendar quarter of 2016. After the merger, FMD will cease to be a publicly traded company.

On May 11, 2016, FMD received a letter from the Consumer Financial Protection Bureau (CFPB) that it is considering recommending that the CFPB take legal action against FMD in regard to the collection and litigation of delinquent and defaulted private student loans held by the NCSLT Truststs.

On November 9, 2015, FMD announced: (1) that it had entered into a three-year contract to provide its proprietary credit model to a major bank in the student loan sector, offering fee revenue for every application the bank underwrites, beginning July 1, 2015; and (2) that it had terminated the Firstmark Services servicing agreement, which FMD had estimated would save the Company about $3-4 million per year.

On October 21, 2015, the Massachusetts Supreme Judicial Court (SJC) requested supplemental briefs from FMD for cases relating to the Massachusetts tax treatment of GATE for GATE's taxable years ended June 30, 2004, 2005 and 2006 and also from the Massachusetts Commissioner of Revenue.

On October 13, 2015, the Supreme Court of the United States issued an order granting FMD's petition for a writ of certiorari, summarily vacated the decision issued by the SJC on January 28, 2015, and remanded the case to the Massachusetts Supreme Judicial Court (SJC) for further consideration.

On July 15, 2015, FMD announced that the Congressional Joint Committee on Taxation had taken no exception to the conclusions reached by the IRS regarding federal tax refunds the Company previously received in the amounts of $176.6 million and $45.1 million. The IRS's audit of the Company's tax returns for fiscal 2007 through fiscal 2010 is now over.

On June 12, 2015, Union Federal Savings Bank paid a liquidating distribution in the form of a $21.5 million cash dividend to FMD, and the OCC approved the dissolution of Union Federal and terminated

Union Federal's charter. On June 30, 2015, the Board of Governors of the Federal Reserve System terminated the Corporation's status as a savings and loan holding company.

On June 5, 2015, Union Federal Savings Bank sold to BofI Federal Bank all of its FDIC-insured cash deposits maintained by Union Federal, including individual checking, money market savings and CD accounts. BofI Federal Bank received approximately $44.6 million in cash and assumed the deposits at par value with no purchase premium.

On May 31, 2015, FMD filed a petition for a writ of certiorari regrding its cases relating to the Massachusetts tax treatment of GATE for GATE's taxable years ended June 30, 2004, 2005 and 2006 with the Supreme Court of the United States.

On May 14, 2015, FMD amended its loan origination services agreement with Nelnet Servicing, LLC d/b/a Firstmark Services by extending the Original Phase I Implementation Deadline to October 20, 2015 from the end of the third quarter in fiscal 2015. This was done in order to bypass the first quarter's peak lending season to ensure a smooth transition to Firstmark from in-house loan processors. As previously disclosed on November 10, 2014, FMD and Firstmark Services announced a strategic partnership under which Firstmark will provide certain private student loan origination services for the Monogram®-based loan programs offered by FMD's clients. Firstmark Services will perform application intake, call center services, the majority of loan processing services and certain program support functions, while FMD will continue to perform all of the quantitative and analytical related activities for all of the Monogram-based loan programs, such as product design, credit decisioning, pricing and portfolio management functions. This move was estimated by FMD to save $3-4 million per year. This contract was terminated in early September 2015.

On January 28, 2015, the Massachusetts Supreme Judicial Court, or the SJC, issued its opinion in the cases relating to the Massachusetts tax treatment of GATE for GATE's taxable years ended June 30, 2004, 2005 and 2006.The SJC affirmed the decision of the Massachusetts Appellate Tax Board, or the ATB. At this time, FMD is not required to make any additional payments to the Massachusett Department of Revenue for GATE's taxable years ended June 30, 2004, 2005 and 2006. FMD believes the SJC's statutory analysis is incorrect, and FMD filed a petition for rehearing on this matter with the SJC on February 11, 2015.

FMD also has an appeal pending before the ATB for GATE's taxable years June 30, 2008 and 2009, which has been on hold pending resolution of its appeal of the ATB's finding for GATE Holdings 2004, 2005, and 2006 tax years.FMD plans to vigorously pursue the litigation pending before the ATB in the case pertaining to GATE's 2008 and 2009 tax years by presenting evidence and legal arguments that reflect the SJC interpretation of the statue in the ATB's initial ruling as well.

On December 22, 2014, FMD and NC Residuals reached an agreement in principle to settle litigation related to the GATE Trusts. As part of the settlement, NC Residuals will release any and all claims of ownership of the GATE Trusts, including claims on cash distributions, and will cooperate with FMD to transfer ownership on the records of the GATE Trusts to FMD. As of December 31, 2014, FMD accrued a liability of $5.0 million related to the settlement of this matter, which is expected to be paid out by the end of fiscal 2015.

On December 18, 2014, the Union Federal Board of Directors approved the plan of voluntary dissolution and on December 19, 2014, the FMD Board of Directors and FMD, as the sole stockholder of Union Federal, each approved the plan of voluntary dissolution. On December 22, 2014, Union Federal submitted a dissolution application to the OCC for approval, which included a request for the approval of liquidating distributions in the form of cash dividends by Union Federal to FMD.

On December 18, 2014, FMD announced that the Internal Revenue Service informed the Company that it is no longer challenging the federal tax refunds the Company previously received in the amounts of $176.6 million and $45.1 million. As FMD previously disclosed, the IRS had issued Notices of Proposed

Adjustment (NOPAs) in September 2013 that proposed to disallow the loss that resulted in the tax refunds, as well as require the Company to include income from the trust certificate of NC Residuals Owners Trust from the March 31, 2009 sale date through June 30, 2011 in its taxable income for such years. The Company expects to receive formal written confirmation of the IRS's decision not to make these adjustments during the third quarter of fiscal 2015. As for all refunds in excess of $2 million, the IRS's decision is subject to the review of the Congressional Joint Committee on Taxation pursuant to 26 U.S.C. § 6405. Following this announcement, the stock price jumped 130% to $4.85 from $2.11.

On November 10, 2014, FMD and Firstmark Services, a Nelnet company, announced a strategic partnership pursuant to which Firstmark Services will provide certain private student loan origination services for the Monogram®-based loan programs offered by FMD's clients. Firstmark Services will perform application intake, call center services, the majority of loan processing services and certain program support functions, while FMD will continue to perform all of the quantitative and analytical related activities for all of the Monogram-based loan programs, such as product design, credit decisioning, pricing and portfolio management functions. This move is expected to be completed by the end of the third quarter in fiscal 2015 and estimated by FMD to save $3-4 million per year.

On June 30, 2014, FMD's Board of Directors appointed Alan G. Breitman as the Company's Chief Financial Officer, Chief Accounting Officer, and Managing Director, effective as of August 4, 2014. Mr. Breitman replaces Mr. Kenneth Klipper, who left the Company at the end of May. Mr. Breitman brings over 20 years of business experience in management, corporate development, and accounting, with his most recent position being Managing Director of Corporate Fuel Advisors, LLC, a boutique investment bank based in New York.

On June 2, 2014, FMD announced that it had entered into an amendment to its loan program agreement with SunTrust Bank. The amendment extends the term of the loan program agreement through September 30, 2017, while reducing the Company's funding requirements for credit enhancement on both an historical and prospective basis to approximately 50% of the amount required before the amendment was executed. The reduction in the level of credit enhancement will also lower the amount of administrative fee income to be received by the Company.

On May 28, 2014, the Board of Directors of UFSB approved UFSB's plan to pursue dissolution. In connection with the voluntary dissolution of UFSB, UFSB expects that to the extent not assumed by another insured depository institution, all deposits will be paid off at the earlier of maturity or the effectiveness of the dissolution. At March 31, 2014, UFSB had total deposits of $167.6 million and shareholders' equity of $25.5 million.

In May 2014, FMD announced that it was considering strategic alternatives for its banking subsidiary, Union Federal Savings Banks (UFSB or Union Federal), including sale or liquidation. Private education lending products previously offered by UFSB will now be originated and funded by SunTrust Bank. In return for fee income, FMD will perform loan processing services, program support and portfolio management services, and program administration services, was well as provide credit enhancement for the Union Federal Private Student Loan Program. . In fiscal year 2015, fees received under the SunTrust program, which are a combination of disbursement-related fees and net spread, will approximate the same amount of net interest income that would have been generated by Union Federal if it had continued to originate and fund these loans itself. Importantly, this arrangement with SunTrust eliminates internally imposed balance sheet and concentration limits that had hurt loan growth, should improve revenue opportunities, and will provide for more efficient use of capital.

In January 2014, FMD announced the sale of up to $53.9 million in education loans at 103.5% of par value plus accrued interest RBS Citizens, N.A., a subsidiary of RBS Citizens Financial Group, Inc., to be completed in two tranches. On March 28, 2014, Union Federal Savings Bank completed the first closing, selling private education loans with an aggregate outstanding principal balance of $39.8 million for $43.1 million recording a gain on sale of $1.4 million in the fourth quarter. On June 25, 2014, Union Federal Savings Bank sold the second portfolio of private student loans with an outstanding principal balance of

approximately $19.2 million for $20.3 million, recognizining a gain on sale of approximately $700 thousand during the fourth quarter ended June 30, 2014.

On January 16, 2014, FMD confirmed that it has regained compliance with the New York Stock Exchange, Inc.'s continued listing standards following implementation of a one-for-ten reverse stock split on December 3, 2013.

On December 18, 2013, FMD announced the signing of an agreement to perform credit and data analytics services and consulting services to the Vermont Student AssistanceCorporation (VSAC).

On December 3, 2013, FMD completed a 1-for-10 reverse stock split of its outstanding common stock as was previously approved by shareholders on November 12, 2013.

On September 10, 2013, FMD received two NOPAs from the IRS in which the IRS asserted that FMD's sale of the Trust Certificate should not be recognized for federal income tax purposes. The IRS further concluded that the transaction should be characterized as a financing instead of a sale. If the IRS's positions had been successful, the disallowance of the loss, coupled with the additional taxable income after the sale date through June 30, 2011, would have created federal income tax adjustments that FMD estimated at approximately $300.0 million plus accreued interest.This NOPA disclosure caused First Marblehead shares to decline 36% on August 16, 2013. As a result, a class action lawsuit was filed in United States District Court, District of Massachusetts. The lawsuit alleges that throughout the Class Period (November 4, 2010 through August 15, 2013), FMD made false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business, operations, and financial performance. An additional lawsuit was filed on October 23, 2013 by a different plaintiff who alleges, among other things, that the defendants breached their fiduciary duties to FMD by making, or not preventing, purported false and misleading statements concerning FMD's corporate income tax filings. The complaint seeks, among other relief, a return of all damages purportedly sustained by FMD as well as changes to corporate governance policies and procedures.

On August 14, 2013, FMD announced that Seth Gelber had been appointed President and Chief Operating Officer, succeeding Daniel Meyers in the position. Mr. Gelber, 34, has served as a Managing Director of the Company since September 2008 and as Chief Operating Officer since August 2012. He served as the Corporation's Chief Administrative Officer from March 2010 to August 2012 and originally joined the capital markets group at First Marblehead in 2001. Notably, Mr. Meyers will continue to serve as the FMD's Chairman of the Board and Chief Executive Officer.

On May 2, 2013, FMD confirmed that it had regained compliance with the continued listing standards of the New York Stock Exchange. As previously disclosed on November 7, 2012, the Company ran afoul of this standard when its average closing price fell below the required $1.00 per share over a consecutive 30 trading-day period.

On March 5, 2013, FMD announced that in order to avoid suspension and NYSE delisting procedures (its shares have traded below the NYSE's continued listing standard of $1.00 per share since the beginning of October 2012) and should the cure require stockholder approval, FMD may seek such approval at its annual meeting of stockholders for the fiscal year ending June 30, 2013, which is expected to be held in November 2013. Until such time, FMD's common stock will continue to be listed and traded on the NYSE during the cure period (with a ".BC" indicator affixed to the ticker symbol), subject to the Company's compliance with the other NYSE continued listing requirements.

On November 27, 2012, TERI and FMD filed a joint notice of dismissal of their lawsuit with the First Circuit. In relation to this matter, TERI destroyed all of its copies and reproductions of the loan database, and granted FMD an exclusive and perpetual license to use the loan database to the maximum extent permitted by applicable law.

On November 7, 2012, FMD was notified by the New York Stock Exchange (NYSE) that the average closing price of the Company's common stock over a consecutive 30-trading-day period had fallen below the NYSE's continued listing standard of $1.00 per share. As of November 6, 2012, the average closing price of the Company's common stock over a consecutive 30-trading-day period was $0.99 per share. The Company generally has a period of six months from the date of notice to satisfy the average share price requirement, and expects the deficiency to be cured within the prescribed timeframe. Until then, the Company's common stock will continue to be listed and traded on the NYSE, subject to the Company's compliance with other NYSE continued listing requirements.

On October 19, 2012, FMD completed the $4.7 million cash acquisition of certain assets and liabilities of Cology, Inc., a provider of processing, disbursement, and life-of-loan servicing to over 250 credit unions and lending institutions nationally. The transaction is expected to be accretive in fiscal 2014. For the 12 months ended June 30, 2012, Cology processed over 65,000 applications and disbursed more than $451 million in private student loans, generating three-year compound annual growth rates of 114% and 106%, respectively. This compares to $57.7 million of disbursed loans in fiscal 2012 for FMD through its partnered lending programs ($23.4 million, or about 41% of the total) and Union Federal Savings Bank ($34.3 million, or 59% of the total).

On August 2, 2012, FMD announced the launch of a new private student loan consolidation product with SunTrust Bank that will allow students to refinance their existing private student loans into one new loan at a fixed or variable interest rate with a single payment, and the potential to reduce their current monthly payment and interest rate. The program runs for two years and has a similar structure to those that exist for other SunTrust loan programs based upon the Monogram platform.

On March 30, 2012, the new third party owner of FMDS terminated the agreement with First Marblehead Education Resources, Inc. (FMER) for the special servicing of the GATE Trusts. As a result of the termination of the agreement, FMD deconsolidated the assets and liabilities of the GATE Trusts as of March 31, 2012, and recorded a noncash gain of $10.9 million in its financial statements upon deconsolidation.

On March 2, 2012, FMD announced the sale of First Marblehead Data Services, Inc. (FMDS), its legacy trust administration business, to Route 66 Ventures, Inc., d/b/a Goal Structured Solutions (GS2), for $13.7 million in cash. The Company recorded a gain of approximately $12.5 million in the quarter ending March 31, 2012 related to this transaction.

On February 9, 2012, FMD announced that its subsidiary Tuition Management Systems LLC (TMS) entered into a marketing agreement with School and Student Services by the National Association of Independent Schools (SSS by NAIS). The agreement creates a joint marketing relationship for the promotion of TMS payment plans, the prepGATE® Loan Program funded by FMD’s UFSB bank subsidiary, and SSS By NAIS, a financial aid management service offered to NAIS member and non-member schools. SSS By NAIS will promote TMS to more than 2,100 subscriber schools as its exclusive preferred tuition payment plan provider, and the prepGATE Loan Program as its exclusive preferred K-12 education loan. In turn, TMS will promote SSS By NAIS as its exclusive financial aid management service provider.

On January 6, 2012, FMD confirmed that it had regained compliance with the continued listing standards of the New York Stock Exchange. As previously disclosed on November 2, 2011, the Company ran afoul of this standard when its average closing price fell below the required $1.00 per share over a consecutive 30 trading-day period.

On November 17, 2011, FMD disclosed that the Massachusetts Appellate Tax Board had issued an order (Order) in the cases relating to the Massachusetts tax treatment of GATE Holdings, Inc. In connection with the Order, FMD recognized an income tax benefit during the fiscal second quarter ending December 31, 2011 of approximately $12.5 million. FMD also made net tax payments for GATE’s taxable years ended June 30, 2004, 2005 and 2006 of $5.1 million during its fiscal third quarter ending March 31, 2012.

FMD could be required to make additional tax payments for GATE's taxable years ended June 30, 2008 and 2009, which could materially adversely affect its liquidity position.

On November 15, 2011, FMD announced it amended its loan program agreement with SunTrust Bank. Key highlights of the new agreement include: (1) increases lending volume through FMD's Monogram platform as all new SunTrust private education lending activity will occur through First Marblehead by the end of the third quarter of fiscal 2012 (previously SunTrust marketed its own private student loan product, in addition to the Monogram product); (2) extends the agreement to January 31, 2015 from April 20, 2012; (3) prohibits SunTrust Bank from marketing non-FMD products through July 1, 2013; (4) increases the Participation Cap and establishes a 54-month waiting period for FMD withdrawals from the Participation Accounts for all loans with applications received on or after July 15, 2012; (5) prohibits FMD from marketing in certain locations exclusive to SunTrust, including the District of Columbia, Florida, Georgia, Maryland, North Carolina, South Carolina, and Tennessee; (6) requires FMD to maintain minimum staffing levels for sales activities in certain states and a minimum amount of sales-related expenditures for each calendar year for the remaining term of the agreement; and (7) gives FMD the option to securitize or otherwise dispose of education loans made by SunTrust.

On November 14, 2011, FMD announced that it sold to VCG Special Opportunities Master Fund Limited (VCG) its variable interests in its National Collegiate Student Loan Trusts (NCSLT Trusts) for $13 million in cash. Notably, this allowed FMD to deconsolidate the NCSLT Trusts from it financial statements, removing assets of $6.7 billion and liabilities of $7.9 billion, while at the same time booking a $1.2 billion gain on the sale, thereby eliminating the deficit in shareholders' equity related to the NCSLT Trusts. Moreover, this sale provides the Company with $13 million in cash immediately for assets that weren't expected to generate cash flow until 2025.

In other news, the Consumer Financial Protection Bureau (CFPB) announced findings on the private student loan (PSL) industry. Significant recommendations that affect PSL lenders include:

- Improved disclosure regarding the availability of federal student loans
- Enhanced cooperation between lenders and higher education institutions to prevent overborrowing by students
- Creating a database for private student loans similar to the National Student Loan Data System (NSLDS) for federal student loans to aid borrowers in understanding their total debt obligations
- Permitting dischargeability of private student loan debt in bankruptcy to borrowers who are experiencing financial distress

Regarding dischargeability, we're not sure if this would have a significant impact on the PSL industry as more than 80% of private student loans currently underwritten are cosigned by high-quality guarantors having strong credit profiles (FICO scores of 750 or better).

## OVERVIEW

The First Marblehead Corporation (FMD) provides student loan services to financial and education institutions throughout the United States. These services are comprised of an integrated suite of private student loan design, implementation, and credit risk management services that help these institutions meet their risk, strategic and financial goals while maintaining regulatory compliance.

FMD offers these services under the Monogram® platform (Monogram), a product for FMD that was developed over the last few years. Monogram utilizes FMD's proprietary credit risk analytics models, which are based upon data gathered by FMD over 20 years and among the most sophisticated in the

industry. Through the partnered lending program based upon Monogram, FMD receives service fees, as well as a portion of the net interest income generated by the portfolio of program loans for which they provide credit enhancement

Currently, FMD has three clients using Monogram though its partnered lending program: SunTrust Bank, headquartered in Atlanta and serving the Southeast and mid-Atlantic regions, with more than $190 billion in assets; Kinecta Federal Credit Union, a California-based federal credit union with over $3.6 billion in assets; and Higher Education Servicing Corporation, a Texas-based loan servicing agency for federal and private student loans, currently servicing more than $1.6 billion in education loans. Program capacity is approximately $1 billion for SunTrust and $75 million for Kinecta, with a maturity of September 30, 2017 for SunTrust (the Kinecta program, which originally had a mid-2013 maturity date, remains a client).

With the December 2010 purchase of Tuition Management Systems (TMS) for $47 million, FMD has added a complementary fee-for-service business to its line-up. TMS, one of the nation's largest providers of outsourced tuition planning, billing, counseling, refund management and payment technology services for colleges, universities, and elementary and secondary schools, now serves about 670 school clients, including such prestigious institutions as Duke University, Boston College, University of Chicago, MIT, and Carnegie Mellon. TMS added $29.6 million of total revenues in fiscal 2015, and is expected to add about $32 million (our estimate) in fiscal 2016.

On October 19, 2012, FMD completed the $4.7 million cash acquisition of certain assets and liabilities of Cology, Inc., a provider of processing, disbursement, and life-of-loan servicing to about 270 credit unions and lending institutions nationally. Cology now serves about 340 lender clients and provides services for more than 830 distinct loan programs. For the 12 months ended June 30, 2015, Cology disbursed more than $669 million in private student loans.

FMD completed the dissolution of its banking subsidiary, Union Federal Savings Bank (UFSB) on June 5, 2015 when Union Federal Savings Bank sold to BofI Federal Bank all of its FDIC-insured cash deposits maintained by Union Federal, including individual checking, money market savings, and CD accounts. On June 12, 2015, Union Federal Savings Bank paid a liquidating distribution in the form of a $21.5 million cash dividend to FMD, and the OCC approved the dissolution of Union Federal and terminated Union Federal’s charter. On June 30, 2015, the Board of Governors of the Federal Reserve System terminated the Corporation’s status as a savings and loan holding company.

# The First Marblehead Corporation

**Income Statement and Balance Sheet**

*(Dollars in millions, except per share data)*

| | 06/11 | 06/12 | 06/13 | 06/14 | 06/15 | 06/16E | 06/17E |
|---|---|---|---|---|---|---|---|
| Net interest income | 0.7 | 2.4 | 4.3 | 0.0 | 0.0 | 0.0 | 0.0 |
| Non-interest revenue | 6.8 | 37.4 | 40.3 | 44.2 | 46.2 | 52.8 | 60.4 |
| Total net revenue | 7.5 | 39.8 | 44.6 | 44.2 | 46.2 | 52.8 | 60.4 |
| Loan loss provision (credit) | 0.3 | (0.6) | 0.1 | 0.0 | 0.0 | 0.0 | 0.0 |
| Non-interest expense | 93.5 | 102.0 | 93.0 | 83.9 | 83.5 | 78.7 | 77.6 |
| Income tax expense (credit) and other | 1.1 | (5.5) | 1.3 | 0.4 | 0.8 | 0.6 | 0.9 |
| **Net income before NRI** | **(87.4)** | **(56.1)** | **(49.8)** | **(40.1)** | **(38.1)** | **(26.5)** | **(18.1)** |
| Discontinued operations | (140.2) | 1,135.8 | 0.0 | 2.5 | (4.7) | 0.0 | 0.0 |
| GAAP net income | (221.6) | 1,102.2 | (50.2) | (37.6) | (47.8) | (26.5) | (18.1) |
| **EPS before NRI** | **(8.67)** | **(5.52)** | **(4.64)** | **(3.55)** | **(3.31)** | **(2.25)** | **(1.50)** |
| Reported EPS | (21.97) | 99.60 | (4.68) | (3.33) | (4.16) | (2.25) | (1.50) |
| Dividends per share | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | | |
| Cash & short-term investments | 267.4 | 208.5 | 137.1 | 74.0 | 66.2 | 40.2 | 28.2 |
| Restricted cash & GICs | 124.7 | 65.4 | 87.3 | 94.4 | 75.8 | 66.2 | 66.2 |
| Loans | 6.4 | 40.9 | 75.6 | 0.0 | 0.0 | 0.0 | 0.0 |
| Receivables | 2.9 | 16.3 | 14.8 | 14.0 | 3.0 | 10.7 | 10.7 |
| Other assets | 106.1 | 126.7 | 157.5 | 71.7 | 79.5 | 77.2 | 74.8 |
| Subtotal | 507.5 | 457.8 | 472.3 | 254.1 | 224.5 | 194.3 | 179.9 |
| Discontinued operations | 7,144.4 | 0.0 | 0.0 | 188.8 | 0.0 | 0.0 | 0.0 |
| Total assets | **7,651.9** | **457.8** | **472.3** | **442.9** | **224.5** | **194.3** | **179.9** |
| | | | | | | | |
| Deposits | 60.5 | 83.4 | 164.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Restricted funds due to clients | 121.9 | 105.0 | 87.0 | 94.3 | 75.6 | 66.2 | 66.2 |
| Short-term borrowings | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Long-term borrowings | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Other liabilities | 67.8 | 42.4 | 42.0 | 39.3 | 45.6 | 46.1 | 49.7 |
| Shareholders' equity | 257.3 | 227.0 | 179.3 | 146.5 | 103.3 | 82.0 | 64.0 |
| Subtotal | 507.5 | 457.8 | 472.3 | 280.1 | 224.5 | 194.3 | 179.9 |
| Discontinued operations | 7144.4 | 0.0 | 0.0 | 162.8 | 0.0 | 0.0 | 0.0 |
| Total liabilities and equity | **7,651.9** | **457.8** | **472.3** | **442.9** | **224.5** | **194.3** | **179.9** |

N.B.: Financial statements were considerably altered with the beginning of the fiscal 2011 year (ending June 30, 2011), following the adoption of new accounting standards, which required the consolidation of 14 securitizations trusts that had previously been accounted for off balance sheet. Thus, $8.2 billion of securitized loan receivables from the trusts were added to FMD's balance sheet, along with $9.0 billion of nonrecourse debt issued by the trusts. However, with the recent sale of FMD's variable interest in the NCSLT Trusts as well as the sale of FMDS and related transactions, assets and liabilities of these 14 entities were deconsolidated: 11 entities in fiscal 2012's second quarter (ending December 31, 2011) and 3 entities in the 2012 fiscal third quarter (ending March 31, 2012).

FMD's financial statements now include only the operations of the education financing segment as opposed to the two segments reported (education financing and securitization trusts) when the securitization trusts were consolidated. The securitization segment was reported as a discontinued operation in fiscal 2012's fourth quarter, with prior periods restated for this change.

Beginning in 2014's fourth quarter, FMD's banking subsidiary, Union Federal Savings Bank, is being wound down and is reported as a discontinued operation. Income statement data in prior period quarters in 2014 have been restated to reflect this change.

# The First Marblehead Corporation

**Income Statement and Balance Sheet**

*(Dollars in millions, except per share data)*

| | 2015 | | | | 2016 | | | |
|---|---|---|---|---|---|---|---|---|
| | **Q1 A** | **Q2 A** | **Q3 A** | **Q4 A** | **Q1 A** | **Q2 A** | **Q3 A** | **Q4 E** |
| Net interest income | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Non-interest revenue | 14.1 | 11.2 | 13.2 | 7.7 | 16.5 | 12.9 | 14.7 | 8.7 |
| Total net revenue | 14.1 | 11.2 | 13.2 | 7.7 | 16.5 | 12.9 | 14.7 | 8.7 |
| Loan loss provision (credit) | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Non-interest expense | 24.5 | 19.1 | 20.7 | 19.2 | 22.4 | 17.8 | 19.8 | 18.7 |
| Income tax expense (credit) and other | 0.1 | (0.0) | 0.3 | 0.3 | 0.2 | (0.0) | 0.2 | 0.3 |
| **Net income before NRI** | **(10.5)** | **(7.9)** | **(7.8)** | **(11.8)** | **(6.1)** | **(4.9)** | **(5.3)** | **(10.3)** |
| Discontinued operations | (2.9) | 0.2 | (0.8) | (1.2) | 0.0 | 0.0 | 0.0 | 0.0 |
| GAAP net income | (13.4) | (12.7) | (8.6) | (13.0) | (6.1) | (4.9) | (5.3) | (10.3) |
| **EPS before NRI** | **(0.92)** | **(0.69)** | **(0.68)** | **(1.03)** | **(0.53)** | **(0.41)** | **(0.45)** | **(0.86)** |
| Reported EPS | (1.18) | (1.10) | (0.75) | (1.13) | (0.53) | (0.41) | (0.45) | (0.86) |
| Dividends per share | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | | | |
| Cash & short-term investments | 65.1 | 56.8 | 50.7 | 63.0 | 52.2 | 49.1 | 44.2 | 40.2 |
| Restricted cash & GICs | 111.1 | 157.7 | 75.8 | 97.0 | 125.1 | 183.7 | 66.2 | 66.2 |
| Loans | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Receivables | 13.6 | 13.5 | 3.0 | 12.2 | 11.3 | 1.1 | 10.7 | 10.7 |
| Other assets | 73.4 | 71.4 | 81.7 | 68.6 | 77.4 | 81.5 | 70.5 | 77.2 |
| Subtotal | 263.2 | 299.4 | 211.2 | 240.8 | 266.0 | 315.4 | 191.6 | 194.3 |
| Discontinued operations | 174.3 | 144.4 | 131.6 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Total assets | **437.5** | **443.8** | **342.8** | **240.8** | **266.0** | **315.4** | **191.6** | **194.3** |
| | | | | | | | | |
| Deposits | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Restricted funds due to clients | 111.1 | 157.4 | 75.6 | 96.9 | 125.1 | 183.4 | 66.2 | 66.2 |
| Short-term borrowings | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Long-term borrowings | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Other liabilities | 40.8 | 42.8 | 43.4 | 41.7 | 44.4 | 39.7 | 33.1 | 46.1 |
| Shareholders' equity | 134.5 | 122.2 | 114.4 | 102.2 | 96.5 | 92.3 | 92.3 | 82.0 |
| Subtotal | 286.4 | 322.4 | 233.4 | 240.8 | 266.0 | 315.4 | 191.6 | 194.3 |
| Discontinued operations | 151.1 | 121.4 | 109.4 | 0.0 | 0.0 | 0.0 | 0.0 | 0.0 |
| Total liabilities and equity | **437.5** | **443.8** | **342.8** | **240.8** | **266.0** | **315.4** | **191.6** | **194.3** |

N.B.: Beginning in 2014's fourth quarter, FMD's banking subsidiary, Union Federal Savings Bank, is being wound down and is reported as a discontinued operation. Income statement data in prior period quarters in 2014 have been restated to reflect this change.

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