First National

Financial Corporation

Thank You for

25 Years of Shared Success

2012 Annual Report

As we celebrate 25 years of business, we find ourselves reflecting on the great people, hard work and fresh thinking that have built First National and keep it thriving today.

A success story like ours is made up of many smaller stories, from watershed achievements to little things done right every day. In this year's Annual Report, we share a few of the stories that have shaped First National. This anniversary is also a time for sincere thank yous. Some of them are found in these pages, but ultimately we believe the best way to thank our *managers* and *employees*, our *investors*, our *brokers* and our *customers* is to get to work on another 25 years of shared success – which is exactly what we plan to do.

Letter from the President

Fellow Shareholders:
As First National looks back on 25 years of success, there is much to celebrate. The Company has grown steadily since its founding – and in 2012 we continued to deliver strong financial results, achieving one of our best years yet.

Among many achievements this year, First National exceeded $67 billion in mortgages under administration, and increased our market share to approximately 16 percent in the mortgage broker distribution channel.

A strong year for First National
Some of our key performance indicators for 2012:

- Mortgages under administration increased by 13% over the previous year, to $67.3 billion.
- Mortgage originations hit record levels, with volume increasing 19% year over year to $14 billion, driven by gains in both our single-family residential division ($11.3 billion of originations) and strong performance in our multi-unit commercial division ($2.7 billion of originations).
- Revenue grew to $628.6 million from $464.0 million in 2011, reflecting increased interest revenue on securitized mortgages.
- Net income before taxes increased by 56% to $150.8 million from $96.8 million in 2011.
- Earnings before income taxes, excluding gains and losses on financial instruments ("Pre-FMV EBITDA"), grew to $153.2 million from $125.1 million in 2011, driven by growth in our servicing portfolio and the net margin on securitized mortgages.

Strong cash flow throughout 2012 enabled our Board to approve dividend increases in both 2012 and 2013. The annual dividend rate was raised to $1.30 per common share beginning with the payment on September 17 (a 4% increase over the previous rate of $1.25) and, as announced with our year end results, the annual rate was increased to $1.40 per share (an 8% increase) starting with the payment on April 15, 2013.

These are just a few of the recent metrics that mark First National's evolution from a startup with a focus on growth into the largest non-bank lender in Canada. Our drive to succeed has remained strong as our Company has grown: in the past four years, our residential division has moved from fifth place in market share to second overall and our commercial division remains the leading non-bank commercial lender in the country.

MARCH 1988

FirstNational
FINANCIAL CORPORATION

First National Financial Corporation opens for business

Corporate Profile

First National Financial Corporation (TSX: FN) is the parent company of First National Financial LP, a Canadian-based originator, underwriter and servicer of predominantly prime residential (single-family and multi-unit) and commercial mortgages. With over $67 billion in mortgages under administration, First National is Canada's largest non-bank originator and underwriter of mortgages and is among the top three in market share in the mortgage broker distribution channel. For more information, please visit www.firstnational.ca.

June 1991

First National becomes a CMHC-approved lender

First National's leadership team is proud of this performance, and we are proud of the approach that has made it possible: our commitment to serving our clients and brokers with excellence, and our focus on delivering strong results for our investors and employees.

Investing in relationships

First National has worked consistently to distinguish itself by the service it provides to its customers, and by the strength of its relationships with residential brokers and the commercial real estate community. Our reputation for outstanding service to brokers has become an increasingly valuable differentiator.

Our long-standing emphasis on supporting brokers as they work to meet clients' needs has resulted in a clear leadership position in the mortgage broker distribution channel. This position has yielded increased benefits as the channel continues to grow, and Canadian homebuyers take advantage of the value offered by mortgage brokers.

Sharing our success

First National has always believed in sharing our successes with those who place their confidence in us, including our brokers, management team and staff.

Today, sharing our success also means delivering strong growth and cash flow to the shareholders who have supported our Company. These shareholders have profited as we have announced three dividend increases in as many years.

In addition to sharing today's successes, First National is focused on laying strong foundations for future growth. We remain committed to maintaining a conservative risk profile and sustaining a funding mix that enables us to adapt to new market conditions. Our solid capital base and strong balance sheet also give us a firm platform from which to generate reliable future returns for our shareholders.

Looking ahead

In June 2012, the federal government introduced new rules that reduce the amount home buyers can borrow under the government-backed mortgage insurance program. The industry began to feel the effects of this move in the fourth quarter of 2012, and we anticipate moderately lower origination levels for our residential division in 2013.

Although all lenders will experience some cooling effects from these new rules, our increased volume of mortgages under administration, combined with anticipated renewals, will enable us to continue to deliver strong earnings and cash flow. Furthermore, we expect that interest rates will remain low, helping to keep housing affordable in Canada.

Despite lower origination targets on the residential side, we anticipate that our commercial division will maintain the strong origination levels it achieved in 2012, as the low-rate environment encourages real estate transactions. With the introduction of First National mortgage brokerage services and a new fund product targeting retail investors in 2012, our commercial division now offers the broadest product platform in Canada – further evidence of First National's commitment to positioning itself for future growth through adaptation and innovation.

Investments in our business made during 2012 will also promote profitability and cash flow through 2013 as we leverage our investments in the portfolio of mortgages under securitization and the servicing portfolio.

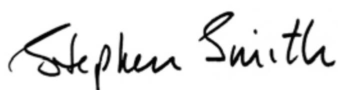
2012 at a glance

A year to celebrate
This year's performance has been supported by the dedication of our outstanding team of managers and employees. In 2012, the First National team grew to include more than 600 professionals working across Canada. Our record-setting year attests to the exceptional quality and dedication of our team, as well as the sound guidance of our Board.

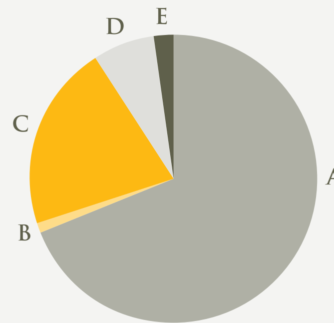
For me and my fellow co-founder Moray Tawse, First National's success over the past 25 years is all the more satisfying because it has been driven by the values on which First National was founded. Moray and I launched First National with a commitment to integrity, professionalism, transparency, supportiveness and a strong conviction that relationships are at the heart of our business. Since the day we founded the business, we have built the Company step by step, with the cooperation and investment of people we trust and respect. The result is a Company and a culture of which we are truly proud.

Together, we have helped Canadian families purchase their first home, partnered with commercial enterprises to create growth and meet business objectives, and delivered strong returns to thousands of investors who placed their confidence in our business. Thank you. We can't think of a better way to have spent the last 25 years, and we look forward to another 25 years of shared success.

Sincerely,

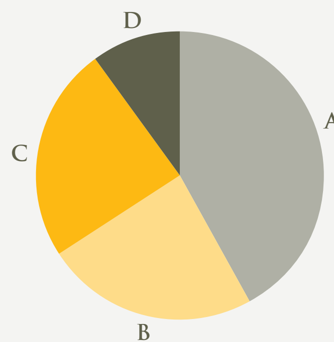


Stephen Smith



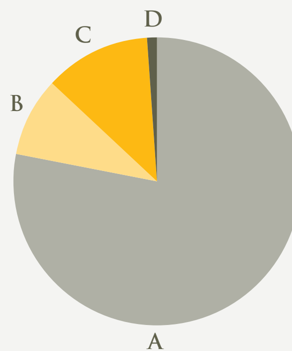
FUNDING SOURCES
(for the year ended December 31, 2012)

A	69%	Institutional placements
B	1%	CMB dealers
C	21%	NHA MBS
D	7%	ABCP
E	2%	Internal resources



REVENUE SOURCES PRIOR TO FAIR VALUE GAINS/LOSSES
(for the year ended December 31, 2012)

A	42%	Institutional placements
B	24%	Net interest – securitized mortgages
C	24%	Mortgage servicing
D	10%	Investment income



MORTGAGES UNDER ADMINISTRATION
(for the year ended December 31, 2012)

A	79%	Insured
B	9%	Multi-unit and commercial
C	12%	Conventional single-family residential
D	<1%	Bridge loans / Alt-A
	91%	Insured or conventional single-family residential

From the beginning, a drive to succeed

For 25 years, First National has combined the entrepreneurial energy of a dynamic startup with the reliability and professionalism of one of Canada's top financial institutions. The result has been strong, steady growth, supported by prudent risk management, and our competitive drive and entrepreneurial spirit continue to move us forward.

In February 2012, we surpassed $60 billion in mortgages under administration, and by year's end we reached $67.3 billion.

MAY 1996

First National launches first ABCP Program

Outstanding service every step of the way

Great service has always been fundamental to our reputation as a solid partner for brokers and as a trustworthy lender for Canadians. Insisting on top service is not just how we work, it's how we grow.

APRIL 2001

First National launches MERLIN

A record of service, a history of growth

First National started out as a small firm in a large industry. From the outset, we understood that if we were to earn the trust of Canadians and mortgage brokers, our expertise, professionalism and integrity had to come through in everything we did, from the rigour of our underwriting process to the speed with which we returned phone calls.

Technological innovation for superior service

First National leads the industry in adopting technology to enable fast, customized communication with our clients, brokers and investors. We continue to evolve MERLIN, our proprietary mortgage approval and underwriting system. This year, we will introduce MERLIN in additional business areas, launching a MERLIN-based portal for investors and using it to enhance our commercial mortgage administration. Residential borrowers continue to benefit from our personalized mortgage management tool, *My Mortgage*, online and by phone.

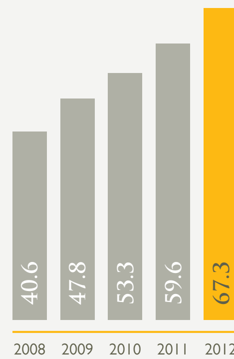
We value our employees.
Our staff embody our dedication to service and help drive our growth.

2012 at a glance

Because of our ongoing investments in advanced technology, we are able to continually raise our service standards even as our volumes increase. More than 20% of our residential service requests are now received online through *My Mortgage*, and in 2012 online requests almost doubled from 2011. As customers become more comfortable with online technology, we expect our online requests to increase even further. Our technological readiness and outstanding staff enable us to rise to these challenges and deliver on our guaranteed 24-hour turnaround time.

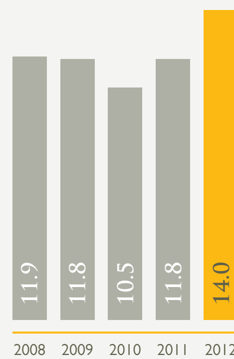
"In 1988, it was unusual for a small business to even own a computer. We saw that there was a better way of working, so we made the investment. When we digitized the process, it became almost instantaneous. We could respond faster than anyone – much faster."

— STEPHEN SMITH



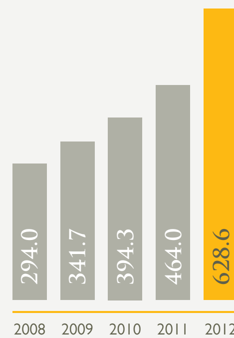
MORTGAGES UNDER ADMINISTRATION
(in $ billions)

13% YEAR-OVER-YEAR GROWTH 2011 TO 2012



MORTGAGE ORIGINATIONS
(in $ billions)

19% YEAR-OVER-YEAR GROWTH 2011 TO 2012



REVENUE
(in $ millions)

35% YEAR-OVER-YEAR GROWTH 2011 TO 2012

PRE-FMV EBITDA
(in $ millions)

22% YEAR-OVER-YEAR GROWTH 2011 TO 2012

Strong relationships, shared success

JUNE 2006

First National is listed on the TSX

JUNE 2010

First National reaches $50 billion in mortgages under administration

First National has always taken a win-win approach to business. Our growth is rooted in the relationships we have built over a quarter-century of earning loyalty and keeping promises. We embrace opportunities to share our success with our investors, our valued network of brokers and our staff.

A passionate team

Some of our employees have been with us since our earliest days. For them, building a career has been inextricably connected to building First National. We are pleased that our tradition of staff retention and advancement continues: 2012 saw 48 internal promotions. Our team continues to find new ways to grow with the Company, not only sharing in First National's success but also driving that success.

We value our managers.

Our dedicated team has made vital contributions to First National's strong performance this year.

> "When we started, on any given day you could find the President shovelling the snow, checking the computer wires or developing an NHA MBS joint venture. Everyone on our team wore many hats in those days."
>
> — MORAY TAWSE

We value our long-standing employees celebrating 25 years of service:
Sharon MacKenzie, Josie Bohren, Scott McKenzie, Peter Cook, Dru McAuley, Nuala Bourke

2012 at a glance

$150.8 MILLION

Net income before taxes increased to $150.8 million from $96.8 million in 2011.

$1.40 PER COMMON SHARE

In April 2013, a dividend of $1.40 per common share was issued, which represented an 8% increase from the previous rate of $1.30.

1,692 COMMITMENTS

March 29th was a milestone: the busiest day in the Company's history, with our residential division issuing 1,692 commitments for a total of approximately $440 million.

16%

In 2012 First National's market share increased from approximately 13% to approximately 16%, as a major player exited the market and First National worked to capture new business.

Our philosophy

Our philosophy is unique in its simplicity: we deliver service, create solutions and build success.

By combining innovative mortgage solutions, MERLIN – our industry-leading mortgage approval and tracking system – and the expertise of our team, First National has earned the trust of mortgage brokers, commercial clients and residential customers Canada-wide.

These valued relationships endure because of our unwavering commitment to service excellence, a commitment shared by senior management and every member of the First National team.

Delivering Service

We are determined to provide industry-leading service across all areas of our business.

Fast turnaround of mortgage applications is a priority at First National. We typically respond to mortgage broker submissions within four hours and commercial clients often receive their mortgage commitment documents in as little as seven days.

A homeowner who becomes a First National client can expect dedicated service from our experienced team of customer service representatives, and access to *My Mortgage*, their personalized mortgage management tool available online or by phone.

Creating Solutions

At First National, we put all of our resources and expertise behind the development, administration and servicing of mortgage solutions.

Each commercial mortgage inquiry starts with a professional mortgage consultation and analysis. Our commercial mortgage experts analyze each client's needs and develop customized proposals detailing the loan strategy, preferred terms, best rate solution and optimum financing recommendation.

Residential mortgage brokers have access to a wide range of mortgage solutions, flexible payment terms and prepayment privileges to suit just about any lifestyle.

MERLIN, First National's exclusive online mortgage approval and tracking system, ensures mortgage brokers stay connected to the status of their deal so they can exceed customers' expectations while maximizing efficient use of their own time.

Building Success

Many Canadians dream of buying their first home whether they are new to our country, growing a family or simply putting down roots. Together with their mortgage broker, we are all committed to helping them make this dream come true as easily and worry-free as possible.

Time and time again, mortgage brokers tell us that a key component of excellent service is fast turnaround time so that they can differentiate themselves from the competition. First National responds to 90% of mortgage broker submissions in under four hours.

A Strong Year for First National

2012 financial statements

Financial Reporting

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Management's Discussion and Analysis

The following management's discussion and analysis ("MD&A") of financial condition and results of operations is prepared as of February 26, 2013. This discussion should be read in conjunction with the audited consolidated financial statements of First National Financial Corporation (the "Company" or "Corporation" or "First National") as at and for the year ended December 31, 2012 and the notes thereto. This discussion should also be read in conjunction with the audited consolidated financial statements and notes thereto of the Company for the year ended December 31, 2011. The audited consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A contains forward-looking information. Please see "Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions relating to these statements. The selected financial information and discussion below also refer to certain measures to assist in assessing financial performance. These other measures, such as "Pre-FMV EBITDA", "Adjusted Cash Flow" and "Adjusted Cash Flow per Share", should not be construed as alternatives to net income or loss or other comparable measures determined in accordance with IFRS as an indicator of performance or as a measure of liquidity and cash flow. These measures do not have standard meanings prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers.

Unless otherwise noted, tabular amounts are in thousands of Canadian dollars.

Additional information relating to the Company is available in First National Financial Corporation's profile on the System for Electronic Data Analysis and Retrieval ("SEDAR") website at www.sedar.com.

General Description of the Company

First National Financial Corporation is the parent company of First National Financial LP ("FNFLP"), a Canadian-based originator, underwriter and servicer of predominantly prime residential (single-family and multi-unit) and commercial mortgages. With over $67 billion in mortgages under administration ("MUA"), First National is Canada's largest non-bank originator and underwriter of mortgages and is among the top three in market share in the growing mortgage broker distribution channel. Pursuant to a Plan of Arrangement (the "Arrangement") and an amalgamation (the "Amalgamation") effective January 1, 2011, First National Financial Corporation succeeded First National Financial Income Fund (the "Fund") as the public holding company invested in FNFLP. The Arrangement and Amalgamation (together, the "Conversion") were used to convert the Fund into a corporate structure.

2012 Results Summary

The Company was very pleased with its results for 2012. The Canadian real estate market remained strong and First National's market share in the mortgage broker distribution channel continued to grow. With these fundamentals, the Company was able to produce record origination levels, surpassing the previous annual record set in 2008. This is particularly true for the single-family segment, where First National originated $11.3 billion of new mortgages. With these robust origination metrics, the Company continued to build both its portfolio of mortgages pledged under securitization and its MUA.

- MUA grew to $67.3 billion at December 31, 2012 from $59.6 billion at December 31, 2011, an increase of 13%; the growth from September 30, 2012, when MUA was $65.9 billion, was 2%, an annualized increase of more than 8%.
- The Canadian single-family real estate market continued to show its strength. In 2012, single-family mortgage originations for the Company increased by 24% to $11.3 billion from $9.1 billion in 2011. The commercial segment had results consistent with 2011 as this market remained strong and volumes were approximately $2.7 billion for both 2012 and 2011. Overall origination was up over 19% year over year.
- The Company used the Canada Mortgage Bonds ("CMB") program to successfully securitize $931.8 million of multi-unit mortgages in the 10-year program and $1.6 billion of mortgages in the five-year term programs. In 2012, First National also securitized $526.6 million of mortgages through bank-led syndicated National Housing Act Mortgage-Backed Securities ("NHA MBS") transactions.
- Revenue for the year ended December 31, 2012 increased to $628.6 million from $464.0 million in 2011. The growth of 35% is reflective of increased placement fees, which increased by $41.9 million year over year, and interest revenue on securitized mortgages, which increased by almost $82.9 million. While the Company continued to securitize a portion of its origination, the additional volume originated in 2012 was placed with institutional investors.
- Income before income taxes in the year increased significantly, by 56%, from $96.8 million in 2011 to $150.8 million in 2012. The increase was the result of a steadily growing business and a turnaround of revenues on account of fair value of financial instruments, which increased pre-tax income by $24.6 million in 2012.
- Without the impact of gains and losses on financial instruments, which have been volatile, the Company's earnings before income taxes, depreciation and amortization ("Pre-FMV EBITDA") increased by 22%, from $125.1 million in 2011 to $153.2 million in 2012. This increase is due to the growth of the Company's servicing portfolio and the net margin on securitized mortgages.
- The Company was pleased with its results and, in particular, the amount of cash flow the business generated. With a strong finish to 2012, First National is pleased to announce that the Board of Directors has approved an increase in the dividend payable on the outstanding common shares. Effective with the dividend payable on April 15, 2013, the annual dividend rate will be increased from $1.30 per share to $1.40 per share, an increase of 7.7%.

Outstanding Securities of the Corporation

At December 31, 2012 and February 26, 2013, the Corporation had 59,967,429 common shares, 4,000,000 Class A Series 1 Preferred Shares and 175,000 debentures outstanding.

Selected Quarterly Information

Quarterly results of First National Financial Corporation

($000s, except per share amounts)

	Revenue	Net income for the period	Net income per common share	Total assets
2012				
Fourth quarter	$ 156,092	$ 33,491	$ 0.54	$ 15,008,552
Third quarter	$ 181,573	$ 32,047	$ 0.51	$ 14,311,584
Second quarter	$ 156,983	$ 18,099	$ 0.28	$ 13,682,980
First quarter	$ 133,965	$ 26,688	$ 0.43	$ 13,224,456
2011				
Fourth quarter	$ 118,121	$ 17,687	$ 0.27	$ 11,927,270
Third quarter	$ 115,522	$ 12,107	$ 0.18	$ 10,754,813
Second quarter	$ 121,579	$ 20,197	$ 0.32	$ 9,948,118
First quarter	$ 108,798	$ 20,500	$ 0.33	$ 9,261,178

Given First National's large amount of MUA and portfolio of mortgages pledged under securitization, quarterly revenue under IFRS is driven primarily by mortgage servicing revenue growth, and the gross interest earned on the mortgages pledged under securitization. Servicing revenue will change as the third-party portfolio of mortgages grows or contracts. The gross interest on the mortgage portfolio is dependent both on the size of the portfolio of mortgages pledged under securitization as well as weighted average mortgage rates. Revenue will also change as the amount of origination for institutional investors changes. All of these factors have increased over the last 24 months as the Company has steadily increased its MUA and portfolio of securitized mortgages and increased placement fees with higher originations for its institutional investors. Revenue is also dependent on conditions in the debt markets, which affect the value of gains and losses on financial instruments arising from the Company's interest rate hedging program. In particular, revenue was reduced by $14.8 million and $8.4 million losses in the third and fourth quarters of 2011, respectively. In the second quarter of 2012, more losses on these items decreased revenue by $12.0 million. This contrasts gains of $7.1 million in the first quarter of 2012, $5.6 million in the third quarter of 2012 and $5.4 million in the fourth quarter of 2012. These issues also impacted net income, which was directly affected on a before-tax basis by these gains and losses.

Generally, during the first two quarters of 2011, mortgage spreads tightened steadily as Canadian capital markets returned to historical norms following the credit turmoil of 2008. This trend is evident in net income figures except for the third and fourth quarters of 2011, when interest rates fell significantly and caused large mark-to-market adjustments on financial instruments, which reduced earnings. In 2012, increased origination volume and the securitization-related income from past quarters' securitizations have come together to drive earnings higher despite some volatility in the capital markets. Total assets have increased steadily as the Company has taken advantage of securitization opportunities to grow its mortgage assets pledged under securitization.

Selected Annual Financial Information for the Company's Fiscal Year

($000s, except per share/unit amounts)

	December 31 2012	December 31 2011	December 31 2010
For the year then ended			
Income statement highlights			
Revenue	$ 628,613	$ 464,020	$ 394,259
Interest expense – securitized mortgages	(246,736)	(184,291)	(112,530)
Brokerage fees	(115,978)	(81,480)	(70,718)
Salaries, interest and other operating expenses	(106,547)	(91,642)	(81,586)
EBITDA[1]	159,352	106,607	131,221
Amortization of capital assets	(2,059)	(1,856)	(1,796)
Amortization of intangible assets	(6,468)	(7,968)	(9,468)
Provision for income taxes	(40,500)	(26,292)	(30,040)
Net income	110,325	70,491	89,917
Dividends/distributions declared	80,859	109,022	89,623
Per share/unit highlights			
Net income per unit/common share	1.76	1.10	1.50
Dividends/distributions declared per common share/unit	1.27	1.25	1.49
At year end			
Balance sheet highlights			
Total assets	15,008,552	11,927,270	8,403,993
Total long-term financial liabilities	$ 181,275	$ 184,689	$ 178,849

(1) EBITDA is not a recognized earnings measure under IFRS and does not have a standardized meaning prescribed by IFRS. Therefore, EBITDA may not be comparable to similar measures presented by other issuers. Investors are cautioned that EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS as an indicator of the Company's performance or as an alternative to cash flows from operating, investing and financing activities as a measure of liquidity and cash flows.

(2) Information for 2010 has been restated to conform to presentation under IFRS and for the Conversion.

Vision and Strategy

The Company provides mortgage financing solutions to virtually the entire mortgage market in Canada. By offering a full range of mortgage products, with a focus on customer service and superior technology, the Company believes that it is the leading non-bank mortgage lender in the industry. Growth has been achieved while maintaining a relatively conservative risk profile. The Company intends to continue leveraging these strengths to lead the non-bank mortgage lending industry in Canada, while appropriately managing risk.

The Company's strategy is built on four cornerstones: providing a full range of mortgage solutions; growing assets under administration; employing leading-edge technology to lower costs and rationalize business processes; and maintaining a conservative risk profile. An important element of the Company's strategy is its direct relationship with the mortgage borrower. Although the Company places most of its originations with third parties, FNFLP is perceived by all of its borrowers as the mortgage lender. This is a critical distinction. It allows the Company to communicate with each borrower directly throughout the term of the related mortgage. Through this relationship, the Company can negotiate new transactions and pursue marketing initiatives. Management believes this strategy will provide long-term profitability and sustainable brand recognition for the Company.

Key Performance Drivers

The Company's success is driven by the following factors:

- Growth in the portfolio of mortgages under administration;
- Growth in the origination of mortgages;
- Lowering the costs of operations through the innovation of systems and technology; and
- Employing innovative securitization transactions to minimize funding costs.

Growth in Portfolio of Mortgages under Administration

Management considers the growth in MUA to be a key element of the Company's performance. The portfolio grows in two ways: through mortgages originated by the Company and through mortgage servicing portfolios purchased from third parties. Mortgage originations not only drive revenues from placement and interest from securitized mortgages but, perhaps more importantly, longer-term values such as servicing fees, mortgage administration fees, renewal opportunities and growth in customer base for marketing initiatives. As at December 31, 2012, MUA totalled $67.3 billion, up from $59.6 billion at December 31, 2011, an increase of 13%. This compares to $65.9 billion at September 30, 2012, representing a quarter-over-quarter increase of 2.1% and an annualized increase of about 8.5%.

Growth in Origination of Mortgages

The origination of mortgages not only drives the growth of MUA as described above, but leverages the Company's origination platform, which has a large fixed cost component. As more mortgages are originated, the marginal costs of underwriting are decreased. The Company can also decide to securitize more mortgages to take advantage of its origination in periods of wider mortgage spreads. Prior to 2008, when the capital markets experienced some significant turbulence, the prime mortgages that the Company originated had tight spreads such that the Company's strategy was to sell these mortgages on commitment to institutional investors and retain the servicing. This strategy changed with the challenges in the credit environment and the Company was able to take a larger portion of the spread for itself. By the end of 2010, much of the turmoil in the capital markets had waned and mortgage spreads returned to modest premiums over pre-crisis levels. This is most evident for

five-year fixed single-family mortgage rates compared to similar-term Government of Canada bonds. Prior to 2008, this comparison showed spreads of approximately 1.25%. With the credit crisis, these spreads reached as high as 3.00% in 2008. Between 2009 and mid-2011, spreads gradually tightened as liquidity issues at financial institutions diminished and the competition for mortgages increased such that at June 30, 2011, mortgage spreads were at 1.46%. With renewed global economic turmoil in 2012, spreads generally widened again such that by mid-year spreads reached as high as 1.85%, tightening to about 1.61% by year end. In 2012, the Company has chosen to opportunistically securitize a larger portion of its originations, both in the single-family and multi-family segments, to take advantage of these still-profitable spreads. For 2012, the Company originated for securitization approximately $2.1 billion of single-family mortgages and $986 million of fixed multi-residential mortgages in order to take advantage of these wider spreads. In 2012, the Company securitized through NHA MBS approximately $494 million of floating rate single-family mortgages, $1.8 billion of fixed single-family mortgages and $1.0 billion of fixed multi-residential mortgages.

Lowering Costs of Operations

Innovation of systems and technology

The Company has always used technology to provide for efficient and effective operations. This is particularly true for its MERLIN underwriting system, Canada's only web-based, real-time broker information system. By creating a paperless, 24/7 commitment management platform for mortgage brokers, the Company is now ranked among the top three lenders by market share in the broker channel. This has translated into increased single-family origination volumes and higher closing ratios (the percentage of mortgage commitments the Company issues that actually become closed mortgages).

Increase of bank credit facility

In May and then in December 2012, the Company increased its revolving line of credit with a syndicate of banks from $125.0 million to $545.0 million. The additional $420.0 million commitment was increased to enable the Company to fund the increasing amount of mortgages accumulated for securitization and reduce the amount of mortgages funded with repurchase obligations. The entire facility is floating rate and has a four-year term. The Company has elected to undertake this increased debt for a number of reasons: (1) the transaction increases the amount of debt available to fund mortgages originated for securitization purposes; (2) the debt is revolving and can be used and repaid as the Company requires, providing more flexibility than the debenture debt, which is always fully drawn; (3) the four-year term extension gives the Company a committed facility that strategically extends the maturity of this debt beyond that of the debenture in 2015; and (4) the cost of borrowing is marginally lower than of the replaced $125.0 million credit facility.

Preferred share issuance

On January 25, 2011, the Company issued 4,000,000 Class A Series 1 Preferred Shares for gross proceeds of $100 million. The Company received net proceeds of $97.4 million after issuance costs, net of deferred tax assets of $0.9 million. These shares are rate reset preferred shares having a stated 4.65% annual dividend rate, subject to Board of Director approval, and a par of $25 per share. The rate reset feature is at the discretion of the Company such that after the initial five-year term the Company can choose to extend the shares for another five-year term at a fixed spread (2.07%) over the yield of the then relevant Government of Canada bond. While the investors in these shares have an option on each five-year anniversary to convert their Series 1 holdings into Series 2 Preferred Shares (which pay floating rate dividends), there are no redemption

options for these shareholders. As such, the Company considers these shares to represent a permanent source of capital and classifies the shares as equity on its balance sheet. Management believes this capital will give the Company the opportunity to pursue its strategy of increased securitization, which requires upfront investment.

Employing Innovative Securitization Transactions to Minimize Funding Costs

Approval as both an issuer of NHA MBS and seller to the Canada Mortgage Bonds program

The Company has been involved in the issuance of NHA MBS since 1995. This program has been very successful, with over $5 billion of NHA MBS issued. In December 2007, the Company was approved by Canada Mortgage and Housing Corporation ("CMHC") as an issuer of NHA MBS and as a seller to the CMB program. Issuer status has provided the Company with a funding source that it can access independently. Perhaps more importantly, seller status for the CMB gives the Company direct access to the CMB. Generally, the demand for high-quality fixed and floating rate investments increased significantly with the turmoil in 2009. This demand has continued into 2012 and allowed the Company to fund over $3.3 billion of mortgages through the NHA MBS and CMB programs during the year, including $861 million in the fourth quarter of 2012.

Canada Mortgage Bonds program

The CMB program is an initiative sponsored by CMHC whereby the Canada Housing Trust ("CHT") issues securities to investors in the form of semi-annual interest-yielding five- and 10-year bonds. The proceeds of these bonds are used to buy NHA MBS. In previous years, the Company entered into an agreement with a Canadian bank that allowed the Company to indirectly sell a portion of the Company's residential mortgage origination into several CMB issuances. Subsequently, pursuant to the Company's approval as a seller into the CMB, the Company was able to make direct sales into the program. Because of the similarities to a traditional Government of Canada bond (both have five- and 10-year unamortizing terms and a federal government guarantee), the CMB trades in the capital markets at a modest premium to the yields on Government of Canada bonds. The ability to sell into the CMB has given the Company access to lower cost of funds on both single-family and multi-family mortgage securitizations. Because these funding structures do not amortize, the Company can fund future mortgages through this channel as the original mortgages amortize or pay out. The Company also enjoys significant demand for mortgages from investment dealers who sell directly into the CMB. Because of the effectiveness of the CMB, there have been requests from approved CMB sellers for larger issuances. CHT has indicated that it will not unduly increase the size of its issuances and has created guidelines through CMHC that limit the amount that can be sold by each seller into the CMB each quarter. The Company is also subject to these limitations.

Key Performance Indicators

The principal indicators used to measure the Company's performance are:

- Earnings before income taxes, depreciation and amortization, and losses and gains on financial instruments ("Pre-FMV EBITDA"[(1)]); and
- Adjusted cash flow from operations ("Adjusted Cash Flow").

Pre-FMV EBITDA is not a recognized measure under IFRS. However, management believes that Pre-FMV EBITDA is a useful measure that provides investors with an indication of income normalized for capital market fluctuations and prior to capital expenditures. Pre-FMV EBITDA should not be construed as an alternative to net income determined in accordance with IFRS or to cash flows from operating, investing and financing activities. The Company's method of calculating Pre-FMV EBITDA may differ from other issuers and, accordingly, Pre-FMV EBITDA may not be comparable to measures used by other issuers.

($000s)	**Quarter ended**		**Year ended**	
	December 31 2012	**December 31 2011**	**December 31 2012**	**December 31 2011**
For the period				
Revenue	**$ 156,092**	$ 118,121	**$ 628,613**	$ 464,020
Income before income taxes	**45,091**	24,287	**150,825**	96,783
Pre-FMV EBITDA[(1)]	**41,765**	30,849	**153,199**	125,092
At period end				
Total assets	**15,008,552**	11,927,270	**15,008,552**	11,927,270
Mortgages under administration	**67,260,086**	59,598,596	**67,260,086**	59,598,596

(1) This non-IFRS measure adjusts income before income taxes by adding back expenses for amortization of intangible and capital assets (generally described as EBITDA) but it also eliminates the impact of changes in fair value by adding back losses on the valuation of financial instruments and deducting gains on the valuation of financial instruments.

Adjusted Cash Flow is not a defined term under IFRS. Management believes that net cash generated by the Company prior to investing and financing activities is an important measure for investors to monitor. Management cautions investors that, due to the Company's nature as a mortgage seller and securitizer, there will be significant variations in this measure from quarter to quarter as the Company collects and invests cash from mortgage transactions. Adjusted Cash Flow is determined by the Company as cash provided from operating activities increased/decreased by the change in mortgages accumulated for sale or securitization in the period. Mortgages accumulated for sale or securitization consist primarily of mortgages that the Company funds ahead of securitization transactions. Normally during the three months after funding, the Company aggregates all relevant mortgages warehoused to date and creates a pool to sell to the NHA MBS market or directly to the CMB. As the Company typically raises term debt through the securitization markets on these mortgages in the months subsequent to the month of funding, there are large amounts of cash invested at quarter ends. The Company's credit facilities provide full financing for the majority of these mortgage loans. Accordingly, management believes the measure of Adjusted Cash Flow is only meaningful if the change in mortgages accumulated for sale between reporting periods is adjusted.

Determination of Adjusted Cash Flow and Payout Ratio

($000s)	Quarter ended		Year ended	
	December 31 2012	**December 31 2011**	**December 31 2012**	**December 31 2011**
For the period				
Cash provided by (used in) operating activities	$ 85,617	$ (124,025)	$ 166,007	$ (456,358)
Add (deduct):				
Change in mortgages accumulated for sale or securitization between periods	(53,378)	129,256	(42,416)	532,802
Adjusted Cash Flow[1]	32,239	5,231	123,591	76,444
Less: cash dividends on preferred shares	(1,162)	(1,163)	(4,365)	(3,154)
Adjusted Cash Flow available for common shareholders	$ 31,077	$ 4,068	$ 119,226	$ 73,290
Adjusted Cash Flow per common share ($/share)[1]	0.52	0.07	1.99	1.22
Dividends declared on common shares	19,489	18,740	76,208	74,960
Dividends declared per common share ($/share)	0.33	0.31	1.27	1.25
Payout ratio	63%	443%	64%	102%

(1) These non-IFRS measures adjust cash provided by (used in) operating activities by accounting for changes between periods in mortgages accumulated for sale or securitization and mortgage securitization activity.

For the year ended December 31, 2012, the payout ratio was 64%. This is compared to a payout ratio of 102% for 2011. Generally, the Company recorded superior results to 2011, and its net income was consistent with its cash flow from operations. The lower payout ratio was evident even though the common share dividend was increased during the year. The 2011 year also experienced realized losses on financial instruments of $22.3 million, which reduced cash flow. For 2012, the Company had just $10.6 million of realized losses, which detracted from cash flow. The consistently low payout ratio in 2012 was an important factor in the Board's decision to raise the annual rate of dividends in 2013.

Revenues and Funding Sources

Mortgage origination

The Company derives a significant amount of its revenue from mortgage origination activities. The majority of mortgages originated are funded by either placement with institutional investors or securitization conduits, in each case with retained servicing. Depending upon market conditions, either an institutional placement or a securitization conduit may be the most cost-effective means for the Company to fund individual mortgages. In general, originations are allocated from one funding source to another, depending on market conditions and strategic considerations related to maintaining diversified funding sources. The Company retains servicing rights on virtually all of the mortgages it originates, which provides the Company with servicing fees to complement revenue earned through

originations. For the year ended December 31, 2012, origination volume increased from $11.8 billion to $14.0 billion, or 19%, compared to 2011.

Securitization

The Company securitizes a portion of its origination through various vehicles, including NHA MBS, CMB and Asset-Backed Commercial Paper ("ABCP"). Although legally these transactions represent sales of mortgages, for accounting purposes they do not meet the requirements for revenue recognition and instead are accounted for as secured financings. These mortgages remain as mortgage assets of the Company for the full term and are funded with securitization-related debt. Of the Company's $14.0 billion of originations for the year ended December 31, 2012, $3.1 billion was originated for securitization purposes.

Placement fees and gain on deferred placement fees

The Company recognizes revenue at the time that a mortgage is placed with an institutional investor. Cash amounts received in excess of the mortgage principal at the time of placement are recognized in revenue as "placement fees". The present value of additional amounts expected to be received over the remaining life of the mortgage sold (excluding normal market-based servicing fees) is recorded as a "deferred placement fee". A deferred placement fee arises when mortgages with spreads in excess of a base spread are sold. Normally the Company would earn an upfront cash placement fee, but investors prefer paying the Company over time as they earn net interest margin on such transactions. Upon the recognition of a deferred placement fee, the Company establishes a "deferred placement fee receivable" that is amortized as the fees are received by the Company. Of the Company's $14.0 billion of originations for the year ended December 31, 2012, $9.8 billion was placed with institutional investors and $0.7 billion was originated for institutional investors involved in the issuance of NHA MBS.

For all institutional placements and mortgages sold to institutional investors for the NHA MBS market, the Company earns placement fees. Revenues based on these originations are equal to either: (1) the present value of the excess spread, or (2) an origination fee based on the outstanding principal amount of the mortgage. This revenue is received in cash at the time of placement. In addition, under certain circumstances, additional revenue from institutional placements and NHA MBS may be recognized as "gain on deferred placement fees" as described above.

Mortgage servicing and administration

The Company services virtually all mortgages generated through its mortgage origination activities on behalf of a wide range of institutional investors. Mortgage servicing and administration is a key component of the Company's overall business strategy and a significant source of continuing income and cash flow. In addition to pure servicing revenues, fees related to mortgage administration are earned by the Company throughout the mortgage term. Another aspect of servicing is the administration of funds held in trust, including borrowers' property tax escrow, reserve escrow and mortgage payments. As acknowledged in the Company's agreements, any interest earned on these funds accrues to the Company as partial compensation for administration services provided. The Company has negotiated favourable interest rates on these funds with the chartered banks that maintain the deposit accounts, which has resulted in significant additional servicing revenue.

In addition to the interest income earned on securitized mortgages and deferred placement fees receivable, the Company also earns interest income on mortgage-related assets, including mortgages accumulated for sale or securitization, mortgage and loan investments and purchased mortgage servicing rights.

Results of Operations

The following table shows the volume of mortgages originated by First National and mortgages under administration for the periods indicated:

($ millions)	Quarter ended		Year ended	
	December 31 2012	**December 31 2011**	**December 31 2012**	**December 31 2011**
Mortgage originations by segment				
Single-family residential	$ 1,919	$ 2,121	$ 11,280	$ 9,083
Multi-unit residential and commercial	832	796	2,709	2,719
Total	$ 2,751	$ 2,917	$ 13,989	$ 11,802
Mortgage originations by funding source				
Institutional investors – residential	$ 1,246	$ 1,158	$ 8,926	$ 6,099
Institutional investors – multi-unit/commercial	192	255	838	696
NHA MBS for institutional investors	339	68	737	710
NHA MBS/CMB/ABCP securitization	856	1,354	3,135	4,047
Internal Company resources	118	82	353	250
Total	$ 2,751	$ 2,917	$ 13,989	$ 11,802
Mortgages under administration				
Single-family residential	$ 49,636	$ 42,251	$ 49,636	$ 42,251
Multi-unit residential and commercial	17,624	17,348	17,624	17,348
Total	$ 67,260	$ 59,599	$ 67,260	$ 59,599

Total mortgage origination volumes increased in the year by 19% as First National took advantage of strong housing demand and set a new record for annual single-family origination. Single-family volumes increased by 24% year over year as demand for housing remained high amid a historically low interest rate environment. The Company's market share in the mortgage broker channel has also increased as one of its main competitors slowed down its origination operations pending an exit from this channel. Commercial segment originations remained flat to 2011, overcoming a slow first quarter but ending the year with its strongest quarter of 2012 with $832 million originated. The low interest rate environment which existed for most of 2012 increased commercial real estate transactions, which drove originations for the Company. Origination for direct securitization into NHA MBS, CMB and ABCP programs decreased from over $4.0 billion in 2011 to about $3.1 billion in 2012. The decrease was most evident in the single-family segment as the Company was able to securitize significant amounts of mortgages originated through its renewal pipeline. Accordingly, it did not need to allocate as much of its new origination to its securitization programs.

In the fourth quarter of 2012, overall origination decreased by 6% as the single-family segment suffered from the federal government's introduction of new measures to "strengthen Canada's housing system" at the end of June 2012. Although effective July 9, 2012, these changes designed to slow down the growth of consumer debt, affected new commitments entered into after that date. Accordingly, third-quarter origination was only marginally impacted but fourth-quarter origination was fully affected by the new rules, which make

the qualification for mortgage finance more onerous for single-family buyers. This has slowed down the real estate markets across Canada such that the Company's originations for the fourth quarter fell by approximately 10% from the 2011 fourth quarter.

For the latter part of 2011, Canadian capital markets were volatile. Continued global economic issues and a slowing recovery meant a movement of capital from equity markets to bond markets, such that bond prices were bid up and yields fell. The mortgage market moved in step with these indicators. For the Company, these conditions had some significant impacts on its third and fourth quarter 2011 results. As an originator of mortgages, the uncertain economic conditions made for a low interest rate environment, making it marginally easier for the Company to originate mortgages. The uncertainty also caused mortgage spreads to widen and made the decision to securitize a large portion of its origination an easier one for the Company. While markets have been less volatile in 2012, mortgage interest rates have remained low, with large Canadian banks continuing to offer historically low rates. This has allowed the Company to offer competitive mortgage products at profitable spreads.

Total revenues for the year ended December 31, 2012 increased by about 35% compared to the year ended December 31, 2011, from $464.0 million to $626.6 million. This increase resulted from more placement fees and higher interest revenue on a larger portfolio of mortgages pledged under securitization.

Net interest – securitized mortgages

Comparing the year ended December 31, 2012 to the year ended December 31, 2011, net interest – securitized mortgages increased 29% to $90.3 million from $69.8 million. The increase is due to a larger portfolio of securitized mortgages offset by tighter weighted average spreads on the portfolio year over year. The portfolio of mortgages funded by securitization grew from $9.8 billion as at December 31, 2011 to $13.0 billion as at December 31, 2012. However, the market for prime mortgages became more competitive during this period. At December 31, 2011, the Company's securitized mortgage portfolio earned gross spreads of approximately 1.11%. By December 31, 2012, as higher-spread securitizations amortized down and new securitizations were entered into at tighter spreads, the weighted average gross spread decreased to 1.04%. Net interest is also affected by the amortization of deferred origination costs and fair value adjustments that are capitalized on these mortgages. Credit losses were minimal in the quarter as the Company's exposure to uninsured mortgages declined, particularly as the Alt-A and small conventional mortgages programs ran down.

Placement fees

Placement fee revenue increased 38% to $151.9 million from $110.0 million. This increase is due to the large mortgage volumes originated by the Company and sold to institutional investors. Total origination volumes, which drive placement fees, consisting of mortgages originated for institutional investors together with the multi-unit residential mortgages originated for the third-party MBS program, increased by 40% from 2011 to 2012. Although per unit placement fees were consistent from 2011 to 2012, the Company earned lower placement fees from mortgage renewals as it elected to securitize more renewal origination in 2012 as opposed to placing them with institutional investors.

Gains on deferred placement fees

Gains on deferred placement fees revenue increased 15% to $7.7 million from $6.7 million. The gains relate to multi-unit residential mortgages originated and sold to institutional MBS issuers. While volumes only increased by 4% from $710 million in 2011 to $737 million in 2012, more 10-year product was sold, which is more profitable than the typical five-year term mortgages sold in 2011.

Mortgage servicing income

Mortgage servicing income increased 9% to $89.9 million from $82.4 million. This was primarily due to the growth in the amount of MUA, which grew by 13% year over year. The 4% discrepancy in these growth rates is due to the growth of the Company's securitization programs. At December 31, 2012, there were approximately $13.0 billion of mortgages in MUA on which the Company earns net interest spread as opposed to servicing revenue. As the securitized portfolio has grown and become a larger part of MUA, mortgage servicing has been sacrificed for wider spreads in net interest – securitized mortgages within First National's revenue. In addition, the Company has experienced slow prepayment rates in 2012 such that discharge fee revenue has decreased from 2011.

Mortgage investment income

Mortgage investment income increased 23% to $35.9 million from $29.3 million. The change is due primarily to the Company's larger securitization program. As the Company elects to securitize more of its origination, mortgages accumulated for sale or securitization increase and earn the Company higher interest income in the warehouse period prior to securitization. This is particularly true for the CMB, for which the warehousing period is as long as four months. The remaining change is a combination of offsetting factors, including different bond yields than in the comparative quarter (which affect the interest earned on deferred placement fees receivable), and increased amounts of mortgage and loan investments held during the comparative quarters.

Realized and unrealized gains (losses) on financial instruments

For First National, this financial statement line item typically consists of two components: (1) gains and losses related to the Company's economic hedging activities, and (2) gains and losses related to holding term assets derived using discounted cash flow methodology. Much like the short bonds which the Company uses for hedging, the term assets are affected by changes in credit markets and Government of Canada bond yields, which form the risk-free benchmarks used to price the Company's deferred placement fees receivable, mortgages designated as held for trading (primarily those funded through ABCP), and some of its mortgage and loan investments. The Company has summarized these gains and losses in the following categories:

Summary of realized and unrealized gains (losses) on financial instruments

($000s)

	Year ended	
	December 31 2012	December 31 2011
Losses on the economic hedging program	$ (1,644)	$ (31,040)
Gains related to the ABCP programs	8,277	11,179
Gains (losses) on deferred placement fees receivable	(131)	1,149
Gains (losses) on mortgage and loan investments	(521)	1,018
Other gains (losses)	172	(791)
Total gains (losses) on financial instruments	$ 6,153	$ (18,485)

The Company uses short Government of Canada bonds (primarily CHT-issued bonds) together with repurchase agreements to create forward interest rate contracts to hedge interest rate risk associated with fixed rate mortgages originated for its own securitization purposes. For accounting purposes, these do not qualify as valid interest rate hedges as the bonds used are not "derivatives" but simple cash-based financial instruments. Under IFRS, these gains or losses are recorded in the period in which the securitization debt is taken on; however, the offsetting economic gains or losses are not recorded in the same period. Instead, the resulting economic gain (or loss) will be reflected in wider or narrower spreads on the mortgages pledged for securitization and will be realized in net interest margin over the terms of the mortgages and the related debts. In 2012, the Company recorded losses on these hedges of $1.6 million (2011 – $31.0 million). These mostly unrealized losses are due to an environment of falling bond yields experienced in both years, although 2011 demonstrated a much more sudden and steep drop as the United States had its credit ratings reduced. The Company's testing indicated that the hedges were appropriate; accordingly, the gross spread on the related portfolio of securitized mortgages going forward will be proportionally larger, as the Company profits from lower interest yields on the securitized debt it raised to fund these mortgages.

Economic sentiment about the global economy fluctuated during the year as opening optimism quickly waned for the remainder of the year until the fourth quarter, when some economic measures began to improve such that bond yields rose marginally from year to year. Generally, five-year Government of Canada bond yields increased from approximately 1.30% at the beginning of the year to 1.38% at the end of the year. Accordingly, the Company's deferred placement fees receivable and approximately $5.0 million of mortgages in mortgage and loan investments are less valuable on a comparative basis at year end than at the end of 2011. The Company recorded losses related to holding these assets of less than $0.7 million in the year.

The portion of the Company's mortgages which are held at fair value (primarily those funded through ABCP) were negatively affected by the change in yields; however, these losses were more than offset by gains on the value of the interest rate swaps which were used to hedge the fixed rate mortgages in this portfolio. The mortgages were also favourably affected by lower rates of prepayment, and the tightening of mortgage funding spreads experienced within the year which make existing mortgages more valuable. The Company also levered on mortgages which it renewed for additional five-year terms and measured at fair value. Those renewals created immediate gains for the Company as renewed mortgages typically do not require the payment of an upfront brokerage fee. The net fair value of the gains and losses on this portfolio of mortgages was $8.3 million for the year.

Brokerage fees expense

Brokerage fees expense increased 42% to $116.0 million from $81.5 million. This increase is largely explained by higher origination for institutional investors, which grew by 40%. The remainder of the increase is largely explained by changing per unit broker fees. The increase is due partially to a change in product mix in 2012 with more 10-year product. In 2011, the Company originated almost no 10-year product. This compares to $1.7 billion originated in 2012. The brokerage fees for 10-year origination are approximately 40% higher than for five-year mortgages. With 10-year product

comprising 15% of First National's 2012 total residential origination, the higher brokerage fees should account for about a 6% increase in overall brokerage fees. On August 17, 2012, First National announced reductions to its broker compensation program for commitments going forward. The benefits of these reductions had virtually no impact on broker fees for the first three quarters of 2012 as the new commitments, to which the new fees related, funded in the fourth quarter. The Company realized the benefits of these lower fees in the fourth quarter, which had a small impact on the year as a whole.

Salaries and benefits expense

Salaries and benefits expense increased 15% in 2012, to $56.3 million from $48.8 million. The increase is due primarily to employee costs associated with commercial segment origination. The Company compensates its commercial sales staff with commissions based on origination volumes. Although commercial origination was similar in 2012 to the 2011 volume, the value of this origination increased such that sales compensation increased by $3.5 million year over year. Sales incentives compensation has also been accrued for the residential origination division, which has surpassed budgetary targets. As at December 31, 2012, the Company had 615 employees, compared to 574 as at December 30, 2011. The 7% increase in headcount is largely to meet the administrative demands associated with the increased MUA, which increased by 13% year over year. Management salaries were paid to the two senior executives (Co-founders), who indirectly each own about 40% of FNFC's common shares. The current period's expense is a result of the compensation arrangement executed on the closing of the initial public offering ("IPO").

Interest expense

Interest expense increased 24% to $19.8 million from $16.0 million. As discussed in the Liquidity and Capital Resources section of this analysis, the Company warehouses a portion of the mortgages it originates prior to settlement with the ultimate investor or funding with a securitization vehicle. The Company uses the debenture, together with a credit facility with a syndicate of banks and 30-day repurchase facilities, to fund the mortgages during this period. The Company refinanced the credit facility in 2012 for a four-year term and a total commitment of $545 million. The overall interest expense has increased from the prior period due to the increased use of repurchase facilities to warehouse the larger amounts of mortgages originated for the CMB. As at December 31, 2012, the Company had borrowed $547 million using these facilities, compared to $513 million as at December 31, 2011. Generally, interest expense would have been greater but for the increased use of 30-day repurchase agreements instead of bank debt, which has saved the Company approximately 0.70% in marginal interest rates.

Other operating and amortization of intangibles expenses

Other operating and amortization of intangibles expenses increased 6% to $38.9 million from $36.7 million. A portion of the intangible assets recognized on the IPO were fully amortized in 2011, such that this expense was $1.5 million lower in 2012 than in 2011. Other operating expenses increased by $3.7 million. The largest component of the increase relates to registration, custodial and other mortgage servicing expenses related primarily to the Company's NHA MBS and CMB programs, which increased almost $1.2 million year over year. The remaining increase of $2.5 million represents the cost of additional overhead required for growing operations and a larger portfolio of mortgages under administration.

Income before income taxes and Pre-FMV EBITDA

Income before income taxes increased 56% to $150.8 million from $96.8 million. The increase in earnings was due to the successful execution of the business model, which featured record mortgage origination, significant placement fees and ongoing income from mortgage servicing and net interest spread on securitized mortgages. The Company also profited from a turnaround in mark-to-market adjustments on the Company's financial instruments. Because of poor conditions in the capital markets in 2011, the Company incurred losses of $18.5 million. In 2012, the Company recorded gains of $6.2 million as capital markets improved. The net change in these adjustments accounted for $24.7 million of the increase in net income between the years. Pre-FMV EBITDA, which eliminates the impact of the gains and losses on financial instruments, increased 22% to $153.2 million from $125.1 million. The increase was largely due to higher net interest on securitized mortgages together with increased placement fees net of broker fees. The former showed an increase of $20.4 million and the latter provided the Company with $7.4 million of additional profit margin.

Provision for income taxes

The provision for taxes increased 54% to $40.5 million from $26.3 million. Generally, the provision is higher due to the increased earnings recorded in 2012 compared to those in 2011.

Operating Segment Review

The Company aggregates its business from two segments for financial reporting purposes: (i) residential (which includes single-family residential mortgages) and (ii) commercial (which includes multi-unit residential and commercial mortgages), as summarized below:

Operating business segments

($000s except percent amounts)

	Residential		Commercial	
Quarter ended	**December 31 2012**	**December 31 2011**	**December 31 2012**	**December 31 2011**
Originations	$ 11,280,166	$ 9,083,331	$ 2,709,213	$ 2,719,100
Percentage change	24.2%		(0.4%)	
Revenue	$ 465,593	$ 351,497	$ 163,020	$ 112,523
Percentage change	32.5%		44.9%	
Income before income taxes	$ 107,650	$ 82,896	$ 43,175	$ 13,887
Percentage change	29.9%		210.9%	
Period ended	**December 31 2012**	**December 31 2011**	**December 31 2012**	**December 31 2011**
Identifiable assets	$ 11,426,562	$ 9,010,099	$ 3,552,214	$ 2,887,395
Mortgages under administration	$ 49,636,195	$ 42,251,220	$ 17,623,891	$ 17,347,376

Residential Segment

Residential revenues increased by about 32%, although origination only increased by 24% between 2012 and 2011. Revenues are also a function of MUA and the securitized mortgage portfolio. Origination for institutional investors increased 46% year over year and drove higher placement revenue. Gains on financial instruments also bolstered revenue growth and net income before income taxes. Without the impact of such gains in each year, net income before income taxes would have grown by 17% year over year, in line with MUA growth of 17%. Identifiable assets have increased from those at December 31, 2011, as the Company added more than $2.5 billion of net single-family mortgages to mortgages pledged under securitization.

Commercial Segment

Commercial revenues increased by almost 45% from the prior year, despite a small decrease in origination volume. Because of the growth of the commercial component of securitized mortgages, revenues are more affected by securitized interest than by origination volume. Revenues from securitized commercial mortgages grew by more than 35% as the Company increased its multi-residential securitized portfolio by almost $750 million from December 31, 2011 to December 31, 2012. The turnaround in gains/losses on financial instruments of $15.1 million increased revenue by a further 13%. This increase, in particular, directly increased income before income taxes. Without these revenues, net income before tax increased by about $14.2 million year over year, or an increase of 52%, consistent with revenue growth. Identifiable assets have increased from those at December 31, 2011, as the Company securitized almost net $750 million of multi-unit residential mortgages through the NHA MBS and ABCP markets in 2012.

Liquidity and Capital Resources

The Company's fundamental liquidity strategy has been to invest primarily in prime Canadian mortgages. Management's belief has always been that these mortgages are considered "AAA" by investors and will always be well bid and highly liquid. This strategy proved effective during the turmoil experienced in 2007 through 2009, when capital markets retreated and only the highest-quality assets were traded. As the Company's results in those years have shown, First National had little, if any, trouble finding investors to purchase its mortgage origination at profitable margins. Originating prime mortgages also allows the Company to securitize in the capital markets; however, this activity requires significant cash resources to purchase and hold mortgages prior to arranging for term debt through the securitization markets. For this purpose, the Company uses the combination of the $175 million debenture financing and the Company's revolving bank credit facility. This aggregate indebtedness is typically used to fund: (1) mortgages accumulated for sale or securitization, (2) deferred placement fees receivable, (3) the origination costs associated with securitization, and (4) mortgage and loan investments. The Company has a credit facility with a syndicate of seven financial institutions for a total credit of $545 million. This facility was closed in December 2012 for a four-year term. Bank indebtedness may also include borrowings obtained through overdraft facilities. At December 31, 2012, the Company has entered into repurchase transactions with financial institutions to borrow $500.6 million related to $511.3 million of mortgages held in mortgages accumulated for sale or securitization on the balance sheet.

At December 31, 2012, outstanding bank indebtedness was $185.0 million (December 31, 2011 – $80.6 million). Together with the debenture financing of $175 million (December 31, 2011 – $175 million), this "combined debt" was used to fund $297.2 million (December 31, 2011 –

$162.6 million) of mortgages accumulated for sale or securitization. At December 31, 2012, the Company's other interest-yielding assets included: (1) deferred placement fees receivable of $41.9 million (December 31, 2011 – $58.5 million); and (2) mortgage and loan investments of $159.4 million (December 31, 2011 – $180.9 million). The difference between combined debt and the mortgages accumulated for sale or securitization funded by it, which the Company considers a proxy for true leverage, has decreased between December 2011 and December 2012, and now stands at $62.8 million (December 31, 2011 – $93.0 million). This represents a debt-to-equity ratio of approximately 0.19 to 1, which the Company believes is at a very conservative level. This ratio has decreased from 0.31 to 1 as at December 31, 2011, as the Company has repaid bank debt fully with the proceeds from the repayment of approximately $21.5 million of mortgage and loan investments, receipts from the deferred placement fees receivable and cash flow from operations.

The Company funds a large portion of its mortgage originations for institutional placement on the same day as the advance of the related mortgage. The remaining originations are funded by the Company on behalf of institutional investors or pending securitization on the day of the advance of the mortgage. On specified days, sometimes daily, the Company aggregates all mortgages warehoused to date for an institutional investor and transacts a settlement with that institutional investor. A similar process occurs prior to arranging for term funding through securitization. The Company uses a portion of the committed credit facility with the banking syndicate to fund the mortgages during this warehouse period. The credit facility is designed to be able to fund the highest balance of warehoused mortgages in a month and is normally only partially drawn.

The Company also invests in short-term mortgages, usually for six- to 18-month terms, to bridge existing borrowers in the interim period between long-term financing solutions. The banking syndicate has provided credit facilities to partially fund these investments. As these investments return cash, it will be used to pay down this bank indebtedness. The syndicate has also provided credit to finance a portion of the Company's deferred placement fees receivable and the origination costs associated with securitization as well as other miscellaneous longer-term financing needs.

A portion of the Company's capital has been employed to support its ABCP and NHA MBS programs, primarily to provide credit enhancements as required by rating agencies. In June 2011, CMHC issued new regulations regarding the timing of mortgage title transfer to its custodian. The notice requires that cash collateral be posted immediately on pool settlement with the custodian for all mortgages not registered with the custodian on a dollar-for-dollar basis. Due to the difficulty in obtaining evidence from land registry offices on a timely basis, the Company has posted collateral for the pending title transfers. At December 31, 2012, $37.7 million (December 31, 2011 – $9.3 million) of this collateral was held by the custodian. The collateral will be repaid to the Company as registration is subsequently evidenced to the custodian on these mortgages. On January 14, 2013, $30.3 million was returned to the Company as title transfers were evidenced. The other significant portion of cash collateral is the investment made on behalf of the Company's ABCP programs. As at December 31, 2012, the investment in cash collateral was $28.0 million (December 31, 2011 – $39.8 million). In the fourth quarter of 2012, the Company's small commercial loan program had amortized to such an extent that the mortgage portfolio was approximately the same size as the underlying cash collateral.

Accordingly, the Company terminated the program by repaying the outstanding securitization debt loans and receiving a repayment of cash collateral of $18.2 million. Although this has had very little impact on 2012 cash flow, as the remaining mortgages pay out in subsequent years, free cash flow will be generated. It is expected that the Company's Alt-A program will terminate under similar circumstances in 2013 as most of the remaining mortgages mature within 2013. As the Alt-A program has paid down, the ratio of defaulted mortgages to the total mortgages in the program has become skewed. To keep these ratios at an acceptable level for rating agencies, the Company repaid face value debt from the Trust in 2012 of approximately $7.3 million related to defaulted mortgages. The Company received $7.3 million (face value) on the liquidation of previously repurchased mortgages during the same period, experiencing credit losses at expected levels. At December 31, 2012, the Company employs an assumption for the fair value of credit losses in the Alt-A program. To date, this assumption has been more than enough to absorb all actual losses experienced in the program. The Company believes that prudent management of this program will continue to require some level of liquidity from the Company throughout its remaining term.

As demonstrated previously, the Company continues to see strong demand for its mortgage products from institutional investors and liquidity from bank-sponsored commercial paper conduits. The Company's strategy of using diverse funding sources has allowed the Company to thrive, producing record profitability in 2009 and 2010. By focusing on the prime mortgage market, the Company believes it will continue to attract bids for mortgages as its institutional customers seek government-insured assets for investment purposes. The Company also believes it can manage any liquidity issues that would arise from a year-long slowdown in origination volumes. Based on cash flow received in the fourth quarter of 2012, the Company will receive approximately $70 million of cash, on an annualized basis, from its servicing operations and $113 million of annualized cash flow from securitization transaction spread and deferred placement fees receivables. Together, on an after-tax basis, this $135 million of annual cash flow would be more than sufficient to support the newly-increased annual dividends of $84 million on the common shares and the $4.65 million on the preferred shares. Although this is a simplified analysis, it does highlight the sustainability of the Company's business model and dividend policy through periods of economic weakness.

As described earlier, the Company issued 4,000,000 Class A Series 1 Preferred Shares at a price of $25.00 per share for gross proceeds of $100 million, before issue expenses. The net proceeds of $96.7 million were invested in FNFLP as partners' capital. The issuance gives the Company additional capital, which will allow it to undertake greater volumes of securitization trans-actions directly and reduce reliance on institutional investors as a funding source.

The Company's Board of Directors has elected to pay dividends, when declared, on a monthly basis for the outstanding common shares and on a quarterly basis for the outstanding preferred shares. For purposes of the enhanced dividend tax credit rules contained in the *Income Tax Act* (Canada) and any corresponding provincial and territorial tax legislation, all dividends (and deemed dividends) paid by the Company to Canadian residents on both common and preferred shares after December 31, 2010, are designated as "eligible dividends". Unless stated otherwise, all dividends (and deemed dividends) paid by the Company hereafter are designated as "eligible dividends" for the purposes of such rules. For the preferred shares, the Company has elected to pay any tax under Part VI.1 of the *Income Tax Act*, such that corporate holders of the shares will not be required to pay tax under Part VI.1 of the *Income Tax Act* on dividends received on such shares.

Financial Instruments and Risk Management

The Company has elected to treat deferred placement fees receivable, a portion of mortgages pledged under securitization that have been funded with ABCP and NHA MBS debt, and several mortgages within mortgage and loan investments as financial assets at "fair value through profit or loss" such that changes in market value are recorded in the statement of income. Effectively, these assets are treated much like bonds earning the Company a coupon at the discount rates used by the Company. The discount rates used represent the interest rate associated with a risk-free bond of the same duration plus a premium for the risk/uncertainty of the asset's residual cash flows. As rates in the bond market change, the carrying values of these assets will change. These changes may be significant (favourable and unfavourable) from quarter to quarter. The Company enters into fixed-for-float swaps to manage the interest rate exposure of fixed mortgages sold to ABCP conduits. These instruments will also be treated as fair value through profit or loss. While the Company has attempted to exactly match the principal balances of the fixed mortgages over the next five-year period to the notional swap values for the same period, there will be differences in these amounts. Any favourable or unfavourable amounts will be recorded in the statement of earnings each quarter.

The Company believes its hedging policies are suitably disciplined such that the interest rate risk of holding mortgages prior to securitization is mitigated. From an accounting perspective, any gains or losses on these instruments are recorded in the current period as the Company's economic hedging strategy does not qualify as "hedging" for accounting purposes. The Company uses bond forwards (consisting of bonds sold short and bonds purchased under resale agreements) to manage interest rate exposure between the time a mortgage rate is committed to the borrower and the time the mortgage is transferred to the securitization vehicle and the matched term debt is arranged. As interest rates change, the value of these short bonds will vary inversely with the value of the related mortgages. As interest rates increase, a gain will be recorded on the bonds, which should be offset by a tighter interest rate spread between the interest rates on mortgages and the securitization debt. This spread will be earned over the term of the related mortgages. For single-family mortgages, primarily mortgages for the Company's own securitization programs, only a portion of the mortgage commitments issued by the Company eventually fund. The Company must assign a probability of funding to each mortgage in the pipeline and estimate how that probability changes as mortgages move through the various stages of the pipeline. The amount that is actually hedged is the expected value of mortgages funding within the next 120 days (120 days being the standard maximum rate hold period available for the mortgages). As at December 31, 2012, the Company has $225.0 million of notional forward bond positions related to its single-family programs. For multi-unit residential and commercial mortgages, the Company assumes all mortgages committed will fund and hedges each mortgage individually. This includes mortgages committed for the CMB program as well as mortgages for transfer to the Company's other securitization vehicles. As at December 31, 2012, the Company had entered into $109.3 million in notional value forward bond sales for this segment. The total net value of realized and unrealized gains and losses, on account of all notional hedges pertaining to the period January 1, 2012 to December 31, 2012, was a $1.6 million loss. This amount has been included in revenue in the statement of comprehensive income.

Upon the settlement of the debenture issuance, the Company entered into a float-for-fix swap. The swap requires the Company to pay CDOR+2.134% on a notional amount of $175 million and to receive the debenture interest coupon (5.07%) semi-annually.

This effectively converts the fixed rate semi-annual debenture-based loan payable into a floating rate monthly resetting note payable. Since the date when this swap was entered into, five-year interest rates have decreased pursuant to global economic issues and the value of this swap has increased to $6.3 million as at December 31, 2012. The Company has documented this swap as a hedge for accounting purposes, as the fixed leg of the swap exactly matches the cash flow obligations under the debenture. Effectively, the unrealized gain of $6.3 million on the swap has been excluded from earnings and been applied to increase the carrying value of the debenture note payable. The Company is also a party to four amortizing fix-for-float rate swaps that economically hedge the interest rate exposure related to certain mortgages held on the balance sheet that the Company has originated as replacement assets for its CMB activities. As at December 31, 2012, the aggregate notional value of these swaps was $48.6 million. Market swap rates increased during the year such that the value of these swaps increased by about $0.2 million. The amortizing swaps mature between September 2013 and December 2021.

As described above, the Company employs various strategies to reduce interest rate risk. In the normal course of business, the Company takes some credit spread risk. This is the risk that the credit spread at which a mortgage is originated changes between the date of commitment of that mortgage and the date of sale or securitization. This can be illustrated by the Company's experience with commercial mortgages originated for the commercial mortgage-backed security ("CMBS") market in the spring of 2007. These mortgages were originated at credit spreads designed to be profitable to the Company when sold to a bank-sponsored CMBS conduit. Unfortunately for the Company, when these mortgages funded, the CMBS market had shut down. The alternative to this channel was more expensive, as credit spreads elsewhere in the marketplace for this type of mortgage had moved wider. The Company adjusted for market-suggested increases in credit spreads in 2007 and 2008, adjusting the value of the mortgages downward. In 2009, the economic environment remained weak but did not worsen from what it was at the end of 2008. Overall credit spreads stopped widening such that the Company applied the same spreads to these mortgages and the Company did not record any additional unrealized loss or gains related to credit spread movement. Despite entering into effective economic interest rate hedges, the Company's exposure to credit spreads remained. This risk is inherent in the Company's business model and cannot be economically hedged.

The same exposure to risk is inherent in the Company's securitization through ABCP. The Company is exposed to the risk that 30-day ABCP rates are greater than 30-day bankers' acceptance ("BA") rates. Prior to the financial crisis, the Company considered this a low risk given the quality of the assets securitized, the amount of credit enhancements provided by the Company and the strong covenant of the bank-sponsored conduits with which the Company transacted. In 2008, 30-day ABCP traded at approximately 1.10 percentage points over BAs; but by the end of March 2011, it was priced at a discount to BAs. At the same time the Company has leveraged on changing credit spreads. This has been demonstrated through the increase in volume and profitability of the NHA MBS program and significant increases in gains on deferred placement fees from the sale of prime insured mortgages.

As at December 31, 2012, the Company has various exposures to changing credit spreads. In particular, in mortgages accumulated for sale or securitization, there are $806 million of mortgages that are susceptible to some degree of changing credit spreads.

Capital Expenditures

A significant portion of First National's business model consists of the origination and placement or securitization of financial assets. Generally, placement activities do not require much capital investment, as the Company acts primarily in the capacity of a broker. On the other hand, the undertaking of securitization transactions may require significant amounts of the Company's own capital. This capital is provided in the form of cash collateral, credit enhancements, and the upfront funding of broker fees and other origination costs. These are described more fully in the Liquidity and Capital Resources section above. For fixed assets, the business requires capital expenditures on technology (both software and hardware), leasehold improvements and office furniture. During the year ended December 31, 2012, the Company purchased new computers and office and communication equipment, to support primarily its single-family residential business. Going forward, the Company expects capital expenditures on fixed assets will be approximately $2.0 million annually.

Summary of Contractual Obligations

The Company's long-term obligations include five- to 10-year premises leases for its four offices across Canada, and its obligations for the ongoing servicing of mortgages sold to securitization conduits and mortgages related to purchased servicing rights. The Company sells its mortgages to securitization conduits on a fully-serviced basis, and is responsible for the collection of the principal and interest payments on behalf of the conduits, including the management and collection of mortgages in arrears.

($000s)	Payments due by period				
	Total	**0–1 year**	**2–3 years**	**4–5 years**	**After 5 years**
Lease obligations	$ 18,529	$ 4,050	$ 8,005	$ 4,477	$ 1,997
Total contractual obligations	$ 18,529	$ 4,050	$ 8,005	$ 4,477	$ 1,997

Critical Accounting Policies and Estimates

The Company prepares its financial statements in accordance with IFRS, which requires management to make estimates, judgments and assumptions that management believes are reasonable based upon the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates on historical experience and other assumptions which it believes to be reasonable under the circumstances. Management also evaluates its estimates on an ongoing basis. The significant accounting policies of First National are described in Note 2 to the Company's audited financial statements as at December 31, 2012. The policies which First National believes are the most critical to aid in fully understanding and evaluating its reported financial results include the determination of the gains on deferred placement fees and the impact of fair value accounting on financial instruments.

The Company uses estimates in valuing its gain or loss on the sale of its mortgages placed with institutions earning a deferred placement fee. Under IFRS, valuing a gain on deferred placement requires the use of estimates to determine the fair value of the retained interest (derived from the present value of expected future cash flows) in the mortgages. These retained interests are reflected on the

Company's balance sheet as deferred placement fees receivable. The key assumptions used in the valuation of gains on deferred placement fees are prepayment rates and the discount rate used to present value future expected cash flows. The annual rate of unscheduled principal payments is determined by reviewing portfolio prepayment experience on a monthly basis. The Company uses different rates for its various programs that average approximately 15% for single-family mortgages. The Company assumes there is virtually no prepayment on multi-residential fixed rate mortgages.

On a quarterly basis, the Company reviews the estimates used to ensure their appropriateness and monitors the performance statistics of the relevant mortgage portfolios to adjust and improve these estimates. The estimates used reflect the expected performance of the mortgage portfolio over the lives of the mortgages. The assumptions underlying the estimates used for the year ended December 31, 2012 continue to be consistent with those used for the year ended December 31, 2011 and the quarters ended September 30, 2011, March 31, 2012 and June 30, 2012.

The Company has elected to treat its financial assets and liabilities, including deferred placement fees receivable, a portion of its ABCP-funded mortgages, a portion of its NHA MBS funded mortgages, some specific mortgage and loan investments and bonds sold short, at fair value through profit or loss. Essentially, this policy requires the Company to record changes in the fair value of these instruments in the current period's earnings. The Company's assets and liabilities are such that the Company must use valuation techniques based on assumptions that are not fully supported by observable market prices or rates in most cases. Much like the valuation of deferred placement fees receivable described above, the Company's method of determining the fair value of its mortgages funded by ABCP has a significant impact on earnings. The Company uses different prepayment rates for its various programs that average approximately 10% for single-family mortgages. The Company assumes there is virtually no prepayment on multi-residential fixed rate mortgages. Actual prepayment experience has been consistent with these assumptions. It has also assumed discount rates based on Government of Canada bond yields plus a spread that the Company believes would enable a third party to purchase the mortgages and make a normal profit margin for the risk involved.

Future Accounting Changes

The Company has adopted IFRS as at January 1, 2010. The following new IFRS pronouncements have been issued and although not yet effective, may have a future impact on the Company.

IFRS 9 – Financial Instruments

As of January 1, 2015, the Company will be required to adopt this standard, which is the first phase of the International Accounting Standards Board's ("IASB") project to replace IAS 39 – *Financial Instruments: Recognition and Measurement*. IFRS 9 provides new requirements for how an entity should classify and measure financial assets and liabilities that are in the scope of IAS 39. Management is currently evaluating the potential impact that the adoption of IFRS 9 will have on the Company's consolidated financial statements. Of potential relevance to the Company is a revised section on hedge accounting designed to make the reporting of hedging activity more straightforward. Among other changes, the hedging standard will permit the use of a financial asset or liability as a hedging instrument. The current standard requires that only a derivative can be identified as a hedging instrument. As the Company has historically used short bonds (a financial liability) as a hedging instrument, the change could affect the nature of the Company's reporting in this respect.

IFRS 10 – Consolidated Financial Statements
As of January 1, 2013, the IASB introduced a single model for consolidating subsidiaries using a control model. This standard addresses particularly the control of special purpose entities. There will be little impact to the Company as it currently fully consolidates its special purpose entities.

IFRS 11 – Joint Arrangements
As of January 1, 2013, the IASB has expanded the definition of a joint venture. The Company will be required to account for joint ventures by the equity method as opposed to proportionate consolidation.

IFRS 12 – Disclosure of Interests in Other Entities
As of January 1, 2013, the Company will be required to make new disclosures on its off-balance sheet activities, including those with special purpose entities.

IFRS 13 – Fair Value Measurement
As of January 1, 2013, the Company will be required to adopt this standard, which provides a framework for the application of fair value to those assets and liabilities qualifying or permitted to be carried at fair value. The Company believes its current measurement of fair value is appropriate and there will be little impact.

IAS 27 – Separate Financial Statements
As of January 1, 2013, this standard will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements, which has limited impact for the Company.

IAS 28 – Investments in Associates
As of January 1, 2013, this standard has been amended to correspond to changes in IFRS 10, 11 and 12, listed above, providing guidance for investments in associates. As described above, there should be little effect on the Company.

Disclosure Controls and Internal Controls over Financial Reporting

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in reports filed under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified under those laws, and includes controls and procedures that are designed to ensure that such information is accumulated and communicated to management, including the Chairman and President and Chief Financial Officer, to allow timely decisions regarding required disclosure.

As of December 31, 2012, management evaluated, under the supervision of and with the participation of the Chairman and President and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures. Based on this evaluation, management concluded that the Company's disclosure controls and procedures, as defined by National Instrument 52-109 – *Certificate of Disclosure in Issuers' Annual and Interim Filings*, were effective as of December 31, 2012.

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with reporting standards; however, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis.

Management evaluated, under the supervision of and with the participation of the Chairman and President and Chief Financial Officer, the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in the *Internal Control over Financial Reporting – Guidance for Smaller Public Companies* issued by

the Committee of Sponsoring Organizations of the Treadway Commission and, based on that evaluation, concluded that the Company's internal control over financial reporting was effective as of December 31, 2012 and that there were no material weaknesses that have been identified in the Company's internal control over financial reporting as of December 31, 2012. No changes were made in the Company's internal control over financial reporting during the year ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Risk and Uncertainties Affecting the Business

The business, financial condition and results of operations of the Company are subject to a number of risks and uncertainties, and are affected by a number of factors outside the control of management of the Company, including: ability to sustain performance and growth, reliance on sources of funding, concentration of institutional investors, reliance on independent mortgage brokers, changes in interest rates, repurchase obligations and breach of representations and warranties on mortgage sales, risk of servicer termination events and trigger events on cash collateral and retained interests, reliance on multi-unit residential and commercial mortgages, general economic conditions, government regulation, competition, reliance on mortgage insurers, reliance on key personnel, conduct and compensation of independent mortgage brokers, failure or unavailability of computer and data processing systems and software, insufficient insurance coverage, change in or loss of ratings, impact of natural disasters and other events, environmental liability, and risk related to Alt-A mortgages, which experience higher arrears rates and credit losses than prime mortgages. In addition, risks associated with the structure of FNFC include those related to the dependence on FNFLP, leverage and restrictive covenants, dividends which are not guaranteed and could fluctuate with FNFLP's performance, restrictions on potential growth, the market price of FNFC shares, statutory remedies, control of the Company and contractual restrictions, and income tax matters. Risk and risk exposure are managed through a combination of insurance, a system of internal controls and sound operating practices. The Company's key business model is to originate primarily prime mortgages and find funding through various channels to earn ongoing servicing or spread income. For the single-family residential segment, the Company relies on independent mortgage brokers for origination and several large institutional investors for sources of funding. These relationships are critical to the Company's success. For a more complete discussion of the risks affecting the Company, reference should be made to the Company's Annual Information Form.

Forward-Looking Information

Forward-looking information is included in this MD&A. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future financial position, business strategy and strategic goals, product development activities, projected costs and capital expenditures, financial results, risk management strategies, hedging activities, geographic expansion, licensing plans, taxes and other plans and objectives of or involving the Company. Particularly, information regarding growth objectives, any increase in mortgages under

administration, future use of securitization vehicles, industry trends and future revenues is forward-looking information. Forward-looking information is based on certain factors and assumptions regarding, among other things, interest rate changes and responses to such changes, the demand for institutionally placed and securitized mortgages, the status of the applicable regulatory regime and the use of mortgage brokers for single-family residential mortgages. This forward-looking information should not be read as providing guarantees of future performance or results, and will not necessarily be an accurate indication of whether or not, or the times by which, those results will be achieved. While management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Forward-looking information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what management currently expects. These factors include reliance on sources of funding, concentration of institutional investors, reliance on independent mortgage brokers and changes in interest rates outlined under "Risk and Uncertainties Affecting the Business". In evaluating this information, the reader should specifically consider various factors, including the risks outlined under "Risk and Uncertainties Affecting the Business", which may cause actual events or results to differ materially from any forward-looking information. The forward-looking information contained in this discussion represents management's expectations as of February 26, 2013, and is subject to change after such date. However, management and the Company disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.

Outlook

Management considers 2012 to have been a very successful year. The record level of mortgages originated in the year will provide enduring future value to the Company through higher mortgage servicing revenue, increased net interest from securitized mortgages and greater renewal opportunities. In the fourth quarter of 2012, the Company experienced a slowdown in mortgage origination from the levels recorded earlier in 2012. Management believes this is primarily a result of the cyclical slowdown in the housing market along with measures introduced by the federal government in June 2012 to reduce the amount homeowners can borrow under government-backed mortgage insurance programs.

Overall, management foresees reduced residential origination in 2013, but similar commercial segment origination to 2012 as the low rate environment encourages real estate transactions. The Company also looks forward to increased renewal opportunities for its securitization program as the five-year mortgages originated in 2008 now mature. For 2013, the Company anticipates the low interest rate environment continuing and moderated but healthy mortgage spreads. Despite lower origination targets, the Company expects continued profitability and cash flow as it earns the returns from the investment in its business made in 2012.

Management's Responsibility for Financial Reporting

The management of First National Financial Corporation (the "Company") is responsible for the preparation and fair presentation of the accompanying annual consolidated financial statements and Management's Discussion and Analysis ("MD&A"). The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

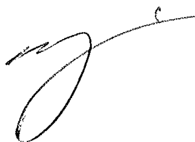
The consolidated financial statements and information in the MD&A necessarily include amounts based on the best estimates and judgments by management of the expected effects of current events and transactions with the appropriate consideration to materiality. In addition, in preparing this financial information the Company must make determinations about the relevancy of information to be included, and estimates and assumptions that affect the reported information. The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

In meeting our responsibility for the integrity and fairness of the annual consolidated financial statements and MD&A and for the accounting systems from which they are derived, management has established the necessary internal controls designed to ensure that the Company's financial records are reliable for preparing financial statements and other financial information, transactions are properly authorized and recorded, and assets are safeguarded against unauthorized use or disposition.

As at December 31, 2012, the Chairman and President and Chief Financial Officer evaluated, or caused an evaluation under their direct supervision, of the design and operation of our internal controls over financial reporting (as defined in National Instrument 52-109 – *Certificate of Disclosure in Issuers' Annual and Interim Filings*) and, based on that assessment, determined that the Company's internal controls over financial reporting were appropriately designed and operating effectively.

The Board of Directors oversees management's responsibility for financial reporting through an Audit Committee, which is composed entirely of independent directors. This committee reviews the Company's annual consolidated financial statements and MD&A with both management and the independent auditors before such statements are approved by the Board of Directors. Other key responsibilities of the Audit Committee include selecting the Company's auditors, approving the Company's interim unaudited condensed consolidated financial statements and MD&A, and monitoring the Company's existing systems of internal controls.

Ernst & Young LLP, independent auditors appointed by the shareholders of First National Financial Corporation upon the recommendation of the Board of Directors, have examined the Company's 2012 and 2011 annual consolidated financial statements and have expressed their opinion upon the completion of such examination in the following report to the shareholders. The auditors have full and free access to, and meet at least quarterly with, the Audit Committee to discuss their audit and related matters.



Stephen J. R. Smith
Chairman and President

Robert A. Inglis
Chief Financial Officer

Toronto, Canada
February 26, 2013

Independent Auditors' Report

To the shareholders of First National Financial Corporation

We have audited the accompanying consolidated financial statements of First National Financial Corporation, which comprise the consolidated statements of financial position as at December 31, 2012 and 2011, the consolidated statements of comprehensive income and retained earnings, changes in shareholders' equity and cash flows for the years ended December 31, 2012 and 2011, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of First National Financial Corporation as at December 31, 2012 and 2011, and its financial performance and its cash flows for the years ended December 31, 2012 and 2011, in accordance with International Financial Reporting Standards.

Ernst & Young LLP

Toronto, Canada
February 26, 2013

Chartered Accountants
Licensed Public Accountants

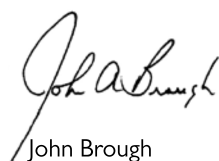
Consolidated Statements of Financial Position

($000s)

As at December 31	Notes	2012	2011
ASSETS			
Restricted cash	3	$ 334,962	$ 243,684
Accounts receivable and sundry		51,256	43,581
Securities purchased under resale agreements and owned	15	452,534	657,626
Mortgages accumulated for sale or securitization	5	808,522	850,938
Mortgages pledged under securitization	3	13,032,043	9,761,921
Deferred placement fees receivable	4	41,919	58,509
Cash held as collateral for securitization	3	69,493	56,882
Purchased mortgage servicing rights	8	3,881	4,771
Mortgage and loan investments	6	159,396	180,872
Income taxes recoverable	18	–	3,556
Other assets	7	54,546	60,118
Total assets		$ 15,008,552	$ 11,922,458
LIABILITIES AND EQUITY			
Liabilities			
Bank indebtedness	10	$ 185,044	$ 80,608
Obligations related to securities and mortgages sold under repurchase agreements	16	500,608	664,424
Accounts payable and accrued liabilities		59,745	52,880
Securities sold under repurchase agreements and sold short	15	451,875	659,299
Debt related to securitized and participation mortgages	11	13,272,810	9,957,219
Debenture loan payable	13	181,275	184,689
Income taxes payable	18	1,790	–
Deferred tax liabilities	18	32,900	30,300
Total liabilities		$ 14,686,047	$ 11,629,419
Equity			
Common shares	17	$ 122,671	$ 122,671
Preferred shares	17	97,394	97,394
Retained earnings		102,440	72,974
Total equity		322,505	293,039
Total liabilities and equity		$ 15,008,552	$ 11,922,458

See accompanying notes

On behalf of the Board:



John Brough

Robert Mitchell

Consolidated Statements of Comprehensive Income and Retained Earnings

($000s, except earnings per unit)

Years ended December 31	Notes	2012	2011
REVENUE			
Interest revenue – securitized mortgages		$ 336,987	$ 254,118
Interest expense – securitized mortgages		(246,736)	(184,291)
Net interest – securitized mortgages	3	90,251	69,827
Placement fees		151,919	110,041
Gains on deferred placement fees	4	7,705	6,663
Mortgage investment income		35,934	29,311
Mortgage servicing income		89,915	82,372
Realized and unrealized gains (losses) on financial instruments		6,153	(18,485)
		381,877	279,729
EXPENSES			
Brokerage fees		115,978	81,480
Salaries and benefits		56,299	48,808
Interest		19,829	15,998
Other operating		32,478	28,692
Amortization of intangible assets		6,468	7,968
		231,052	182,946
Income before income taxes		150,825	96,783
Income tax expense	18	40,500	26,292
Net income and comprehensive income for the year		110,325	70,491
Retained earnings, beginning of year		72,974	111,505
Less: dividends/distributions declared		(80,859)	(109,022)
Retained earnings, end of year		$ 102,440	$ 72,974
Earnings per share			
Basic	17	$ 1.76	$ 1.10

See accompanying notes

Consolidated Statements of Changes in Shareholders' Equity

($000s)

	Common shares	Preferred shares	Retained earnings	Total shareholders' equity
Balance at January 1, 2012	$ 122,671	$ 97,394	$ 72,974	$ 293,039
Comprehensive income	–	–	110,325	110,325
Issuance of preferred shares	–	–	–	–
Dividends paid or declared	–	–	(80,859)	(80,859)
Balance at December 31, 2012	$ 122,671	$ 97,394	$ 102,440	$ 322,505
Balance at January 1, 2011	$ 122,671	$ –	$ 111,505	$ 234,176
Comprehensive income	–	–	70,491	70,491
Issuance of preferred shares	–	97,394	–	97,394
Dividends paid or declared	–	–	(109,022)	(109,022)
Balance at December 31, 2011	$ 122,671	$ 97,394	$ 72,974	$ 293,039

See accompanying notes

Consolidated Statements of Cash Flows

($000s)

Years ended December 31	2012	2011
OPERATING ACTIVITIES		
Net income for the year	$ 110,325	$ 70,491
Add (deduct) items not affecting cash:		
Deferred income tax expense	2,600	(3,508)
Non-cash portion of gains on deferred placement fees	(5,976)	(4,720)
Increase in restricted cash	(91,279)	(87,486)
Net investment in mortgages pledged under securitization	(3,260,336)	(2,569,632)
Net increase in debt related to securitized mortgages	3,353,695	2,613,535
Amortization of deferred placement fees receivable	22,363	24,771
Amortization of purchased mortgage servicing rights	890	995
Amortization of property, plant and equipment	2,059	1,856
Amortization of intangible assets	6,468	7,968
Unrealized gains on financial instruments	(16,755)	(3,846)
	124,054	50,424
Net change in non-cash working capital balances related to operations	41,953	(506,782)
Cash provided by (used in) operating activities	$ 166,007	$ (456,358)
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(2,955)	(3,184)
Investment in cash held as collateral for securitization	(12,611)	(19,152)
Investment in mortgage and loan investments	(176,064)	(238,476)
Repayment of mortgage and loan investments	197,090	129,580
Cash provided by (used in) investing activities	$ 5,460	$ (131,232)
FINANCING ACTIVITIES		
Dividends/distributions paid	$ (80,609)	$ (133,600)
Issuance of preferred shares	–	96,481
Obligations related to securities and mortgages sold under repurchase agreements	(163,816)	490,166
Debt related to participation mortgages	(38,104)	69,202
Securities purchased under resale agreements and owned, net	205,092	(231,290)
Securities sold under repurchase agreements and sold short, net	(198,466)	225,919
Cash provided by (used in) financing activities	$ (275,903)	$ 516,878
Net increase in bank indebtedness during the year	(104,436)	(70,712)
Bank indebtedness, beginning of year	(80,608)	(9,896)
Bank indebtedness, end of year	$ (185,044)	$ (80,608)
Supplemental cash flow information		
Interest received	$ 398,094	$ 261,027
Interest paid	260,246	187,933
Income taxes paid	32,554	33,356

See accompanying notes

Notes to Consolidated Financial Statements

December 31, 2012 and 2011

($000s, except per unit amounts or unless otherwise noted)

Note 1

General Organization and Business of First National Financial Corporation

First National Financial Corporation (the "Corporation" or "Company") is the parent company of First National Financial LP ("FNFLP"), a Canadian-based originator, underwriter and servicer of predominantly prime residential (single-family and multi-unit) and commercial mortgages. With over $67 billion in mortgages under administration, FNFLP is an originator and underwriter of mortgages and a significant participant in the mortgage broker distribution channel. Pursuant to a Plan of Arrangement (the "Arrangement") and an amalgamation (the "Amalgamation") effective January 1, 2011, the Corporation succeeded First National Financial Income Fund (the "Fund") as the public holding company invested in FNFLP. The Arrangement and Amalgamation (together, the "Conversion") were used to convert the Fund into a corporate structure. Effectively, the Conversion reorganized the ownership interests in FNFLP such that all such interests are now consolidated and held through the Corporation in the same ratio as previously held by the Fund and the Co-founders.

The Corporation is incorporated under the laws of the Province of Ontario, Canada, and has its registered office and principal place of business located at 100 University Avenue, Toronto, Ontario. The Corporation's common and preferred shares are listed on the Toronto Stock Exchange ("TSX") under the symbols FN and FN.PR.A, respectively.

Note 2

Significant Accounting Policies

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments and financial assets and financial liabilities that are recorded at fair value through profit or loss and measured at fair value. The carrying values of recognized assets and liabilities that are hedged items in fair value hedges, and otherwise carried at amortized cost, are adjusted to record changes in fair value attributable to the risks that are being hedged. The consolidated financial statements are presented in Canadian dollars and all values are rounded to the nearest thousand except when otherwise indicated. The consolidated financial statements were authorized for issue by the Board of Directors on February 26, 2013.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries, including FNFLP, First National Financial GP Corporation (the general partner of FNFLP) and FNFC Trust, a special purpose entity ("SPE"), which is used to manage undivided co-ownership interests in mortgage assets funded with Asset-Backed Commercial Paper ("ABCP"). The consolidated financial statements have been prepared using consistent accounting policies for like transactions and other events in similar circumstances.

All intercompany balances and revenues and expenses have been eliminated on consolidation.

2.3 Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts

of assets and liabilities, including contingencies, at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results may differ from those estimates. Major areas requiring use of estimates by management are those that require reporting of financial assets and liabilities at fair value.

2.4 Significant accounting policies

Revenue recognition

The Company earns revenue from placement, securitization and servicing activities related to its mortgage business. The majority of originated mortgages are sold to institutional investors through the placement of mortgages or funded through securitization conduits. The Company retains servicing rights on substantially all of the mortgages it originates, providing the Company with servicing fees.

INTEREST REVENUE AND EXPENSE FROM MORTGAGES PLEDGED UNDER SECURITIZATION

The Company enters into securitization transactions to fund a portion of its originated mortgages. Upon transfer of these mortgages to securitization vehicles, the Company receives cash proceeds from the transaction. These proceeds are accounted for as debt related to securitized mortgages and the Company continues to hold the mortgages on its consolidated statement of financial position, unless:

(i) Substantially all of the risks and rewards associated with the financial instruments have been transferred, in which case the assets are derecognized in full; or

(ii) A significant portion, but not all, of the risks and rewards have been transferred. The asset is derecognized entirely if the transferee has the ability to sell the financial asset; otherwise, the asset continues to be recognized to the extent of the Company's continuing involvement.

Where (i) or (ii) above applies to a fully proportionate share of all or specifically identified cash flows, the relevant accounting treatment is applied to that proportion of the mortgage.

For securitized mortgages that do not meet the criteria for derecognition, no gain or loss is recognized at the time of the transaction. Instead, net interest revenue is recognized over the term of the mortgages. Interest revenue – securitized mortgages represents interest received and accrued on mortgage payments by borrowers and is net of the amortization of capitalized origination fees. Interest expense – securitized mortgages represents financing costs to fund these mortgages, net of the amortization of debt discounts or premiums.

Capitalized origination fees and debt discounts or premiums are respectively amortized on an effective yield basis over the term of the related mortgages or debt.

DERECOGNITION

A financial asset is derecognized when:

- The right to receive cash flows from the asset has expired; and
- The Company has transferred its rights to receive cash flows from the assets or has assumed an obligation to pay the cash flows, received in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset or (b) the Company has neither transferred nor retained substantially all of the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. In that case, the Company also recognizes an associated liability.

PLACEMENT FEES AND DEFERRED PLACEMENT FEES RECEIVABLE

The Company enters into placement agreements with institutional investors to purchase the mortgages that it originates. When mortgages are placed with institutional investors, the Company transfers the contractual right to receive mortgage cash flows to the investors. Because it has transferred substantially all the risks and rewards of these mortgages, it has derecognized these assets. The Company retains a residual interest representing the rights and obligations associated with servicing the mortgages. Placement fees are earned by the Company for its origination and underwriting activities on a completed transaction basis when the mortgage is funded. Amounts immediately collected or collectible in excess of the mortgage principal are recognized as placement fees. When placement fees and associated servicing fees are earned over the term of the related mortgages, the Company determines the present value of the future stream of placement fees and records a gain on deferred placement fees and a deferred placement fees receivable. Since quoted prices are generally not available for retained interests, the Company estimates its value based on the net present value of future expected cash flows, calculated using management's best estimates of key assumptions related to expected prepayment rates and discount rates commensurate with the risks involved.

MORTGAGE SERVICING INCOME

The Company services substantially all of the mortgages that it originates, whether the mortgage is placed with an institutional investor or transferred to a securitization vehicle. In addition, mortgages are serviced on behalf of third-party institutional investors and securitization structures. For all mortgages administered for investors or third parties, the Company recognizes servicing income when services are rendered. For mortgages placed under deferred placement arrangements, the Company retains the rights and obligations to service the mortgages. The deferred placement fees receivable is the present value of the excess retained cash flows over normal servicing fee rates and is reported as deferred placement revenue at the time of placement. Servicing income related to mortgages placed with institutional investors is recognized in income over the life of the servicing obligation as payments are received from mortgagors. Interest income earned by the Company from holding cash in trust related to servicing activities is classified as mortgage servicing income.

MORTGAGE INVESTMENT INCOME

The Company earns interest income from its interest-bearing assets including deferred placement fees receivable, mortgage and loan investments and mortgages accumulated for sale or securitization. Mortgage investment income is recognized on an accrual basis.

Brokerage fees

Brokerage fees relating to the mortgages recorded at fair value are expensed as incurred. Brokerage fees relating to mortgages recorded at amortized cost are deferred and amortized over the term of the mortgages.

Mortgages pledged under securitization

Mortgages pledged under securitization are mortgages that the Company has originated and funded with debt raised through the securitization markets. The Company has a continuous involvement in these mortgages, including the right to receive future cash flows arising from these mortgages. Mortgages pledged under securitization (except for mortgages designated as held for trading, primarily mortgages funded with bank-sponsored ABCP programs) have been classified as loans and receivables and are measured at their amortized cost using the effective yield method. Certain mortgages (primarily those funded under bank-sponsored ABCP programs) are classified as fair value through profit or loss and recorded at fair value. Origination costs, such as brokerage fees and timely payment guarantee fees that are directly attributable to the acquisition of such assets, are deferred and amortized over the term of the mortgages on an effective yield basis.

Debt related to securitized and participation mortgages

Debt related to securitized mortgages represents obligations related to the financing of mortgages pledged under securitization. This debt is measured at its amortized cost using the effective yield method. Any discount/premium on the raising of these debts that is directly attributable to the acquisition of such liabilities is deferred and amortized over the term of the debt obligations.

Debt related to participation mortgages represents obligations related to the financing of a portion of commercial mortgages included in mortgage and loan investments. These mortgages are subject to participation agreements with other financial institutions such that the Company's investment is subordinate to the other institution's investment. The Company has retained various rights to the mortgages and a proportionately larger share of the interest earned on these mortgages, such that the full mortgage has been recorded on the Company's consolidated statement of financial position with an offsetting debt. This debt is recorded at face value and measured at its amortized cost.

Mortgages accumulated for sale or securitization

Mortgages accumulated for sale are mortgages funded for the purpose of placing with investors and are classified as fair value through profit or loss and are recorded at fair value. These mortgages are held for terms usually not exceeding 90 days.

Mortgages accumulated for securitization are mortgages funded pending securitization in the Company's various programs and are classified as loans and receivables. These mortgages are recorded at amortized cost.

Securities sold short and securities purchased under resale agreements

Securities sold short consist of the short sale of a bond. Bonds purchased under resale agreements consist of the purchase of a bond with the commitment by the Company to resell the bond to the original seller at a specified price. The Company uses the combination of bonds sold short and bonds purchased under resale agreements to economically hedge its mortgage commitments and the portion of funded mortgages that it intends to securitize in subsequent periods.

Bonds sold short are classified as fair value through profit or loss and are recorded at fair value. The accrued coupon on bonds sold short is recorded as hedge expense. Bonds purchased under resale agreements are carried at cost plus accrued interest, which approximates their market value. The difference between the cost of the purchase and the predetermined proceeds to be received on a resale agreement is recorded over the term of the hedged mortgages as an offset to hedge expense. Transactions are recorded on a settlement date basis.

Securities owned and securities sold under repurchase agreements

The Company purchases bonds and enters into bond repurchase agreements to close out economic hedging positions when mortgages are sold to securitization vehicles or institutional investors.

These transactions are accounted for in a similar manner as the transactions described for securities sold short and securities purchased under resale agreements.

Mortgage and loan investments

Mortgage and loan investments are carried at their outstanding principal balances adjusted for unamortized premiums or discounts and are net of specific provisions for credit losses, if any.

Mortgage and loan investments are recognized as being impaired when the Company is no longer reasonably assured of the timely collection of the full amount of principal and interest. An allowance for loan losses is established for mortgages and loans that are known to be uncollectible. When management considers there to be no probability of collection, the investments are written off.

Mortgage and loan investments are classified as loans and receivables, and certain commercial mortgages that the Company has designated as fair value through profit or loss, and are recorded at fair value.

Intangible assets

Intangible assets are comprised of broker relationships and customer service contracts and arose in connection with the initial public offering ("IPO") in 2006. Intangible assets are subject to annual impairment review if there are events or changes in circumstances that indicate the carrying amount may not be recoverable.

Intangible assets with finite useful lives are amortized on a straight-line basis over their estimated useful lives as follows:

Broker relationships	Straight-line over 10 years
Investor servicing contracts	Straight-line over 5 years

Goodwill

Goodwill represents the price paid for the Corporation's business in excess of the fair value of the net tangible assets and identifiable intangible assets acquired in connection with the IPO. Goodwill is reviewed annually for impairment or more frequently when an event or change in circumstances indicates that the asset might be impaired.

Property, plant and equipment

Property, plant and equipment are recorded at cost, less accumulated amortization, at the following annual rates and bases:

Computer equipment	30% declining balance
Office equipment	20% declining balance
Leasehold improvements	Straight-line over the term of the lease
Computer software	30% declining balance except for a computer licence, which is straight-line over 10 years

Property, plant and equipment are subject to an impairment review if there are events or changes in circumstances that indicate the carrying amount may not be recoverable.

Purchased mortgage servicing rights

The Company purchases the rights to service mortgages from third parties. Purchased mortgage servicing rights are initially recorded at cost and charged to income over the life of the underlying mortgage servicing obligation. The fair value of such rights is determined on a periodic basis to assess the continued recoverability of the unamortized cost in relation to estimated future cash flows associated with the underlying serviced assets. Any loss arising from an excess of the unamortized cost over the fair value is immediately recorded as a charge to income.

Restricted cash

Restricted cash represents principal and interest collected on mortgages pledged under securitization that is held in trust until the repayment of debt related to these mortgages can be made in a subsequent period.

Bank indebtedness

Bank indebtedness consists of bank indebtedness net of cash balances with banks.

Cash held as collateral under securitization

Cash held as collateral under securitization represents cash-based credit enhancements held by various securitization vehicles, including FNFC Trust and Computershare Trust Company of Canada as custodian for National Housing Act Mortgage-Backed Securities ("NHA MBS") programs.

Income taxes

The Company accounts for income taxes in accordance with the liability method of tax allocation. Under this method, the provision for income taxes is calculated based on income tax laws and income tax rates substantively enacted as at the dates of the consolidated statements of financial position.

The income tax provision consists of current income taxes and deferred income taxes. Current and deferred taxes relating to items in the Company's equity are recorded directly against equity.

Current income taxes are amounts expected to be payable or recoverable as the result of operations in the current year and any adjustment to tax payable/recoverable recorded in previous years.

Deferred income taxes arise on temporary differences between the carrying amounts of assets and liabilities on the consolidated statements of financial position and their tax bases. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that future realization of the tax benefit is probable. Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realized or the liabilities settled. Deferred tax assets and liabilities are offset when they arise in the same tax reporting group and relate to income taxes levied by the same taxation authority, and when a legal right to offset exists in the entity.

Earnings per common share

The Company presents earnings per share ("EPS") amounts for its common shares. EPS is calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year.

Financial assets and liabilities

The Company classifies its financial assets as either financial instruments at fair value through profit or loss or loans and receivables. Financial liabilities are classified as either held at fair value through profit or loss or at amortized cost. Management determines the classification of financial assets and liabilities at initial recognition.

FINANCIAL ASSETS AND FINANCIAL LIABILITIES HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial instruments are classified in this category if they are held for trading or if they are designated by management at fair value through profit or loss at inception.

Financial instruments are classified as held for trading if they are acquired principally for the purpose of selling in the short term. Financial assets and financial liabilities may be designated at fair value through profit or loss when:

(i) the designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on a different basis; or

(ii) a group of financial assets and/or financial liabilities is managed and its performance evaluated on a fair value basis.

The Company has elected to measure certain of its assets at fair value through profit or loss. The most significant of these assets include: a large portion of mortgages pledged under securitization and funded with ABCP-related debt, deferred placement fees receivable, certain commercial mortgages within mortgage and loan investments, and certain mortgages funded with mortgage-backed securities ("MBS") debt. The mortgages funded with MBS debt were previously funded by ABCP debt and as such have retained their classification as held for trading (together with other ABCP-funded mortgages, "HFT mortgages"). For the HFT mortgages, the Company has entered into swaps to convert the mortgages from fixed rate to floating rate in order to match the mortgages with the 30-day floating rate funding provided by the ABCP notes. The swaps are derivatives and are required by IFRS to be accounted for at fair value. This value can change significantly with the passage of time as the interest rate environment changes. In order to avoid a significant accounting mismatch, the Company has measured the swapped mortgages at fair value as well, so that the asset and related liability values will move inversely as interest rates change. The cash flows related to deferred placement fees receivable are typically received over five- to 10-year terms. These cash flows are subject to prepayment volatility, as the mortgages underlying the deferred placement fees receivable can experience unscheduled prepayments. As well, the Company pledges these assets under the bank credit facility. Accordingly, the Company manages these assets on a fair value basis.

Financial assets and financial liabilities held at fair value through profit or loss are initially recognized at fair value. Subsequent gains and losses arising from changes in fair value are recognized directly in the consolidated statements of comprehensive income and retained earnings.

Held for trading non-derivative financial assets can only be transferred out of the held at fair value through profit or loss category in the following circumstances: to the available-for-sale category, where, in rare circumstances, they are no longer held for the purpose of selling or repurchasing in the near term; or to the loans and receivables category, where they are no longer held for the purpose of selling or repurchasing in the near term and they would have met the definition of a loan and receivable at the date of reclassification and the Company has the intent and ability to hold the assets for the foreseeable future or until maturity.

LOANS AND RECEIVABLES

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and it is expected that substantially all of the initial investment will be recovered, other than because of credit deterioration.

Loans and receivables are initially recognized at cost, including direct and incremental transaction costs. They are subsequently valued at amortized cost.

held-to-maturity

Held-to-maturity assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are initially recognized at cost, including direct and incremental transaction costs. They are subsequently valued at amortized cost using the effective interest method.

Held-to-maturity assets can be reclassified to the available-for-sale category if the portfolio becomes tainted following the sale of other than an insignificant amount of held-to-maturity assets prior to their maturity.

Derivative financial instruments

Derivatives are categorized as trading unless they are designated as hedging instruments. Derivative contracts are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at their fair value, with the changes in fair value recognized in income as they occur. Positive values are recorded as assets and negative values are recorded as liabilities.

The Company enters into interest rate swaps to manage its interest rate exposures associated with funding fixed-rate receivables with floating-rate debt and to convert the fixed-rate debentures into floating-rate debt. These contracts are negotiated over-the-counter. Interest rate swaps require the periodic exchange of payments without the exchange of the notional principal amount on which the payments are based. The Company's policy is not to utilize derivative financial instruments for trading or speculative purposes.

Hedge accounting

At the inception of a hedging relationship, the Company documents the relationship between the hedging instruments and the hedged items, its risk management objective, its strategy for undertaking the hedge and its assessment of whether or not the hedging instruments are highly effective in offsetting the changes attributable to the hedged risks in the hedged items.

For fair value hedges, changes in the fair value of derivatives that are designated and qualify as fair value hedging instruments are recorded in the consolidated statement of comprehensive income and retained earnings, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The changes in fair value attributable to the hedged risk are accounted for as basis adjustment to the hedged item. If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of a hedged item for which the effective interest method is used is amortized to the consolidated statements of comprehensive income and retained earnings over the period to maturity or derecognition.

Note 3

Mortgages Pledged under Securitization

The Company securitizes residential and commercial mortgages in order to raise debt to fund these mortgages. Most of these securitizations consist of the transfer of fixed and floating rate mortgages into securitization programs, such as ABCP, NHA MBS and the Canada Mortgage Bonds ("CMB") program. In these securitizations, the Company transfers the assets to SPEs for cash, and incurs interest-bearing obligations typically matched to the term of the mortgages. These securitizations do not qualify for derecognition, although the SPEs and other securitization vehicles have no recourse to the Company's other assets for failure of the mortgages to make payments when due.

As part of the ABCP transactions, the Company provides cash collateral for credit enhancement purposes as required by the rating agencies. Credit exposure to securitized mortgages is generally limited to this cash collateral. The principal and interest payments on the securitized mortgages are paid to the Company by the SPEs monthly over the term of the mortgages. The full amount of the cash collateral is recorded as an asset and the Company anticipates full recovery of these amounts. NHA MBS securitizations may also require cash collateral in some circumstances. As at December 31, 2012, the cash held as collateral for securitization was $69,493 (2011 – $56,882).

The following table compares the carrying amount of mortgages pledged under securitization and the associated debt:

	2012	
	Carrying amount of securitized mortgages	**Carrying amount of associated liabilities**
Securitized mortgages at carrying cost	$ 12,947,870	$ 13,249,779
Mark to market	29,043	–
Capitalized origination costs	55,130	–
Debt discounts	–	(8,067)
	13,032,043	13,241,712
Add:		
Principal portion of payments held in restricted cash	311,979	–
Participation debt	–	31,098
	$ 13,344,022	$ 13,272,810

	2011	
	Carrying amount of securitized mortgages	**Carrying amount of associated liabilities**
Securitized mortgages at carrying cost	$ 9,679,750	$ 9,892,541
Mark to market	32,389	–
Capitalized origination costs	49,782	–
Debt discounts	–	(4,524)
	9,761,921	9,888,017
Add:		
Principal portion of payments held in restricted cash	225,707	–
Participation debt	–	69,202
	$ 9,987,628	$ 9,957,219

The principal portion of payments held in restricted cash represents payments on account of mortgages pledged under securitization which has been received at year end but has not yet been applied to reduce the associated debt. This cash is applied to pay down the debt in the month subsequent to year end. In order to compare the components of mortgages pledged under securitization to securitization debt, this amount is added to the carrying value of mortgages in the above table.

The changes in capitalized origination costs for the year ended December 31 are summarized as follows:

	2012	2011
Opening balance, January 1	$ 49,782	$ 47,190
Add: new origination costs capitalized in the year	28,809	25,152
Less: costs amortized in the year	(23,461)	(22,560)
Ending balance, December 31	$ 55,130	$ 49,782

During the year ended December 31, 2012, the Company advanced funds and transferred into the securitization vehicles $4,718,680 (2011 – $4,004,716) of new mortgages.

As at December 31, 2012, mortgages pledged under securitization include $12,691,496 (2011 – $9,220,847) of insured mortgages and $256,374 (2011 – $496,584) of uninsured mortgages.

The contractual maturity profile of the mortgages pledged under securitization programs is summarized as follows:

2013	$ 1,389,485
2014	1,420,999
2015	2,389,793
2016	3,160,208
2017 and thereafter	4,587,385
	12,947,870
Add:	
Capitalized origination costs	55,130
Fair value premium – HFT mortgages	29,043
	$ 13,032,043

Except for approximately $1.0 billion (2011 – $521 million) of securitized mortgages included in HFT mortgages, the mortgages securitized through NHA MBS and CMB programs have been classified as loans and receivables. These mortgages are carried at par plus adjustment for unamortized origination costs. Most mortgages in bank-sponsored ABCP programs have been classified as fair value through profit or loss.

The following table summarizes the mortgages pledged under securitization that are past due:

Arrears (days)	December 31 2012	December 31 2011
31 to 60	$ 42,185	$ 45,801
61 to 90	13,716	6,465
Greater than 90	30,263	38,306
	$ 86,164	$ 90,572

Interest revenue – securitized mortgages consists of $82,324 (2011 – $43,728) of interest revenue related to ABCP-funded mortgages, which are mostly measured at fair value, and $254,663 (2011 – $210,390) of interest revenue related to mortgages pledged under securitization and securitized mortgages included in HFT mortgages.

The Company uses various assumptions to value the HFT mortgages, which are set out in the tables below, including the rate of unscheduled prepayment. Accordingly, HFT mortgages are subject to measurement uncertainty. The effect of variations between actual experience and assumptions will be recorded in future statements of comprehensive income. Key economic weighted average assumptions and the sensitivities of the current carrying values to immediate 10% and 20% adverse changes in those assumptions are as follows:

	December 31, 2012	
	Commercial mortgages	Residential mortgages
HFT mortgages	$ 418,303	$ 2,367,744
Average life (in months)[1]	18	35
Prepayment speed assumption (annual rate)	11.7%	10.9%
Impact on fair value of 10% adverse change	$ 21	$ 451
Impact on fair value of 20% adverse change	$ 42	$ 895
Discount rate (annual rate)	2.2%	2.3%
Impact on fair value of 10% adverse change	$ 1,352	$ 12,312
Impact on fair value of 20% adverse change	$ 2,682	$ 24,518

	December 31, 2011	
	Commercial mortgages	Residential mortgages
HFT mortgages	$ 487,959	$ 2,161,550
Average life (in months)[1]	14	44
Prepayment speed assumption (annual rate)	12.7%	15.0%
Impact on fair value of 10% adverse change	$ 74	$ 649
Impact on fair value of 20% adverse change	$ 145	$ 1,280
Discount rate (annual rate)	2.3%	2.4%
Impact on fair value of 10% adverse change	$ 2,011	$ 10,867
Impact on fair value of 20% adverse change	$ 4,005	$ 21,629

(1) The weighted average life of prepayable assets in periods (for example, months or years) can be calculated by multiplying the principal collections expected in each future period by the number of periods until that future period, summing those products and dividing the sum by the initial principal balance.

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in carrying value based on a 10% or 20% 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, in these tables, the effect of a variation in a particular assumption on the fair value is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which might magnify or counteract the sensitivities.

NOTE 4

Deferred Placement Fees Receivable

The Company enters into transactions with institutional investors to sell primarily fixed-rate mortgages in which placement fees are received over time as well as at the time of the mortgage placement. These mortgages are derecognized when substantially all of the risks and rewards of ownership are transferred and the Company has minimal exposure to the variability of future cash flows from these mortgages. The investors have no recourse to the Company's other assets for failure of mortgagors to pay when due.

During the year ended December 31, 2012, $1,153,863 (2011 – $1,012,743) of mortgages were placed with institutional investors, which created gains on deferred placement fees of $7,705 (2011 – $6,663). Cash receipts on deferred placement fees receivable for the year ended December 31, 2012 were $23,695 (2011 – $28,261).

The Company uses various assumptions to value the deferred placement fees receivable, which are set out in the table below, including the rate of unscheduled prepayments. Accordingly, the deferred placement fees receivable are subject to measurement uncertainty. An assumption of no credit losses was used, commensurate with the credit quality of the investors. The effect of variations between actual experience and assumptions will be recorded in future statements of comprehensive income and retained earnings. Key economic weighted average assumptions and the sensitivity of the current carrying value of residual cash flows to immediate 10% and 20% adverse changes in those assumptions are summarized as follows:

	December 31, 2012	
	Commercial mortgages	**Residential mortgages**
Fair value of deferred placement fees receivable	$ 37,075	$ 4,844
Average life (in months) [(1)]	45	14
Prepayment speed assumption (annual rate)	0.4%	15.0%
Impact on fair value of 10% adverse change	$ 10	$ 45
Impact on fair value of 20% adverse change	$ 19	$ 90
Residual cash flows discount rate (annual rate)	4.4%	4.1%
Impact on fair value of 10% adverse change	$ 359	$ 10
Impact on fair value of 20% adverse change	$ 710	$ 20

	December 31, 2011	
	Commercial mortgages	**Residential mortgages**
Fair value of deferred placement fees receivable	$ 44,124	$ 14,385
Average life (in months) [(1)]	50	20
Prepayment speed assumption (annual rate)	0.6%	15.0%
Impact on fair value of 10% adverse change	$ 26	$ 172
Impact on fair value of 20% adverse change	$ 51	$ 340
Residual cash flows discount rate (annual rate)	4.4%	4.1%
Impact on fair value of 10% adverse change	$ 427	$ 48
Impact on fair value of 20% adverse change	$ 845	$ 95

(1) The weighted average life of prepayable assets in periods (for example, months or years) can be calculated by multiplying the principal collections expected in each future period by the number of periods until that future period, summing those products, and dividing the sum by the initial principal balance.

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in carrying value based on a 10% or 20% 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, in these tables, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption; in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which might magnify or counteract the sensitivities.

The Company estimates that the expected cash flows from the receipt of payments on the deferred placement fees receivable will be as follows:

2013	$	18,421
2014		8,646
2015		5,226
2016		4,507
2017 and thereafter		9,268
	$	46,068

NOTE 5

Mortgages Accumulated for Sale or Securitization

Mortgages accumulated for sale or securitization consist of mortgages the Company has originated for its own securitization programs or mortgages funded for placement with institutional investors.

Mortgages originated for the Company's own securitization programs are classified as loans and receivables and are recorded at amortized cost. Mortgages funded for placement with institutional investors are designated as held for trading and recorded at fair value. The fair values of mortgages held for trading approximate their carrying values due to their short-term nature. The following table summarizes the components of mortgages according to their classification:

		2012		2011
Mortgages accumulated for securitization	$	800,768	$	846,694
Mortgages accumulated for sale		7,754		4,244
	$	808,522	$	850,938

NOTE 6

Mortgage and Loan Investments

As at December 31, 2012, mortgage and loan investments consist primarily of commercial first and second mortgages held for various terms, the majority of which mature within one year.

Mortgage and loan investments consist of the following:

		2012		2011
Mortgage loans, classified as loans and receivables	$	138,811	$	175,071
Mortgage loans, designated as fair value through profit or loss		20,585		5,801
	$	159,396	$	180,872

Mortgage and loan investments classified as loans and receivables are carried at outstanding principal balances adjusted for unamortized premiums or discounts and are net of specific provisions for credit losses, if any.

The following table discloses the composition of the Company's portfolio of mortgage and loan investments by geographic region as at December 31, 2012:

Province/territory		Portfolio balance		Percentage of portfolio
Alberta	$	1,636	%	1.03
British Columbia		1,381		0.87
Manitoba		25,742		16.15
New Brunswick		5,504		3.45
Newfoundland and Labrador		98		0.06
Nova Scotia		4,712		2.96
Ontario		109,383		68.62
Quebec		9,982		6.26
Yukon		958		0.60
	$	159,396	%	100.00

These balances include gains from mark to market of $125 (2011 – $520) and are net of provisions for credit losses of $5,679 (2011 – $4,831). The portfolio contains $543 (2011 – $1,001) of insured mortgages and $155,744 (2011 – $184,298) of uninsured mortgage and loan investments as at December 31, 2012.

The following table discloses the mortgages that are past due as at December 31:

Arrears (days)		2012		2011
31 to 60	$	12,699	$	7,470
61 to 90		181		221
Greater than 90		7,366		7,266
	$	20,246	$	14,957

Of the above total amount, the Company considers $6,938 (2011 – $6,121) as impaired, for which it has provided an allowance for potential loss of $5,679 (2011 – $4,831) as at December 31, 2012.

The maturity profile in the table below is based on the earlier of contractual renewal or maturity dates.

	2012						2011
	2013	2014	2015	2016	2017 and thereafter	Book value	Book value
Residential	$ 6,067	$ 32	$ 332	$ 98	$ 427	$ 6,956	$ 5,182
Commercial	93,742	47,007	–	802	10,889	152,440	175,690
	$ 99,809	$ 47,039	$ 332	$ 900	$ 11,316	$ 159,396	$ 180,872

Interest income for the year was $8,848 (2011 – $8,643) and is included in mortgage investment income on the consolidated statements of comprehensive income and retained earnings.

NOTE 7
Other Assets

The components of other assets are as follows as at December 31:

	2012	2011
Property, plant and equipment, net	$ 6,706	$ 5,811
Intangible assets, net	18,064	24,531
Goodwill	29,776	29,776
	$ 54,546	$ 60,118

The intangible assets have a remaining amortization period of less than five years.

For the purpose of testing goodwill for impairment, the cash-generating unit is considered to be the Corporation as a whole, since the goodwill relates to the excess purchase price paid for the Corporation's business in connection with the IPO. The recoverable amount of the Corporation is calculated by reference to the Corporation's market capitalization, mortgages under administration, origination volume and profitability. These factors indicate that the Corporation's recoverable amount exceeds the carrying value of its net assets and, accordingly, goodwill is not impaired.

NOTE 8
Purchased Mortgage Servicing Rights

Purchased mortgage servicing rights consist of the following components:

	2012			2011		
	Cost	Accumulated amortization	Net book value	Cost	Accumulated amortization	Net book value
Third-party commercial mortgage servicing rights	$ 3,614	$ 3,061	$ 553	$ 3,614	$ 2,913	$ 701
Commercial mortgage-backed securities primary and master servicing rights	8,705	5,377	3,328	8,705	4,635	4,070
	$ 12,319	$ 8,438	$ 3,881	$ 12,319	$ 7,548	$ 4,771

The Company did not purchase any new servicing rights during the years ended December 31, 2012 and 2011. Amortization charged to income for the year ended December 31, 2012 was $890 (2011 – $995).

Note 9

Mortgages under Administration

As at December 31, 2012, the Company had mortgages under administration of $67,260,086 (2011 – $59,598,596), including mortgages held on the Company's consolidated statements of financial position. Mortgages under administration are serviced for financial institutions such as banks, insurance companies, pension funds, mutual funds, trust companies, credit unions and securitization vehicles. As at December 31, 2012, the Company administered 218,267 mortgages (2011 – 193,250) for 90 institutional investors (2011 – 92), with an average remaining term to maturity of 42 months (2011 – 41 months).

Mortgages under administration are serviced as follows:

	2012	**2011**
Institutional investors	$ 44,620,651	$ 39,562,777
Mortgages accumulated for sale or securitization and mortgage and loan investments	967,918	1,031,810
Securitization vehicles, deferred placement investors	4,844,380	4,920,105
Mortgages pledged under securitization	12,947,869	9,761,921
CMBS conduits	3,879,268	4,321,983
	$ 67,260,086	$ 59,598,596

The Company's exposure to credit loss is limited to mortgages under administration totalling $406,589 (2011 – $619,165), of which $22,415 of mortgages have principal and interest payments outstanding as at December 31, 2012 (2011 – $25,378). The Company incurred actual credit losses, net of recoveries, of $3,234 during the year ended December 31, 2012 (2011 – $1,854). As at December 31, 2012, the Company has $2,556 (2011 – $3,995) of uninsured non-performing mortgages (net of provisions for credit losses) included in accounts receivable and sundry.

The Company maintains trust accounts on behalf of the investors it represents. The Company also holds municipal tax funds in escrow for mortgagors. Since the Company does not hold a beneficial interest in these funds, they are not presented on the consolidated statements of financial position. The aggregate of these accounts as at December 31, 2012 was $419,368 (2011 – $424,990).

Note 10

Bank Indebtedness

Bank indebtedness includes a revolving line of credit of $545,000 (2011 – $125,000) maturing in December 2016, of which $197,717 (2011 – $66,403) was drawn as at December 31, 2012 and against which the following have been pledged as collateral:

(a) a general security agreement over all assets, other than real property, of the Company; and
(b) a general assignment of all mortgages owned by the Company.

The revolving line of credit bears a variable rate of interest based on prime and bankers' acceptance rates.

Note 11

Debt Related to Securitized and Participation Mortgages

Debt related to securitized mortgages represents the funding for mortgages pledged under NHA MBS, CMB and ABCP programs. As at December 31, 2012, debt related to securitized mortgages was $13,241,712 (2011 – $9,888,017), net of unamortized discounts of $8,067 (2011 – $4,524). A comparison of the carrying amounts of the pledged mortgages and the related debt is summarized in Note 3.

As at December 31, 2012, debt related to participation mortgages was $31,098 (2011 – $69,202).

Debt related to securitized and participation mortgages is reduced on a monthly basis when the principal payments received from the mortgages are applied. Debt discounts and premiums are amortized over the term of each debt on an effective yield basis.

Note 12

Swap Contracts

Swaps are over-the-counter contracts in which two counterparties exchange a series of cash flows based on agreed-upon rates to a notional amount. The Company used an interest rate swap to manage interest rate exposure relating to variability of interest earned on a portion of mortgages accumulated for sale held on the consolidated statement of financial position. The swap agreement that the Company entered into was an interest rate swap where two counterparties exchange a series of payments based on different interest rates applied to a notional amount in a single currency.

The following tables present, by remaining term to maturity, the notional amounts and fair values of the swap contract that do not qualify for hedge accounting as at December 31, 2012 and 2011:

	2012				
	Less than 3 years	**3 to 5 years**	**6 to 10 years**	**Total notional amount**	**Fair value**
Interest rate swap contract	$ 224,261	$ 1,408,997	$ 457,816	$ 2,091,075	$ 3,224

	2011				
	Less than 3 years	**3 to 5 years**	**6 to 10 years**	**Total notional amount**	**Fair value**
Interest rate swap contract	$ 369,852	$ 915,712	$ 16,112	$ 1,301,676	$ (1,009)

Positive fair values of the interest rate swap contracts are included in accounts receivable, and sundry and negative fair values are included in accounts payable and accrued liabilities on the consolidated statements of financial position.

Note 13

Debenture Loan Payable

On May 7, 2010, the Fund issued $175 million of five-year term senior secured debentures with an interest rate of 5.07%, maturing on May 7, 2015. Pursuant to the Conversion, the Corporation assumed all liabilities related to the debentures.

The debentures are secured on a pari-passu basis with the security under the one-year revolving line of credit described in bank indebtedness on advance. The net proceeds of the issuance were loaned to FNFLP at an interest rate of 5.1025% per annum. The Company used the proceeds of the debenture loan to repay a portion of its bank indebtedness under its existing bank credit facility. On the same date, the Company entered into a swap agreement to receive a 5.07% fixed coupon and pay monthly CDOR+2.134%, effectively protecting the Company against changes in fair value due to changes in interest rates. The swap agreement has been designated as a fair value hedge and matures on the due date of the debenture loan. The Company has a full guarantee on the debentures and the costs relating to the debenture issue have been borne by the Company.

Note 14

Commitments, Guarantees and Contingencies

As at December 31, 2012, the Company has the following operating lease commitments for its office premises:

2013	$	4,050
2014		4,052
2015		3,953
2016		3,519
2017 and thereafter		2,955
	$	18,529

Outstanding commitments for future advances on mortgages with terms of one to 10 years amounted to $641,060 as at December 31, 2012 (2011 – $1,814,084). The commitments generally remain open for a period of up to 90 days. These commitments have credit and interest rate risk profiles similar to those mortgages that are currently under administration. Certain of these commitments have been sold to institutional investors while others will expire before being drawn down. Accordingly, these amounts do not necessarily represent future cash requirements of the Company.

In the normal course of business, the Company enters into a variety of guarantees. Guarantees include contracts where the Company may be required to make payments to a third party, based on changes in the value of an asset or liability that the third party holds. In addition, contracts under which the Company may be required to make payments if a third party fails to perform under the terms of the contract (such as mortgage servicing contracts) are considered guarantees. The Company has determined that the estimated potential loss from these guarantees is insignificant.

Note 15

Securities Transactions under Repurchase and Resale Transactions

The Company's outstanding securities purchased under resale agreements and securities sold under repurchase agreements have a remaining term to maturity of less than one month.

Note 16

Obligations Related to Securities and Mortgages Sold under Repurchase Agreements

The Company uses repurchase agreements to fund specific mortgages included in mortgages accumulated for sale or securitization. The current contracts are with financial institutions, are based on bankers' acceptance rates and mature on or before February 28, 2013. Such agreements are entered into concurrently with a total return swap which, with the mortgage sale, is the economic equivalent of a repurchase agreement.

Note 17

Shareholders' Equity

(a) Authorized

Unlimited number of common shares

Unlimited number of cumulative five-year rate reset preferred shares, Class A Series 1

Unlimited number of cumulative five-year rate reset preferred shares, Class A Series 2

(b) Capital stock activities

	Common shares		Preferred shares	
Balance, December 31, 2011 and 2012	59,967,429	$ 122,671	4,000,000	$ 97,394

(c) Preferred shares

On January 25, 2011, the Company issued 4 million Class A Series 1 Preferred Shares at a price of $25.00 per share for gross proceeds of $100,000 before issue expenses.

Holders of the Class A Series 1 Preferred Shares are entitled to receive a cumulative quarterly fixed dividend yielding 4.65% annually for the initial period ending March 31, 2016. Thereafter, the dividend rate may be reset every five years at a rate equal to the five-year Government of Canada bond yield plus 2.07%, as and when approved by the Board of Directors.

Holders of Class A Series 1 Preferred Shares have the right, at their option, to convert their shares into cumulative, floating-rate Class A Preferred Shares, Series 2 ("Series 2 Preferred Shares"), subject to certain conditions, on March 31, 2016 and on March 31 every five years thereafter. Holders of the Series 2 Preferred Shares will be entitled to receive cumulative quarterly floating dividends at a rate equal to the three-month Government of Canada treasury bill yield plus 2.07% as and when declared by the Board of Directors.

Preferred shares do not have voting rights. The par value per preferred share is $25.

(d) Earnings per share

	2012	2011
Net income	$ 110,325	$ 70,491
Less: dividends declared on preferred shares	(4,650)	(4,316)
Net earnings attributable to common shareholders	$ 105,675	$ 66,175
Number of common shares outstanding	59,967,429	59,967,429
Basic earnings per common share	$ 1.76	$ 1.10

Note 18
Income Taxes

The major components of deferred tax expense (recovery) for the year ended December 31 consists of the following:

		2012		2011
Income taxes relating to prior year	$	187	$	–
Changes to tax legislation		689		–
Relates to origination and reversal of timing differences		1,724		(3,508)
	$	2,600	$	(3,508)

The major components of current income tax expense for the year ended December 31 consists of the following:

		2012		2011
Income taxes relating to prior year	$	(262)	$	–
Income taxes relating to the year		38,500		29,800
Changes to tax legislation		(338)		–
	$	37,900	$	29,800

The effective income tax rate reported in the consolidated statements of comprehensive income and retained earnings varies from the Canadian tax rate of 26.3% for the year ended December 31, 2012 (2011 – 28%) for the following reasons:

		2012		2011
Company's statutory tax rate		26.30%		28.00%
Income before income taxes	$	150,825	$	96,783
Income tax at statutory tax rate		39,682		27,099
Increase (decrease) resulting from:				
True-up from prior year		(75)		–
Permanent differences		397		585
Differences in current and future tax rates		776		(1,320)
Change in tax legislation		(338)		–
Other		58		(72)
Income tax expense	$	40,500	$	26,292

Significant components of the Company's deferred tax liabilities for the year ended December 31 are as follows:

	2012	2011
Deferred placement fees receivable	$ 11,025	$ 15,008
Capitalized broker fees	14,499	12,704
Carrying values of mortgages pledged under securitization in excess of tax values	8,168	8,391
Intangible assets	4,751	6,257
Unamortized discount on debt related to securitized mortgages	2,122	1,156
Cumulative eligible capital property	(6,502)	(6,711)
Losses on interest rate swaps	(1,051)	(4,988)
Loan loss reserves not deducted for tax purposes	(1,583)	(2,543)
Debenture issuance costs	(117)	(162)
Share issuance costs	(644)	(840)
Other	2,232	2,028
Deferred tax liabilities	$ 32,900	$ 30,300

The movement in significant components of the Company's deferred tax liabilities and assets for the year ended December 31, 2012 is as follows:

	As at January 1 2012	Recognized in income	As at December 31 2012
Deferred income tax liabilities			
Deferred placement fees receivable	$ 15,008	$ (3,983)	$ 11,025
Capitalized broker fees	12,704	1,795	14,499
Carrying values of mortgages pledged under securitization in excess of tax values	8,391	(223)	8,168
Intangible assets	6,257	(1,506)	4,751
Unamortized discount on debt related to securitized mortgages	1,156	966	2,122
Other	2,028	204	2,232
Total deferred income tax liabilities	$ 45,544	$ (2,747)	$ 42,797
Deferred income tax assets			
Cumulative eligible capital property	(6,711)	209	(6,502)
Losses on interest rate swaps	(4,988)	3,937	(1,051)
Loan loss reserves not deducted for tax purposes	(2,543)	960	(1,583)
Debenture issuance costs	(162)	45	(117)
Share issuance costs	(840)	196	(644)
Total deferred income tax assets	$ (15,244)	$ 5,347	$ (9,897)
Net deferred income tax liabilities	$ 30,300	$ 2,600	$ 32,900

The calculation of taxable income of the Company is based on estimates and the interpretation of complex tax legislation. In the event that the tax authorities take a different view from management, the Company may be required to change its provision for income taxes or deferred tax balances and the change could be significant.

Note 19

Financial Instruments and Risk Management

Risk management

The various risks to which the Company is exposed and the Company's policies and processes to measure and manage them individually are set out below.

Interest rate risk

Interest rate risk arises when changes in interest rates will affect the fair value of financial instruments.

The Company uses various strategies to reduce interest rate risk. The Company's risk management objective is to maintain interest rate spreads from the point that a mortgage commitment is issued to the transfer of the mortgage to the related securitization vehicle or sale to an institutional investor. Primary among these strategies is the Company's decision to sell mortgages at the time of commitment, passing on interest rate risk that exists prior to funding to institutional investors. The Company uses bond forwards (consisting of bonds sold short and bonds purchased under resale agreements) to manage interest rate exposure between the time a mortgage rate is committed to the borrower and the time the mortgage is sold to a securitization vehicle and the underlying cost of funding is fixed. As interest rates change, the values of these interest rate-dependent financial instruments vary inversely with the values of the mortgage contracts. As interest rates increase, a gain will be recorded on the economic hedge, which will be offset by the reduced future spread on mortgages pledged under securitization as the mortgage rate committed to the borrower is fixed at the point of commitment.

For single-family mortgages, only a portion of the commitments issued by the Company eventually fund. The Company must assign a probability of funding to each mortgage in the pipeline and estimate how that probability changes as mortgages move through the various stages of the pipeline. The amount that is actually economically hedged is the expected value of the mortgages funding within the future commitment period. The Company also hedges against interest rate fluctuations by offsetting the exposure of the Company's bank indebtedness and funds held in trust. Bank indebtedness, obligations related to debt and the debenture loan payable (after the effect of the interest rate swap) are all floating rate obligations indexed to 30-day CDOR; the funds held in trust earn the Company interest based on the same floating rate basis. Because both the indebtedness and funds held in trust have comparable values, with the liabilities at $685,652 (2011 – $745,032) as at December 31, 2012 and the funds held in trust at $561,204 (2011 – $503,294) on the same date, the Company considers the arrangement to be a natural hedge against short-term interest rate fluctuations.

The table below provides the financial impact that an immediate and sustained 100 basis point and 200 basis point increase and decrease in short-term interest rates would have had on the net income of the Company in 2012 and 2011.

	Increase in interest rate		Decrease in interest rate[1]	
	2012	**2011**	**2012**	**2011**
100 basis point shift				
Impact on net income and shareholders' equity	$ 234	$ 450	$ (234)	$ (449)
200 basis point shift				
Impact on net income and shareholders' equity	$ 468	$ 901	$ 3,676	$ 2,751

(1) Interest rate is not to be decreased to below 0%.

The Company has exposure to the risk that short-term interest rates increase, and credit losses as the Company has a first loss position. Accordingly, these mortgages are much more sensitive to changes in interest rates and credit loss than the Company's typical mortgage and loan investments.

The Company's accounts receivable and sundry, accounts payable and accrued liabilities, and purchased mortgage servicing rights are not exposed to interest rate risk.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability or unwillingness to fulfill its payment obligations. The Company's credit risk is mainly lending-related in the form of mortgage default. The Company uses stringent underwriting criteria and experienced adjudicators to mitigate this risk. The Company's approach to managing credit risk is based on the consistent application of a detailed set of credit policies and prudent arrears management. As at December 31, 2012, 92% (2011 – 94%) of the pledged mortgages were insured mortgages. See details in Note 3. The Company's exposure is further mitigated by the relatively short period over which a mortgage is held by the Company prior to securitization.

The maximum credit exposures of the financial assets are their carrying values as reflected on the consolidated statement of financial position. The Company does not have significant concentration of credit risk within any particular geographic region or group of customers.

The Company is at risk that the underlying mortgages default and the servicing cash flows cease. The large portfolio of individual mortgages that underlies these assets is diverse in terms of geographical location, borrower exposure and the underlying type of real estate. This diversity and the priority ranking of the Company's rights mitigate the potential size of any single credit loss. Securities purchased under resale agreements are transacted with large, regulated Canadian institutions such that the risk of credit loss is very remote. Securities transacted are all Government of Canada bonds and, as such, have virtually no risk of credit loss.

Liquidity risk and capital resources

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due.

The Company's liquidity strategy has been to use bank credit to fund working capital requirements and to use cash flow from operations to fund longer-term assets. The Company's credit facilities

are typically drawn to fund: (i) mortgages accumulated for sale or securitization, (ii) origination costs associated with mortgages pledged under securitization, (iii) cash held as collateral for securitization, (iv) costs associated with deferred placement fees receivable, and (v) mortgage and loan investments. The Company has a credit facility with a syndicate of seven financial institutions, which provides for a total of $545,000 in financing. Bank indebtedness also includes borrowings obtained through outstanding cheques and overdraft facilities.

The Company finances the majority of its mortgages with debt derived from the securitization markets, primarily NHA MBS, ABCP and CMB. These obligations reset monthly such that the receipts of principal on the mortgages are used to pay down the related debt within a 30-day period. Accordingly, these sources of financing amortize at the same rate as the mortgages pledged thereunder, providing an almost perfectly matched asset and liability relationship.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and credit spreads. The level of market risk to which the Company is exposed varies depending on market conditions, expectations of future interest rates and credit spreads.

Customer concentration risk

Placement fees, mortgage servicing income and gains on deferred placement fees revenue from two (2011 – three) Canadian financial institutions that represent approximately 36% (2011 – 47%) of the Company's total revenue. During the year ended December 31, 2012, the Company placed 62% (2011 – 51%) of all mortgages it originated with the same two (2011 – three) institutional investors.

Fair value measurement

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments recorded at fair value in the consolidated statement of financial position:

Level 1 – Quoted market price observed in active markets for identical instruments;

Level 2 – Quoted market price observed in active markets for similar instruments or other valuation techniques for which all significant inputs are based on observable market data; and

Level 3 – Valuation techniques in which one or more significant inputs are unobservable.

Valuation methods and assumptions

The Company uses valuation techniques to estimate fair values, including reference to third-party valuation service providers using proprietary pricing models and internal valuation models such as discounted cash flow analysis. The valuation methods and key assumptions used in determining fair values for the financial assets and financial liabilities are as follows:

(a) HFT mortgages in mortgages under securitization and certain mortgage and loan investments

The fair value of these mortgages is determined by discounting projected cash flows using market industry pricing practices. Discount rates used are determined by comparison to similar term loans made to borrowers with similar credit. This methodology will reflect changes in interest rates which have occurred since the mortgages were originated. Impaired mortgages are recorded at net realizable value.

(b) Deferred placement fees receivable

The fair value of deferred placement fees receivable is determined by internal valuation models consistent with industry practice using market data inputs, where possible. The fair value is determined by discounting the expected future cash flows related to the placed mortgages at market interest rates. The expected future cash flows are estimated based on certain assumptions which are not supported by observable market data. Refer to Note 4, Deferred placement fees receivable, for the key assumptions used and sensitivity analysis.

(c) Securities owned and sold short

The fair values of securities owned and sold short used by the Company to hedge its interest rate exposure are determined by quoted prices.

(d) Other financial assets and financial liabilities

The fair value of mortgage and loan investments classified as loans and receivables, mortgages accumulated for sale or securitization, cash held as collateral for securitization, restricted cash and bank indebtedness correspond to the respective outstanding amounts due to their short-term maturity profiles.

The following table represents the Company's financial instruments measured at fair value on a recurring basis:

	December 31, 2012			
	Level 1	**Level 2**	**Level 3**	**Total**
Financial assets				
Mortgages accumulated for sale	$ –	$ 7,754	$ –	$ 7,754
HFT mortgages	–	–	2,776,551	2,776,551
Deferred placement fees receivable	–	–	41,919	41,919
Mortgage and loan investments	–	–	11,385	11,385
Interest rate swaps	–	6,275	–	6,275
Total financial assets	$ –	$ 14,029	$ 2,829,855	$ 2,843,884
Financial liabilities				
Securities sold under repurchase agreements and sold short	$ 451,875	$ –	$ –	$ 451,875
Interest rate swaps	–	6,818	–	6,818
Total financial liabilities	$ 451,875	$ 6,818	$ –	$ 458,693

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Financial assets				
Mortgages accumulated for sale	$ –	$ 4,244	$ –	$ 4,244
HFT mortgages	–	–	2,672,163	2,672,163
Deferred placement fees receivable	–	–	58,509	58,509
Mortgage and loan investments	–	–	5,801	5,801
Interest rate swaps	–	9,689	–	9,689
Total financial assets	$ –	$ 13,933	$ 2,736,473	$ 2,750,406
Financial liabilities				
Securities sold under repurchase agreements and sold short	$ 659,299	$ –	$ –	$ 659,299
Interest rate swaps	–	10,698	–	10,698
Total financial liabilities	$ 659,299	$ 10,698	$ –	$ 669,997

In estimating the fair value of financial assets and financial liabilities using valuation techniques or pricing models, certain assumptions are used, including those that are not fully supported by observable market prices or rates (Level 3). The amount of the change in fair value recognized by the Company in net income for the year ended December 31, 2012 that was estimated using a valuation technique based on assumptions that are not fully supported by observable market prices or rates was approximately a gain of $16,755 (2011 – $3,846). Although the Company's management believes that the estimated fair values are appropriate as at the date of the consolidated statement of financial position, those fair values may differ if other reasonably possible alternative assumptions are used.

The following table presents changes in the fair values (including realized losses of $10,602 [2011 – $16,824]) of the Company's financial assets and financial liabilities for the years ended December 31, 2012 and 2011, all of which have been classified as fair value through profit or loss:

	2012	2011
HFT mortgages	$ 2,787	$ (5,694)
Deferred placement fees receivable	(203)	1,150
Mortgage and loan investments	(374)	1,066
Securities owned and sold short	(1,934)	(14,215)
Interest rate swaps	5,877	(792)
	$ 6,153	$ (18,485)

Movement in Level 3 financial instruments measured at fair value

The following tables show the movement in Level 3 financial instruments in the fair value hierarchy for the years ended December 31, 2012 and 2011. The Company classifies financial instruments to Level 3 when there is reliance on at least one significant unobservable input in the valuation models.

	Fair value as at January 1 2012	Investments	Unrealized gain (loss) recorded in income	Payment and amortization	Fair value as at December 31 2012
Financial assets					
HFT mortgages	$ 2,672,163	$ 3,257,342	$ 9,786	$ (3,162,740)	$ 2,776,551
Deferred placement fees receivable	58,509	5,976	(203)	(22,363)	41,919
Mortgage and loan investments	5,801	–	(450)	6,034	11,385
Total financial assets	$ 2,736,473	$ 3,263,318	$ 9,133	$ (3,179,069)	$ 2,829,855

	Fair value as at January 1 2011	Investments	Unrealized gain recorded in income	Payment and amortization	Fair value as at December 31 2011
Financial assets					
HFT mortgages	$ 1,261,522	$ 1,863,838	$ 1,738	$ (454,935)	$ 2,672,163
Deferred placement fees receivable	77,410	4,720	1,150	(24,771)	58,509
Mortgage and loan investments	10,356	–	1,066	(5,621)	5,801
Total financial assets	$ 1,349,288	$ 1,868,558	$ 3,954	$ (485,327)	$ 2,736,473

Derivative financial instrument and hedge accounting

The Company entered into a swap agreement to hedge the debenture loan payable against changes in fair value by converting the fixed-rate debt into a variable-rate debt. The swap agreement has been designated as a fair value hedge and the hedging relationship is formally documented, including the risk management objective and measurement of effectiveness. The swap agreement is recorded at fair value with the changes in fair value recognized in income. Changes in fair value attributed to the hedged risk are accounted for as basis adjustments to the debenture loan payable and are recognized in income. Accordingly, as at December 31, 2012, accounts receivable and sundry have been increased by $6,275 (2011 – $9,689) to account for the swap derivative, and the debenture loan payable has been increased by the same amount.

NOTE 20

Capital Management

The Company's objective is to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. Management defines capital as the Company's equity, long-term debt and retained earnings. The Company has a minimum capital requirement as stipulated by its bank credit facility. The agreement limits the debt under bank indebtedness together with the debentures to four times FNFLP's equity. As at December 31, 2012, the ratio was 1.2:1 (2011 – 1.0:1). The Company was in compliance with the bank covenant throughout the year.

Note 21

Earnings by Business Segment

The Company operates principally in two business segments, Residential and Commercial. These segments are organized by mortgage type and contain revenue and expenses related to origination, underwriting, securitization and servicing activities. Identifiable assets are those used in the operations of the segments.

	2012		
	Residential	**Commercial**	**Total**
REVENUE			
Interest revenue – securitized mortgages	$ 226,607	$ 110,380	$ 336,987
Interest expense – securitized mortgages	(160,068)	(86,668)	(246,736)
Net interest – securitized mortgages	66,539	23,712	90,251
Placement and servicing	218,728	36,964	255,692
Mortgage investment income	20,258	15,676	35,934
	305,525	76,352	381,877
EXPENSES			
Amortization	5,507	3,019	8,526
Interest	17,682	2,147	19,829
Other operating	174,686	28,011	202,697
	197,875	33,177	231,052
Income before income taxes	$ 107,650	$ 43,175	$ 150,825
Identifiable assets	11,426,562	3,552,214	14,978,776
Goodwill	–	–	29,776
Total assets	$ 11,426,562	$ 3,552,214	$ 15,008,552
Capital expenditures	$ 2,069	$ 886	$ 2,955

	2011		
	Residential	**Commercial**	**Total**
REVENUE			
Interest revenue – securitized mortgages	$ 172,511	$ 81,607	$ 254,118
Interest expense – securitized mortgages	(119,199)	(65,092)	(184,291)
Net interest – securitized mortgages	53,312	16,515	69,827
Placement and servicing	165,566	15,025	180,591
Mortgage investment income	13,421	15,890	29,311
	232,299	47,430	279,729
EXPENSES			
Amortization	6,203	3,621	9,824
Interest	12,989	3,009	15,998
Other operating	130,210	26,914	157,124
	149,402	33,544	182,946
Income before income taxes	$ 82,897	$ 13,886	$ 96,783
Identifiable assets	9,010,099	2,887,395	11,897,494
Goodwill	–	–	29,776
Total assets	$ 9,010,099	$ 2,887,395	$ 11,927,270
Capital expenditures	$ 2,228	$ 956	$ 3,184

NOTE 22

Related Party Transactions

For the past three years, several of the Company's commercial borrowers applied to the Company for mezzanine mortgage financing. The amounts of the mortgages requested were in excess of the Company's internal investment policies for investments of that nature; however, a business controlled by a senior executive and shareholder of the Company entered into agreements with the borrowers to fund the mortgages. The Company serviced these mortgages during their terms at market commercial servicing rates. The mortgages which are administered by the Company have a balance of $29,685 as at December 31, 2012 (2011 – $33,781).

A senior executive and shareholder of the Company has a significant investment in a mortgage default insurance company. In the ordinary course of business, the insurance company provides insurance policies to the Company's borrowers at market rates. Beginning in the third quarter of 2012, the insurance company also provides the Company with portfolio insurance at market premiums. The total bulk insurance purchased during 2012 was $913. In 2011, the Company was engaged by the insurance company to service a portfolio of $13.6 million of mortgages at market commercial servicing rates. As at December 31, 2012, the portfolio had an outstanding balance of $11.0 million.

A senior executive and shareholder of the Company is a director on the board of a real estate

company. In 2012, the Company directly loaned $21.5 million and placed $84.6 million of mortgages to the real estate company. As at December 31, 2012, the portfolio was administered by the Company at market rates and totalled $59.3 million.

A senior executive and shareholder of the Company is a shareholder as well as a director on the board of a retirement home company. During the year, the Company placed a mortgage of $10.0 million for the retirement company and earned a total of $118 for origination and interest revenue. The mortgage was fully repaid before December 31, 2012.

During the year ended December 31, 2012, the Company paid total compensation of $3,008 (2011 – $2,927) to senior management and $200 (2011 – $207) to independent directors.

Note 23

Future Accounting Changes

The following accounting pronouncements issued by the IASB, although not yet effective, may have a future impact on the Company:

IFRS 9 – Financial Instruments

As of January 1, 2015, the Company will be required to adopt this standard, which replaces IAS 39 – *Financial Instruments: Recognition and Measurement*. IFRS 9 provides new requirements for how an entity should classify and measure financial assets and financial liabilities that are in the scope of IAS 39. Management is currently evaluating the potential impact that the adoption of IFRS 9 will have on the Company's consolidated financial statements.

IAS 32 – Financial Instruments: Presentation

As of January 1, 2014, the Company will be required to adopt this standard, which clarifies the existing requirements for offsetting financial assets and financial liabilities. The amendment is not expected to have a material impact on the Company's consolidated financial statements.

IFRS 10 – Consolidated Financial Statements

As of January 1, 2013, IFRS 10 – *Consolidated Financial Statements* will replace portions of IAS 27 – *Consolidated and Separate Financial Statements* and interpretation SIC-12 – *Consolidation – Special Purpose Entities*. The IASB introduced a single model for consolidating subsidiaries using a control model. This standard addresses particularly the control of SPEs. Management is currently evaluating the potential impact that the adoption of IFRS 10 will have on the Company's consolidated financial statements.

IFRS 11 – Joint Arrangements

As of January 1, 2013, the IASB has expanded its definition of a joint venture. The Company would be required to account for joint ventures on the equity method as opposed to proportionate consolidation.

IFRS 12 – Disclosure of Interests in Other Entities

As of January 1, 2013, the Company will be required to make new disclosures on its off-balance sheet activities, including those with SPEs.

IFRS 13 – Fair Value Measurement

As of January 1, 2013, the Company will be required to adopt this standard, which provides a framework for the application of fair value to those assets and liabilities qualifying or permitted to be carried at fair value. The Company believes its current measurement of fair value is appropriate and there will be little impact.

Note 24

Comparative Consolidated Financial Statements

The comparative audited consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the 2012 audited consolidated financial statements.

Corporate Governance

First National's Board of Directors and management team fully acknowledge the importance of their duty to serve the long-term interests of shareholders.

Sound corporate governance is fundamental for maintaining the confidence of investors and increasing shareholder value. As such, First National is committed to the highest standards of integrity, transparency, compliance and discipline. These standards define the relationships among all of our stakeholders – Board, management and shareholders – and are the basis for building these values and nurturing a culture of accountability and responsibility across the organization.

Policies

The Board super vises and evaluates the management of the Company and oversees matters related to our strategic direction and assesses results relative to our goals and objectives. As such, the Board has adopted several policies that reflect best practices in governance and disclosure. These include a Disclosure Policy, a Code of Business Conduct, a Whistleblower Policy and an Insider Trading Policy. These policies are compliant with the corporate governance guidelines of the Canadian Securities Administrators. As a public company, First National's Board continues to update, develop and implement appropriate governance policies and practices as it sees fit.

Committees

The Board of Directors has established an Audit Committee and a Compensation, Governance and Nominating Committee to assist in the efficient functioning of the Company's corporate governance strategy.

Audit Committee

The Audit Committee's responsibilities include:

- Management of the relationship with the external auditor including the oversight and supervision of the audit of the Company's financial statements;
- Oversight and super vision of the quality and integrity of the Company's financial statements; and
- Oversight and super vision of the adequacy of the Company's internal accounting controls and procedures, as well as its financial reporting practices.

The Audit Committee consists of three independent directors, all of whom are considered financially literate for the purposes of the Canadian Securities Administrators' Multilateral Instrument 52-110 – *Audit Committees*.

COMMITTEE MEMBERS

John Brough (Chair), Peter Copestake and Robert Mitchell

Compensation, Governance and Nominating Committee

The Compensation, Governance and Nominating Committee's responsibilities include:

- Making recommendations concerning the compensation of the Company's senior executive officers and the remuneration of the Board of Directors;
- Developing the Company's approach to corporate governance issues and compliance with applicable laws, regulations, rules, policies and orders with respect to such issues;
- Advising the Board of Directors on filling director vacancies;
- Periodically reviewing the composition and effectiveness of the directors and the contributions of individual directors, and
- Adopting and periodically reviewing and updating the Company's written Disclosure Policy.

The Compensation, Governance and Nominating Committee consists of two independent directors for the purposes of the Canadian Securities Administrators' Multilateral Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

COMMITTEE MEMBERS

Peter Copestake (Interim Chair) and Duncan Jackman

Board Members

Collectively, the Board of Directors has extensive experience in mortgage lending, real estate, strategic planning, law and finance. The Board consists of six members, four of whom are independent.

Stephen Smith is President of the Corporation, President of First National and co-founder of First National. Mr. Smith, one of Canada's leading financial services entrepreneurs, has been an innovator in the development and utilization of various securitization techniques to finance mortgage assets and has been a regular speaker at securitization conferences. He is Chairman of the Canada Guaranty Mortgage Insurance Company as well as a director of The Dominion of Canada General Insurance Company and The Empire Life Insurance Company. He is also Vice Chair of Metrolinx Inc. (GO Transit) and a member of the Board of the C.D. Howe Institute. In addition, Mr. Smith is on the Advisory Council of the Royal Conservatory of Music and the Chair of The Historica-Dominion Institute. Mr. Smith has a Master of Science (Economics) from the London School of Economics and Political Science, a Bachelor of Science (Honours) in Electrical Engineering, Queen's University, and is a member of the Association of Professional Engineers of Ontario and the Canadian Council of Chief Executives. Mr. Smith is a graduate of the Directors Education Program at the University of Toronto, Rotman School of Management. In 2012, Mr. Smith was awarded the Queen Elizabeth II Diamond Jubilee Medal for contributions to Canada.

Moray Tawse is Vice President and Secretary of the Corporation, Vice President, Mortgage Investments of First National and co-founder of First National. Mr. Tawse directs the operations of all of First National's commercial mortgage origination activities. With over 30 years of experience in the real estate finance industry, Mr. Tawse is one of Canada's leading experts on commercial real estate and is often called upon to deliver keynote addresses at national real estate symposiums. In addition, Mr. Tawse is also an independent director of C2C Industrial Properties Inc., a TSX Venture listed company that owns and operates industrial properties across Canada.

John Brough served as President of both Wittington Properties Limited (Canada) and Torwest, Inc. (United States) real estate development companies from 1998 to 2007. From 1974 until 1996 he was with Markborough Properties, Inc., where he was Senior Vice President and Chief Financial Officer from 1986 until 1996. Mr. Brough is a Director of Kinross Gold Corporation, Silver Wheaton Corp. and Canadian Real Estate Investment Trust. Mr Brough has a Bachelor of Arts (Economics) degree from the University of Toronto, as well as a Chartered Accountant degree. Mr. Brough is a graduate of the Directors Education Program at the University of Toronto, Rotman School of Management, and a member of the Institute of Corporate Directors as well as the Canadian Institute of Chartered Accountants.

Peter Copestake currently serves as the Executive in Residence at the Queen's University School of Business and as a corporate director and business consultant. Over the past 30 years he has held senior financial and management positions at federally regulated financial institutions and in the federal government. From 1999 to 2007 he was Senior Vice President and Treasurer of Manulife Financial Corporation. He currently also serves as a member of the Investment and Pension committees of Queen's University and as a Director of Royal and Sun Alliance Insurance Company of Canada and Canadian Derivatives Clearing Corporation. He also serves on the Independent Review Committees at First Trust Portfolios Canada and at PIMCO Canada and as Chair of the South East Ontario Medical and Academic Organization.

Duncan Jackman is the Chairman, President and Chief Executive Officer of E-L Financial Corporation Limited, an investment holding company and has held similar positions with E-L Financial since 2003. Mr. Jackman is also the Chairman and President of Economic Investment Trust Limited and United

Shareholder Information

Corporations Limited, both closed-end investment corporations, and has acted in a similar capacity with these corporations since 2001. Mr. Jackman sits on a number of public and private company boards. Prior to 2001, Mr. Jackman held a variety of positions including portfolio manager at Cassels Blaikie and investment analyst at RBC Dominion Securities Inc. Mr. Jackman holds a Bachelor of Arts in Literature from McGill University.

Robert Mitchell has been President of Dixon Mitchell Investment Counsel Inc., a Vancouver-based investment management company since 2000. Prior to that, Mr. Mitchell was Vice President, Investments at Seaboard Life Insurance Company. Mr. Mitchell is a director and chairs the audit committee for Discovery Parks Holdings Ltd., trustee for Discovery Parks Trust. Discovery Parks Trust was established to support the high technology and research industries in British Columbia through the development of its real estate assets. Mr. Mitchell has a MBA from University of Western Ontario, a Bachelor of Commerce (Finance) from University of Calgary, and is a CFA charterholder.

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Annual Meeting

May 13, 2013, 10 a.m. EDT
TMX Broadcast Centre
The Gallery
The Exchange Tower
130 King Street West
Toronto, Ontario

Senior Executives of First National Financial LP

Stephen Smith
Co-founder, Chairman and President

Moray Tawse
Co-founder and Vice President, Mortgage Investments

Robert Inglis
Chief Financial Officer

Scott McKenzie
Vice President, Residential Mortgages

Jason Ellis
Managing Director, Capital Markets

Jeremy Wedgbury
Managing Director, Commercial Mortgage Origination

Lisa White
Vice President, Mortgage Administration

Hilda Wong
General Counsel

Legal Counsel

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Exchange Listing and Symbol

TSX: FN

FIRST NATIONAL

FINANCIAL CORPORATION

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