

M I HOMES INC  
Form 10-Q  
July 24, 2015

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the Quarterly Period Ended June 30, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES ACT OF  
1934

Commission File Number 1-12434

M/I HOMES, INC.

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation or  
organization)

31-1210837

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

3 Easton Oval, Suite 500, Columbus, Ohio 43219

(Address of principal executive offices) (Zip Code)

(614) 418-8000

(Registrant's telephone number, including  
area code)

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

Yes            No

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

Yes            No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting  
company)

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

Yes                      No              X

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common shares, par value \$.01 per share: 24,553,165 shares outstanding as of July 22, 2015.

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M/I HOMES, INC.  
FORM 10-Q

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M/I HOMES, INC. AND SUBSIDIARIES  
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

| (Dollars in thousands, except par values)   | June 30,<br>2015   | December 31,<br>2014 |
|---|--------------------|----------------------|
| <b>ASSETS:</b>  |                    |                      |
| Cash and cash equivalents   | \$21,773           | \$ 15,535            |
| Restricted cash   | 5,174              | 6,951                |
| Mortgage loans held for sale  | 75,063             | 92,794               |
| Inventory   | 1,040,944          | 918,589              |
| Property and equipment - net  | 11,819             | 11,490               |
| Investment in unconsolidated joint ventures   | 28,357             | 27,769               |
| Deferred income taxes   | 81,054             | 94,412               |
| Other assets  | 50,805             | 43,870               |
| <b>TOTAL ASSETS</b>   | <b>\$1,314,989</b> | <b>\$ 1,211,410</b>  |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                    |                      |
| <b>LIABILITIES:</b>   |                    |                      |
| Accounts payable  | \$90,643           | \$ 75,338            |
| Customer deposits   | 18,438             | 11,759               |
| Other liabilities   | 67,194             | 79,723               |
| Community development district ("CDD") obligations  | 1,496              | 2,571                |
| Obligation for consolidated inventory not owned   | 14,115             | 608                  |
| Notes payable bank - homebuilding operations  | 105,600            | 30,000               |
| Notes payable bank - financial services operations  | 69,681             | 85,379               |
| Notes payable - other   | 8,230              | 9,518                |
| Convertible senior subordinated notes due 2017  | 57,500             | 57,500               |
| Convertible senior subordinated notes due 2018  | 86,250             | 86,250               |
| Senior notes  | 228,669            | 228,469              |
| <b>TOTAL LIABILITIES</b>  | <b>\$747,816</b>   | <b>\$ 667,115</b>    |
| Commitments and contingencies (Note 6)  | —                  | —                    |
| <b>SHAREHOLDERS' EQUITY:</b>  |                    |                      |
| Preferred shares - \$.01 par value; authorized 2,000,000 shares; 2,000 shares issued and outstanding at both June 30, 2015 and December 31, 2014                                | \$48,163           | \$ 48,163            |
| Common shares - \$.01 par value; authorized 58,000,000 shares at both June 30, 2015 and December 31, 2014; issued 27,092,723 shares at both June 30, 2015 and December 31, 2014 | 271                | 271                  |
| Additional paid-in capital  | 240,159            | 238,560              |
| Retained earnings   | 329,019            | 308,539              |
| Treasury shares - at cost - 2,539,558 and 2,579,813 shares at June 30, 2015 and December 31, 2014, respectively   | (50,439 )          | (51,238 )            |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>\$567,173</b>   | <b>\$ 544,295</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>   | <b>\$1,314,989</b> | <b>\$ 1,211,410</b>  |

See Notes to Unaudited Condensed Consolidated Financial Statements.

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M/I HOMES, INC. AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME

| (In thousands, except per share amounts)                                | Three Months Ended June |           | Six Months Ended June |           |
|---|-------------------------|-----------|-----------------------|-----------|
|   | 30,<br>2015             | 2014      | 30,<br>2015           | 2014      |
| Revenue   | \$322,856               | \$281,608 | \$586,015             | \$516,449 |
| Costs and expenses:   |                         |           |                       |           |
| Land and housing  | 252,595                 | 221,217   | 458,778               | 405,181   |
| Impairment of inventory and investment in unconsolidated joint ventures | —                       | 804       | —                     | 804       |
| General and administrative  | 21,705                  | 21,281    | 41,039                | 39,596    |
| Selling   | 22,935                  | 20,251    | 40,621                | 36,220    |
| Equity in (income) loss of unconsolidated joint ventures                | (14                     | ) 22      | (212                  | ) (40     |
| Interest  | 3,750                   | 2,730     | 8,212                 | 6,900     |
| Total costs and expenses  | 300,971                 | 266,305   | 548,438               | 488,661   |
| Income before income taxes  | 21,885                  | 15,303    | 37,577                | 27,788    |
| Provision for income taxes  | 8,535                   | 1,749     | 14,659                | 1,602     |
| Net income  | 13,350                  | 13,554    | 22,918                | 26,186    |
| Preferred dividends   | 1,219                   | 1,219     | 2,438                 | 2,438     |
| Net income to common shareholders                                       | \$12,131                | \$12,335  | \$20,480              | \$23,748  |
| Earnings per common share:  |                         |           |                       |           |
| Basic   | \$0.49                  | \$0.50    | \$0.84                | \$0.97    |
| Diluted   | \$0.43                  | \$0.44    | \$0.74                | \$0.85    |
| Weighted average shares outstanding:                                    |                         |           |                       |           |
| Basic   | 24,531                  | 24,470    | 24,523                | 24,444    |
| Diluted   | 30,023                  | 29,913    | 30,002                | 29,891    |

See Notes to Unaudited Condensed Consolidated Financial Statements.

## M/I HOMES, INC. AND SUBSIDIARIES

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

| (Dollars in thousands)                                     | Six Months Ended June 30, 2015 |          |                       |        |                                  |                      |                    |                                  |
|--|--------------------------------|----------|-----------------------|--------|----------------------------------|----------------------|--------------------|----------------------------------|
|  | Preferred Shares               |          | Common Shares         |        | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Treasury<br>Shares | Total<br>Shareholders'<br>Equity |
|  | Shares<br>Outstanding          | Amount   | Shares<br>Outstanding | Amount |                                  |                      |                    |                                  |
| Balance at December 31, 2014                               | 2,000                          | \$48,163 | 24,512,910            | \$ 271 | \$238,560                        | \$308,539            | \$(51,238)         | \$ 544,295                       |
| Net income   | —                              | —        | —                     | —      | —                                | 22,918               | —                  | 22,918                           |
| Dividends declared to preferred shareholders               | —                              | —        | —                     | —      | —                                | (2,438 )             | —                  | (2,438 )                         |
| Stock options exercised                                    | —                              | —        | 23,640                | —      | (129 )                           | —                    | 469                | 340                              |
| Stock-based compensation expense                           | —                              | —        | —                     | —      | 1,978                            | —                    | —                  | 1,978                            |
| Deferral of executive and director compensation            | —                              | —        | —                     | —      | 80                               | —                    | —                  | 80                               |
| Executive and director deferred compensation distributions | —                              | —        | 16,615                | —      | (330 )                           | —                    | 330                | —                                |
| Balance at June 30, 2015                                   | 2,000                          | \$48,163 | 24,553,165            | \$ 271 | \$240,159                        | \$329,019            | \$(50,439)         | \$ 567,173                       |

See Notes to Unaudited Condensed Consolidated Financial Statements.



M/I HOMES, INC. AND SUBSIDIARIES  
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

|   | Six Months Ended June |            |
|---|-----------------------|------------|
|   | 30,                   |            |
| (Dollars in thousands)  | 2015                  | 2014       |
| <b>OPERATING ACTIVITIES:</b>  |                       |            |
| Net income  | \$22,918              | \$26,186   |
| Adjustments to reconcile net income to net cash (used in) provided by operating activities: |                       |            |
| Inventory valuation adjustments and abandoned land transaction write-offs                   | —                     | 804        |
| Equity in income of unconsolidated joint ventures   | (212 )                | (40 )      |
| Mortgage loan originations  | (333,684 )            | (278,410 ) |
| Proceeds from the sale of mortgage loans  | 350,591               | 298,953    |
| Fair value adjustment of mortgage loans held for sale                                       | 824                   | (3,515 )   |
| Capitalization of originated mortgage servicing rights                                      | (2,283 )              | (2,006 )   |
| Amortization of mortgage servicing rights   | 552                   | 362        |
| Depreciation  | 3,141                 | 2,392      |
| Amortization of debt discount and debt issue costs  | 1,594                 | 1,557      |
| Stock-based compensation expense  | 1,978                 | 1,794      |
| Deferred income tax expense   | 13,358                | 10,644     |
| Deferred tax asset valuation allowances   | —                     | (9,291 )   |
| Change in assets and liabilities:   |                       |            |
| Cash held in escrow   | 194                   | 7          |
| Inventory   | (108,165 )            | (122,616 ) |
| Other assets  | (6,551 )              | (2,760 )   |
| Accounts payable  | 15,305                | 17,099     |
| Customer deposits   | 6,679                 | 3,757      |
| Accrued compensation  | (11,387 )             | (9,991 )   |
| Other liabilities   | (1,062 )              | (1,595 )   |
| Net cash used in operating activities   | (46,210 )             | (66,669 )  |
| <b>INVESTING ACTIVITIES:</b>  |                       |            |
| Change in restricted cash   | 1,583                 | 3,819      |
| Purchase of property and equipment  | (1,401 )              | (1,677 )   |
| Investment in unconsolidated joint ventures   | (4,210 )              | (13,484 )  |
| Net proceeds from sale of mortgage servicing rights   | —                     | 2,135      |
| Net cash used in investing activities   | (4,028 )              | (9,207 )   |
| <b>FINANCING ACTIVITIES:</b>  |                       |            |
| Proceeds from bank borrowings - homebuilding operations                                     | 220,700               | —          |
| Repayment of bank borrowings - homebuilding operations                                      | (145,100 )            | —          |
| (Repayment of) net proceeds from bank borrowings - financial services operations            | (15,698 )             | (18,115 )  |
| (Principal repayments of) proceeds from notes payable-other and CDD bond obligations        | (1,288 )              | (73 )      |
| Dividends paid on preferred shares  | (2,438 )              | (2,438 )   |
| Debt issue costs  | (40 )                 | (40 )      |
| Proceeds from exercise of stock options   | 340                   | 1,460      |
| Net cash provided by (used in) financing activities   | 56,476                | (19,206 )  |
| Net increase (decrease) in cash and cash equivalents  | 6,238                 | (95,082 )  |
| Cash and cash equivalents balance at beginning of period                                    | 15,535                | 128,725    |
| Cash and cash equivalents balance at end of period  | \$21,773              | \$33,643   |

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:

|                                      |         |         |
|--------------------------------------|---------|---------|
| Interest — net of amount capitalized | \$6,696 | \$5,238 |
| Income taxes                         | \$1,278 | \$550   |

NON-CASH TRANSACTIONS DURING THE PERIOD:

|   |            |            |
|---|------------|------------|
| Community development district infrastructure                         | \$(1,075 ) | \$(1,246 ) |
| Consolidated inventory not owned                                      | \$13,507   | \$(507 )   |
| Distribution of single-family lots from unconsolidated joint ventures | \$3,834    | \$6,608    |

See Notes to Unaudited Condensed Consolidated Financial Statements.

M/I HOMES, INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Basis of Presentation

The accompanying Unaudited Condensed Consolidated Financial Statements (the “financial statements”) of M/I Homes, Inc. and its subsidiaries (the “Company”) and notes thereto have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial information. The financial statements include the accounts of the Company. All intercompany transactions have been eliminated. Results for the interim period are not necessarily indicative of results for a full year. In the opinion of management, the accompanying financial statements reflect all adjustments (all of which are normal and recurring in nature) necessary for a fair presentation of financial results for the interim periods presented. These financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 (the “2014 Form 10-K”).

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during that period. Actual results could differ from these estimates and have a significant impact on the financial condition and results of operations and cash flows. With regard to the Company, estimates and assumptions are inherent in calculations relating to valuation of inventory and investment in unconsolidated joint ventures, property and equipment depreciation, valuation of derivative financial instruments, accounts payable on inventory, accruals for costs to complete inventory, accruals for warranty claims, accruals for self-insured general liability claims, litigation, accruals for health care and workers’ compensation, accruals for guaranteed or indemnified loans, stock-based compensation expense, income taxes, and contingencies. Items that could have a significant impact on these estimates and assumptions include the risks and uncertainties listed in “Item 1A. Risk Factors” in Part I of our 2014 Form 10-K, as the same may be updated from time to time in our subsequent filings with the SEC.

Impact of New Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which provides guidance for revenue recognition. ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets and supersedes the revenue recognition requirements in ASC 605, Revenue Recognition, and most industry-specific guidance. This ASU also supersedes some cost guidance included in Subtopic 605-35, “Revenue Recognition-Construction-Type and Production-Type Contracts.” ASU 2014-09’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which a company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under today’s guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective for the Company beginning January 1, 2017 and, at that time, the Company may adopt the new standard under the full retrospective approach or the modified retrospective approach. Early adoption is not permitted. On July 9, 2015, the FASB approved the proposal to defer the effective date of ASU 2014-09 standard by one year. Early adoption is permitted as of the original effective date, and the standard is effective for the Company beginning January 1, 2018. The Company is currently evaluating the method and impact the adoption of ASU 2014-09 will have on the Company’s consolidated financial statements and disclosures.

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the

balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts or premiums. The recognition and measurement guidance for debt issuance costs would not be affected by the amendments in ASU 2015-03. ASU 2015-03 will be effective for the Company beginning January 1, 2016, with early adoption permitted. ASU 2015-03 is to be applied on a retrospective basis and represents a change in accounting principle. The Company is currently evaluating the impact the adoption of ASU 2015-03 may have on our consolidated financial statements or disclosures and expects adoption to impact our consolidated balance sheet but not our results of operations.

## NOTE 2. Inventory and Capitalized Interest

## Inventory

Inventory is recorded at cost, unless events and circumstances indicate that the carrying value of the land is impaired, at which point the inventory is written down to fair value (see [Note 4](#) for additional details relating to our procedures for evaluating our inventories for impairment). Inventory includes the costs of land acquisition, land development and home construction, capitalized interest, real estate taxes, direct overhead costs incurred during development and home construction, and common costs that benefit the entire community, less impairments, if any.

A summary of the Company's inventory as of June 30, 2015 and December 31, 2014 is as follows:

| (In thousands)  | June 30, 2015 | December 31, 2014 |
|---|---------------|-------------------|
| Single-family lots, land and land development costs   | \$486,895     | \$463,198         |
| Land held for sale  | 5,754         | 10,647            |
| Homes under construction  | 444,855       | 371,119           |
| Model homes and furnishings - at cost (less accumulated depreciation: June 30, 2015 - \$7,082; December 31, 2014 - \$7,010) | 64,206        | 46,780            |
| Community development district infrastructure   | 1,496         | 2,571             |
| Land purchase deposits  | 23,273        | 23,495            |
| Consolidated inventory not owned  | 14,465        | 779               |
| Total inventory   | \$1,040,944   | \$918,589         |

Single-family lots, land and land development costs include raw land that the Company has purchased to develop into lots, costs incurred to develop the raw land into lots, and lots for which development has been completed, but which have not yet been used to start construction of a home.

Homes under construction include homes that are in various stages of construction. As of June 30, 2015 and December 31, 2014, we had 917 homes (with a carrying value of \$157.7 million) and 979 homes (with a carrying value of \$186.7 million), respectively, included in homes under construction that were not subject to a sales contract. Model homes and furnishings include homes that are under construction or have been completed and are being used as sales models. The amount also includes the net book value of furnishings included in our model homes. Depreciation on model home furnishings is recorded using an accelerated method over the estimated useful life of the assets, typically three years.

Land purchase deposits include both refundable and non-refundable amounts paid to third party sellers relating to the purchase of land. On an ongoing basis, the Company evaluates the land option agreements relating to the land purchase deposits. In the period during which the Company makes the decision not to proceed with the purchase of land under an agreement, the Company expenses any deposits and accumulated pre-acquisition costs relating to such agreement.

## Capitalized Interest

The Company capitalizes interest during land development and home construction. Capitalized interest is charged to land and housing costs and expenses as the related inventory is delivered to a third party. The summary of capitalized interest for the three and six months ended June 30, 2015 and 2014 is as follows:

| (In thousands)  | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|---|-----------------------------|----------|---------------------------|----------|
|   | 2015                        | 2014     | 2015                      | 2014     |
| Capitalized interest, beginning of period                           | \$15,542                    | \$13,944 | \$15,296                  | \$13,802 |
| Interest capitalized to inventory                                   | 4,675                       | 4,730    | 8,460                     | 7,980    |
| Capitalized interest charged to land and housing costs and expenses | (3,780)                     | (3,843)  | (7,319)                   | (6,951)  |
| Capitalized interest, end of period                                 | \$16,437                    | \$14,831 | \$16,437                  | \$14,831 |

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|                   |         |         |          |          |
|-------------------|---------|---------|----------|----------|
| Interest incurred | \$8,425 | \$7,460 | \$16,672 | \$14,880 |
|-------------------|---------|---------|----------|----------|

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NOTE 3. Investment in Unconsolidated Joint Ventures

Investment in Unconsolidated Joint Ventures

In order to minimize our investment and risk of land exposure in a single location, we have periodically partnered with other land developers or homebuilders to share in the land investment and development of a property through joint ownership and development agreements, joint ventures, and other similar arrangements. During the six month period ended June 30, 2015, we increased our total investment in such joint venture arrangements by \$0.6 million from \$27.8 million at December 31, 2014 to \$28.4 million at June 30, 2015.

We use the equity method of accounting for investments in unconsolidated joint ventures over which we exercise significant influence but do not have a controlling interest. Under the equity method, our share of the unconsolidated joint ventures' earnings or loss, if any, is included in our statement of income. The Company assesses its investments in unconsolidated joint ventures for recoverability on a quarterly basis. Refer to Note 4 for additional details relating to our procedures for evaluating our investments for impairment.

For joint venture arrangements where a special purpose entity is established to own the property, we generally enter into limited liability company or similar arrangements ("LLCs") with the other partners. The Company's ownership in these LLCs as of both June 30, 2015 and December 31, 2014 ranged from 25% to 61%. These entities typically engage in land development activities for the purpose of distributing or selling developed lots to the Company and its partners in the LLC.

We believe that the Company's maximum exposure related to its investment in these unconsolidated joint ventures as of June 30, 2015 is the amount invested of \$28.4 million, which is reported as Investment in Unconsolidated Joint Ventures on our Unaudited Condensed Consolidated Balance Sheets, in addition to a \$2.5 million note due to the Company from one of the unconsolidated joint ventures (reported in Other Assets), although we expect to invest further amounts in these unconsolidated joint ventures as development of the properties progresses. Included in the Company's investment in unconsolidated joint ventures at June 30, 2015 and December 31, 2014 were \$0.3 million and \$0.2 million, respectively, of capitalized interest and other costs.

Variable Interest Entities

With respect to our investments in these LLCs, we are required, under ASC 810-10, Consolidation ("ASC 810"), to evaluate whether or not such entities should be consolidated into our financial statements. We initially perform these evaluations when each new entity is created and upon any events that require reconsideration of the entity. See Note 1, "Summary of Significant Accounting Policies - Variable Interest Entities" in the Company's 2014 Form 10-K for additional information regarding the Company's methodology for evaluating entities for consolidation.

As of June 30, 2015 and December 31, 2014, we have determined that one of the LLCs in which we have an interest meets the requirements of a variable interest entity ("VIE") due to a lack of equity at risk in the entity. However, we have determined that we do not have substantive control over the VIE as we do not have the ability to control the activities that most significantly impact its economic performance. As a result, we are not required to consolidate the VIE into our financial statements, and we instead record the VIE in Investment in Unconsolidated Joint Ventures on our Unaudited Condensed Consolidated Balance Sheets.

Land Option Agreements

In the ordinary course of business, the Company enters into land option or purchase agreements for which we generally pay non-refundable deposits. Pursuant to these land option agreements, the Company provides a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices. In accordance with ASC 810, we analyze our land option or purchase agreements to determine whether the corresponding land sellers are VIEs and, if so, whether we are the primary beneficiary, as further described in Note 1, "Summary of Significant Accounting Policies - Land Option Agreements" in the Company's 2014 Form 10-K. If we are deemed to be the primary beneficiary of the VIE, we will consolidate the VIE in our consolidated financial statements and reflect such assets and liabilities in our Consolidated Inventory not Owned in our Unaudited Condensed Consolidated Balance Sheets. At both June 30, 2015 and December 31, 2014, we have concluded that we were not the primary beneficiary of any VIEs from which we are purchasing under land option or purchase agreements.

NOTE 4. Fair Value Measurements

There are three measurement input levels for determining fair value: Level 1, Level 2, and Level 3. Fair values determined by Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets,



and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

#### Assets Measured on a Recurring Basis

The Company measures both mortgage loans held for sale and interest rate lock commitments (“IRLCs”) at fair value. Fair value measurement results in a better presentation of the changes in fair values of the loans and the derivative instruments used to economically hedge them.

In the normal course of business, our financial services segment enters into contractual commitments to extend credit to buyers of single-family homes with fixed expiration dates. The commitments become effective when the borrowers “lock-in” a specified interest rate within established time frames. Market risk arises if interest rates move adversely between the time of the “lock-in” of rates by the borrower and the sale date of the loan to an investor. To mitigate the effect of the interest rate risk inherent in providing rate lock commitments to borrowers, the Company enters into optional or mandatory delivery forward sale contracts to sell whole loans and mortgage-backed securities to broker/dealers. The forward sale contracts lock in an interest rate and price for the sale of loans similar to the specific rate lock commitments. The Company does not engage in speculative trading or derivative activities. Both the rate lock commitments to borrowers and the forward sale contracts to broker/dealers or investors are undesignated derivatives, and accordingly, are marked to fair value through earnings. Changes in fair value measurements are included in earnings in the accompanying statements of income.

The fair value of mortgage loans held for sale is estimated based primarily on published prices for mortgage-backed securities with similar characteristics. To calculate the effects of interest rate movements, the Company utilizes applicable published mortgage-backed security prices, and multiplies the price movement between the rate lock date and the balance sheet date by the notional loan commitment amount. The Company generally sells loans on a servicing released basis, and receives a servicing release premium upon sale. Thus, the value of the servicing rights included in the fair value measurement is based upon contractual terms with investors and depends on the loan type. The Company applies a fallout rate to IRLCs when measuring the fair value of rate lock commitments. Fallout is defined as locked loan commitments for which the Company does not close a mortgage loan and is based on management’s judgment and company experience.

The fair value of the Company’s forward sales contracts to broker/dealers solely considers the market price movement of the same type of security between the trade date and the balance sheet date. The market price changes are multiplied by the notional amount of the forward sales contracts to measure the fair value.

**Interest Rate Lock Commitments.** IRLCs are extended to certain home-buying customers who have applied for a mortgage loan and meet certain defined credit and underwriting criteria. Typically, the IRLCs will have a duration of less than six months; however, in certain markets, the duration could extend to twelve months.

Some IRLCs are committed to a specific third party investor through the use of best-efforts whole loan delivery commitments matching the exact terms of the IRLC loan. Uncommitted IRLCs are considered derivative instruments and are fair value adjusted, with the resulting gain or loss recorded in current earnings.

**Forward Sales of Mortgage-Backed Securities.** Forward sales of mortgage-backed securities (“FMBSs”) are used to protect uncommitted IRLC loans against the risk of changes in interest rates between the lock date and the funding date. FMBSs related to uncommitted IRLCs are classified and accounted for as non-designated derivative instruments and are recorded at fair value, with gains and losses recorded in current earnings.

**Mortgage Loans Held for Sale.** Mortgage loans held for sale consists primarily of single-family residential loans collateralized by the underlying property. Generally, all of the mortgage loans and related servicing rights are sold to third-party investors shortly after origination. During the intervening period between when a loan is closed and when it is sold to an investor, the interest rate risk is covered through the use of a best-efforts contract or by FMBSs. The FMBSs are classified and accounted for as non-designated derivative instruments, with gains and losses recorded in current earnings.

The table below shows the notional amounts of our financial instruments at June 30, 2015 and December 31, 2014:

| Description of Financial Instrument (in thousands)              | June 30, 2015 | December 31, 2014 |
|---|---------------|-------------------|
| Best efforts contracts and related committed IRLCs              | \$4,126       | \$3,072           |
| Uncommitted IRLCs   | 75,317        | 28,028            |
| FMBSs related to uncommitted IRLCs                              | 75,000        | 41,000            |
| Best efforts contracts and related mortgage loans held for sale | 8,159         | 61,233            |
| FMBSs related to mortgage loans held for sale                   | 63,000        | 27,000            |
| Mortgage loans held for sale covered by FMBSs                   | 63,528        | 26,825            |

The table below shows the level and measurement of assets and liabilities measured on a recurring basis at June 30, 2015 and December 31, 2014:

| Description of Financial Instrument (in thousands) | Fair Value Measurements June 30, 2015     | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
|--|---|--|---|---|
| Mortgage loans held for sale                       | \$75,063                                  | \$—  | \$75,063                                | \$—   |
| Forward sales of mortgage-backed securities        | 1,250                                     | —  | 1,250                                   | —   |
| Interest rate lock commitments                     | 61  | —  | 61                                      | —   |
| Best-efforts contracts                             | (76 )                                     | —  | (76 )                                   | —   |
| Total  | \$76,298                                  | \$—  | \$76,298                                | \$—   |
| Description of Financial Instrument (in thousands) | Fair Value Measurements December 31, 2014 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Other Significant Unobservable Inputs (Level 3) |
| Mortgage loans held for sale                       | \$92,794                                  | \$—  | \$92,794                                | \$—   |
| Forward sales of mortgage-backed securities        | (182 )                                    | —  | (182 )                                  | —   |
| Interest rate lock commitments                     | 288                                       | —  | 288                                     | —   |
| Best-efforts contracts                             | 53  | —  | 53                                      | —   |
| Total  | \$92,953                                  | \$—  | \$92,953                                | \$—   |

The following table sets forth the amount of (loss) gain recognized, within our revenue in the Unaudited Condensed Consolidated Statements of Income, on assets and liabilities measured on a recurring basis for the three and six months ended June 30, 2015 and 2014:

| Description (in thousands)                  | Three Months Ended June 30, |        | Six Months Ended June 30, |          |
|---|-----------------------------|--------|---------------------------|----------|
|   | 2015                        | 2014   | 2015                      | 2014     |
| Mortgage loans held for sale                | \$(1,182 )                  | \$727  | \$(824 )                  | \$3,515  |
| Forward sales of mortgage-backed securities | 1,812                       | (619 ) | 1,432                     | (1,184 ) |
| Interest rate lock commitments              | (573 )                      | 176    | (228 )                    | 897      |
| Best-efforts contracts                      | 31                          | (179 ) | (128 )                    | (592 )   |
| Total gain recognized                       | \$88                        | \$105  | \$252                     | \$2,636  |

The following tables set forth the fair value of the Company's derivative instruments and their location within the Unaudited Condensed Consolidated Balance Sheets for the periods indicated (except for mortgage loans held for sale which is disclosed as a separate line item):

| Description of Derivatives                  | Asset Derivatives<br>June 30, 2015     |                              | Liability Derivatives<br>June 30, 2015     |                              |
|---|--|------------------------------|--|------------------------------|
|   | Balance Sheet<br>Location              | Fair Value<br>(in thousands) | Balance Sheet<br>Location                  | Fair Value<br>(in thousands) |
| Forward sales of mortgage-backed securities | Other assets                           | \$1,250                      | Other liabilities                          | \$—                          |
| Interest rate lock commitments              | Other assets                           | 61                           | Other liabilities                          | —                            |
| Best-efforts contracts                      | Other assets                           | —                            | Other liabilities                          | 76                           |
| Total fair value measurements               |  | \$1,311                      |  | \$76                         |
| Description of Derivatives                  | Asset Derivatives<br>December 31, 2014 |                              | Liability Derivatives<br>December 31, 2014 |                              |
|   | Balance Sheet<br>Location              | Fair Value<br>(in thousands) | Balance Sheet<br>Location                  | Fair Value<br>(in thousands) |
| Forward sales of mortgage-backed securities | Other assets                           | \$—                          | Other liabilities                          | \$182                        |
| Interest rate lock commitments              | Other assets                           | 288                          | Other liabilities                          | —                            |
| Best-efforts contracts                      | Other assets                           | 58                           | Other liabilities                          | 5                            |
| Total fair value measurements               |  | \$346                        |  | \$187                        |

#### Assets Measured on a Non-Recurring Basis

Inventory. The Company assesses inventory for recoverability on a quarterly basis based on the difference in the carrying value of the inventory and its fair value at the time of the evaluation. Determining the fair value of a community's inventory involves a number of variables, estimates and projections, which are Level 3 measurement inputs. See Note 1, "Summary of Significant Accounting Policies - Inventory" in the Company's 2014 Form 10-K for additional information regarding the Company's methodology for determining fair value.

The Company uses significant assumptions to evaluate the recoverability of its inventory, such as estimated average selling price, construction and development costs, absorption pace (reflecting any product mix change strategies implemented or to be implemented), selling strategies, alternative land uses (including disposition of all or a portion of the land owned), or discount rates. Changes in these assumptions could materially impact future cash flow and fair value estimates and may lead the Company to incur additional impairment charges in the future. Our analysis is conducted only if indicators of a decline in value of our inventory exist, which include, among other things, declines in gross margin on sales contracts in backlog or homes that have been delivered, slower than anticipated absorption pace, declines in average sales price or high incentive offers by management to improve absorptions, declines in margins regarding future land sales, or declines in the value of the land itself as a result of third party appraisals. If communities are not recoverable based on the estimated future undiscounted cash flows, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets.

The table below shows the level and measurement of the Company's assets measured on a non-recurring basis as of and for the three and six months ended June 30, 2015 and 2014:

| Description (in thousands)      | Hierarchy | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|---------------------------------|-----------|-----------------------------|----------|---------------------------|----------|
|                                 |           | 2015                        | 2014 (2) | 2015                      | 2014 (2) |
| Adjusted basis of inventory (1) | Level 3   | \$—                         | \$1,529  | \$—                       | \$1,529  |
| Total losses                    |           | —                           | 804      | —                         | 804      |
| Initial basis of inventory      |           | \$—                         | \$2,333  | \$—                       | \$2,333  |

- (1) The fair values in the table above represent only assets whose carrying values were adjusted in the respective period.
- (2) The carrying values for these assets may have subsequently increased or decreased from the fair value reported due to activities that have occurred since the measurement date.

Investment In Unconsolidated Joint Ventures. We evaluate our investments in unconsolidated joint ventures for impairment on a quarterly basis based on the difference in the investment's carrying value and its fair value at the time of the evaluation. If the Company has determined that the decline in value is other than temporary, the Company would write down the value of the investment to its estimated fair value. Determining the fair value of investments in unconsolidated joint ventures involves a number of variables, estimates and assumptions, which are Level 3 measurement inputs. See Note 1, "Summary of Significant Accounting Policies - Investment in Unconsolidated Joint Ventures" in the Company's 2014 Form 10-K for additional information regarding

the Company's methodology for determining fair value. Because of the high degree of judgment involved in developing these assumptions, it is possible that changes in these assumptions could materially impact future cash flow and fair value estimates of the investments which may lead the Company to incur additional impairment charges in the future. During the three and six months ended June 30, 2015 and 2014, the Company did not record any impairment charges on its investments in unconsolidated joint ventures.

#### Financial Instruments

**Counterparty Credit Risk.** To reduce the risk associated with losses that would be recognized if counterparties failed to perform as contracted, the Company limits the entities with whom management can enter into commitments. This risk of accounting loss is the difference between the market rate at the time of non-performance by the counterparty and the rate to which the Company committed.

The following table presents the carrying amounts and fair values of the Company's financial instruments at June 30, 2015 and December 31, 2014. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price).

| (In thousands)  | June 30, 2015   |            | December 31, 2014 |            |
|---|-----------------|------------|-------------------|------------|
|   | Carrying Amount | Fair Value | Carrying Amount   | Fair Value |
| <b>Assets:</b>  |                 |            |                   |            |
| Cash, cash equivalents and restricted cash                                  | \$26,947        | \$26,947   | \$22,486          | \$22,486   |
| Mortgage loans held for sale  | 75,063          | 75,063     | 92,794            | 92,794     |
| Split dollar life insurance policies  | 202             | 202        | 187               | 187        |
| Notes receivable  | 3,731           | 3,527      | 4,288             | 3,793      |
| Commitments to extend real estate loans                                     | 61              | 61         | 289               | 289        |
| Best-efforts contracts for committed IRLCs and mortgage loans held for sale | —               | —          | 58                | 58         |
| Forward sales of mortgage-backed securities                                 | 1,250           | 1,250      | —                 | —          |
| <b>Liabilities:</b>   |                 |            |                   |            |
| Notes payable - homebuilding operations                                     | 105,600         | 105,600    | 30,000            | 30,000     |
| Notes payable - financial services operations                               | 69,681          | 69,681     | 85,379            | 85,379     |
| Notes payable - other   | 8,230           | 7,842      | 9,518             | 9,089      |
| Convertible senior subordinated notes due 2017                              | 57,500          | 67,850     | 57,500            | 67,634     |
| Convertible senior subordinated notes due 2018                              | 86,250          | 86,250     | 86,250            | 87,544     |
| Senior notes due 2018   | 228,669         | 238,050    | 228,469           | 239,488    |
| Best-efforts contracts for committed IRLCs and mortgage loans held for sale | 76              | 76         | —                 | —          |
| Forward sales of mortgage-backed securities                                 | —               | —          | 182               | 182        |
| <b>Off-Balance Sheet Financial Instruments:</b>                             |                 |            |                   |            |
| Letters of credit   | —               | 536        | —                 | 881        |

The following methods and assumptions were used by the Company in estimating its fair value disclosures of financial instruments at June 30, 2015 and December 31, 2014:

**Cash, Cash Equivalents and Restricted Cash.** The carrying amounts of these items approximate fair value because they are short-term by nature.

**Mortgage Loans Held for Sale, Forward Sales of Mortgage-Backed Securities, Commitments to Extend Real Estate Loans, Best-Efforts Contracts for Committed IRLCs and Mortgage Loans Held for Sale, 2017 Convertible Senior Subordinated Notes, 2018 Convertible Senior Subordinated Notes and 2018 Senior Notes.** The fair value of these financial instruments was determined based upon market quotes at June 30, 2015 and December 31, 2014. The market quotes used were quoted prices for similar assets or liabilities along with inputs taken from observable market data by correlation. The inputs were adjusted to account for the condition of the asset or liability.

**Split Dollar Life Insurance Policies and Notes Receivable.** The estimated fair value was determined by calculating the present value of the amounts based on the estimated timing of receipts using discount rates that incorporate

management's estimate of risk associated with the corresponding note receivable.

Notes Payable - Homebuilding Operations. The interest rate available to the Company during the quarter ended June 30, 2015 fluctuated with the Alternate Base Rate or the Eurodollar Rate for the Company's \$300 million unsecured revolving credit facility

dated July 18, 2013, as amended on October 20, 2014 (the “Credit Facility”), and thus the carrying value is a reasonable estimate of fair value. Refer to Note 7 for additional information regarding the Credit Facility.

Notes Payable - Financial Services Operations. M/I Financial, LLC (“M/I Financial”) is a party to two credit agreements: (1) a \$110 million secured mortgage warehousing agreement, dated March 29, 2013, as most recently amended on June 26, 2015 (the “MIF Mortgage Warehousing Agreement”); and (2) a \$15 million mortgage repurchase agreement dated November 13, 2012, as most recently amended on November 4, 2014 (the “MIF Mortgage Repurchase Facility”). For each of these credit facilities, the interest rate is based on a variable rate index, and thus their carrying value is a reasonable estimate of fair value. The interest rate available to M/I Financial during the second quarter of 2015 fluctuated with LIBOR. Refer to Note 7 for additional information regarding the MIF Mortgage Warehousing Agreement and the MIF Mortgage Repurchase Facility.

Notes Payable - Other. The estimated fair value was determined by calculating the present value of the future cash flows using the Company’s current incremental borrowing rate.

Letters of Credit. Letters of credit of \$32.2 million and \$33.6 million represent potential commitments at June 30, 2015 and December 31, 2014, respectively. The letters of credit generally expire within one or two years. The estimated fair value of letters of credit was determined using fees currently charged for similar agreements.

#### NOTE 5. Guarantees and Indemnifications

##### Warranty

Warranty reserves are recorded for warranties under our Home Builder’s Limited Warranty (“HBLW”) and our 10-year (Texas markets only) and 30-year (all markets excluding Texas) transferable structural warranty in Other Liabilities on the Company’s Unaudited Condensed Consolidated Balance Sheets.

The warranty reserves for the HBLW are established as a percentage of average sales price and adjusted based on historical payment patterns determined, generally, by geographic area and recent trends. Factors that are given consideration in determining the HBLW reserves include: (1) the historical range of amounts paid per average sales price on a home; (2) type and mix of amenity packages added to the home; (3) any warranty expenditures not considered to be normal and recurring; (4) timing of payments; (5) improvements in quality of construction expected to impact future warranty expenditures; and (6) conditions that may affect certain projects and require a different percentage of average sales price for those specific projects. Changes in estimates for warranties occur due to changes in the historical payment experience and differences between the actual payment pattern experienced during the period and the historical payment pattern used in our evaluation of the warranty reserve balance at the end of each quarter. Actual future warranty costs could differ from our current estimated amount.

Our warranty reserves for our transferable structural warranty programs are established on a per-unit basis. While the structural warranty reserve is recorded as each house closes, the sufficiency of the structural warranty per unit charge and total reserve is re-evaluated on an annual basis, with the assistance of an actuary, using our own historical data and trends, industry-wide historical data and trends, and other project specific factors. The reserves are also evaluated quarterly and adjusted if we encounter activity that is inconsistent with the historical experience used in the annual analysis. These reserves are subject to variability due to uncertainties regarding structural defect claims for products we build, the markets in which we build, claim settlement history, insurance and legal interpretations, among other factors.

While we believe that our warranty reserves are sufficient to cover our projected costs, there can be no assurances that historical data and trends will accurately predict our actual warranty costs.

A summary of warranty activity for the three and six months ended June 30, 2015 and 2014 is as follows:

|   | Three Months Ended June 30, |          | Six Months Ended June 30, |          |
|---|-----------------------------|----------|---------------------------|----------|
| (In thousands)  | 2015                        | 2014     | 2015                      | 2014     |
| Warranty reserves, beginning of period                | \$11,551                    | \$11,769 | \$12,671                  | \$12,291 |
| Warranty expense on homes delivered during the period | 2,044                       | 1,680    | 3,583                     | 3,039    |
| Changes in estimates for pre-existing warranties      | 413                         | 652      | 676                       | 890      |
| Settlements made during the period                    | (3,370)                     | (2,881)  | (6,292)                   | (5,000)  |
| Warranty reserves, end of period                      | \$10,638                    | \$11,220 | \$10,638                  | \$11,220 |

Guarantees

In the ordinary course of business, M/I Financial, a 100%-owned subsidiary of M/I Homes, Inc., enters into agreements that guarantee certain purchasers of its mortgage loans that M/I Financial will repurchase a loan if certain conditions occur, primarily

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if the mortgagor does not meet the terms of the loan within the first six months after the sale of the loan. Loans totaling approximately \$21.1 million and \$33.4 million were covered under these guarantees as of June 30, 2015 and December 31, 2014, respectively. The decrease in loans covered by these guarantees from December 31, 2014 is a result of a change in the mix of investors and their related purchase terms. A portion of the revenue paid to M/I Financial for providing the guarantees on these loans was deferred at June 30, 2015, and will be recognized in income as M/I Financial is released from its obligation under the guarantees. The risk associated with the guarantees above is offset by the value of the underlying assets.

M/I Financial has received inquiries concerning underwriting matters from purchasers of its loans regarding certain loans totaling approximately \$6.9 million and \$9.1 million at June 30, 2015 and December 31, 2014, respectively. The risk associated with the guarantees above is offset by the value of the underlying assets. The decrease from December 31, 2014 was due to M/I Financial reaching a settlement agreement with one of its investors during the first quarter of 2015 which substantially eliminated any liability to repurchase or indemnify loans associated with the loan purchase agreement.

M/I Financial has also guaranteed the collectability of certain loans to third party insurers (U.S. Department of Housing and Urban Development and U.S. Veterans Administration) of those loans for periods ranging from five to thirty years. As of both June 30, 2015 and December 31, 2014, the total of all loans indemnified to third party insurers relating to the above agreements was \$2.0 million. The maximum potential amount of future payments is equal to the outstanding loan value less the value of the underlying asset plus administrative costs incurred related to foreclosure on the loans, should this event occur.

The Company has recorded a liability relating to the guarantees described above totaling \$2.1 million and \$2.9 million at June 30, 2015 and December 31, 2014, respectively, which is management's best estimate of the Company's liability. At June 30, 2015, the Company had outstanding \$230.0 million aggregate principal amount of 8.625% Senior Notes due 2018 (the "2018 Senior Notes"), \$57.5 million aggregate principal amount of 3.25% Convertible Senior Subordinated Notes due 2017 (the "2017 Convertible Senior Subordinated Notes") and \$86.3 million aggregate principal amount of 3.0% Convertible Senior Subordinated Notes due 2018 (the "2018 Convertible Senior Subordinated Notes"). The Company's obligations under the 2018 Senior Notes and the Credit Facility are fully and unconditionally guaranteed jointly and severally on a senior unsecured basis by all of the Company's subsidiaries, with the exception of subsidiaries that are primarily engaged in the business of mortgage financing, title insurance or similar financial businesses relating to the homebuilding and home sales business, certain subsidiaries that are not 100%-owned by the Company or another subsidiary, and other subsidiaries designated by the Company as Unrestricted Subsidiaries (as defined in [Note 11](#)), subject to limitations on the aggregate amount invested in such Unrestricted Subsidiaries in accordance with the terms of the Credit Facility and the indenture for the 2018 Senior Notes. The Company's obligations under the 2017 Convertible Senior Subordinated Notes and the 2018 Convertible Senior Subordinated Notes are guaranteed jointly and severally on a senior subordinated unsecured basis by the same subsidiaries of the Company that are guarantors of the 2018 Senior Notes and the Credit Facility (the "Guarantor Subsidiaries"). Refer to [Note 7](#) for a description of the guarantees of the Credit Facility.

#### NOTE 6. Commitments and Contingencies

At June 30, 2015, the Company had outstanding approximately \$131.9 million of completion bonds and standby letters of credit, some of which were issued to various local governmental entities that expire at various times through June 2020. Included in this total are: (1) \$86.5 million of performance and maintenance bonds and \$19.5 million of performance letters of credit that serve as completion bonds for land development work in progress; (2) \$12.7 million of financial letters of credit, of which \$6.7 million represent deposits on land and lot purchase agreements; and (3) \$13.2 million of financial bonds.

At June 30, 2015, the Company also had options and contingent purchase agreements to acquire land and developed lots with an aggregate purchase price of approximately \$495.6 million. Purchase of properties under these agreements is contingent upon satisfaction of certain requirements by the Company and the sellers.

The Company and certain of its subsidiaries have been named as defendants in certain claims, complaints and legal actions that are incidental to our business. Certain of the liabilities resulting from these matters are covered by

insurance. While management currently believes that the ultimate resolution of these matters, individually and in the aggregate, will not have a material effect on the Company's financial position, results of operations and cash flows, such matters are subject to inherent uncertainties. The Company has recorded a liability to provide for the anticipated costs, including legal defense costs, associated with the resolution of these matters. However, it is possible that the costs to resolve these matters could differ from the recorded estimates and, therefore, have a material effect on the Company's net income for the periods in which the matters are resolved. At June 30, 2015 and December 31, 2014, we had \$0.3 million and \$0.2 million accrued for legal expenses, respectively.

## NOTE 7. Debt

## Notes Payable - Homebuilding

The Credit Facility provides for an aggregate commitment amount of \$300 million, including a \$125 million sub-facility for letters of credit. In addition, the Credit Facility has an accordion feature under which the Company may increase the aggregate commitment amount up to \$400 million, subject to certain conditions, including obtaining additional commitments from existing or new lenders. The Credit Facility matures on October 20, 2018. Interest on amounts borrowed under the Credit Facility is payable at either the Alternate Base Rate plus an initial margin of 150 basis points, or at the Eurodollar Rate plus a margin of 250 basis points, in each case subject to adjustment based on the Company's leverage ratio. The Credit Facility also contains certain financial covenants. At June 30, 2015, the Company was in compliance with all financial covenants of the Credit Facility.

At June 30, 2015, borrowing availability under the Credit Facility in accordance with the borrowing base calculation was \$462.4 million and, as a result, the full amount of the \$300 million facility was available. At June 30, 2015, there were \$105.6 million of borrowings outstanding and \$27.3 million of letters of credit outstanding, leaving net remaining borrowing availability of \$167.1 million.

The Company's obligations under the Credit Facility are guaranteed by all of the Company's subsidiaries, with the exception of subsidiaries that are primarily engaged in the business of mortgage financing, title insurance or similar financial businesses relating to the homebuilding and home sales business, certain subsidiaries that are not 100%-owned by the Company or another subsidiary, and other subsidiaries designated by the Company as Unrestricted Subsidiaries (as defined in Note 11), subject to limitations on the aggregate amount invested in such Unrestricted Subsidiaries in accordance with the terms of the Credit Facility and the indenture for the 2018 Senior Notes. The guarantors for the Credit Facility are the same subsidiaries that guarantee the 2018 Senior Notes, the 2017 Convertible Senior Subordinated Notes, and the 2018 Convertible Senior Subordinated Notes.

The Company's obligations under the Credit Facility are general, unsecured senior obligations of the Company and the subsidiary guarantors and rank equally in right of payment with all our existing and future unsecured senior indebtedness. Our obligations under the Credit Facility are effectively subordinated to our existing and future secured indebtedness with respect to any assets comprising security or collateral for such indebtedness.

The Company is party to three secured credit agreements for the issuance of letters of credit outside of the Credit Facility (collectively, the "Letter of Credit Facilities"), with maturity dates ranging from August 31, 2014 to June 1, 2017. The agreements governing the Letter of Credit Facilities contain limits for the issuance of letters of credit ranging from \$5.0 million to \$10.0 million, for a combined letter of credit capacity of \$20.0 million, of which \$4.0 million was uncommitted at June 30, 2015 and could be withdrawn at any time. At June 30, 2015 and December 31, 2014, there was \$4.9 million and \$6.5 million of outstanding letters of credit in aggregate under the Company's three Letter of Credit Facilities, respectively, which were collateralized with \$5.0 million and \$6.6 million of the Company's cash, respectively.

## Notes Payable — Financial Services

The MIF Mortgage Warehousing Agreement is used to finance eligible residential mortgage loans originated by M/I Financial and provides a maximum borrowing availability of \$110 million and an accordion feature which allows for an increase of the maximum borrowing availability of up to an additional \$20 million (subject to certain conditions, including obtaining additional commitments from existing or new lenders). The maximum principal amount permitted to be outstanding at any one time in aggregate under all warehouse credit lines is \$150 million. The minimum required tangible net worth requirement applicable to M/I Financial is \$11.0 million and the minimum required liquidity requirement is \$5.5 million. On June 26, 2015, the Company entered into a third amendment of the MIF Mortgage Warehousing Agreement, which, among other things, extended the expiration date to June 24, 2016 and adjusted the interest rate to a per annum rate equal to the greater of (1) the floating LIBOR rate plus 250 basis points and (2) 3.0%. The rate had previously been a per annum rate equal to the greater of (1) the floating LIBOR rate plus 275 basis points and (2) 3.0%.

The MIF Mortgage Repurchase Facility is used to finance eligible residential mortgage loans originated by M/I Financial and is structured as a mortgage repurchase facility with a maximum borrowing availability of \$15 million and an expiration date of November 3, 2015. M/I Financial pays interest on each advance under the MIF Mortgage

Repurchase Facility at a per annum rate equal to the floating LIBOR rate plus 275 or 300 basis points depending on the loan type.

At June 30, 2015 and December 31, 2014, M/I Financial's total combined maximum borrowing availability under the two credit facilities was \$125.0 million. At June 30, 2015 and December 31, 2014, M/I Financial had \$69.7 million and \$85.4 million outstanding on a combined basis under its credit facilities, respectively, and was in compliance with all financial covenants of those agreements for both periods.

### Senior Notes

As of both June 30, 2015 and December 31, 2014, we had \$230.0 million of our 2018 Senior Notes outstanding. The 2018 Senior Notes bear interest at a rate of 8.625% per year, payable semiannually in arrears on May 15 and November 15 of each year, and mature on November 15, 2018. The 2018 Senior Notes are general, unsecured senior obligations of the Company and the subsidiary guarantors and rank equally in right of payment with all our existing and future unsecured senior indebtedness. The 2018 Senior Notes are effectively subordinated to our existing and future secured indebtedness with respect to any assets comprising security or collateral for such indebtedness. The 2018 Senior Notes contain certain covenants, as more fully described and defined in the indenture, which limit the ability of the Company and the restricted subsidiaries to, among other things: incur additional indebtedness; make certain payments, including dividends, or repurchase any shares, in an aggregate amount exceeding our “restricted payments basket”; make certain investments; and create or incur certain liens, consolidate or merge with or into other companies, or liquidate or sell or transfer all or substantially all of our assets. These covenants are subject to a number of exceptions and qualifications as described in the indenture governing the 2018 Senior Notes. As of June 30, 2015, the Company was in compliance with all terms, conditions, and covenants under the indenture.

The 2018 Senior Notes are fully and unconditionally guaranteed jointly and severally on a senior unsecured basis by all of our subsidiaries, with the exception of subsidiaries that are primarily engaged in the business of mortgage financing, title insurance or similar financial businesses relating to the homebuilding and home sales business, certain subsidiaries that are not 100%-owned by the Company or another subsidiary, and other subsidiaries designated by the Company as Unrestricted Subsidiaries, subject to limitations on the aggregate amount invested in such Unrestricted Subsidiaries in accordance with the terms of the Credit Facility and the indenture for the 2018 Senior Notes. As of June 30, 2015, the guarantors for the 2018 Senior Notes are the same subsidiaries that guarantee the Credit Facility, the 2017 Convertible Senior Subordinated Notes, and the 2018 Convertible Senior Subordinated Notes.

The Company may redeem all or any portion of the 2018 Senior Notes at a stated redemption price, together with accrued and unpaid interest thereon. The redemption price is currently 104.313% of the principal amount outstanding, but will decline to 102.156% of the principal amount outstanding if redeemed during the 12-month period beginning on November 15, 2015, and will further decline to 100.000% of the principal amount outstanding if redeemed on or after November 15, 2016, but prior to maturity.

The indenture governing our 2018 Senior Notes limits our ability to pay dividends on, and repurchase, our common shares and our 9.75% Series A Preferred Shares (the “Series A Preferred Shares”) to the amount of the positive balance in our “restricted payments basket,” as defined in the indenture. The “restricted payments basket” is equal to \$40.0 million (1) plus 50% of our aggregate consolidated net income (or minus 100% of our aggregate consolidated net loss) since October 1, 2010, excluding the income or loss from Unrestricted Subsidiaries, plus (2) 100% of the net cash proceeds from the sale of qualified equity interests, plus other items and subject to other exceptions. The restricted payments basket was \$154.5 million and \$148.6 million at June 30, 2015 and December 31, 2014, respectively. The determination to pay future dividends on, or make future repurchases of, our common shares or Series A Preferred Shares will be at the discretion of our board of directors and will depend upon our results of operations, financial condition, capital requirements and compliance with debt covenants and the terms of our Series A Preferred Shares, and other factors deemed relevant by our board of directors.

### Convertible Senior Subordinated Notes

In March 2013, the Company issued \$86.3 million aggregate principal amount of 2018 Convertible Senior Subordinated Notes. The 2018 Convertible Senior Subordinated Notes bear interest at a rate of 3.0% per year, payable semiannually in arrears on March 1 and September 1 of each year. The 2018 Convertible Senior Subordinated Notes mature on March 1, 2018. At any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2018 Convertible Senior Subordinated Notes into the Company’s common shares. The conversion rate initially equals 30.9478 shares per \$1,000 of principal amount. This corresponds to an initial conversion price of approximately \$32.31 per common share, which equates to approximately 2.7 million common shares. The conversion rate is subject to adjustment upon the occurrence of certain events. The 2018 Convertible Senior Subordinated Notes are fully and unconditionally guaranteed on a senior subordinated unsecured basis by those subsidiaries of the Company that are guarantors under the Company’s 2018 Senior Notes and

2017 Convertible Senior Subordinated Notes. The 2018 Convertible Senior Subordinated Notes are senior subordinated unsecured obligations of the Company and the subsidiary guarantors, are subordinated in right of payment to our existing and future senior indebtedness and are also effectively subordinated to our existing and future secured indebtedness with respect to any assets comprising security or collateral for such indebtedness. The indenture governing the 2018 Convertible Senior Subordinated Notes provides that the Company may not redeem the 2018 Convertible Senior Subordinated Notes prior to March 6, 2016, but also contains provisions requiring the Company to repurchase the notes (subject to certain exceptions), at a holder's option, upon the occurrence of a fundamental change (as defined in the indenture).

On or after March 6, 2016, the Company may redeem for cash any or all of the 2018 Convertible Senior Subordinated Notes (except for any 2018 Convertible Senior Subordinated Notes that the Company is required to repurchase in connection with a fundamental change), but only if the last reported sale price of the Company's common shares exceeds 130% of the applicable conversion price for the notes on each of at least 20 applicable trading days. The 20 trading days do not need to be consecutive, but must occur during a period of 30 consecutive trading days that ends within 10 trading days immediately prior to the date the Company provides the notice of redemption. The redemption price for the 2018 Convertible Senior Subordinated Notes to be redeemed will equal 100% of the principal amount, plus accrued and unpaid interest, if any.

In September 2012, the Company issued \$57.5 million aggregate principal amount of 2017 Convertible Senior Subordinated Notes. The 2017 Convertible Senior Subordinated Notes bear interest at a rate of 3.25% per year, payable semiannually in arrears on March 15 and September 15 of each year. The 2017 Convertible Senior Subordinated Notes mature on September 15, 2017. At any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their 2017 Convertible Senior Subordinated Notes into the Company's common shares. The conversion rate initially equals 42.0159 shares per \$1,000 of principal amount. This corresponds to an initial conversion price of approximately \$23.80 per common share, which equates to approximately 2.4 million common shares. The conversion rate is subject to adjustment upon the occurrence of certain events. The 2017 Convertible Senior Subordinated Notes are fully and unconditionally guaranteed on a senior subordinated unsecured basis by those subsidiaries of the Company that are guarantors under the Company's 2018 Senior Notes and 2018 Convertible Senior Subordinated Notes. The 2017 Convertible Senior Subordinated Notes are senior subordinated unsecured obligations of the Company and the subsidiary guarantors, are subordinated in right of payment to our existing and future senior indebtedness and are also effectively subordinated to our existing and future secured indebtedness with respect to any assets comprising security or collateral for such indebtedness. The indenture governing the 2017 Convertible Senior Subordinated Notes provides that we may not redeem the notes prior to their stated maturity date, but also contains provisions requiring the Company to repurchase the 2017 Convertible Senior Subordinated Notes (subject to certain exceptions), at a holder's option, upon the occurrence of a fundamental change (as defined in the indenture).

#### Notes Payable - Other

The Company had other borrowings, which are reported in Notes Payable - Other in our Unaudited Condensed Consolidated Balance Sheets, totaling \$8.2 million and \$9.5 million as of June 30, 2015 and December 31, 2014, respectively. The balance consists primarily of a mortgage note payable with a \$4.1 million principal balance outstanding at June 30, 2015 (and \$4.3 million principal balance outstanding at December 31, 2014), which is secured by an office building, matures in 2017 and carries an interest rate of 8.1%. The remaining balance is made up of other notes payable incurred through the normal course of business.

## NOTE 8. Earnings Per Share

The table below presents a reconciliation between basic and diluted weighted average shares outstanding, net income available to common shareholders and basic and diluted income per share for the three and six months ended June 30, 2015 and 2014:

| (In thousands, except per share amounts)   | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2015                           | 2014      | 2015                         | 2014      |
| <b>NUMERATOR</b>   |                                |           |                              |           |
| Net income   | \$ 13,350                      | \$ 13,554 | \$ 22,918                    | \$ 26,186 |
| Preferred stock dividends  | (1,219 )                       | (1,219 )  | (2,438 )                     | (2,438 )  |
| Net income to common shareholders  | 12,131                         | 12,335    | 20,480                       | 23,748    |
| Interest on 3.25% convertible senior subordinated notes due 2017                                 | 373                            | 383       | 745                          | 744       |
| Interest on 3.00% convertible senior subordinated notes due 2018                                 | 502                            | 517       | 1,005                        | 1,002     |
| Diluted income available to common shareholders  | \$ 13,006                      | \$ 13,235 | \$ 22,230                    | \$ 25,494 |
| <b>DENOMINATOR</b>   |                                |           |                              |           |
| Basic weighted average shares outstanding  | 24,531                         | 24,470    | 24,523                       | 24,444    |
| Effect of dilutive securities:   |                                |           |                              |           |
| Stock option awards  | 243                            | 218       | 233                          | 228       |
| Deferred compensation awards   | 164                            | 140       | 161                          | 134       |
| 3.25% convertible senior subordinated notes due 2017   | 2,416                          | 2,416     | 2,416                        | 2,416     |
| 3.00% convertible senior subordinated notes due 2018   | 2,669                          | 2,669     | 2,669                        | 2,669     |
| Diluted weighted average shares outstanding - adjusted for assumed conversions                   | 30,023                         | 29,913    | 30,002                       | 29,891    |
| Earnings per common share:   |                                |           |                              |           |
| Basic  | \$ 0.49                        | \$ 0.50   | \$ 0.84                      | \$ 0.97   |
| Diluted  | \$ 0.43                        | \$ 0.44   | \$ 0.74                      | \$ 0.85   |
| Anti-dilutive equity awards not included in the calculation of diluted earnings per common share | 1,486                          | 1,287     | 1,428                        | 1,221     |

For the three and six months ended June 30, 2015 and 2014, the effect of convertible debt was included in the diluted earnings per share calculations.

## NOTE 9. Income Taxes

During the three and six months ended June 30, 2015, the Company recorded a tax provision of \$8.5 million and \$14.7 million, respectively, which reflects income tax expense related to the period's pre-tax earnings. The effective tax rate for both the three and six months ended June 30, 2015 was 39.0%. During the three and six months ended June 30, 2014, the Company recorded a tax provision of \$1.7 million and \$1.6 million, respectively, which reflects income tax expense related to the period's pre-tax earnings, as well as a benefit of \$4.0 million and \$9.3 million, respectively, from the reversal of our state deferred tax asset valuation allowance. The effective tax rate for the three and six months ended June 30, 2014 was 11.4% and 5.8%, respectively, which was not meaningful due to the effects of the deferred tax asset valuation allowance and federal and state tax net operating losses ("NOLs"), and there was no correlation between the effective tax rate and the amount of pre-tax income for the period.

At June 30, 2015, the Company had federal NOL carryforwards of approximately \$37.9 million and federal credit carryforwards of \$7.9 million. Our federal NOL carryforwards may be carried forward from one to 17 years to offset future taxable income with the federal carryforward benefits beginning to expire in 2028. The Company had \$10.8 million of state NOL carryforwards at June 30, 2015. Our state NOLs may be carried forward from one to 17 years, depending on the tax jurisdiction, with \$4.5 million expiring between 2022 and 2027 and \$6.3 million expiring between 2028 and 2032, absent sufficient state taxable income.



NOTE 10. Business Segments

The Company's chief operating decision makers evaluate the Company's performance in various ways, including: (1) the results of our 13 individual homebuilding operating segments and the results of our financial services operations; (2) the results of our three homebuilding reportable segments; and (3) our consolidated financial results.

In accordance with ASC 280, Segment Reporting ("ASC 280"), we have identified each homebuilding division as an operating segment as each homebuilding division engages in business activities from which it earns revenue, primarily from the sale and construction of single-family attached and detached homes, acquisition and development of land, and the occasional sale of lots

to third parties. Our financial services operations generate revenue primarily from the origination, sale and servicing of mortgage loans and title services primarily for purchasers of the Company's homes and are included in our financial services reportable segment. In accordance with the aggregation criteria defined in ASC 280, we have determined our reportable segments as follows: Midwest homebuilding, Southern homebuilding, Mid-Atlantic homebuilding and financial services operations. The homebuilding operating segments that are included within each reportable segment have been aggregated because they share similar aggregation characteristics as prescribed in ASC 280 in the following regards: (1) long-term economic characteristics; (2) historical and expected future long-term gross margin percentages; (3) housing products, production processes and methods of distribution; and (4) geographical proximity. The homebuilding operating segments that comprise each of our reportable segments are as follows:

|                       |                          |                           |
|-----------------------|--------------------------|---------------------------|
| Midwest               | Southern                 | Mid-Atlantic              |
| Columbus, Ohio        | Tampa, Florida           | Washington, D.C.          |
| Cincinnati, Ohio      | Orlando, Florida         | Charlotte, North Carolina |
| Indianapolis, Indiana | Houston, Texas           | Raleigh, North Carolina   |
| Chicago, Illinois     | San Antonio, Texas       |                           |
|                       | Austin, Texas            |                           |
|                       | Dallas/Fort Worth, Texas |                           |

The following table shows, by segment: revenue, operating income and interest expense for the three and six months ended June 30, 2015 and 2014:

| (In thousands)  | Three Months Ended June 30, |            | Six Months Ended June 30, |            |
|---|-----------------------------|------------|---------------------------|------------|
|   | 2015                        | 2014       | 2015                      | 2014       |
| <b>Revenue:</b>   |                             |            |                           |            |
| Midwest homebuilding  | \$ 118,141                  | \$ 85,549  | \$ 203,358                | \$ 165,153 |
| Southern homebuilding                                       | 105,399                     | 101,122    | 203,954                   | 181,322    |
| Mid-Atlantic homebuilding                                   | 90,382                      | 88,467     | 161,671                   | 155,639    |
| Financial services (a)                                      | 8,934                       | 6,470      | 17,032                    | 14,335     |
| Total revenue   | \$ 322,856                  | \$ 281,608 | \$ 586,015                | \$ 516,449 |
| <b>Operating income:</b>                                    |                             |            |                           |            |
| Midwest homebuilding (b)                                    | \$ 12,219                   | \$ 6,726   | \$ 20,015                 | \$ 13,969  |
| Southern homebuilding                                       | 7,970                       | 8,649      | 16,561                    | 14,526     |
| Mid-Atlantic homebuilding                                   | 8,266                       | 7,584      | 13,026                    | 12,377     |
| Financial services (a)                                      | 5,245                       | 3,374      | 10,569                    | 8,400      |
| Less: Corporate selling, general and administrative expense | (8,079)                     | (8,278)    | (14,594)                  | (14,624)   |
| Total operating income                                      | \$ 25,621                   | \$ 18,055  | \$ 45,577                 | \$ 34,648  |
| <b>Interest expense:</b>                                    |                             |            |                           |            |
| Midwest homebuilding  | \$ 563                      | \$ 492     | \$ 1,887                  | \$ 1,761   |
| Southern homebuilding                                       | 1,762                       | 1,368      | 3,536                     | 2,959      |
| Mid-Atlantic homebuilding                                   | 1,030                       | 568        | 2,063                     | 1,563      |
| Financial services (a)                                      | 395                         | 302        | 726                       | 617        |
| Total interest expense                                      | \$ 3,750                    | \$ 2,730   | \$ 8,212                  | \$ 6,900   |
| Equity in (income) loss of unconsolidated joint ventures    | (14)                        | ) 22       | (212)                     | ) (40)     |
| Income before income taxes                                  | \$ 21,885                   | \$ 15,303  | \$ 37,577                 | \$ 27,788  |

(a) Our financial services operational results should be viewed in connection with our homebuilding business as its operations originate loans and provide title services primarily for our homebuying customers, with the exception of

a small amount of mortgage re-financing.

(b) For the three and six months ended June 30, 2014, the impact of charges relating to the impairment of operating communities in the Midwest region reduced operating income by \$0.8 million.

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The following tables show total assets by segment at June 30, 2015 and December 31, 2014:

| June 30, 2015                                    |           |           |              |  |             |
|--|-----------|-----------|--------------|--|-------------|
| (In thousands)                                   | Midwest   | Southern  | Mid-Atlantic | Corporate,<br>Financial<br>Services and<br>Unallocated | Total       |
| Deposits on real estate under option or contract | \$4,995   | \$14,768  | \$3,510      | \$—  | \$23,273    |
| Inventory (a)                                    | 326,306   | 400,139   | 291,226      | —  | 1,017,671   |
| Investments in unconsolidated joint ventures     | 1,893     | 26,464    | —            | —  | 28,357      |
| Other assets                                     | 9,374     | 24,175    | 14,469       | 197,670  | 245,688     |
| Total assets                                     | \$342,568 | \$465,546 | \$309,205    | \$197,670  | \$1,314,989 |

  

| December 31, 2014                                |           |           |              |  |             |
|--|-----------|-----------|--------------|--|-------------|
| (In thousands)                                   | Midwest   | Southern  | Mid-Atlantic | Corporate,<br>Financial<br>Services and<br>Unallocated | Total       |
| Deposits on real estate under option or contract | \$4,573   | \$14,752  | \$4,170      | \$—  | \$23,495    |
| Inventory (a)                                    | 303,037   | 331,938   | 260,119      | —  | 895,094     |
| Investments in unconsolidated joint ventures     | 1,764     | 26,005    | —            | —  | 27,769      |
| Other assets                                     | 7,933     | 16,829    | 7,536        | 232,754  | 265,052     |
| Total assets                                     | \$317,307 | \$389,524 | \$271,825    | \$232,754  | \$1,211,410 |

Inventory includes single-family lots, land and land development costs; land held for sale; homes under (a) construction; model homes and furnishings; community development district infrastructure; and consolidated inventory not owned.

#### NOTE 11. Supplemental Guarantor Information

The Company's obligations under the 2018 Senior Notes, the 2017 Convertible Senior Subordinated Notes and the 2018 Convertible Senior Subordinated Notes are not guaranteed by all of the Company's subsidiaries and therefore, the Company has disclosed condensed consolidating financial information in accordance with SEC Regulation S-X Rule 3-10, Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered. The subsidiary guarantors of the 2018 Senior Notes, the 2017 Convertible Senior Subordinated Notes and the 2018 Convertible Senior Subordinated Notes are the same.

The following condensed consolidating financial information includes balance sheets, statements of income and cash flow information for M/I Homes, Inc. (the parent company and the issuer of the aforementioned guaranteed notes), the Guarantor Subsidiaries, collectively, and for all other subsidiaries and joint ventures of the Company (the "Unrestricted Subsidiaries"), collectively. Each Guarantor Subsidiary is a direct or indirect 100%-owned subsidiary of M/I Homes, Inc. and has fully and unconditionally guaranteed the (a) 2018 Senior Notes, on a joint and several senior unsecured basis, (b) the 2017 Convertible Senior Subordinated Notes on a joint and several senior subordinated unsecured basis and (c) the 2018 Convertible Senior Subordinated Notes on a joint and several senior subordinated unsecured basis. There are no significant restrictions on the parent company's ability to obtain funds from its Guarantor Subsidiaries in the form of a dividend, loan, or other means.

As of June 30, 2015, each of the Company's subsidiaries is a Guarantor Subsidiary, with the exception of subsidiaries that are primarily engaged in the business of mortgage financing, title insurance or similar financial businesses relating to the homebuilding and home sales business, certain subsidiaries that are not 100%-owned by the Company or another subsidiary, and other subsidiaries designated by the Company as Unrestricted Subsidiaries, subject to limitations on the aggregate amount invested in such Unrestricted Subsidiaries in accordance with the terms of the

Credit Facility and the indenture for the 2018 Senior Notes.

In the condensed financial tables presented below, the parent company presents all of its 100%-owned subsidiaries as if they were accounted for under the equity method. All applicable corporate expenses have been allocated appropriately among the Guarantor Subsidiaries and Unrestricted Subsidiaries.

## CONDENSED CONSOLIDATING STATEMENTS OF INCOME

| (In thousands)  | Three Months Ended June 30, 2015 |                                  |                           | Eliminations | Consolidated |
|---|----------------------------------|----------------------------------|---------------------------|--------------|--------------|
|   | M/I Homes, Inc.                  | Guarantor Subsidiaries           | Unrestricted Subsidiaries |              |              |
| Revenue   | \$—                              | \$313,921                        | \$8,935                   | \$—          | \$322,856    |
| Costs and expenses:   |                                  |                                  |                           |              |              |
| Land and housing  | —                                | 252,595                          | —                         | —            | 252,595      |
| General and administrative  | —                                | 17,868                           | 3,837                     | —            | 21,705       |
| Selling   | —                                | 22,935                           | —                         | —            | 22,935       |
| Equity in income of unconsolidated joint ventures                       | —                                | —                                | (14                       | )—           | (14 )        |
| Interest  | —                                | 3,355                            | 395                       | —            | 3,750        |
| Total costs and expenses  | —                                | 296,753                          | 4,218                     | —            | 300,971      |
| Income before income taxes  | —                                | 17,168                           | 4,717                     | —            | 21,885       |
| Provision for income taxes  | —                                | 6,767                            | 1,768                     | —            | 8,535        |
| Equity in subsidiaries  | 13,350                           | —                                | —                         | (13,350      | )—           |
| Net income  | 13,350                           | 10,401                           | 2,949                     | (13,350      | )13,350      |
| Preferred dividends   | 1,219                            | —                                | —                         | —            | 1,219        |
| Net income to common shareholders                                       | \$12,131                         | \$10,401                         | \$2,949                   | \$(13,350    | )\$12,131    |
|   |                                  | Three Months Ended June 30, 2014 |                           |              |              |
| (In thousands)  | M/I Homes, Inc.                  | Guarantor Subsidiaries           | Unrestricted Subsidiaries | Eliminations | Consolidated |
| Revenue   | \$—                              | \$275,138                        | \$6,470                   | \$—          | \$281,608    |
| Costs and expenses:   |                                  |                                  |                           |              |              |
| Land and housing  | —                                | 221,217                          | —                         | —            | 221,217      |
| Impairment of inventory and investment in unconsolidated joint ventures | —                                | 804                              | —                         | —            | 804          |
| General and administrative  | —                                | 18,057                           | 3,224                     | —            | 21,281       |
| Selling   | —                                | 20,251                           | —                         | —            | 20,251       |
| Equity in loss of unconsolidated joint ventures                         | —                                | —                                | 22                        | —            | 22           |
| Interest  | —                                | 2,428                            | 302                       | —            | 2,730        |
| Total costs and expenses  | —                                | 262,757                          | 3,548                     | —            | 266,305      |
| Income before income taxes  | —                                | 12,381                           | 2,922                     | —            | 15,303       |
| Provision for income taxes  | —                                | 344                              | 1,405                     | —            | 1,749        |
| Equity in subsidiaries  | 13,554                           | —                                | —                         | (13,554      | )—           |

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|                                   |          |          |         |           |           |
|-----------------------------------|----------|----------|---------|-----------|-----------|
| Net income                        | 13,554   | 12,037   | 1,517   | (13,554   | )13,554   |
| Preferred dividends               | 1,219    | —        | —       | —         | 1,219     |
| Net income to common shareholders | \$12,335 | \$12,037 | \$1,517 | \$(13,554 | )\$12,335 |

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## CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS

| (In thousands)  | Six Months Ended June 30, 2015 |                        |                           | Eliminations | Consolidated |
|---|--------------------------------|------------------------|---------------------------|--------------|--------------|
|   | M/I Homes, Inc.                | Guarantor Subsidiaries | Unrestricted Subsidiaries |              |              |
| Revenue   | \$—                            | \$568,983              | \$17,032                  | \$—          | \$586,015    |
| Costs and expenses:   |                                |                        |                           |              |              |
| Land and housing  | —                              | 458,778                | —                         | —            | 458,778      |
| General and administrative  | —                              | 34,254                 | 6,785                     | —            | 41,039       |
| Selling   | —                              | 40,621                 | —                         | —            | 40,621       |
| Equity in income of unconsolidated joint ventures                       | —                              | —                      | (212                      | )—           | (212 )       |
| Interest  | —                              | 7,486                  | 726                       | —            | 8,212        |
| Total costs and expenses  | —                              | 541,139                | 7,299                     | —            | 548,438      |
| Income before income taxes  | —                              | 27,844                 | 9,733                     | —            | 37,577       |
| Provision for income taxes  | —                              | 11,159                 | 3,500                     | —            | 14,659       |
| Equity in subsidiaries  | 22,918                         | —                      | —                         | (22,918      | )—           |
| Net income  | 22,918                         | 16,685                 | 6,233                     | (22,918      | )22,918      |
| Preferred dividends   | 2,438                          | —                      | —                         | —            | 2,438        |
| Net income to common shareholders                                       | \$20,480                       | \$16,685               | \$6,233                   | \$(22,918    | )\$20,480    |
|   |                                |                        |                           |              |              |
| (In thousands)  | Six Months Ended June 30, 2014 |                        |                           | Eliminations | Consolidated |
|   | M/I Homes, Inc.                | Guarantor Subsidiaries | Unrestricted Subsidiaries |              |              |
| Revenue   | \$—                            | \$502,114              | \$14,335                  | \$—          | \$516,449    |
| Costs and expenses:   |                                |                        |                           |              |              |
| Land and housing  | —                              | 405,181                | —                         | —            | 405,181      |
| Impairment of inventory and investment in unconsolidated joint ventures | —                              | 804                    | —                         | —            | 804          |
| General and administrative  | —                              | 33,348                 | 6,248                     | —            | 39,596       |
| Selling   | —                              | 36,220                 | —                         | —            | 36,220       |
| Equity in income of unconsolidated joint ventures                       | —                              | —                      | (40                       | )—           | (40 )        |
| Interest  | —                              | 6,282                  | 618                       | —            | 6,900        |
| Total costs and expenses  | —                              | 481,835                | 6,826                     | —            | 488,661      |
| Income before income taxes  | —                              | 20,279                 | 7,509                     | —            | 27,788       |
| (Benefit) provision for income taxes                                    | —                              | (1,437                 | )3,039                    | —            | 1,602        |
| Equity in subsidiaries  | 26,186                         | —                      | —                         | (26,186      | )—           |



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|                                   |          |          |         |           |           |
|-----------------------------------|----------|----------|---------|-----------|-----------|
| Net income                        | 26,186   | 21,716   | 4,470   | (26,186   | )26,186   |
| Preferred dividends               | 2,438    | —        | —       | —         | 2,438     |
| Net income to common shareholders | \$23,748 | \$21,716 | \$4,470 | \$(26,186 | )\$23,748 |

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## CONDENSED CONSOLIDATING BALANCE SHEET

| (In thousands)                                     | June 30, 2015      |                           |                              |                      |                    |
|--|--------------------|---------------------------|------------------------------|----------------------|--------------------|
|  | M/I Homes,<br>Inc. | Guarantor<br>Subsidiaries | Unrestricted<br>Subsidiaries | Eliminations         | Consolidated       |
| <b>ASSETS:</b>                                     |                    |                           |                              |                      |                    |
| Cash and cash equivalents                          | \$—                | \$9,210                   | \$12,563                     | \$—                  | \$21,773           |
| Restricted cash                                    | —                  | 5,174                     | —                            | —                    | 5,174              |
| Mortgage loans held for sale                       | —                  | —                         | 75,063                       | —                    | 75,063             |
| Inventory  | —                  | 1,040,944                 | —                            | —                    | 1,040,944          |
| Property and equipment - net                       | —                  | 11,514                    | 305                          | —                    | 11,819             |
| Investment in unconsolidated joint ventures        | —                  | 13,594                    | 14,763                       | —                    | 28,357             |
| Deferred income taxes, net of valuation allowances | —                  | 80,962                    | 92                           | —                    | 81,054             |
| Investment in subsidiaries                         | 597,385            | —                         | —                            | (597,385 )           | —                  |
| Intercompany assets                                | 334,304            | —                         | —                            | (334,304 )           | —                  |
| Other assets                                       | 7,903              | 29,249                    | 13,653                       | —                    | 50,805             |
| <b>TOTAL ASSETS</b>                                | <b>\$939,592</b>   | <b>\$1,190,647</b>        | <b>\$116,439</b>             | <b>\$ (931,689 )</b> | <b>\$1,314,989</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>        |                    |                           |                              |                      |                    |
| <b>LIABILITIES:</b>                                |                    |                           |                              |                      |                    |
| Accounts payable                                   | \$—                | \$90,379                  | \$264                        | \$—                  | \$90,643           |
| Customer deposits                                  | —                  | 18,438                    | —                            | —                    | 18,438             |
| Intercompany liabilities                           | —                  | 317,567                   | 16,737                       | (334,304 )           | —                  |
| Other liabilities                                  | —                  | 62,196                    | 4,998                        | —                    | 67,194             |
| Community development district obligations         | —                  | 1,496                     | —                            | —                    | 1,496              |
| Obligation for consolidated inventory not owned    | —                  | 14,115                    | —                            | —                    | 14,115             |
| Notes payable bank - homebuilding operations       | —                  | 105,600                   | —                            | —                    | 105,600            |
| Notes payable bank - financial services operations | —                  | —                         | 69,681                       | —                    | 69,681             |
| Notes payable - other                              | —                  | 8,230                     | —                            | —                    | 8,230              |
| Convertible senior subordinated notes due 2017     | 57,500             | —                         | —                            | —                    | 57,500             |
| Convertible senior subordinated notes due 2018     | 86,250             | —                         | —                            | —                    | 86,250             |
| Senior notes                                       | 228,669            | —                         | —                            | —                    | 228,669            |
| <b>TOTAL LIABILITIES</b>                           | <b>372,419</b>     | <b>618,021</b>            | <b>91,680</b>                | <b>(334,304 )</b>    | <b>747,816</b>     |
| <b>SHAREHOLDERS' EQUITY</b>                        | <b>567,173</b>     | <b>572,626</b>            | <b>24,759</b>                | <b>(597,385 )</b>    | <b>567,173</b>     |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>  | <b>\$939,592</b>   | <b>\$1,190,647</b>        | <b>\$116,439</b>             | <b>\$ (931,689 )</b> | <b>\$1,314,989</b> |

## CONDENSED CONSOLIDATING BALANCE SHEET

| (In thousands)                                     | December 31, 2014  |                           |                              |                      |                    |
|--|--------------------|---------------------------|------------------------------|----------------------|--------------------|
|  | M/I Homes,<br>Inc. | Guarantor<br>Subsidiaries | Unrestricted<br>Subsidiaries | Eliminations         | Consolidated       |
| <b>ASSETS:</b>                                     |                    |                           |                              |                      |                    |
| Cash and cash equivalents                          | \$—                | \$3,872                   | \$11,663                     | \$—                  | \$15,535           |
| Restricted cash                                    | —                  | 6,951                     | —                            | —                    | 6,951              |
| Mortgage loans held for sale                       | —                  | —                         | 92,794                       | —                    | 92,794             |
| Inventory  | —                  | 918,589                   | —                            | —                    | 918,589            |
| Property and equipment - net                       | —                  | 11,189                    | 301                          | —                    | 11,490             |
| Investment in unconsolidated joint ventures        | —                  | 15,033                    | 12,736                       | —                    | 27,769             |
| Deferred income taxes, net of valuation allowances | —                  | 94,088                    | 324                          | —                    | 94,412             |
| Investment in subsidiaries                         | 576,468            | —                         | —                            | (576,468 )           | —                  |
| Intercompany assets                                | 330,786            | —                         | —                            | (330,786 )           | —                  |
| Other assets                                       | 9,260              | 24,378                    | 10,232                       | —                    | 43,870             |
| <b>TOTAL ASSETS</b>                                | <b>\$916,514</b>   | <b>\$1,074,100</b>        | <b>\$128,050</b>             | <b>\$ (907,254 )</b> | <b>\$1,211,410</b> |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>        |                    |                           |                              |                      |                    |
| <b>LIABILITIES:</b>                                |                    |                           |                              |                      |                    |
| Accounts payable                                   | \$—                | \$74,344                  | \$994                        | \$—                  | \$75,338           |
| Customer deposits                                  | —                  | 11,759                    | —                            | —                    | 11,759             |
| Intercompany liabilities                           | —                  | 314,946                   | 15,840                       | (330,786 )           | —                  |
| Other liabilities                                  | —                  | 74,413                    | 5,310                        | —                    | 79,723             |
| Community development district obligations         | —                  | 2,571                     | —                            | —                    | 2,571              |
| Obligation for consolidated inventory not owned    | —                  | 608                       | —                            | —                    | 608                |
| Notes payable bank - homebuilding operations       | —                  | 30,000                    | —                            | —                    | 30,000             |
| Notes payable bank - financial services operations | —                  | —                         | 85,379                       | —                    | 85,379             |
| Notes payable - other                              | —                  | 9,518                     | —                            | —                    | 9,518              |
| Convertible senior subordinated notes due 2017     | 57,500             | —                         | —                            | —                    | 57,500             |
| Convertible senior subordinated notes due 2018     | 86,250             | —                         | —                            | —                    | 86,250             |
| Senior notes                                       | 228,469            | —                         | —                            | —                    | 228,469            |
| <b>TOTAL LIABILITIES</b>                           | <b>372,219</b>     | <b>518,159</b>            | <b>107,523</b>               | <b>(330,786 )</b>    | <b>667,115</b>     |
| <b>SHAREHOLDERS' EQUITY</b>                        | <b>544,295</b>     | <b>555,941</b>            | <b>20,527</b>                | <b>(576,468 )</b>    | <b>544,295</b>     |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>  | <b>\$916,514</b>   | <b>\$1,074,100</b>        | <b>\$128,050</b>             | <b>\$ (907,254 )</b> | <b>\$1,211,410</b> |

## CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS

| (In thousands)   | Six Months Ended June 30, 2015 |                        |                           |              |              |
|--|--------------------------------|------------------------|---------------------------|--------------|--------------|
|  | M/I Homes, Inc.                | Guarantor Subsidiaries | Unrestricted Subsidiaries | Eliminations | Consolidated |
| <b>OPERATING ACTIVITIES:</b>   |                                |                        |                           |              |              |
| Net cash provided by (used in) operating activities                    | \$2,000                        | \$(65,777 )            | \$19,567                  | \$(2,000 )   | \$(46,210 )  |
| <b>INVESTING ACTIVITIES:</b>   |                                |                        |                           |              |              |
| Restricted cash  | —                              | 1,583                  | —                         | —            | 1,583        |
| Purchase of property and equipment                                     | —                              | (1,337 )               | (64 )                     | —            | (1,401 )     |
| Intercompany investing   | 98                             | —                      | —                         | (98 )        | —            |
| Investments in and advances to unconsolidated joint ventures           | —                              | (2,555 )               | (1,655 )                  | —            | (4,210 )     |
| Net cash provided by (used in) investing activities                    | 98                             | (2,309 )               | (1,719 )                  | (98 )        | (4,028 )     |
| <b>FINANCING ACTIVITIES:</b>   |                                |                        |                           |              |              |
| Proceeds from bank borrowings - homebuilding operations                | —                              | 220,700                | —                         | —            | 220,700      |
| Principal repayments of bank borrowings - homebuilding operations      | —                              | (145,100 )             | —                         | —            | (145,100 )   |
| Net proceeds from bank borrowings - financial services operations      | —                              | —                      | (15,698 )                 | —            | (15,698 )    |
| Principal proceeds from notes payable - other and CDD bond obligations | —                              | (1,288 )               | —                         | —            | (1,288 )     |
| Proceeds from exercise of stock options                                | 340                            | —                      | —                         | —            | 340          |
| Intercompany financing   | —                              | (888 )                 | 790                       | 98           | —            |
| Dividends paid   | (2,438 )                       | —                      | (2,000 )                  | 2,000        | (2,438 )     |
| Debt issue costs   | —                              | —                      | (40 )                     | —            | (40 )        |
| Net cash (used in) provided by financing activities                    | (2,098 )                       | 73,424                 | (16,948 )                 | 2,098        | 56,476       |
| Net increase in cash and cash equivalents                              | —                              | 5,338                  | 900                       | —            | 6,238        |
| Cash and cash equivalents balance at beginning of period               | —                              | 3,872                  | 11,663                    | —            | 15,535       |
| Cash and cash equivalents balance at end of period                     | \$—                            | \$9,210                | \$12,563                  | \$—          | \$21,773     |

| (In thousands)                                      | Six Months Ended June 30, 2014 |                        |                           |              |              |
|---|--------------------------------|------------------------|---------------------------|--------------|--------------|
|   | M/I Homes, Inc.                | Guarantor Subsidiaries | Unrestricted Subsidiaries | Eliminations | Consolidated |
| <b>OPERATING ACTIVITIES:</b>                        |                                |                        |                           |              |              |
| Net cash provided by (used in) operating activities | \$6,400                        | \$(93,426 )            | \$26,757                  | \$(6,400 )   | \$(66,669 )  |
| <b>INVESTING ACTIVITIES:</b>                        |                                |                        |                           |              |              |
| Restricted cash                                     | —                              | 3,819                  | —                         | —            | 3,819        |
| Purchase of property and equipment                  | —                              | (1,578 )               | (99 )                     | —            | (1,677 )     |

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|  |          |           |           |       |           |
|--|----------|-----------|-----------|-------|-----------|
| Investments in and advances to unconsolidated joint ventures             | —        | (10,318 ) | (3,166 )  | —     | (13,484 ) |
| Net proceeds from the sale of mortgage servicing rights                  | —        | —         | 2,135     | —     | 2,135     |
| Net cash used in investing activities                                    | —        | (8,077 )  | (1,130 )  | —     | (9,207 )  |
| FINANCING ACTIVITIES:  |          |           |           |       |           |
| Net repayments from bank borrowings - financial services operations      | —        | —         | (18,115 ) | —     | (18,115 ) |
| Principal repayments from notes payable - other and CDD bond obligations | —        | (73 )     | —         | —     | (73 )     |
| Proceeds from exercise of stock options                                  | 1,460    | —         | —         | —     | 1,460     |
| Intercompany financing   | (5,422 ) | 7,876     | (2,454 )  | —     | —         |
| Dividends paid   | (2,438 ) | —         | (6,400 )  | 6,400 | (2,438 )  |
| Debt issue costs   | —        | —         | (40 )     | —     | (40 )     |
| Net cash (used in) provided by financing activities                      | (6,400 ) | 7,803     | (27,009 ) | 6,400 | (19,206 ) |
| Net decrease in cash and cash equivalents                                | —        | (93,700 ) | (1,382 )  | —     | (95,082 ) |
| Cash and cash equivalents balance at beginning of period                 | —        | 113,407   | 15,318    | —     | 128,725   |
| Cash and cash equivalents balance at end of period                       | \$—      | \$ 19,707 | \$ 13,936 | \$—   | \$ 33,643 |

## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### OVERVIEW

M/I Homes, Inc. (the "Company" or "we") is one of the nation's leading builders of single-family homes, having delivered over 92,000 homes since we commenced homebuilding activities in 1976. The Company's homes are marketed and sold under the M/I Homes and Showcase Collection (exclusively by M/I Homes) brands. The Company has homebuilding operations in Columbus and Cincinnati, Ohio; Indianapolis, Indiana; Chicago, Illinois; Tampa and Orlando, Florida; Austin, Dallas/Fort Worth, Houston and San Antonio, Texas; Charlotte and Raleigh, North Carolina; and the Virginia and Maryland suburbs of Washington, D.C.

Included in this Management's Discussion and Analysis of Financial Condition and Results of Operations are the following topics relevant to the Company's performance and financial condition:

- Information Relating to Forward-Looking Statements;
- Our Application of Critical Accounting Estimates and Policies;
- Our Results of Operations;
- Discussion of Our Liquidity and Capital Resources;
- Summary of Our Contractual Obligations;
- Discussion of Our Utilization of Off-Balance Sheet Arrangements; and
- Impact of Interest Rates and Inflation.

### FORWARD-LOOKING STATEMENTS

Certain information included in this report or in other materials we have filed or will file with the Securities and Exchange Commission (the "SEC") (as well as information included in oral statements or other written statements made or to be made by us) contains or may contain forward-looking statements, including, but not limited to, statements regarding our future financial performance and financial condition. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," and "estimates," variations of such words and similar expressions are intended to identify such forward-looking statements. These statements involve a number of risks and uncertainties. Any forward-looking statements that we make herein and in future reports and statements are not guarantees of future performance, and actual results may differ materially from those in such forward-looking statements as a result of various risk factors. Please see "Item 1A. Risk Factors" in Part I of our Annual Report on Form 10-K for the year ended December 31, 2014 (the "2014 Form 10-K") for more information regarding those risk factors.

Any forward-looking statement speaks only as of the date made. Except as required by applicable law, we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in our subsequent reports on Forms 10-K, 10-Q and 8-K should be consulted. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995, and all of our forward-looking statements are expressly qualified in their entirety by the cautionary statements contained or referenced in this section.

### APPLICATION OF CRITICAL ACCOUNTING ESTIMATES AND POLICIES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Management bases its estimates and judgments on historical experience and on various other factors that it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. On an ongoing basis, management evaluates such estimates and judgments and makes adjustments as deemed necessary. Actual results could differ from these estimates using different estimates and assumptions, or if conditions are significantly different in the future. See Note 1 (Summary of Significant Accounting Policies) to our consolidated financial statements included in our 2014 Form 10-K for additional information about our accounting policies.

We believe that there have been no significant changes to our critical accounting policies during the quarter ended June 30, 2015 as compared to those disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2014 Form 10-K.

## RESULTS OF OPERATIONS

The Company's chief operating decision makers evaluate the Company's performance in various ways, including: (1) the results of our 13 individual homebuilding operating segments and the results of our financial services operations; (2) the results of our three homebuilding reportable segments; and (3) our consolidated financial results.

In accordance with ASC 280, Segment Reporting ("ASC 280"), we have identified each homebuilding division as an operating segment as each homebuilding division engages in business activities from which it earns revenue, primarily from the sale and construction of single-family attached and detached homes, acquisition and development of land, and the occasional sale of lots to third parties. Our financial services operations generate revenue primarily from the origination, sale and servicing of mortgage loans and title services primarily for purchasers of the Company's homes and are included in our financial services reportable segment. In accordance with the aggregation criteria defined in ASC 280, we have determined our reportable segments as follows: Midwest homebuilding, Southern homebuilding, Mid-Atlantic homebuilding and financial services operations. The homebuilding operating segments included in each reportable segment have been aggregated because they share similar aggregation characteristics as prescribed in ASC 280 in the following regards: (1) long-term economic characteristics; (2) historical and expected future long-term gross margin percentages; (3) housing products, production processes and methods of distribution; and (4) geographical proximity.

The homebuilding operating segments that comprise each of our reportable segments are as follows:

|                       |                          |                           |
|-----------------------|--------------------------|---------------------------|
| Midwest               | Southern                 | Mid-Atlantic              |
| Columbus, Ohio        | Tampa, Florida           | Washington, D.C.          |
| Cincinnati, Ohio      | Orlando, Florida         | Charlotte, North Carolina |
| Indianapolis, Indiana | Houston, Texas           | Raleigh, North Carolina   |
| Chicago, Illinois     | San Antonio, Texas       |                           |
|                       | Austin, Texas            |                           |
|                       | Dallas/Fort Worth, Texas |                           |

### Overview

In the first half of 2015, we experienced generally favorable demand for new homes in most of our markets, reflecting positive underlying demographic and economic trends, including low interest rates and improved consumer confidence, employment levels and mortgage availability. These favorable conditions and the continued execution of our strategic business initiatives enabled us to achieve improvements in the quarter and first half ended June 30, 2015 compared to the same periods in 2014 for many of our financial and operating metrics, including total revenue, gross margin, pre-tax income, new contracts, average sales price of homes delivered, sales value in backlog, and the number of active communities.

For the quarter ended June 30, 2015, we recorded net income to common shareholders of \$12.1 million (\$0.43 per diluted share) compared to net income to common shareholders of \$12.3 million (\$0.44 per diluted share) for the three months ended June 30, 2014. Excluding a \$4.0 million, or \$0.13 per diluted share, benefit in 2014's second quarter from the reversal of our remaining state deferred tax valuation allowance, our net income to common shareholders and diluted earnings per share improved 45% and 39%, respectively, in the second quarter of 2015 compared to the second quarter of 2014. For the six months ended June 30, 2015, we recorded net income to common shareholders of \$20.5 million (\$0.74 per diluted share) compared to net income to common shareholders of \$23.7 million (\$0.85 per diluted share) for the six months ended June 30, 2014. Excluding a \$9.3 million, or \$0.31 per diluted share, benefit in 2014's first half from the reversal of our remaining state deferred tax valuation allowance, our net income to common shareholders and diluted earnings per share improved 41.7% and 37.0%, respectively, in the first half of 2015 compared to the same period in 2014.

### Summary of Company Financial Results

During the quarter ended June 30, 2015, we recorded total revenue of \$322.9 million, of which \$312.1 million was from homes delivered, \$1.8 million was from land sales and \$9.0 million was from our financial services operations. Revenue from homes delivered increased 14% driven primarily by a 11% increase in the average sales price of homes delivered (\$34,000 per home delivered) and the 25 unit increase in homes delivered in 2015's second quarter compared to the same period in 2014. During the first half of 2015, we recorded total revenue of \$586.0 million, of



which \$545.1 million was from homes delivered, \$23.9 million was from land sales and \$17.0 million was from our financial services operations. Revenue from homes delivered increased 10% driven primarily by a 10% increase in the average sales price of homes delivered (\$30,000 per home delivered) and the five unit increase in homes delivered in the first half of 2015 compared to the same period in 2014. Revenue from land sales increased \$15.8 million during 2015's first half primarily due to land sales in both our Southern and Mid-Atlantic regions compared to 2014 (as our homebuilding operations generate revenue from the sale of land in the normal course of operations). Revenue in our

financial services segment increased 38% to \$9.0 million and 19% to \$17.0 million in the three and six months ended June 30, 2015, respectively, compared to the same periods in 2014 due to the factors discussed below in our “Year Over Year Comparison” section.

Total gross margin increased \$10.7 million in the second quarter of 2015 compared to the second quarter of 2014 as a result of an \$8.2 million improvement in the gross margin of our homebuilding operations and a \$2.5 million improvement in the gross margin of our financial services operations. The improvement in the gross margin of our homebuilding operations was primarily due to a \$7.6 million improvement in housing gross margin compared to 2014's second quarter. The increase in housing gross margin resulted primarily from the 11% increase in the average sales price of homes delivered (\$34,000 per home delivered) and the 25 unit increase in homes delivered in the second quarter of 2015. For the six months ended June 30, 2015, total gross margin increased \$16.8 million compared to the first half of 2014 as a result of a \$14.1 million improvement in the gross margin of our homebuilding operations and a \$2.7 million improvement in the gross margin of our financial services operations. The improvement in the gross margin of our homebuilding operations during the first half of 2015 was primarily due to a \$9.6 million improvement in housing gross margin compared to 2014's first half and a \$3.7 million improvement in gross margin from strategic land sales made during the first quarter of 2015. The increase in housing gross margin resulted primarily from the 10% increase in the average sales price of homes delivered (\$30,000 per home delivered). We believe the increased sales prices during the three and six months ended June 30, 2015 were driven primarily by better pricing leverage in select locations and submarkets and shifts in both product and community mix. We sell a variety of home types in various communities and markets, each of which yields a different gross margin. As a result, housing gross margin may fluctuate up or down depending on the mix of communities delivering homes. The pricing improvements were partially offset by higher average lot and construction costs related to cost increases associated with homebuilding industry conditions and normal supply and demand dynamics. During the three and six months ended June 30, 2015 and 2014, we were able to pass a majority of the higher construction costs to our homebuyers in the form of higher sales prices. However, we cannot provide any assurance that our ability to pass such cost increases to our homebuyers through higher sales prices will continue.

Selling, general and administrative expense increased \$3.1 million for the three months ended June 30, 2015, which partially offset the increase in our gross margin discussed above, but improved as a percentage of revenue to 13.8% in the second quarter of 2015 compared to 14.7% in the second quarter of 2014. Selling expense increased \$2.7 million from 2014's second quarter but improved slightly as a percentage of revenue to 7.1% in 2015's second quarter compared to 7.2% for the same period in 2014. Variable selling expense for sales commissions contributed \$1.6 million to the increase due to the higher average sales price. The increase in selling expense was also attributable to a \$1.1 million increase in non-variable selling expense primarily related to start-up costs associated with our sales offices and models in our Austin and Dallas/Fort Worth markets as a result of our increased community count.

General and administrative expense increased \$0.4 million, from \$21.3 million in the second quarter of 2014 to \$21.7 million in the second quarter of 2015 but improved as a percentage of revenue from 7.6% in the second quarter of 2014 to 6.7% in the same period in 2015. This dollar increase was primarily due to a \$0.3 million increase in variable incentive compensation expense. Selling, general and administrative expense increased \$5.8 million for the six months ended June 30, 2015, but improved as a percentage of revenue to 13.9% in the first half of 2015 compared to 14.7% in the 2014's first half. Selling expense increased \$4.4 million to \$40.6 million from \$36.2 million in 2014's first six months but improved slightly as a percentage of revenue to 6.9% in 2015's first half compared to 7.0% for the same period in 2014. Variable selling expense for sales commissions contributed \$2.4 million to the increase due to the higher average sales price. The increase in selling expense was also attributable to a \$2.0 million increase in non-variable selling expense related to expenses associated with our sales offices and models. General and administrative expense increased \$1.4 million, from \$39.6 million in the first half of 2014 to \$41.0 million in 2015's first half but improved as a percentage of revenue from 7.7% in the first six months of 2014 to 7.0% in 2015's first six months. This dollar increase was primarily due to a \$0.7 million increase associated with our Austin and Dallas/Fort Worth markets, a \$0.4 million increase in variable incentive compensation expense, and a \$0.3 million increase in professional fees. We continue to focus on controlling our selling, general and administrative expense.

Outlook

We believe that low interest rates and improved consumer confidence, employment levels and mortgage availability will continue to support a modestly higher level of demand in the housing market through the remainder of 2015, when compared with 2014, and we expect total new home sales nationally in 2015 will exceed the total for 2014. We remain focused on increasing our profitability, continuing to grow our market share and investing in attractive land opportunities.

Given our expectations with respect to the housing market and homebuilding industry conditions, and our focus on improving long-term results, we will continue to emphasize the following strategic business objectives throughout the remainder of 2015:

- profitably growing our presence in our existing markets, including opening new communities;
- reviewing new markets for investment opportunities;
- maintaining a strong balance sheet; and
- emphasizing customer service, product quality and design, and premier locations.

Consistent with these objectives, we took a number of steps during the first six months of 2015 to position the Company for continued improvement through the remainder of 2015 and beyond, including investing \$94.8 million in land acquisitions and \$82.2 million in land development to help grow our presence in our existing markets. We currently estimate that we will spend approximately \$400 million to \$450 million on land purchases and land development in 2015. However, given varying results in each of our local markets, we will continue to adjust our strategies and investments based on housing demand and our performance in each of our markets. We opened 28 communities and closed 23 communities in the first half of 2015, ending 2015's first half with a total of 155 communities.

Going forward, we believe our abilities to leverage our fixed costs, obtain land at desired rates of return, and open and grow our active communities provide our best opportunities for continuing to improve our financial results. However, we can provide no assurance that the positive trends reflected in our financial and operating metrics in 2013 and 2014 will continue throughout the remainder of 2015.

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The following table shows, by segment: revenue; gross margin; selling, general and administrative expense; operating income (loss); and interest expense for the three and six months ended June 30, 2015 and 2014:

| (In thousands)                                      | Three Months Ended June<br>30, |           | Six Months Ended June<br>30, |           |
|---|--------------------------------|-----------|------------------------------|-----------|
|   | 2015                           | 2014      | 2015                         | 2014      |
| <b>Revenue:</b>                                     |                                |           |                              |           |
| Midwest homebuilding                                | \$118,141                      | \$85,549  | \$203,358                    | \$165,153 |
| Southern homebuilding                               | 105,399                        | 101,122   | 203,954                      | 181,322   |
| Mid-Atlantic homebuilding                           | 90,382                         | 88,467    | 161,671                      | 155,639   |
| Financial services (a)                              | 8,934                          | 6,470     | 17,032                       | 14,335    |
| Total revenue                                       | \$322,856                      | \$281,608 | \$586,015                    | \$516,449 |
| <b>Gross margin:</b>                                |                                |           |                              |           |
| Midwest homebuilding                                | \$22,975                       | \$16,382  | \$39,558                     | \$31,779  |
| Southern homebuilding                               | 21,104                         | 20,180    | 40,691                       | 35,396    |
| Mid-Atlantic homebuilding                           | 17,248                         | 16,555    | 29,956                       | 28,954    |
| Financial services (a)                              | 8,934                          | 6,470     | 17,032                       | 14,335    |
| Total gross margin                                  | \$70,261                       | \$59,587  | \$127,237                    | \$110,464 |
| <b>Selling, general and administrative expense:</b> |                                |           |                              |           |
| Midwest homebuilding                                | \$10,756                       | \$9,656   | \$19,543                     | \$17,810  |
| Southern homebuilding                               | 13,134                         | 11,531    | 24,130                       | 20,870    |
| Mid-Atlantic homebuilding                           | 8,982                          | 8,971     | 16,930                       | 16,577    |
| Financial services (a)                              | 3,689                          | 3,096     | 6,463                        | 5,935     |
| Corporate   | 8,079                          | 8,278     | 14,594                       | 14,624    |
| Total selling, general and administrative expense   | \$44,640                       | \$41,532  | \$81,660                     | \$75,816  |
| <b>Operating income (loss):</b>                     |                                |           |                              |           |
| Midwest homebuilding                                | \$12,219                       | \$6,726   | \$20,015                     | \$13,969  |
| Southern homebuilding                               | 7,970                          | 8,649     | 16,561                       | 14,526    |
| Mid-Atlantic homebuilding                           | 8,266                          | 7,584     | 13,026                       | 12,377    |
| Financial services (a)                              | 5,245                          | 3,374     | 10,569                       | 8,400     |
| Corporate   | (8,079)                        | (8,278)   | (14,594)                     | (14,624)  |
| Total operating income                              | \$25,621                       | \$18,055  | \$45,577                     | \$34,648  |
| <b>Interest expense:</b>                            |                                |           |                              |           |
| Midwest homebuilding                                | \$563                          | \$492     | \$1,887                      | \$1,761   |
| Southern homebuilding                               | 1,762                          | 1,368     | 3,536                        | 2,959     |
| Mid-Atlantic homebuilding                           | 1,030                          | 568       | 2,063                        | 1,563     |
| Financial services (a)                              | 395                            | 302       | 726                          | 617       |
| Total interest expense                              | \$3,750                        | \$2,730   | \$8,212                      | \$6,900   |
| Equity in income of unconsolidated joint ventures   | (14)                           | ) 22      | (212)                        | ) (40)    |
| Income before income taxes                          | \$21,885                       | \$15,303  | \$37,577                     | \$27,788  |

Our financial services operational results should be viewed in connection with our homebuilding business as its (a) operations originate loans and provide title services primarily for our homebuying customers, with the exception of a small amount of mortgage refinancing.



The following tables show total assets by segment at June 30, 2015 and December 31, 2014:

At June 30, 2015

| (In thousands)                                   | Midwest   | Southern  | Mid-Atlantic | Corporate,<br>Financial<br>Services and<br>Unallocated | Total       |
|--|-----------|-----------|--------------|--|-------------|
| Deposits on real estate under option or contract | \$4,995   | \$14,768  | \$ 3,510     | \$—  | \$23,273    |
| Inventory (a)                                    | 326,306   | 400,139   | 291,226      | —  | 1,017,671   |
| Investments in unconsolidated joint ventures     | 1,893     | 26,464    | —            | —  | 28,357      |
| Other assets                                     | 9,374     | 24,175    | 14,469       | 197,670  | 245,688     |
| Total assets                                     | \$342,568 | \$465,546 | \$ 309,205   | \$197,670  | \$1,314,989 |

At December 31, 2014

| (In thousands)                                   | Midwest   | Southern  | Mid-Atlantic | Corporate,<br>Financial<br>Services and<br>Unallocated | Total       |
|--|-----------|-----------|--------------|--|-------------|
| Deposits on real estate under option or contract | \$4,573   | \$14,752  | \$ 4,170     | \$—  | \$23,495    |
| Inventory (a)                                    | 303,037   | 331,938   | 260,119      | —  | 895,094     |
| Investments in unconsolidated joint ventures     | 1,764     | 26,005    | —            | —  | 27,769      |
| Other assets                                     | 7,933     | 16,829    | 7,536        | 232,754  | 265,052     |
| Total assets                                     | \$317,307 | \$389,524 | \$ 271,825   | \$232,754  | \$1,211,410 |

Inventory includes single-family lots; land and land development costs; land held for sale; homes under (a) construction; model homes and furnishings; community development district infrastructure; and consolidated inventory not owned.

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Reportable Segments

The following table presents, by reportable segment, selected operating and financial information as of and for the three and six months ended June 30, 2015 and 2014:

| (Dollars in thousands)                      | Three Months Ended June |           | Six Months Ended June |           |
|---|-------------------------|-----------|-----------------------|-----------|
|   | 30,<br>2015             | 2014      | 30,<br>2015           | 2014      |
| <b>Midwest Region</b>                       |                         |           |                       |           |
| Homes delivered                             | 351                     | 291       | 599                   | 550       |
| New contracts, net                          | 397                     | 394       | 817                   | 768       |
| Backlog at end of period                    | 723                     | 763       | 723                   | 763       |
| Average sales price of homes delivered      | \$336                   | \$293     | \$336                 | \$294     |
| Average sales price of homes in backlog     | \$371                   | \$324     | \$371                 | \$324     |
| Aggregate sales value of homes in backlog   | \$268,056               | \$247,068 | \$268,056             | \$247,068 |
| Revenue homes                               | \$117,785               | \$85,205  | \$201,334             | \$161,861 |
| Revenue third party land sales              | \$356                   | \$344     | \$2,024               | \$3,292   |
| Operating income homes                      | \$12,132                | \$6,635   | \$19,491              | \$12,971  |
| Operating income land                       | \$87                    | \$91      | \$524                 | \$998     |
| Number of average active communities        | 63                      | 64        | 63                    | 66        |
| Number of active communities, end of period | 62                      | 60        | 62                    | 60        |
| <b>Southern Region</b>                      |                         |           |                       |           |
| Homes delivered                             | 312                     | 330       | 587                   | 605       |
| New contracts, net                          | 407                     | 363       | 821                   | 699       |
| Backlog at end of period                    | 684                     | 543       | 684                   | 543       |
| Average sales price of homes delivered      | \$334                   | \$306     | \$323                 | \$296     |
| Average sales price of homes in backlog     | \$368                   | \$336     | \$368                 | \$336     |
| Aggregate sales value of homes in backlog   | \$251,450               | \$182,216 | \$251,450             | \$182,216 |
| Revenue homes                               | \$104,239               | \$100,966 | \$189,820             | \$179,112 |
| Revenue third party land sales              | \$1,160                 | \$156     | \$14,134              | \$2,210   |
| Operating income homes                      | \$7,918                 | \$8,623   | \$13,456              | \$14,379  |
| Operating income land                       | \$52                    | \$26      | \$3,105               | \$147     |
| Number of average active communities        | 57                      | 51        | 55                    | 51        |
| Number of active communities, end of period | 60                      | 50        | 60                    | 50        |
| <b>Mid-Atlantic Region</b>                  |                         |           |                       |           |
| Homes delivered                             | 256                     | 273       | 450                   | 476       |
| New contracts, net                          | 296                     | 259       | 570                   | 531       |
| Backlog at end of period                    | 387                     | 341       | 387                   | 341       |
| Average sales price of homes delivered      | \$352                   | \$319     | \$342                 | \$322     |
| Average sales price of homes in backlog     | \$355                   | \$343     | \$355                 | \$343     |
| Aggregate sales value of homes in backlog   | \$137,428               | \$116,937 | \$137,428             | \$116,937 |
| Revenue homes                               | \$90,088                | \$87,203  | \$153,958             | \$153,111 |
| Revenue third party land sales              | \$294                   | \$1,264   | \$7,713               | \$2,528   |
| Operating income homes                      | \$8,187                 | \$7,259   | \$11,196              | \$11,759  |
| Operating income land                       | \$79                    | \$325     | \$1,830               | \$618     |
| Number of average active communities        | 34                      | 37        | 35                    | 38        |
| Number of active communities, end of period | 33                      | 35        | 33                    | 35        |
| <b>Total Homebuilding Regions</b>           |                         |           |                       |           |
| Homes delivered                             | 919                     | 894       | 1,636                 | 1,631     |
| New contracts, net                          | 1,100                   | 1,016     | 2,208                 | 1,998     |
| Backlog at end of period                    | 1,794                   | 1,647     | 1,794                 | 1,647     |



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|   |           |           |           |           |
|---|-----------|-----------|-----------|-----------|
| Average sales price of homes delivered      | \$340     | \$306     | \$333     | \$303     |
| Average sales price of homes in backlog     | \$366     | \$332     | \$366     | \$332     |
| Aggregate sales value of homes in backlog   | \$656,935 | \$546,221 | \$656,934 | \$546,221 |
| Revenue homes                               | \$312,112 | \$273,374 | \$545,112 | \$494,084 |
| Revenue third party land sales              | \$1,810   | \$1,764   | \$23,871  | \$8,030   |
| Operating income homes                      | \$28,237  | \$22,517  | \$44,143  | \$39,109  |
| Operating income land                       | \$218     | \$442     | \$5,459   | \$1,763   |
| Number of average active communities        | 154       | 152       | 153       | 155       |
| Number of active communities, end of period | 155       | 145       | 155       | 145       |

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| (Dollars in thousands)                            | Three Months Ended June 30, |           | Six Months Ended June 30, |           |
|---|-----------------------------|-----------|---------------------------|-----------|
|   | 2015                        | 2014      | 2015                      | 2014      |
| Financial Services                                |                             |           |                           |           |
| Number of loans originated                        | 666                         | 607       | 1,234                     | 1,100     |
| Value of loans originated                         | \$182,400                   | \$154,048 | \$333,685                 | \$278,410 |
| Revenue   | \$8,934                     | \$6,470   | \$17,032                  | \$14,335  |
| Less: Selling, general and administrative expense | 3,689                       | 3,096     | 6,463                     | 5,935     |
| Interest expense                                  | 395                         | 302       | 726                       | 617       |
| Income before income taxes                        | \$4,850                     | \$3,072   | \$9,843                   | \$7,783   |

A home is included in “new contracts” when our standard sales contract is executed. “Homes delivered” represents homes for which the closing of the sale has occurred. “Backlog” represents homes for which the standard sales contract has been executed, but which are not included in homes delivered because closings for these homes have not yet occurred as of the end of the period specified.

The composition of our homes delivered, new contracts, net and backlog is constantly changing and may be based on a dissimilar mix of communities between periods as new communities open and existing communities wind down. Further, home types and individual homes within a community can range significantly in price due to differing square footage, option selections, lot sizes and quality and location of lots. These variations may result in a lack of meaningful comparability between homes delivered, new contracts, net and backlog due to the changing mix between periods.

#### Cancellation Rates

The following table sets forth the cancellation rates for each of our homebuilding segments for the three and six months ended June 30, 2015 and 2014:

|                         | Three Months Ended June 30, |        | Six Months Ended June 30, |        |   |  |  |
|-------------------------|-----------------------------|--------|---------------------------|--------|---|--|--|
|                         | 2015                        | 2014   | 2015                      | 2014   |   |  |  |
| Midwest                 | 15.5                        | % 15.6 | % 15.2                    | % 16.3 | % |  |  |
| Southern                | 15.4                        | % 17.7 | % 14.0                    | % 18.8 | % |  |  |
| Mid-Atlantic            | 10.0                        | % 9.4  | % 11.1                    | % 9.1  | % |  |  |
| Total cancellation rate | 14.1                        | % 14.9 | % 13.8                    | % 15.4 | % |  |  |

#### Seasonality

Typically, our homebuilding operations experience significant seasonality and quarter-to-quarter variability in homebuilding activity levels. In general, homes delivered increase substantially in the second half of the year compared to the first half of the year. We believe that this seasonality reflects the tendency of homebuyers to shop for a new home in the spring with the goal of closing in the fall or winter, as well as the scheduling of construction to accommodate seasonal weather conditions. Our financial services operations also experience seasonality because loan originations correspond with the delivery of homes in our homebuilding operations.

#### Year Over Year Comparison

Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014

Midwest Region. During the three months ended June 30, 2015, homebuilding revenue in our Midwest region increased \$32.6 million, from \$85.5 million in the second quarter of 2014 to \$118.1 million in the second quarter of 2015. This 38% increase in homebuilding revenue was the result of a 15% increase in the average sales price of homes delivered (\$43,000 per home delivered) and a 21% increase in the number of homes delivered (60 units). Operating income in our Midwest region increased \$5.5 million, from \$6.7 million during the second quarter of 2014 to \$12.2

million during the three months ended June 30, 2015. The increase in operating income was primarily the result of a \$6.6 million increase in our gross margin, offset, in part, by a \$1.1 million increase in selling, general, and administrative expense. Our Midwest region experienced a gross margin percentage of 19.4% for the second quarter of 2015 -- a 30 basis point improvement when compared to 19.1% for the same period in 2014. This improvement in our gross margin percentage was primarily reflective of the revenue improvements described above, partially offset by the higher lot and construction costs related to cost increases in labor and materials.

Selling, general and administrative expense increased \$1.1 million, from \$9.7 million for the quarter ended June 30, 2014 to \$10.8 million for the quarter ended June 30, 2015 but declined as a percentage of revenue to 9.1% compared to 11.3% for the same

period in 2014. The increase in selling, general and administrative expense was attributable to an increase in variable selling expenses resulting from increases in sales commissions produced by the higher average sales price of homes delivered.

During the three months ended June 30, 2015, we experienced a 1% increase in new contracts in our Midwest region, from 394 in the second quarter of 2014 to 397 in the second quarter of 2015. Average sales price in backlog increased to \$371,000 at June 30, 2015 compared to \$324,000 at June 30, 2014 due to higher-end product offerings and improving sub-market conditions. However, homes in backlog decreased 5% from 763 homes at June 30, 2014 to 723 homes at June 30, 2015 due to the increase in homes delivered during the second quarter of 2015 compared to prior year's second quarter, which experienced delays in construction due to harsh weather conditions in 2014's first half that impacted the timing of home deliveries during 2014's second quarter. During the three months ended June 30, 2015, we opened one community in our Midwest region compared to three during 2014's second quarter. Our monthly absorption rate in our Midwest region was 2.1 per community in the second quarter of 2015, the same as in the second quarter of 2014.

**Southern Region.** During the three months ended June 30, 2015, homebuilding revenue in our Southern region increased \$4.3 million, from \$101.1 million in the second quarter of 2014 to \$105.4 million in the second quarter of 2015. This 4% increase in homebuilding revenue was the result of a 9% increase in the average sales price of homes delivered (\$28,000 per home delivered) as well as a \$1.0 million increase in land sale revenue, offset, in part, by a 5% decrease in the number of homes delivered (18 units) which was primarily due to delays in construction and timing of home deliveries as a result of unfavorable weather conditions throughout much of the region, as well as the closing of certain communities that made significant contributions in prior year's second quarter.

Operating income in our Southern region decreased \$0.6 million from \$8.6 million in the second quarter of 2014 to \$8.0 million during the quarter ended June 30, 2015 as a result of a \$1.6 million increase in selling, general, and administrative expense offset partially by a \$1.0 million improvement in our gross margin during the quarter ended June 30, 2015. This improvement in our gross margin was primarily attributable to the increase in the average sales price of homes delivered described above, partially offset by the decline in homes delivered and higher lot and construction costs related to both the mix of homes delivered and cost increases in labor and materials.

Selling, general and administrative expense increased \$1.6 million from \$11.5 million in the second quarter of 2014 to \$13.1 million in the second quarter of 2015 and increased as a percentage of revenue to 12.5% for the three months ended June 30, 2015 from 11.4% for the second quarter of 2014. The increase in selling, general and administrative expense was attributable, in part, to a \$1.3 million increase in selling expense primarily associated with our Austin and Dallas/Fort Worth markets due to (1) a \$0.3 million increase in variable selling expenses resulting from increases in sales commissions from the higher average sales price of homes delivered and (2) a \$1.0 million increase in non-variable selling expenses primarily related to start-up costs associated with our sales offices and models as a result of our increased community count. The increase in selling, general and administrative expense was also attributable to a \$0.3 million increase in general and administrative expense, which was primarily related to expenses associated with our Austin and Dallas/Fort Worth divisions.

During the three months ended June 30, 2015, we experienced a 12% increase in new contracts in our Southern region, from 363 in the second quarter of 2014 to 407 for the second quarter of 2015, and a 26% increase in backlog from 543 homes at June 30, 2014 to 684 homes at June 30, 2015, primarily due to contributions from our new Austin and Dallas/Fort Worth divisions. Average sales price in backlog increased to \$368,000 at June 30, 2015 from \$336,000 at June 30, 2014 due to favorable shifts in product type and market mix. The increases in new contracts and backlog were primarily due to growth in our Texas operations. During the three months ended June 30, 2015, we opened nine communities in our Southern region compared to three during 2014's second quarter. Our monthly absorption rate in our Southern region was 2.4 per community in the second quarter of 2015, the same as in the second quarter of 2014.

**Mid-Atlantic Region.** During the three month period ended June 30, 2015, homebuilding revenue in our Mid-Atlantic region increased \$1.9 million from \$88.5 million in the second quarter of 2014 to \$90.4 million in the second quarter of 2015. This 2% increase in homebuilding revenue was the result of a 10% increase in the average sales price of homes delivered (\$33,000 per home delivered), offset, in part, by a 6% decrease in the number of homes delivered (17

units), as well as a \$1.0 million decrease in land sale revenue. Operating income in our Mid-Atlantic region increased \$0.7 million, from \$7.6 million in the second quarter of 2014 to \$8.3 million during the quarter ended June 30, 2015. The increase in operating income was the result of a \$0.7 million increase in our gross margin. Our Mid-Atlantic region experienced a gross margin percentage of 19.1% during the quarter ended June 30, 2015 -- a 40 basis point improvement when compared to 18.7% for the quarter ended June 30, 2014. These improvements in operating income and gross margin percentage were primarily reflective of the revenue improvements described above, partially offset by the higher lot and construction costs related to cost increases in labor and materials.

Selling, general and administrative expense remained flat for the second quarter of 2015 compared to prior year's second quarter but declined as a percentage of revenue from 10.1% to 9.9%.

During the three months ended June 30, 2015, we experienced a 14% increase in new contracts in our Mid-Atlantic region, from 259 in the second quarter of 2014 to 296 in the second quarter of 2015. Average sales price of homes in backlog increased from \$343,000 at June 30, 2014 to \$355,000 at June 30, 2015, and the number of homes in backlog increased 13% from 341 homes at June 30, 2014 to 387 homes at June 30, 2015. These improvements in new contracts and backlog were attributable to increased absorption rates and improved demand in the second quarter of 2015 compared to prior year. We opened four communities in our Mid-Atlantic region during the second quarter of 2015 compared to three during the second quarter of 2014. Our monthly absorption rate in our Mid-Atlantic region increased to 2.9 per community in the second quarter of 2015 from 2.3 per community in the second quarter of 2014. Financial Services. Revenue from our mortgage and title operations increased \$2.4 million (37%) from \$6.5 million in the second quarter of 2014 to \$8.9 million in the second quarter of 2015 mainly as a result of a 10% increase in the number of loan originations, from 607 in the second quarter of 2014 to 666 in the second quarter of 2015 and an 8% increase in the average loan amount from \$254,000 in the quarter ended June 30, 2014 to \$274,000 in the quarter ended June 30, 2015. In addition, we experienced higher margins on our loans sold than we experienced in 2014's second quarter due to more favorable market conditions.

We ended our second quarter of 2015 with a \$1.8 million increase in operating income compared to 2014's second quarter, which was primarily due to the increase in our revenue discussed above, offset, in part, by a \$0.6 million increase in selling, general and administrative expense compared to 2014's second quarter.

At June 30, 2015, M/I Financial provided financing services in all of our markets. Approximately 79% of our homes delivered during the second quarter of 2015 were financed through M/I Financial, compared to 77% in the same period in 2014. Capture rate is influenced by financing availability and can fluctuate from quarter to quarter.

Corporate Selling, General and Administrative Expense. Corporate selling, general and administrative expense decreased \$0.2 million, from \$8.3 million in the second quarter of 2014 to \$8.1 million in the second quarter of 2015. The decrease was primarily due to a decrease in variable incentive compensation expense.

Interest Expense - Net. Interest expense for the Company increased \$1.1 million, from \$2.7 million in the three months ended June 30, 2014 to \$3.8 million in the three months ended June 30, 2015. This increase was primarily the result of an increase in our weighted average borrowings from \$406.7 million in 2014's second quarter to \$534.2 million in 2015's second quarter primarily related to the increased borrowing under our Credit Facility. Partially offsetting this increase was a decline in our weighted average borrowing rate from 7.28% in the second quarter of 2014 to 6.26% for second quarter of 2015.

Income Taxes. Our overall effective tax rate was 39.0% for the three months ended June 30, 2015 and 11.4% for the same period in 2014. The lower effective rate for the three months ended June 30, 2014 was attributable to the effects of the deferred tax asset valuation allowance and federal and state tax net operating losses ("NOLs"), and there is no correlation between the effective tax rate and the amount of pre-tax income for the period.

Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014

Midwest Region. During the first half of 2015, homebuilding revenue in our Midwest region increased \$38.2 million, from \$165.2 million for the first six months of 2014 to \$203.4 million in the first six months of 2015. This 23% increase in homebuilding revenue was the result of a 14% increase in the average sales price of homes delivered (\$42,000 per home delivered) and by a 9% increase in the number of homes delivered (49 units), offset, in part, by a \$1.3 million decrease in land sale revenue. Operating income in our Midwest region increased \$6.0 million, from \$14.0 million during the first half of 2014 to \$20.0 million during the six months ended June 30, 2015. The increase in operating income was primarily the result of a \$7.7 million increase in our gross margin, offset, in part, by a \$1.7 million increase in selling, general, and administrative expense. Our Midwest region experienced a gross margin percentage of 19.5% for the first half of 2015 -- a 30 basis point improvement when compared to 19.2% for the same period in 2014. This improvement in our gross margin percentage was primarily reflective of the revenue improvements described above, partially offset by a \$0.5 million decrease in profit from land sales compared to the six months ended June 30, 2014, as well as higher lot and construction costs related to cost increases in labor and

materials.

Selling, general and administrative expense increased \$1.7 million, from \$17.8 million for the six month period ended June 30, 2014 to \$19.5 million for the first half ended June 30, 2015, but declined as a percentage of revenue to 9.6% compared to 10.8% for the same period in 2014. The increase in selling, general and administrative expense was primarily attributable to increases in variable selling expenses resulting from increases in sales commissions produced by the higher average sales price of homes delivered.

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During the six months ended June 30, 2015, we experienced a 6% increase in new contracts in our Midwest region, from 768 in the first half of 2014 to 817 in the first half of 2015. Average sales price in backlog increased to \$371,000 at June 30, 2015 compared to \$324,000 at June 30, 2014 due to higher-end product offerings and improving sub-market conditions. However, homes in backlog decreased 5% from 763 homes at June 30, 2014 to 723 homes at June 30, 2015 due to the increase in homes delivered during 2015's first half compared to prior year's first half, which experienced delays in construction due to harsh weather conditions in 2014's first half that impacted the timing of our home deliveries during the period. During the six months ended June 30, 2015, we opened seven communities in our Midwest region compared to six during 2014's first half. Our monthly absorption rate in our Midwest region increased to 2.2 per community for 2015's first half, compared to 1.9 per community for 2014's first half.

**Southern Region.** During the six months ended June 30, 2015, homebuilding revenue in our Southern region increased \$22.7 million, from \$181.3 million in the first half of 2014 to \$204.0 million in the first half of 2015. This 13% increase in homebuilding revenue was the result of a 9% increase in the average sales price of homes delivered (\$27,000 per home delivered) and an \$11.9 million increase in land sale revenue, offset, in part, by a 3% decrease in the number of homes delivered (18 units) which was primarily due to delays in construction and timing of home deliveries as a result of unfavorable weather conditions throughout much of the region, as well as the closing of certain communities that made significant contributions in prior year's first half. Operating income in our Southern region increased \$2.1 million, from \$14.5 million in 2014's first half to \$16.6 million during 2015's first half. The increase in operating income was primarily the result of a \$5.3 million increase in our gross margin during the first half of 2015, offset, in part, by a \$3.2 million increase in selling, general, and administrative expense. Our Southern region experienced a gross margin percentage of 20.0% for the first half ended June 30, 2015 -- a 50 basis point improvement when compared to 19.5% for the first half ended June 30, 2014. This improvement in our gross margin percentage was primarily reflective of the increase in the average sales price of homes delivered described above and a \$3.0 million increase in profit from land sales during the quarter, partially offset by higher lot and construction costs related to both the mix of homes delivered and cost increases in labor and materials.

Selling, general and administrative expense increased \$3.2 million from \$20.9 million in the first six months of 2014 to \$24.1 million in the first six months of 2015 and increased as a percentage of revenue to 11.8% for the six months ended June 30, 2015 from 11.5% for the same period in 2014. The increase in selling, general and administrative expense was attributable, in part, to a \$2.2 million increase in selling expense associated primarily with our Austin and Dallas/Fort Worth markets, due to (1) a \$0.6 million increase in variable selling expenses resulting from increases in sales commissions from the higher average sales price of homes delivered and (2) a \$1.6 million increase in non-variable selling expenses primarily related to start-up costs associated with our sales offices and models as a result of our increased community count. The increase in selling, general and administrative expense was also attributable to a \$1.0 million increase in general and administrative expense, which was primarily due to a \$0.7 million increase in expenses associated with our Austin and Dallas/Fort Worth divisions, as well as a \$0.3 million increase in variable incentive compensation expenses.

During the six month period ended June 30, 2015, we experienced a 17% increase in new contracts in our Southern region, from 699 in 2014's first half to 821 in 2015's first half, and a 26% increase in backlog from 543 homes at June 30, 2014 to 684 homes at June 30, 2015, primarily due to contributions from our new Austin and Dallas/Fort Worth divisions. Average sales price in backlog increased to \$368,000 at June 30, 2015 from \$336,000 at June 30, 2014 due to favorable shifts in product type and market mix. The increases in new contracts and backlog were primarily due to growth in our Texas operations. During the six months ended June 30, 2015, we opened 15 communities in our Southern region compared to eight during 2014's first half. Our monthly absorption rate in our Southern region increased to 2.5 per community in the first half of 2015, compared to 2.3 per community in the first half of 2014.

**Mid-Atlantic Region.** During the six months ended June 30, 2015, homebuilding revenue in our Mid-Atlantic region increased \$6.1 million from \$155.6 million in the first half of 2014 to \$161.7 million in the first half of 2015. This 4% increase in homebuilding revenue was the result of a 6% increase in the average sales price of homes delivered (\$20,000 per home delivered) and a \$5.2 million increase in land sale revenue, offset, in part, by a 5% decrease in the number of homes delivered (26 units). Operating income in our Mid-Atlantic region increased \$0.6 million, from



\$12.4 million in 2014's first half to \$13.0 million during 2015's first half. The increase in operating income was primarily the result of a \$0.9 million increase in our gross margin during the first half of 2015, offset, in part, by a \$0.3 million increase in selling, general, and administrative expense. Gross margin percentage declined slightly by 10 basis points to 18.5% compared to 18.6% for 2014's first half in our Mid-Atlantic region. This decline in gross margin percentage resulted from cost increases in labor and materials associated with housing market conditions, market mix, and shifts in product type, offset, in part, by a \$1.2 million increase in profit from land sales during the period.

Selling, general and administrative expense increased \$0.3 million from \$16.6 million in the first six months of 2014 to \$16.9 million in the first six months of 2015 but declined as a percentage of revenue from 10.7% to 10.5%. The increase in selling, general and

administrative expense was primarily attributable to an increase in variable selling expenses resulting from increases in sales commissions produced by the higher average sales price of homes delivered.

During the six month period ended June 30, 2015, we experienced a 7% increase in new contracts in our Mid-Atlantic region, from 531 in the first half of 2014 to 570 in the first half of 2015. Average sales price of homes in backlog increased from \$343,000 at June 30, 2014 to \$355,000 at June 30, 2015, and the number of homes in backlog increased 13% from 341 homes at June 30, 2014 to 387 homes at June 30, 2015. These improvements in new contracts and backlog were attributable to increased absorption rates and improved demand. We opened six communities in our Mid-Atlantic region during 2015's first six months compared to eight during 2014's first six months. Our monthly absorption rate in our Mid-Atlantic region increased to 2.7 per community in the first half of 2015 from 2.4 per community in the first half of 2014.

Financial Services. Revenue from our mortgage and title operations increased \$2.7 million (19%) from \$14.3 million in the first half of 2014 to \$17.0 million in the first half of 2015 primarily as a result of a 12% increase in the number of loan originations, from 1,100 in the first half of 2014 to 1,234 in the first half of 2015, and a 7% increase in the average loan amount from \$253,000 in the six months ended June 30, 2014 to \$270,000 in the six months ended June 30, 2015. In addition, we experienced higher margins on our loans sold than we experienced in 2014's first half.

We ended our first half of 2015 with a \$2.2 million increase in operating income compared to the first half of 2014, which was primarily due to the increase in our revenue discussed above, offset, in part, by the \$0.5 million decline in selling, general and administrative expense compared to 2014's first half.

At June 30, 2015, M/I Financial provided financing services in all of our markets. Approximately 81% of our homes delivered during the first half of 2015 were financed through M/I Financial, compared to 77% in the same period in 2014. Capture rate is influenced by financing availability and can fluctuate from quarter to quarter.

Corporate Selling, General and Administrative Expense. Corporate selling, general and administrative expense remained flat at \$14.6 million for the six months ended June 30, 2015 compared to the six months ended June 30, 2014.

Interest Expense - Net. Interest expense for the Company increased \$1.3 million, from \$6.9 million in the six months ended June 30, 2014 to \$8.2 million in the six months ended June 30, 2015. This increase was primarily the result of an increase in our weighted average borrowings from \$403.9 million in first half of 2014 to \$518.6 million in first half of 2015 primarily related to the increased borrowing under our Credit Facility. Partially offsetting this increase was a decline in our weighted average borrowing rate from 7.33% in the first half of 2014 to 6.38% for 2015's first half, as well as an increase in our capitalized interest related to increased land development during the first half of 2015 compared to prior year.

Earnings from Unconsolidated Joint Ventures. Earnings from unconsolidated joint ventures represent our portion of pre-tax earnings from our joint ownership and development agreements, joint ventures and other similar arrangements. During the six months ended June 30, 2015 and 2014, the Company earned \$0.2 million and less than \$0.1 million in equity in income from unconsolidated joint ventures, respectively.

Income Taxes. Our overall effective tax rate was 39.0% for the six months ended June 30, 2015 and 5.8% for the same period in 2014. The lower effective rate for the six months ended June 30, 2014 was attributable to the effects of the deferred tax asset valuation allowance and federal and state tax net operating losses ("NOLs"), and there is no correlation between the effective tax rate and the amount of pre-tax income for the period.

## LIQUIDITY AND CAPITAL RESOURCES

### Overview of Capital Resources and Liquidity.

At June 30, 2015, we had \$26.9 million of cash, cash equivalents and restricted cash, with \$21.8 million of this amount comprised of unrestricted cash and cash equivalents, which represents a \$6.2 million increase in unrestricted cash and cash equivalents from December 31, 2014. This increase was primarily a result of our increased borrowings under our Credit Facility during the first half of 2015, which exceeded our increased investment in inventory. Our principal uses of cash for the six months ended June 30, 2015 were investment in land and land development,

construction of homes, mortgage loan originations, investment in joint ventures, operating expenses, and short-term working capital and debt service requirements, including the repayment of amounts outstanding under our credit lines. In order to fund these uses of cash, we used proceeds from home deliveries and the sale of mortgage loans, as well as excess cash balances, borrowings under our credit facilities, and other sources of liquidity.

We are actively acquiring and developing lots in our markets to replenish and grow our lot supply and active community count. As was the case in 2014 and in the first six months of 2015, we expect our cash outlays for land purchases, land development,

home construction and operating expenses will exceed our cash generated by operations during the third quarter of 2015. However, we expect our cash provided by operating activities will be positive in the fourth quarter of 2015 as we anticipate a high volume of home deliveries in the fourth quarter (consistent with our seasonal pattern of home deliveries). We expect to continue to utilize our Credit Facility throughout the remainder of 2015, subject to the effect of any capital markets transactions or other additional financings by the Company and any repayments or redemptions of outstanding debt.

During the first half of 2015, we delivered 1,636 homes, started 2,108 homes, and spent \$94.8 million on land purchases and \$82.2 million on land development. Based upon our business activity levels, market conditions, and opportunities for land in our markets, we currently estimate that we will spend approximately \$400 million to \$450 million on land purchases and land development during 2015, including the \$177.0 million spent during the first six months of 2015.

We also continue to enter into land option agreements, taking into consideration current and projected market conditions, to secure land for the construction of homes in the future. Pursuant to these land option agreements, as of June 30, 2015, we had purchase agreements to acquire \$495.6 million of land and lots during the remainder of 2015 through 2021.

Land transactions are subject to a number of factors, including our financial condition and market conditions, as well as satisfaction of various conditions related to specific properties. We will continue to monitor market conditions and our ongoing pace of home deliveries and adjust our land spending accordingly. The planned increase in our land spending in 2015 compared to 2014 is driven primarily by the growth of our business. In addition, a larger portion of our land investment may continue to shift from developed lot purchases to acquisition and development of undeveloped land, which would result in increased inventory levels.

**Operating Cash Flow Activities.** During the six month period ended June 30, 2015, we used \$46.2 million of cash in operating activities, compared to \$66.7 million of cash used in operating activities during the first half of 2014. This net decrease in cash used in operating activities was primarily due to a \$14.5 million decrease in the change in inventory due to a greater dollar value of home closings in the first half of 2015 compared with the prior year's first half.

**Investing Cash Flow Activities.** During the first half of 2015, we used \$4.0 million of cash in investing activities, compared to using \$9.2 million of cash in investing activities during the first half of 2014. This \$5.2 million decrease in cash usage was primarily due to reducing the amount of the increase in our investment in our unconsolidated joint ventures by \$9.3 million during the first half of 2015 compared to the 2014's first half, offset, in part, by the \$2.1 million decrease in cash provided by the sale of mortgage servicing rights during the first half of 2014 and the \$2.2 million decrease in the change in restricted cash.

**Financing Cash Flow Activities.** During the six months ended June 30, 2015, we generated \$56.5 million of cash from financing activities, compared to using \$19.2 million of cash during the first six months of 2014. The \$75.7 million increase in cash generated from financing activities was due to increased borrowings under our Credit Facility.

At June 30, 2015 and December 31, 2014, our ratio of net debt to net capital was 48% and 47%, respectively, calculated as total debt minus total cash, cash equivalents and restricted cash, divided by the sum of total debt minus total cash, cash equivalents and restricted cash plus shareholders' equity. The increase compared to December 31, 2014 was due to higher debt levels at March 31, 2014. We believe that this ratio provides useful information regarding our financial position, for understanding the leverage employed in our operations and for comparing us with other homebuilders.

We fund our operations with cash flows from operating activities, including proceeds from home deliveries, land sales and the sale of mortgage loans. We believe that these sources of cash, along with our balance of unrestricted cash and borrowings available under our credit facilities, will be sufficient to fund our currently anticipated working capital needs, investment in land and land development, construction of homes, operating expenses, planned capital spending,

and debt service requirements for at least the next twelve months. In addition, we routinely monitor current operational requirements, financial market conditions, and credit relationships and we may choose to seek additional capital by issuing new debt and/or equity securities to strengthen our liquidity or our long-term capital structure. The financing needs of our homebuilding and financial services operations depend on anticipated sales volume in the current year as well as future years, inventory levels and related turnover, forecasted land and lot purchases, debt maturity dates, and other factors. If we seek such additional capital, there can be no assurance that we would be able to obtain such additional capital on terms acceptable to us, if at all, and such additional equity or debt financing could dilute the interests of our existing shareholders and/or increase our interest costs.

The Company is a party to three primary credit agreements: (1) a \$300 million unsecured revolving credit facility dated July 18, 2013, as amended by a First Amendment dated October 20, 2014, with M/I Homes, Inc. as borrower and guaranteed by the Company's wholly owned homebuilding subsidiaries (the "Credit Facility"); (2) a \$110 million secured mortgage warehousing agreement, dated March 29, 2013, with M/I Financial as borrower, as most recently amended on June 26, 2015(the "MIF Mortgage

Warehousing Agreement”); and (3) a \$15 million mortgage repurchase agreement dated November 13, 2012, with M/I Financial as borrower, as most recently amended on November 4, 2014 (the “MIF Mortgage Repurchase Facility”). Included in the table below is a summary of our available sources of cash from the Credit Facility, the MIF Mortgage Warehousing Agreement and the MIF Mortgage Repurchase Facility as of June 30, 2015:

| (In thousands)                         | Expiration Date | Outstanding Balance | Available Amount |
|--|-----------------|---------------------|------------------|
| Notes payable – homebuilding (a)       | 10/20/2018      | \$105,600           | \$167,149        |
| Notes payable – financial services (b) | (b)             | \$69,681            | \$674            |

The available amount under the Credit Facility is computed in accordance with the borrowing base calculation, which totaled \$462.4 million of availability at June 30, 2015, such that the full \$300 million commitment amount of the facility was available, less any borrowings and letters of credit outstanding. There were \$105.6 million borrowings and \$27.3 million of letters of credit outstanding at June 30, 2015, leaving \$167.1 million available. The commitment amount can be increased from \$300 million up to \$400 million in the aggregate, contingent on obtaining additional commitments from lenders. The Credit Facility has an expiration date of October 20, 2018. The available amount is computed in accordance with the borrowing base calculations under the MIF Mortgage Warehousing Agreement and the MIF Mortgage Repurchase Facility, each of which may be increased by pledging additional mortgage collateral. The maximum aggregate commitment amount of M/I Financial's warehousing agreements as of June 30, 2015 was \$125 million. On June 26, 2015, M/I Financial entered into a third amendment of the MIF Mortgage Warehousing Agreement which extended the expiration date to June 24, 2016. The MIF Mortgage Repurchase Facility has an expiration date of November 3, 2015.

Notes Payable - Homebuilding.

#### Homebuilding Credit Facility.

The Credit Facility provides for an aggregate commitment amount of \$300 million, including a \$125 million sub-facility for letters of credit. In addition, the Credit Facility has an accordion feature under which the Company may increase the aggregate commitment amount up to \$400 million, subject to certain conditions, including obtaining additional commitments from existing or new lenders. The Credit Facility matures on October 20, 2018. Interest on amounts borrowed under the Credit Facility is payable at either the Alternate Base Rate plus an initial margin of 150 basis points, or at the Eurodollar Rate plus a margin of 250 basis points, in each case subject to adjustment based on the Company's leverage ratio.

Borrowings under the Credit Facility constitute senior, unsecured indebtedness and availability is subject to, among other things, a borrowing base calculated using various advance rates for different categories of inventory. The Credit Facility contains various representations, warranties and affirmative, negative and financial covenants which require, among other things, that the Company maintain (1) a minimum level of Consolidated Tangible Net Worth of \$372.1 million (which amount is subject to increase over time based on earnings and proceeds from equity offerings), (2) a leverage ratio not in excess of 60%, and (3) either a minimum Interest Coverage Ratio of 1.5 to 1.0 or a minimum liquidity amount. In addition, the Credit Facility contains covenants that limit the Company's number of unsold housing units and model homes, as well as the amount of Investments in Unrestricted Subsidiaries and Joint Ventures. The Company's obligations under the Credit Facility are guaranteed by all of the Company's subsidiaries, with the exception of subsidiaries that are primarily engaged in the business of mortgage financing, title insurance or similar financial businesses relating to the homebuilding and home sales business, certain subsidiaries that are not 100%-owned by the Company or another subsidiary, and other subsidiaries designated by the Company as Unrestricted Subsidiaries (as defined in Note 11), subject to limitations on the aggregate amount invested in such Unrestricted Subsidiaries. The guarantors for the Credit Facility are the same subsidiaries that guarantee our 8.625% Senior Notes due 2018 (the “2018 Senior Notes”), 3.25% Convertible Senior Subordinated Notes due 2017 (the “2017 Convertible Senior Subordinated Notes”), and 3.0% Convertible Senior Subordinated Notes due 2018 (the “2018 Convertible Senior Subordinated Notes”).



As of June 30, 2015, the Company was in compliance with all covenants of the Credit Facility, including financial covenants. The following table summarizes the most significant restrictive covenant thresholds under the Credit Facility and our compliance with such covenants as of June 30, 2015:

| Financial Covenant  | Covenant Requirement  | Actual     |
|---|-----------------------|------------|
|   | (Dollars in millions) |            |
| Consolidated Tangible Net Worth                             | ≥ \$372.1             | \$517.8    |
| Leverage Ratio  | ≤ 0.60                | 0.49       |
| Interest Coverage Ratio                                     | ≥ 1.5 to 1.0          | 4.0 to 1.0 |
| Investments in Unrestricted Subsidiaries and Joint Ventures | ≤ \$155.3             | \$17.6     |
| Unsold Housing Units and Model Homes                        | ≤ 1,304               | 785        |

Homebuilding Letter of Credit Facilities. The Company is party to three secured credit agreements for the issuance of letters of credit outside of the Credit Facility (collectively, the “Letter of Credit Facilities”), with maturity dates ranging from August 31, 2014 to June 1, 2017. Under the terms of the Letter of Credit Facilities, letters of credit can be issued for maximum terms ranging from one year up to three years. The Letter of Credit Facilities contain cash collateral requirements ranging from 101% to 105%. Upon maturity or the earlier termination of the Letter of Credit Facilities, letters of credit that have been issued under the Letter of Credit Facilities remain outstanding with cash collateral in place through the respective expiration dates.

The agreements governing the Letter of Credit Facilities contain limits for the issuance of letters of credit ranging from \$5.0 million to \$10.0 million, for a combined letter of credit capacity of \$20.0 million, of which \$4.0 million was uncommitted at June 30, 2015 and could be withdrawn at any time. As of June 30, 2015, there was a total of \$4.9 million of letters of credit issued under the Letter of Credit Facilities, which was collateralized with \$5.0 million of restricted cash.

Notes Payable - Financial Services.

MIF Mortgage Warehousing Agreement. The MIF Mortgage Warehousing Agreement is used to finance eligible residential mortgage loans originated by M/I Financial. The Agreement provides a maximum borrowing availability of \$110 million and an accordion feature which allows for an increase of the maximum borrowing availability of up to an additional \$20 million (subject to certain conditions, including obtaining additional commitments from existing or new lenders). The maximum principal amount permitted to be outstanding at any one time in aggregate under all warehouse credit lines is \$150 million. On June 26, 2015, the Company entered into a third amendment of the MIF Mortgage Warehousing Agreement, which, among other things, extended the expiration date to June 24, 2016 and adjusted the interest rate to a per annum rate equal to the greater of (1) the floating LIBOR rate plus 250 basis points and (2) 3.0%. The rate had previously been a per annum rate equal to the greater of (1) the floating LIBOR rate plus 275 basis points and (2) 3.0%.

The MIF Mortgage Warehousing Agreement is secured by certain mortgage loans originated by M/I Financial and that are being “warehoused” prior to their sale to investors. The MIF Mortgage Warehousing Agreement provides for limits with respect to certain loan types that can secure outstanding borrowings. There are currently no guarantors of the MIF Mortgage Warehousing Agreement, although M/I Financial may, at its election, designate from time to time any one or more of its subsidiaries as guarantors.

As of June 30, 2015, there was \$57.2 million outstanding under the MIF Mortgage Warehousing Agreement and M/I Financial was in compliance with all covenants. The financial covenants, as more fully described and defined in the MIF Mortgage Warehousing Agreement, are summarized in the following table, which also sets forth M/I Financial’s compliance with such covenants as of June 30, 2015:

| Financial Covenant | Covenant Requirement | Actual |
|--------------------|----------------------|--------|
|--------------------|----------------------|--------|



|                     |   | (Dollars in millions) |            |
|---------------------|---|-----------------------|------------|
| Leverage Ratio      | ≤ | 10.0 to 1.0           | 4.3 to 1.0 |
| Liquidity           | ≥ | \$5.5                 | \$10.2     |
| Adjusted Net Income | > | \$0.0                 | \$8.0      |
| Tangible Net Worth  | ≥ | \$11.0                | \$18.3     |

MIF Mortgage Repurchase Facility. The MIF Mortgage Repurchase Facility is used to finance eligible residential mortgage loans originated by M/I Financial and is structured as a mortgage repurchase facility with a maximum borrowing availability of \$15 million and an expiration date of November 3, 2015. M/I Financial pays interest on each advance under the MIF Mortgage Repurchase Facility at a per annum rate equal to the floating LIBOR rate plus 275 or 300 basis points depending on the loan type. The covenants in the MIF Mortgage Repurchase Facility are substantially similar to the covenants in the MIF Mortgage Warehousing

Agreement. The MIF Mortgage Repurchase Facility provides for limits with respect to certain loan types that can secure outstanding borrowings, which are substantially similar to the restrictions in the MIF Mortgage Warehousing Agreement. There are currently no guarantors of the MIF Mortgage Repurchase Facility. As of June 30, 2015, there was \$12.5 million outstanding under the MIF Mortgage Repurchase Facility. M/I Financial was in compliance with all financial covenants as of June 30, 2015.

Senior Notes and Convertible Senior Subordinated Notes.

8.625% Senior Notes. In November 2010, the Company issued \$200 million aggregate principal amount of 8.625% Senior Notes due 2018. In May 2012, we issued an additional \$30 million of 2018 Senior Notes under our 2018 Senior Notes indenture for a total outstanding balance of \$230 million. The Company may redeem all or any portion of the 2018 Senior Notes at a stated redemption price, together with accrued and unpaid interest thereon. The redemption price currently equals 104.313% of the principal amount outstanding, but will decline to 102.156% of the principal amount outstanding if redeemed during the 12-month period beginning on November 15, 2015, and will further decline to 100.000% of the principal amount outstanding if redeemed on or after November 15, 2016, but prior to maturity.

The 2018 Senior Notes contain certain covenants, as more fully described and defined in the indenture, which limit the ability of the Company and the restricted subsidiaries to, among other things: incur additional indebtedness; make certain payments, including dividends, or repurchase any shares, in an aggregate amount exceeding our “restricted payments basket”; make certain investments; and create or incur certain liens, consolidate or merge with or into other companies, or liquidate or sell or transfer all or substantially all of our assets. These covenants are subject to a number of exceptions and qualifications as described in the indenture governing the 2018 Senior Notes. As of June 30, 2015, the Company was in compliance with all terms, conditions, and covenants under the indenture.

See [Note 7](#) for more information regarding the 2018 Senior Notes.

3.0% Convertible Senior Subordinated Notes. In March 2013, the Company issued \$86.3 million aggregate principal amount of 3.0% Convertible Senior Subordinated Notes due 2018. The conversion rate initially equals 30.9478 shares per \$1,000 of their principal amount. This corresponds to an initial conversion price of approximately \$32.31 per common share, which equates to approximately 2.7 million common shares. See [Note 7](#) for more information regarding the 2018 Convertible Senior Subordinated Notes.

3.25% Convertible Senior Subordinated Notes. In September 2012, the Company issued \$57.5 million aggregate principal amount of 3.25% Convertible Senior Subordinated Notes due 2017. The conversion rate initially equals 42.0159 shares per \$1,000 of principal amount. This corresponds to an initial conversion price of approximately \$23.80 per common share which equates to approximately 2.4 million common shares. See [Note 7](#) for more information regarding the 2017 Convertible Senior Subordinated Notes.

Weighted Average Borrowings. For the three months ended June 30, 2015 and 2014, our weighted average borrowings outstanding were \$534.2 million and \$406.7 million, respectively, including the principal amounts outstanding under our 2018 Senior Notes, our 2017 Convertible Senior Subordinated Notes and our 2018 Convertible Senior Subordinated Notes, with a weighted average interest rate of 6.26% and 7.28%, respectively. The increase in our weighted average borrowings related to an increase in borrowings under the Credit Facility during the quarter compared to 2014's second quarter. The decline in our weighted average borrowing rate was also primarily due to the increase in borrowings under the Credit Facility, which has a lower rate.

At June 30, 2015, we had \$105.6 million outstanding under the Credit Facility. During the six months ended June 30, 2015, the average daily amount outstanding under the Credit Facility was \$95.5 million and the maximum amount outstanding under the Credit Facility was \$134.9 million. Based on our current anticipated spending on land acquisition and development in the second half of 2015, and associated increases in our investment in inventory, including land and houses under construction, we expect to borrow under the Credit Facility during the remainder of

2015, with an estimated peak amount outstanding of approximately \$200 million. The actual amount borrowed in 2015 (and the peak amount outstanding) and related timing are subject to numerous factors, including the timing and amount of land and house construction expenditures, payroll and other general and administrative expenses, cash receipts from home deliveries, other cash receipts and payments, any capital markets transactions or other additional financings by the Company and any repayments or redemptions of outstanding debt. The Company may experience significant variation in cash and Credit Facility balances from week to week due to the timing of such receipts and payments.

There were \$27.3 million of letters of credit issued and outstanding under the Credit Facility at June 30, 2015. During the six months ended June 30, 2015, the average daily amount of letters of credit outstanding under the Credit Facility was \$27.8 million and the maximum amount of letters of credit outstanding under the Credit Facility was \$29.7 million.

At June 30, 2015, M/I Financial had \$57.2 million outstanding under the MIF Mortgage Warehousing Agreement. During the six months ended June 30, 2015, the average daily amount outstanding under the MIF Mortgage Warehousing Agreement was \$34.2 million and the maximum amount outstanding was \$70.6 million.

At June 30, 2015, M/I Financial had \$12.5 million outstanding under the MIF Mortgage Repurchase Facility. During the six months ended June 30, 2015, the average daily amount outstanding under the MIF Mortgage Repurchase Facility was \$6.7 million and the maximum amount outstanding was \$14.8 million.

Preferred Shares. On March 15, 2007, we issued 4,000,000 depositary shares, each representing 1/1000<sup>th</sup> of a Series A Preferred Share, or 4,000 Series A Preferred Shares in the aggregate, for net proceeds of \$96.3 million. The Series A Preferred Shares have a liquidation preference equal to \$25 per depositary share (plus an amount equal to all accrued and unpaid dividends (whether or not earned or declared) for the then current quarterly dividend period accrued to but excluding the date of final distribution). Dividends on the Series A Preferred Shares are non-cumulative and, if declared by us, are paid at an annual rate of 9.75%. Dividends are payable quarterly in arrears, if declared by us, on March 15, June 15, September 15 and December 15. If there is a change of control of the Company and if the Company's corporate credit rating is withdrawn or downgraded to a certain level (together constituting a "change of control event"), the dividends on the Series A Preferred Shares will increase to 10.75% per year. We may redeem the Series A Preferred Shares in whole or in part (provided, that any redemption that would reduce the aggregate liquidation preference of the Series A Preferred Shares below \$25 million in the aggregate would be restricted to a redemption in whole only) at any time or from time to time at a cash redemption price equal to \$25 per depositary share (plus an amount equal to all accrued and unpaid dividends (whether or not earned or declared) for the then current quarterly dividend period accrued to but excluding the redemption date). Holders of the Series A Preferred Shares have no right to require redemption of the Series A Preferred Shares. The Series A Preferred Shares have no stated maturity, are not subject to any sinking fund provisions, are not convertible into any other securities, and will remain outstanding indefinitely unless redeemed by us. Holders of the Series A Preferred Shares have no voting rights, except with respect to those specified matters set forth in the Company's Amended and Restated Articles of Incorporation or as otherwise required by applicable Ohio law, and no preemptive rights. The outstanding depositary shares are listed on the New York Stock Exchange under the trading symbol "MHO-PrA." There is no separate public trading market for the Series A Preferred Shares except as represented by the depositary shares.

The indenture governing our 2018 Senior Notes limits our ability to pay dividends on, and repurchase, our common shares and Series A Preferred Shares to the amount of the positive balance in our "restricted payments basket," as defined in the indenture. The restricted payments basket was \$154.5 million at June 30, 2015. We are permitted by the indenture to pay dividends on, and repurchase, our common shares and Series A Preferred Shares to the extent of such positive balance in our restricted payments basket. We declared and paid a quarterly dividend of \$609.375 per share on our Series A Preferred Shares in the second quarter of 2015 and 2014 for \$1.2 million and have paid an aggregate dividend payment of \$2.4 million for the six months ended June 30, 2015 and 2014. The determination to pay future dividends on, and make future repurchases of our common shares and Series A Preferred Shares will be at the discretion of our board of directors and will depend upon our results of operations, financial condition, capital requirements and compliance with debt covenants and the terms of our Series A Preferred Shares, and other factors deemed relevant by our board of directors.

Universal Shelf Registration. In October 2013, the Company filed a \$400 million universal shelf registration statement with the SEC, which registration statement became effective on December 20, 2013. Pursuant to the registration statement, the Company may, from time to time, offer debt securities, common shares, preferred shares, depositary shares, warrants to purchase debt securities, common shares, preferred shares, depositary shares or units of two or more of those securities, rights to purchase debt securities, common shares, preferred shares or depositary shares, stock purchase contracts and units. The timing and amount of offerings, if any, will depend on market and general business conditions.

## CONTRACTUAL OBLIGATIONS

There have been no material changes to our contractual obligations appearing in the Contractual Obligations section of Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2014.

OFF-BALANCE SHEET ARRANGEMENTS

Notes 3, 5 and 6 discuss our off-balance sheet arrangements with respect to land acquisition contracts and option agreements, and land development joint ventures, including the nature and amounts of financial obligations relating to these items. In addition, these Notes discuss the nature and amounts of certain types of commitments that arise in the ordinary course of our land development and homebuilding operations, including commitments of land development joint ventures for which we might be obligated.

Our off-balance sheet arrangements relating to our homebuilding operations include unconsolidated joint ventures, land option agreements, guarantees and indemnifications associated with acquiring and developing land, and the issuance of letters of credit and completion bonds. Our use of these arrangements is for the purpose of securing the most desirable lots on which to build homes for our homebuyers in a manner that we believe reduces the overall risk to the Company. Additionally, in the ordinary course of its business, our financial services operations issue guarantees and indemnities relating to the sale of loans to third parties.

**Land Option Agreements.** In the ordinary course of business, the Company enters into land option or purchase agreements for which we generally pay non-refundable deposits. Pursuant to these land option agreements, the Company provides a deposit to the seller as consideration for the right to purchase land at different times in the future, usually at predetermined prices. In accordance with ASC 810, we analyze our land option or purchase agreements to determine whether the corresponding land sellers are VIEs and, if so, whether we are the primary beneficiary.

Although we do not have legal title to the optioned land, ASC 810 requires a company to consolidate a VIE if the company is determined to be the primary beneficiary. In cases where we are the primary beneficiary, even though we do not have title to such land, we are required to consolidate these purchase/option agreements and reflect such assets and liabilities as Consolidated Inventory not Owned in our Unaudited Condensed Consolidated Balance Sheets. At both June 30, 2015 and December 31, 2014, we have concluded that we were not the primary beneficiary of any VIEs from which we are purchasing under land option or purchase agreements.

At June 30, 2015, "Consolidated Inventory Not Owned" was \$14.5 million. At June 30, 2015, the corresponding liability of \$14.1 million has been classified as Obligation for Consolidated Inventory Not Owned on our Unaudited Condensed Consolidated Balance Sheets.

Other than the Consolidated Inventory Not Owned balance, the Company currently believes that its maximum exposure as of June 30, 2015 related to our land option agreements is equal to the amount of the Company's outstanding deposits and prepaid acquisition costs, which totaled \$36.6 million, including cash deposits of \$25.0 million, prepaid acquisition costs of \$4.9 million and letters of credit of \$6.7 million.

**Letters of Credit and Completion Bonds.** The Company provides standby letters of credit and completion bonds for development work in progress, deposits on land and lot purchase agreements and miscellaneous deposits. As of June 30, 2015, the Company had outstanding \$131.9 million of completion bonds and standby letters of credit, some of which were issued to various local governmental entities, that expire at various times through June 2020. Included in this total are: (1) \$86.5 million of performance and maintenance bonds and \$19.5 million of performance letters of credit that serve as completion bonds for land development work in progress; (2) \$12.7 million of financial letters of credit; and (3) \$13.2 million of financial bonds. The development agreements under which we are required to provide completion bonds or letters of credit are generally not subject to a required completion date and only require that the improvements are in place in phases as houses are built and sold. In locations where development has progressed, the amount of development work remaining to be completed is typically less than the remaining amount of bonds or letters of credit due to timing delays in obtaining release of the bonds or letters of credit.

**Guarantees and Indemnities.** In the ordinary course of business, M/I Financial enters into agreements that guarantee purchasers of its mortgage loans that M/I Financial will repurchase a loan if certain conditions occur. The risks associated with these guarantees are offset by the value of the underlying assets, and the Company accrues its best estimate of the probable loss on these loans. Additionally, the Company has provided certain other guarantees and indemnities in connection with the acquisition and development of land by our homebuilding operations. Refer to [Note 5](#) for additional details relating to our guarantees and indemnities.

## INTEREST RATES AND INFLATION

Our business is significantly affected by general economic conditions within the United States and, particularly, by the impact of interest rates and inflation. Inflation can have a long-term impact on us because increasing costs of land, materials and labor can result in a need to increase the sales prices of homes. In addition, inflation is often

accompanied by higher interest rates, which can have a negative impact on housing demand and the costs of financing land development activities and housing construction. Higher interest rates also may decrease our potential market by making it more difficult for homebuyers to qualify for mortgages or to obtain mortgages at interest rates that are acceptable to them. The impact of increased rates can be offset, in part, by offering variable rate loans with lower interest rates. In conjunction with our mortgage financing services, hedging methods are used to reduce our exposure to interest rate fluctuations between the commitment date of the loan and the time the loan closes. Rising interest rates, as well as increased materials and labor costs, may reduce gross margins. An increase in material and labor costs is particularly a problem during a period of declining home prices. Conversely, deflation can impact the value of real estate and make it difficult for us to recover our land costs. Therefore, either inflation or deflation could adversely impact our future results of operations.

## ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary market risk results from fluctuations in interest rates. We are exposed to interest rate risk through borrowings under our revolving credit and mortgage repurchase facilities, consisting of the Credit Facility, the MIF Mortgage Warehousing Agreement, and the MIF Mortgage Repurchase Facility which permit borrowings of up to \$425 million, subject to availability constraints. Additionally, M/I Financial is exposed to interest rate risk associated with its mortgage loan origination services.

**Interest Rate Lock Commitments:** Interest rate lock commitments (“IRLCs”) are extended to certain home-buying customers who have applied for a mortgage loan and meet certain defined credit and underwriting criteria. Typically, the IRLCs will have a duration of less than six months; however, in certain markets, the duration could extend to twelve months.

Some IRLCs are committed to a specific third party investor through the use of best-efforts whole loan delivery commitments matching the exact terms of the IRLC loan. Uncommitted IRLCs are considered derivative instruments and are fair value adjusted, with the resulting gain or loss recorded in current earnings.

**Forward Sales of Mortgage-Backed Securities:** Forward sales of mortgage-backed securities (“FMBSs”) are used to protect uncommitted IRLC loans against the risk of changes in interest rates between the lock date and the funding date. FMBSs related to uncommitted IRLCs are classified and accounted for as non-designated derivative instruments and are recorded at fair value, with gains and losses recorded in current earnings.

**Mortgage Loans Held for Sale:** Mortgage loans held for sale consist primarily of single-family residential loans collateralized by the underlying property. During the intervening period between when a loan is closed and when it is sold to an investor, the interest rate risk is covered through the use of a best-efforts contract or by FMBSs. The FMBSs are classified and accounted for as non-designated derivative instruments, with gains and losses recorded in current earnings.

The table below shows the notional amounts of our financial instruments at June 30, 2015 and December 31, 2014:

| Description of Financial Instrument (in thousands)             | June 30,<br>2015 | December 31,<br>2014 |
|--|------------------|----------------------|
| Best-effort contracts and related committed IRLCs              | \$4,126          | \$3,072              |
| Uncommitted IRLCs  | 75,317           | 28,028               |
| FMBSs related to uncommitted IRLCs                             | 75,000           | 41,000               |
| Best-effort contracts and related mortgage loans held for sale | 8,159            | 61,233               |
| FMBSs related to mortgage loans held for sale                  | 63,000           | 27,000               |
| Mortgage loans held for sale covered by FMBSs                  | 63,528           | 26,825               |

The table below shows the measurement of assets and liabilities at June 30, 2015 and December 31, 2014:

| Description of Financial Instrument (in thousands) | June 30,<br>2015 | December 31,<br>2014 |
|--|------------------|----------------------|
| Mortgage loans held for sale                       | \$75,063         | \$92,794             |
| Forward sales of mortgage-backed securities        | 1,250            | (182 )               |
| Interest rate lock commitments                     | 61               | 288                  |
| Best-efforts contracts                             | (76 )            | 53                   |
| Total  | \$76,298         | \$92,953             |

The following table sets forth the amount of (loss) gain recognized on assets and liabilities for the three months ended June 30, 2015 and 2014:



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| Description (in thousands)                  | Three Months Ended June 30, |        |
|---|-----------------------------|--------|
|   | 2015                        | 2014   |
| Mortgage loans held for sale                | \$(1,182 )                  | \$727  |
| Forward sales of mortgage-backed securities | 1,812                       | (619 ) |
| Interest rate lock commitments              | (573 )                      | 176    |
| Best-efforts contracts                      | 31                          | (179 ) |
| Total gain recognized                       | \$88                        | \$105  |

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The following table provides the expected future cash flows and current fair values of borrowings under our credit facilities and mortgage loan origination services that are subject to market risk as interest rates fluctuate, as of June 30, 2015. Because the MIF Mortgage Warehousing Agreement and MIF Mortgage Repurchase Facility are effectively secured by certain mortgage loans held for sale which are typically sold within 30 to 45 days, their outstanding balances are included in the most current period presented. The interest rates for our variable rate debt represent the weighted average interest rates in effect at June 30, 2015. For fixed-rate debt, changes in interest rates generally affect the fair market value of the debt instrument, but not our earnings or cash flow. Conversely, for variable-rate debt, changes in interest rates generally do not affect the fair market value of the debt instrument, but do affect our earnings and cash flow. We do not have the obligation to prepay fixed-rate debt prior to maturity, and, as a result, interest rate risk and changes in fair market value should not have a significant impact on our fixed-rate debt until we are required or elect to refinance it.

| (Dollars in thousands)          | Expected Cash Flows by Period |         |          |           |        |            |           | Fair Value<br>6/30/2015 |
|---------------------------------|-------------------------------|---------|----------|-----------|--------|------------|-----------|-------------------------|
|                                 | 2015                          | 2016    | 2017     | 2018      | 2019   | Thereafter | Total     |                         |
| <b>ASSETS:</b>                  |                               |         |          |           |        |            |           |                         |
| Mortgage loans held for sale:   |                               |         |          |           |        |            |           |                         |
| Fixed rate                      | \$72,849                      | \$—     | \$—      | \$—       | \$—    | \$—        | \$72,849  | \$72,313                |
| Weighted average interest rate  | 3.80                          | % —     | % —      | % —       | % —    | % —        | % 3.80    | %                       |
| Variable rate                   | \$2,831                       | \$—     | \$—      | \$—       | \$—    | \$—        | \$2,831   | \$2,750                 |
| Weighted average interest rate  | 3.06                          | % —     | % —      | % —       | % —    | % —        | % 3.06    | %                       |
| <b>LIABILITIES:</b>             |                               |         |          |           |        |            |           |                         |
| Long-term debt — fixed rate     | \$715                         | \$1,159 | \$57,979 | \$316,728 | \$364  | \$524      | \$377,469 | \$395,376               |
| Weighted average interest rate  | 4.43                          | % 4.43  | % 3.32   | % 7.06    | % 3.37 | % 3.37     | % 6.48    | %                       |
| Short-term debt — variable rate | \$175,281                     | \$—     | \$—      | \$—       | \$—    | \$—        | \$175,281 | \$175,281               |
| Weighted average interest rate  | 2.81                          | % —     | % —      | % —       | % —    | % —        | % 2.81    | %                       |

## ITEM 4: CONTROLS AND PROCEDURES

### Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

An evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended) was performed by the Company's management, with the participation of the Company's principal executive officer and principal financial officer. Based on that evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

### Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Part II - OTHER INFORMATION

### Item 1. Legal Proceedings

The Company and certain of its subsidiaries have been named as defendants in certain claims, complaints and legal actions which are incidental to our business. Certain of the liabilities resulting from these matters are covered by insurance. While management currently believes that the ultimate resolution of these matters, individually and in the aggregate, will not have a material effect on the Company's financial position, results of operations and cash flows, such matters are subject to inherent uncertainties. The Company has recorded a liability to provide for the anticipated costs, including legal defense costs, associated with the resolution of these matters. However, there exists the possibility that the costs to resolve these could differ from the recorded estimates and, therefore, have a material effect on the Company's net income for the periods in which the matters are resolved.

### Item 1A. Risk Factors

There have been no material changes to the risk factors appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Recent Sales of Unregistered Securities — None.

(b) Use of Proceeds — Not Applicable.

(c) Purchases of Equity Securities

There were no purchases made by, or on behalf of, the Company or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended) of the Company's common shares or Series A Preferred Shares during the three months ended June 30, 2015.

See Note 7 and the "Liquidity and Capital Resources" section above for more information regarding the limit imposed by the indenture governing our 2018 Senior Notes on our ability to pay dividends on, and repurchase, our common shares and Series A Preferred Shares to the amount of the positive balance in our "restricted payments basket," as defined in the indenture.

Item 3. Defaults Upon Senior Securities - None.

Item 4. Mine Safety Disclosures - None.

Item 5. Other Information - None.

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## Item 6. Exhibits

The exhibits required to be filed herewith are set forth below.

| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Third Amendment to Amended and Restated Mortgage Warehousing Agreement, dated June 26, 2015, by and among M/I Financial, LLC, as borrower, the lenders party thereto and Comerica Bank, as administrative agent (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 29, 2015). |
| 31.1           | Certification by Robert H. Schottenstein, Chief Executive Officer, pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)  |
| 31.2           | Certification by Phillip G. Creek, Chief Financial Officer, pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)   |
| 32.1           | Certification by Robert H. Schottenstein, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)  |
| 32.2           | Certification by Phillip G. Creek, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Filed herewith.)   |
| 101.INS        | XBRL Instance Document. (Furnished herewith.)  |
| 101.SCH        | XBRL Taxonomy Extension Schema Document. (Furnished herewith.)   |
| 101.CAL        | XBRL Taxonomy Extension Calculation Linkbase Document. (Furnished herewith.)   |
| 101.LAB        | XBRL Taxonomy Extension Label Linkbase Document. (Furnished herewith.)   |
| 101.PRE        | XBRL Taxonomy Extension Presentation Linkbase Document. (Furnished herewith.)  |
| 101.DEF        | XBRL Taxonomy Extension Definition Linkbase Document. (Furnished herewith.)  |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

M/I Homes, Inc.  
(Registrant)

Date: July 24, 2015

By: /s/ Robert H. Schottenstein  
Robert H. Schottenstein  
Chairman, Chief Executive Officer and  
President  
(Principal Executive Officer)

Date: July 24, 2015

By: /s/ Ann Marie W. Hunker  
Ann Marie W. Hunker  
Vice President, Corporate Controller  
(Principal Accounting Officer)

EXHIBIT INDEX

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