

CORPORATE GOVERNANCE GUIDELINES STONEGATE MORTGAGE CORPORATION

I. Introduction

The Board of Directors of Stonegate Mortgage Corporation (the “Company”), acting on the recommendation of its Corporate Governance and Nominating Committee, has developed and adopted a set of corporate governance guidelines (the “Guidelines”) to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions.

II. Board Composition

The Company’s Code of Regulations specifies the minimum and maximum number of directors. The Company’s Third Amended and Restated Code of Regulations, which are in effect as of the date of the adoption of these Guidelines, provides that the Board of Directors shall consist of no less than six nor more than eleven directors as may be set by the directors or by the holders of shares entitled to vote on the election of directors. The composition of the Board should be structured so as to balance the following goals:

- The size of the Board should facilitate substantive discussions of the whole Board in which each director can participate meaningfully;
- The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, diversity of opinion and contacts relevant to the Company’s business; and
- A majority of the Board shall consist of directors who the Board has determined have no material relationship with the Company and who are otherwise “independent” under NYSE rules.

III. Board Leadership

Except as provided below, the Board is free to determine whether it will have a Chairman and/or a Lead Independent Director. In addition, the Board is free to select its Chairman and/or Lead Independent Director and the Company’s Chief Executive Officer in the manner it considers in the best interests of the Company at any given point in time. If the Company has a Chairman, that position may be filled by an independent director or by the Company’s Chief Executive Officer (the “CEO”).

At any time that either (i) the Company does not have a Chairman or (ii) the positions of Chairman and CEO are filled by one individual, the independent directors shall designate from among themselves a Lead Independent Director, who shall have the following powers and duties:

Duties of the Lead Independent Director If the CEO Is Also the Chairman. If the positions of Chairman and CEO are filled by one individual, the Lead Independent Director shall have the following powers and duties:

- providing leadership to the Board;
- providing support and advice to the CEO;
- maintaining the authority to call meetings of the Board of the independent directors;
- promoting effective communication on developments occurring between Board meetings;
- presiding over executive sessions of the independent directors without management present;
- briefing the CEO on issues and concerns arising in the executive sessions of the Board;
- establishing the agendas for all Board meetings in collaboration with the Chairman/CEO;
- consulting with independent directors concerning Board agendas and information provided to the Board;
- facilitating communication between and among the independent directors and management;
- overseeing the Compensation Committee's development of appropriate objectives for the CEO and monitoring performance against those objectives; and
- coordinating and chairing the annual Board performance review of the CEO and communicating results to the CEO.

Duties of the Lead Independent Director If the Company Does Not Have a Chairman. In addition to the duties of the Lead Independent Director set forth above, if the Company does not have a Chairman, the Lead Independent Director shall have the following additional powers and duties:

- together with the CEO, presiding over meetings of the Board and annual and special meetings of shareholders;
- together with the CEO, organizing the work of the Board and establishing the annual schedule of the Board; and

- coordinating periodic Board input and review of management's strategic plan for the Company.

The Lead Independent Director shall be invited to attend all meetings of Board committees on which the Lead Independent Director does not serve on an ex officio basis.

IV. Selection of Directors

Nominations. The Corporate Governance and Nominating Committee is responsible for selecting, or recommending for the Board's selection, the slate of director nominees for election to the Company's Board of Directors and for filling vacancies occurring between annual meetings of stockholders.

Criteria. The Corporate Governance and Nominating Committee shall determine new nominees for the position of independent director who satisfy the requirements of the NYSE and also the following criteria:

- Personal qualities and characteristics, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters;
- The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Diversity of viewpoints, background, experience and other demographics.

The Corporate Governance and Nominating Committee will give appropriate consideration to candidates for Board membership proposed by shareholders and will evaluate such candidates in the same manner and subject to the same criteria as other candidates identified by or submitted for consideration to the Corporate Governance and Nominating Committee.

Invitation. An invitation to join the Board should be extended by the Board itself and shall be made by the Chairman of the Board and the chair of the Corporate Governance and Nominating Committee, or if the Company does not have a Chairman of the Board, the Lead Independent Director and the chair of the Corporate Governance and Nominating Committee.

Orientation and Continuing Education. Management, working with the Board, will provide an orientation process for new directors, including background material on the Company, its business plan and its risk profile, and meetings with senior management. Periodically, management should prepare additional educational sessions for directors on matters relevant to the Company, its business plan and risk profile.

V. Continuation as a Director

Election Term. The Board does not believe it should establish term limits.

Retirement. The Board does not believe it should establish a mandatory retirement age.

Change in Job Responsibilities. If a director's principal occupation changes substantially, the director shall tender his or her proposed resignation from the Board to the chair of the Corporate Governance and Nominating Committee (or, in the case of the chair of the Corporate Governance and Nominating Committee's occupation changing, to the Chairman of the Board (if there is one) or the Lead Independent Director). The Corporate Governance and Nominating Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

VI. Board Meetings

The Board currently plans between four and eight meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. Board meetings and committee meetings generally will be held on the same date or dates, with committee meetings either preceding or following the board meetings.

The agenda for each Board meeting will be prepared by the CEO, and approved by the Chairman (if there is one) and the Lead Independent Director.

Materials presented to the Board or its committees should be as concise as possible, while still providing the desired information needed for the directors to make an informed judgment.

VII. Executive Sessions

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet periodically in executive sessions in which no members of management are present. If the Company has a Lead Independent Director, then the Lead Independent Director shall preside at the executive sessions. If the Company does not have a Lead Independent Director, an independent director shall be selected to preside over the executive session. Non-management directors who are not independent under NYSE rules may participate in these executive sessions, but independent directors should meet separately in executive session at least once per year.

VIII. The Committees of the Board

The Company shall have at least those committees required by NYSE rules. Currently, these are the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Each of these committees must have a written charter satisfying NYSE rules.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chair for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chair will give a periodic report of his or her committee's activities to the Board.

Each of the Corporate Governance and Nominating Committee, the Audit Committee and the Compensation Committee shall be composed of at least three directors who the Board has determined have no material relationship with the Company, and, subject to the applicable phase-in periods described in the NYSE rules and SEC Rule 10A-3, who are otherwise "independent" under NYSE rules. Audit Committee members must satisfy the additional eligibility requirements of NYSE rules and SEC Rule 10A-3, and Compensation Committee members must satisfy the additional eligibility requirements imposed by NYSE rules. The required qualifications for the members of each committee shall be set out in the respective committee's charter. A director may serve on more than one committee for which he or she qualifies.

IX. Management Succession

At least annually, the Board shall review and concur in a succession plan, developed by management, addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

X. Executive Compensation

1. *Evaluating and Approving Salary for the CEO.* The Board, acting through the Compensation Committee, evaluates the performance of the CEO and the Company against the Company's goals and objectives and determines the compensation level of the CEO.

2. *Evaluating and Approving the Compensation of Management.* The Board, acting through the Compensation Committee, evaluates and approves the proposals for overall compensation policies applicable to executive officers.

XI. Board Compensation

The Board should conduct a review at least once every three years of the components and amount of Board compensation in light of the components considered and amount paid by other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity.

XII. Expectations for Directors

The business and affairs of the Company shall be managed by or under the direction of the Board in accordance with Ohio law. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company. The

Board has developed a number of specific expectations of directors to promote the discharge of this responsibility and the efficient conduct of the Board's business.

1. *Commitment and Attendance.* All independent and management directors should make every effort to attend meetings of the Board and meetings of committees of which they are members. Members may attend by telephone or video conference to mitigate conflicts.

2. *Participation in Meetings.* Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

3. *Loyalty and Ethics.* In their roles as directors, all directors owe a duty of loyalty to the Company. This duty of loyalty is generally intended to ensure that Company decisions are made in the pursuit of the Company's best interests and are not compromised by the personal financial interests of directors.

The Company has adopted a Code of Business Conduct and Ethics, including a compliance program to enforce the Code. Certain portions of the Code deal with activities of directors, particularly with respect to transactions in the securities of the Company, potential conflicts of interest, the taking of corporate opportunities for personal use, and competing with the Company. Directors should be familiar with the Code's provisions in these areas and should consult with the Company's counsel in the event of any issues.

4. *Other Directorships.* The Company values the experience directors bring from other boards on which they serve, but the Company also recognizes that service on those other boards may present demands on a director's time and availability and may present conflicts or legal issues. Directors should advise the chair of the Corporate Governance and Nominating Committee before accepting membership on other boards of directors or other significant commitments involving affiliation with other businesses or governmental entities.

5. *Contact with Management.* All directors are invited to contact the CEO at any time to discuss any aspect of the Company's business. Directors also have complete access to other members of management. The Board expects that there will be frequent opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal or informal settings.

Further, the Board encourages management to, from time to time, invite managers to attend portions of Board meetings if : (a) the manager can provide additional insight into the items being discussed because of personal involvement and substantial knowledge in those areas,

and/or (b) the senior management believes that, given the manager's potential, the manager should be given exposure to the Board.

6. *Contact with Other Constituencies.* It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson.

7. *Confidentiality.* The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

8. *Reviewing and Approving Significant Transactions.* Board approval of a particular transaction may be required or appropriate because of several factors, including:

- legal or regulatory requirements,
- the materiality of the transaction to the Company's financial performance, risk profile or business,
- the terms of the transaction, or
- other factors, such as the entering into of a new line of business or a variation from the Company's strategic plan.

To the extent the Board determines it to be appropriate, the Board shall develop standards to be utilized by management in determining types of transactions that should be submitted to the Board for review and approval or notification.

XIII. Evaluating Board Performance

The Board, acting through the Corporate Governance and Nominating Committee, should conduct a self-evaluation at least annually to determine whether it is functioning effectively. The Corporate Governance and Nominating Committee should periodically consider the mix of skills and experience that directors bring to the Board to assess whether the Board has the necessary tools to perform its oversight function effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board, acting through the Corporate Governance and Nominating Committee. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter, if any.

XIV. Reliance on Management and Outside Advice

In performing its functions, the Board is entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.