

FLAGSTAR BANCORP INC
Form 11-K
June 30, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 11-K
FOR ANNUAL REPORTS OF EMPLOYEE STOCK
PURCHASE, SAVINGS AND SIMILAR PLANS
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Mark One

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

For the fiscal year ended December 31, 2007

OR

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

Commission File No.: 001-16577

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Flagstar Bank 401(k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Flagstar Bancorp, Inc.

5151 Corporate Drive
Troy, MI 48098

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of
Flagstar Bank 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of Flagstar Bank 401(k) Plan (the Plan) as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the year ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, Schedule H, line 4i Schedule of Assets (Held at End of Year), is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the basic 2007 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2007 financial statements taken as a whole.

/s/ Virchow, Krause & Company, LLP
Southfield, Michigan
June 30, 2008

Flagstar Bank 401(k) Plan
Statements of Net Assets Available for Benefits

| | December 31, | |
|-------------------------------------|---------------------|--------------|
| | 2007 | 2006 |
| Assets | | |
| Investments at fair value | | |
| Flagstar Bancorp, Inc. common stock | \$10,815,307 | \$12,889,505 |
| Mutual funds | 72,982,751 | 65,638,131 |
| Money market funds | 6,995,741 | 7,857,193 |
| Common collective trust fund | 11,124 | 38,753 |
| Participant loans | 3,204,057 | 2,829,076 |
| | | |
| Total investments | 94,008,980 | 89,252,658 |
| | | |
| Receivables: | | |
| Participant contributions | | 6,552 |
| Other | 3,484 | 64,880 |
| | | |
| Total receivables | 3,484 | 71,432 |
| | | |
| Total assets | 94,012,464 | 89,324,090 |
| Liabilities | | |
| Refundable contributions | 205,744 | 206,334 |
| | | |
| Total liabilities | 205,744 | 206,334 |
| | | |
| Net assets available for benefits | \$93,806,720 | \$89,117,756 |

The accompanying notes are an integral part of these statements.

**Flagstar Bank 401(k) Plan
Statement of Changes in Net Assets Available for Benefits**

| | For the Year Ended December 31, 2007 |
|---|---|
| Additions | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Net appreciation in fair value of investments | \$ 170,539 |
| Interest and dividends | 930,897 |
| Total investment income | 1,101,436 |
| Contributions: | |
| Participant | 9,744,172 |
| Company | 3,407,923 |
| Rollovers | 1,306,499 |
| Total contributions | 14,458,594 |
| Total additions | 15,560,030 |
| Deductions | |
| Deductions from net assets attributed to: | |
| Participant benefits paid /deemed distributions | 10,792,407 |
| Administrative fees | 78,659 |
| Total deductions | 10,871,066 |
| Net increase | 4,688,964 |
| Net assets available for benefits: | |
| Beginning of year | 89,117,756 |
| End of year | \$ 93,806,720 |

The accompanying notes are an integral part of this statement.

**Flagstar Bank 401(k) Plan
Notes to Financial Statements
December 31, 2007 and 2006**

Note A Description of Plan

The following description of the Flagstar Bank 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan s provisions.

General

The Plan is a defined contribution plan covering all employees of Flagstar Bancorp, Inc. (the Company) who have met the eligibility service requirements. An employee is eligible to participate in the Plan after three months of service and is age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions

Eligible employees may contribute up to 60% in 2007 and 2006 up to the statutory limits (\$15,500 in 2007 and \$15,000 in 2006) per annum, of their eligible compensation to the Plan. Participants that meet certain criteria may make additional catch-up contributions of up to \$5,000 in 2007 and in 2006. Participants may also contribute amounts representing rollover contributions from other qualified defined benefit or defined contribution plans. The Company matches employee contributions up to 3.0% per annum of the employee s compensation, up to a maximum contribution of \$6,750, excluding the catch-up contributions. The Company may make discretionary contributions to the Plan. No discretionary contributions were made in 2007 or 2006. All contributions are invested in accordance with the participant s directive.

Vesting

Participants are immediately vested in their voluntary contributions. Vesting in the Company contributions and related earnings is based on years of service. A participant becomes 100% vested in Company contributions after five years of credited service.

Participants Accounts

Each participant s account is credited with the participant s contribution, the Company contribution made on the employee s behalf and an allocation of Plan earnings based on the employee s account balance. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account.

Participant Loans

Participant loans are permitted by the Plan. Participants may borrow a minimum of \$1,000 up to the lesser of \$50,000 or 50% of the participant s vested account balance, reduced by the highest outstanding loan balance in the preceding 12 months. All loans must be repaid in level payments through after-tax payroll deductions over a five-year period or up to 10 years for the purchase of a primary residence. The loans are collateralized by up to 50% of a participant s account balance and bear interest at rates ranging from 5.00% 9.25%, as determined by the Plan administrator.

Flagstar Bank 401(k) Plan
Notes to Financial Statements Continued
December 31, 2007 and 2006

Payment of Benefits

Upon termination of services, retirement, attainment of age 59-1/2, death or disability, the participant or his or her beneficiaries are entitled to receive a distribution based on the vested amount of his or her account. A participant may also receive a distribution of his or her vested account balance in the case of financial hardship subject to the discretion of the Plan's administrator.

Forfeitures

If a participant terminates employment, any non-vested portion of the participant's account is forfeited. Forfeitures are applied to plan expenses and any amounts remaining are then used to reduce the contributions of the Company. Forfeited non-vested accounts totaled \$450,000 at December 31, 2007 and \$368,000 at December 31, 2006. In 2007, Company contributions were reduced by \$593,000 from forfeited non-vested accounts.

Note B Summary of Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value based upon current quoted market prices. Shares of mutual funds and common collective trust funds are valued at the net asset value of shares held by the Plan at year end. Participant's loans are valued at their outstanding balances, which approximates their fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

New Accounting Pronouncement

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements . SFAS No. 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. Plan management is currently evaluating the impact of the adoption of this statement.

Flagstar Bank 401(k) Plan
Notes to Financial Statements Continued
December 31, 2007 and 2006

Note C Investments

The following presents investments that represent 5% or more of the Plan's net assets.

| December 31, 2007 | Number of Shares | Fair Value |
|---|---------------------|----------------|
| Flagstar Bancorp, Inc. Common Stock | 1,551,694 | \$ 10,815,307 |
| Fidelity Retirement Government Money Market Fund | 5,445,684 | 5,445,684 |
| Mutual Funds | | |
| Fidelity Growth Company Fund | 118,569 | 9,838,844 |
| Fidelity Dividend Growth Fund | 263,244 | 7,739,360 |
| Fidelity Mid-Cap Stock Fund | 263,343 | 7,700,150 |
| Fidelity Spartan U.S. Equity Index Fund | 115,435 | 5,991,055 |
| Fidelity Diversified International Fund | 193,116 | 7,705,322 |
| | | |
| December 31, 2006 | Number of Shares | Fair Value |
| Flagstar Bancorp, Inc. Common Stock | 868,565 | \$ 12,889,505 |
| Fidelity Retirement Government Money Market Fund | 5,754,828 | 5,754,828 |
| Mutual Funds | | |
| Fidelity Growth Company Fund | 124,051 | 8,647,616 |
| Fidelity Dividend Growth Fund | 255,708 | 8,100,816 |
| Fidelity Mid-Cap Stock Fund | 257,917 | 7,515,699 |
| Fidelity Spartan U.S. Equity Index Fund | 122,223 | 6,133,162 |
| Fidelity Diversified International Fund | 182,737 | 6,752,137 |
| During 2007, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows: | | |
| Flagstar Bancorp, Inc. common stock | | \$ (6,991,116) |
| Mutual funds | | 7,160,020 |
| Common collective trust fund | | 1,635 |
| Total | | \$ 170,539 |

Note D Parties-In-Interest

Certain plan investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, those transactions qualify as party-in-interest transactions. Pursuant to the Plan agreement, the Company may pay a portion of the administrative expenses of the Plan, at its discretion. Expenses paid to the trustee by the Company amounted to \$70,500 in 2007. In addition, the Plan trades in the common stock of the Company.

During 2007 dividends on Flagstar Bancorp, Inc. common stock paid to eligible plan participants was approximately \$342,000.

Flagstar Bank 401(k) Plan
Notes to Financial Statements - Continued
December 31, 2007 and 2006

Note E Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to provisions of ERISA. In the event of termination of the Plan, the assets of the Plan shall be distributed to all participants to the extent of the value of each participant's account after adjustment for liquidation expenses, which were not paid by the Company. In the event of the Plan termination, participants would become 100% vested in their Company contributions.

Note F Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated December 5, 2001, that the Plan and related trusts are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan was amended, subsequent to the application for favorable determination above, however, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

Note G Risks and Uncertainties

The Plan provides for various investment options in any combination of equity securities, bonds, fixed income securities and other investments with market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Note H Amounts Owed to Participants Withdrawing from the Plan

The Plan had no liability to participants who had withdrawn from the Plan as of December 31, 2007 and 2006, respectively.

Note I Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of statements of net assets available for benefits and the statement of changes in net assets available for benefits per the financial statements to the Form 5500.

| | December 31, | |
|--|--------------|--------------|
| | 2007 | 2006 |
| Net assets per financial statements | \$93,806,720 | \$89,117,756 |
| Refundable contributions | | 206,334 |
| Net assets per Form 5500 | \$93,806,720 | \$89,324,090 |
| Contributions per financial statements | \$14,458,594 | \$12,376,176 |
| Refundable contributions | (206,334) | 193,081 |
| Contributions per Form 5500 | \$14,252,260 | \$12,569,257 |

Supplemental Information

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Flagstar Bank 401(k) Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007

| (a) lessor or similar party | (b) Identity of issue, borrower, rate of interest, collateral, par, or maturity value | (c) Description of investment including maturity date, | (d) Cost | (e) Current value |
|-----------------------------|---|--|----------|-------------------|
| Flagstar Bancorp, Inc | 1,551,694 shares of Common Stock | | ** | \$10,815,307 |
| FMTC | Institutional Cash Portfolio | | ** | 988,144 |
| ABF | International Equity PA | | ** | 7,320 |
| ABF | Large Cap Value Portfolio | | ** | 53,291 |
| AIM | Small Cap Growth Is | | ** | 23 |
| AIM | Mid Cap Core Equity Fund Class A | | ** | 6,890 |
| AIM | Dynamics Investment Fund | | ** | 23 |
| AIM | Global Aggressive Growth Class A Fund | | ** | 16,256 |
| AIM | Basic Value A | | ** | 198 |
| ALL/BERN | Small/ Mid Cap Val A | | ** | 793 |
| ALLNZ | CCM Mid Cap Administrative Fund | | ** | 4,818 |
| ALLNZ | NFJ Small Cap Value Fund Administrative Class | | ** | 23 |
| AM | Central Ultra Investment Fund | | ** | 4,587 |
| AM | CENT VISTA INV | | ** | 8,178 |
| Ariel | Appreciation Fund | | ** | 36,738 |
| Ariel | Fund | | ** | 58,145 |
| Artisan | International Fund | | ** | 26,222 |
| Artisan | Mid Cap Value Fund | | ** | 54,066 |
| Baron | Small Cap Fund | | ** | 53,017 |
| Baron | Asset Fund | | ** | 39,355 |
| Col/Acorn | Select Fund Class Z | | ** | 139,518 |
| Credit Suisse | Global Fixed Income Fund Common Shares | | ** | 12,439 |
| Credit Suisse | Large Cap Growth Com | | ** | 4,434 |
| DWS | International S | | ** | 22,793 |
| DWS | Global Opps S | | ** | 22,128 |
| DWS | Dividend High Return Equity Class A | | ** | 5,917 |
| * Fidelity | Retirement Government Money Market | | ** | 5,445,684 |
| * Fidelity | Retirement Money Market Portfolio | | ** | 561,912 |
| * Fidelity | Managed Income Portfolio | | ** | 11,124 |
| * Fidelity | Spartan U.S. Equity Index Fund | | ** | 5,991,055 |
| * Fidelity | Spartan Total Market Index Fund | | ** | 48,584 |
| * Fidelity | Spartan Extended Market Index | | ** | 22,200 |
| * Fidelity | Aggressive International Fund | | ** | 22,408 |
| * Fidelity | Disciplined Equity Fund | | ** | 92,101 |
| * Fidelity | Real Estate Investment | | ** | 143,997 |
| * Fidelity | Large Cap Growth Fund | | ** | 58,803 |

Flagstar Bank 401(k) Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007

| (a) lessor or similar party | (b) Identity of issue, borrower, rate of interest, collateral, par, or maturity value | (c) Description of investment including maturity date, | (d) Cost | (e) Current value |
|-----------------------------|---|--|----------|-------------------|
| * | Fidelity | Mid Cap Growth Fund | ** | 30,615 |
| * | Fidelity | Total Bond Fund | ** | 14,462 |
| * | Fidelity | Aggressive Growth Fund | ** | 54,861 |
| * | Fidelity | Balanced Fund | ** | 96,945 |
| * | Fidelity | Blue Chip Growth Fund | ** | 49,828 |
| * | Fidelity | Canada Fund | ** | 587,091 |
| * | Fidelity | Capital & Income Fund | ** | 273,591 |
| * | Fidelity | Capital Appreciation Fund | ** | 106,548 |
| * | Fidelity | Dividend Growth Fund | ** | 7,739,360 |
| * | Fidelity | Diversified International Fund | ** | 7,705,322 |
| * | Fidelity | Equity-Income II Fund | ** | 2,440 |
| * | Fidelity | Equity-Income Fund | ** | 2,086,426 |
| * | Fidelity | Europe Fund | ** | 31,844 |
| * | Fidelity | Export and Multinational Fund | ** | 96,427 |
| * | Fidelity | Fifty Fund | ** | 10,180 |
| * | Fidelity | Freedom 2000 Fund | ** | 317,409 |
| * | Fidelity | Freedom 2010 Fund | ** | 1,512,552 |
| * | Fidelity | Freedom 2020 Fund | ** | 1,575,771 |
| * | Fidelity | Freedom 2030 Fund | ** | 2,005,226 |
| * | Fidelity | Freedom 2040 Fund | ** | 1,435,520 |
| * | Fidelity | Freedom Income Fund | ** | 363,045 |
| * | Fidelity | Ginnie Mae Fund | ** | 32,927 |
| * | Fidelity | Growth Company Fund | ** | 9,838,844 |
| * | Fidelity | Independence Fund | ** | 2,245,744 |
| * | Fidelity | International Discovery Fund | ** | 183,468 |
| * | Fidelity | Japan Fund | ** | 38,489 |
| * | Fidelity | Low-Priced Stock Fund | ** | 2,806,570 |
| * | Fidelity | Mid-Cap Stock Fund | ** | 7,700,150 |
| * | Fidelity | Mortgage Securities Fund | ** | 4,107 |
| * | Fidelity | New Markets Income Fund | ** | 272,358 |
| * | Fidelity | Puritan Fund | ** | 6,817 |
| * | Fidelity | Small Cap Stock Fund | ** | 47,927 |
| * | Fidelity | Small Capital Retirement Fund | ** | 1,115,758 |
| * | Fidelity | Trend Fund | ** | 678 |
| * | Fidelity | U.S. Bond Index Fund | ** | 3,312,822 |
| * | Fidelity | Value Fund | ** | 195,527 |
| * | Fidelity | Worldwide Fund | ** | 3,084 |

Flagstar Bank 401(k) Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007

| (a) lessor or similar party | (b) Identity of issue, borrower, rate of interest, collateral, par, or maturity value | (c) Description of investment including maturity date, | (d) Cost | (e) Current value |
|-----------------------------|---|--|----------|-------------------|
| * | Fidelity | Large Cap Stock Fund | ** | 147,306 |
| * | Fidelity | Fidelity Fund | ** | 636 |
| * | Fidelity | Contrafund | ** | 994,715 |
| * | Fidelity | Investment Growth Bond Fund | ** | 3,753 |
| * | Fidelity | Growth and Income Fund | ** | 54,555 |
| * | Fidelity | Government Income Fund | ** | 40,001 |
| * | Fidelity | Overseas Fund | ** | 206,574 |
| * | Fidelity | Leveraged Company Stock Fund | ** | 1,064,336 |
| * | Fidelity | Pacific Basin Fund | ** | 126,454 |
| * | Fidelity | OTC Portfolio | ** | 81,928 |
| * | Fidelity | Asset Mgr 70% | ** | 10,494 |
| * | Fidelity | INTM Govt Income | ** | 1,352 |
| * | Fidelity | NASDAQ Comp Index | ** | 282 |
| * | Fidelity | Intl Real Estate | ** | 245,941 |
| * | Fidelity | Convertible Securities Fund | ** | 2,009 |
| * | Fidelity | Utilities Fund | ** | 276,000 |
| * | Fidelity | Emerging Markets Fund | ** | 881,936 |
| * | Fidelity | Focused Stock Fund | ** | 6,545 |
| * | Fidelity | Global Balanced Fund | ** | 25,823 |
| * | Fidelity | Small Cap Independent Fund | ** | 44,731 |
| * | Fidelity | Latin America Fund | ** | 1,912,487 |
| * | Fidelity | Southeast Asia Fund | ** | 1,953,275 |
| * | Fidelity | Strategic Income Fund | ** | 62,595 |
| * | Fidelity | Short Term Bond Fund | ** | 1,067 |
| * | Fidelity | Large Cap Value Fund | ** | 74,185 |
| * | Fidelity | Inflation Prot Bond Fund | ** | 36,593 |
| * | Fidelity | Real Estate Income Fund | ** | 29,973 |
| * | Fidelity | Blue Chip Value Fund | ** | 9,853 |
| * | Fidelity | Mid Cap Value Fund | ** | 28,858 |
| * | Fidelity | Freedom 2005 Fund | ** | 10,318 |
| * | Fidelity | Freedom 2015 Fund | ** | 126,811 |
| * | Fidelity | Freedom 2025 Fund | ** | 158,835 |
| * | Fidelity | Freedom 2035 Fund | ** | 366,165 |
| * | Fidelity | Europe Cap Appreciation Fund | ** | 43,176 |
| * | Fidelity | Strategic Dividend and Income Fund | ** | 12,165 |
| * | Fidelity | Small Cap Growth Fund | ** | 17,261 |

Flagstar Bank 401(k) Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007

| (a) lessor or similar party | (b) Identity of issue, borrower, c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|-----------------------------|--|-------------|-------------------------|
| * | Fidelity Small Cap Value Fund | ** | 46,881 |
| * | Fidelity Value Strategies Fund | ** | 95,989 |
| * | Fidelity Intermediate Bond Fund | ** | 19,416 |
| | Fidelity Stock Selector | ** | 4,754 |
| | Fidelity Asset Mgr 85% | ** | 5,174 |
| | Fidelity Mega Cap Stock | ** | 1,666 |
| | Fidelity INST SH INT GOVT | ** | 11 |
| | Fidelity Freedom 2045 | ** | 84,054 |
| | Fidelity Freedom 2050 | ** | 160,993 |
| | FMA Small Company IS | ** | 6,483 |
| | Franklin Small-Mid Cap Growth Fund Class A | ** | 1,557 |
| | Hartford Growth Y Fund | ** | 6,078 |
| | LB Core Bond NB Investment | ** | 335 |
| | LD Abbett Small Cap Build Class A | ** | 45,665 |
| | LD Abbett Affiliated A | ** | 57,466 |
| | LM Value Trust Fidelity Class | ** | 47,651 |
| | LMP Aggressive Growth A | ** | 61,545 |
| | LMP Large Cap Growth A | ** | 2,035 |
| | Loomis Small Cap Value R | ** | 20,226 |
| | Managers Bond Fund | ** | 39,465 |
| | Managers Special Equity | ** | 1,136 |
| | Managers Value Fund | ** | 2,115 |
| | Managers AMG ES LG CP GR | ** | 33 |
| | MSIFT US Large Cap Growth P | ** | 3,716 |
| | MSIFT Emerging Markets P | ** | 59,385 |
| | MSIFT International Equity P | ** | 3,956 |
| | MSIFT High Yield Advance Fund | ** | 16 |
| | MSIFT MidCap Gth Adv. | ** | 18,987 |
| | Mutual Discovery Fund Class A | ** | 149,631 |
| | Mutual Shares Class A | ** | 58,180 |
| | NB Partners Trust Fund | ** | 9,540 |
| | NB International Fund Trust | ** | 15,615 |
| | NB Regency Trust | ** | 50 |
| | The Oakmark Equity and Income Fund | ** | 134,685 |
| | The Oakmark Select I | ** | 791,275 |
| | The Oakmark Fund I | ** | 37,815 |

Flagstar Bank 401(k) Plan
Schedule H, line 4i Schedule of Assets (Held at End of Year)
December 31, 2007

| (b) Identity of issue, borrower, (a) lessor or similar party | c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) Cost | (e) Current value |
|--|--|----------|-------------------|
| PIM | Global Bond AD Unhedged Fund | ** | 11,321 |
| PIMCO | High Yield Administration Class | ** | 19,820 |
| PIMCO | Long Term Government Administrative Class | ** | 2,691 |
| PIMCO | Real Return Bond Admin. | ** | 6,856 |
| PIMCO | Total Return Fund Administrative Class | ** | 120,851 |
| PIMCO | Low DUR Administration Fund | ** | 7,617 |
| PNX | Mid Cap Value A | ** | 23,335 |
| Rainier | Small Mid Cap Fund | ** | 136,737 |
| Royce | Value Plus Ser | ** | 177,611 |
| Royce | Opportunity S Fund | ** | 4,909 |
| Royce | Total Return SER | ** | 1,025 |
| RS | Partners Fund | ** | 34,511 |
| RS | Value Fund | ** | 12,630 |
| RS | Emerging Growth A | ** | 2,672 |
| Templeton | Foreign Fund Class A | ** | 74,364 |
| Templeton | Foreign Small Company Class A | ** | 23,172 |
| Templeton | Dev Markets Fund Class A | ** | 150,298 |
| Templeton | Growth Fund Class A | ** | 50,403 |
| Templeton | World Fund Class A | ** | 20,666 |
| Templeton | Global Bond Fund Class A | ** | 93,117 |
| Touchstn | SC SEL GR Z | ** | 1,669 |
| Van Kampen | Growth and Income Fund Class A | ** | 12,021 |
| Van Kampen | Equity Income Class A | ** | 42,584 |
| WFA | Small Cap Value Class Z | ** | 39,053 |
| WFA | C&B Mid Cap Value Fund D | ** | 2,981 |
| WFA | Mid Cao DSCPLD Investment | ** | 221 |
| * Participant Loans | Interest rates ranging from 5% to 9.25% with various maturity dates | -0- | 3,204,057 |
| | | | \$ 94,008,980 |

* Party-in-interest to the Plan

** Participant Directed

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FLAGSTAR BANK 401(k) PLAN

June 30, 2008

By: /s/Rebecca A. Lucci
Plan Administrator

EXHIBIT INDEX

| Exhibit No. | Description | Page No. |
|-------------|--|----------|
| 23 | Consent of Independent Registered Public Accounting Firm 17 | 18 |