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BOK FINANCIAL CORP ET AL

Form 10-Q

October 30, 2018

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

**FORM 10-Q**

(Mark One)

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

For the quarterly period ended September 30, 2018

**OR**  
**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File No. 0-19341**

**BOK FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

Oklahoma 73-1373454  
**(State or other jurisdiction (IRS Employer Identification No.) of Incorporation or Organization)**

Bank of Oklahoma Tower  
Boston Avenue at Second Street  
Tulsa, Oklahoma 74192  
**(Address of Principal Executive Offices) (Zip Code)**

(918) 588-6000  
**(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, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes " No ý

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 65,434,258 shares of common stock (\$.00006 par value) as of September 30, 2018.

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**BOK Financial Corporation**  
**Form 10-Q**  
**Quarter Ended September 30, 2018**

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## **Management's Discussion and Analysis of Financial Condition and Results of Operations**

### ***Performance Summary***

BOK Financial Corporation ("the Company") reported net income of \$117.3 million or \$1.79 per diluted share for the third quarter of 2018, including \$11.5 million or 18 cents per share from a client asset management fee. Net income was \$85.6 million or \$1.31 per diluted share for the third quarter of 2017 and \$114.4 million or \$1.75 per diluted share for the second quarter of 2018.

On October 1, 2018, the Company acquired CoBiz Financial, Inc. (CoBiz). CoBiz is headquartered in Denver with a presence in Colorado and Arizona. The Company paid total consideration of \$944 million, which included \$242 million in cash along with the issuance of 7.2 million shares of BOK Financial stock valued at \$702 million, in exchange for all outstanding shares of CoBiz stock. As of September 30, 2018, CoBiz had \$3.1 billion in loans, \$3.9 billion in total assets, \$3.3 billion in deposits and \$339 million in equity. The pro forma common equity Tier 1 capital ratio at September 30, 2018 on a combined basis was 10.92 percent, Tier 1 capital ratio was 10.92 percent, total capital ratio was 12.37 percent, and leverage ratio was 9.18 percent. We expect to incur approximately \$45 million of total closing and integration costs during the fourth quarter of 2018 and first quarter of 2019 with an anticipated bank consolidation in the first quarter of 2019.

Highlights of the third quarter of 2018 included:

Net interest revenue totaled \$240.9 million, up \$22.4 million over the third quarter of 2017. The increase in net interest revenue over the prior year was driven by both growth in average earning assets and improving yields. Net interest margin was 3.21 percent for the third quarter of 2018 compared to 3.01 percent for the third quarter of 2017. Average earning assets were \$30.0 billion for the third quarter of 2018 compared to \$29.6 billion for the third quarter of 2017. Net interest revenue increased \$2.3 million over the second quarter of 2018. Excluding the impact of interest recoveries in the second quarter, net interest margin grew by 11 basis points primarily due to the Company reducing excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks. Fees and commissions revenue totaled \$167.5 million. Adoption of the new revenue recognition accounting standard in the first quarter of 2018 resulted in interchange fees we pay to issuing banks being netted against transaction card revenue. Previously these fees were included in data processing and communications expense. Excluding this impact, fees and commissions revenue increased \$4.0 million compared to the third quarter of 2017. Trust fees and commissions increased \$16.8 million largely as a result of a fee generated from the sale of client assets during the third quarter of 2018. Brokerage and trading revenue decreased \$10.1 million while mortgage banking revenue decreased \$1.4 million, both affected by the impact of rising interest rates on mortgage loan origination volumes and margins. Fees and commissions revenue increased \$9.7 million compared to the second quarter of 2018. Trust fees and commissions increased \$15.8 million compared to the second quarter of 2018. Brokerage and trading revenue decreased \$3.4 million and mortgage banking revenue decreased \$2.8 million.

Other operating expense totaled \$252.6 million, a \$3.4 million or 1 percent decrease compared to the third quarter of 2017 on a comparable basis. Personnel expense decreased \$4.4 million, primarily due to decreased incentive compensation expense. Non-personnel expense increased \$977 thousand. Operating expense increased \$6.1 million over the second quarter of 2018. Personnel expense increased \$4.6 million, primarily due to a reduction in share-based compensation expense in the second quarter of 2018 based on a change in assumptions for performance-based awards. Non-personnel expense increased \$1.6 million. Professional fees and services expense and mortgage banking costs were higher in the second quarter.

Income tax expense was \$34.7 million or 22.8 percent of net income before taxes for the third quarter of 2018 compared to \$42.4 million or 33.1 percent for the third quarter of 2017 and \$33.3 million or 22.4 percent for the second quarter of 2018. Beginning January 1, 2018, the Tax Cuts and Jobs Act ("the Act") decreased the corporate income tax rate from 35% to 21%.

The Company recorded provision for credit losses of \$4.0 million in the third quarter of 2018. No provision for credit losses was recorded in the second quarter of 2018 or third quarter of 2017. Net charge-offs totaled \$9.0 million or 0.20 percent of average loans on an annualized basis in the third quarter of 2018 compared to net charge-offs of \$10.5 million or 0.24 percent of average loans on an annualized basis for the second quarter of 2018. Net charge-offs were \$32.5 million or 0.18 percent of average loans over the last four quarters.

- 1 -

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The combined allowance for credit losses totaled \$213 million or 1.16 percent of outstanding loans at September 30, 2018 compared to \$218 million or 1.21 percent of outstanding loans at June 30, 2018.

Nonperforming assets that are not guaranteed by U.S. government agencies totaled \$170 million or 0.93 percent of outstanding loans and repossessed assets at September 30, 2018 and \$186 million or 1.04 percent of outstanding loans and repossessed assets at June 30, 2018. Potential problem loans increased \$36 million to \$176 million at September 30, 2018.

Average loan balances grew by \$453 million over the previous quarter, primarily due to growth in commercial and commercial real estate loan balances. Period-end outstanding loan balances totaled \$18.3 billion at September 30, 2018, an increase of \$346 million over June 30, 2018.

Average deposits were largely unchanged compared to the previous quarter. Average demand deposit balances increased \$102 million, while interest-bearing transaction deposit balances decreased \$179 million. Period-end deposits were \$21.6 billion at September 30, 2018, a \$537 million decrease compared to June 30, 2018.

The common equity Tier 1 capital ratio at September 30, 2018 was 12.05 percent. Other regulatory capital ratios were Tier 1 capital ratio, 12.05 percent, total capital ratio, 13.35 percent, and leverage ratio, 9.90 percent. At June 30, 2018, the common equity Tier 1 capital ratio was 11.92 percent, the Tier 1 capital ratio was 11.92 percent, total capital ratio was 13.26 percent, and leverage ratio was 9.57 percent.

The company paid a regular cash dividend of \$32.6 million or \$0.50 per common share during the third quarter of 2018. On October 30, 2018, the board of directors approved a quarterly cash dividend of \$0.50 per common share payable on or about November 26, 2018 to shareholders of record as of November 12, 2018.

## ***Results of Operations***

### **Net Interest Revenue and Net Interest Margin**

Net interest revenue is the interest earned on debt securities, loans and other interest-earning assets less interest paid for interest-bearing deposits and other borrowings. The net interest margin is calculated by dividing tax-equivalent net interest revenue by average interest-earning assets. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. Net interest margin is typically greater than net interest spread due to interest income earned on assets funded by non-interest bearing liabilities such as demand deposits and equity.

Net interest revenue totaled \$240.9 million for the third quarter of 2018, up from \$218.5 million in the third quarter of 2017. Net interest margin was 3.21 percent for the third quarter of 2018, compared to 3.01 percent for the third quarter of 2017. Recoveries of foregone interest on nonaccruing loans added \$4.6 million or 6 basis points to the net interest margin in the third quarter of 2017. Recoveries of foregone interest were not significant in the third quarter of 2018. The discussion following excludes the impact of recoveries of foregone interest.

Tax-equivalent net interest revenue increased \$20.0 million over the third quarter of 2017. Table 1 shows the effect on net interest revenue from changes in average balances and interest rates for various types of earning assets and interest-bearing liabilities. Changes in interest rates and yields increased net interest revenue by \$5.1 million. The benefit of an increase in short-term interest rates on the floating-rate earning assets was partially offset by higher borrowing costs. Tax-equivalent net interest revenue increased \$15.0 million due to growth in average assets. Growth in the average balances of trading securities and loans was partially offset by decreases in interest-bearing cash and cash equivalents.

Net interest margin increased 26 basis points due largely to changes in market interest rates and spreads, along with a change in the mix of earning assets.

The tax-equivalent yield on earning assets was 4.04 percent, up 60 basis points over the third quarter of 2017 primarily due to increases in short-term interest rates resulting from increases in the federal funds rate by the Federal Reserve. Loan yields increased 59 basis points to 4.80 percent. The available for sale securities portfolio yield increased 20 basis points to 2.37 percent. The yield on interest-bearing cash and cash equivalents increased 70 basis points. Funding costs were up 50 basis points over the third quarter of 2017. The cost of interest-bearing deposits increased 32 basis points and the cost of other borrowed funds increased 81 basis points. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities was 42 basis points for the third quarter of 2018, up 16 basis points over the third quarter of 2017.

Average earning assets for the third quarter of 2018 increased \$319 million or 1 percent over the third quarter of 2017. The average balance of trading securities grew by \$1.3 billion, primarily due to expansion of U.S. agency residential mortgage-backed securities trading activities. Average loans, net of allowance for loan losses, increased \$984 million, due primarily to growth in commercial loans. Interest-bearing cash and cash equivalent balances decreased \$1.3 billion. The Company reduced excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks. Available for sale securities decreased \$299 million. Average balances of fair value option securities held as an economic hedge of mortgage servicing rights decreased \$215 million. Investment securities balances decreased \$96 million.

Average deposits decreased \$183 million compared to the third quarter of 2017. Time deposit balances decreased \$79 million, interest-bearing transaction account balances decreased \$78 million and demand deposit balances decreased \$65 million. Savings account balances increased \$40 million. Average borrowed funds increased \$385 million over the third quarter of 2017, primarily due to the net impact of increased borrowings from the Federal Home Loan Banks.

Funds purchased and repurchase agreement balances also increased over the prior year.

Net interest revenue increased \$2.3 million over the second quarter of 2018. Recoveries of foregone interest on nonaccruing loans added \$5.3 million to net interest revenue or 7 basis points to net interest margin in the previous quarter. Excluding this impact, net interest margin was 3.21 percent for the third quarter of 2018, up 11 basis points over the second quarter of 2018. Net interest margin improved 10 basis points in the third quarter due to the Company reducing excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks.

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The yield on average earning assets was up 20 basis points over the prior quarter. The loan portfolio yield increased 12 basis points. The yield on the available for sale securities portfolio increased 7 basis points. The yield on the trading securities portfolio was up 35 basis. Funding costs were 1.25 percent, up 14 basis points. The cost of interest-bearing deposits increased 11 basis points to 0.77 percent. The cost of other borrowed funds was up 20 basis points to 2.04 percent. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities increased 5 basis points over the prior quarter.

Average earning assets decreased \$345 million compared to the second quarter of 2018. Average loan balances grew by \$453 million. Trading securities balances increased \$280 million. Average interest-bearing cash and cash equivalents balances decreased \$985 million. Average available for sale securities decreased \$34 million. In addition, average balances of restricted equity securities, investment securities, fair value option securities held as an economic hedge of our mortgage servicing rights and residential mortgage loans held for sale all decreased compared to the prior quarter.

Average deposit balances decreased \$119 million compared to the second quarter of 2018. Demand deposit balances grew by \$102 million, offset by a \$179 million decrease in interest-bearing transaction account balances and a \$41 million decrease in time deposit balance. The average balance of borrowed funds decreased \$131 million, primarily due to decreased borrowings from the Federal Home Loan Banks.

Our overall objective is to manage the Company's balance sheet to be relatively neutral to changes in interest rates as is further described in the Market Risk section of this report. Approximately 82% of our commercial and commercial real estate loan portfolios are either variable rate or fixed rate that will reprice within one year. These loans are funded primarily by deposit accounts that are either non-interest bearing, or that reprice more slowly than the loans. The result is a balance sheet that would be asset sensitive, which means that assets generally reprice more quickly than liabilities. One of the strategies that we use to manage toward a relative rate-neutral position is to purchase fixed-rate residential mortgage-backed securities issued primarily by U.S. government agencies and fund them with market-rate-sensitive liabilities. The liability-sensitive nature of this strategy provides an offset to the asset-sensitive characteristics of our loan portfolio. We also may use derivative instruments to manage our interest rate risk. We currently expect additional increases in the Federal Funds rate to be accretive, although at a decreasing rate as competition for deposits intensifies in the future.

The effectiveness of these strategies is reflected in the overall change in net interest revenue due to changes in interest rates as shown in Table 1 and in the interest rate sensitivity projections as shown in the Market Risk section of this report.

**Table 1 -- Volume/Rate Analysis**  
(In thousands)

	Three Months Ended			Nine Months Ended		
	September 30, 2018 / 2017			September 30, 2018 / 2017		
	Change Due To <sup>1</sup>			Change Due To <sup>1</sup>		
	Change	Volume	Yield/Rate	Change	Volume	Yield/Rate
Tax-equivalent interest revenue:						
Interest-bearing cash and cash equivalents	<b>\$ (2,934 )</b>	\$ (5,259 )	\$ 2,325	<b>\$ 3,346</b>	\$ (5,703 )	\$ 9,049
Trading securities	<b>13,297</b>	11,912	1,385	<b>25,304</b>	24,096	1,208
Investment securities:						
Taxable securities	<b>(103 )</b>	(53 )	(50 )	<b>(246 )</b>	(10 )	(236 )
Tax-exempt securities	<b>(633 )</b>	(590 )	(43 )	<b>(1,979 )</b>	(1,752 )	(227 )
Total investment securities	<b>(736 )</b>	(643 )	(93 )	<b>(2,225 )</b>	(1,762 )	(463 )
Available for sale securities:						
Taxable securities	<b>4,342</b>	(192 )	4,534	<b>11,632</b>	(1,309 )	12,941
Tax-exempt securities	<b>(571 )</b>	(223 )	(348 )	<b>(1,690 )</b>	(1,005 )	(685 )
Total available for sale securities	<b>3,771</b>	(415 )	4,186	<b>9,942</b>	(2,314 )	12,256
Fair value option securities	<b>(1,185 )</b>	(1,599 )	414	<b>1,642</b>	273	1,369
Restricted equity securities	<b>406</b>	50	356	<b>2,223</b>	1,439	784
Residential mortgage loans held for sale	<b>56</b>	(460 )	516	<b>11</b>	(890 )	901
Loans	<b>32,739</b>	10,857	21,882	<b>98,421</b>	18,696	79,725
Total tax-equivalent interest revenue	<b>45,414</b>	14,443	30,971	<b>138,664</b>	33,835	104,829
Interest expense:						
Transaction deposits	<b>8,967</b>	2	8,965	<b>22,803</b>	(158 )	22,961
Savings deposits	<b>18</b>	7	11	<b>19</b>	22	(3 )
Time deposits	<b>1,020</b>	(264 )	1,284	<b>2,389</b>	(731 )	3,120
Funds purchased and repurchase agreements	<b>3,512</b>	1,484	2,028	<b>4,556</b>	1,080	3,476
Other borrowings	<b>11,931</b>	(1,748 )	13,679	<b>41,762</b>	4,069	37,693
Subordinated debentures	<b>(45 )</b>	1	(46 )	<b>(22 )</b>	6	(28 )
Total interest expense	<b>25,403</b>	(518 )	25,921	<b>71,507</b>	4,288	67,219
Tax-equivalent net interest revenue	<b>20,011</b>	14,961	5,050	<b>67,157</b>	29,547	37,610
Change in tax-equivalent adjustment	<b>(2,420 )</b>			<b>(7,186 )</b>		
<b>Net interest revenue</b>	<b>\$ 22,431</b>			<b>\$ 74,343</b>		

<sup>1</sup> Changes attributable to both volume and yield/rate are allocated to both volume and yield/rate on an equal basis.



## Other Operating Revenue

Other operating revenue was \$167.9 million for the third quarter of 2018, a \$2.1 million increase over the third quarter of 2017 and an \$11.5 million increase over the second quarter of 2018. Fees and commissions revenue increased \$4.0 million compared to the third quarter of 2017 and \$9.7 million compared to the prior quarter. Rising interest rates have slowed the origination of mortgage loans and related investment products leading to compressed margins. This has adversely affected both our brokerage and trading revenue as well as our mortgage banking revenue.

**Table 2 -Other Operating Revenue**

(In thousands)

	Three Months Ended September 30,			% Increase (Decrease)	Three Months Ended Jun 30, 2018	Three Months Ended Jun 30, 2018		
	2018	2017	Increase (Decrease)			Increase (Decrease)	% Increase (Decrease)	
Brokerage and trading revenue	<b>\$23,086</b>	\$33,169	\$ (10,083 )	(30 )%	\$26,488	\$ (3,402 )	(13 )%	
Transaction card revenue <sup>1</sup>	<b>21,396</b>	22,929	(1,533 )	(7 )%	20,975	421	2 %	
Fiduciary and asset management revenue	<b>57,514</b>	40,687	16,827	41 %	41,699	15,815	38 %	
Deposit service charges and fees	<b>27,765</b>	28,191	(426 )	(2 )%	27,827	(62 )	— %	
Mortgage banking revenue	<b>23,536</b>	24,890	(1,354 )	(5 )%	26,346	(2,810 )	(11 )%	
Other revenue	<b>14,213</b>	13,670	543	4 %	14,518	(305 )	(2 )%	
Total fees and commissions revenue	<b>167,510</b>	163,536	3,974	2 %	157,853	9,657	6 %	
Other gains (losses), net	<b>1,441</b>	(1,283 )	2,724	N/A	3,983	(2,542 )	N/A	
Loss on derivatives, net	<b>(2,847 )</b>	1,033	(3,880 )	N/A	(3,057 )	210	N/A	
Loss on fair value option securities, net	<b>(4,385 )</b>	661	(5,046 )	N/A	(3,341 )	(1,044 )	N/A	
Change in fair value of mortgage servicing rights	<b>5,972</b>	(639 )	6,611	N/A	1,723	4,249	N/A	
Gain (loss) on available for sale securities, net	<b>250</b>	2,487	(2,237 )	N/A	(762 )	1,012	N/A	
Total other operating revenue	<b>\$167,941</b>	\$165,795	\$2,146	1 %	\$156,399	\$11,542	7 %	

### Non-GAAP Reconciliation:<sup>1</sup>

Transaction card revenue on income statement	<b>\$21,396</b>	\$32,844	N/A	N/A	\$20,975	N/A	N/A
Netting adjustment	—	(9,915 )	N/A	N/A	—	N/A	N/A
Transaction card revenue after netting adjustment	<b>\$21,396</b>	\$22,929	(1,533 )	(7 )%	\$20,975	421	2 %

<sup>1</sup> Non-GAAP measure to net interchange charges from prior quarters between transaction card revenue and data processing and communications expense. This measure has no effect on net income or earnings per share.

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

## Fees and commissions revenue

Diversified sources of fees and commissions revenue are a significant part of our business strategy and represented 41 percent of total revenue for the third quarter of 2018, excluding provision for credit losses and gains and losses on other assets, securities and derivatives and the change in the fair value of mortgage servicing rights. We believe that a variety of fee revenue sources provides an offset to changes in interest rates, values in the equity markets, commodity prices and consumer spending, all of which can be volatile. As an example of this strength, many of the economic factors such as rising interest rates resulting in growth in net interest revenue or fiduciary and asset management revenue, may also decrease mortgage production volumes. We expect growth in other operating revenue to come through offering new products and services and by further development of our presence in other markets. However, current and future economic conditions, regulatory constraints, increased competition and saturation in our existing markets could affect the rate of future increases.



### *Brokerage and Trading Revenue*

Brokerage and trading revenue, which includes revenues from trading, customer hedging, retail brokerage and investment banking, decreased \$10.1 million or 30 percent compared to the third quarter of 2017.

Trading revenue includes net realized and unrealized gains and losses primarily related to sales of U.S. government securities, residential mortgage-backed securities guaranteed by U.S. government agencies and municipal securities to institutional customers and related derivative instruments. Trading revenue was \$4.8 million for the third quarter of 2018, a \$7.1 million or 59 percent decrease compared to the third quarter of 2017. Rising mortgage interest rates narrowed trading margins and slowed turnover of our trading inventory. However, the higher average balance of trading securities generated an increase in net interest revenue of \$5.6 million.

Customer hedging revenue is based primarily on realized and unrealized changes in the fair value of derivative contracts held for customer risk management programs. As more fully discussed under Customer Derivative Programs in Note 3 of the Consolidated Financial Statements, we offer commodity, interest rate, foreign exchange and equity derivatives to our customers. Customer hedging revenue totaled \$8.5 million for the third quarter of 2018, a \$2.0 million or 19 percent decrease compared to the third quarter of 2017.

Revenue earned from retail brokerage transactions decreased \$748 thousand or 14 percent compared to the third quarter of 2017 to \$4.5 million. Retail brokerage revenue includes fees and commissions earned on sales of fixed income securities, annuities, mutual funds and other financial instruments to retail customers. Revenue is primarily based on the volume of customer transactions and applicable commission rate for each product type. We expect retail brokerage revenue to continue to decline as more relationships are transitioned to managed accounts, which are included in fiduciary and asset management revenue.

Investment banking revenue, which includes fees earned upon completion of underwriting and financial advisory services and loan syndication fees, totaled \$5.2 million for the third quarter of 2018, a \$254 thousand or 5 percent decrease compared to the third quarter of 2017. Changes in investment banking revenue are primarily related to the timing and volume of completed transactions.

Brokerage and trading revenue decreased \$3.4 million compared to the previous quarter due largely to the continued impact of rising interest rates on mortgage-backed securities and related derivative products.

### *Transaction Card Revenue*

Transaction card revenue depends largely on the volume and amount of transactions processed, the number of TransFund automated teller machine (“ATM”) locations and the number of merchants served. Transaction card revenue decreased \$1.5 million or 7 percent compared to the third quarter of 2017, primarily due to an early customer termination fee that was received in the third quarter of 2017. Transaction card revenue was largely unchanged compared to the second quarter of 2018.

### *Fiduciary and Asset Management Revenue*

Fiduciary and asset management revenue is earned through managing or holding of assets for customers and executing transactions or providing related services. Approximately 80 percent of fiduciary and asset management revenue is primarily based on the fair value of assets. Rates applied to asset values vary based on the nature of the relationship. Fiduciary relationships and managed asset relationships generally have higher fee rates than non-fiduciary and/or managed relationships. Fiduciary and asset management revenue increased \$16.8 million or 41 percent over the third quarter of 2017 and \$15.8 million or 38 percent over the second quarter of 2018. A fee earned through the sale of

client assets added \$15.4 million to third quarter 2018 revenue.

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A distribution of assets under management or administration and related fiduciary and asset management revenue follows:

**Table 3 -- Assets Under Management or Administration**

	Three Months Ended									
	September 30, 2018			September 30, 2017			June 30, 2018			
	Balance	Revenue <sup>1</sup>	Margin <sup>2</sup>	Balance	Revenue <sup>1</sup>	Margin <sup>2</sup>	Balance	Revenue <sup>1</sup>	Margin <sup>2</sup>	
Managed fiduciary assets:										
Personal	\$8,076,312	\$ 22,921	1.14 %	\$7,611,265	\$ 21,299	1.12 %	\$7,791,094	\$ 23,307	1.20 %	
Institutional	13,568,115	5,504	0.16 %	12,747,679	5,585	0.18 %	13,448,068	5,596	0.17 %	
Total managed fiduciary assets	21,644,427	28,425	0.53 %	20,358,944	26,884	0.53 %	21,239,162	28,903	0.54 %	
Non-managed assets:										
Fiduciary	23,915,680	28,591	<sup>3</sup> 0.48 %	24,818,241	13,214	0.21 %	25,292,738	12,426	0.20 %	
Non-fiduciary	16,146,102	498	0.01 %	16,458,382	589	0.01 %	16,422,810	370	0.01 %	
Safekeeping and brokerage assets under administration	15,921,806	—	— %	16,015,342	—	— %	15,918,736	—	— %	
Total non-managed assets	55,983,588	29,089	0.21 %	57,291,965	13,803	0.10 %	57,634,284	12,796	0.09 %	
Total assets under management or administration	\$77,628,015	\$ 57,514	0.30 %	\$77,650,909	\$ 40,687	0.21 %	\$78,873,446	\$ 41,699	0.21 %	

<sup>1</sup> Fiduciary and asset management revenue includes asset-based and other fees associated with the assets.

<sup>2</sup> Annualized revenue divided by period-end balance.

<sup>3</sup> A \$15.4 million fee earned through client asset management added 8 basis points to the margin in the third quarter of 2018.

A summary of changes in assets under management or administration for the three months ended September 30, 2018 and 2017 follows:

**Table 4 -- Changes in Assets Under Management or Administration**

	Three Months Ended	
	September 30, 2018	September 30, 2017
Beginning balance	\$78,873,446	\$77,811,762
Net inflows (outflows)	(2,921,653 )	(1,781,037 )
Net change in fair value	1,676,222	1,620,184
Ending balance	\$77,628,015	\$77,650,909

#### *Mortgage Banking Revenue*

Mortgage banking revenue decreased \$1.4 million or 5 percent compared to the third quarter of 2017 due to a decrease in mortgage production revenue. Mortgage loan production volumes decreased \$207 million or 26 percent. Production volumes decreased compared to the prior year as average primary mortgage interest rates were up 69 basis points over the third quarter of 2017. Mortgage servicing revenue was relatively consistent compared to the third quarter of 2017. The outstanding principal balance of mortgage loans serviced for others totaled \$21.8 billion, relatively consistent with the third quarter of 2017.

**Table 5 –Mortgage Banking Revenue**  
(In thousands)

	Three Months Ended September 30,			Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018			
	2018	2017				Increase (Decrease)	% Increase (Decrease)		
Mortgage production revenue	\$7,250	\$8,329		\$(1,079)	(13)%	\$9,915		\$(2,665)	(27)%
Mortgage loans funded for sale	\$651,076	\$832,796				\$773,910			
Add: Current period end outstanding commitments	197,752	334,337				251,231			
Less: Prior period end outstanding commitments	251,231	362,088				298,318			
Total mortgage production volume	\$597,597	\$805,045		\$(207,448)	(26)%	\$726,823		\$(129,226)	(18)%
Mortgage loan refinances to mortgage loans funded for sale	23	% 38	%	(1,500)	) bps	22	% 100		bps
Gains on sale margin	1.21	% 1.03	%	18	bps	1.36	% (15)		) bps
Primary mortgage interest rates:									
Average	4.57	% 3.88	%	69	bps	4.54	% 3		bps
Period end	4.72	% 3.83	%	89	bps	4.55	% 17		bps
Mortgage servicing revenue	\$16,286	\$16,561		\$(275)	(2)%	\$16,431		\$(145)	(1)%
Average outstanding principal balance of mortgage loans serviced for others	21,895,041	22,079,177		(184,136)	(1)%	21,986,065		(91,024)	—%
Average mortgage servicing revenue rates	0.30	% 0.30	%	—		0.30	% —		

<sup>1</sup> Actual interest earned on fair value option securities less internal transfer-priced cost of funds.

Primary rates disclosed in Table 5 above represent rates generally available to borrowers on 30 year conforming mortgage loans.

#### *Net gains on other assets, securities and derivatives*

Other net gains totaled \$1.4 million in the third quarter of 2018 compared to net losses of \$1.3 million in the third quarter of 2017. The third quarter of 2018 includes tornado insurance proceeds whereas the third quarter of 2017 included a write down related to tornado damages. Other net gains totaled \$4.0 million in the second quarter of 2018.

As discussed in the Market Risk section following, the fair value of our mortgage servicing rights ("MSRs") changes in response to changes in primary mortgage loan rates and other assumptions. We attempt to mitigate the earnings volatility caused by changes in the fair value of MSRs by designating certain financial instruments as an economic hedge. Changes in the fair value of these instruments are generally expected to partially offset changes in the fair value of MSRs.

**Table 6 - Gain (Loss) on Mortgage Servicing Rights**  
(In thousands)

	<b>Three Months Ended</b>		
	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Sept. 30, 2017</b>
Gain (loss) on mortgage hedge derivative contracts, net	<b>\$(2,843)</b>	\$(3,070)	\$1,025
Gain (loss) on fair value option securities, net	<b>(4,385 )</b>	(3,341 )	661
Gain (loss) on economic hedge of mortgage servicing rights, net	<b>(7,228 )</b>	(6,411 )	1,686
Gain (loss) on change in fair value of mortgage servicing rights	<b>5,972</b>	1,723	(639 )
Gain (loss) on changes in fair value of mortgage servicing rights, net of economic hedges included in other operating revenue	<b>(1,256 )</b>	(4,688 )	1,047
Net interest revenue on fair value option securities <sup>1</sup>	<b>1,100</b>	1,203	2,543
Total economic benefit (cost) of changes in the fair value of mortgage servicing rights, net of economic hedges	<b>\$(156 )</b>	\$(3,485)	\$3,590

<sup>1</sup> Actual interest earned on fair value option securities less internal transfer-priced cost of funds.

## Other Operating Expense

Other operating expense for the third quarter of 2018 totaled \$252.6 million, a decrease of \$3.4 million or 1 percent compared to the third quarter of 2017. Personnel expense decreased \$4.4 million or 3 percent. Non-personnel expense increased \$977 thousand or 1 percent compared to the prior year.

Other operating expense increased \$6.1 million or 2 percent over the previous quarter. Personnel expense increased \$4.6 million and non-personnel expense increased \$1.6 million.

**Table 7 -Other Operating Expense**

(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018		Increase (Decrease)	% Increase (Decrease)	
	2018	2017			2018	2017			
Regular compensation	\$86,262	\$83,583	\$ 2,679	3	%	\$86,231	\$ 31	—	%
Incentive compensation:									
Cash-based	31,430	33,643	(2,213)	(7)	%	31,933	(503)	(2)	%
Share-based	3,935	8,407	(4,472)	(53)	%	(1,361)	5,296	389	%
Deferred compensation	2,126	975	1,151	N/A		900	1,226	N/A	
Total incentive compensation	37,491	43,025	(5,534)	(13)	%	31,472	6,019	19	%
Employee benefits	19,778	21,302	(1,524)	(7)	%	21,244	(1,466)	(7)	%
Total personnel expense	143,531	147,910	(4,379)	(3)	%	138,947	4,584	3	%
Business promotion	7,620	7,105	515	7	%	7,686	(66)	(1)	%
Professional fees and services	13,209	11,887	1,322	11	%	14,978	(1,769)	(12)	%
Net occupancy and equipment	23,394	21,325	2,069	10	%	22,761	633	3	%
Insurance	6,232	6,005	227	4	%	6,245	(13)	—	%
Data processing and communications <sup>1</sup>	31,665	27,412	4,253	16	%	27,739	3,926	14	%
Printing, postage and supplies	3,837	3,917	(80)	(2)	%	4,011	(174)	(4)	%
Net losses (gains) and operating expenses of repossessed assets	4,044	6,071	(2,027)	(33)	%	2,722	1,322	49	%
Amortization of intangible assets	1,603	1,744	(141)	(8)	%	1,386	217	16	%
Mortgage banking costs	11,741	13,450	(1,709)	(13)	%	12,890	(1,149)	(9)	%
Other expense	5,741	9,193	(3,452)	(38)	%	7,111	(1,370)	(19)	%
Total other operating expense	\$252,617	\$256,019	\$ (3,402)	(1)	%	\$246,476	\$ 6,141	2	%
Average number of employees (full-time equivalent)	4,870	4,887	(17)	—	%	4,875	(5)	—	%

### Non-GAAP Reconciliation:<sup>1</sup>

Data processing and communications expense on income statement	31,665	37,327	N/A	N/A	27,739	N/A	N/A
Netting adjustment	—	(9,915)	N/A	N/A	—	N/A	N/A
Data processing and communications expense after netting adjustment	31,665	27,412	N/A	N/A	27,739	N/A	N/A

<sup>1</sup> Non-GAAP measure to net interchange charges from prior quarters between transaction card revenue and data processing and communications expense. This measure has no effect on net income or earnings per share.

Certain percentage increases (decreases) are not meaningful for comparison purposes.





*Personnel expense*

Regular compensation, which consists of salaries and wages, overtime pay and temporary personnel costs, increased \$2.7 million or 3 percent over the third quarter of 2017. The average number of employees was relatively unchanged compared to the prior year. Standard annual merit increases in regular compensation were effective for the majority of our staff on March 1.

Incentive compensation decreased \$5.5 million or 13 percent compared to the third quarter of 2017, primarily due to decreased share-based compensation expense. The number of performance-based equity awards that will ultimately vest is determined by BOKF's change in earnings per share relative to a defined group of peer banks. Changes in assumptions used to estimate the number of performance-based equity awards that were expected to vest increased compensation expense recognized in the third quarter of 2017. No significant changes in vesting assumptions were made in the third quarter of 2018.

Cash-based incentive compensation plans are either intended to provide current rewards to employees who generate long-term business opportunities for the Company based on growth in loans, deposits, customer relationships and other measurable metrics or intended to compensate employees with commissions on completed transactions. Cash-based incentive compensation expense decreased \$2.2 million or 7 percent compared to the third quarter of 2017.

Employee benefits expense decreased \$1.5 million or 7 percent compared to the third quarter of 2017 mainly due to lower healthcare costs in the third quarter of 2018. The Company is self-insured and these costs may be volatile. Personnel expense increased \$4.6 million over the second quarter of 2018. Incentive compensation expense increased \$6.0 million. Share-based compensation expense was \$3.9 million in the third quarter of 2018 compared to a negative \$1.4 million in the previous quarter. Changes in assumptions used to estimate the number of performance-based equity awards that are expected to vest decreased compensation expense in the second quarter of 2018. Employee benefits expense decreased \$1.5 million mainly due to a seasonal decrease in payroll tax expense.

*Non-personnel operating expense*

Non-personnel operating expense increased \$977 thousand or 1 percent over the third quarter of 2017.

Data processing and communications expense increased \$4.3 million or 16 percent primarily due to impairment of a software license along with increased project costs and data processing transaction activity. Occupancy and equipment expense increased \$2.1 million or 10 percent mainly due to an increase in project costs. Professional fees and services expense increased \$1.3 million or 11 percent mainly due to CoBiz acquisition costs in the third quarter of 2018.

Other expense decreased \$3.5 million or 38 percent and mortgage banking costs decreased \$1.7 million or 13 percent primarily as a result of lower loss contingency accruals.

Non-personnel expense increased \$1.6 million over the second quarter of 2018. Data processing and communications expense increased \$3.9 million, primarily due to impairment of a software license. Net losses and operating expenses of repossessed assets increased \$1.3 million as a result of a write down on a healthcare property.

Professional fees and services expense decreased \$1.8 million mainly due to seasonal wealth management tax service fees in the second quarter of 2018. Mortgage banking costs decreased \$1.1 million primarily due to reduced loss contingency accruals.



## Income Taxes

The Company's income tax expense was \$34.7 million or 23 percent of net income before taxes for the third quarter of 2018, compared to \$42.4 million or 33 percent of net income before taxes for the third quarter of 2017 and \$33.3 million or 22 percent of net income before taxes for the second quarter of 2018.

The Tax Cut and Jobs Act ("the Act") enacted on December 22, 2017 reduced the federal corporate tax rate from 35 percent to 21 percent beginning January 1, 2018. The Company continues to evaluate the impact the Act will have on its financial position and results of operations, including recognition and measurement of deferred tax assets and liabilities and the determination of effective current and deferred federal and state income tax rates. No adjustments to provisional amounts were made during the second or third quarters of 2018.

The Company's effective tax rate is affected by recurring items such as tax-exempt income, net amortization related to its investments in low-income housing tax credit investments and share-based compensation. The effective tax rate is also affected by items that may occur in any given period but are not consistent from period to period. Accordingly, the comparability of the effective tax rate from period to period may be impacted.

BOK Financial operates in numerous jurisdictions, which requires judgment regarding the allocation of income, expense and earnings under various laws and regulations of each of these taxing jurisdictions. Each jurisdiction may audit our tax returns and may take different positions with respect to these allocations. The reserve for uncertain tax positions was \$20 million at September 30, 2018, \$20 million at June 30, 2018 and \$18 million at September 30, 2017.

## Lines of Business

We operate three principal lines of business: Commercial Banking, Consumer Banking and Wealth Management. Commercial Banking includes lending, treasury and cash management services and customer risk management products for small businesses, middle market and larger commercial customers. Commercial Banking also includes the TransFund EFT network. Consumer Banking includes retail lending and deposit services, lending and deposit services to small business customers served through our consumer branch network and all mortgage banking activities. Wealth Management provides fiduciary services, private banking services and investment advisory services in all markets. Wealth Management also underwrites state and municipal securities and engages in brokerage and trading activities.

In addition to our lines of business, we have a Funds Management unit. The primary purpose of this unit is to manage our overall liquidity needs and interest rate risk. Each line of business borrows funds from and provides funds to the Funds Management unit as needed to support their operations. Operating results for Funds Management and other include the effect of interest rate risk positions and risk management activities, securities gains and losses including impairment charges, the provision for credit losses in excess of net loans charged off, tax planning strategies and certain executive compensation costs that are not attributed to the lines of business.

We allocate resources and evaluate the performance of our lines of business using the net direct contribution, which includes the allocation of funds, actual net credit losses and capital costs. In addition, we measure the performance of our business lines after allocation of certain indirect expenses and taxes based on statutory rates.

The cost of funds borrowed from the Funds Management unit by the operating lines of business is transfer priced at rates that approximate market rates for funds with similar repricing and cash flow characteristics. Market rates are generally based on the applicable LIBOR or interest rate swap rates, adjusted for prepayment and liquidity risk. This method of transfer-pricing funds that supports assets of the operating lines of business tends to insulate them from interest rate risk.

The value of funds provided by the operating lines of business to the Funds Management unit is also based on rates that approximate wholesale market rates for funds with similar repricing and cash flow characteristics. Market rates are generally based on LIBOR or interest rate swap rates. The funds credit formula applied to deposit products with indeterminate maturities is established based on their repricing characteristics reflected in a combination of the short-term LIBOR rate and a moving average of an intermediate-term swap rate, with an appropriate spread applied to both. Shorter duration products are weighted towards the short-term LIBOR rate and longer duration products are weighted towards the intermediate-term swap rates. The expected duration ranges from 30 days for certain rate-sensitive deposits to five years.

Economic capital is assigned to the business units by a capital allocation model that reflects management's assessment of risk. This model assigns capital based upon credit, operating, interest rate and other market risk inherent in our business lines and recognizes the diversification benefits among the units. The level of assigned economic capital is a combination of the risk taken by each business line, based on its actual exposures and calibrated to its own loss history where possible. Average invested capital includes economic capital and amounts we have invested in the lines of business.

As shown in Table 8, net income attributable to our lines of business was up \$34.6 million or 39 percent over the third quarter of 2017. Net interest revenue grew by \$22.8 million over the prior year, primarily due to loan growth. Other operating revenue increased by \$2.5 million primarily due to a fiduciary and asset management fee earned through the sale of client assets, partially offset by decreased brokerage and trading revenue. Operating expense was largely unchanged compared to the third quarter of 2017. Income tax expense attributable to the lines of business was down \$16.9 million, primarily due to lower corporate tax rates related to tax reform.

**Table 8 -- Net Income by Line of Business**

(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)		Three Months Ended Jun 30, 2018		Increase (Decrease)	% Increase (Decrease)
	2018	2017							
Commercial Banking	<b>\$84,964</b>	\$68,610	\$16,354	24	%	\$87,577	\$ (2,613 )	(3	)%
Consumer Banking	<b>9,162</b>	4,809	4,353	91	%	6,102	3,060	50	%
Wealth Management	<b>29,331</b>	15,472	13,859	90	%	20,358	8,973	44	%
Subtotal	<b>123,457</b>	88,891	34,566	39	%	114,037	9,420	8	%
Funds Management and other	<b>(6,201 )</b>	(3,242 )	(2,959 )	N/A		335	(6,536 )	N/A	
Total	<b>\$117,256</b>	\$85,649	\$31,607	37	%	\$114,372	\$2,884	3	%

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

*Commercial Banking*

Commercial Banking contributed \$85.0 million to consolidated net income in the third quarter of 2018, an increase of \$16.4 million or 24 percent over the third quarter of 2017, primarily due to the positive impact of the Tax Cut and Jobs Act.

**Table 9 -- Commercial Banking**  
(Dollars in thousands)

	Three Months Ended September 30,			Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018			
	2018	2017				Increase (Decrease)	% Increase (Decrease)		
Net interest revenue from external sources	\$187,417	\$160,572	\$26,845	17	%	\$182,127	\$5,290	3	%
Net interest expense from internal sources	(42,270)	(25,460)	(16,810)	66	%	(37,102)	(5,168)	14	%
Total net interest revenue	145,147	135,112	10,035	7	%	145,025	122	—	%
Net loans charged off	8,047	3,217	4,830	150	%	10,108	(2,061)	(20)	%
Net interest revenue after net loans charged off	137,100	131,895	5,205	4	%	134,917	2,183	2	%
Fees and commissions revenue <sup>1</sup>	39,391	44,747	(5,356)	(12)	%	42,874	(3,483)	(8)	%
Other gains, net	1,131	8	1,123	N/A		173	958	N/A	
Other operating revenue	40,522	44,755	(4,233)	(9)	%	43,047	(2,525)	(6)	%
Personnel expense	31,263	29,181	2,082	7	%	29,584	1,679	6	%
Non-personnel expense <sup>1</sup>	17,873	18,249	(376)	(2)	%	17,899	(26)	—	%
Other operating expense	49,136	47,430	1,706	4	%	47,483	1,653	3	%
Net direct contribution	128,486	129,220	(734)	(1)	%	130,481	(1,995)	(2)	%
Gain (loss) on financial instruments, net	(3)	4	(7)	N/A		9	(12)	N/A	
Loss on repossessed assets, net	(1,869)	(4,126)	2,257	N/A		(67)	(1,802)	N/A	
Corporate expense allocations	11,027	8,733	2,294	26	%	11,269	(242)	(2)	%
Income before taxes	115,587	116,365	(778)	(1)	%	119,154	(3,567)	(3)	%
Federal and state income tax	30,623	47,755	(17,132)	(36)	%	31,577	(954)	(3)	%
Net income	\$84,964	\$68,610	\$16,354	24	%	\$87,577	\$(2,613)	(3)	%
Average assets	\$18,499,979	\$17,780,494	\$719,485	4	%	\$18,072,155	\$427,824	2	%
Average loans	15,321,600	14,511,639	809,961	6	%	14,900,918	420,682	3	%
Average deposits	8,633,204	8,727,221	(94,017)	(1)	%	8,379,584	253,620	3	%
Average invested capital	1,361,475	1,299,821	61,654	5	%	1,345,840	15,635	1	%

Fees and commission revenue for 2017 has been adjusted on a comparable basis with 2018 (Non-GAAP measure) to net \$9.9 million of <sup>1</sup> interchange fees paid to issuing banks on card transactions processed by our TransFund merchant processing services for the three months ended September 30, 2017. The discussion following is based on this comparable basis.

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

Net interest revenue increased \$10.0 million or 7 percent over the prior year. Growth in net interest revenue was primarily due to an \$810 million or 6 percent increase in average loan balances and yields on commercial loans rising in excess of funding costs. Yields on deposits sold to the funds management unit also went up due to the increase in short-term interest rates. Net loans charged-off increased \$4.8 million. Net charge-offs for the third quarter of 2018

were primarily related to a single energy production borrower and single wholesale/retail sector borrower, both of which had previously been identified as impaired and appropriately reserved.

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Fees and commissions revenue decreased \$5.4 million or 12 percent compared to the third quarter of 2017. Transaction card revenue decreased as the third quarter of 2017 included a \$2.1 million customer early termination fee related to our transaction card business.

Operating expenses increased \$1.7 million or 4 percent over the third quarter of 2017. Personnel expense increased \$2.1 million or 7 percent, primarily due to increased incentive compensation expense related to loan growth combined with an annual increase in regular compensation. Non-personnel expense decreased \$376 thousand or 2 percent.

Corporate expense allocations were up \$2.3 million or 26 percent over the prior year, primarily due to enhancements of activity based costing drivers to better reflect services being utilized by the Commercial Banking line of business.

The average outstanding balance of loans attributed to Commercial Banking were up \$810 million or 6 percent over the third quarter of 2017 to \$15.3 billion. See the Loans section of Management's Discussion and Analysis of Financial Condition following for additional discussion of changes in commercial and commercial real estate loans, which are primarily attributed to the Commercial Banking segment.

Average deposits attributed to Commercial Banking were \$8.6 billion for the third quarter of 2018, a 1 percent decrease compared to the third quarter of 2017. See Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital for further discussion of change.

Net interest revenue was relatively consistent with the second quarter of 2018 at \$145 million. Second quarter earnings included \$5.3 million in interest recoveries on nonaccrual loans. Excluding the impact of interest recoveries, growth in net interest revenue was driven by strong growth in loan balances and improved loan yields. This growth was partially offset by a modest increase in our internal cost of funds allocation.

Fees and commissions revenue decreased \$3.5 million or 8 percent as a result of reduced customer hedging revenue primarily from our energy customers and the timing of closing loan syndication transactions after an exceptionally strong second quarter. Expense growth outpaced revenue growth primarily due to an increase in incentive compensation as a result of continued loan growth as well as a \$1.7 million write down of a repossessed property in the third quarter.

Average loan balances increased \$421 million or 3 percent, largely impacted by energy, commercial real estate, service and other commercial and industrial loans. Average customer deposits increased \$254 million or 3 percent, mostly due to energy, real estate, and general commercial and industrial deposits.

*Consumer Banking*

Consumer Banking provides retail banking services through four primary distribution channels: traditional branches, the 24-hour ExpressBank call center, Internet banking and mobile banking. Consumer Banking also conducts mortgage banking activities through offices located outside of our consumer banking markets and through HomeDirect Mortgage, an online origination channel.

Consumer Banking contributed \$9.2 million to consolidated net income for the third quarter of 2018, an increase of \$4.4 million over the third quarter of 2017. Growth in net interest revenue was partially offset by decreased mortgage banking revenue. Changes in the fair value of mortgage servicing rights, net of economic hedges, decreased pre-tax net income for third quarter of 2018 by \$1.3 million compared to a \$1.0 million increase in pre-tax net income in the third quarter of 2017.

**Table 10 -- Consumer Banking**

(Dollars in thousands)

	Three Months Ended September 30,				Three Months Ended June 30, 2018			
	2018	2017	Increase (Decrease)	% Increase (Decrease)	Increase (Decrease)	% Increase (Decrease)	Increase (Decrease)	% Increase (Decrease)
Net interest revenue from external sources	\$21,075	\$21,965	\$(890)	(4)%	\$21,746	\$(671)	(3)%	
Net interest revenue from internal sources	19,039	13,981	5,058	36%	17,548	1,491	8%	
Total net interest revenue	40,114	35,946	4,168	12%	39,294	820	2%	
Net loans charged off	1,451	1,316	135	10%	1,139	312	27%	
Net interest revenue after net loans charged off	38,663	34,630	4,033	12%	38,155	508	1%	
Fees and commissions revenue	44,038	45,006	(968)	(2)%	46,332	(2,294)	(5)%	
Other losses, net	(15)	(38)	23	N/A	(12)	(3)	N/A	
Other operating revenue	44,023	44,968	(945)	(2)%	46,320	(2,297)	(5)%	
Personnel expense	23,326	25,121	(1,795)	(7)%	24,995	(1,669)	(7)%	
Non-personnel expense	29,861	31,026	(1,165)	(4)%	30,911	(1,050)	(3)%	
Total other operating expense	53,187	56,147	(2,960)	(5)%	55,906	(2,719)	(5)%	
Net direct contribution	29,499	23,451	6,048	26%	28,569	930	3%	
Gain (loss) on financial instruments, net	(7,228)	1,686	(8,914)	N/A	(6,411)	(817)	N/A	
Change in fair value of mortgage servicing rights	5,972	(639)	6,611	N/A	1,723	4,249	N/A	
Gain (loss) on repossessed assets, net	(87)	292	(379)	N/A	174	(261)	N/A	
Corporate expense allocations	15,863	16,920	(1,057)	(6)%	15,867	(4)	—%	
Income before taxes	12,293	7,870	4,423	56%	8,188	4,105	50%	
Federal and state income tax	3,131	3,061	70	2%	2,086	1,045	50%	
Net income	\$9,162	\$4,809	\$4,353	91%	\$6,102	\$3,060	50%	
Average assets	\$8,323,542	\$8,683,998	\$(360,456)	(4)%	\$8,353,558	\$(30,016)	—%	
Average loans	1,719,679	1,724,523	(4,844)	—%	1,716,259	3,420	—%	
Average deposits	6,580,395	6,663,969	(83,574)	(1)%	6,579,635	760	—%	
Average invested capital	291,980	289,186	2,794	1%	293,420	(1,440)	—%	

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.



Net interest revenue from Consumer Banking activities grew by \$4.2 million or 12 percent over the the third quarter of 2017, primarily due to increased rates received on deposit balances sold to the Funds Management unit.

Fees and commissions revenue decreased \$968 thousand or 2 percent compared to the third quarter of 2017. Higher interest rates decreased mortgage loan origination volumes.

Operating expenses decreased \$3.0 million or 5 percent compared to the third quarter of 2017. Personnel expenses decreased \$1.8 million or 7 percent as mortgage originations have slowed and efforts have been made to right size current capacity. Non-personnel expenses decreased \$1.2 million or 4 percent compared to the prior year primarily due to a decrease in mortgage banking costs.

Corporate expense allocations were \$1.1 million or 6 percent lower than the prior year.

Average consumer deposits decreased \$84 million compared to the third quarter of 2017. Demand deposit balances grew by \$106 million or 6 percent and savings deposit balances were up \$40 million or 9 percent. Higher-costing time deposit balances decreased \$120 million or 12 percent and interest-bearing transaction account balances decreased \$110 million or 3 percent.

Net interest revenue from Consumer Banking activities increased \$820 thousand or 2 percent over the second quarter of 2018 while deposit service charges and fees increased \$588 thousand. The introduction of a new time deposit product as well as interest rate increases on existing money market products have positively impacted runoff trends. Revenues from mortgage banking activities decreased \$2.8 million from the prior quarter. Continued rising interest rates and increased market competition slowed origination activity, which declined 16 percent compared to the prior quarter. Efforts to right size current capacity have resulted in personnel expense savings of \$1.7 million from the previous quarter.

Average consumer loans and deposits remained relatively consistent compared to the prior quarter at \$1.7 billion and \$6.6 billion, respectively.

*Wealth Management*

Wealth Management contributed \$29.3 million to consolidated net income in the third quarter of 2018, up \$13.9 million or 90 percent over the third quarter of 2017. The third quarter of 2018 included an after tax benefit of \$11.5 million as a result of a fee earned on the sale of client assets.

**Table 11 -- Wealth Management**  
(Dollars in thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018		Increase (Decrease)	% Increase (Decrease)	
	2018	2017							
Net interest revenue from external sources	\$23,131	\$11,170	\$11,961	107	%	\$19,074	\$4,057	21	%
Net interest revenue from internal sources	6,267	9,604	(3,337)	(35)	)%	10,232	(3,965)	(39)	)%
Total net interest revenue	29,398	20,774	8,624	42	%	29,306	92	—	%
Net loans charged off (recovered)	(84)	(623)	539	(87)	)%	(105)	21	(20)	)%
Net interest revenue after net loans charged off (recovered)	29,482	21,397	8,085	38	%	29,411	71	—	%
Fees and commissions revenue	83,562	75,915	7,647	10	%	70,489	13,073	19	%
Other gains (losses), net	(205)	(208)	3	N/A		153	(358)	N/A	
Other operating revenue	83,357	75,707	7,650	10	%	70,642	12,715	18	%
Personnel expense	45,571	46,494	(923)	(2)	)%	45,653	(82)	—	%
Non-personnel expense	16,684	15,298	1,386	9	%	15,838	846	5	%
Other operating expense	62,255	61,792	463	1	%	61,491	764	1	%
Net direct contribution	50,584	35,312	15,272	43	%	38,562	12,022	31	%
Gain on financial instruments, net	7	—	7	N/A		—	7	N/A	
Corporate expense allocations	11,126	9,819	1,307	13	%	11,142	(16)	—	%
Income before taxes	39,465	25,493	13,972	55	%	27,420	12,045	44	%
Federal and state income tax	10,134	10,021	113	1	%	7,062	3,072	44	%
Net income	\$29,331	\$15,472	\$13,859	90	%	\$20,358	\$8,973	44	%
Average assets	\$8,498,363	\$6,992,021	\$1,506,342	22	%	\$8,495,557	\$2,806	—	%
Average loans	1,439,774	1,324,574	115,200	9	%	1,413,170	26,604	2	%
Average deposits	5,492,048	5,495,250	(3,202)	—	%	5,834,669	(342,621)	(6)	)%
Average invested capital	249,817	236,815	13,002	5	%	248,367	1,450	1	%

Net interest revenue increased \$8.6 million or 42 percent over the third quarter of 2017. Average trading securities balances increased \$1.3 billion and average loans attributed to the Wealth Management segment increased \$115 million or 9 percent. Average deposit balances were largely unchanged compared to the third quarter of 2017. Growth in interest-bearing transaction account balances and time deposit account balances of \$177 million or 5 percent and \$41 million or 5 percent, respectively, were offset by a \$221 million decrease in demand deposits balances.

Fees and commissions revenue increased \$7.6 million or 10 percent over the third quarter of 2017. Trust fees and commissions increased \$16.9 million as a result of a fee generated from the sale of client assets. This increase was offset by a decrease of \$9.8 million or 33 percent in brokerage and trading revenue, which has been adversely affected by rising interest rates that have slowed the origination of mortgage loans and related investment products.



Operating expense increased \$463 thousand or 1 percent over the third quarter of 2017. Personnel expense decreased \$923 thousand while non-personnel expense increased \$1.4 million or 9 percent.

Corporate expense allocations were up \$1.3 million or 13 percent over the prior year.

Net interest revenue remained relatively consistent compared to the second quarter of 2018. Trust fees and commissions increased \$15.8 million as a result of a fee earned on the sale of client assets. Excluding this fee, fiduciary and asset management fees produced relatively consistent results compared to the second quarter of 2018. Brokerage and trading revenue decreased \$1.7 million or 8 percent compared to the second quarter of 2018 due to a decreased demand in investment products related to rising interest rates and slowing mortgage production. Average loans increased \$27 million or 2 percent to \$1.4 billion. Average deposits decreased \$343 million or 6 percent, primarily due to client migrations to investments. Assets under management decreased \$1.2 billion or 2 percent to \$77.6 billion at September 30, 2018.

### ***Financial Condition*** **Securities**

We maintain a securities portfolio to enhance profitability, manage interest rate risk, provide liquidity and comply with regulatory requirements. Securities are classified as trading, held for investment, or available for sale. See Note 2 to the Consolidated Financial Statements for the composition of the securities portfolio as of September 30, 2018, December 31, 2017 and September 30, 2017.

We hold an inventory of trading securities in support of sales to a variety of customers, including banks, corporations, insurance companies, money managers and others. Trading securities decreased \$296 million to \$1.6 billion during the third quarter of 2018 in response to slower mortgage origination as a result of increased interest rates. As discussed in the Market Risk section of this report, trading activities involve risk of loss from adverse price movement. We mitigate this risk within board-approved limits through the use of derivative contracts, short-sales and other techniques. These limits remain unchanged from levels set before our expanded trading activities.

At September 30, 2018, the carrying value of investment (held-to-maturity) securities was \$374 million and the fair value was \$383 million. Investment securities consist primarily of residential mortgage-backed securities issued by U.S. government agencies, long-term, fixed rate Oklahoma and Texas municipal bonds, and taxable Texas school construction bonds.

Available for sale securities, which may be sold prior to maturity, are carried at fair value. Unrealized gains or losses, net of deferred taxes, are recorded as accumulated other comprehensive income in shareholders' equity. The amortized cost of available for sale securities totaled \$8.3 billion at September 30, 2018, a \$55 million decrease compared to June 30, 2018. At September 30, 2018, the available for sale securities portfolio consisted primarily of U.S. government agency residential mortgage-backed securities and U.S. government agency commercial mortgage-backed securities. Both residential and commercial mortgage-backed securities have credit risk from delinquency or default of the underlying loans. We mitigate this risk by primarily investing in securities issued by U.S. government agencies. Principal and interest payments on the underlying loans are fully guaranteed. Commercial mortgage-backed securities have prepayment penalties similar to commercial loans.

A primary risk of holding residential mortgage-backed securities comes from extension during periods of rising interest rates or prepayment during periods of falling interest rates. We evaluate this risk through extensive modeling of risk both before making an investment and throughout the life of the security. Our best estimate of the duration of the combined residential mortgage-backed securities portfolio held in investment and available for sale securities at September 30, 2018 is 3.6 years. Management estimates the duration extends to 4.2 years assuming an immediate 200 basis point upward shock. The estimated duration contracts to 3.4 years assuming a 50 basis point decline in the

current low rate environment.

The aggregate gross amount of unrealized losses on available for sale securities totaled \$241 million at September 30, 2018, compared to \$205 million at June 30, 2018 due primarily to an increase in longer-term market interest rates. On a quarterly basis, we perform an evaluation on debt securities to determine if the unrealized losses are temporary as more fully described in Note 2 of the Consolidated Financial Statements. No other-than-temporary impairment charges were recognized in earnings during the third quarter of 2018.

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## Loans

The aggregate loan portfolio before allowance for loan losses totaled \$18.3 billion at September 30, 2018, up \$346 million over June 30, 2018, primarily due to growth in commercial and commercial real estate loan balances. Residential mortgage loan balances increased slightly while personal loans were largely unchanged.

**Table 12 -- Loans**

(In thousands)

	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar. 31, 2018</b>	<b>Dec. 31, 2017</b>	<b>Sept. 30, 2017</b>
Commercial:					
Energy	<b>\$3,294,867</b>	\$3,147,219	\$2,969,618	\$2,930,156	\$2,867,981
Services	<b>3,017,311</b>	2,944,499	2,928,294	2,986,949	2,967,513
Healthcare	<b>2,437,323</b>	2,353,722	2,359,928	2,314,753	2,239,451
Wholesale/retail	<b>1,650,729</b>	1,699,554	1,531,576	1,471,256	1,658,098
Manufacturing	<b>660,582</b>	647,816	559,695	496,774	519,446
Other commercial and industrial	<b>515,289</b>	556,229	570,556	534,087	543,445
Total commercial	<b>11,576,101</b>	11,349,039	10,919,667	10,733,975	10,795,934
Commercial real estate:					
Multifamily	<b>1,120,166</b>	1,056,984	1,008,903	980,017	999,009
Office	<b>824,829</b>	820,127	737,144	831,770	797,089
Retail	<b>759,423</b>	768,024	750,396	691,532	725,865
Industrial	<b>696,774</b>	653,384	613,608	573,014	591,080
Residential construction and land development	<b>101,872</b>	118,999	117,458	117,245	112,102
Other commercial real estate	<b>301,611</b>	294,702	279,273	286,409	292,997
Total commercial real estate	<b>3,804,675</b>	3,712,220	3,506,782	3,479,987	3,518,142
Residential mortgage:					
Permanent mortgage	<b>1,094,926</b>	1,068,412	1,047,785	1,043,435	1,013,965
Permanent mortgages guaranteed by U.S. government agencies	<b>180,718</b>	169,653	177,880	197,506	187,370
Home equity	<b>696,098</b>	704,185	720,104	732,745	744,415
Total residential mortgage	<b>1,971,742</b>	1,942,250	1,945,769	1,973,686	1,945,750
Personal	<b>996,941</b>	1,000,187	965,632	965,776	947,008
Total	<b>\$18,349,459</b>	\$18,003,696	\$17,337,850	\$17,153,424	\$17,206,834

### *Commercial*

Commercial loans represent loans for working capital, facilities acquisition or expansion, purchases of equipment and other needs of commercial customers primarily located within our geographical footprint. Commercial loans are underwritten individually and represent ongoing relationships based on a thorough knowledge of the customer, the customer's industry and market. While commercial loans are generally secured by the customer's assets including real property, inventory, accounts receivable, operating equipment, interests in mineral rights and other property and may also include personal guarantees of the owners and related parties, the primary source of repayment of the loans is the ongoing cash flow from operations of the customer's business. Inherent lending risks are centrally monitored on a continuous basis from underwriting throughout the life of the loan for compliance with commercial lending policies.

Commercial loans totaled \$11.6 billion or 63 percent of the loan portfolio at September 30, 2018, an increase of \$227 million over June 30, 2018. Energy loan balances grew by \$148 million. Healthcare sector loan balances grew by \$84 million. Service sector loans increased \$73 million. This growth was partially offset by a \$49 million decrease in wholesale/retail sector loans and a \$41 million decrease in other commercial and industrial loans.

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Table 13 presents the commercial sector of our loan portfolio distributed primarily by collateral location. Loans for which collateral location is less relevant, such as unsecured loans and reserve-based energy loans, are distributed by the borrower's primary operating location.

**Table 13 -- Commercial Loans by Collateral Location**

(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Energy	\$702,213	\$1,747,899	\$39,961	\$3,026	\$333,378	\$18,092	\$86,618	\$363,680	\$3,294,867
Services	715,069	836,398	195,957	5,809	353,810	229,825	290,767	389,676	3,017,311
Healthcare	247,956	341,402	115,807	81,435	154,053	110,923	253,843	1,131,904	2,437,323
Wholesale/retail	379,152	583,575	34,116	30,267	87,732	56,742	80,141	399,004	1,650,729
Manufacturing	113,391	189,260	199	5,194	91,286	90,507	83,489	87,256	660,582
Other commercial and industrial	121,115	147,773	2,505	68,318	8,193	1,136	48,189	118,060	515,289
Total commercial loans	\$2,278,896	\$3,846,307	\$388,545	\$194,049	\$1,028,452	\$507,225	\$843,047	\$2,489,580	\$11,576,101

The majority of the collateral securing our commercial loan portfolio is located within our geographical footprint with 33 percent concentrated in the Texas market and 20 percent concentrated in the Oklahoma market. At September 30, 2018, the Other category is primarily composed of California - \$302 million or 3 percent of the commercial loan portfolio, Florida - \$266 million or 2 percent of the commercial loan portfolio, Louisiana - \$162 million or 1 percent of the commercial loan portfolio, Pennsylvania - \$146 million or 1 percent of the commercial loan portfolio, Ohio - \$141 million or 1 percent of the commercial loan portfolio and Maryland - \$114 million or 1 percent of the commercial loan portfolio. All other states individually represent less than one percent of total commercial loans.

Supporting the energy industry with loans to producers and other energy-related entities has been a hallmark of the Company since its founding and represents a large portion of our commercial loan portfolio. In addition, energy production and related industries have a significant impact on the economy in our primary markets. Loans collateralized by oil and gas properties are subject to a semi-annual engineering review by our internal staff of petroleum engineers. This review is utilized as the basis for developing the expected cash flows supporting the loan amount. The projected cash flows are discounted according to risk characteristics of the underlying oil and gas properties. Loans are evaluated to demonstrate with reasonable certainty that crude oil, natural gas and natural gas liquids can be recovered from known oil and gas reservoirs under existing economic and operating conditions at current pricing levels and with existing conventional equipment and operating methods and costs. As part of our evaluation of credit quality, we analyze rigorous stress tests over a range of commodity prices and take proactive steps to mitigate risk when appropriate.

Outstanding energy loans totaled \$3.3 billion or 18 percent of total loans at September 30, 2018. Unfunded energy loan commitments were \$3.1 billion at September 30, 2018, up \$15 million over June 30, 2018. Approximately \$2.7 billion of energy loans were to oil and gas producers, growing \$96 million over June 30, 2018. The majority of this portfolio is first lien, senior secured, reserve-based lending, which we believe is the lowest risk form of energy lending. Approximately 57 percent of the committed production loans are secured by properties primarily producing oil and 43 percent of the committed production loans are secured by properties primarily producing natural gas. Loans to midstream oil and gas companies totaled \$391 million at September 30, 2018, an increase of \$21 million over June 30, 2018. Loans to borrowers that provide services to the energy industry totaled \$151 million at September 30, 2018, up \$12 million over the prior quarter. Loans to other energy borrowers, including those engaged in wholesale or retail energy sales, totaled \$54 million, a \$19 million increase over the prior quarter.

The services sector of the loan portfolio totaled \$3.0 billion or 16 percent of total loans and consists of a large number of loans to a variety of businesses, including governmental, educational services, consumer services, financial services

and commercial services. Service sector loans increased by \$73 million over June 30, 2018. Loans to governmental entities totaled \$549 million at September 30, 2018. Approximately \$1.5 billion of the services category is made up of loans with individual balances of less than \$10 million. Service sector loans are generally secured by the assets of the borrower with repayment coming from the cash flows of ongoing operations of the customer's business.

The healthcare sector of the loan portfolio totaled \$2.4 billion or 13 percent of total loans and consists primarily of loans for the development and operation of senior housing and care facilities, including independent living, assisted living and skilled nursing. Healthcare also includes loans to hospitals and other medical service providers.

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We participate in shared national credits when appropriate to obtain or maintain business relationships with local customers. Shared national credits are defined by banking regulators as credits of more than \$100 million and with three or more non-affiliated banks as participants. At September 30, 2018, the outstanding principal balance of these loans totaled \$3.8 billion. Substantially all of these loans are to borrowers with local market relationships. We serve as the agent lender in approximately 16 percent of our shared national credits, based on dollars committed. We hold shared national credits to the same standard of analysis and perform the same level of review as internally originated credits. Our lending policies generally avoid loans in which we do not have the opportunity to maintain or achieve other business relationships with the customer. In addition to management's quarterly assessment of credit risk, banking regulators annually review a sample of shared national credits for proper risk grading.

### *Commercial Real Estate*

Commercial real estate represents loans for the construction of buildings or other improvements to real estate and property held by borrowers for investment purposes generally within our geographical footprint, with larger concentrations in Texas and Oklahoma which represent 32 percent and 12 percent of the total commercial real estate portfolio at September 30, 2018, respectively. We require collateral values in excess of the loan amounts, demonstrated cash flows in excess of expected debt service requirements, equity investment in the project and a portion of the project already sold, leased or permanent financing already secured. The expected cash flows from all significant new or renewed income producing property commitments are stress tested to reflect the risks in varying interest rates, vacancy rates and rental rates. As with commercial loans, inherent lending risks are centrally monitored on a continuous basis from underwriting throughout the life of the loan for compliance with applicable lending policies.

Commercial real estate loans totaled \$3.8 billion or 21 percent of the loan portfolio at September 30, 2018. The outstanding balance of commercial real estate loans increased \$92 million during the third quarter of 2018. Loans secured by multifamily residential properties increased \$63 million. Loans secured by industrial properties grew by \$43 million while loans secured by residential construction and land development decreased \$17 million. The commercial real estate loan balance as a percentage of our total loan portfolio has ranged from 19 percent to 23 percent over the past five years.

The commercial real estate sector of our loan portfolio distributed by collateral location follows in Table 14.

**Table 14 -- Commercial Real Estate Loans by Collateral Location**

(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Multifamily	\$ 136,227	\$ 485,506	\$ 29,032	\$ 27,095	\$ 92,660	\$ 56,249	\$ 156,326	\$ 137,071	\$ 1,120,166
Office	107,938	250,912	91,841	13,057	31,529	51,207	35,032	243,313	824,829
Retail	58,052	269,243	122,203	5,891	45,142	31,256	14,607	213,029	759,423
Industrial	85,532	170,760	23,192	100	8,989	7,178	43,898	357,125	696,774
Residential construction and land development	7,017	19,994	14,891	1,726	25,442	2,017	13,084	17,701	101,872
Other commercial real estate	48,475	37,614	10,184	1,701	22,329	25,334	16,730	139,244	301,611
Total commercial real estate loans	\$ 443,241	\$ 1,234,029	\$ 291,343	\$ 49,570	\$ 226,091	\$ 173,241	\$ 279,677	\$ 1,107,483	\$ 3,804,675

The Other category is primarily composed of California - \$259 million or 7 percent of the commercial real estate portfolio, Florida - \$129 million or 3 percent of the commercial real estate portfolio, Utah - \$82 million or 2 percent of the commercial real estate portfolio and Virginia - \$79 million or 2 percent of the commercial real estate portfolio. All other states represent less than 2% individually.

While recent changes nationally in consumer purchasing trends from brick-and-mortar stores to online has created concern with regards to retail lending, our credit quality remains very good. The portfolio is highly diversified with no material exposure to a single borrower or tenant.

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*Residential Mortgage and Personal*

Residential mortgage loans provide funds for our customers to purchase or refinance their primary residence or to borrow against the equity in their home. Residential mortgage loans are secured by a first or second-mortgage on the customer's primary residence. Personal loans consist primarily of loans to wealth management clients secured by the cash surrender value of insurance policies and marketable securities. It also includes direct loans secured by and for the purchase of automobiles, recreational and marine equipment as well as unsecured loans. Residential mortgage and personal loans are made in accordance with underwriting policies we believe to be conservative and are fully documented. Loans may be individually underwritten or credit scored based on size and other criteria. Credit scoring is assessed based on significant credit characteristics including credit history, residential and employment stability.

Residential mortgage loans totaled \$2.0 billion, an increase of \$29 million over June 30, 2018. In general, we sell the majority of our conforming fixed rate loan originations in the secondary market and retain the majority of our non-conforming and adjustable-rate mortgage loans. We have no concentration in sub-prime residential mortgage loans. Our mortgage loan portfolio does not include payment option adjustable rate mortgage loans or adjustable rate mortgage loans with initial rates that are below market. Collateral for 95% of our residential mortgage loan portfolio is located within our geographical footprint.

The majority of our permanent mortgage loan portfolio is composed of various non-conforming mortgage programs to support customer relationships including jumbo mortgage loans, non-builder construction loans and special loan programs for high net worth individuals or certain professionals. Jumbo loans may be fixed or variable rate and are fully amortizing. The size of jumbo loans exceeds maximums set under government sponsored entity standards, but otherwise generally conform to those standards. These loans generally require a minimum FICO score of 720 and a maximum debt-to-income ratio ("DTI") of 38 percent. Loan-to-value ratios ("LTV") are tiered from 60 percent to 100 percent, depending on the market. Special mortgage programs include fixed and variable rate fully amortizing loans tailored to the needs of certain healthcare professionals. Variable rate loans are fully indexed at origination and may have fixed rates for three to ten years, then adjust annually thereafter.

At September 30, 2018, \$181 million of permanent residential mortgage loans are guaranteed by U.S. government agencies. We have limited credit exposure on loans guaranteed by the agencies. This amount includes residential mortgage loans previously sold into GNMA mortgage pools that the Company may repurchase when certain defined delinquency criteria are met. Because of this repurchase right, the Company is deemed to have regained effective control over these loans and must include them on the Consolidated Balance Sheet. Permanent residential mortgage loans guaranteed by U.S. government agencies increased \$11 million over June 30, 2018.

Home equity loans totaled \$696 million at September 30, 2018, an \$8.1 million decrease compared to June 30, 2018. Our home equity loan portfolio is primarily composed of first-lien, fully amortizing home equity loans. Home equity loans generally require a minimum FICO score of 700 and a maximum DTI of 50 percent. The maximum loan amount available for our home equity loan products is generally \$400 thousand. Revolving loans have a 10 year revolving period followed by a 15 year term of amortizing repayment. Interest-only home equity loans have a 5 year revolving period followed by a 15 year term of amortizing repayments and may not be extended for any additional revolving time. All other home equity loans may be extended at management's discretion for an additional 5 year revolving term subject to an update of certain credit information. A summary of our home equity loan portfolio at September 30, 2018 by lien position and amortizing status follows in Table 15.

**Table 15 -- Home Equity Loans**

(In thousands)

	<b>Revolving</b>	<b>Amortizing</b>	<b>Total</b>
First lien	\$ 68,256	\$ 357,039	\$ 425,295

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Junior lien	152,885	117,918	270,803
Total home equity	\$ 221,141	\$ 474,957	\$ 696,098

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The distribution of residential mortgage and personal loans at September 30, 2018 is as follows in Table 16. Residential mortgage loans are distributed by collateral location. Personal loans are generally distributed by borrower location.

**Table 16 -- Residential Mortgage and Personal Loans by Collateral Location**

(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Residential mortgage:									
Permanent mortgage	\$ 174,482	\$ 444,286	\$ 58,153	\$ 13,316	\$ 194,457	\$ 95,578	\$ 64,813	\$ 49,841	\$ 1,094,926
Permanent mortgages guaranteed by U.S. government agencies	45,635	31,780	33,319	8,816	3,758	1,250	13,393	42,767	180,718
Home equity	371,770	130,623	83,068	6,165	40,275	9,481	52,117	2,599	696,098
Total residential mortgage	\$ 591,887	\$ 606,689	\$ 174,540	\$ 28,297	\$ 238,490	\$ 106,309	\$ 130,323	\$ 95,207	\$ 1,971,742
Personal	\$ 326,912	\$ 404,543	\$ 12,759	\$ 12,275	\$ 60,256	\$ 60,901	\$ 61,776	\$ 57,519	\$ 996,941

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The Company secondarily evaluates loan portfolio performance based on the primary geographical market managing the loan. Loans attributed to a geographical market may not represent the location of the borrower or the collateral. All permanent mortgage loans serviced by our mortgage banking unit and held for investment by the Company are centrally managed by the Bank of Oklahoma.

**Table 17 -- Loans Managed by Primary Geographical Market**  
(In thousands)

	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar. 31, 2018</b>	<b>Dec. 31, 2017</b>	<b>Sept. 30, 2017</b>
Oklahoma:					
Commercial	<b>\$3,609,109</b>	\$3,465,407	\$3,265,013	\$3,238,720	\$3,408,973
Commercial real estate	<b>651,315</b>	662,665	668,031	682,037	712,915
Residential mortgage	<b>1,429,843</b>	1,403,658	1,419,281	1,435,432	1,405,900
Personal	<b>376,201</b>	362,846	353,128	342,212	322,320
Total Oklahoma	<b>6,066,468</b>	5,894,576	5,705,453	5,698,401	5,850,108
Texas:					
Commercial	<b>5,115,646</b>	4,922,451	4,715,841	4,520,401	4,434,595
Commercial real estate	<b>1,354,679</b>	1,336,101	1,254,421	1,261,864	1,236,702
Residential mortgage	<b>253,265</b>	243,400	229,761	233,675	229,993
Personal	<b>381,452</b>	394,021	363,608	375,084	375,173
Total Texas	<b>7,105,042</b>	6,895,973	6,563,631	6,391,024	6,276,463
Albuquerque:					
Commercial	<b>325,048</b>	305,167	315,701	343,296	367,747
Commercial real estate	<b>392,494</b>	386,878	348,485	341,282	319,208
Residential mortgage	<b>88,110</b>	90,581	93,490	98,018	101,983
Personal	<b>11,659</b>	11,107	11,667	11,721	12,953
Total Albuquerque	<b>817,311</b>	793,733	769,343	794,317	801,891
Arkansas:					
Commercial	<b>102,237</b>	93,217	94,430	95,644	91,051
Commercial real estate	<b>106,701</b>	90,807	88,700	87,393	80,917
Residential mortgage	<b>7,278</b>	6,927	7,033	6,596	6,318
Personal	<b>12,126</b>	12,331	9,916	9,992	10,388
Total Arkansas	<b>228,342</b>	203,282	200,079	199,625	188,674
Colorado:					
Commercial	<b>1,132,500</b>	1,165,721	1,180,655	1,130,714	1,124,200
Commercial real estate	<b>354,543</b>	267,065	210,801	174,201	186,427
Residential mortgage	<b>68,694</b>	64,839	64,530	63,350	63,734
Personal	<b>56,999</b>	60,504	63,118	63,115	60,513
Total Colorado	<b>1,612,736</b>	1,558,129	1,519,104	1,431,380	1,434,874
Arizona:					
Commercial	<b>621,658</b>	681,852	624,106	687,792	634,809
Commercial real estate	<b>666,562</b>	710,784	672,319	660,094	706,188
Residential mortgage	<b>44,659</b>	47,010	39,227	41,771	40,730
Personal	<b>67,280</b>	65,541	57,023	57,140	55,050

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Total Arizona	<b>1,400,159</b>	1,505,187	1,392,675	1,446,797	1,436,777
Kansas/Missouri:					
Commercial	<b>669,903</b>	715,224	723,921	717,408	734,559
Commercial real estate	<b>278,381</b>	257,920	264,025	273,116	275,785
Residential mortgage	<b>79,893</b>	85,835	92,447	94,844	97,092
Personal	<b>91,224</b>	93,837	107,172	106,512	110,611
Total Kansas/Missouri	<b>1,119,401</b>	1,152,816	1,187,565	1,191,880	1,218,047
Total BOK Financial loans	<b>\$18,349,459</b>	\$18,003,696	\$17,337,850	\$17,153,424	\$17,206,834

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## Loan Commitments

We enter into certain off-balance sheet arrangements in the normal course of business as shown in Table 18. Loan commitments may be unconditional obligations to provide financing or conditional obligations that depend on the borrower's financial condition, collateral value or other factors. Standby letters of credit are unconditional commitments to guarantee the performance of our customer to a third party. Since some of these commitments are expected to expire before being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

**Table 18 -Off-Balance Sheet Credit Commitments**

(In thousands)

	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar. 31, 2018</b>	<b>Dec. 31, 2017</b>	<b>Sept. 30, 2017</b>
Loan commitments	<b>\$10,715,964</b>	\$10,294,211	\$10,249,729	\$9,958,080	\$9,693,489
Standby letters of credit	<b>671,844</b>	659,867	664,342	647,653	665,513
Mortgage loans sold with recourse	<b>101,512</b>	116,269	121,197	125,127	128,681

We have off-balance sheet commitments related to certain residential mortgage loans originated under community development loan programs that were sold to a U.S. government agency with full recourse. These mortgage loans were underwritten to standards approved by the agencies, including full documentation and originated under programs available only for owner-occupied properties. The Company no longer sells residential mortgage loans with recourse. We are obligated to repurchase these loans for the life of these loans in the event of foreclosure for the unpaid principal and interest at the time of foreclosure. Substantially all of these loans are to borrowers in our primary markets including \$63 million to borrowers in Oklahoma and, \$12 million to borrowers in Arkansas. An accrual related to this off-balance sheet risk is included in Other liabilities in the Consolidated Balance Sheets and totaled \$3.1 million at September 30, 2018 and \$3.5 million at June 30, 2018 and \$3.8 million at September 30, 2017.

We also have an off-balance sheet obligation to repurchase residential mortgage loans sold to government sponsored entities through our mortgage banking activities due to standard representations and warranties made under contractual agreements and to service loans in accordance with investor guidelines. The Company has established accruals for losses related to these obligations that are included in Other liabilities in the Consolidated Balance Sheets and in Mortgage banking costs in the Consolidated Statements of Earnings.

For the period from 2010 through the third quarter of 2018 combined, approximately 17 percent of repurchase requests have currently resulted in actual repurchases or indemnification by the Company. There were three loans repurchased from the agencies during the third quarter of 2018. There was one loan with indemnification paid during the third quarter of 2018.

A summary of unresolved deficiency requests from the agencies follows (in thousands, except for number of unresolved deficiency requests):

	<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>
Number of unresolved deficiency requests	<b>170</b>	180
Aggregate outstanding principal balance subject to unresolved deficiency requests	<b>\$6,066</b>	\$8,899
Unpaid principal balance subject to indemnification by the Company	<b>7,071</b>	5,206

The accrual for potential loan repurchases under representations and warranties totaled \$1.1 million at September 30, 2018, \$1.1 million at June 30, 2018, and \$1.4 million at September 30, 2017.



## Customer Derivative Programs

We offer programs that permit our customers to hedge various risks, including fluctuations in energy, cattle and other agricultural product prices, interest rates and foreign exchange rates. Each of these programs work essentially the same way. Derivative contracts are executed between the customers and the Company. Offsetting contracts are executed between the Company and selected counterparties to minimize market risk due to changes in commodity prices, interest rates or foreign exchange rates. The counterparty contracts are identical to the customer contracts, except for a fixed pricing spread or a fee paid to us as compensation for administrative costs, credit risk and profit.

The customer derivative programs create credit risk for potential amounts due to the Company from our customers and from the counterparties. Customer credit risk is monitored through existing credit policies and procedures. The effects of changes in commodity prices, interest rates or foreign exchange rates are evaluated across a range of possible scenarios to determine the maximum exposure we are willing to have individually to any customer. Customers may also be required to provide cash margin or other collateral in conjunction with our credit agreements to further limit our credit risk.

Counterparty credit risk is evaluated through existing policies and procedures. This evaluation considers the total relationship between BOK Financial and each of the counterparties. Individual limits are established by management, approved by Credit Administration and reviewed by the Asset/Liability Committee. Margin collateral is required if the exposure between the Company and any counterparty exceeds established limits. Based on declines in the counterparties' credit ratings, these limits may be reduced and additional margin collateral may be required.

A deterioration of the credit standing of one or more of the customers or counterparties to these contracts may result in BOK Financial recognizing a loss as the fair value of the affected contracts may no longer move in tandem with the offsetting contracts. This occurs if the credit standing of the customer or counterparty deteriorated such that either the fair value of underlying collateral no longer supported the contract or the customer or the counterparty's ability to provide margin collateral was impaired. Credit losses on customer derivatives reduce brokerage and trading revenue in the Consolidated Statements of Earnings.

Derivative contracts are carried at fair value. At September 30, 2018, the net fair values of derivative contracts, before consideration of cash margin, reported as assets under these programs totaled \$359 million compared to \$382 million at June 30, 2018. At September 30, 2018, the net fair value of our derivative contracts included \$147 million for foreign exchange contracts, \$134 million for energy contracts, \$45 million for interest rate swaps and \$28 million of to-be-announced residential mortgage-backed securities. The aggregate net fair value of derivative contracts, before consideration of cash margin, held under these programs reported as liabilities totaled \$351 million at September 30, 2018 and \$364 million at June 30, 2018.

At September 30, 2018, total derivative assets were reduced by \$17 million of cash collateral received from counterparties and total derivative liabilities were reduced by \$119 million of cash collateral paid to counterparties related to instruments executed with the same counterparty under a master netting agreement.

A table showing the notional and fair value of derivative assets and liabilities on both a gross and net basis is presented in Note 3 to the Consolidated Financial Statements.

The fair value of derivative contracts reported as assets under these programs, net of cash margin held by the Company, by category of debtor at September 30, 2018 follows in Table 19.

### **Table 19 -- Fair Value of Derivative Contracts** (In thousands)

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Customers	\$ 186,959
Banks and other financial institutions	102,405
Exchanges and clearing organizations	52,320
Fair value of customer risk management program asset derivative contracts, net	\$ 341,684

At September 30, 2018, our largest derivative exposure was to an exchange for to-be-announced mortgage-back security contracts of \$27 million.

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Our customer derivative program also introduces liquidity and capital risk. We are required to provide cash margin to certain counterparties when the net negative fair value of the contracts exceeds established limits. Also, changes in commodity prices affect the amount of regulatory capital we are required to hold as support for the fair value of our derivative assets. These risks are modeled as part of the management of these programs. Based on current prices, a decrease in market prices equivalent to \$33.33 per barrel of oil would decrease the fair value of derivative assets by \$108 million. An increase in prices equivalent to \$85.69 per barrel of oil would increase the fair value of derivative assets by \$129 million. Liquidity requirements of this program may also be affected by our credit rating. At September 30, 2018, a decrease in our credit rating to below investment grade did not have a significant impact on our obligation to post cash margin on existing contracts. The fair value of our to-be-announced residential mortgage-backed securities and interest rate swap derivative contracts is affected by changes in interest rates. Based on our assessment as of September 30, 2018, changes in interest rates would not materially impact regulatory capital or liquidity needed to support this portion of our customer derivative program.

### **Summary of Loan Loss Experience**

We maintain an allowance for loan losses and an accrual for off-balance sheet credit risk. At September 30, 2018, the combined allowance for loan losses and off-balance sheet credit losses totaled \$213 million or 1.16 percent of outstanding loans and 146 percent of nonaccruing loans, excluding loans guaranteed by U.S. government agencies. The allowance for loan losses was \$211 million and the accrual for off-balance sheet credit losses was \$2.0 million. At June 30, 2018, the combined allowance for credit losses was \$218 million or 1.21 percent of outstanding loans and 138 percent of nonaccruing loans, excluding loans guaranteed by U.S. government agencies. The allowance for loan losses was \$215 million and the accrual for off-balance sheet credit losses was \$2.4 million.

The provision for credit losses is the amount necessary to maintain the allowance for loan losses and an accrual for off-balance sheet credit risk at an amount determined by management to be appropriate based on its evaluation. The provision includes the combined charge to expense for both the allowance for loan losses and the accrual for off-balance sheet credit risk. All losses incurred from lending activities will ultimately be reflected in charge-offs against the allowance for loan losses following funds advanced against outstanding commitments. Based on an evaluation of all credit factors, including overall loan growth, the trends in nonaccruing loans, potential problem loans and net charge-offs, the Company determined that \$4.0 million provision for credit losses was appropriate for the third quarter of 2018. The Company recorded no provision for credit losses in the second quarter of 2018.



**Table 20 -- Summary of Loan Loss Experience**  
(In thousands)

	Three Months Ended					
	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017	
<b>Allowance for loan losses:</b>						
Beginning balance	\$215,142	\$223,967	\$230,682	\$247,703	\$250,061	
Loans charged off:						
Commercial	(9,602 )	(13,775 )	(1,563 )	(13,254 )	(4,429 )	
Commercial real estate	—	—	—	—	—	
Residential mortgage	(91 )	(135 )	(100 )	(205 )	(168 )	
Personal	(1,380 )	(1,195 )	(1,227 )	(1,290 )	(1,228 )	
Total	(11,073 )	(15,105 )	(2,890 )	(14,749 )	(5,825 )	
Recoveries of loans previously charged off:						
Commercial	1,263	298	488	1,982	1,014	
Commercial real estate	40	3,097	183	258	739	
Residential mortgage	229	505	242	229	134	
Personal	560	678	663	592	550	
Total	2,092	4,578	1,576	3,061	2,437	
Net loans recovered (charged off)	(8,981 )	(10,527 )	(1,314 )	(11,688 )	(3,388 )	
Provision for loan losses	4,408	1,702	(5,401 )	(5,333 )	1,030	
Ending balance	\$210,569	\$215,142	\$223,967	\$230,682	\$247,703	
<b>Accrual for off-balance sheet credit losses:</b>						
Beginning balance	\$2,433	\$4,135	\$3,734	\$5,401	\$6,431	
Provision for off-balance sheet credit losses	(408 )	(1,702 )	401	(1,667 )	(1,030 )	
Ending balance	\$2,025	\$2,433	\$4,135	\$3,734	\$5,401	
<b>Total combined provision for credit losses</b>	<b>\$4,000</b>	<b>\$—</b>	<b>\$(5,000 )</b>	<b>\$(7,000 )</b>	<b>\$—</b>	
Allowance for loan losses to loans outstanding at period-end	1.15	% 1.19	% 1.29	% 1.34	% 1.44	%
Net charge-offs (recoveries) (annualized) to average loans	0.20	% 0.24	% 0.03	% 0.27	% 0.08	%
Total provision for credit losses (annualized) to average loans	0.09	% —	% (0.12 )	% (0.16 )	% —	%
Recoveries to gross charge-offs	18.89	% 30.31	% 54.53	% 20.75	% 41.84	%
Accrual for off-balance sheet credit losses to off-balance sheet credit commitments	0.02	% 0.02	% 0.04	% 0.04	% 0.05	%
Combined allowance for credit losses to loans outstanding at period-end	1.16	% 1.21	% 1.32	% 1.37	% 1.47	%
<i>Allowance for Loan Losses</i>						

The appropriateness of the allowance for loan losses is assessed by management based on an ongoing quarterly evaluation of the probable estimated losses inherent in the portfolio. The allowance consists of specific allowances attributed to certain impaired loans, general allowances based on estimated loss rates by loan class and non-specific allowances based on general economic conditions, concentration in loans with large balances and other relevant factors.

Loans are considered to be impaired when it is probable that we will not collect all amounts due according to the original contractual terms of the loan agreement. This includes all nonaccruing loans, all loans modified in troubled debt restructurings and all government guaranteed loans repurchased from GNMA pools. A specific allowance is required when the outstanding principal balance of the loan is not supported by either the discounted cash flows expected to be received from the borrower or the fair value of collateral for collateral dependent loans. At September 30, 2018, impaired loans totaled \$326 million, including \$38 million with specific allowances of \$14 million and \$287 million with no specific allowances. At June 30, 2018, impaired loans totaled \$328 million, including \$60 million of impaired loans with specific allowances of \$15 million and \$268 million with no specific

allowances.

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General allowances for unimpaired loans are based on an estimated loss rate by loan class. Estimated loss rates for risk-graded loans are either increased or decreased based on changes in risk grading for each loan class. Estimated loss rates for both risk-graded and non-risk graded loans may be further adjusted for inherent risk identified for the given loan class which have not yet been captured in the loss rate.

The aggregate amount of general allowances for all unimpaired loans totaled \$178 million at September 30, 2018. The general allowance for unimpaired loans decreased \$6.6 million compared to June 30, 2018, primarily related to the commercial loan segment.

Nonspecific allowances are maintained for risks beyond factors specific to a particular portfolio segment or loan class. These factors include trends in the economy in our primary lending areas, concentrations in loans with large balances and other relevant factors. Nonspecific allowances totaled \$19 million at September 30, 2018, a \$3.4 million increase over June 30, 2018. The nonspecific allowance increased primarily related to the estimated impact of interest rate increases on variable-rate borrowers and impact of tariffs on cost of goods borrowers use such as steel.

An allocation of the allowance for loan losses by portfolio segment is included in Note 4 to the Consolidated Financial Statements.

Our loan monitoring process also identified certain accruing substandard loans that possess more than the normal amount of risk due to deterioration in the financial condition of the borrower or the value of the collateral. Because the borrowers are still performing in accordance with the original terms of the loan agreements, and no loss of principal or interest is anticipated, these loans were not included in nonperforming assets. Known information does, however, cause management concern as to the borrowers' ability to comply with current repayment terms. These potential problem loans totaled \$176 million at September 30, 2018 and were primarily composed of \$106 million or 3 percent of energy loans, \$21 million or 3 percent of commercial real estate loans secured by retail facilities, \$16 million or 1 percent of healthcare sector loans, \$13 million or 2 percent of manufacturing sector loans and \$12 million or less than 1 percent of service sector loans. Potential problem loans totaled \$140 million at June 30, 2018.

Based on regulatory guidelines, other loans especially mentioned are in compliance with the original terms of the agreement but may have a weakness that deserves management's close attention. Other loans especially mentioned totaled \$56 million at September 30, 2018 and were composed primarily of \$27 million or 1 percent of service sector loans. Other loans especially mentioned totaled \$124 million at June 30, 2018.

We updated our semi-annual energy loan portfolio stress test at June 30, 2018 to estimate how the energy portfolio may respond in a prolonged low-price environment. Stress test assumptions applied the five year forward pricing curve which decreases from a starting price of \$2.29 per million BTUs for natural gas and \$51.70 per barrel of oil to \$2.17 per million BTUs for natural gas and \$43.37 per barrel of oil in year 5 and then escalated 3 percent annually for years six through ten to a maximum of \$2.50 and \$49.99, respectively. Results of the stress test were considered in conjunction with the determination of the allowance for credit losses.

#### *Net Loans Charged Off*

Loans are charged off against the allowance for loan losses when the loan balance or a portion of the loan balance is no longer covered by the paying capacity of the borrower based on an evaluation of available cash resources and collateral value. Internally risk graded loans are evaluated quarterly and charge-offs are taken in the quarter in which the loss is identified. Non-risk graded loans are generally charged off when payments are between 60 days and 180 days past due, depending on loan class. In addition, non-risk graded loans are generally charged-down to collateral value within 60 days of being notified of a borrower's bankruptcy filing, regardless of payment status.

BOK Financial had net charge-offs of \$9.0 million in the third quarter of 2018, compared to net charge-offs of \$10.5 million in the second quarter of 2018 and net charge-offs of \$3.4 million in the third quarter of 2017. The ratio of net loans charged off to average loans on an annualized basis was 0.20 percent for the third quarter of 2018, compared with 0.24 percent for the second quarter of 2018 and 0.08 percent for the third quarter of 2017.

Net charge-offs of commercial loans were \$8.3 million in the third quarter of 2018, primarily related to a single energy production borrower and single wholesale/retail sector borrower. Net commercial real estate loan recoveries were \$40 thousand in the third quarter of 2018. Net recoveries of residential mortgage loans were \$138 thousand and net charge-offs of personal loans were \$820 thousand for the third quarter. Personal loan net charge-offs include deposit account overdraft losses.

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## Nonperforming Assets

### Table 21 -- Nonperforming Assets

(In thousands)

	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017
Nonaccruing loans:					
Commercial	\$109,490	\$120,978	\$131,460	\$137,303	\$176,900
Commercial real estate	1,316	1,996	2,470	2,855	2,975
Residential mortgage	41,917	42,343	45,794	47,447	45,506
Personal	269	340	340	269	255
Total nonaccruing loans	152,992	165,657	180,064	187,874	225,636
Accruing renegotiated loans guaranteed by U.S. government agencies	83,347	75,374	74,418	73,994	69,440
Real estate and other repossessed assets	24,515	27,891	23,652	28,437	32,535
Total nonperforming assets	\$260,854	\$268,922	\$278,134	\$290,305	\$327,611
Total nonperforming assets excluding those guaranteed by U.S. government agencies	\$169,717	\$185,981	\$194,833	\$207,132	\$249,280
Nonaccruing loans by loan portfolio segment and class:					
Commercial:					
Energy	\$54,033	\$65,597	\$89,942	\$92,284	\$110,683
Healthcare	15,704	16,125	15,342	14,765	24,446
Wholesale/retail	9,249	14,095	2,564	2,574	1,893
Manufacturing	9,202	2,991	3,002	5,962	9,059
Services	4,097	4,377	2,109	2,620	1,174
Other commercial and industrial	17,205	17,793	18,501	19,098	29,645
Total commercial	109,490	120,978	131,460	137,303	176,900
Commercial real estate:					
Retail	777	1,068	264	276	289
Residential construction and land development	350	350	1,613	1,832	1,924
Office	—	275	275	275	275
Multifamily	—	—	—	—	—
Industrial	—	—	—	—	—
Other commercial real estate	189	303	318	472	487
Total commercial real estate	1,316	1,996	2,470	2,855	2,975
Residential mortgage:					
Permanent mortgage	22,855	23,105	24,578	25,193	24,623
Permanent mortgage guaranteed by U.S. government agencies	7,790	7,567	8,883	9,179	8,891
Home equity	11,272	11,671	12,333	13,075	11,992
Total residential mortgage	41,917	42,343	45,794	47,447	45,506
Personal	269	340	340	269	255
Total nonaccruing loans	\$152,992	\$165,657	\$180,064	\$187,874	\$225,636
Ratios:					
Allowance for loan losses to nonaccruing loans <sup>1</sup>	145.02	% 136.09	% 130.84	% 129.09	% 114.28
Accruing loans 90 days or more past due <sup>1</sup>	\$518	\$879	\$90	\$633	\$253

<sup>1</sup> Excludes residential mortgages guaranteed by agencies of the U.S. Government.



Nonperforming assets totaled \$261 million or 1.42 percent of outstanding loans and repossessed assets at September 30, 2018. Nonaccruing loans totaled \$153 million, accruing renegotiated residential mortgage loans totaled \$83 million and real estate and other repossessed assets totaled \$25 million. All accruing renegotiated residential mortgage loans and \$7.8 million of nonaccruing loans are guaranteed by U.S. government agencies. Excluding assets guaranteed by U.S. government agencies, nonperforming assets decreased \$16 million compared to the second quarter, primarily due to a decrease in nonaccruing energy and wholesale/retail sector loans. The Company generally retains nonperforming assets to maximize potential recovery, which may cause future nonperforming assets to decrease more slowly.

Loans are generally classified as nonaccruing when it becomes probable that we will not collect the full contractual principal and interest. As more fully discussed in Note 4 to the Consolidated Financial Statements, we may modify loans in troubled debt restructurings. Modifications may include extension of payment terms and rate concessions. We generally do not forgive principal or accrued but unpaid interest. All loans modified in troubled debt restructurings, except for residential mortgage loans guaranteed by U.S. government agencies, are currently classified as nonaccruing. We may also renew matured nonaccruing loans. All nonaccruing loans, including those renewed or modified in troubled debt restructurings, are charged off when the loan balance is no longer covered by the paying capacity of the borrower based on a quarterly evaluation of available cash resources and collateral value. Nonaccruing loans generally remain on nonaccrual status until full collection of principal and interest in accordance with the original terms, including principal previously charged off, is probable. We generally do not voluntarily modify personal loans to troubled borrowers. Personal loans modified at the direction of bankruptcy court orders are identified as troubled debt restructurings and classified as nonaccruing.

Renegotiated loans currently consist solely of accruing residential mortgage loans guaranteed by U.S. government agencies that have been modified in troubled debt restructurings. See Note 4 to the Consolidated Financial Statements for additional discussion of troubled debt restructurings. Generally, we modify residential mortgage loans primarily by reducing interest rates and extending the number of payments in accordance with U.S. government agency guidelines. Generally, no unpaid principal or interest is forgiven. Interest continues to accrue based on the modified terms of the loan. Modified loans guaranteed by U.S. government agencies under residential mortgage loan programs may be sold once they become eligible according to U.S. government agency guidelines.

A rollforward of nonperforming assets for the three and nine months ended September 30, 2018 follows in Table 22.

**Table 22 -- Rollforward of Nonperforming Assets**

(In thousands)

	Three Months Ended			Total Nonperforming Assets
	September 30, 2018			
	Nonaccruing Loans	Renegotiated Loans	Real Estate and Other Repossessed Assets	
Balance, June 30, 2018	\$ 165,657	\$ 75,374	\$ 27,891	\$ 268,922
Additions	20,063	12,885	—	32,948
Payments	(20,162 )	(867 )	—	(21,029 )
Charge-offs	(11,073 )	—	—	(11,073 )
Net gains, losses and write-downs	—	—	(1,965 )	(1,965 )
Foreclosure of nonperforming loans	(770 )	—	770	—
Foreclosure of loans guaranteed by U.S. government agencies	(873 )	(2,144 )	—	(3,017 )
Proceeds from sales	—	(2,136 )	(2,648 )	(4,784 )
Net transfers to nonaccruing loans	150	(150 )	—	—
Return to accrual status	—	—	—	—

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Other, net	—	385	467	852
Balance, September 30, 2018	\$ 152,992	\$ 83,347	\$ 24,515	\$ 260,854

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	Nine Months Ended September 30, 2018			Total Nonperforming Assets
	Nonaccruing Loans	Renegotiated Loans	Real Estate and Other Reposessed Assets	
Balance, December 31, 2017	\$ 187,874	\$ 73,994	\$ 28,437	\$ 290,305
Additions	72,211	43,506	—	115,717
Payments	(63,700 )	(2,242 )	—	(65,942 )
Charge-offs	(29,068 )	—	—	(29,068 )
Net gains, losses and write-downs	—	—	(5,971 )	(5,971 )
Foreclosure of nonperforming loans	(9,513 )	—	9,513	—
Foreclosure of loans guaranteed by U.S. government agencies	(4,059 )	(5,935 )	—	(9,994 )
Proceeds from sales	—	(26,221 )	(8,164 )	(34,385 )
Net transfers to nonaccruing loans	1,086	(1,086 )	—	—
Return to accrual status	(1,839 )	—	—	(1,839 )
Other, net	—	1,331	700	2,031
Balance, September 30, 2018	\$ 152,992	\$ 83,347	\$ 24,515	\$ 260,854

We foreclose on loans guaranteed by U.S. government agencies in accordance with agency guidelines. Generally these loans are not eligible for modification programs or have failed to comply with modified loan terms. Principal is guaranteed by agencies of the U.S. government, subject to limitations and credit risk is limited. These properties will be conveyed to the agencies once applicable criteria have been met.

#### *Commercial*

Nonaccruing commercial loans totaled \$109 million or 0.95 percent of total commercial loans at September 30, 2018 and \$121 million or 1.07 percent of commercial loans at June 30, 2018. There were \$15 million in newly identified nonaccruing commercial loans during the quarter, offset by \$17 million in payments and \$10 million of charge-offs of nonaccruing commercial loans during the third quarter. There were no foreclosures of commercial loans during the third quarter.

Nonaccruing commercial loans at September 30, 2018 were primarily composed of \$54 million or 1.64 percent of total energy loans, \$17 million or 3.34 percent of total other commercial and industrial sector loans and \$16 million or 0.64 percent of total healthcare sector loans.

#### *Commercial Real Estate*

Nonaccruing commercial real estate loans totaled \$1.3 million or 0.03 percent of outstanding commercial real estate loans at September 30, 2018, compared to \$2.0 million or 0.05 percent of outstanding commercial real estate loans at June 30, 2018. Newly identified nonaccruing commercial real estate loans of \$22 thousand were offset by \$702 thousand of cash payments received. There were no charge-offs or foreclosures of nonaccruing commercial real estate loans during the third quarter.

Nonaccruing commercial real estate loans were primarily composed of \$777 thousand or 0.10 percent of loans secured by retail facilities.

#### *Residential Mortgage and Personal*

Nonaccruing residential mortgage loans totaled \$42 million or 2.13 percent of outstanding residential mortgage loans at September 30, 2018, a \$426 thousand decrease compared to June 30, 2018. Newly identified nonaccruing residential mortgage loans totaling \$3.6 million were offset \$2.4 million of payments, \$1.6 million of foreclosures and

\$91 thousand of loans charged off during the quarter.

Nonaccruing residential mortgage loans primarily consist of non-guaranteed permanent residential mortgage loans, which totaled \$23 million or 2.09 percent of outstanding non-guaranteed permanent residential mortgage loans at September 30, 2018. Nonaccruing home equity loans totaled \$11 million or 1.62 percent of total home equity loans.

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Payments of accruing residential mortgage loans and personal loans may be delinquent. The composition of residential mortgage loans and personal loans past due but still accruing is included in the following Table 23. Substantially all non-guaranteed residential loans past due 90 days or more are nonaccruing. Residential mortgage loans 30 to 59 days past due increased \$3.2 million in the third quarter to \$7.3 million at September 30, 2018. Residential mortgage loans 60 to 89 days past due increased by \$998 thousand. Personal loans past due 30 to 59 days increased by \$722 thousand and personal loans 60 to 89 days decreased \$92 thousand.

**Table 23 -- Residential Mortgage and Personal Loans Past Due**

(In thousands)

	September 30, 2018			June 30, 2018		
	90 Days or More	60 to 89 Days	30 to 59 Days	90 Days or More	60 to 89 Days	30 to 59 Days
Residential mortgage:						
Permanent mortgage <sup>1</sup>	\$—	\$1,732	\$5,721	\$84	\$796	\$2,568
Home equity	121	156	1,609	65	94	1,612
Total residential mortgage	\$121	\$1,888	\$7,330	149	\$890	\$4,180
Personal	\$—	\$58	\$900	\$—	\$150	\$178

<sup>1</sup> Excludes past due residential mortgage loans guaranteed by agencies of the U.S. government.

#### *Real Estate and Other Repossessed Assets*

Real estate and other repossessed assets are assets acquired in partial or total forgiveness of loans. The assets are carried at the lower of cost as determined by fair value at the date of foreclosure or current fair value, less estimated selling costs.

Real estate and other repossessed assets totaled \$25 million at September 30, 2018, composed primarily of \$11 million of oil and gas properties, \$5.3 million of 1-4 family residential properties, \$3.6 million of developed commercial real estate and \$4.5 million of undeveloped land primarily zoned for commercial development. Real estate and other repossessed assets totaled \$28 million at June 30, 2018.

## Liquidity and Capital

Based on the average balances for the third quarter of 2018, approximately 65 percent of our funding was provided by deposit accounts, 21 percent from borrowed funds, less than 1 percent from long-term subordinated debt and 11 percent from equity. Our funding sources, which primarily include deposits and borrowings from the Federal Home Loan Banks and other banks, provide adequate liquidity to meet our operating needs.

### *Subsidiary Bank*

Deposits and borrowed funds are the primary sources of liquidity for BOKF, NA, the wholly owned subsidiary bank of BOK Financial. We compete for retail and commercial deposits by offering a broad range of products and services and focusing on customer convenience. Retail deposit growth is supported through personal and small business checking, online bill paying services, mobile banking services, an extensive network of branch locations and ATMs and our ExpressBank call center. Commercial deposit growth is supported by offering treasury management and lockbox services. We also acquire brokered deposits when the cost of funds is advantageous to other funding sources.

Average deposits for the third quarter of 2018 totaled \$22 billion, a decrease of \$119 million compared to the second quarter of 2018. Interest-bearing transaction account balances decreased \$179 million and time deposits decreased \$41 million. Demand deposits increased \$102 million over second quarter of 2018.

### **Table 24 - Average Deposits by Line of Business**

(In thousands)

	Three Months Ended				
	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017
Commercial Banking	\$8,633,204	\$8,379,584	\$8,679,269	\$8,799,166	\$8,727,221
Consumer Banking	6,580,395	6,579,635	6,533,901	6,622,149	6,663,969
Wealth Management	5,492,048	5,834,669	5,582,554	5,457,566	5,495,250
Subtotal	20,705,647	20,793,888	20,795,724	20,878,881	20,886,440
Funds Management and other	1,230,648	1,261,344	1,331,171	1,282,179	1,232,881
Total	\$21,936,295	\$22,055,232	\$22,126,895	\$22,161,060	\$22,119,321

Average Commercial Banking deposit balances increased \$254 million over second quarter of 2018. Demand deposit balances increased \$218 million and interest-bearing transaction account balances increased \$28 million. Despite the series of federal funds rate increases from the Federal Reserve, as well as modest increases in our earnings credit, commercial customers continue to retain large cash reserves primarily due to a combination of factors including uncertainty about the economic environment and potential for growth, lack of preferable liquid alternatives and a desire to minimize deposit service charges through the earnings credit. The earnings credit is a non-cash method that enables commercial customers to offset deposit service charges based on account balances. Commercial deposit balances may decrease as the economic outlook continues to improve and if short-term rates continue to move higher, enhancing their investment alternatives. As short-term rates move higher, related increases to the earnings credit rate may be appropriate, which will reduce the amount of deposits required to offset service charges.

Average Consumer Banking deposit balances increased \$760 thousand over the prior quarter. Demand deposit balances grew by \$30 million. This growth was offset by decreases of \$22 million in interest-bearing transaction account balances \$6.9 million in time deposit balances.

Average Wealth Management deposits decreased \$343 million compared to the second quarter of 2018 primarily due to customers deploying funds in other off-balance sheet investment alternatives. Interest-bearing transaction account balances were down \$179 million, demand deposit balances decreased \$124 million, and time deposits balances were

down \$39 million.

Average time deposits for the third quarter of 2018 included \$248 million of brokered deposits, a decrease of \$4.2 million compared to the second quarter of 2018. Average interest-bearing transaction accounts for the third quarter included \$813 million of brokered deposits, a decrease of \$14 million compared to the second quarter of 2018.

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The distribution of our period end deposit account balances among principal markets follows in Table 25.

**Table 25 -- Period End Deposits by Principal Market Area**

(In thousands)

	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar. 31, 2018</b>	<b>Dec. 31, 2017</b>	<b>Sept. 30, 2017</b>
Oklahoma:					
Demand	<b>\$3,564,307</b>	\$3,867,933	\$4,201,842	\$3,885,008	\$4,061,612
Interest-bearing:					
Transaction	<b>6,010,972</b>	5,968,460	6,051,302	5,901,293	5,909,259
Savings	<b>288,080</b>	289,202	289,351	265,870	265,023
Time	<b>1,128,810</b>	1,207,471	1,203,534	1,092,133	1,131,547
Total interest-bearing	<b>7,427,862</b>	7,465,133	7,544,187	7,259,296	7,305,829
Total Oklahoma	<b>10,992,169</b>	11,333,066	11,746,029	11,144,304	11,367,441
Texas:					
Demand	<b>3,353,248</b>	3,317,656	3,015,869	3,239,098	3,094,184
Interest-bearing:					
Transaction	<b>2,181,382</b>	2,168,488	2,208,480	2,397,071	2,272,987
Savings	<b>97,909</b>	97,809	98,852	93,620	93,400
Time	<b>453,119</b>	445,500	475,967	502,879	521,072
Total interest-bearing	<b>2,732,410</b>	2,711,797	2,783,299	2,993,570	2,887,459
Total Texas	<b>6,085,658</b>	6,029,453	5,799,168	6,232,668	5,981,643
Albuquerque:					
Demand	<b>722,188</b>	770,974	695,060	663,353	659,793
Interest-bearing:					
Transaction	<b>593,760</b>	586,593	555,414	552,393	551,884
Savings	<b>57,794</b>	59,415	60,596	55,647	53,532
Time	<b>221,513</b>	212,689	216,306	216,743	224,773
Total interest-bearing	<b>873,067</b>	858,697	832,316	824,783	830,189
Total Albuquerque	<b>1,595,255</b>	1,629,671	1,527,376	1,488,136	1,489,982
Arkansas:					
Demand	<b>36,579</b>	39,896	35,291	30,384	31,442
Interest-bearing:					
Transaction	<b>128,001</b>	143,298	94,206	85,095	126,746
Savings	<b>1,826</b>	1,885	1,960	1,881	1,876
Time	<b>10,214</b>	10,771	11,878	14,045	14,434
Total interest-bearing	<b>140,041</b>	155,954	108,044	101,021	143,056
Total Arkansas	<b>176,620</b>	195,850	143,335	131,405	174,498

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	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017
Colorado:					
Demand	<b>593,442</b>	529,912	521,963	633,714	540,300
Interest-bearing:					
Transaction	<b>622,520</b>	701,362	687,785	657,629	628,807
Savings	<b>40,308</b>	38,176	37,232	35,223	34,776
Time	<b>217,628</b>	208,049	215,330	224,962	231,927
Total interest-bearing	<b>880,456</b>	947,587	940,347	917,814	895,510
Total Colorado	<b>1,473,898</b>	1,477,499	1,462,310	1,551,528	1,435,810
Arizona:					
Demand	<b>370,299</b>	387,952	330,196	334,701	335,740
Interest-bearing:					
Transaction	<b>130,837</b>	194,353	248,337	274,846	174,010
Savings	<b>3,559</b>	3,935	4,116	3,343	4,105
Time	<b>23,927</b>	22,447	21,009	20,394	20,831
Total interest-bearing	<b>158,323</b>	220,735	273,462	298,583	198,946
Total Arizona	<b>528,622</b>	608,687	603,658	633,284	534,686
Kansas/Missouri:					
Demand	<b>423,560</b>	459,636	505,802	457,080	462,410
Interest-bearing:					
Transaction	<b>322,747</b>	401,545	381,447	382,066	361,391
Savings	<b>13,125</b>	13,052	13,845	13,574	12,513
Time	<b>20,635</b>	20,805	22,230	27,260	27,705
Total interest-bearing	<b>356,507</b>	435,402	417,522	422,900	401,609
Total Kansas/Missouri	<b>780,067</b>	895,038	923,324	879,980	864,019
Total BOK Financial deposits	<b>\$21,632,289</b>	\$22,169,264	\$22,205,200	\$22,061,305	\$21,848,079

In addition to deposits, liquidity is provided primarily by federal funds purchased, securities repurchase agreements and Federal Home Loan Bank borrowings. Federal funds purchased consist primarily of unsecured, overnight funds acquired from other financial institutions. Funds are primarily purchased from bankers' banks and Federal Home Loan banks from across the country. The largest single source of wholesale federal funds purchased totaled \$250 million at September 30, 2018. Securities repurchase agreements generally mature within 90 days and are secured by certain available for sale securities. Federal Home Loan Bank borrowings are generally short-term and are secured by a blanket pledge of eligible collateral (generally unencumbered U.S. Treasury and agency mortgage-backed securities, 1-4 family residential mortgage loans, multifamily and other qualifying commercial real estate loans). Amounts borrowed from the Federal Home Loan Bank of Topeka averaged \$5.7 billion during the quarter, compared to \$6.5 billion in the second quarter of 2018.

At September 30, 2018, the estimated unused credit available to BOKF, NA from collateralized sources was approximately \$6.3 billion.

A summary of other borrowings for BOK Financial on a consolidated basis follows in Table 26.

**Table 26 -- Borrowed Funds**

(In thousands)

	Three Months Ended September 30, 2018				Three Months Ended June 30, 2018			
	Sept. 30, 2018	Average Balance During the Quarter	Rate	Maximum Outstanding At Any Month End During the Quarter	June 30, 2018	Average Balance During the Quarter	Rate	Maximum Outstanding At Any Month End During the Quarter
Parent Company and Other Non-Bank Subsidiaries:								
Other borrowings	5,278	5,300	1.57 %	\$ 5,335	—	—	— %	—
Subordinated debentures	144,707	144,702	5.55 %	\$ 144,707	144,697	144,692	5.67 %	144,697
Total parent company and other non-bank subsidiaries	149,985	150,002	5.41 %		144,697	144,692	5.67 %	
BOKF, NA:								
Funds purchased	339,978	725,518	1.90 %	949,531	305,668	133,064	1.44 %	305,668
Repurchase agreements	450,763	468,065	0.25 %	563,139	574,359	460,186	0.26 %	574,359
Other borrowings:								
Federal Home Loan Bank advances	6,000,000	5,731,522	2.19 %	6,000,000	5,900,000	6,470,330	1.96 %	6,500,000
GNMA repurchase liability	16,053	15,199	4.36 %	16,188	14,386	11,658	4.47 %	14,386
Other	4,152	13,419	2.25 %	15,096	15,059	15,032	2.35 %	15,059
Total other borrowings	6,020,205	5,760,140	2.20 %		5,929,445	6,497,020	1.96 %	
Total BOKF, NA	6,810,946	6,953,723	2.04 %		6,809,472	7,090,270	1.84 %	
Total other borrowed funds and subordinated debentures	\$6,960,931	\$7,103,725	2.11 %		\$6,954,169	\$7,234,962	1.92 %	

BOKF, NA also has a liability related to the repurchase of certain delinquent residential mortgage loans previously sold in GNMA mortgage pools. Interest is payable monthly at rates contractually due to investors.

*Parent Company*

At September 30, 2018, cash and interest-bearing cash and cash equivalents held by the parent company totaled \$451 million, including \$242 million of cash consideration available for the closing of the acquisition of CoBiz Financial on October 1, 2018. The primary sources of liquidity for BOK Financial are cash on hand and dividends from BOKF, NA. Dividends from the bank are limited by various banking regulations to net profits, as defined, for the year plus retained profits for the two preceding years. Dividends are further restricted by minimum capital requirements. At September 30, 2018, based upon the most restrictive limitations as well as management's internal capital policy, the bank could declare up to \$79 million of dividends without regulatory approval. Dividend constraints may be alleviated through increases in retained earnings, capital issuances or changes in risk weighted assets. Future losses or increases in required regulatory capital at the bank could affect its ability to pay dividends to the parent company.

Our equity capital at September 30, 2018 was \$3.6 billion, a \$62 million increase over June 30, 2018. Net income less cash dividends paid increased equity \$84 million during the third quarter of 2018. Changes in interest rates resulted in an increase in the accumulated other comprehensive loss to \$162 million at September 30, 2018, compared to \$135 million at June 30, 2018. Capital is managed to maximize long-term value to the shareholders. Factors considered in managing capital include projections of future earnings including expected benefits from lower federal income tax rates, asset growth and acquisition strategies, and regulatory and debt covenant requirements. Capital management may include subordinated debt or perpetual preferred stock issuance, share repurchase and stock and cash dividends.





On October 27, 2015, the board of directors authorized the Company to purchase up to five million common shares, subject to market conditions, securities law and other regulatory compliance limitations. As of September 30, 2018, a cumulative total of 3,050,083 shares have been repurchased under this authorization. The Company repurchased no shares in the third quarter of 2018. The Company repurchased 8,257 shares in the second quarter of 2018 at an average price of \$99.84 per share.

BOK Financial and BOKF, NA are subject to various capital requirements administered by federal agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that could have a material impact on operations. These capital requirements include quantitative measures of assets, liabilities and off-balance sheet items. The capital standards are also subject to qualitative judgments by the regulators.

Regulatory capital rules establish a 7 percent threshold for the common equity Tier 1 ratio consisting of a minimum level plus capital conservation buffer. The Company has elected to exclude unrealized gains and losses from available for sale securities from its calculation of Tier 1 capital. Components of the capital rules effective January 1, 2015 for the Company will phase in through January 1, 2019, with certain exceptions.

A summary of minimum capital requirements, including capital conservation buffer follows in Table 27. A bank which falls below these levels, including the capital conservation buffer, would be subject to regulatory restrictions on capital distributions (including but not limited to dividends and share repurchases) and executive bonus payments.

The capital ratios for BOK Financial on a consolidated basis are presented in Table 27.

**Table 27 -- Capital Ratios**

	<b>Minimum Capital Requirement</b>		<b>Capital Conservation Buffer</b>		<b>Minimum Capital Requirement Including Capital Conservation Buffer</b>		<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Sept 30, 2017</b>
Risk-based capital:									
Common equity Tier 1	<b>4.50</b>	%	<b>2.50</b>	%	<b>7.00</b>	%	<b>12.05</b>	11.92 %	11.90 %
Tier 1 capital	<b>6.00</b>	%	<b>2.50</b>	%	<b>8.50</b>	%	<b>12.05</b>	11.92 %	11.90 %
Total capital	<b>8.00</b>	%	<b>2.50</b>	%	<b>10.50</b>	%	<b>13.35</b>	13.26 %	13.47 %
Tier 1 Leverage	<b>4.00</b>	%	N/A		<b>4.00</b>	%	<b>9.90</b>	9.57 %	9.30 %
Average total equity to average assets							<b>10.73</b>	10.36 %	10.56 %
Tangible common equity ratio							<b>9.55</b>	9.21 %	9.23 %

At March 31, 2018, the company exceeded the \$1 billion regulatory capital rules threshold for trading assets plus liabilities. This subjects the company to the market risk rule, which imposes additional modeling, systems, oversight and reporting requirements effective for the second quarter of 2018 and results in an increase in risk weighted assets associated with trading.

Capital resources of financial institutions are also regularly measured by the tangible common shareholders' equity ratio. Tangible common shareholders' equity is shareholders' equity as defined by generally accepted accounting principles in the United States of America ("GAAP") less intangible assets and equity which does not benefit common shareholders. Equity that does not benefit common shareholders includes preferred equity. This non-GAAP measure is a valuable indicator of a financial institution's capital strength since it eliminates intangible assets from shareholders' equity and retains the effect of unrealized losses on securities and other components of accumulated other comprehensive income in shareholders' equity.

Table 28 provides a reconciliation of the non-GAAP measures with financial measures defined by GAAP.

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**Table 28 -- Non-GAAP Measure**

(Dollars in thousands)

	<b>Sept. 30, 2018</b>	<b>June 30, 2018</b>	<b>Mar. 31, 2018</b>	<b>Dec. 31, 2017</b>	<b>Sept. 30, 2017</b>
<b>Tangible common equity ratio:</b>					
Total shareholders' equity	<b>\$ 3,615,032</b>	\$ 3,553,431	\$ 3,495,029	\$ 3,495,367	\$ 3,488,814
Less: Goodwill and intangible assets, net	<b>480,800</b>	481,366	477,088	476,088	485,710
Tangible common equity	<b>3,134,232</b>	3,072,065	3,017,941	3,019,279	3,003,104
Total assets	<b>33,289,864</b>	33,833,107	33,361,492	32,272,160	33,005,515
Less: Goodwill and intangible assets, net	<b>480,800</b>	481,366	477,088	476,088	485,710
Tangible assets	<b>\$ 32,809,064</b>	\$ 33,351,741	\$ 32,884,404	\$ 31,796,072	\$ 32,519,805
Tangible common equity ratio	<b>9.55</b>	% 9.21	% 9.18	% 9.50	% 9.23

*Off-Balance Sheet Arrangements*

See Note 7 to the Consolidated Financial Statements for a discussion of the Company's significant off-balance sheet commitments.

**Market Risk**

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices or equity prices. Financial instruments that are subject to market risk can be classified either as held for trading or held for purposes other than trading. Market risk excludes changes in fair value due to credit of the individual issuers of financial instruments.

BOK Financial is subject to market risk primarily through the effect of changes in interest rates on both its assets held for purposes other than trading and trading assets. The effects of other changes, such as foreign exchange rates, commodity prices or equity prices do not pose significant market risk to BOK Financial. BOK Financial has no material investments in assets that are affected by changes in foreign exchange rates or equity prices. Energy and agricultural product derivative contracts, which are affected by changes in commodity prices, are matched against offsetting contracts as previously discussed.

The Asset/Liability Committee is responsible for managing market risk in accordance with policy limits established by the Board of Directors. The Committee monitors projected variation in net interest revenue, net income and economic value of equity due to specified changes in interest rates. These limits also set maximum levels for short-term borrowings, short-term assets, public funds and brokered deposits and establish minimum levels for un-pledged assets, among other things. Further, the Board approved market risk limits for fixed income trading, mortgage pipeline and mortgage servicing assets inclusive of economic hedge benefits. Exposure is measured daily and compliance is reviewed monthly. Deviations from the Board approved limits, which periodically occur throughout the reporting period, may require management to develop and execute plans to reduce exposure. These plans are subject to escalation to and approval by the Board.

The simulations used to manage market risk are based on numerous assumptions regarding the effects of changes in interest rates on the timing and extent of repricing characteristics, future cash flows and customer behavior. These assumptions are inherently uncertain and, as a result, models cannot precisely estimate or precisely predict the impact of higher or lower interest rates. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes, market conditions and management strategies, among other factors.



*Interest Rate Risk – Other than Trading*

As previously noted in the Net Interest Revenue section of this report, management has implemented strategies to manage the Company's balance sheet to have relatively limited exposure to changes in interest rates over a twelve-month period. The effectiveness of these strategies in managing the overall interest rate risk is evaluated through the use of an asset/liability model. BOK Financial performs a sensitivity analysis to identify more dynamic interest rate risk exposures, including embedded option positions, on net interest revenue. A simulation model is used to estimate the effect of changes in interest rates on our performance across multiple interest rate scenarios. Our current internal policy limit for net interest revenue variation due to a 200 basis point parallel change in market interest rates over twelve months is a maximum decline of 5%. The results of a 200 basis point decrease in interest rates in the current low-rate environment are not meaningful. Until such time as it becomes meaningful, we will instead report the effect of a 50 basis point decrease in interest rates.

The Company's primary interest rate exposures include the Federal Funds rate, which affects short-term borrowings, and the prime lending rate and LIBOR, which are the basis for much of the variable rate loan pricing. Additionally, residential mortgage rates directly affect the prepayment speeds for residential mortgage-backed securities and mortgage servicing rights. Derivative financial instruments and other financial instruments used for purposes other than trading are included in this simulation. In addition, the impact on the level and composition of demand deposit accounts and other core deposit balances resulting from a significant increase in short-term market interest rates and the overall interest rate environment is likely to be material. The simulation incorporates assumptions regarding the effects of such changes based on a combination of historical analysis and expected behavior. The impact of planned growth and new business activities is factored into the simulation model.

**Table 29 -- Interest Rate Sensitivity**

(Dollars in thousands)

	<b>200 bp Increase</b>		<b>50 bp Decrease</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Anticipated impact over the next twelve months on net interest revenue	<b>\$979</b>	\$652	<b>\$(17,843)</b>	\$(18,117)
	<b>0.10 %</b>	0.08 %	<b>(1.79 )%</b>	(2.10 )%

BOK Financial is also subjected to market risk through changes in the fair value of mortgage servicing rights. Changes in the fair value of mortgage servicing rights are highly dependent on changes in primary mortgage rates offered to borrowers, intermediate-term interest rates that affect the value of custodial funds, and assumptions about servicing revenues, servicing costs and discount rates. As primary mortgage rates increase, prepayment speeds slow and the value of our mortgage servicing rights increases. As primary mortgage rates fall, prepayment speeds increase and the value of our mortgage servicing rights decreases.

We maintain a portfolio of financial instruments, which may include debt securities issued by the U.S. government or its agencies and interest rate derivative contracts, held as an economic hedge of the changes in the fair value of our mortgage servicing rights. Composition of this portfolio will change based on our assessment of market risk. Changes in the fair value of residential mortgage-backed securities are highly dependent on changes in secondary mortgage rates required by investors, and interest rate derivative contracts are highly dependent on changes in other market interest rates. While primary and secondary mortgage rates generally move in the same direction, the spread between them may widen and narrow due to market conditions and government intervention. Changes in the forward-looking spread between the primary and secondary rates can cause significant earnings volatility.

Management performs a stress test to measure market risk due to changes in interest rates inherent in its MSR portfolio and hedges. The stress test shocks applicable interest rates up and down 50 basis points and calculates an

estimated change in fair value, net of economic hedging activity, that may result. The Board has approved a \$20 million market risk limit for mortgage servicing rights, net of economic hedges.

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**Table 30 -- MSR Asset and Hedge Sensitivity Analysis**

(Dollars in thousands)

	September 30, 2018		2017	
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
	MSR Asset	\$14,068	\$(23,080)	\$26,449
MSR Hedge	(21,712)	19,921	(32,790)	29,132
Net Exposure	(7,644)	(3,159)	(6,341)	(4,429)

*Trading Activities*

The Company bears market risk by originating residential mortgages held for sale ("RMHFS"). RMHFS are generally outstanding for 60 to 90 days, which represents the typical period from commitment to originate a loan to sale of the closed loan to an investor. Primary mortgage interest rate changes during this period affect the value of RMHFS commitments and loans. We use forward sale contracts to mitigate market risk on all closed mortgage loans held for sale and on an estimate of mortgage loan commitments that are expected to result in closed loans.

A variety of methods are used to monitor market risk of mortgage origination activities. These methods include daily marking of all positions to market value, independent verification of inventory pricing, and revenue sensitivity limits.

Management performs a stress test to measure market risk due to changes in interest rates inherent in the mortgage production pipeline. The stress test shocks applicable interest rates up and down 50 basis points and calculates an estimated change in fair value, net of economic hedging activity that may result. The Board has approved a \$7 million market risk limit for the mortgage production pipeline, net of forward sale contracts.

**Table 31 -- Mortgage Pipeline Sensitivity Analysis**

(Dollars in thousands)

	Three Months Ended September 30, 2018				Nine Months Ended September 30, 2017			
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
	Average <sup>1</sup>	\$156	\$(655)	\$(167)	\$(881)	\$335	\$(841)	\$21
Low <sup>2</sup>	596	(347)	1,314	187	2,077	699	1,314	187
High <sup>3</sup>	(101)	(1,025)	(1,533)	(1,993)	(1,015)	(2,447)	(1,553)	(2,377)
Period End	139	(601)	(744)	(374)	139	(601)	(744)	(374)

<sup>1</sup> Average represents the simple average of each daily value observed during the reporting period.

<sup>2</sup> Low represents least risk of loss in fair value measured as the smallest negative value or the largest positive value observed daily during the reporting period.

<sup>3</sup> High represents the greatest risk of loss in fair value measured as the largest negative value or the smallest positive value observed daily during the reporting period.

BOK Financial engages in trading activities both as an intermediary for customers and for its own account. As an intermediary, we take positions in securities, generally residential mortgage-backed securities, government agency securities and municipal bonds. These securities are purchased for resale to customers, which include individuals, corporations, foundations and financial institutions. On a limited basis, we may also take trading positions in U.S. Treasury securities, residential mortgage-backed securities, and municipal bonds to enhance returns on securities portfolios. Both of these activities involve interest rate, liquidity and price risk. BOK Financial has an insignificant exposure to foreign exchange risk and does not take positions in commodity derivatives.



A variety of methods are used to monitor the interest rate risk of trading activities. These methods include daily marking of all positions to market value, independent verification of inventory pricing, and position limits for each trading activity. Economic hedges in either the futures or cash markets may be used to reduce the risk associated with some trading programs.

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Management performs a stress test to measure market risk from changes in interest rates on its trading portfolio. The stress test shocks applicable interest rates up and down 50 basis points and calculates an estimated change in fair value, net of economic hedging activity that may result. The Board has approved an \$8 million market risk limit for the trading portfolio, net of economic hedges.

**Table 32 -- Trading Sensitivity Analysis**

(Dollars in thousands)

	Three Months Ended				Nine Months Ended			
	September 30,		September 30,		September 30,		September 30,	
	2018	2017	2018	2017	2018	2017	2018	2017
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
Average <sup>1</sup>	<b>\$(897)</b>	<b>\$(55)</b>	\$(1,152)	\$1,171	<b>\$(1,329)</b>	<b>\$714</b>	\$(1,711)	\$1,884
Low <sup>2</sup>	<b>2,041</b>	<b>3,447</b>	328	3,509	<b>2,041</b>	<b>4,423</b>	328	5,210
High <sup>3</sup>	<b>(4,005)</b>	<b>(3,463)</b>	(3,404 )	(486 )	<b>(4,534 )</b>	<b>(3,463)</b>	(4,386 )	(486 )
Period End	<b>(2,116)</b>	<b>1,573</b>	(1,395 )	945	<b>(2,116 )</b>	<b>1,573</b>	(1,395 )	945

<sup>1</sup> Average represents the simple average of each daily value observed during the reporting period.

<sup>2</sup> Low represents least risk of loss in fair value measured as the smallest negative value or the largest positive value observed daily during the reporting period.

<sup>3</sup> High represents the greatest risk of loss in fair value measured as the largest negative value or the smallest positive value observed daily during the reporting period.

## Controls and Procedures

As required by Rule 13a-15(b), BOK Financial's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by their report, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report. As required by Rule 13a-15(d), BOK Financial's management, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal controls over financial reporting to determine whether any changes occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Based on that evaluation, there has been no such change during the quarter covered by this report.

## Forward-Looking Statements

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, but not limited to, CoBiz Financial Inc.'s and BOK Financial Corporation's expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "plan," "predict," "project," "guidance," "goal," "objective," "prospects," "possible" or "potential," by future conditional verbs such as "assume," "will," "may," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements. Actual results may differ materially from current projections.

In addition to factors previously disclosed in CoBiz Financial Inc.'s and BOK Financial Corporation's reports filed with the SEC and those identified elsewhere in this communication, the following factors, among others, could cause actual results to differ materially from forward-looking statements or historical performance: the ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by CoBiz Financial Inc.'s shareholders on the expected terms and schedule, including the risk that regulatory approvals required for the merger are not obtained or are obtained subject to conditions that are not anticipated; delay in closing the merger; difficulties and delays in integrating CoBiz Financial Inc.'s business or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of BOK Financial Corporation's products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

In this report we may sometimes use non-GAAP Financial information. Please note that although non-GAAP financial measures provide useful insight to analysts, investors and regulators, they should not be considered in isolation or relied upon as a substitute for analysis using GAAP measures. If applicable, we provide GAAP reconciliations for non-GAAP financial measures.



**Consolidated Statements of Earnings (Unaudited)**

(In thousands, except share and per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2018	2017	2018	2017
<b>Interest revenue</b>				
Loans	\$ 218,732	\$ 184,200	\$ 617,517	\$ 514,047
Residential mortgage loans held for sale	2,151	2,095	6,328	6,317
Trading securities	17,295	3,975	38,021	12,497
Investment securities	3,598	3,951	11,118	12,127
Available for sale securities	48,917	44,925	142,303	131,660
Fair value option securities	3,881	5,066	12,627	10,985
Restricted equity securities	5,232	4,826	15,757	13,534
Interest-bearing cash and cash equivalents	3,441	6,375	19,163	15,817
Total interest revenue	303,247	255,413	862,834	716,984
<b>Interest expense</b>				
Deposits	24,535	14,530	63,717	38,506
Borrowed funds	35,804	20,361	93,860	47,542
Subordinated debentures	2,025	2,070	6,076	6,098
Total interest expense	62,364	36,961	163,653	92,146
<b>Net interest revenue</b>	240,883	218,452	699,181	624,838
<b>Provision for credit losses</b>	4,000	—	(1,000 )	—
<b>Net interest revenue after provision for credit losses</b>	236,883	218,452	700,181	624,838
<b>Other operating revenue</b>				
Brokerage and trading revenue	23,086	33,169	80,222	98,556
Transaction card revenue	21,396	32,844	63,361	90,452
Fiduciary and asset management revenue	57,514	40,687	141,045	121,126
Deposit service charges and fees	27,765	28,191	82,753	84,390
Mortgage banking revenue	23,536	24,890	75,907	80,357
Other revenue	14,213	13,670	41,061	40,406
<b>Total fees and commissions</b>	167,510	173,451	484,349	515,287
Other gains, net	1,441	(1,283 )	4,760	8,452
Gain (loss) on derivatives, net	(2,847 )	1,033	(11,589 )	3,824
Gain (loss) on fair value option securities, net	(4,385 )	661	(25,290 )	1,505
Change in fair value of mortgage servicing rights	5,972	(639 )	28,901	(5,726 )
Gain (loss) on available for sale securities, net	250	2,487	(802 )	4,916
<b>Total other operating revenue</b>	167,941	175,710	480,329	528,258
<b>Other operating expense</b>				
Personnel	143,531	147,910	422,425	428,079
Business promotion	7,620	7,105	21,316	21,560
Professional fees and services	13,209	11,887	38,387	35,723
Net occupancy and equipment	23,394	21,325	70,201	64,074
Insurance	6,232	6,005	19,070	13,098
Data processing and communications	31,665	37,327	87,221	108,559
Printing, postage and supplies	3,837	3,917	11,937	11,908
Net losses and operating expenses of repossessed assets	4,044	6,071	14,471	9,347
Amortization of intangible assets	1,603	1,744	4,289	5,349
Mortgage banking costs	11,741	13,450	34,780	38,525
Other expense	5,741	9,193	19,426	25,308
Total other operating expense	252,617	265,934	743,523	761,530

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<b>Net income before taxes</b>	<b>152,207</b>	128,228	<b>436,987</b>	391,566
Federal and state income taxes	<b>34,662</b>	42,438	<b>98,940</b>	128,246
<b>Net income</b>	<b>117,545</b>	85,790	<b>338,047</b>	263,320
Net income attributable to non-controlling interests	<b>289</b>	141	<b>857</b>	1,168
<b>Net income attributable to BOK Financial Corporation shareholders</b>	<b>\$ 117,256</b>	\$ 85,649	<b>\$ 337,190</b>	\$ 262,152
<b>Earnings per share:</b>				
Basic	<b>\$ 1.79</b>	\$ 1.31	<b>\$ 5.15</b>	\$ 4.01
Diluted	<b>\$ 1.79</b>	\$ 1.31	<b>\$ 5.15</b>	\$ 4.00
<b>Average shares used in computation:</b>				
Basic	<b>64,901,095</b>	64,742,822	<b>64,883,319</b>	64,729,391
Diluted	<b>64,934,351</b>	64,805,172	<b>64,919,728</b>	64,793,893
<b>Dividends declared per share</b>	<b>\$ 0.50</b>	\$ 0.44	<b>\$ 1.40</b>	\$ 1.32

See accompanying notes to consolidated financial statements.

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**Consolidated Statements of Comprehensive Income (Unaudited)**

(In thousands, except share and per share data)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
Net income	<b>\$117,545</b>	\$85,790	<b>\$338,047</b>	\$263,320
Other comprehensive income (loss) before income taxes:				
Net change in unrealized gain (loss)	<b>(35,941 )</b>	512	<b>(166,464 )</b>	33,881
Reclassification adjustments included in earnings:				
Loss (gain) on available for sale securities, net	<b>(250 )</b>	(2,487 )	<b>802</b>	(4,916 )
Other comprehensive income (loss) before income taxes	<b>(36,191 )</b>	(1,975 )	<b>(165,662 )</b>	<b>28,965</b>
Federal and state income taxes	<b>(9,134 )</b>	(768 )	<b>(42,183 )</b>	11,241
Other comprehensive income (loss), net of income taxes	<b>(27,057 )</b>	<b>(1,207 )</b>	<b>(123,479 )</b>	<b>17,724</b>
Comprehensive income	<b>90,488</b>	84,583	<b>214,568</b>	281,044
Comprehensive income attributable to non-controlling interests	<b>289</b>	141	<b>857</b>	1,168
Comprehensive income attributable to BOK Financial Corp. shareholders	<b>\$90,199</b>	\$84,442	<b>\$213,711</b>	\$279,876

See accompanying notes to consolidated financial statements.

**Consolidated Balance Sheets**

(In thousands, except share data)

	Sept. 30, 2018 (Unaudited)	Dec. 31, 2017 (Footnote 1)	Sept. 30, 2017 (Unaudited)
<b>Assets</b>			
Cash and due from banks	\$ 815,458	\$ 602,510	\$ 547,203
Interest-bearing cash and cash equivalents	430,789	1,714,544	1,926,779
Trading securities	1,613,400	462,676	614,117
Investment securities (fair value: <b>September 30, 2018 – \$382,893</b> ; December 31, 2017 – \$480,035 ; September 30, 2017 – \$489,895)	374,039	461,793	466,562
Available for sale securities	8,072,014	8,321,578	8,383,199
Fair value option securities	452,150	755,054	819,531
Restricted equity securities	311,189	320,189	347,542
Residential mortgage loans held for sale	175,866	221,378	275,643
Loans	18,349,459	17,153,424	17,206,834
Allowance for loan losses	(210,569 )	(230,682 )	(247,703 )
Loans, net of allowance	18,138,890	16,922,742	16,959,131
Premises and equipment, net	327,129	317,335	320,060
Receivables	277,738	178,800	173,990
Goodwill	447,430	447,430	446,697
Intangible assets, net	33,370	28,658	39,013
Mortgage servicing rights	284,673	252,867	245,858
Real estate and other repossessed assets, net of allowance ( <b>September 30, 2018 – \$19,794</b> ; December 31, 2017 – \$12,648; September 30, 2017 – \$11,738)	24,515	28,437	32,535
Derivative contracts, net	349,481	220,502	352,559
Cash surrender value of bank-owned life insurance	323,628	316,498	314,201
Receivable on unsettled securities sales	421,313	340,077	370,486
Other assets	416,792	359,092	370,409
<b>Total assets</b>	<b>\$ 33,289,864</b>	<b>\$ 32,272,160</b>	<b>\$ 33,005,515</b>
<b>Liabilities and Equity</b>			
<b>Liabilities:</b>			
Noninterest-bearing demand deposits	\$ 9,063,623	\$ 9,243,338	\$ 9,185,481
<b>Interest-bearing deposits:</b>			
Transaction	9,990,219	10,250,393	10,025,084
Savings	502,601	469,158	465,225
Time	2,075,846	2,098,416	2,172,289
<b>Total deposits</b>	<b>21,632,289</b>	<b>22,061,305</b>	<b>21,848,079</b>
Funds purchased and repurchase agreements	790,741	574,964	390,545
Other borrowings	6,025,483	5,134,897	6,241,275
Subordinated debentures	144,707	144,677	144,668
Accrued interest, taxes and expense	231,592	164,895	152,029
Derivative contracts, net	252,387	171,963	336,327
Due on unsettled securities purchases	414,283	338,745	176,498
Other liabilities	172,622	162,380	201,655
<b>Total liabilities</b>	<b>29,664,104</b>	<b>28,753,826</b>	<b>29,491,076</b>
<b>Shareholders' equity:</b>			
Common stock (\$.00006 par value; 2,500,000,000 shares authorized; shares issued and outstanding: <b>September 30, 2018 – 75,308,727</b> ; December 31, 2017 – 75,147,686; September 30, 2017 – 75,129,535)	4	4	4
Capital surplus	1,044,430	1,035,895	1,028,489



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Retained earnings	<b>3,297,083</b>	3,048,487	2,999,005
Treasury stock (shares at cost: <b>September 30, 2018 – 9,874,469</b> ; December 31, 2017 – 9,752,749; September 30, 2017 – 9,672,749)	<b>(564,123)</b>	(552,845)	(545,441)
Accumulated other comprehensive gain (loss)	<b>(162,362)</b>	(36,174)	6,757
Total shareholders' equity	<b>3,615,032</b>	3,495,367	3,488,814
Non-controlling interests	<b>10,728</b>	22,967	25,625
Total equity	<b>3,625,760</b>	3,518,334	3,514,439
Total liabilities and equity	<b>\$ 33,289,864</b>	\$ 32,272,160	\$ 33,005,515

See accompanying notes to consolidated financial statements.

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**Consolidated Statements of Changes in Equity (Unaudited)**

(In thousands)

	Common Stock		Capital Surplus	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity	Non-Controlling Interests	Total Equity
	Shares	Amount			Shares	Amount				
Balance, December 31, 2016	74,993	\$ 4	\$ 1,006,535	\$ 2,823,334	9,656	\$(544,052)	\$(10,967)	\$ 3,274,854	\$ 31,503	\$ 3,306,357
Net income	—	—	—	262,152	—	—	—	262,152	1,168	263,320
Other comprehensive income	—	—	—	—	—	—	17,724	17,724	—	17,724
Share-based compensation plans:										
Stock options exercised	80	—	4,564	—	—	—	—	4,564	—	4,564
Non-vested shares awarded, net	57	—	—	—	—	—	—	—	—	—
Vesting of non-vested shares	—	—	—	—	17	(1,389)	—	(1,389)	—	(1,389)
Share-based compensation	—	—	17,390	—	—	—	—	17,390	—	17,390
Cash dividends on common stock	—	—	—	(86,481)	—	—	—	(86,481)	—	(86,481)
Capital calls and distributions, net	—	—	—	—	—	—	—	—	(7,046)	(7,046)
Balance, September 30, 2017	75,130	\$ 4	\$ 1,028,489	\$ 2,999,005	9,673	\$(545,441)	\$ 6,757	\$ 3,488,814	\$ 25,625	\$ 3,514,439
Balance, December 31, 2017	75,148	\$ 4	\$ 1,035,895	\$ 3,048,487	9,753	\$(552,845)	\$(36,174)	\$ 3,495,367	\$ 22,967	\$ 3,518,334
Transition adjustment of net unrealized gains on equity securities	—	—	—	2,709	—	—	(2,709)	—	—	—
Balance, December 31, 2017, Adjusted	75,148	4	1,035,895	3,051,196	9,753	(552,845)	(38,883)	3,495,367	22,967	3,518,334
Net income	—	—	—	337,190	—	—	—	337,190	857	338,047
Other comprehensive loss	—	—	—	—	—	—	(123,479)	(123,479)	—	(123,479)
Repurchase of common stock	—	—	—	—	90	(8,408)	—	(8,408)	—	(8,408)
Share-based compensation plans:										
Stock options exercised	49	—	2,560	—	—	—	—	2,560	—	2,560
Non-vested shares awarded, net	112	—	—	—	—	—	—	—	—	—
Vesting of non-vested shares	—	—	—	—	31	(2,870)	—	(2,870)	—	(2,870)
Share-based compensation	—	—	5,975	—	—	—	—	5,975	—	5,975
Cash dividends on common stock	—	—	—	(91,303)	—	—	—	(91,303)	—	(91,303)
Sale of non-controlling interests	—	—	—	—	—	—	—	—	(10,000)	(10,000)
Capital calls and distributions, net	—	—	—	—	—	—	—	—	(3,096)	(3,096)
Balance, September 30, 2018	75,309	\$ 4	\$ 1,044,430	\$ 3,297,083	9,874	\$(564,123)	\$(162,362)	\$ 3,615,032	\$ 10,728	\$ 3,625,760

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Cash Flows (Unaudited)**

(in thousands)

**Nine Months Ended****September 30,****2018      2017****Cash Flows From Operating Activities:**

Net income	<b>\$ 338,047</b>	\$ 263,320
Adjustments to reconcile net income to net cash used in operating activities:		
Provision for credit losses	<b>(1,000 )</b>	—
Change in fair value of mortgage servicing rights due to market changes	<b>(28,901 )</b>	5,726
Change in the fair value of mortgage servicing rights due to principal payments	<b>25,783</b>	24,928
Net unrealized losses (gains) from derivative contracts	<b>3,309</b>	(3,937 )
Share-based compensation	<b>5,975</b>	17,390
Depreciation and amortization	<b>41,999</b>	39,154
Net amortization of securities discounts and premiums	<b>19,001</b>	22,149
Net losses (gains) on financial instruments and other losses (gains), net	<b>5,581</b>	(1,930 )
Net gain on mortgage loans held for sale	<b>(26,242 )</b>	(35,778 )
Mortgage loans originated for sale	<b>(2,093,860)</b>	(2,446,793)
Proceeds from sale of mortgage loans held for sale	<b>2,165,989</b>	2,503,759
Capitalized mortgage servicing rights	<b>(28,688 )</b>	(29,439 )
Change in trading and fair value option securities	<b>(848,409 )</b>	(1,019,906)
Change in receivables	<b>(249,347 )</b>	459,480
Change in other assets	<b>(15,157 )</b>	(18,991 )
Change in accrued interest, taxes and expense	<b>66,697</b>	(99 )
Change in other liabilities	<b>229,815</b>	43,767
Net cash used in operating activities	<b>(389,408 )</b>	(177,200 )

**Cash Flows From Investing Activities:**

Proceeds from maturities or redemptions of investment securities	<b>89,099</b>	94,243
Proceeds from maturities or redemptions of available for sale securities	<b>1,208,373</b>	1,345,575
Purchases of investment securities	<b>(4,218 )</b>	(18,802 )
Purchases of available for sale securities	<b>(1,404,291)</b>	(2,001,160)
Proceeds from sales of available for sale securities	<b>232,826</b>	966,044
Change in amount receivable on unsettled available for sale securities transactions	<b>67,775</b>	(223,037 )
Loans originated, net of principal collected	<b>(1,187,762)</b>	(156,404 )
Net payments on derivative asset contracts	<b>(39,485 )</b>	334,709
Acquisitions, net of cash acquired	<b>(13,870 )</b>	—
Proceeds from disposition of assets	<b>265,786</b>	162,793
Purchases of assets	<b>(250,447 )</b>	(170,937 )
Net cash provided by (used in) investing activities	<b>(1,036,214)</b>	333,024

**Cash Flows From Financing Activities:**

Net change in demand deposits, transaction deposits and savings accounts	<b>(406,446 )</b>	(850,505 )
Net change in time deposits		