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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2017

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

Commission File Number: 1-31987

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland	84-1477939
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2323 Victory Avenue, Suite 1400

Dallas, TX	75219
(Address of principal executive offices)	(Zip Code)

(214) 855-2177

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

The number of shares of the registrant's common stock outstanding at October 26, 2017 was 95,910,314.

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HILLTOP HOLDINGS INC.

FORM 10-Q

FOR THE QUARTER ENDED SEPTEMBER 30, 2017

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

(Unaudited)

	September 30, 2017	December 31, 2016
Assets		
Cash and due from banks	$ 354,569	$ 669,357
Federal funds sold	400	21,407
Securities purchased under agreements to resell	134,654	89,430
Assets segregated for regulatory purposes	207,336	180,993
Securities:		
Trading, at fair value	676,411	265,534
Available for sale, at fair value (amortized cost of $762,984 and $598,198, respectively)	765,542	598,007
Held to maturity, at amortized cost (fair value of $364,122 and $345,088, respectively)	368,031	351,831
	1,809,984	1,215,372
Loans held for sale	1,939,321	1,795,463
Non-covered loans, net of unearned income	6,148,813	5,843,499
Allowance for non-covered loan losses	(58,779)	(54,186)
Non-covered loans, net	6,090,034	5,789,313
Covered loans, net of allowance of $2,141 and $413, respectively	188,269	255,714
Broker-dealer and clearing organization receivables	1,672,123	1,497,741
Premises and equipment, net	176,281	190,361
FDIC indemnification asset	33,143	71,313
Covered other real estate owned	40,343	51,642
Other assets	596,095	613,453
Goodwill	251,808	251,808
Other intangible assets, net	38,440	44,695
Total assets	$ 13,532,800	$ 12,738,062
Liabilities and Stockholders' Equity		
Deposits:		
Noninterest-bearing	$ 2,279,633	$ 2,199,483
Interest-bearing	5,383,814	4,864,328
Total deposits	7,663,447	7,063,811

Broker-dealer and clearing organization payables	1,517,698	1,347,128
Short-term borrowings	1,477,201	1,417,289
Securities sold, not yet purchased, at fair value	173,509	153,889
Notes payable	300,196	317,912
Junior subordinated debentures	67,012	67,012
Other liabilities	424,381	496,501
Total liabilities	11,623,444	10,863,542
Commitments and contingencies (see Notes 12 and 13)		
Stockholders' equity:		
Hilltop stockholders' equity:		
Common stock, $0.01 par value, 125,000,000 shares authorized; 95,904,322 and 98,543,774 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively	959	985
Additional paid-in capital	1,525,169	1,572,877
Accumulated other comprehensive income	2,585	485
Retained earnings	376,873	295,568
Deferred compensation employee stock trust, net	840	903
Employee stock trust (12,066 and 15,492 shares, at cost, respectively)	(241)	(309)
Total Hilltop stockholders' equity	1,906,185	1,870,509
Noncontrolling interests	3,171	4,011
Total stockholders' equity	1,909,356	1,874,520
Total liabilities and stockholders' equity	$ 13,532,800	$ 12,738,062

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

(Unaudited)

	Three Months Ended September 30, 2017	2016	Nine Months Ended September 30, 2017	2016
Interest income:				
Loans, including fees	$ 102,546	$ 97,590	$ 306,330	$ 287,591
Securities borrowed	11,404	9,037	29,054	22,952
Securities:				
Taxable	11,157	5,935	27,723	19,136
Tax-exempt	1,471	1,518	4,090	4,692
Other	2,366	1,183	6,294	3,248
Total interest income	128,944	115,263	373,491	337,619
Interest expense:				
Deposits	6,841	3,996	16,995	11,872
Securities loaned	8,935	6,954	22,756	17,857
Short-term borrowings	4,567	1,497	9,633	3,974
Notes payable	2,680	2,793	8,320	7,993
Junior subordinated debentures	774	673	2,229	1,973
Other	167	180	502	543
Total interest expense	23,964	16,093	60,435	44,212
Net interest income	104,980	99,170	313,056	293,407
Provision for loan losses	1,260	3,990	8,818	36,273
Net interest income after provision for loan losses	103,720	95,180	304,238	257,134
Noninterest income:				
Net realized gains on securities	—	—	14	—
Net gains from sale of loans and other mortgage production income	138,498	175,412	416,336	469,721
Mortgage loan origination fees	25,256	26,807	70,788	71,417
Securities commissions and fees	38,735	39,722	115,596	118,481
Investment and securities advisory fees and commissions	25,620	31,129	73,359	84,302
Net insurance premiums earned	34,493	38,747	106,653	117,201
Other	35,875	42,641	131,862	116,716
Total noninterest income	298,477	354,458	914,608	977,838
Noninterest expense:				

Employees' compensation and benefits	209,747	225,194	611,352	625,353
Occupancy and equipment, net	29,073	27,460	84,285	82,264
Loss and loss adjustment expenses	31,234	16,055	86,118	75,225
Policy acquisition and other underwriting expenses	10,917	11,064	33,397	33,632
Other	72,871	84,360	225,433	240,213
Total noninterest expense	353,842	364,133	1,040,585	1,056,687
Income before income taxes	48,355	85,505	178,261	178,285
Income tax expense	18,003	33,017	58,792	65,879
Net income	30,352	52,488	119,469	112,406
Less: Net income attributable to noncontrolling interest	146	556	353	1,833
Income attributable to Hilltop	$ 30,206	$ 51,932	$ 119,116	$ 110,573
Earnings per common share:				
Basic	$ 0.31	$ 0.53	$ 1.22	$ 1.12
Diluted	$ 0.31	$ 0.53	$ 1.22	$ 1.12
Cash dividends declared per common share	$ 0.06	$ —	$ 0.18	$ —
Weighted average share information:				
Basic	96,096	98,490	97,554	98,367
Diluted	96,306	98,625	97,803	98,573

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Net income	$ 30,352	$ 52,488	$ 119,469	$ 112,406
Other comprehensive income:				
Net unrealized gains (losses) on securities available for sale, net of tax of $263, $(420), $1,190 and $3,004, respectively	473	(743)	2,109	5,410
Reclassification adjustment for gains (losses) included in net income, net of tax of $0, $0, $(5) and $0, respectively	—	—	(9)	—
Comprehensive income	30,825	51,745	121,569	117,816
Less: comprehensive income attributable to noncontrolling interest	146	556	353	1,833
Comprehensive income applicable to Hilltop	$ 30,679	$ 51,189	$ 121,216	$ 115,983

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)

(Unaudited)

	Common Stock		Additional	Accumulated Other		Deferred Compensation Employee	Employee Stock Trust		Total Hilltop	Noncontrollin
	Shares	Amount	Paid-in Capital	Comprehensive Income	Retained Earnings	Stock Trust, Net	Shares	Amount	Stockholders' Equity	Interest
	98,896	$ 989	$ 1,577,270	$ 2,629	$ 155,475	$ 1,034	22	$ (443)	$ 1,736,954	$ 1,171
	—	—	—	—	110,573	—	—	—	110,573	1,833
e	—	—	—	5,410	—	—	—	—	5,410	—
k	538	5	4,134	—	—	—	—	—	4,139	—
	—	—	7,274	—	—	—	—	—	7,274	—
k d	17	—	325	—	—	—	—	—	325	—
k	(94)	(1)	(2,710)	—	—	—	—	—	(2,711)	—
of k	(816)	(8)	(16,268)	—	—	—	—	—	(16,276)	—
	—	—	—	—	—	(134)	(7)	134	—	—
g	—	—	—	—	—	—	—	—	—	676

,	98,541	$ 985	$ 1,570,025	$ 8,039	$ 266,048	$ 900	15	$ (309)	$ 1,845,688	$ 3,680
,	98,544	$ 985	$ 1,572,877	$ 485	$ 295,568	$ 903	15	$ (309)	$ 1,870,509	$ 4,011
	—	—	—	—	119,116	—	—	—	119,116	353
e	—	—	—	2,100	—	—	—	—	2,100	—
	—	—	8,396	—	—	—	—	—	8,396	—
k d	12	—	327	—	—	—	—	—	327	—
k	264	3	(2,433)	—	—	—	—	—	(2,430)	—
of k	(2,916)	(29)	(53,998)	—	(20,427)	—	—	—	(74,454)	—
k	—	—	—	—	(17,384)	—	—	—	(17,384)	—
	—	—	—	—	—	(63)	(3)	68	5	—
g	—	—	—	—	—	—	—	—	—	(1,193)
,	95,904	$ 959	$ 1,525,169	$ 2,585	$ 376,873	$ 840	12	$ (241)	$ 1,906,185	$ 3,171

See accompanying notes.

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HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	Nine Months Ended September 30,	
	2017	2016
Operating Activities		
Net income	$ 119,469	$ 112,406
Adjustments to reconcile net income to net cash used in operating activities:		
Provision for loan losses	8,818	36,273
Depreciation, amortization and accretion, net	(11,300)	(37,616)
Net realized gains on securities	(14)	—
Deferred income taxes	6,013	4,878
Other, net	8,540	11,661
Net change in securities purchased under agreements to resell	(45,224)	(32,624)
Net change in assets segregated for regulatory purposes	(26,343)	(15,227)
Net change in trading securities	(410,877)	(187,958)
Net change in broker-dealer and clearing organization receivables	(157,908)	149,674
Net change in FDIC indemnification asset	24,637	18,486
Net change in other assets	(35,967)	(50,760)
Net change in broker-dealer and clearing organization payables	223,043	(117,398)
Net change in other liabilities	(100,970)	(1,612)
Net change in securities sold, not yet purchased	19,620	34,589
Proceeds from sale of mortgage servicing rights asset	17,499	7,586
Net gains from sales of loans	(416,336)	(469,721)
Loans originated for sale	(11,251,438)	(11,995,553)
Proceeds from loans sold	11,520,363	12,292,342
Net cash used in operating activities	(508,375)	(240,574)
Investing Activities		
Proceeds from maturities and principal reductions of securities held to maturity	42,185	141,485
Proceeds from sales, maturities and principal reductions of securities available for sale	248,578	367,307
Purchases of securities held to maturity	(58,831)	(175,781)
Purchases of securities available for sale	(415,282)	(250,896)
Net change in loans	(206,362)	(465,542)
Purchases of premises and equipment and other assets	(20,093)	(31,119)
Proceeds from sales of premises and equipment and other real estate owned	27,333	58,490
Net cash received from (paid for) Federal Home Loan Bank and Federal Reserve Bank stock	14,540	(6,807)

Net cash used in investing activities	(367,932)	(362,863)
Financing Activities		
Net change in deposits	547,163	108,834
Net change in short-term borrowings	59,912	317,649
Proceeds from notes payable	285,806	208,794
Payments on notes payable	(303,472)	(134,052)
Proceeds from issuance of common stock	—	4,139
Payments to repurchase common stock	(27,388)	—
Dividends paid on common stock	(17,384)	—
Net cash distributed (to) from noncontrolling interest	(1,193)	676
Taxes paid on employee stock awards netting activity	(2,431)	(2,406)
Other, net	(501)	(704)
Net cash provided by financing activities	540,512	502,930
Net change in cash and cash equivalents	(335,795)	(100,507)
Cash and cash equivalents, beginning of period	690,764	669,445
Cash and cash equivalents, end of period	$ 354,969	$ 568,938
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest	$ 57,504	$ 42,399
Cash paid for income taxes, net of refunds	$ 69,863	$ 53,899
Supplemental Schedule of Non-Cash Activities		
Conversion of loans to other real estate owned	$ 8,319	$ 14,894
Additions to mortgage servicing rights	$ 8,429	$ 20,309

See accompanying notes.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Unaudited)

1. Summary of Significant Accounting and Reporting Policies

Nature of Operations

Hilltop Holdings Inc. ("Hilltop" and, collectively with its subsidiaries, the "Company") is a financial holding company registered under the Bank Holding Company Act of 1956. The Company's primary line of business is to provide business and consumer banking services from offices located throughout Texas through PlainsCapital Bank (the "Bank"). In addition, the Company provides an array of financial products and services through its broker-dealer, mortgage origination and insurance subsidiaries.

The Company, headquartered in Dallas, Texas, provides its products and services through three primary business units, PlainsCapital Corporation ("PCC"), Hilltop Securities Holdings LLC ("Securities Holdings") and National Lloyds Corporation ("NLC"). PCC is a financial holding company that provides, through its subsidiaries, traditional banking, wealth and investment management and treasury management services primarily in Texas and residential mortgage lending throughout the United States. Securities Holdings is a holding company that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States. NLC is a property and casualty insurance holding company that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States ("GAAP"), and in conformity with the rules and regulations of the Securities and Exchange Commission (the "SEC"). In the opinion of management, these financial statements contain all adjustments necessary for a fair statement of the results of the interim periods presented. Accordingly, the financial statements do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 ("2016 Form 10-K"). Results for interim periods are not necessarily indicative of results to be expected for a full year or any future period.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates regarding the allowance for loan losses, the fair values of financial instruments, the amounts receivable from the Federal Deposit Insurance Corporation (the "FDIC") under loss-share agreements (the "FDIC Indemnification Asset"), reserves for losses and loss adjustment expenses ("LAE"), the mortgage loan indemnification liability, and the potential impairment of assets are particularly subject to change. The Company has applied its critical accounting policies and estimation methods consistently in all periods presented in these consolidated financial statements.

Hilltop owns 100% of the outstanding stock of PCC. PCC owns 100% of the outstanding stock of the Bank and 100% of the membership interest in PlainsCapital Equity, LLC. The Bank owns 100% of the outstanding stock of PrimeLending, a PlainsCapital Company ("PrimeLending").

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC ("Ventures Management"), which holds an ownership interest in and is the managing member of certain affiliated business arrangements ("ABAs").

PCC also owns 100% of the outstanding common securities of PCC Statutory Trusts I, II, III and IV (the "Trusts"), which are not included in the consolidated financial statements under the requirements of the Variable Interest Entities

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

Subsections of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"), because the primary beneficiaries of the Trusts are not within the consolidated group.

Hilltop has a 100% membership interest in Securities Holdings, which operates through its wholly-owned subsidiaries, Hilltop Securities Inc. ("Hilltop Securities"), Hilltop Securities Independent Network Inc. ("HTS Independent Network") (collectively, the "Hilltop Broker-Dealers") and First Southwest Asset Management, LLC. Hilltop Securities is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and Financial Industry Regulatory Authority ("FINRA") and a member of the New York Stock Exchange ("NYSE"), HTS Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC is a registered investment adviser under the Investment Advisers Act of 1940.

Hilltop also owns 100% of NLC, which operates through its wholly owned subsidiaries, National Lloyds Insurance Company ("NLIC") and American Summit Insurance Company ("ASIC").

The consolidated financial statements include the accounts of the above-named entities. Intercompany transactions and balances have been eliminated. Noncontrolling interests have been recorded for minority ownership in entities that are not wholly owned and are presented in compliance with the provisions of Noncontrolling Interest in Subsidiary Subsections of the ASC.

Certain reclassifications have been made to the prior period consolidated financial statements to conform with the current period presentation. In preparing these consolidated financial statements, subsequent events were evaluated through the time the financial statements were issued. Financial statements are considered issued when they are widely distributed to all stockholders and other financial statement users, or filed with the SEC.

2. Recently Issued Accounting Standards

In May 2017, FASB issued Accounting Standards Update ("ASU") 2017-09 which provides clarity and reduces both diversity in practice and cost and complexity associated with changes to the terms or conditions of a share-based payment award and, specifically, which changes require an entity to apply modification accounting. The amendments in this update are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In April 2017, FASB issued ASU 2017-08 which shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2018, using the modified retrospective transition method. As permitted within the amendment, the Company elected to early adopt and apply the provisions of this amendment as of January 1, 2017. This adoption had no effect on the Company's consolidated financial statements.

In January 2017, FASB issued ASU 2017-01 which provides guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017, using the prospective method. Early adoption is permitted. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In October 2016, FASB issued ASU No. 2016-16 which addresses improvement in accounting for income tax consequences of intra-equity transfers of assets other than inventory. The amendment requires that an entity recognize the income tax consequences of the intra-equity transfer of an asset other than inventory when the transfer occurs. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017, using the modified retrospective transition method. Early adoption is permitted, however, the Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In August 2016, FASB issued ASU 2016-15 to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017 using a retrospective transition method. Early adoption is permitted, however, the Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In June 2016, FASB issued ASU 2016-13 which sets forth a "current expected credit loss" (CECL) model which requires entities to measure all credit losses expected over the life of an exposure (or pool of exposures) for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. The amendment also requires enhanced disclosures to help financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2019 with a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption. Although the Company does not intend to adopt the provisions of the amendment early, a cross-functional team is evaluating the provisions of the amendment and the impact on its future consolidated financial statements through the identification of data requirements and determination of necessary modifications to its existing credit loss model and processes. The extent of the change in allowance for loan losses will be impacted by the portfolio composition and quality at the adoption date as well as economic conditions and forecasts at that time.

In February 2016, FASB issued ASU 2016-02 related to leases. The new standard is intended to increase transparency and comparability among organizations and require lessees to record a right-to-use asset and liability representing the obligation to make lease payments for long-term leases. Accounting by lessors will remain largely unchanged. The amendments are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Adoption will require a modified retrospective transition where the lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented. Early adoption is permitted, however, the Company does not intend to adopt the provisions of the amendment early. The Company is currently evaluating the effects of the amendment on its consolidated financial statements but upon adoption expects to report higher assets and liabilities as a result of including additional leases on the consolidated balance sheets.

In January 2016, FASB issued ASU 2016-01 related to financial instruments. This amendment requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income. The amendment also impacts financial liabilities under the Fair Value Option and the presentation and disclosure requirements for financial instruments and modifies the required process used to evaluate deferred tax assets on available for sale securities. The amendment is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Upon adoption, the Company will reclassify all equity investments out of trading and available for sale securities, with all subsequent changes in fair value recognized in net income. Additionally, the disclosure of the fair value of the loan portfolio will be presented using an exit price method instead of the current discounted cash flow method. The Company continues to evaluate the impact of ASU 2016-01 on other aspects of its consolidated financial statements.

In July 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 by one year, to clarify the principles for recognizing revenue from contracts with customers. The FASB has subsequently issued several amendments to the standard, including clarification of principal versus agent considerations, narrow scope improvements and other technical corrections. The amendments outline a single comprehensive model for entities to depict the transfer of goods or services to customers in amounts that reflect the payment to which a company expects to be entitled in exchange for those goods or services. The amendments also require additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017 and may be adopted using either a full retrospective transition method or a modified, cumulative-effect approach

Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

wherein the guidance is applied only to existing contracts as of the date of initial application and to new contracts entered into thereafter. The Company does not intend to adopt the provisions of the amendment early and expects to adopt using the cumulative-effect approach. The Company has gathered an inventory of contracts with customers and performed an in-depth assessment. The preliminary assessment suggests that the revenue recognition policies within the Company's broker-dealer segment will be affected when adopted. Specifically, the new guidance may require certain advisory and underwriting revenues and expenses to be recorded on a gross basis while the current guidance requires recognizing these revenues net of the related expenses. The Company is still interpreting certain aspects of this new accounting guidance to address certain implementation issues, specifically the impact of any changes to the accounting for mutual fund fees and insurance product sales commissions received throughout the life of the contract. The Company will continue to evaluate the impact on its future consolidated financial statements of both current and newly issued guidance associated with the amendment.

3. Fair Value Measurements

Fair Value Measurements and Disclosures

The Company determines fair values in compliance with The Fair Value Measurements and Disclosures Topic of the ASC (the "Fair Value Topic"). The Fair Value Topic defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. The Fair Value Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Fair Value Topic assumes that transactions upon which fair value measurements are based occur in the principal market for the asset or liability being measured. Further, fair value measurements made under the Fair Value Topic exclude transaction costs and are not the result of forced transactions.

The Fair Value Topic creates a fair value hierarchy that classifies fair value measurements based upon the inputs used in valuing the assets or liabilities that are the subject of fair value measurements. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs, as indicated below.

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

- Level 2 Inputs: Observable inputs other than Level 1 prices. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, yield curves, prepayment speeds, default rates, credit risks and loss severities), and inputs that are derived from or corroborated by market data, among others.

- Level 3 Inputs: Unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. Level 3 inputs include pricing models and discounted cash flow techniques, among others.

Fair Value Option

The Company has elected to measure substantially all of PrimeLending's mortgage loans held for sale and retained mortgage servicing rights ("MSR") asset at fair value, under the provisions of the Fair Value Option. The Company elected to apply the provisions of the Fair Value Option to these items so that it would have the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. At September 30, 2017 and December 31, 2016, the aggregate fair value of PrimeLending's mortgage loans held for sale accounted for under the Fair Value Option was $1.86 billion and $1.75 billion, respectively, and the unpaid principal balance of those loans was $1.79 billion and $1.71 billion, respectively. The interest component of fair value is reported as interest income on loans in the accompanying consolidated statements of operations.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

The Company holds a number of financial instruments that are measured at fair value on a recurring basis, either by the application of the Fair Value Option or other authoritative pronouncements. The fair values of those instruments are determined primarily using Level 2 inputs. Those inputs include quotes from mortgage loan investors and derivatives dealers and data from independent pricing services.

The following tables present information regarding financial assets and liabilities measured at fair value on a recurring basis (in thousands).

September 30, 2017	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	$ 3,526	$ 672,885	$ —	$ 676,411
Available for sale securities	20,983	744,559	—	765,542
Loans held for sale	—	1,828,275	31,545	1,859,820
Derivative assets	—	55,563	—	55,563
MSR asset	—	—	47,766	47,766
Securities sold, not yet purchased	85,471	88,038	—	173,509
Derivative liabilities	—	17,500	—	17,500

December 31, 2016	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	$ 9,481	$ 256,053	$ —	$ 265,534
Available for sale securities	19,840	578,167	—	598,007
Loans held for sale	—	1,712,697	35,801	1,748,498
Derivative assets	—	57,036	—	57,036
MSR asset	—	—	61,968	61,968
Securities sold, not yet purchased	60,715	93,174	—	153,889
Derivative liabilities	—	35,737	—	35,737

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

The following tables include a rollforward for those financial instruments measured at fair value using Level 3 inputs (in thousands).

	Balance at Beginning of Period	Purchases/ Additions	Sales/ Reductions	Total Gains or Losses (Realized or Unrealized) Included in Net Income	Included in Other Comprehensive Income (Loss)	Balance at End of Period
Three months ended September 30, 2017						
Loans held for sale	$ 30,037	$ 8,881	$ (5,685)	$ (1,688)	$ —	$ 31,545
MSR asset	43,580	5,939	—	(1,753)	—	47,766
Total	$ 73,617	$ 14,820	$ (5,685)	$ (3,441)	$ —	$ 79,311
Nine months ended September 30, 2017						
Loans held for sale	$ 35,801	$ 25,384	$ (23,108)	$ (6,532)	$ —	$ 31,545
MSR asset	61,968	8,429	(17,499)	(5,132)	—	47,766
Total	$ 97,769	$ 33,813	$ (40,607)	$ (11,664)	$ —	$ 79,311
Three months ended September 30, 2016						
Trading securities	$ 1	$ —	$ —	$ (1)	$ —	$ —
Loans held for sale	45,645	8,066	(8,686)	(2,448)	—	42,577
MSR asset	33,491	10,416	—	(156)	—	43,751
Total	$ 79,137	$ 18,482	$ (8,686)	$ (2,605)	$ —	$ 86,328
Nine months ended September 30, 2016						
Trading securities	$ 1	$ —	$ —	$ (1)	$ —	$ —
Loans held for sale	25,880	51,105	(23,817)	(10,591)	—	42,577
MSR asset	52,285	20,309	(7,586)	(21,257)	—	43,751
Total	$ 78,166	$ 71,414	$ (31,403)	$ (31,849)	$ —	$ 86,328

All net realized and unrealized gains (losses) in the table above are reflected in the accompanying consolidated financial statements. Excluding the trading securities sold during the three months ended September 30, 2016, the unrealized gains (losses) relate to financial instruments still held at September 30, 2017.

For Level 3 financial instruments measured at fair value on a recurring basis at September 30, 2017, the significant unobservable inputs used in the fair value measurements were as follows.

Financial instrument	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
Loans held for sale	Discounted cash flows / Market comparable	Projected price	90 - 95 % (95 %)
MSR asset	Discounted cash flows	Constant prepayment rate	10.85 %
		Discount rate	11.07 %

The fair value of certain loans held for sale that cannot be sold through normal sale channels or are non-performing is measured using Level 3 inputs. The fair values of such loans are generally based upon estimates of expected cash flows using unobservable inputs, including listing prices of comparable assets, uncorroborated expert opinions, and/or management's knowledge of underlying collateral.

The MSR asset, which is included in other assets within the Company's consolidated balance sheets, is valued by projecting net servicing cash flows, which are then discounted to estimate the fair value. The fair value of the MSR asset is impacted by a variety of factors. Prepayment rates and discount rates, the most significant unobservable inputs, are discussed further in Note 7 to the consolidated financial statements.

The Company had no transfers between Levels 1 and 2 during the periods presented.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

The following tables present those changes in fair value of instruments recognized in the consolidated statements of operations that are accounted for under the Fair Value Option (in thousands).

	Three Months Ended September 30, 2017			Three Months Ended September 30, 2016		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	$ (4,443)	$ —	$ (4,443)	$ 73	$ —	$ 73
MSR asset	(1,753)	—	(1,753)	(156)	—	(156)

	Nine Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	$ 26,650	$ —	$ 26,650	$ 16,003	$ —	$ 16,003
MSR asset	(5,132)	—	(5,132)	(21,257)	—	(21,257)

The Company also determines the fair value of certain assets and liabilities on a non-recurring basis. In addition, facts and circumstances may dictate a fair value measurement when there is evidence of impairment. Assets and liabilities measured on a non-recurring basis include the items discussed below.

Impaired Loans — The Company reports impaired loans based on the underlying fair value of the collateral through specific allowances within the allowance for loan losses. Purchased credit impaired (“PCI”) loans with a fair value of $172.9 million, $822.8 million and $73.5 million were acquired by the Company upon completion of the merger with PCC (the “PlainsCapital Merger”), the FDIC-assisted transaction whereby the Bank acquired certain assets and assumed certain liabilities of Edinburg, Texas-based First National Bank (“FNB”) on September 13, 2013 (the “FNB Transaction”), and the acquisition of SWS Group, Inc. (“SWS”) in a stock and cash transaction (the "SWS Merger"), whereby SWS’s banking subsidiary, Southwest Securities, FSB was merged into the Bank, respectively (collectively, the “Bank Transactions”). Substantially all PCI loans acquired in the FNB Transaction are covered by FDIC loss-share agreements. The fair value of PCI loans was determined using Level 3 inputs, including estimates of expected cash flows that incorporated significant unobservable inputs regarding default rates, loss severity rates assuming default, prepayment speeds on acquired loans accounted for in pools (“Pooled Loans”), and estimated collateral values.

At September 30, 2017, estimates for these significant unobservable inputs were as follows.

	PCI Loans PlainsCapital Merger		FNB Transaction		SWS Merger	
Weighted average default rate	64	%	45	%	59	%
Weighted average loss severity rate	66	%	18	%	29	%
Weighted average prepayment speed	0	%	8	%	0	%

At September 30, 2017, the resulting weighted average expected loss on PCI loans associated with the PlainsCapital Merger, FNB Transaction and SWS Merger was 43%, 8% and 17%, respectively.

The Company obtains updated appraisals of the fair value of collateral securing impaired collateral-dependent loans at least annually, in accordance with regulatory guidelines. The Company also reviews the fair value of such collateral on a quarterly basis. If the quarterly review indicates that the fair value of the collateral may have deteriorated, the Company orders an updated appraisal of the fair value of the collateral. Because the Company obtains updated appraisals when evidence of a decline in the fair value of collateral exists, it typically does not adjust appraised values.

Other Real Estate Owned — The Company determines fair value primarily using independent appraisals of other real estate owned (“OREO”) properties. The resulting fair value measurements are classified as Level 2 or Level 3 inputs, depending upon the extent to which unobservable inputs determine the fair value measurement. The Company considers a number of factors in determining the extent to which specific fair value measurements utilize unobservable inputs, including, but not limited to, the inherent subjectivity in appraisals, the length of time elapsed since the receipt of independent market price or appraised value, and current market conditions. At September 30, 2017, the most significant

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

unobservable input used in the determination of fair value of OREO was a discount to independent appraisals for estimated holding periods of OREO properties. Level 3 inputs were used to determine the initial fair value at acquisition of a large group of smaller balance properties that were acquired in the FNB Transaction. In the FNB Transaction, the Bank acquired OREO of $135.2 million, all of which is covered by FDIC loss-share agreements. At September 30, 2017 and December 31, 2016, the estimated fair value of covered OREO was $40.3 million and $51.6 million, respectively, and the underlying fair value measurements utilized Level 2 and Level 3 inputs. The fair value of non-covered OREO at September 30, 2017 and December 31, 2016 was $4.8 million and $4.5 million, respectively, and is included in other assets within the consolidated balance sheets. During the reported periods, all fair value measurements for non-covered OREO subsequent to initial recognition utilized Level 2 inputs.

The following table presents information regarding certain assets and liabilities measured at fair value on a non-recurring basis for which a change in fair value has been recorded during reporting periods subsequent to initial recognition (in thousands).

	Level 1	Level 2	Level 3	Total	Total Gains (Losses) for the Three Months Ended September 30,		Total Gains (Losses) for the Nine Months Ended September 30,	
September 30, 2017	Inputs	Inputs	Inputs	Fair Value	2017	2016	2017	2016
Non-covered impaired loans	$ —	$ —	$ 42,953	$ 42,953	$ 793	$ 1,149	$ 323	$ 1,284
Covered impaired loans	—	—	58,490	58,490	(787)	725	(1,764)	815
Non-covered other real estate owned	—	3,512	—	3,512	(135)	(427)	(258)	(439)
Covered other real estate owned	—	6,969	—	6,969	(388)	(2,552)	(2,523)	(14,284)

The Fair Value of Financial Instruments Subsection of the ASC requires disclosure of the fair value of financial assets and liabilities, including the financial assets and liabilities previously discussed. There have been no changes to the methods for determining estimated fair value for financial assets and liabilities which are described in detail in Note 3 to the consolidated financial statements included in the Company’s 2016 Form 10-K.

The following tables present the carrying values and estimated fair values of financial instruments not measured at fair value on either a recurring or non-recurring basis (in thousands).

		Estimated Fair Value			
September 30, 2017	Carrying Amount	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total
Financial assets:					
Cash and cash equivalents	$ 354,969	$ 354,969	$ —	$ —	$ 354,969
Securities purchased under agreements to resell	134,654	—	134,654	—	134,654
Assets segregated for regulatory purposes	207,336	207,336	—	—	207,336
Held to maturity securities	368,031	—	364,122	—	364,122
Loans held for sale	79,501	—	79,501	—	79,501
Non-covered loans, net	6,090,034	—	485,604	5,802,891	6,288,495
Covered loans, net	188,269	—	—	284,424	284,424
Broker-dealer and clearing organization receivables	1,672,123	—	1,672,123	—	1,672,123
FDIC indemnification asset	33,143	—	—	22,866	22,866
Other assets	64,907	—	59,300	5,607	64,907
Financial liabilities:					
Deposits	7,663,447	—	7,662,392	—	7,662,392
Broker-dealer and clearing organization payables	1,517,698	—	1,517,698	—	1,517,698
Short-term borrowings	1,477,201	—	1,477,201	—	1,477,201
Debt	367,208	—	364,731	—	364,731
Other liabilities	6,630	—	6,630	—	6,630

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

December 31, 2016	Carrying Amount	Estimated Fair Value Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total
Financial assets:					
Cash and cash equivalents	$ 690,764	$ 690,764	$ —	$ —	$ 690,764
Securities purchased under agreements to resell	89,430	—	89,430	—	89,430
Assets segregated for regulatory purposes	180,993	180,993	—	—	180,993
Held to maturity securities	351,831	—	345,088	—	345,088
Loans held for sale	46,965	—	46,965	—	46,965
Non-covered loans, net	5,789,313	—	502,077	5,459,975	5,962,052
Covered loans, net	255,714	—	—	367,444	367,444
Broker-dealer and clearing organization receivables	1,497,741	—	1,497,741	—	1,497,741
FDIC indemnification asset	71,313	—	—	60,173	60,173
Other assets	62,904	—	58,697	4,207	62,904
Financial liabilities:					
Deposits	7,063,811	—	7,058,837	—	7,058,837
Broker-dealer and clearing organization payables	1,347,128	—	1,347,128	—	1,347,128
Short-term borrowings	1,417,289	—	1,417,289	—	1,417,289
Debt	384,924	—	378,822	—	378,822
Other liabilities	3,708	—	3,708	—	3,708

4. Securities

The fair value of trading securities is summarized as follows (in thousands).

	September 30, 2017	December 31, 2016
U.S. Treasury securities	$ 200	$ 5,940
U.S. government agencies:		
Bonds	53,275	36,303
Residential mortgage-backed securities	407,275	2,539
Commercial mortgage-backed securities	9,599	15,171
Collateralized mortgage obligations	1,098	5,607
Corporate debt securities	77,435	60,699
States and political subdivisions	90,144	89,946
Unit investment trusts	31,626	41,409
Private-label securitized product	2,398	4,292
Other	3,361	3,628
Totals	$ 676,411	$ 265,534

The Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligations may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheets, had a value of $173.5 million and $153.9 million at September 30, 2017 and December 31, 2016, respectively.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

The amortized cost and fair value of available for sale and held to maturity securities are summarized as follows (in thousands).

	Available for Sale			
September 30, 2017	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ 22,751	$ 168	$ (39)	$ 22,880
U.S. government agencies:				
Bonds	100,289	851	(133)	101,007
Residential mortgage-backed securities	247,272	940	(2,304)	245,908
Commercial mortgage-backed securities	12,091	78	(24)	12,145
Collateralized mortgage obligations	222,187	203	(2,656)	219,734
Corporate debt securities	72,266	2,489	(2)	74,753
States and political subdivisions	66,173	1,493	(39)	67,627
Commercial mortgage-backed securities	499	6	—	505
Equity securities	19,456	1,532	(5)	20,983
Totals	$ 762,984	$ 7,760	$ (5,202)	$ 765,542

	Available for Sale			
December 31, 2016	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ 31,701	$ 144	$ (44)	$ 31,801
U.S. government agencies:				
Bonds	121,838	881	(67)	122,652
Residential mortgage-backed securities	135,371	708	(2,941)	133,138
Commercial mortgage-backed securities	8,771	2	(58)	8,715
Collateralized mortgage obligations	117,879	29	(3,206)	114,702
Corporate debt securities	76,866	2,354	(91)	79,129
States and political subdivisions	86,353	1,498	(336)	87,515
Commercial mortgage-backed securities	499	16	—	515
Equity securities	18,920	1,263	(343)	19,840
Totals	$ 598,198	$ 6,895	$ (7,086)	$ 598,007

Held to Maturity

September 30, 2017	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government agencies:				
Bonds	$ 40,515	$ 28	$ (891)	$ 39,652
Residential mortgage-backed securities	16,973	198	—	17,171
Commercial mortgage-backed securities	71,613	404	(510)	71,507
Collateralized mortgage obligations	183,926	152	(2,550)	181,528
States and political subdivisions	55,004	289	(1,029)	54,264
Totals	$ 368,031	$ 1,071	$ (4,980)	$ 364,122

	Held to Maturity			
December 31, 2016	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. government agencies:				
Bonds	$ 40,513	$ —	$ (1,287)	$ 39,226
Residential mortgage-backed securities	19,606	13	(6)	19,613
Commercial mortgage-backed securities	31,767	102	(593)	31,276
Collateralized mortgage obligations	217,954	128	(3,372)	214,710
States and political subdivisions	41,991	70	(1,798)	40,263
Totals	$ 351,831	$ 313	$ (7,056)	$ 345,088

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

Information regarding available for sale and held to maturity securities that were in an unrealized loss position is shown in the following tables (dollars in thousands).

	September 30, 2017			December 31, 2016		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Available for Sale						
U.S. treasury securities:						
Unrealized loss for less than twelve months	6	$ 17,354	$ 37	7	$ 21,694	$ 44
Unrealized loss for twelve months or longer	1	399	2	—	—	—
	7	17,753	39	7	21,694	44
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	10	77,870	133	1	14,908	67
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	10	77,870	133	1	14,908	67
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	9	76,966	557	12	109,398	2,941
Unrealized loss for twelve months or longer	8	67,899	1,747	—	—	—
	17	144,865	2,304	12	109,398	2,941
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	1	5,076	24	2	7,127	58
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	1	5,076	24	2	7,127	58
Collateralized mortgage obligations:						
	13	96,857	440	11	91,144	2,340

Unrealized loss for less than twelve months						
Unrealized loss for twelve months or longer	14	60,719	2,216	8	19,320	866
	27	157,576	2,656	19	110,464	3,206
Corporate debt securities:						
Unrealized loss for less than twelve months	1	1,996	2	3	5,899	91
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	1	1,996	2	3	5,899	91
States and political subdivisions:						
Unrealized loss for less than twelve months	11	5,714	20	32	17,549	322
Unrealized loss for twelve months or longer	8	2,374	19	1	450	14
	19	8,088	39	33	17,999	336
Equity securities:						
Unrealized loss for less than twelve months	1	181	—	—	—	—
Unrealized loss for twelve months or longer	2	6,900	5	2	11,107	343
	3	7,081	5	2	11,107	343
Total available for sale:						
Unrealized loss for less than twelve months	52	282,014	1,213	68	267,719	5,863
Unrealized loss for twelve months or longer	33	138,291	3,989	11	30,877	1,223
	85	$ 420,305	$ 5,202	79	$ 298,596	$ 7,086

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

	September 30, 2017			December 31, 2016		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Held to Maturity						
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	—	$ —	$ —	4	$ 33,225	$ 1,287
Unrealized loss for twelve months or longer	3	32,124	891	—	—	—
	3	32,124	891	4	33,225	1,287
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	—	—	—	2	13,178	6
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	—	—	—	2	13,178	6
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	3	13,805	130	5	18,891	588
Unrealized loss for twelve months or longer	2	12,823	380	1	1,401	5
	5	26,628	510	6	20,292	593
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	12	100,054	1,066	19	187,669	3,372
Unrealized loss for twelve months or longer	5	57,570	1,484	—	—	—
	17	157,624	2,550	19	187,669	3,372
States and political subdivisions:						
Unrealized loss for less than twelve months	36	17,311	188	71	29,862	1,790
Unrealized loss for twelve months or longer	40	15,723	841	1	462	8

	76	33,034	1,029	72	30,324	1,798
Total held to maturity:						
Unrealized loss for less than twelve months	51	131,170	1,384	101	282,825	7,043
Unrealized loss for twelve months or longer	50	118,240	3,596	2	1,863	13
	101	$ 249,410	$ 4,980	103	$ 284,688	$ 7,056

During the three and nine months ended September 30, 2017 and 2016, the Company did not record any other-than-temporary impairments ("OTTI"). While some of the securities held in the Company's investment portfolio have decreased in value since the date of acquisition, the severity of loss and the duration of the loss position are not significant enough to warrant recording any OTTI of the securities. Factors considered in the Company's analysis include the reasons for the unrealized loss position, the severity and duration of the unrealized loss position, credit worthiness, and forecasted performance of the investee. The Company does not intend to sell, nor does the Company believe that it is likely that the Company will be required to sell, these securities before the recovery of the cost basis.

Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties. The amortized cost and fair value of securities, excluding trading and available for sale equity securities, at September 30, 2017 are shown by contractual maturity below (in thousands).

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 108,593	$ 108,958	$ 4,947	$ 4,954
Due after one year through five years	86,378	88,189	2,850	2,884
Due after five years through ten years	40,798	42,418	26,721	26,253
Due after ten years	25,710	26,702	61,001	59,825
	261,479	266,267	95,519	93,916
Residential mortgage-backed securities	247,272	245,908	16,973	17,171
Collateralized mortgage obligations	222,187	219,734	183,926	181,528
Commercial mortgage-backed securities	12,590	12,650	71,613	71,507
	$ 743,528	$ 744,559	$ 368,031	$ 364,122

The Company realized net gains of $5.8 million and $6.0 million from its trading securities portfolio during the three months ended September 30, 2017 and 2016, respectively, and net gains from its trading securities portfolio of $18.7 million and $17.5 million during the nine months ended September 30, 2017 and 2016, respectively. In addition, the

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

(Unaudited)

Hilltop Broker-Dealers realized net gains from trading activities primarily associated with the structured finance business of $21.8 million and $33.7 million during the three months ended September 30, 2017 and 2016, respectively, and $38.8 million and $63.0 million during the nine months ended September 30, 2017 and 2016, respectively. All such realized net gains are recorded as a component of other noninterest income within the consolidated statements of operations.

Securities with a carrying amount of $600.6 million and $695.1 million (with a fair value of $597.1 million and $688.1 million, respectively) at September 30, 2017 and December 31, 2016, respectively, were pledged to secure public and trust deposits, federal funds purchased and securities sold under agreements to repurchase, and for other purposes as required or permitted by law. Substantially all of these pledged securities were included in our available for sale and held to maturity securities portfolios at September 30, 2017 and December 31, 2016.

Mortgage-backed securities and collateralized mortgage obligations consist primarily of Government National Mortgage Association (“GNMA”), Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”) pass-through and participation certificates. GNMA securities are guaranteed by the full faith and credit of the United States, while FNMA and FHLMC securities are fully guaranteed by those respective United States government-sponsored agencies, and conditionally guaranteed by the full faith and credit of the United States.

At September 30, 2017 and December 31, 2016, NLC had investments on deposit in custody for various state insurance departments with aggregate carrying values of $9.3 million and $9.2 million, respectively.

5. Non-Covered Loans and Allowance for Non-Covered Loan Losses

Non-covered loans refer to loans not covered by the FDIC loss-share agreements. Covered loans are discussed in Note 6 to the consolidated financial statements. Non-covered loans summarized by portfolio segment are as follows (in thousands).

	September 30, 2017	December 31, 2016

Commercial and industrial	$ 1,735,468	$ 1,696,453
Real estate	2,944,155	2,816,767
Construction and land development	941,628	786,850
Consumer	41,958	41,352
Broker-dealer (1)	485,604	502,077
	6,148,813	5,843,499
Allowance for non-covered loan losses	(58,779)	(54,186)
Total non-covered loans, net of allowance	$ 6,090,034	$ 5,789,313

(1) Represents margin loans to customers and correspondents associated with our broker-dealer segment operations.

In connection with the Bank Transactions, the Company acquired non-covered loans both with and without evidence of credit quality deterioration since origination. The following table presents the carrying values and the outstanding balances of non-covered PCI loans (in thousands).

	September 30, 2017	December 31, 2016
Carrying amount	$ 37,937	$ 51,432
Outstanding balance	52,096	67,988

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(Unaudited)

Changes in the accretable yield for non-covered PCI loans were as follows (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Balance, beginning of period	$ 9,793	$ 15,229	$ 13,116	$ 17,744
Reclassifications from nonaccretable difference, net(1)	277	708	854	4,655
Disposals of loans	(603)	—	(664)	—
Accretion	(1,851)	(1,884)	(5,690)	(8,346)
Balance, end of period	$ 7,616	$ 14,053	$ 7,616	$ 14,053

(1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts. Reclassifications to nonaccretable difference occur when accruing loans are moved to non-accrual and expected cash flows are no longer predictable and the accretable yield is eliminated.

The remaining nonaccretable difference for non-covered PCI loans was $20.2 million and $22.8 million at September 30, 2017 and December 31, 2016, respectively.

Impaired loans exhibit a clear indication that the borrower's cash flow may not be sufficient to meet contractual principal and interest payments, which generally occurs when a loan is 90 days past due unless the asset is both well secured and in the process of collection. Non-covered impaired loans include non-accrual loans, troubled debt restructurings ("TDRs"), PCI loans and partially charged-off loans. The amounts shown in the following tables include loans accounted for on an individual basis, as well as acquired Pooled Loans. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level. Non-covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

September 30, 2017	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 19,390	$ 3,556	$ 2,676	$ 6,232	$ 111
Unsecured	—	—	—	—	—

Real estate:					
Secured by commercial properties	28,362	6,548	13,388	19,936	1,422
Secured by residential properties	12,964	7,703	2,315	10,018	284
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	3,462	477	1,111	1,588	237
Consumer	2,588	19	144	163	44
Broker-dealer	—	—	—	—	—
	66,766	18,303	19,634	37,937	2,098
Non-PCI					
Commercial and industrial:					
Secured	21,218	17,844	—	17,844	—
Unsecured	745	708	—	708	—
Real estate:					
Secured by commercial properties	15,402	11,380	3,386	14,766	846
Secured by residential properties	1,536	1,151	—	1,151	—
Construction and land development:					
Residential construction loans	15	—	—	—	—
Commercial construction loans and land development	659	—	626	626	112
Consumer	167	63	—	63	—
Broker-dealer	—	—	—	—	—
	39,742	31,146	4,012	35,158	958
	$ 106,508	$ 49,449	$ 23,646	$ 73,095	$ 3,056

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December 31, 2016	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 25,354	$ 3,234	$ 5,438	$ 8,672	$ 557
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	38,005	11,097	17,413	28,510	1,907
Secured by residential properties	13,606	7,401	3,088	10,489	200
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	5,780	1,391	2,076	3,467	377
Consumer	3,223	237	57	294	56
Broker-dealer	—	—	—	—	—
	85,968	23,360	28,072	51,432	3,097
Non-PCI					
Commercial and industrial:					
Secured	6,311	3,313	1,372	4,685	115
Unsecured	946	925	—	925	—
Real estate:					
Secured by commercial properties	10,134	10,000	—	10,000	—
Secured by residential properties	1,344	1,116	—	1,116	—
Construction and land development:					
Residential construction loans	28	28	—	28	—
Commercial construction loans and land development	738	48	679	727	167
Consumer	246	244	—	244	—
Broker-dealer	—	—	—	—	—
	19,747	15,674	2,051	17,725	282
	$ 105,715	$ 39,034	$ 30,123	$ 69,157	$ 3,379

Average recorded investment in non-covered impaired loans is summarized by class in the following table (in thousands).

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Commercial and industrial:				
Secured	$ 20,452	$ 25,338	$ 18,717	$ 25,903
Unsecured	713	38	817	38
Real estate:				
Secured by commercial properties	35,458	34,491	36,606	37,329
Secured by residential properties	11,412	11,746	11,387	12,179
Construction and land development:				
Residential construction loans	—	—	14	111
Commercial construction loans and land development	2,590	4,161	3,204	4,692
Consumer	324	412	382	583
Broker-dealer	—	—	—	—
	$ 70,949	$ 76,186	$ 71,127	$ 80,835

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Non-covered non-accrual loans, excluding those classified as held for sale, are summarized by class in the following table (in thousands).

	September 30, 2017	December 31, 2016
Commercial and industrial:		
Secured	$ 20,726	$ 8,590
Unsecured	708	925
Real estate:		
Secured by commercial properties	14,766	11,034
Secured by residential properties	1,608	1,197
Construction and land development:		
Residential construction loans	—	28
Commercial construction loans and land development	626	727
Consumer	63	244
Broker-dealer	—	—
	$ 38,497	$ 22,745

At September 30, 2017 and December 31, 2016, non-covered non-accrual loans included non-covered PCI loans of $3.3 million and $5.0 million, respectively, for which discount accretion has been suspended because the extent and timing of cash flows from these non-covered PCI loans can no longer be reasonably estimated. In addition to the non-covered non-accrual loans in the table above, $1.6 million and $1.7 million of real estate loans secured by residential properties and classified as held for sale were in non-accrual status at September 30, 2017 and December 31, 2016, respectively.

Interest income, including recoveries and cash payments, recorded on non-covered impaired loans was nominal during the three months ended September 30, 2017 and $0.1 million during the three months ended September 30, 2016. Interest income, including recoveries and cash payments, recorded on non-covered impaired loans was $0.3 million during both the nine months ended September 30, 2017 and 2016, respectively. Except as noted above, non-covered PCI loans are considered to be performing due to the application of the accretion method.

The Bank classifies loan modifications as TDRs when it concludes that it has both granted a concession to a debtor and that the debtor is experiencing financial difficulties. Loan modifications are typically structured to create affordable payments for the debtor and can be achieved in a variety of ways. The Bank modifies loans by reducing interest rates and/or lengthening loan amortization schedules. The Bank may also reconfigure a single loan into two or more loans ("A/B Note"). The typical A/B Note restructure results in a "bad" loan which is charged off and a "good" loan or loans, the terms of which comply with the Bank's customary underwriting policies. The debt charged off on the "bad" loan is not forgiven to the debtor.

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There were no TDRs granted during the three months ended September 30, 2017 and 2016, respectively. Information regarding TDRs granted during the nine months ended September 30, 2017 and 2016, respectively, is shown in the following table (dollars in thousands). At September 30, 2017 and December 31, 2016, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

	Nine Months Ended September 30, 2017			Nine Months Ended September 30, 2016		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	1	$ 1,357	$ 1,235	1	$ 1,196	$ 944
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	1	1,481	1,385	—	—	—
Secured by residential properties	—	—	—	—	—	—
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	1	655	626	—	—	—
Consumer	—	—	—	—	—	—
Broker-dealer	—	—	—	—	—	—
	3	$ 3,493	$ 3,246	1	$ 1,196	$ 944

All of the non-covered loan modifications included in the table above involved payment term extensions. The Bank did not grant principal reductions on any restructured non-covered loans during the nine months ended September 30, 2017 and 2016.

The following table presents information regarding TDRs granted during the twelve months preceding September 30, 2017 and 2016, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding September 30, 2017			Twelve Months Preceding September 30, 2016		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	—	$ —	$ —	1	$ 1,196	$ 944
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	1	1,481	1,385	—	—	—
Secured by residential properties	—	—	—	—	—	—
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—
Consumer	—	—	—	—	—	—
Broker-dealer	—	—	—	—	—	—
	1	$ 1,481	$ 1,385	1	$ 1,196	$ 944

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An analysis of the aging of the Bank's non-covered loan portfolio is shown in the following tables (in thousands).

September 30, 2017	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruin (Non-PC Past Due 90 Days
Commercial and industrial:								
Secured	$ 9,180	$ 348	$ 5,441	$ 14,969	$ 1,587,935	$ 6,232	$ 1,609,136	$ 125
Unsecured	1,843	11	—	1,854	124,478	—	126,332	—
Real estate:								
Secured by commercial properties	13,017	—	5,361	18,378	2,151,678	19,936	2,189,992	—
Secured by residential properties	1,168	582	541	2,291	741,854	10,018	754,163	—
Construction and land development:								
Residential construction loans	232	945	—	1,177	172,302	—	173,479	—
Commercial construction loans and land development	510	—	—	510	766,051	1,588	768,149	—
Consumer	58	107	28	193	41,602	163	41,958	—
Broker-dealer	—	—	—	—	485,604	—	485,604	—
	$ 26,008	$ 1,993	$ 11,371	$ 39,372	$ 6,071,504	$ 37,937	$ 6,148,813	$ 125

December 31, 2016	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loa (Non-PCI) Past Due 90 Days or Mo

Commercial and industrial:								
Secured	$ 4,727	$ 704	$ 6,770	$ 12,201	$ 1,576,239	$ 8,672	$ 1,597,112	$ 3,095
Unsecured	596	1	909	1,506	97,835	—	99,341	1
Real estate:								
Secured by commercial properties	550	9,417	1,492	11,459	1,915,126	28,510	1,955,095	—
Secured by residential properties	506	361	369	1,236	849,947	10,489	861,672	—
Construction and land development:								
Residential construction loans	—	28	—	28	128,624	—	128,652	—
Commercial construction loans and land development	2,500	1,784	48	4,332	650,399	3,467	658,198	—
Consumer	176	31	—	207	40,851	294	41,352	—
Broker-dealer	—	—	—	—	502,077	—	502,077	—
	$ 9,055	$ 12,326	$ 9,588	$ 30,969	$ 5,761,098	$ 51,432	$ 5,843,499	$ 3,096

In addition to the non-covered loans shown in the tables above, $45.0 million and $44.4 million of loans included in loans held for sale (with an aggregate unpaid principal balance of $45.6 million and $44.9 million, respectively) were 90 days past due and accruing interest at September 30, 2017 and December 31, 2016, respectively. These loans are guaranteed by U.S. government agencies and include loans that are subject to repurchase, or have been repurchased, by PrimeLending.

Management tracks credit quality trends on a quarterly basis related to: (i) past due levels, (ii) non-performing asset levels, (iii) classified loan levels, (iv) net charge-offs, and (v) general economic conditions in state and local markets.

The Bank utilizes a risk grading matrix to assign a risk grade to each of the loans in its portfolio. A risk rating is assigned based on an assessment of the borrower’s management, collateral position, financial capacity, and economic factors. The general characteristics of the various risk grades are described below.

Pass – “Pass” loans present a range of acceptable risks to the Bank. Loans that would be considered virtually risk-free are rated Pass – low risk. Loans that exhibit sound standards based on the grading factors above and present a reasonable risk to the Bank are rated Pass – normal risk. Loans that exhibit a minor weakness in one or more of the grading criteria but still present an acceptable risk to the Bank are rated Pass – high risk.

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Special Mention – “Special Mention” loans have potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in a deterioration of the repayment prospects for the loans and weaken the Bank’s credit position at some future date. Special Mention loans are not adversely classified and do not expose the Bank to sufficient risk to require adverse classification.

Substandard – “Substandard” loans are inadequately protected by the current sound worth and paying capacity of the obligor or the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Many substandard loans are considered impaired.

PCI – “PCI” loans exhibited evidence of credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected.

The following tables present the internal risk grades of non-covered loans, as previously described, in the portfolio by class (in thousands).

September 30, 2017	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 1,532,920	$ 19,964	$ 50,020	$ 6,232	$ 1,609,136
Unsecured	124,113	996	1,223	—	126,332
Real estate:					
Secured by commercial properties	2,125,077	4,808	40,171	19,936	2,189,992
Secured by residential properties	737,712	3,263	3,170	10,018	754,163
Construction and land development:					
Residential construction loans	173,479	—	—	—	173,479
Commercial construction loans and land development	763,142	2,652	767	1,588	768,149
Consumer	41,700	—	95	163	41,958
Broker-dealer	485,604	—	—	—	485,604
	$ 5,983,747	$ 31,683	$ 95,446	$ 37,937	$ 6,148,813

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 1,531,895	$ 72	$ 56,473	$ 8,672	$ 1,597,112
Unsecured	97,646	—	1,695	—	99,341
Real estate:					
Secured by commercial properties	1,888,231	3,693	34,661	28,510	1,955,095
Secured by residential properties	846,420	—	4,763	10,489	861,672
Construction and land development:					
Residential construction loans	128,624	—	28	—	128,652
Commercial construction loans and land development	653,808	—	923	3,467	658,198
Consumer	40,789	6	263	294	41,352
Broker-dealer	502,077	—	—	—	502,077
	$ 5,689,490	$ 3,771	$ 98,806	$ 51,432	$ 5,843,499

Allowance for Loan Losses

The allowance for both originated and acquired loans is subject to regulatory examinations, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance. The Company’s analysis of the level of the allowance for loan losses to ensure that it is appropriate for the estimated credit losses in the portfolio consistent with the Interagency Policy Statement on the Allowance for Loan and Lease Losses and the Receivables and

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Contingencies Topics of the ASC is described in detail in Note 5 to the consolidated financial statements included in the Company's 2016 Form 10-K.

During 2016, the Bank discovered irregularities with respect to a non-covered loan that is currently in default. As a result, the Bank increased its provision for loan losses and recorded a $24.5 million charge-off during the second quarter of 2016, representing the entire outstanding principal balance of the loan. During the second quarter of 2017, the Bank recorded other noninterest income of $15.0 million from coverage provided by an insurance policy for forgery.

Changes in the allowance for non-covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Three Months Ended September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of period	$ 21,834	$ 28,734	$ 7,645	$ 524	$ 471	$ 59,208
Provision charged to (recapture from) operations	2,165	(1,278)	144	(147)	(405)	479
Loans charged off	(1,264)	(5)	(3)	(33)	—	(1,305)
Recoveries on charged off loans	280	88	4	25	—	397
Balance, end of period	$ 23,015	$ 27,539	$ 7,790	$ 369	$ 66	$ 58,779

Nine Months Ended September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of period	$ 21,369	$ 25,236	$ 7,002	$ 424	$ 155	$ 54,186
Provision charged to (recapture from) operations	3,376	2,424	796	74	(89)	6,581
Loans charged off	(3,070)	(305)	(13)	(194)	—	(3,582)

Recoveries on charged off loans	1,340	184	5	65	—	1,594
Balance, end of period	$ 23,015	$ 27,539	$ 7,790	$ 369	$ 66	$ 58,779

Three Months Ended September 30, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of period	$ 20,720	$ 23,302	$ 6,288	$ 325	$ 378	$ 51,013
Provision charged to (recapture from) operations	3,973	(116)	823	228	(189)	4,719
Loans charged off	(3,550)	(1)	—	(67)	—	(3,618)
Recoveries on charged off loans	295	196	—	20	—	511
Balance, end of period	$ 21,438	$ 23,381	$ 7,111	$ 506	$ 189	$ 52,625

Nine Months Ended September 30, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of period	$ 19,845	$ 18,983	$ 6,064	$ 314	$ 209	$ 45,415
Provision charged to (recapture from) operations	30,494	5,333	1,047	243	(19)	37,098
Loans charged off	(30,333)	(1,299)	—	(155)	(1)	(31,788)
Recoveries on charged off loans	1,432	364	—	104	—	1,900
Balance, end of period	$ 21,438	$ 23,381	$ 7,111	$ 506	$ 189	$ 52,625

The non-covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 17,311	$ 13,722	$ 626	$ —	$ —	$ 31,659

Loans collectively evaluated for impairment	1,711,925	2,900,479	939,414	41,795	485,604	6,079,217
PCI Loans	6,232	29,954	1,588	163	—	37,937
	$ 1,735,468	$ 2,944,155	$ 941,628	$ 41,958	$ 485,604	$ 6,148,813

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December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 4,508	$ 9,704	$ 727	$ 205	$ —	$ 15,144
Loans collectively evaluated for impairment	1,683,273	2,768,064	782,656	40,853	502,077	5,776,923
PCI Loans	8,672	38,999	3,467	294	—	51,432
	$ 1,696,453	$ 2,816,767	$ 786,850	$ 41,352	$ 502,077	$ 5,843,499

The allowance for non-covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ —	$ 846	$ 112	$ —	$ —	$ 958
Loans collectively evaluated for impairment	22,904	24,987	7,441	325	66	55,723
PCI Loans	111	1,706	237	44	—	2,098
	$ 23,015	$ 27,539	$ 7,790	$ 369	$ 66	$ 58,779

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 115	$ —	$ 167	$ —	$ —	$ 282
Loans collectively evaluated for impairment	20,697	23,129	6,458	368	155	50,807
PCI Loans	557	2,107	377	56	—	3,097

$ 21,369	$ 25,236	$ 7,002	$ 424	$ 155	$ 54,186

6. Covered Assets and Indemnification Asset

The Bank acquired certain assets and assumed certain liabilities of FNB in connection with an FDIC-assisted transaction on September 13, 2013 (the “Bank Closing Date”). As part of the Purchase and Assumption Agreement by and among the FDIC (as receiver of FNB), the Bank and the FDIC (the “P&A Agreement”), the Bank and the FDIC entered into loss-share agreements covering future losses incurred on certain acquired loans and OREO. The Company refers to acquired commercial and single family residential loan portfolios and OREO that are subject to the loss-share agreements as “covered loans” and “covered OREO”, respectively, and these assets are presented as separate line items in the Company’s consolidated balance sheets. Collectively, covered loans and covered OREO are referred to as “covered assets”. Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for five years and ten years, respectively, from the Bank Closing Date, and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. The asset arising from the loss-share agreements, referred to as the “FDIC Indemnification Asset,” is measured separately from the covered loan portfolio because the agreements are not contractually embedded in the covered loans and are not transferable should the Bank choose to dispose of the covered loans.

In accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if its actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. At September 30, 2017, the Bank has recorded a related “true-up” payment accrual of $16.1 million based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

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Covered Loans and Allowance for Covered Loan Losses

Loans acquired in the FNB Transaction that are subject to a loss-share agreement are referred to as “covered loans” and reported separately in the consolidated balance sheets. Covered loans are reported exclusive of the cash flow reimbursements that may be received from the FDIC.

The Bank’s portfolio of acquired covered loans had a fair value of $1.1 billion as of the Bank Closing Date, with no carryover of any allowance for loan losses. Acquired covered loans were preliminarily segregated between those considered to be PCI loans and those without credit impairment at acquisition.

In connection with the FNB Transaction, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. The Company’s accounting policies for acquired covered loans, including covered PCI loans, are consistent with the accounting policies for acquired non-covered loans, as described in Note 5 to the consolidated financial statements. The Company has established under its PCI accounting policy a framework to aggregate certain acquired covered loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing.

The following table presents the carrying value of the covered loans summarized by portfolio segment (in thousands).

	September 30, 2017	December 31, 2016
Commercial and industrial	$ 1,242	$ 2,697
Real estate	186,777	244,469
Construction and land development	2,391	8,961
	190,410	256,127
Allowance for covered loans	(2,141)	(413)
Total covered loans, net of allowance	$ 188,269	$ 255,714

The following table presents the carrying value and the outstanding contractual balance of covered PCI loans (in thousands).

	September 30, 2017	December 31, 2016
Carrying amount	$ 90,583	$ 133,754
Outstanding balance	190,352	266,098

Changes in the accretable yield for covered PCI loans were as follows (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Balance, beginning of period	$ 128,307	$ 157,604	$ 143,731	$ 176,719
Reclassifications from nonaccretable difference, net(1)	4,096	6,954	27,120	25,397
Transfer of loans to covered OREO(2)	(77)	(250)	(857)	(421)
Accretion	(10,040)	(17,460)	(47,708)	(54,847)
Balance, end of period	$ 122,286	$ 146,848	$ 122,286	$ 146,848

(1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts, but may also include the reclassification and immediate income recognition of nonaccretable difference due to the favorable resolution of loans accounted for individually. Reclassifications to nonaccretable difference occur when accruing loans are moved to non-accrual and expected cash flows are no longer predictable and the accretable yield is eliminated.

(2) Transfer of loans to covered OREO is the difference between the value removed from the pool and the expected cash flows for the loan.

Hilltop Holdings Inc. and Subsidiaries

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The remaining nonaccretable difference for covered PCI loans was $53.1 million and $94.5 million at September 30, 2017 and December 31, 2016, respectively. During the three and nine months ended September 30, 2017 and 2016, a combination of factors affecting the inputs to the Bank’s quarterly recast process led to the reclassifications from nonaccretable difference to accretable yield. These transfers resulted from revised cash flows that reflect better-than-expected performance of the covered PCI loan portfolio as a result of the Bank’s strategic decision to dedicate resources to the liquidation of covered loans during the noted periods.

Covered impaired loans include non-accrual loans, TDRs, PCI loans and partially charged-off loans. The amounts shown in the following tables include Pooled Loans, as well as loans accounted for on an individual basis. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level.

Covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

September 30, 2017	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 4,010	$ —	$ 240	$ 240	$ 46
Unsecured	6,324	—	41	41	29
Real estate:					
Secured by commercial properties	90,640	1,484	24,214	25,698	1,368
Secured by residential properties	129,275	47,295	17,023	64,318	384
Construction and land development:					
Residential construction loans	694	—	—	—	—
Commercial construction loans and land development	11,940	—	286	286	281
	242,883	48,779	41,804	90,583	2,108
Non-PCI					
Commercial and industrial:					
Secured	43	44	—	44	—
Unsecured	—	—	—	—	—

Real estate:					
Secured by commercial properties	—	—	—	—	—
Secured by residential properties	4,695	3,929	—	3,929	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	19	13	—	13	—
	4,757	3,986	—	3,986	—
	$ 247,640	$ 52,765	$ 41,804	$ 94,569	$ 2,108

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December 31, 2016	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 10,579	$ 1,024	$ 189	$ 1,213	$ 13
Unsecured	3,259	299	—	299	—
Real estate:					
Secured by commercial properties	143,934	26,415	26,222	52,637	271
Secured by residential properties	148,384	73,240	1,161	74,401	60
Construction and land development:					
Residential construction loans	766	—	—	—	—
Commercial construction loans and land development	23,522	5,204	—	5,204	—
	330,444	106,182	27,572	133,754	344
Non-PCI					
Commercial and industrial:					
Secured	52	52	—	52	—
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	396	310	—	310	—
Secured by residential properties	4,175	3,537	—	3,537	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	24	20	—	20	—
	4,647	3,919	—	3,919	—
	$ 335,091	$ 110,101	$ 27,572	$ 137,673	$ 344

Average investment in covered impaired loans is summarized by class in the following table (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Commercial and industrial:				
Secured	$ 396	$ 3,286	$ 775	$ 4,299
Unsecured	105	1,331	170	1,511
Real estate:				
Secured by commercial properties	28,110	76,693	39,323	82,477
Secured by residential properties	68,843	84,129	73,093	91,424
Construction and land development:				
Residential construction loans	—	—	—	331
Commercial construction loans and land development	1,384	10,568	2,762	15,269
	$ 98,838	$ 176,007	$ 116,123	$ 195,311

Covered non-accrual loans are summarized by class in the following table (in thousands).

	September 30, 2017	December 31, 2016
Commercial and industrial:		
Secured	$ 44	$ 52
Unsecured	—	—
Real estate:		
Secured by commercial properties	—	730
Secured by residential properties	3,438	3,035
Construction and land development:		
Residential construction loans	—	—
Commercial construction loans and land development	299	19
	$ 3,781	$ 3,836

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At September 30, 2017 and December 31, 2016, covered non-accrual loans included covered PCI loans of $0.3 million and $0.4 million, respectively, for which discount accretion had been suspended because the extent and timing of cash flows from these covered PCI loans could no longer be reasonably estimated.

Interest income, including recoveries and cash payments, recorded on covered impaired loans was $0.9 million and $1.2 million during the three and nine months ended September 30, 2017, respectively, while interest income recorded on covered impaired loans during the three and nine months ended September 30, 2016 was nominal. Except as noted above, covered PCI loans are considered to be performing due to the application of the accretion method.

The Bank classifies loan modifications of covered loans as TDRs in a manner consistent with that of non-covered loans as discussed in Note 5 to the consolidated financial statements. The Bank did not grant any TDRs during the three and nine months ended September 30, 2017 and 2016. Pooled Loans are not in the scope of the disclosure requirements for TDRs. At September 30, 2017 and December 31, 2016, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

The following table presents information regarding TDRs granted during the twelve months preceding September 30, 2017 and 2016, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding September 30, 2017			Twelve Months Preceding September 30, 2016		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	—	$ —	$ —	—	$ —	$ —
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	—	—	—	—	—	—
Secured by residential properties	—	—	—	2	204	197
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—

—	$ —	$ —	2	$ 204	$ 197

An analysis of the aging of the Bank’s covered loan portfolio is shown in the following tables (in thousands).

September 30, 2017	Loans Past Due 30 59 Days	Loans Past Due 60 89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loan (Non PCI) Pas 90 Days or Mo
Commercial and industrial:								
Secured	$ —	$ —	$ 43	$ 43	$ 918	$ 240	$ 1,201	$ —
Unsecured	—	—	—	—	—	41	41	—
Real estate:								
Secured by commercial properties	71	—	—	71	12,724	25,698	38,493	—
Secured by residential properties	3,945	2,296	1,440	7,681	76,285	64,318	148,284	—
Construction and land development:								
Residential construction loans	—	—	—	—	—	—	—	—
Commercial construction loans and land development	8	—	—	8	2,097	286	2,391	—
	$ 4,024	$ 2,296	$ 1,483	$ 7,803	$ 92,024	$ 90,583	$ 190,410	$ —

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(Unaudited)

December 31, 2016	Loans Past Due 30 59 Days	Loans Past Due 60 89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loan (Non PCI) Pas 90 Days or Mo
Commercial and industrial:								
Secured	$ —	$ 6	$ 96	$ 102	$ 1,083	$ 1,213	$ 2,398	$ 44
Unsecured	—	—	—	—	—	299	299	—
Real estate:								
Secured by commercial properties	96	229	—	325	19,132	52,637	72,094	—
Secured by residential properties	3,511	1,345	1,479	6,335	91,639	74,401	172,375	129
Construction and land development:								
Residential construction loans	—	—	—	—	—	—	—	—
Commercial construction loans and land development	15	—	—	15	3,742	5,204	8,961	—
	$ 3,622	$ 1,580	$ 1,575	$ 6,777	$ 115,596	$ 133,754	$ 256,127	$ 173

The Bank assigns a risk grade to each of its covered loans in a manner consistent with the existing loan review program and risk grading matrix used for non-covered loans, as described in Note 5 to the consolidated financial statements. The following tables present the internal risk grades of covered loans in the portfolio by class (in thousands).

September 30, 2017	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 464	$ —	$ 497	$ 240	$ 1,201
Unsecured	—	—	—	41	41
Real estate:					
Secured by commercial properties	11,832	—	963	25,698	38,493

Secured by residential properties	75,322	438	8,206	64,318	148,284
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	1,863	—	242	286	2,391
	$ 89,481	$ 438	$ 9,908	$ 90,583	$ 190,410

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 592	$ —	$ 593	$ 1,213	$ 2,398
Unsecured	—	—	—	299	299
Real estate:					
Secured by commercial properties	17,996	—	1,461	52,637	72,094
Secured by residential properties	90,563	461	6,950	74,401	172,375
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	2,281	—	1,476	5,204	8,961
	$ 111,432	$ 461	$ 10,480	$ 133,754	$ 256,127

The Bank’s impairment methodology for covered loans is consistent with the methodology for non-covered loans, and is discussed in detail in Notes 5 and 6 to the consolidated financial statements included in the Company’s 2016 Form 10-K.

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(Unaudited)

Changes in the allowance for covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Three months ended September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of period	$ 47	$ 684	$ 628	$ 1,359
Provision charged to (recapture from) operations	34	1,093	(346)	781
Loans charged off	—	—	—	—
Recoveries on charged off loans	—	—	1	1
Balance, end of period	$ 81	$ 1,777	$ 283	$ 2,141

Nine months ended September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of period	$ 35	$ 378	$ —	$ 413
Provision charged to operations	46	1,915	276	2,237
Loans charged off	(6)	(521)	—	(527)
Recoveries on charged off loans	6	5	7	18
Balance, end of period	$ 81	$ 1,777	$ 283	$ 2,141

Three months ended September 30, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of period	$ 55	$ 1,400	$ —	$ 1,455
Provision charged to (recapture from) operations	162	(888)	(3)	(729)
Loans charged off	—	—	—	—
Recoveries on charged off loans	—	—	3	3
Balance, end of period	$ 217	$ 512	$ —	$ 729

Nine months ended September 30, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of period	$ 758	$ 774	$ —	$ 1,532
Provision charged to (recapture from) operations	(535)	(237)	(53)	(825)
Loans charged off	(6)	(42)	(51)	(99)

Recoveries on charged off loans	—	17	104	121
Balance, end of period	$ 217	$ 512	$ —	$ 729

The covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	961	96,761	2,105	99,827
PCI Loans	281	90,016	286	90,583
	$ 1,242	$ 186,777	$ 2,391	$ 190,410

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	1,185	117,431	3,757	122,373
PCI Loans	1,512	127,038	5,204	133,754
	$ 2,697	$ 244,469	$ 8,961	$ 256,127

The allowance for covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

September 30, 2017	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	6	25	2	33
PCI Loans	75	1,752	281	2,108
	$ 81	$ 1,777	$ 283	$ 2,141

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Notes to Consolidated Financial Statements (continued)

(Unaudited)

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	22	47	—	69
PCI Loans	13	331	—	344
	$ 35	$ 378	$ —	$ 413

Covered Other Real Estate Owned

A summary of the activity in covered OREO is as follows (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Balance, beginning of period	$ 42,304	$ 67,634	$ 51,642	$ 99,090
Additions to covered OREO	1,039	2,422	6,166	11,703
Dispositions of covered OREO	(2,612)	(5,516)	(14,942)	(34,521)
Valuation adjustments in the period	(388)	(2,552)	(2,523)	(14,284)
Balance, end of period	$ 40,343	$ 61,988	$ 40,343	$ 61,988

During the three and nine months ended September 30, 2017 and 2016, the Bank wrote down certain covered OREO assets to fair value to reflect new appraisals on certain OREO acquired in the FNB Transaction and OREO acquired from the foreclosure on certain FNB loans acquired in the FNB Transaction. Although the Bank recorded a fair value discount on the acquired assets upon acquisition, in some cases additional downward valuations were required. The majority of the downward valuations recorded during the three and nine months ended September 30, 2017 and 2016 were related to covered assets subject to the loss-share agreements with the FDIC.

These additional downward valuation adjustments reflect changes to the assumptions regarding the fair value of the OREO, including in some cases the intended use of the OREO due to the availability of more information, as well as the passage of time. The process of determining fair value is subjective in nature and requires the use of significant estimates and assumptions. Although the Bank makes market-based assumptions when valuing acquired assets, new information may come to light that causes estimates to increase or decrease. When the Bank determines, based on subsequent information, that its estimates require adjustment, the Bank records the adjustment. The accounting for such adjustments requires that the decreases to the initially recorded fair value be recorded at the time such new information is received, while increases to fair value are recorded when the asset is subsequently sold.

FDIC Indemnification Asset

A summary of the activity in the FDIC Indemnification Asset is as follows (in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Balance, beginning of period	$ 40,304	$ 74,460	$ 71,313	$ 91,648
FDIC Indemnification Asset accretion (amortization)	(5,348)	33	(13,533)	189
Transfers to due from FDIC and other	(1,813)	(1,142)	(24,637)	(18,486)
Balance, end of period	$ 33,143	$ 73,351	$ 33,143	$ 73,351

As of September 30, 2017, the Bank had billed and collected $145.5 million from the FDIC, which represented reimbursable covered losses and expenses through June 30, 2017.

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7. Mortgage Servicing Rights

The following tables present the changes in fair value of the Company's MSR asset, as included in other assets within the consolidated balance sheets, and other information related to the serviced portfolio (dollars in thousands).

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Balance, beginning of period	$ 43,580	$ 33,491	$ 61,968	$ 52,285
Additions	5,939	10,416	8,429	20,309
Sales	—	—	(17,499)	(7,586)
Changes in fair value:				
Due to changes in model inputs or assumptions (1)	(550)	1,413	(1,757)	(16,923)
Due to customer payoffs	(1,203)	(1,569)	(3,375)	(4,334)
Balance, end of period	$ 47,766	$ 43,751	$ 47,766	$ 43,751

	September 30, 2017	December 31, 2016
Mortgage loans serviced for others	$ 4,175,195	$ 5,480,943
MSR asset as a percentage of serviced mortgage loans	1.14 %	1.13 %

(1) Primarily represents normal customer payments, changes in discount rates and prepayment speed assumptions, which are primarily affected by changes in interest rates and the refinement of other MSR model assumptions.

The key assumptions used in measuring the fair value of the Company's MSR asset were as follows.

	September 30, 2017	December 31, 2016
Weighted average constant prepayment rate	10.85 %	10.47 %
Weighted average discount rate	11.07 %	10.95 %
Weighted average life (in years)	6.9	6.9

A sensitivity analysis of the fair value of the Company’s MSR asset to certain key assumptions is presented in the following table (in thousands).

	September 30, 2017	December 31, 2016
Constant prepayment rate:		
Impact of 10% adverse change	$ (1,747)	$ (2,297)
Impact of 20% adverse change	(3,441)	(4,471)
Discount rate:		
Impact of 10% adverse change	(1,889)	(2,539)
Impact of 20% adverse change	(3,630)	(4,882)

This sensitivity analysis presents the effect of hypothetical changes in key assumptions on the fair value of the MSR asset. The effect of such hypothetical change in assumptions generally cannot be extrapolated because the relationship of the change in one key assumption to the change in the fair value of the MSR asset is not linear. In addition, in the analysis, the impact of an adverse change in one key assumption is calculated independent of any impact on other assumptions. In reality, changes in one assumption may change another assumption.

Contractually specified servicing fees, late fees and ancillary fees earned of $4.2 million and $5.7 million during the three months ended September 30, 2017 and 2016, respectively, and $15.7 million and $17.3 million during the nine months ended September 30, 2017 and 2016, respectively, were included in other noninterest income within the consolidated statements of operations.

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Notes to Consolidated Financial Statements (continued)

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8. Deposits

Deposits are summarized as follows (in thousands).

	September 30, 2017	December 31, 2016
Noninterest-bearing demand	$ 2,279,633	$ 2,199,483
Interest-bearing:		
NOW accounts	1,004,410	1,252,832
Money market	2,215,455	1,626,218
Brokered - money market	109,788	125,272
Demand	419,303	384,847
Savings	210,316	279,911
Time	1,293,877	1,145,859
Brokered - time	130,665	49,389
	$ 7,663,447	$ 7,063,811

9. Short-term Borrowings

Short-term borrowings are summarized as follows (in thousands).

	September 30, 2017	December 31, 2016
Federal funds purchased	$ 72,000	$ 87,125
Securities sold under agreements to repurchase	611,701	195,164
Federal Home Loan Bank	650,000	1,000,000
Short-term bank loans	143,500	135,000
	$ 1,477,201	$ 1,417,289

Federal funds purchased and securities sold under agreements to repurchase generally mature daily, on demand, or on some other short-term basis. The Bank and the Hilltop Broker-Dealers execute transactions to sell securities under agreements to repurchase with both customers and other broker-dealers. Securities involved in these transactions are held by the Bank, the Hilltop Broker-Dealers or a third-party dealer.

Information concerning federal funds purchased and securities sold under agreements to repurchase is shown in the following tables (dollars in thousands).

	Nine Months Ended September 30,	
	2017	2016
Average balance during the period	$ 549,425	$ 351,430
Average interest rate during the period	0.98 %	0.55 %

	September 30, 2017	December 31, 2016
Average interest rate at end of period	1.10 %	0.42 %
Securities underlying the agreements at end of period:		
Carrying value	$ 621,429	$ 209,877
Estimated fair value	$ 648,517	$ 206,641

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Federal Home Loan Bank ("FHLB") short-term borrowings mature over terms not exceeding 365 days and are collateralized by FHLB Dallas stock, nonspecified real estate loans and certain specific commercial real estate loans. Other information regarding FHLB short-term borrowings is shown in the following tables (dollars in thousands).

	Nine Months Ended September 30, 2017	2016
Average balance during the period	$ 435,531	$ 303,011
Average interest rate during the period	1.05 %	0.45 %

	September 30, 2017	December 31, 2016
Average interest rate at end of period	1.22 %	0.55 %

The Hilltop Broker-Dealers use short-term bank loans periodically to finance securities owned, margin loans to customers and correspondents, and underwriting activities. Interest on the borrowings varies with the federal funds rate. The weighted average interest rate on the borrowings at September 30, 2017 and December 31, 2016 was 2.08% and 1.59%, respectively.

10. Notes Payable

Notes payable consisted of the following (in thousands).

	September 30, 2017	December 31, 2016
Senior Notes due April 2025, net of discount of $1,581 and $1,689, respectively	$ 148,419	$ 148,311
FHLB notes, net of premium of $469 and $627, respectively, with maturities ranging from October 2017 to June 2030	98,073	102,596
Insurance company note payable due March 2035, paid off in June 2017	—	20,000

NLIC note payable due May 2033	10,000	10,000
NLIC note payable due September 2033	10,000	10,000
ASIC note payable due April 2034	7,500	7,500
Insurance company line of credit due December 31, 2017	3,000	3,000
Ventures Management line of credit due January 2018	23,204	16,505
	$ 300,196	$ 317,912

11. Income Taxes

The Company applies an estimated annual effective rate to interim period pre-tax income to calculate the income tax provision for the quarter in accordance with the principal method prescribed by the accounting guidance established for computing income taxes in interim periods. The Company’s effective tax rate was 37.2% and 38.6% during the three months ended September 30, 2017 and 2016, respectively, and 33.0% and 37.0% during the nine months ended September 30, 2017 and 2016, respectively. The effective tax rate during the three months ended September 30, 2017 was higher than the statutory rate primarily due to state income taxes. The effective tax rate during the nine months ended September 30, 2017 was lower than the statutory rate primarily due to the gain recorded in the resolution of the SWS matter as discussed in Note 12 to the consolidated financial statements, as the SWS Merger was a tax-free reorganization under Section 368(a) of the Internal Revenue Code. The effective tax rates during the three and nine months ended September 30, 2016 were slightly higher than the statutory rate primarily due to non-deductible transaction costs associated with the SWS Merger, offset by the recognition of excess tax benefits on share-based payment awards.

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12. Commitments and Contingencies

Legal Matters

The Company is subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. The Company evaluates these contingencies based on information currently available, including advice of counsel. The Company establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. A portion of the Company's exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies, the Company does not take into account the availability of insurance coverage, other than that provided by reinsurers in the insurance segment.

Assessments of litigation and claims exposures are difficult due to many factors that involve inherent unpredictability. Those factors include the following: the varying stages of the proceedings, particularly in the early stages; unspecified, unsupported,