

National Bank Holdings Corp  
Form 10-K  
February 29, 2016  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM 10-K

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

For the fiscal year ended December 31, 2015

OR

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

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

Commission File Number: 001-35654

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NATIONAL BANK HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware 27-0563799  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

7800 East Orchard Road, Suite 300, Greenwood Village, Colorado 80111

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(Address of principal executive offices) (Zip Code)

Registrant's telephone, including area code:

(720) 529-3336

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Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                    | Name of each exchange on which registered |
|--|---|
| Class A Common Stock, Par Value \$0.01 | New York Stock Exchange                   |

Securities registered pursuant to section 12(g) of the Act:

None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

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

|   |                           |
|---|---------------------------|
| Large accelerated filer   | Accelerated filer         |
| Non-accelerated filer (do not check if a smaller reporting company) | Smaller Reporting Company |

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Yes      No

As of June 30, 2015, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$724,000,000 based on the closing sale price as reported on the New York Stock Exchange.

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

As of February 25, 2016, NBHC had outstanding 29,463,715 shares of Class A voting common stock with \$0.01 par value per share, excluding 834,664 shares of restricted Class A common stock issued but not yet vested.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2016 Annual Meeting of Shareholders to be filed within 120 days of December 31, 2015 will be incorporated by reference into Part III of this form 10-K.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, notwithstanding that such statements are not specifically identified. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as “anticipate,” “believe,” “can,” “would,” “should,” “could,” “may,” “predict,” “seek,” “potential,” “will,” “estimate,” “tend,” “continue,” “ongoing,” “expect,” “intend” and similar words or phrases. These statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties. We have based these statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, liquidity, results of operations, business strategy and growth prospects.

Forward-looking statements involve certain important risks, uncertainties and other factors, any of which could cause actual results to differ materially from those in such statements and, therefore, you are cautioned not to place undue reliance on such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- our ability to execute our business strategy, as well as changes in our business strategy or development plans;
- business and economic conditions generally and in the financial services industry;
- economic, market, operational, liquidity, credit and interest rate risks associated with our business;
- effects of any changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board;
- changes imposed by regulatory agencies to increase our capital to a level greater than the current level required for well-capitalized financial institutions (including the impact of the joint final rules promulgated by the Federal Reserve Board, Office of the Comptroller of the Currency (the “OCC”) and the FDIC revising certain regulatory capital requirements to align with the Basel III capital standards and meet certain requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act);
- effects of inflation, as well as, interest rate, securities market and monetary supply fluctuations;
- changes in the economy or supply-demand imbalances affecting local real estate values;

- changes in consumer spending, borrowings and savings habits;
  
- our ability to identify potential candidates for, obtain regulatory approval for, and consummate, acquisitions of financial institutions on attractive terms, or at all;
  
- our ability to integrate acquisitions and to achieve synergies, operating efficiencies and/or other expected benefits within expected time-frames, or at all, or within expected cost projections, and to preserve the goodwill of acquired financial institutions;
  
- our ability to realize the anticipated benefits from converted core operating systems without significant change in our client service or risk to our control environment;
  - our ability to achieve organic loan and deposit growth and the composition of such growth;
  
- changes in sources and uses of funds, including loans, deposits and borrowings;

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- increased competition in the financial services industry, nationally, regionally or locally, resulting in, among other things, lower returns;
- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;
- the trading price of shares of the Company's stock;
- our ability to realize deferred tax assets or the need for a valuation allowance;
- continued consolidation in the financial services industry;
- our ability to maintain or increase market share and control expenses;
- costs and effects of changes in laws and regulations and of other legal and regulatory developments, including, but not limited to, changes in regulation that affect the fees that we charge, the resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations, reviews or other inquiries; and changes in regulations that apply to us due to the conversion of our bank subsidiary to a Colorado state-chartered bank;
- technological changes;
- the timely development and acceptance of new products and services and perceived overall value of these products and services by our clients;
- changes in our management personnel and our continued ability to hire and retain qualified personnel;
- ability to implement and/or improve operational management and other internal risk controls and processes and our reporting system and procedures;
- regulatory limitations on dividends from our bank subsidiary;
- changes in estimates of future loan reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;



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- widespread natural and other disasters, dislocations, political instability, acts of war or terrorist activities, cyberattacks or international hostilities through impacts on the economy and financial markets generally or on us or our counterparties specifically;
- impact of reputational risk on such matters as business generation and retention;
- other risks and uncertainties listed from time to time in the Company's reports and documents filed with the Securities and Exchange Commission; and
- our success at managing the risks involved in the foregoing items.

Any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events or circumstances, except as required by applicable law.

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PART I: FINANCIAL INFORMATION

Item 1. BUSINESS.

Summary

National Bank Holdings Corporation ("NBHC" or the "Company") is a bank holding company that was incorporated in the State of Delaware in June 2009 and is headquartered immediately south of Denver, in Greenwood Village, Colorado. Our primary operations are conducted through our wholly owned subsidiary, NBH Bank, referred to as the "Bank", or "NBH Bank", through which we provide a variety of banking products to both commercial and consumer clients. We service our clients through a network of 97 banking centers, with the majority of those banking centers located in the greater Kansas City area and Colorado, and through online and mobile banking products. As of December 31, 2015, we had \$4.7 billion in assets, \$2.6 billion in loans, \$3.8 billion in deposits and \$0.6 billion in shareholders' equity.

The Company was formed through a private offering of our common stock in October 2009. As part of our goal of becoming a leading regional community bank holding company, we are pursuing a strategy of strong organic growth complemented by selective acquisitions of financial institutions and other complementary businesses. In October 2010, we acquired the failed Hillcrest Bank from the FDIC and began banking operations. To date, we have completed five acquisitions of banks, three of which were FDIC-assisted. During 2015, we completed the acquisition of Pine River Bank Corporation and its bank subsidiary, Pine River Valley Bank ("Pine River"). We have transformed these five banks into one collective banking operation with strong organic growth, prudent underwriting, and meaningful market share with continued opportunity for expansion. Our focus is on building organic growth through strong banking relationships with small- and medium-sized businesses and consumers in our markets. Our long-term business model utilizes our organic development infrastructure, low-risk balance sheet, continuous operational development and a disciplined acquisition strategy to create value and provide attractive returns.

We have a management team consisting of experienced banking executives led by Chairman, President and Chief Executive Officer G. Timothy Laney. Mr. Laney brings over 30 years of banking experience, 24 of which were at Bank of America in a wide range of executive management roles, including serving on Bank of America's Management Operating Committee. In late 2007, Mr. Laney joined Regions Financial as Senior Executive Vice President and Head of Business Services. Mr. Laney leads our team of executives that have significant experience in operating banks and completing and integrating mergers and acquisitions. Additionally, our Board of Directors is highly accomplished in the banking industry and includes individuals with broad experience operating and working with financial institutions, regulators and governance considerations.

Our Acquisitions

Our banking operations commenced on October 22, 2010, when we acquired selected assets and assumed selected liabilities of Hillcrest Bank of Overland Park, Kansas from the FDIC. Through this transaction, we acquired nine banking centers, which were predominantly located in the greater Kansas City region but also included one banking center in Colorado and two banking centers in Texas. This transaction also included 32 retirement center locations that offered limited-service banking services to residents in retirement communities. On December 31, 2013, we closed all retirement center locations and integrated the servicing of these clients into our banking center network.

On December 10, 2010, we completed our acquisition, without FDIC assistance, of a portion of the franchise of Bank Midwest from Dickinson Financial Corporation, that consisted of select performing loans and client deposits, and included 39 banking centers, 25 of which are in the greater Kansas City region and 14 of which are located elsewhere in Missouri. During 2015, we consolidated three of those banking centers within our network.

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We expanded into the Colorado market through two complementary acquisitions, beginning with the purchase of selected assets and the assumption of selected liabilities of Bank of Choice, a state-chartered commercial bank based in Greeley, Colorado, from the FDIC on July 22, 2011. In connection with this acquisition, we acquired 16 banking centers. On October 21, 2011, we acquired selected assets and assumed selected liabilities of Community Banks of Colorado, a state-chartered bank based in Greenwood Village, Colorado, from the FDIC. In connection with this transaction, we acquired 36 banking centers in Colorado and four in California (and later exited the California banking centers on December 31, 2013). On August 1, 2015, we completed our acquisition of Pine River, a whole bank acquisition, adding 4 additional banking centers to our Community Banks of Colorado network. The Pine River acquisition continued to enhance our penetration into the Colorado market, giving us a combined network of 53 banking centers in that state. During the first quarter of 2016, we announced plans to consolidate seven banking centers in our Community Banks of Colorado footprint during the second quarter of 2016.

The following table summarizes certain highlights of our five completed acquisitions to date, including deposits and assets at fair value as of each acquisition date:

|                     | Pine River     | Community Banks<br>of Colorado | Bank of Choice | Bank Midwest                  | Hillcrest Bank                             |
|---------------------|----------------|--------------------------------|----------------|-------------------------------|--|
| Date acquired       | August 1, 2015 | October 21, 2011               | July 22, 2011  | December 10, 2010             | October 22, 2010                           |
| FDIC-assisted       | No             | Yes                            | Yes            | No                            | Yes  |
| Loss share          | No             | Yes(1)                         | No             | No                            | Yes(2)<br>9 (and 32<br>retirement centers) |
| Banking centers(3)  | 4              | 40                             | 16             | 39                            |  |
| Deposits (millions) | \$ 130         | \$ 1,195                       | \$ 760         | \$ 2,386                      | \$ 1,234                                   |
| Assets (millions)   | \$ 142         | \$ 1,228                       | \$ 950         | \$ 2,426                      | \$ 1,377                                   |
| Primary Market      | Colorado       | Colorado                       | Colorado       | Greater Kansas City<br>Region | Greater Kansas<br>City Region              |

(1) Commercial loss-share agreement (terminated November 5, 2015).

(2) Single Family loss-share agreement and Commercial Shared-Loss Agreement (terminated November 5, 2015).

(3) During the fourth quarter of 2013, the four California banking centers acquired with the Community Banks of Colorado acquisition and 32 retirement centers acquired with the Hillcrest Bank acquisition were closed. During 2015, we consolidated three banking centers in our Bank Midwest network, and in the first quarter of 2016 we announced the consolidation of seven banking centers in our Community Banks of Colorado network during the second quarter of 2016.

We believe that we have established critical mass in our current markets and have structured acquisitions that limit our credit risk, which positions us for attractive returns.

Through the Pine River acquisition, we acquired assets with a fair value of \$142.1 million, including \$64.3 million of loans, \$64.4 million of cash and investments and \$13.4 million of other assets. Liabilities with a fair value of \$131.5 million were also assumed, including \$130.1 million of deposits and \$1.4 million of other liabilities.

All of our acquisitions were accounted for under the acquisition method of accounting, and accordingly, all assets acquired and liabilities assumed were recorded at their respective acquisition date fair values and the fair value discounts/premiums on loans are being accreted over the lives of the loans.

### Our Corporate Restructurings

In connection with the Hillcrest Bank and Bank Midwest acquisitions, we established two newly chartered banks, Hillcrest Bank, N.A. and Bank Midwest, N.A. Subsequently, Bank Midwest, N.A. acquired Bank of Choice and Community Banks of Colorado. In November 2011, we merged Hillcrest Bank, N.A. into Bank Midwest, N.A., consolidating our banking operations under a single charter. On March 26, 2012, we changed our legal name from NBH Holdings Corp. to National Bank Holdings Corporation. We changed the legal name of Bank Midwest, N.A. to NBH Bank, N.A. on May 20, 2012. On October 9, 2015, we announced the termination of the operating agreement between NBH Bank, N.A., and its primary regulator, the OCC. On December 31, 2015, NBH Bank, N.A. converted into a Colorado state-chartered bank while maintaining membership with the Federal Reserve Bank of Kansas City and we changed the legal name of NBH Bank, N.A. to NBH Bank, which we refer to as “NBH Bank” or the “Bank”. Through our subsidiary, NBH Bank, we operate under the following brand names: Bank Midwest in Kansas and Missouri, Community Banks of Colorado in Colorado and Hillcrest Bank in Texas. We believe that conducting our banking operations under a single state charter streamlines our operations and enables us to more effectively and efficiently execute our growth strategy.

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## Our Market Area

Our core markets are broadly defined as Colorado and the greater Kansas City region. We are the fifth largest banking center network among Colorado-based banks ranked by deposits as of June 30, 2015 (the last date as of which data are available), according to SNL Financial. In the greater Kansas City MSA, we are the sixth largest banking center network. Other major MSAs in which we operate include Dallas-Fort Worth-Arlington, Texas and Austin-Round Rock, Texas.

The table below describes certain key statistics regarding our presence in these markets as of June 30, 2015 (the last date as of which data are available).

| States   | Deposit Market<br>Share Rank(1) | Banking Centers(1) | Deposits<br>(millions)(1) | Deposit Market<br>Share(1) |   |
|----------|---------------------------------|--------------------|---------------------------|----------------------------|---|
| Missouri | 10                              | 31                 | \$ 1,768.5                | 1.3                        | % |
| Colorado | 15                              | 53                 | 1,406.7                   | 1.2                        |   |
| Kansas   | 22                              | 11                 | 579.2                     | 1.0                        |   |

| MSAs                       | Deposit Market<br>Share Rank(1) | Banking Centers(1) | Deposits<br>(millions)(1) | Deposit Market<br>Share(1) |   |
|----------------------------|---------------------------------|--------------------|---------------------------|----------------------------|---|
| Kansas City, MO-KS         | 6                               | 26                 | \$ 1,617.3                | 3.6                        | % |
| Denver-Aurora-Lakewood, CO | 17                              | 13                 | 524.8                     | 0.8                        |   |
| Saint Joseph, MO-KS        | 4                               | 4                  | 222.3                     | 10.9                       |   |
| Greeley, CO                | 7                               | 5                  | 188.5                     | 5.6                        |   |
| Maryville, MO              | 2                               | 3                  | 141.9                     | 26.0                       |   |
| Kirksville, MO             | 2                               | 2                  | 127.6                     | 20.2                       |   |
| Glenwood Springs, CO       | 7                               | 3                  | 107.5                     | 4.4                        |   |

(1) Note: Excludes our Texas operations and MSAs in which we have less than \$100 million in deposits.

Source: SNL Financial as of June 30, 2015, except Banking Centers, which reflects the most recently available data.

We believe that our established presence positions us well for growth opportunities in our markets. We believe that these markets have highly attractive demographic, economic and competitive dynamics that are consistent with our objectives and favorable to executing our organic growth strategy and provide attractive acquisition opportunities. The table below describes certain key demographic statistics regarding our markets.

|                                 | Deposits<br>(billions) | # of<br>Businesses<br>(thousands) | Population<br>(millions) | Unemployment<br>Rate(1) |   | Population<br>Growth(2) |   | Median<br>Household<br>Income | Top 3<br>Competitor<br>Combined<br>Deposit<br>Market Share |     |
|---------------------------------|------------------------|-----------------------------------|--------------------------|-------------------------|---|-------------------------|---|-------------------------------|--|-----|
| Denver,<br>CO                   | \$ 67.5                | 115                               | 2.8                      | 3.2                     | % | 11.3                    | % | \$ 66,682                     | 53   | %   |
| Front<br>Range,<br>CO(3)        | 93.3                   | 183                               | 4.5                      | 3.3                     |   | 10.8                    |   | 65,747                        | 53   |     |
| Kansas<br>City,<br>MO-KS<br>MSA | 44.6                   | 76                                | 2.1                      | 3.9                     |   | 4.2                     |   | 59,028                        | 42   |     |
| U.S.                            |                        |                                   |                          | 4.8                     |   | 4.4                     |   | 55,551                        | 55   | (4) |

(1) Unemployment data is as of November 30, 2015.

(2) For the period 2010 through 2015.

(3) CO Front Range is a population weighted average of the following Colorado MSAs: Denver, Boulder, Colorado Springs, Fort Collins and Greeley.

(4) Based on U.S. Top 20 MSAs (determined by population).

Source: SNL Financial as of December 31, 2015, except Deposits and Top 3 Competitor Combined Deposit Market Shares, which reflects data as of June 30, 2015.

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An integral component of our foundation and growth strategy has been to capitalize on market opportunities and acquire financial services franchises. Our primary focus has been on markets that we believe are characterized by some or all of the following: (i) attractive demographics with household income and population growth above the national average; (ii) concentration of business activity; (iii) high quality deposit bases; (iv) an advantageous competitive landscape that provides opportunity to achieve meaningful market presence; (v) a substantial number of financial institutions, including troubled financial institutions; (vi) lack of consolidation in the banking sector and corresponding opportunities for add-on transactions; and (vii) markets sizeable enough to support our long-term growth objectives. We structured our business strategy around these criteria because we believed they would provide the best long-term opportunities for growth.

We believe there are opportunities for us to continue to execute our acquisition strategy over the next several years. We also believe there are a number of banks and financial institutions in these markets and complementary markets that would complement our breadth of products and services and benefit from our leadership, operating infrastructure and scale while welcoming our approach to local branding and leadership. We believe private banks are more likely acquisition opportunities for us given the ability to structure a transaction that is aligned with the needs of a closely held company. The table below highlights potential in-footprint acquisition opportunities:

| Asset Size Range              | # of<br>Banks | Assets<br>(\$<br>billion) | # of<br>Private<br>Banks | Private<br>Assets<br>(\$<br>billion) |
|-------------------------------|---------------|---------------------------|--------------------------|--------------------------------------|
| \$1 billion - \$5 billion     | 24            | \$ 50.3                   | 15                       | \$ 30.5                              |
| \$500 million - \$1 billion   | 33            | 23.6                      | 32                       | 22.7                                 |
| \$250 million - \$500 million | 88            | 30.4                      | 88                       | 30                                   |
| Total opportunities           | 145           | \$ 104.3                  | 135                      | \$ 83.6                              |

Source: SNL Financial based on financial information as of September 30, 2015. Includes opportunities in CO, KS and MO.

### Our Business Strategy

As part of our goal of becoming a leading regional community bank holding company, we seek to continue to generate strong organic growth, as well as pursue selective acquisitions of financial institutions and other complementary businesses. Our focus is on building organic growth through strong banking relationships with small- and medium-sized businesses and consumers in our primary markets, while maintaining a low-risk profile designed to generate reliable income streams and attractive returns. We view our core market areas as the greater Kansas City region and Colorado. The key components of our strategic plan are:



- Focus on client-centered, relationship-driven banking strategy. Our commercial relationship managers focus on small and medium-sized businesses with an advisory approach that emphasizes understanding the client's business and offering a complete array of loan, deposit and treasury management products and services. Our commercial relationship managers are supported by treasury management teams in each of their markets, which allows us to more effectively deliver a comprehensive suite of products and services to our clients and further deepen our banking relationships. Our consumer bankers focus on knowing their clients in order to best meet their financial needs, offering a full complement of loan, deposit and online banking solutions.
- Expansion of commercial banking, small business banking and specialty businesses. We have made significant investments in our commercial relationship managers, as well as developed significant capabilities across our small business banking and several specialty commercial banking offerings. Our specialized commercial banking teams are focused on structured and asset-based loans to middle market companies, as well as the energy, agriculture, government and non-profit sectors. Our strategy is to originate a high-quality loan portfolio that is diversified across industries and granular in loan size. We obtained preferred lender status with the Small Business Administration ("SBA") providing a leveraged platform for growth in the small business lending segment. We believe we are well-positioned to leverage our operating and risk management infrastructure through organic growth and we intend to continue to add or repurpose our commercial relationship managers to higher growth opportunities and markets in order to drive increased profitability.

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- Expansion through organic growth and enhanced product offerings. We believe that our focus on serving consumers and small- to medium-sized businesses, coupled with our enhanced product offerings, will provide an expanded revenue base and new sources of fee income. We conduct regular market and competitive analysis to determine which products and services are best suited for our clients. Our teams also continue to enhance cross-selling strategies in order to deepen client relationships, which we believe will further increase our organic loan origination volumes and attract new transaction accounts that offer lower cost of funds and higher fee generating activity.
- Continue to strengthen profitability through organic growth and operating efficiencies. We have consolidated our acquired banks under one charter and continue to utilize our comprehensive underwriting and risk management processes while maintaining local branding, leadership and decision making. We have integrated all of our acquired banks onto one operating platform that has allowed us to support growth and realize operating efficiencies throughout our enterprise. Our growth strategy is focused on organic initiatives in order to accelerate our growth in profitability. Key priorities to strengthen profitability include the continued ramp-up of loan production, lowering our cost of funds, implementing additional fee-based business initiatives and further enhancing operational efficiencies.
- Pursue disciplined acquisitions. We expect that acquisitions will continue to be a component of our growth strategy and we intend to carefully select acquisition opportunities that we believe have stable core franchises, have significant local market share or will add asset generation capabilities or fee income streams while structuring the transactions to limit risk. Further, we seek transactions that offer opportunities for clear financial benefits with valuations that have acceptable levels of earnings accretion, tangible book value dilution/earn-back, and internal rates of return. We believe that we are a skilled acquirer with a team of executives and board members that have significant experience completing and integrating mergers and acquisitions. We believe that we utilize a comprehensive and conservative due diligence process that is strongly focused on areas of risk and opportunity. We seek to acquire financial services franchises in markets that exhibit attractive demographic attributes and we believe that our focus on attractive markets will provide long-term opportunities for organic growth. Our focus is on our primary markets of Colorado, Missouri and Kansas, including whole banks and banking center divestitures. Additionally, we seek specialty businesses to complement our asset generation and fee income business while leveraging our risk management, operational and control infrastructure. We may utilize our stock in addition to cash as consideration in future acquisitions.

We believe our strategy of strong organic growth through the retention, expansion and development of client-centered relationships and growth through selective acquisitions in attractive markets provides flexibility regardless of economic conditions. We also believe that our established platform for assessing, executing and integrating acquisitions creates opportunities in an economic downturn while the combination of attractive market factors, franchise scale in our targeted markets and our relationship-centered banking focus creates opportunities in an improving economic environment.

## Products and Services

Through NBH Bank, our primary business is to offer a full range of traditional banking products and financial services to both our commercial and consumer clients, who are predominantly located in Colorado, Missouri, Kansas and

Texas. We conduct our banking business through 97 banking centers, with 53 of those located in Colorado, 42 in the greater Kansas City region and two in Texas. Our distribution network also includes 106 ATMs, fully integrated online banking and mobile banking services. We offer a full array of lending products to cater to our clients' needs, including, but not limited to, small business loans, equipment loans, term loans, asset-backed loans, letters of credit, commercial lines of credit, commercial real estate loans, small business loans, residential mortgage loans, home equity and consumer loans. We also offer traditional depository products, including commercial and consumer checking accounts, non-interest-bearing demand accounts, money market deposit accounts, savings accounts and time deposit accounts and treasury management services.

We offer a high level of personalized service to our clients through our relationship managers and banking center associates. We believe that a banking relationship that includes multiple services, such as loan and deposit services, online and mobile banking solutions and treasury management products and services, is the key to profitable and long-lasting client relationships and that our local focus and decision making provide us with a competitive advantage over banks that do not have these attributes.

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Lending Activities

Our primary strategic objective is to serve small- to medium-sized businesses in our markets with a variety of unique and useful services, including a full array of commercial, mortgage and non-mortgage loans, while maintaining a strong and disciplined credit culture. Our small business bankers and commercial bankers focus on small- and medium-sized businesses with an advisory approach that emphasizes understanding the client's business and offering a complete suite of loan, deposit and treasury management products and services. We have invested significantly in our small business and commercial banking capabilities, attracting experienced small business and commercial bankers from competing institutions in our markets, which have resulted in significant growth in our strategic loan portfolio. To complement these efforts, we created a focused specialty banking group, which includes NBH Capital Finance (providing structured and asset-based loans to middle market companies), energy, agriculture, treasury management, government and non-profit banking, and SBA lending. Our consumer bankers focus on knowing their individual clients in order to best meet their financial needs, offering a full complement of loan, deposit and online and mobile banking solutions. We strive to do business in the areas served by our banking centers, which is also where our marketing is focused, and the vast majority of our new loan clients are located in existing market areas.

Our loan portfolio includes commercial and industrial loans, commercial real estate loans, residential real estate loans, agricultural loans and consumer loans. The principal risk associated with each category of loans we make is the creditworthiness of the borrower. Borrower creditworthiness is affected by general economic conditions and the attributes of the borrower's market or industry segment. Attributes of the relevant business market or industry segment include the economic and competitive environment, changes to supply or demand, threat of substitutes and barriers to entry and exit. In our credit underwriting process, we carefully evaluate the borrower's industry, operating performance, liquidity and financial condition. We underwrite credits based on multiple repayment sources, including operating cash flow, liquidation of collateral and guarantor support, where appropriate. We closely monitor the operating performance, liquidity and financial condition of borrowers through analysis of periodic financial statements and meetings with the borrower's management. As part of our credit underwriting process, we also review the borrower's total debt obligations on a global basis. Our credit policy requires that key risks be identified and measured, documented and mitigated, to the extent possible, to seek to ensure the soundness of our loan portfolio.

Our credit policy also provides detailed procedures for making loans to individuals along with the regulatory requirements to ensure that all loan applications are evaluated subject to our fair lending policy. Our credit policy addresses the common credit standards for making loans to individuals, the credit analysis and financial statement requirements, the collateral requirements, including insurance coverage where appropriate, as well as the documentation required. Our ability to analyze a borrower's current financial health and credit history, as well as the value of collateral as a secondary source of repayment, when applicable, are significant factors in determining the creditworthiness of loans to individuals. We have also adopted formal credit policies regarding our underwriting procedures for other loans including commercial and commercial real estate loans. We require various levels of internal approvals based on the characteristics of such loans, including the size, nature of the exposure and type of collateral, if any. We believe that the procedures required by our credit policies enhance internal responsibility and accountability for underwriting decisions and permit us to monitor the performance of credit decisioning. An integral element of our credit risk management strategy is the establishment and adherence to concentration limits for our portfolio. We have established concentration limits that apply to our portfolio based on product types such as commercial real estate, consumer lending, and various categories of C&I lending. For more detail on our credit

policies, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Financial Condition-Asset Quality.”

**Commercial and Industrial Loans**—We originate commercial and industrial loans and leases, including working capital loans, equipment loans, structured and asset-based loans, government and non-profit loans, energy loans and other commercial loans and leases. The terms of these loans vary by purpose and by type of underlying collateral, if any.

Working capital loans generally have terms of up to one year, are usually secured by accounts receivable and inventory and carry the personal guarantees of the principals of the business. Equipment loans are generally secured by the financed equipment at advance rates that we believe are appropriate for the equipment type. As of December 31, 2015, substantially all of our commercial and industrial loans were secured.

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**Real Estate Loans**—Our real estate loans consist of commercial real estate loans and residential real estate loans. Commercial real estate loans, or CRE loans, consist of loans to finance the purchase of commercial real estate, loans to support working capital needs of businesses that are secured by commercial real estate and construction and development loans. Our CRE loans include loans on 1-4 family construction properties, commercial properties such as office buildings, retail centers, or free-standing commercial properties, multi-family and investor properties and raw land development loans.

CRE loans are typically secured by a first lien mortgage on multi-family, office, warehouse, hotel or retail property plus assignments of all leases related to the properties. These loans are generally divided into two categories: loans to commercial entities that will occupy most or all of the property (described as “owner-occupied”) and non-owner occupied loans. In the case of owner-occupied loans, we are usually the primary provider of financial services for the company and/or the principals. Underwriting guidelines generally require borrowers to contribute cash equity that results in an 80% or less loan-to-value ratio on owner-occupied properties and a 75% or less loan-to-value ratio on non-owner occupied properties.

We seek to reduce the risks associated with commercial mortgage lending by focusing our lending in our primary markets. Outside of owner-occupied CRE loans that are repaid through the cash flows generated by the borrowers’ business operations, commercial real estate is not a primary focus in our lending strategy. Although non-owner occupied commercial real estate is not a primary focus of our lending strategy, we have developed teams in each our markets of dedicated CRE bankers who possess the depth and breadth of both market knowledge and industry expertise, which serves to further mitigate risk of this product type.

Residential real estate loans consist of loans secured by the primary or secondary residence of the borrower. These loans consist of closed loans, which are typically amortizing over a 10 to 30 year term. We also offer open-ended home equity loans, which are loans secured by secondary financing on residential real estate. Our loan-to-value benchmark for these loans is below 80% at inception along with satisfactory debt-to-income ratios. We do not originate or purchase negatively amortizing or sub-prime residential loans.

**Agricultural Loans**—Agricultural loans consist of loans to farmers and other agricultural businesses to finance agricultural production. The principal source of repayment on these loans is the crops sold at the end of the harvest season. Agricultural loans include term loans to finance agricultural land and equipment, as well as short-term lines to support crop production. Loans to finance agricultural land are amortized over 15 to 25 years, typically with three to five year maturities. Loans to finance agricultural equipment are amortized over five to ten years, typically with three to five year maturities. Crop production loans are typically revolving lines of credit generally with maturities of one year. Pricing may be fixed rate or variable rate priced over LIBOR or the prime rate as published in the Wall Street Journal.

**Consumer Loans**—We offer a variety of consumer loans, including loans to banking center clients for consumer and business purposes, to meet client demand and to increase the yield on our loan portfolio. All of our newly originated

loans are on a direct to consumer basis. Consumer loans are structured as small personal lines of credit and term loans, with the latter generally bearing interest at a higher rate and having a shorter term than residential mortgage loans. Consumer loans are both secured (for example by deposit accounts, brokerage accounts or automobiles) and unsecured and carry either a fixed rate or variable rate. Examples of our consumer loans include home improvement loans not secured by real estate, new and used automobile loans and personal lines of credit.

#### Deposit Products and Other Funding Sources

We offer a variety of deposit products to our clients, including checking accounts, savings accounts, money market accounts and other deposit accounts, including fixed-rate, fixed maturity time deposits ranging in terms from 30 days to five years, and individual retirement accounts. We view deposits as an important part of the overall client relationship and believe they provide opportunities to cross-sell other products and services. We intend to continue our efforts to attract low-cost transaction deposits from our consumer and business banking relationships. Deposit flows are significantly influenced by general and local economic conditions, changes in prevailing interest rates, internal pricing decisions and competition. Our deposits are primarily obtained from areas surrounding our banking centers. In order to attract and retain deposits, we rely on providing competitively priced high-quality service and introducing new products and services that meet our clients' needs.

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### Financial Products & Services

In addition to traditional banking activities, we provide a wide array of treasury management solutions to our clients, including: online and mobile banking, wire transfers, automated clearing house services, electronic bill payment, lock box services, remote deposit capture services, merchant processing services, cash vault, controlled disbursements, positive pay and other auxiliary services (including account reconciliation, collections, repurchase accounts, zero balance accounts and sweep accounts).

### Competition

The banking landscape in our primary markets of Colorado, Kansas, Missouri and Texas is highly competitive and quite fragmented, with many small banks having limited market share while the large out-of-state national and super-regional banks control the majority of deposits and profitable banking relationships. We compete actively with national, regional and local financial services providers, including banks, thrifts, credit unions, mortgage bankers and finance companies. Our primary banking competitors in the Kansas City MSA are UMB Bank, Commerce Bank, Bank of America, U.S. Bank, Valley View, Capitol Federal, Central Banccompany, Country Club Bank, Wells Fargo, Lauritzen (First National Bank), NASB Financial Inc., and Enterprise Financial Services Corp., and our largest competitors in Colorado are Wells Fargo, FirstBank, U.S. Bank, JPMorgan Chase, BNP Paribas (Bank of the West), KeyBank, Zions Bank (Vectra Bank of Colorado), Lauritzen (First National Bank), Pinnacle Bancorp (Bank of Colorado), Alpine Bank, Compass Bank (BBVA Compass) and CoBiz Financial.

Competition among providers of financial products and services continues to increase, with consumers having the opportunity to select from a variety of traditional brick and mortar banks and nontraditional alternatives, such as online banks. Competition among providers is based on many factors. We believe the most important of these competitive factors that determine success are our consumer bankers' focus on knowing their individual clients in order to best meet their financial needs and our commercial bankers' focus on small- and medium-sized businesses with an advisory approach that emphasizes understanding the client's business and offering a complete array of loan, deposit and treasury management products and services. The primary factors driving commercial and consumer competition for loans and deposits are interest rates, the fees charged, client service levels and the range of products and services offered. In addition, other competitive factors include the location and hours of our banking centers and client service orientation of our associates.

We recognize that there are banks with which we compete that have greater financial resources, access to more capital and higher lending capacity than we do and offer a wider range of deposit and lending instruments than we do. However, given our existing capital base, we expect to be able to meet the majority of small- to medium-sized business and consumer credit needs. As of December 31, 2015, our NBH Bank legal lending limit to any one client relationship was \$82.2 million and our house limit to any one client relationship was \$30.0 million.



## Associates

At December 31, 2015, we had 956 full-time associates and 86 part-time associates.

## SUPERVISION AND REGULATION

The U.S. banking industry is highly regulated under federal and state law. Banking laws, regulations, and policies affect the operations of the Company and its subsidiary. Investors should understand that the primary objective of the U.S. bank regulatory regime is the protection of depositors, the Depositors Insurance Fund (“DIF”), and the banking system as a whole, not the protection of the Company’s shareholders.

As a bank holding company, we are subject to inspection, examination, supervision and regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). Our bank subsidiary, NBH Bank, is a Colorado state-chartered bank and a member of the Federal Reserve Bank of Kansas City. As such, NBH Bank is subject to examination, supervision and regulation by both the Colorado Division of Banking and the Federal Reserve. In addition, we expect that any additional businesses that we may invest in or acquire will be regulated by various state and/or federal banking regulators.

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Banking statutes and regulations are subject to continual review and revision by Congress, state legislatures and federal and state regulatory agencies. A change in such statutes or regulations, including changes in how they are interpreted or implemented, could have a material effect on our business.

In addition to laws and regulations, state and federal bank regulatory agencies may issue policy statements, interpretive letters and similar written guidance pursuant to such laws and regulations, which are binding on us and our subsidiaries. Banking statutes, regulations and policies could restrict our ability to diversify into other areas of financial services, acquire depository institutions and make distributions or pay dividends on our equity securities. They may also require us to provide financial support to any bank that we control, maintain capital balances in excess of those desired by management and pay higher deposit insurance premiums as a result of a general deterioration in the financial condition of NBH Bank, or other depository institutions we control.

The description below summarizes certain elements of the applicable bank regulatory framework. This description is not intended to describe all laws and regulations applicable to us and our subsidiaries. The description is qualified in its entirety by reference to the full text of the statutes, regulations, policies, interpretive letters and other written guidance that are described.

National Bank Holdings Corporation as a Bank Holding Company

Any entity that acquires direct or indirect control of a bank must obtain prior approval of the Federal Reserve to become a bank holding company pursuant to the Bank Holding Company Act (“BHCA”). We became a bank holding company in 2010 in connection with the acquisition of the assets and assumption of selected liabilities of the former Hillcrest Bank from the FDIC by our then newly chartered bank subsidiary, Hillcrest Bank, N.A. (which is now a predecessor of NBH Bank). As a bank holding company, we are subject to regulation under the BHCA and to supervision, examination, and enforcement by the Federal Reserve. Federal Reserve jurisdiction also extends to any company that we may directly or indirectly control, such as non-bank subsidiaries and other companies in which we have a controlling interest. While subjecting us to supervision and regulation, we believe that our status as a bank holding company (as opposed to being a non-controlling investor) broadens the investment opportunities available to us among public and private financial institutions.

The BHCA generally prohibits a bank holding company from engaging, directly or indirectly, in activities other than banking or managing or controlling banks, except for activities determined by the Federal Reserve to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Provisions of the Gramm-Leach-Bliley Financial Modernization Act of 1999 (the “GLB Act”) expanded the permissible activities of a bank holding company that qualifies as a financial holding company. Under the regulations implementing the GLB Act, a financial holding company may engage in additional activities that are financial in nature or incidental or complementary to financial activity. Those activities include, among other activities, certain insurance and securities activities. We have not yet determined whether it would be appropriate or advisable in the future to become a financial holding company.

NBH Bank as a Colorado State-Chartered Bank

On December 31, 2015, NBH Bank, N.A., a national association, chartered under federal law and supervised and regulated by the OCC, converted to a Colorado state-chartered bank operating under the name of NBH Bank. NBH Bank is also a member of the Federal Reserve Bank of Kansas City. As such, NBH Bank is subject to examination, supervision and regulation by both the Colorado Division of Banking and the Federal Reserve. NBH Bank's deposits are insured by the FDIC through the DIF, in the manner and to the extent provided by law. As an insured bank, NBH Bank is subject to the provisions of the Federal Deposit Insurance Act, as amended (the "FDI Act"), and the FDIC's implementing regulations thereunder, and may also be subject to supervision and examination by the FDIC under certain circumstances.

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Under the FDIC Improvement Act of 1991 (“FDICIA”), NBH Bank must submit financial statements prepared in accordance with GAAP and management reports signed by the Company’s and NBH Bank’s chief executive officer and chief accounting or financial officer concerning management’s responsibility for the financial statements, an assessment of internal controls, and an assessment of NBH Bank’s compliance with various banking laws and FDIC and other banking regulations. In addition, we must submit annual audit reports to federal regulators prepared by independent auditors. As allowed by regulations, we may use our audit report prepared for the Company to satisfy this requirement. We must provide our auditors with examination reports, supervisory agreements and reports of enforcement actions. The auditors must also attest to and report on the statements of management relating to the internal controls. FDICIA also requires that NBH Bank form an independent audit committee consisting of outside directors only, or that the Company’s audit committee be entirely independent.

## Broad Supervision, Examination and Enforcement Powers

A principal objective of the U.S. bank regulatory regime is to protect depositors by ensuring the financial safety and soundness of banks and other insured depository institutions. To that end, the Federal Reserve, the FDIC and state bank regulators have broad regulatory, examination and enforcement authority over bank holding companies and banks, as applicable. This authority serves to ensure compliance with banking statutes, regulations, and regulatory guidance, orders, and agreements and safe and sound operation, including the power to issue cease and desist orders, impose fines and other civil and criminal penalties, terminate deposit insurance and appoint a conservator or receiver. Bank regulators regularly examine the operations of banks and bank holding companies. In addition, banks and bank holding companies are subject to periodic reporting and filing requirements.

Bank regulators have various remedies available if they determine that a banking organization has violated any law or regulation, that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of a banking organization’s operations are unsatisfactory, or that the banking organization is operating in an unsafe or unsound manner. The bank regulators have the power to, among other things: enjoin “unsafe or unsound” practices, require affirmative actions to correct any violation or practice, issue administrative orders that can be judicially enforced, direct increases in capital, direct the sale of subsidiaries or other assets, limit dividends and distributions, restrict growth, assess civil monetary penalties, remove officers and directors, terminate deposit insurance, and appoint a conservator or receiver.

Engaging in unsafe or unsound practices or failing to comply with applicable laws, regulations and supervisory agreements could subject the Company, its subsidiaries and their respective officers, directors and institution-affiliated parties to the remedies described above and other sanctions. In addition, the FDIC could terminate NBH Bank’s deposit insurance if it determined that the Bank’s financial condition was unsafe or unsound or that the bank engaged in unsafe or unsound practices or violated an applicable rule, regulation, order or condition enacted or imposed by the bank’s regulators.

## FDIC Statement of Policy on Qualifications for Failed Bank Acquisitions

As the agency responsible for resolving failed depository institutions, the FDIC has discretion to determine whether a party is qualified to bid on a failed institution. The FDIC Policy Statement imposes additional restrictions and requirements on certain “private investors” and institutions to the extent that those investors or institutions seek to acquire a failed insured depository institution from the FDIC. The FDIC adopted the FDIC Policy Statement on August 26, 2009, and issued guidance regarding the policy statement on January 6, 2010 and April 23, 2010.

The FDIC Policy Statement applies to private investors in a company (such as the Company) that proposes to assume deposit liabilities (or liabilities and assets) from the resolution of a failed insured depository institution, but does not apply to investors with 5% or less of the total voting power of an acquired depository institution or its bank holding company, provided there is no evidence of concerted action by such investors.

The FDIC Policy Statement imposes several requirements on those institutions and investors to which it applies. Many of these requirements sunset after a three year time period or do no present ongoing requirements. However, some are related to the continuing presence of certain investors. Institutions are required to maintain a capital level sufficient to be “well capitalized” under regulatory standards during the remaining period of ownership of the investors. Investors that collectively own 80% or more of two or more depository institutions are required to pledge to the FDIC their proportionate interests in each institution to indemnify the FDIC against any losses it incurs in connection with the failure of one of the institutions. Institutions are prohibited from extending credit to investors and to affiliates of investors.

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Regulatory Capital Requirements

In General

Bank regulators view capital levels as important indicators of an institution's financial soundness. As a bank holding company, we are subject to regulatory capital adequacy requirements implemented by the Federal Reserve. The federal banking agencies have risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations. Under these guidelines, assets are assigned to one of several risk categories, and nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by a risk adjustment percentage for the category. NBH Bank also is, and other depository institution subsidiaries that we may acquire or control in the future will be, subject to capital adequacy guidelines as implemented by the relevant federal banking agency. In the case of the Company and NBH Bank, applicable capital guidelines can be found in the Federal Reserve's Regulations H and Q.

The federal banking agencies recently revised capital guidelines to reflect the requirements of the Dodd-Frank Act and to effect the implementation of Basel III Accords. The quantitative measures, established by the regulators to ensure capital adequacy, require that banking organizations maintain minimum ratios of capital to risk-weighted assets. There are three categories of capital under the guidelines. With the implementation of the Dodd-Frank Act, certain changes have been made as to the type of capital that falls under each of these categories. Common equity tier 1 capital, a new category, includes only common stock, related surplus, retained earnings and qualified minority investments. Additional tier 1 capital includes non-cumulative perpetual preferred stock, certain qualifying minority interests, and for bank holding companies with less than \$15 billion in consolidated assets, cumulative perpetual preferred stock and grandfathered trust preferred securities. Tier 2 capital includes subordinated debt, certain qualifying minority investments, and for bank holding companies with less than \$15 billion in consolidated assets, non-qualifying capital instruments issued before May 19, 2010 that exceed 25% of tier 1.

Under the guidelines, capital is compared with the relative risk related to the balance sheet. To derive the risk included in the balance sheet, a risk weighting is applied to each balance sheet asset and off-balance sheet item, primarily based on the relative credit risk of the asset or counterparty. The revised capital rules also modified the risk-weights applied to particular on and off balance sheet assets.

The revised capital rules require banks and bank holding companies to maintain a minimum common equity tier 1 capital ratio of 4.5%, a total tier 1 capital ratio of 6%, a total capital ratio of 8%, and a leverage ratio of 4%. Bank holding companies will ultimately be required to hold a capital conservation buffer of common equity tier 1 capital of 2.5% to avoid limitations on capital distributions and executive compensation payments. Most of these new capital ratios became effective as of January 1, 2015.

Further, the federal bank regulatory agencies may, however, set higher capital requirements for an individual bank or when a bank's particular circumstances warrant. At this time, the bank regulatory agencies are more inclined to impose higher capital requirements in order to be considered well-capitalized, and future regulatory change could impose higher capital standards as a routine matter.

The Federal Reserve may also set higher capital requirements for holding companies whose circumstances warrant it. For example, holding companies experiencing internal growth or making acquisitions are expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets.

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### Prompt Corrective Action

The FDI Act requires federal bank regulatory agencies to take “prompt corrective action” with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. A depository institution’s treatment for purposes of the prompt corrective action provisions will depend upon how its capital levels compare to various capital measures and certain other factors, as established by regulation. Under this system, the federal banking regulators have established five capital categories, well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized, in which all institutions are placed. The federal banking regulators have specified by regulation the relevant capital levels for each of the five categories. The revised capital rules require banks to maintain a common equity tier 1 capital ratio of 6.5%, a total tier 1 capital ratio of 8%, a total capital ratio of 10%, and a leverage ratio of 5% to be deemed “well capitalized.” Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. Our regulatory capital ratios and those of NBH Bank are in excess of the levels established for “well-capitalized” institutions.

### Bank Holding Companies as a Source of Strength

The Federal Reserve requires that a bank holding company serve as a source of financial and managerial strength to each bank that it controls and, under appropriate circumstances, commit resources to support each such controlled bank. This support may be required at times when the bank holding company may not have the resources to provide the support. Because we are a bank holding company, the Federal Reserve views the Company (and its consolidated assets) as a source of financial and managerial strength for any controlled depository institutions.

Under the prompt corrective action provisions, if a controlled bank is undercapitalized, then the regulators could require its bank holding company to guarantee a capital restoration plan. In addition, if the Federal Reserve believes that a bank holding company’s activities, assets or affiliates represent a significant risk to the financial safety, soundness or stability of a controlled bank, then the Federal Reserve could require the bank holding company to terminate the activities, liquidate the assets or divest the affiliates. The regulators may require these and other actions in support of controlled banks even if such action is not in the best interests of the bank holding company or its shareholders.

The Dodd-Frank Act codified the requirement that holding companies, like the Company, serve as a source of financial strength for their subsidiary depository institutions, by providing financial assistance to its insured depository institution subsidiaries in the event of financial distress. Under the source of strength requirement imposed by the Federal Reserve and codified in the Dodd-Frank Act, the Company could be required to provide financial assistance to NBH Bank should it experience financial distress.



In addition, capital loans by us to NBH Bank will be subordinate in right of payment to deposits and certain other indebtedness of NBH Bank. In the event of our bankruptcy, any commitment by us to a federal bank regulatory agency to maintain the capital of NBH Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

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### Dividend Restrictions

The Company is a legal entity separate and distinct from its subsidiaries. Because the Company's consolidated net income consists largely of the net income of NBH Bank, the Company's ability to pay dividends depends upon its receipt of dividends from its subsidiary. The ability of a bank to pay dividends and make other distributions is limited by federal and state law. The specific limits depend on a number of factors, including the bank's type of charter, recent earnings, recent dividends, level of capital and regulatory status. As a member of the Federal Reserve System, NBH Bank is subject to Regulation H, which, among other things, provides that a member bank may not declare or pay a dividend if the total of all dividends declared during the calendar year, including the proposed dividend, exceeds the sum of the bank's net income during the current calendar year and its retained net income for the prior two calendar years, without the prior approval of the Federal Reserve. Regulation H also states that a member bank may not declare or pay a dividend if the dividend would exceed the bank's undivided profits, unless approved by the Federal Reserve and holders of at least two-thirds of the outstanding shares of each class of the bank's stock. The regulators are authorized, and under certain circumstances are required, to determine that the payment of dividends or other distributions by a bank would be an unsafe or unsound practice and to prohibit that payment. For example, the FDI Act generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be undercapitalized.

As a Colorado state-chartered bank, NBH Bank is subject to limitations under Colorado law with respect to the payment of dividends. The Colorado Banking Code states that a bank may declare dividends from retained earnings and other components of capital specifically approved by the Banking Board so long as the declaration is made in compliance with established rules. Non-bank subsidiaries are also limited by certain federal and state statutory provisions and regulations covering the amount of dividends that may be paid in any given year.

The ability of a bank holding company to pay dividends and make other distributions can also be limited. The Federal Reserve has authority to prohibit a bank holding company from paying dividends or making other distributions. The Federal Reserve has issued a policy statement that provides that a bank holding company should not pay dividends unless: (a) its net income over the last four quarters (net of dividends paid) has been sufficient to fully fund the dividends; (b) the prospective rate of earnings retention appears to be consistent with the capital needs, asset quality and overall financial condition of the bank holding company and its subsidiaries; and (c) the bank holding company will continue to meet minimum required capital adequacy ratios. Accordingly, a bank holding company should not pay cash dividends that exceed its net income or that can only be funded in ways that weaken the bank holding company's financial health, such as by borrowing.

### Depositor Preference

The FDI Act provides that, in the event of the "liquidation or other resolution" of an insured depository institution, the claims of depositors of the institution (including the claims of the FDIC as subrogee of insured depositors) and certain

claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If our insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, nondeposit creditors, including us, with respect to any extensions of credit they have made to such insured depository institution.

#### Liability of Commonly Controlled Institutions

FDIC-insured depository institutions can be held liable for any loss incurred, or reasonably expected to be incurred, by the FDIC due to the default of an FDIC-insured depository institution controlled by the same bank holding company and for any assistance provided by the FDIC to an FDIC-insured depository institution that is in danger of default and that is controlled by the same bank holding company. "Default" means generally the appointment of a conservator or receiver for the institution. "In danger of default" means generally the existence of certain conditions indicating that a default is likely to occur in the absence of regulatory assistance. The cross-guarantee liability for a loss at a commonly controlled institution would be subordinated in right of payment to deposit liabilities, secured obligations, any other general or senior liability and any obligation subordinated to depositors or general creditors, other than obligations owed to any affiliate of the depository institution (with certain exceptions).

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### Limits on Transactions with Affiliates

Federal law restricts the amount and the terms of both credit and non-credit transactions (generally referred to as “Covered Transactions”) between a bank and its non-bank affiliates. Covered Transactions with any single affiliate may not exceed 10% of the capital stock and surplus of the bank, and Covered Transactions with all affiliates may not exceed, in the aggregate, 20% of the bank’s capital and surplus. For a bank, capital stock and surplus refers to the bank’s tier 1 and tier 2 capital, as calculated under the risk-based capital guidelines (which were revised in 2013), plus the balance of the allowance for credit losses excluded from tier 2 capital. The bank’s transactions with all of its affiliates in the aggregate are limited to 20% of the foregoing capital. In addition, in connection with Covered Transactions that are extensions of credit, the bank may be required to hold collateral to provide added security to the bank, and the types of permissible collateral may be limited. The Dodd-Frank Act generally enhances the restrictions on transactions with affiliates, including an expansion of what types of transactions are Covered Transactions to include credit exposures related to derivatives, repurchase agreements and securities lending arrangements and an increase in the amount of time for which collateral requirements regarding Covered Transactions must be satisfied. As of December 31, 2015, the Company did not have any outstanding Covered Transactions.

### Regulatory Notice and Approval Requirements for Acquisitions of Control

We must generally receive federal bank regulatory approval before we can acquire an institution or business. Specifically, as a bank holding company, we must obtain prior approval of the Federal Reserve in connection with any acquisition that would result in the Company owning or controlling 5% or more of any class of voting securities of a bank or another bank holding company. In acting on such applications, the Federal Reserve considers, among other factors: the effect of the acquisition on competition; the financial condition and future prospects of the applicant and the banks involved; the managerial resources of the applicant and the banks involved; the convenience and needs of the community, including the record of performance under the CRA; the effectiveness of the applicant in combating money laundering activities; and the extent to which the proposal would result in greater or more concentrated risks to the stability of the United States banking or financial system. Our ability to make investments in depository institutions will depend on our ability to obtain approval for such investments from the Federal Reserve. The Federal Reserve could deny our application based on the above criteria or other considerations. For example, we could be required to sell banking centers as a condition to receiving regulatory approval, which condition may not be acceptable to us or, if acceptable to us, may reduce the benefit of any acquisition.

Federal and state laws, including the BHCA and the Change in Bank Control Act, impose additional prior notice or approval requirements and ongoing regulatory requirements on any investor that seeks to acquire direct or indirect “control” of an FDIC-insured depository institution or bank holding company. Whether an investor “controls” a depository institution is based on all of the facts and circumstances surrounding the investment. As a general matter, an investor is deemed to control a depository institution or other company if the investor owns or controls 25% or more of any class of voting securities. Subject to rebuttal, an investor is presumed to control a depository institution or other company if the investor owns or controls 10% or more of any class of voting securities and either the depository institution or company is a public company or no other person will hold a greater percentage of that class of voting securities after the acquisition. If an investor’s ownership of our voting securities were to exceed certain thresholds, the

investor could be deemed to “control” us for regulatory purposes. This could subject the investor to regulatory filings or other regulatory consequences.

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### Anti-Money Laundering Requirements

Under federal law, including the Bank Secrecy Act and the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA PATRIOT Act”), certain types of financial institutions, including insured depository institutions, must maintain anti-money laundering programs that include established internal policies, procedures and controls; a designated compliance officer; an ongoing associate training program; and testing of the program by an independent audit function. Among other things, these laws are intended to strengthen the ability of U.S. law enforcement agencies and intelligence communities to work together to combat terrorism on a variety of fronts. Financial institutions are prohibited from entering into specified financial transactions and account relationships and must meet enhanced standards for due diligence, client identification, and recordkeeping, including in their dealings with non-U.S. financial institutions and non-U.S. clients. Financial institutions must take reasonable steps to conduct enhanced scrutiny of account relationships to guard against money laundering and to report any suspicious information maintained by financial institutions. Bank regulators routinely examine institutions for compliance with these obligations and they must consider an institution’s anti-money laundering compliance when considering regulatory applications filed by the institution, including applications for banking mergers and acquisitions. The regulatory authorities have imposed “cease and desist” orders and civil money penalty sanctions against institutions found to be violating these obligations.

### Consumer Laws and Regulations

Banks and other financial institutions are subject to numerous laws and regulations intended to protect consumers in their transactions with banks. These laws include, among others, laws regarding unfair and deceptive acts and practices and usury laws, as well as the following consumer protection statutes: Truth in Lending Act, Truth in Savings Act, Electronic Funds Transfer Act, Flood Disaster Protection Act, Expedited Funds Availability Act, Equal Credit Opportunity Act, Fair and Accurate Credit Transactions Act, Fair Housing Act, Fair Credit Reporting Act, Fair Debt Collection Act, GLB Act, Home Mortgage Disclosure Act, Right to Financial Privacy Act and Real Estate Settlement Procedures Act.

Many states and local jurisdictions have consumer protection laws analogous, and in addition, to those listed above. These state and local laws regulate the manner in which financial institutions deal with clients when taking deposits, making loans or conducting other types of transactions. Failure to comply with these laws and regulations could give rise to regulatory sanctions, client rescission rights, action by state and local attorneys general and civil or criminal liability.

The Consumer Finance Protection Bureau (the “CFPB”) has broad rulemaking authority for a wide range of consumer financial laws that apply to all banks. The CFPB is authorized to issue rules for both bank and nonbank companies that offer consumer financial products and services, subject to consultation with the prudential banking regulators. In general, however, banks with assets of \$10 billion or less, such as NBH Bank, will continue to be examined for consumer compliance by their primary bank regulator.

Much of the CFPB's rulemaking has focused on mortgage lending and servicing, including an important rule requiring lenders to ensure that prospective buyers have the ability to repay their mortgages. Other areas of current CFPB focus include consumer protections for prepaid cards, payday lending, debt collection, overdraft services and privacy notices. The CFPB has been particularly active in issuing rules and guidelines concerning residential mortgage lending and servicing, issuing numerous rules and guidance related to residential mortgages. Perhaps the most significant of these guidelines is the "Ability-to-Repay and Qualified Mortgage Standards under the Truth in Lending Act" portions of Regulation Z. Under the Dodd-Frank Act, creditors must make a reasonable and good faith determination, based on verified and documented information, that the consumer has a reasonable "ability to repay" a residential mortgage according to its terms. There is a statutory presumption of compliance with this requirement for mortgages that meet the requirements to be deemed "qualified mortgages." The CFPB rule defines the key threshold terms "ability to repay" and "qualified mortgage."

The CFPB has actively issued enforcement actions against both large and small entities and to entities across the entire financial service industry. The CFPB has relied upon "unfair, deceptive, or abusive acts" prohibitions as its primary enforcement tool. However, the CFPB and DOJ continue to be focused on fair lending in taking enforcement actions against banks with renewed emphasis on alleged redlining practices.

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### The Community Reinvestment Act

The CRA is intended to encourage banks to help meet the credit needs of their entire communities, including low- and moderate-income neighborhoods, consistent with safe and sound operations. The regulators examine banks and assign each bank a public CRA rating. The CRA then requires bank regulators to take into account the bank's record in meeting the needs of its community when considering certain applications by a bank, including applications to establish a banking center or to conduct certain mergers or acquisitions. The Federal Reserve is required to consider the CRA records of a bank holding company's controlled banks when considering an application by the bank holding company to acquire a bank or to merge with another bank holding company.

When we apply for regulatory approval to make certain investments, the regulators will consider the CRA record of the target institution and our depository institution subsidiary. An unsatisfactory CRA record could substantially delay approval or result in denial of an application.

### Reserve Requirements

Pursuant to regulations of the Federal Reserve, all banks are required to maintain average daily reserves at mandated ratios against their transaction accounts. In addition, reserves must be maintained on certain non-personal time deposits. These reserves must be maintained in the form of vault cash or in an account at a Federal Reserve Bank.

### Deposit Insurance Assessments

FDIC-insured banks are required to pay deposit insurance premiums to the FDIC. The FDIC has adopted a risk-based assessment system whereby FDIC-insured depository institutions pay insurance premiums at rates based on their risk classification. An institution's risk classification is assigned based on its capital levels and the level of supervisory concern the institution poses to the regulators.

The Dodd-Frank Act made permanent the general \$250,000 deposit insurance limit for insured deposits. As of January 1, 2013, all of a depositor's accounts at an insured bank, including all non-interest bearing transaction accounts, are insured by the FDIC up to \$250,000.

The Dodd-Frank Act changed the deposit insurance assessment framework, primarily by basing assessments on an institution's average total consolidated assets less average tangible equity (subject to risk-based adjustments that would



further reduce the assessment base for custodial banks) rather than domestic deposits, shifting a greater portion of the aggregate assessments to large banks, as described in detail below. The Dodd-Frank Act also eliminated the upper limit for the reserve ratio designated by the FDIC each year, increased the minimum designated reserve ratio of the DIF from 1.15% to 1.35% of the estimated amount of total insured deposits by September 30, 2020, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds.

The Dodd-Frank Act requires the DIF to reach the reserve ratio of 1.35% of insured deposits by September 30, 2020. On December 20, 2010, the FDIC raised the minimum designated reserve ratio of DIF to 2%. The ratio is higher than the minimum reserve ratio of 1.35% as set by the Dodd-Frank Act. Under the Dodd-Frank Act, the FDIC is required to offset the effect of the higher reserve ratio on small insured depository institutions, those with consolidated assets of less than \$10 billion.

Continued action by the FDIC to replenish the DIF, as well as changes contained in the Dodd-Frank Act, may result in higher assessment rates. NBH Bank may be able to pass part or all of this cost on to its clients, including in the form of lower interest rates on deposits, or fees to some depositors, depending on market conditions.

The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices or has violated any applicable rule, regulation, order or condition enacted or imposed by the institution's regulatory agency. If deposit insurance for a banking business we invest in or acquire were to be terminated, that would have a material adverse effect on that banking business and potentially on the Company as a whole.

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### Interstate Banking

Under the Riegle-Neal Interstate Banking and Branching Efficiency Act (the “Riegle- Neal Act”), a bank holding company may acquire banks in states other than its home state, subject to any state requirement that the bank has been organized and operating for a minimum period of time, not to exceed five years, and the requirement that the bank holding company not control, prior to or following the proposed acquisition, more than 10% of the total amount of deposits of insured depository institutions nationwide or, unless the acquisition is the bank holding company’s initial entry into the state, more than 30% of such deposits in the state (or such lesser or greater amount set by the state). Bank holding companies must be well capitalized and well managed, not merely adequately capitalized and adequately managed, in order to acquire a bank located outside of the bank holding company’s home state.

The Riegle-Neal Act also authorizes banks to merge across state lines, thereby creating interstate banking centers. A national or state bank, with the approval of its regulator, may open a de novo banking center in any state if the law of the state in which the banking center is proposed would permit the establishment of the banking center if the bank were a bank chartered in that state.

### Changes in Laws, Regulations or Policies

Congress and state legislatures may introduce from time to time measures or take actions that would modify the regulation of banks or bank holding companies. In addition, federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which existing regulations are applied. Such changes could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks and other financial institutions, all of which could affect our investment opportunities and our assessment of how attractive such opportunities may be. We cannot predict whether potential legislation will be enacted and, if enacted, the effect that it or any implementing regulations would have on our business, results of operations, liquidity or financial condition.

### More Information

Our website is [www.nationalbankholdings.com](http://www.nationalbankholdings.com). We make available free of charge, through our website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the SEC. In addition, the public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference

Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov).

Item 1A.RISK FACTORS.

Risks Relating to Our Banking Operations

We are a relatively young Company with a limited and complex operating history from which investors can evaluate our past financial and operating performance and future prospects.

We were organized in June 2009 and acquired selected assets and assumed selected liabilities of Hillcrest Bank, Bank Midwest, Bank of Choice and Community Banks of Colorado in October 2010, December 2010, July 2011 and October 2011, respectively, and acquired Pine River Valley Bank by merger in August 2015. Because our banking operations began in late 2010, and because our acquisitions in 2010 and 2011 were of failed or troubled banks, we have a limited operating history upon which investors can evaluate our operational performance or compare our recent performance to historical performance. The business models and experiences of the depository institutions we have acquired to date and may acquire in the future may not be reflective of our plans. More importantly, because a portion of our loans and OREO were covered by loss sharing agreements with the FDIC and all of the loans and OREO we acquired were marked to fair value at the time of our acquisitions, we believe that the historical financial results of the acquisitions are less useful to an evaluation of our future prospects and financial and operating performance.

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Certain other factors may also make it difficult for investors to evaluate our future prospects and financial and operating performance, including, among others:

- our current asset mix, loan quality and allowance for loan losses are not fully representative of our anticipated future asset mix, loan quality and allowance for loan losses, which may change materially as we continue to undertake organic loan origination and banking activities and pursue future acquisitions;
- a portion of our loans and OREO have been covered by loss sharing agreements with the FDIC, which reimbursed a variable percentage of losses experienced on these assets; since our FDIC loss-share arrangements were terminated in the fourth quarter 2015, we may face higher losses, which losses may exceed the discounts we received;
- the income we report from certain acquired assets due to loan discounts and accretable yield may be higher than the returns available in the current market and, if we are unable to make new performing loans and acquire other performing assets in sufficient volume, we may be unable to generate the earnings necessary to implement our growth strategy;
- our excess cash reserves and liquid investment securities portfolio, may not be representative of our future cash position;
- our historical cost structure and capital expenditure requirements are not necessarily reflective of our anticipated cost structure and capital spending as we continue to identify efficiencies and operate our organic banking platform; and
- our regulatory capital ratios, which currently exceed regulatory minimum requirements by a substantial margin, are not necessarily representative of our future regulatory capital ratios.

Changes in general business and economic conditions could materially and adversely affect us.

Our business and operations are sensitive to general business and economic conditions in the United States and in our two core markets in Colorado and the greater Kansas City region. If the economies in our core markets, or the U.S. economy more generally, are unable to continue to steadily emerge from the recession that began in 2007 or we experience worsening economic conditions, including industry-specific conditions, we could be materially and adversely affected. Weak economic conditions may be characterized by deflation, fluctuations in debt and equity capital markets, including a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on loans, residential and commercial real estate price declines and lower home sales and commercial activity, and further or prolonged pressure on energy prices. All of these factors would be detrimental to our business. Our business is significantly affected by monetary and related policies of the U.S. federal government, its agencies and government-sponsored entities. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control and could have a material adverse effect on us.

Changes in the assumptions underlying our acquisition method of accounting, or other significant accounting estimates could affect our financial information and have a material adverse effect on us.

A material portion of our financial results is based on, and subject to, significant assumptions and subjective judgments. As a result of our acquisitions, our financial information is heavily influenced by the application of the acquisition method of accounting and was heavily influenced in prior periods by loss share accounting. Both methodologies require us to make complex assumptions, and these assumptions materially affect our financial results. As such, any financial information generated through the use of the acquisition method of accounting or loss share accounting is subject to modification or change. If our assumptions are incorrect and we change or modify our assumptions, it could have a material adverse effect on us or our previously reported results. Additionally, a change in our accounting estimates, such as our ability to realize deferred tax assets, the need for a valuation allowance or the recoverability of the goodwill recorded at the time of our acquisitions, could have a material adverse effect on our financial results.

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Our business is highly susceptible to credit risk and fluctuations in the value of real estate and other collateral securing such credit.

As a lender, we are exposed to the risk that our clients will be unable to repay their loans according to their terms and that the collateral securing the payment of their loans (if any) may not be sufficient to assure repayment. The risks inherent in making any loan include risks with respect to the ability of borrowers to repay their loans and, if applicable, the period of time over which the loan is repaid, risks relating to proper loan underwriting and guidelines, risks resulting from changes in economic and industry conditions, risks inherent in dealing with individual borrowers and risks resulting from uncertainties as to the future value of collateral. Similarly, we have credit risk embedded in our securities portfolio. Our credit standards, procedures and policies may not prevent us from incurring substantial credit losses, particularly in light of market developments in recent years. A decline in residential real estate market prices and reduced levels of home sales, could adversely affect the value of collateral securing mortgage loans, mortgage loan originations and gains on sale of mortgage loans. Declines in real estate values and home sales volumes, and financial stress on borrowers as a result of job losses or other factors, could have further adverse effects on borrowers that result in higher delinquencies and greater charge-offs in future periods, which could materially and adversely affect us.

We depend on our executive officers and key personnel to implement our strategy and could be harmed by the loss of their services.

The execution of our strategy depends in large part on the skills of our executive management team and our ability to motivate and retain these and other key personnel. Accordingly, the loss of service of one or more of our executive officers or key personnel could reduce our ability to successfully implement our growth strategy and materially and adversely affect us. Our success also depends on the experience of our banking center managers and relationship managers and on their relationships with the clients and communities they serve. The loss of these key personnel could negatively impact our banking operations. The loss of key senior personnel, or the inability to recruit and retain qualified personnel in the future, could have a material adverse effect on us.

Our allowance for loan losses and fair value adjustments may prove to be insufficient to absorb losses inherent in our loan or OREO portfolio.

We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, which we believe is appropriate to provide for probable losses inherent in our loan portfolio. The amount of this allowance is determined by our management through periodic reviews.

The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may

undergo material changes. Changes in economic conditions affecting borrowers, new information regarding our loans, identification of additional problem loans by us and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. If the real estate markets deteriorate, we expect that we will experience increased delinquencies and credit losses, particularly with respect to construction, land development and land loans. In addition, our regulators periodically review our allowance for loan losses and may require an increase in the allowance for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and capital and may have a material adverse effect on us.

We hold and acquire an amount of OREO from time to time, which may lead to volatility in operating expenses and vulnerability to declines in real property values.

When necessary, we foreclose on and take title to the real estate serving as collateral for our loans as part of our business. Real estate that we own but do not use in the ordinary course of our operations is referred to as “other real estate owned,” or “OREO” property. Higher OREO balances as a result of our acquisitions have led to greater expenses as we incur costs to manage and dispose of the properties. We expect that our earnings will continue to be negatively affected by various expenses associated with OREO, including personnel costs, insurance and taxes, completion and repair costs, valuation adjustments and other expenses associated with property ownership, as well as by the funding costs associated with OREO assets. We evaluate OREO properties periodically and write down the carrying value of the properties if the results of our evaluation require it. The expenses associated with OREO and any further OREO write-downs could have a material adverse effect on us.

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We are subject to environmental liability risk associated with lending activities.

A significant portion of our loan portfolio is secured by real property, and we could become subject to environmental liabilities with respect to one or more of these properties. During the ordinary course of business, we may foreclose on and take title to properties securing defaulted loans. There is a risk that hazardous or toxic substances could be found on these properties, and we may be liable for remediation costs, as well as for personal injury and property damage, civil fines and criminal penalties regardless of when the hazardous conditions or toxic substances first affected any particular property. Environmental laws may require us to incur substantial expenses to address unknown liabilities and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Although we have policies and procedures to perform an environmental review before initiating any foreclosure action on nonresidential real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on us.

The expanding body of federal, state and local regulation and/or the licensing of loan servicing, collections or other aspects of our business may increase the cost of compliance and the risks of noncompliance.

We service our own loans, and loan servicing is subject to extensive regulation by federal, state and local governmental authorities as well as to various laws and judicial and administrative decisions imposing requirements and restrictions on those activities. The volume of new or modified laws and regulations has increased in recent years and, in addition, some individual municipalities have begun to enact laws that restrict loan servicing activities including delaying or temporarily preventing foreclosures or forcing the modification of certain mortgages. If regulators impose new or more restrictive requirements, we may incur additional significant costs to comply with such requirements which may further adversely affect us. In addition, our failure to comply with these laws and regulations could possibly lead to: civil and criminal liability; loss of licensure; damage to our reputation in the industry; fines and penalties and litigation, including class action lawsuits; and administrative enforcement actions. Any of these outcomes could materially and adversely affect us.

The fair value of our investment securities can fluctuate due to market conditions outside of our control.

We have historically taken a conservative investment strategy with our securities portfolio, with concentrations of securities that are primarily backed by government sponsored enterprises. In the future, we may seek to increase yields through more aggressive strategies, which may include a greater percentage of corporate securities and structured credit products. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. These factors include, but are not limited to, rating agency actions in respect of the securities, defaults by the issuer or with respect to the underlying securities, and changes in market interest rates and instability in the capital markets. These factors, among others, could cause other-than-temporary impairments and realized and/or unrealized losses in future periods and declines in other



comprehensive income, which could have a material adverse effect on us. The process for determining whether impairment of a security is other-than-temporary usually requires complex, subjective judgments about the future financial performance and liquidity of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security.

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We face significant competition from other financial institutions and financial services providers, which may materially and adversely affect us.

Consumer and commercial banking is highly competitive. Our markets contain a large number of community and regional banks as well as a significant presence of the country's largest commercial banks. We compete with other state and national financial institutions, including savings and loan associations, savings banks and credit unions, for deposits and loans. In addition, we compete with financial intermediaries, such as consumer finance companies, mortgage banking companies, insurance companies, securities firms, mutual funds and several government agencies, as well as major retailers, in providing various types of loans and other financial services. Some of these competitors have a long history of successful operations in our markets, greater ties to local businesses and more expansive banking relationships, as well as better established depositor bases. Some of our competitors also have greater resources and access to capital and possess an advantage by being capable of maintaining numerous banking locations in more convenient sites, operating more ATMs and conducting extensive promotional and advertising campaigns or operating a more developed internet platform. Competitors may also exhibit a greater tolerance for risk and behave more aggressively with respect to pricing in order to increase their market share.

Our ability to compete successfully depends on a number of factors, including, among others:

- the ability to develop, maintain and build upon long-term client relationships based on quality service, effective and efficient products and services, high ethical standards and safe and sound assets;
- the scope, relevance and pricing of products and services offered to meet client needs and demands;
- the rate at which we introduce new products and services relative to our competitors;
- the ability to attract and retain highly qualified associates to operate our business;
- the ability to expand our market position;
  - client satisfaction with our level of service;
- the ability to operate our business effectively and efficiently; and
- industry and general economic trends.

Failure to perform in any of these areas could significantly weaken our competitive position, which could materially and adversely affect us.

We may not be able to meet the cash flow requirements of deposit withdrawals and other business needs unless we maintain sufficient liquidity.

We require liquidity to make loans and to repay deposit and other liabilities as they become due or are demanded by clients. We principally depend on checking, savings and money market deposit account balances and other forms of client deposits as our primary source of funding for our lending activities. As a result of a decline in overall depositor

confidence, an increase in interest rates paid by competitors, general interest rate levels, higher returns being available to clients on alternative investments and general economic conditions, a substantial number of our clients could withdraw their bank deposits with us from time to time, resulting in our deposit levels decreasing substantially, and our cash on hand may not be able to cover such withdrawals and our other business needs, including amounts necessary to operate and grow our business. This would require us to seek third party funding or other sources of liquidity, such as asset sales. Our access to third party funding sources, including our ability to raise funds through the issuance of additional shares of our common stock or other equity or equity-related securities, incurrence of debt, and federal funds purchased, may be impacted by our financial strength, performance and prospects and may also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of recent turmoil faced by banking organizations and the unstable credit markets, all of which may make potential funding sources more difficult to access, less reliable and more expensive. We may not have access to third party funding in sufficient amounts on favorable terms, or the ability to undertake asset sales or access other sources of liquidity, when needed, or at all, which could materially and adversely affect us.

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Like other financial services institutions, our asset and liability structures are monetary in nature. Such structures are affected by a variety of factors, including changes in interest rates, which can impact the value of financial instruments held by us.

Like other financial services institutions, we have asset and liability structures that are essentially monetary in nature and are directly affected by many factors, including domestic and international economic and political conditions, broad trends in business and finance, legislation and regulation affecting the national and international business and financial communities, monetary and fiscal policies, inflation, currency values, market conditions, the availability and terms (including cost) of short-term or long-term funding and capital, the credit capacity or perceived creditworthiness of clients and counterparties and the level and volatility of trading markets. Such factors can impact clients and counterparties of a financial services institution and may impact the value of financial instruments held by a financial services institution.

Our earnings and cash flows largely depend upon the level of our net interest income, which is the difference between the interest income we earn on loans, investments and other interest earning assets, and the interest we pay on interest bearing liabilities, such as deposits and borrowings. Because different types of assets and liabilities may react differently and at different times to market interest rate changes, changes in interest rates can increase or decrease our net interest income. When interest-bearing liabilities mature or reprice more quickly than interest earning assets in a period, an increase in interest rates would reduce net interest income. Similarly, when interest earning assets mature or reprice more quickly, and because the magnitude of repricing of interest earning assets is often greater than interest bearing liabilities, falling interest rates would reduce net interest income.

Accordingly, changes in the level of market interest rates affect our net yield on interest earning assets and liabilities, loan and investment securities portfolios and our overall results. Changes in interest rates may also have a significant impact on any future loan origination revenues. Historically, there has been an inverse correlation between the demand for loans and interest rates. Loan origination volume and revenues usually decline during periods of rising or high interest rates and increase during periods of declining or low interest rates. Changes in interest rates also have a significant impact on the carrying value of a significant percentage of the assets, both loans and investment securities, on our balance sheet. We may incur debt in the future and that debt may also be sensitive to interest rates and any increase in interest rates could materially and adversely affect us. Interest rates are highly sensitive to many factors beyond our control, including general economic conditions and policies of various governmental and regulatory agencies, particularly the Federal Reserve. Changes in the Federal Reserve's interest rate policies or other changes in monetary policies and economic conditions could materially and adversely affect us.

We are dependent on our information technology and telecommunications systems and third-party providers, and systems failures or interruptions could have a material adverse effect on us.

Our business is highly dependent on the successful and uninterrupted functioning of our information technology and telecommunications systems and third-party providers. We outsource many of our major systems, such as data

processing, loan servicing systems and deposit processing systems. The failure of these systems, or the termination of a third-party software license or service agreement on which any of these systems is based, could interrupt our operations. Because our information technology and telecommunications systems interface with and depend on third-party systems, we could experience service denials if demand for such services exceeds capacity or such third-party systems fail or experience interruptions. If significant, sustained or repeated, a system failure or service denial could compromise our ability to operate effectively, damage our reputation, result in a loss of client business, and/or subject us to additional regulatory scrutiny and possible financial liability, any of which could have a material adverse effect on us.

A failure in or breach of our security systems or infrastructure, or those of our third-party providers, could result in financial losses to us or in the disclosure or misuse of confidential or proprietary information, including client information.

As a financial institution, we may be the target of fraudulent activity that may result in financial losses to us or our clients, privacy breaches against our clients or damage to our reputation. Such fraudulent activity may take many forms, including check fraud, electronic fraud, wire fraud, phishing, unauthorized intrusion into or use of our systems, and other dishonest acts. We provide our clients with the ability to bank remotely, including online over the internet and over the telephone. The secure transmission of confidential information over the internet and other remote channels is a critical element of remote banking.

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Our network could be vulnerable to unauthorized access, computer viruses, phishing schemes and other security breaches. We may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses. Given the increasingly high volume of our transactions, certain errors may be repeated or compounded before they can be discovered and rectified. To the extent that our activities or the activities of our clients involve the storage and transmission of confidential information, security breaches and viruses could expose us to reputational damage, claims, regulatory scrutiny, litigation and other possible liabilities. Any inability to prevent security breaches or computer viruses could also cause existing clients to lose confidence in our systems and could materially and adversely affect us. Our risk and exposure to these matters remains heightened because of the evolving nature and complexity of the threats from organized cybercriminals and hackers, and our plans to continue to provide electronic banking services to our clients.

Information security risks for financial institutions like us have increased recently in part because of new technologies, the use of the internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists and others. In addition to cyber-attacks or other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks against large financial institutions, particularly denial of service attacks, that are designed to disrupt key business services, such as client-facing web sites. We are not able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. We employ detection and response mechanisms designed to contain and mitigate security incidents, but early detection may be thwarted by sophisticated attacks and malware designed to avoid detection.

We also face risks related to cyber-attacks and other security breaches in connection with credit card transactions that typically involve the transmission of sensitive information regarding our clients through various third parties, including merchant acquiring banks, payment processors, payment card networks (e.g., Visa, MasterCard) and our processors. Some of these parties have in the past been the target of security breaches and cyber-attacks, and because the transactions involve third parties and environments such as the point of sale that we do not control or secure, future security breaches or cyber-attacks affecting any of these third parties could impact us through no fault of our own, and in some cases we may have exposure and suffer losses for breaches or attacks relating to them. We also rely on numerous other third party service providers to conduct other aspects of our business operations and face similar risks relating to them. While we regularly conduct security assessments on these third parties, we cannot be sure that their information security protocols are sufficient to withstand a cyber-attack or other security breach.

We are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes Oxley Act of 2002, and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

As a publicly traded company, we are required to file periodic reports containing our consolidated financial statements with the SEC within a specified time following the completion of quarterly and annual periods. We also are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 concerning internal control over financial reporting. We may experience difficulty in meeting the SEC's reporting requirements. Any failure by us to file our periodic

reports with the SEC in a timely manner could harm our reputation and cause investors and potential investors to lose confidence in us and reduce the market price of our common stock.

During the course of our testing, we may identify deficiencies that would have to be remediated to satisfy the SEC rules for certification of our internal control over financial reporting. A material weakness is defined by the standards issued by the Public Company Accounting Oversight Board as a deficiency, or combination of deficiencies, in internal control over financial reporting that results in a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. As a consequence, we would have to disclose in periodic reports we file with the SEC any material weakness in our internal control over financial reporting. The existence of a material weakness would preclude management from concluding that our internal control over financial reporting is effective and would preclude our independent auditors from attesting to our assessment of the effectiveness of our internal control over financial reporting is effective. In addition, disclosures of this type in our SEC reports could cause investors to lose confidence in our financial reporting and may negatively affect the market price of our common stock. Moreover, effective internal controls are necessary to produce reliable financial reports and to prevent fraud. If we have deficiencies in our disclosure controls and procedures or internal control over financial reporting, it may materially and adversely affect us.

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Risks Relating to our Growth Strategy

We may not be able to effectively manage our growth.

Our future operating results depend to a large extent on our ability to successfully manage our growth. Our growth has placed, and it may continue to place, significant demands on our operations and management. Whether through additional acquisitions or organic growth, our current plan to expand our business is dependent upon our ability to:

- continue to implement and improve our operational, credit, financial, legal, management and other internal risk controls and processes and our reporting systems and procedures in order to manage a growing number of client relationships;
- scale our technology platform;
- integrate our acquisitions and develop consistent policies throughout the various lines of businesses; and
- attract and retain management talent.

We may not successfully implement improvements to, or integrate, our management information and control systems, procedures and processes in an efficient or timely manner and may discover deficiencies in existing systems and controls. In particular, our controls and procedures must be able to accommodate an increase in loan volume in various markets and the infrastructure that comes with new banking centers and banks. Thus, our growth strategy may divert management from our existing franchises and may require us to incur additional expenditures to expand our administrative and operational infrastructure and, if we are unable to effectively manage and grow our financial services franchise, we could be materially and adversely affected. In addition, if we are unable to manage future expansion in our operations, we may experience compliance and operational problems, have to slow the pace of growth, or have to incur additional expenditures beyond current projections to support such growth, any one of which could materially and adversely affect us.

Our acquisitions generally will require regulatory approvals, and failure to obtain them would restrict our growth.

We intend to complement and expand our business by pursuing strategic acquisitions of financial services franchises. Generally, any acquisition of target financial institutions, banking centers or other banking assets by us will require approval by, and cooperation from, a number of governmental regulatory agencies, including the Federal Reserve and Colorado Division of Banking. In acting on applications, our banking regulators consider, among other factors:

- the effect of the acquisition on competition;
-



- the financial condition, liquidity, results of operations, capital levels and future prospects of the applicant and the bank(s) involved;
- the quantity and complexity of previously consummated acquisitions;
  - the managerial resources of the applicant and the bank(s) involved;
  - the convenience and needs of the community, including the record of performance under the Community Reinvestment Act (which we refer to as the “CRA”); and
  - the effectiveness of the applicant in combating money laundering activities.

Such regulators could deny our application based on the above criteria or other considerations, which would restrict our growth, or the regulatory approvals may not be granted on terms that are acceptable to us. For example, we could be required to sell banking centers as a condition to receiving regulatory approvals, and such a condition may not be acceptable to us or may reduce the benefit of any acquisition. In addition, prior to the submission of an application our regulators could discourage us from pursuing strategic acquisitions or indicate that regulatory approvals may not be granted on terms that would be acceptable to us, which could have the same effect of restricting our growth or reducing the benefit of any acquisitions.

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The success of future transactions will depend on our ability to successfully identify and consummate acquisitions of financial services franchises that meet our investment objectives. Because of the intense competition for acquisition opportunities and the limited number of potential targets, we may not be able to successfully consummate acquisitions on attractive terms, or at all, that are necessary to grow our business.

There are significant risks associated with our strategy to identify and successfully consummate acquisitions. There are a limited number of acquisition opportunities, and we expect to encounter intense competition from other banking organizations competing for acquisitions and also from other investment funds and entities looking to acquire financial institutions and financial services franchises. Many of these entities are well established and have extensive experience in identifying and consummating acquisitions directly or through affiliates. Many of these competitors possess ongoing banking operations with greater financial, technical, human and other resources and access to capital than we do, which could limit the acquisition opportunities we pursue. Our competitors may be able to achieve greater cost savings, through consolidating operations or otherwise, than we could. These competitive limitations give others an advantage in pursuing certain acquisitions. In addition, increased competition may drive up the prices for the acquisitions we pursue and make the other acquisition terms more onerous, which would make the identification and successful consummation of those acquisitions less attractive to us. Competitors may be willing to pay more for acquisitions than we believe are justified, which could result in us having to pay more for them than we prefer or to forego the opportunity. The trading price of our common stock and of the stock of other potential acquirers may affect our ability to offer a competitive price for acquisitions where stock is proposed as acquisition consideration. As a result of the foregoing, we may be unable to successfully identify and consummate acquisitions on attractive terms, or at all, that are necessary to grow our business.

To the extent that we are unable to identify and consummate attractive acquisitions, or continue to increase loans through organic loan growth, we may be unable to successfully implement our growth strategy, which could materially and adversely affect us.

We intend to grow our business through strategic acquisitions of financial services franchises coupled with organic loan growth. Previous availability of attractive acquisition targets may not be indicative of future acquisition opportunities, and we may be unable to identify any acquisition targets that meet our investment objectives. As our acquired loan portfolio, which generally produces higher yields than our originated loans due to loan discounts and accretable yield, is paid down, we expect downward pressure on our income to the extent that the runoff is not replaced with other high-yielding loans. As a result of the foregoing, if we are unable to replace loans in our existing portfolio with comparable high-yielding loans, we could be materially and adversely affected. We could also be materially and adversely affected if we choose to pursue riskier higher-yielding loans that fail to perform.

Projected operating results for businesses acquired by us may be inaccurate and may vary significantly from actual results. To the extent that we make acquisitions that involve distressed assets, we may not be able to realize the value we predict from these assets or make sufficient provision for future losses in the value of, or accurately estimate the future writedowns to be taken in respect of, these assets.

We will generally establish the pricing of transactions and the capital structure of financial services franchises to be acquired by us on the basis of financial projections for such financial services franchises. In general, projected operating results will be based on the judgment of our management team. In all cases, projections are only estimates of future results that are based upon assumptions made at the time that the projections are developed and the projected results may vary significantly from actual results. General economic, political and market conditions can have a material adverse impact on the reliability of such projections. In the event that the projections made in connection with our acquisitions, or future projections with respect to new acquisitions, are not accurate, such inaccuracies could materially and adversely affect us. Any of the foregoing matters could materially and adversely affect us.

Delinquencies and losses in the loan portfolios and other assets we acquire may exceed our initial forecasts developed during our due diligence investigation prior to their acquisition and, thus, produce lower returns than we believed our purchase price supported. Furthermore, our due diligence investigation may not reveal all material issues. If, during the diligence process, we fail to identify all relevant issues related to an acquisition, we may be forced to later write down or write off assets, restructure our operations, or incur impairment or other charges that could result in significant losses. Any of these events could materially and adversely affect us. Economic conditions may create an uncertain environment with respect to asset valuations and there is no certainty that we will be able to sell assets or institutions after we acquire them if we determine it would be in our best interests to do so. In addition, there may be limited liquidity for certain asset classes we hold, including commercial real estate and construction and development loans.

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Risks Relating to the Regulation of Our Industry

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 continues to materially affect our business.

In 2010, the President signed into law the Dodd-Frank Act, which imposes significant regulatory and compliance changes. The key effects of the Dodd-Frank Act on our business are:

- changes to regulatory capital requirements;
- creation of new government regulatory agencies (such as the Financial Stability Oversight Council, which oversees systemic risk, and the Consumer Bureau, which develops and enforces rules for bank and non-bank providers of consumer financial products);
- potential limitations on federal preemption;
- changes to deposit insurance assessments;
- regulation of debit interchange fees we earn;
- changes in retail banking regulations, including potential limitations on certain fees we may charge; and
- changes in regulation of consumer mortgage loan origination and risk retention.

Some provisions of the Dodd-Frank Act became effective immediately upon its enactment, while many others have come into effect over the last few years and now have finalized implementing regulations. Many provisions, however, still require regulations to be promulgated by various federal agencies in order to be implemented, some of which have been proposed by the applicable federal agencies. The provisions of the Dodd-Frank Act may have unintended effects, which will not be clear until several supervisory cycles are complete. The changes resulting from the Dodd-Frank Act have limited our business activities, required changes to certain of our business practices, imposed upon us more stringent capital, liquidity and leverage requirements or otherwise materially and may continue to adversely affect us. These changes may also require us to invest significant management attention and resources to evaluate and make any changes necessary to comply with new statutory and regulatory requirements. Failure to comply with the new requirements could also materially and adversely affect us. Any changes in the laws or regulations or their interpretations could be materially adverse to investors in our common stock

We operate in a highly regulated environment and the laws and regulations that govern our operations, corporate governance, executive compensation and accounting principles, or changes in them, or our failure to comply with them, could materially and adversely affect us.

We are subject to extensive regulation, supervision, and legislation by federal and state regulators and bodies that govern almost all aspects of our operations. Intended to protect clients, depositors and the DIF, these laws and regulations, among other matters, prescribe minimum capital requirements, impose limitations on the business activities in which we can engage (including foreclosure and collection practices), limit the dividends or distributions

that we can pay, restrict the ability of institutions to guarantee our debt, and impose certain specific accounting requirements on us that may be more restrictive and may result in greater or earlier charges to earnings or reductions in our capital than GAAP. On December 31, 2015, NBH Bank, formerly a national association chartered under federal law and supervised and regulated by the OCC, converted to a Colorado state-chartered bank. As such, following the conversion, NBH Bank became subject to examination, supervision and regulation by the Colorado Division of Banking and the Federal Reserve. Compliance with laws and regulations can be difficult and costly, and changes to laws and regulations often impose additional compliance costs. Our failure to comply with these laws and regulations, even if the failure follows good faith effort or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines and other penalties, any of which could materially and adversely affect us. Further, any new laws, rules and regulations could make compliance more difficult or expensive and also materially and adversely affect us.

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The FDIC's restoration plan and the related increased assessment rate could materially and adversely affect us.

The FDIC insures deposits at FDIC-insured depository institutions, such as our subsidiary bank, up to applicable limits. The amount of a particular institution's deposit insurance assessment is based on that institution's risk classification under an FDIC risk-based assessment system. An institution's risk classification is assigned based on its capital levels and the level of supervisory concern the institution poses to its regulators. As a result of recent economic conditions and the enactment of the Dodd-Frank Act, the FDIC has increased the deposit insurance assessment rates and thus raised deposit insurance premiums for insured depository institutions. If these increases are insufficient for the DIF to meet its funding requirements, there may need to be further special assessments or increases in deposit insurance premiums. We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional bank or financial institution failures, we may be required to pay even higher FDIC premiums than the recently increased levels. Any future additional assessments, increases or required prepayments in FDIC insurance premiums may materially and adversely affect us, including by reducing our profitability or limiting our ability to pursue certain business opportunities.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with laws and regulations, and our failure to comply with any supervisory actions to which we become subject as a result of such examinations could materially and adversely affect us.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with laws and regulations. If, as a result of an examination, a federal or state banking agency were to determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of any of our operations had become unsatisfactory, or that we or our management was in violation of any law or regulation, it may take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin "unsafe or unsound" practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. If we become subject to such regulatory actions, we could be materially and adversely affected.

We are subject to the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The Department of Justice and other federal agencies are responsible for enforcing these laws and regulations. A successful challenge to an institution's performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, and restrictions on expansion activity. Private parties may also have the ability to challenge an institution's performance under fair

lending laws in private class action litigation.

The Federal Reserve may require us to commit capital resources to support our subsidiary bank.

As a matter of policy, the Federal Reserve, which examines us and our subsidiaries, expects a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. Under the “source of strength” doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to such a subsidiary bank. In addition, the Dodd-Frank Act directs the federal bank regulators to require that all companies that directly or indirectly control an insured depository institution serve as a source of strength for the institution. Under this requirement, we could be required to provide financial assistance to our subsidiary bank should our subsidiary bank experience financial distress.

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A capital injection may be required at times when we do not have the resources to provide it and therefore we may be required to borrow the funds or raise additional equity capital from third parties. Any loans by a holding company to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of the subsidiary bank. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the holding company's general unsecured creditors, including the holders of its indebtedness. Any financing that must be done by the holding company in order to make the required capital injection may be difficult and expensive and may not be available on attractive terms, or at all, which likely would have a material adverse effect on us.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The federal Bank Secrecy Act, the USA PATRIOT Act and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network, established by the U.S. Treasury Department to administer the Bank Secrecy Act, is authorized to impose significant civil money penalties for violations of those requirements, and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the U.S. Department of Justice, Drug Enforcement Administration, and Internal Revenue Service. There is also increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control ("OFAC"). If our policies, procedures and systems are deemed deficient or the policies, procedures and systems of the financial institutions that we have already acquired or may acquire in the future are deficient, we would be subject to liability, including fines and regulatory actions (such as restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition plans), which could materially and adversely affect us. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us.

Federal, state and local consumer lending laws may restrict our ability to originate certain mortgage loans or increase our risk of liability with respect to such loans and could increase our cost of doing business.

Federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered "predatory." These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans, but these laws create the potential for liability with respect to our lending and loan investment activities. They increase our cost of doing business and, ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.



Our ability to pay dividends is subject to regulatory limitations and our bank subsidiary's ability to pay dividends to us is also subject to regulatory limitations.

Our ability to declare and pay dividends depends both on the ability of our bank subsidiary to pay dividends to us and on certain federal regulatory considerations, including the guidelines of the Federal Reserve regarding capital adequacy and dividends. Because we are a separate legal entity from our bank subsidiary and we do not have significant operations of our own, any dividends paid by us to our common shareholders would have to be paid from funds at the holding company level that are legally available therefor. However, as a bank holding company, we are subject to general regulatory restrictions on the payment of cash dividends. Federal bank regulatory agencies have the authority to prohibit bank holding companies from engaging in unsafe or unsound practices in conducting their business, which depending on the financial condition and liquidity of the holding company at the time, could include the payment of dividends. Additionally, various federal and state statutory provisions limit the amount of dividends that our bank subsidiary can pay to us as its holding company without regulatory approval. Finally, holders of our common stock are only entitled to receive such dividends as our board of directors may, in its unilateral discretion, declare out of funds legally available for such purpose based on a variety of considerations, including, without limitation, our historical and projected financial condition, liquidity and results of operations, capital levels, tax considerations, statutory and regulatory prohibitions and other limitations, general economic conditions and other factors deemed relevant by our board of directors. Accordingly, we may not pay the amount of dividends referenced in our current intention above, or any dividends at all, to our common shareholders in the future.

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Item 1B.UNRESOLVED STAFF COMMENTS.

None

Item 2.PROPERTIES.

Our principal executive offices are located in the Denver Tech Center area immediately south of Denver, Colorado. We also have approximately 70,000 square feet of office and operations space in Kansas City, Missouri. At December 31, 2015, we operated 53 banking centers in Colorado, 42 in Kansas and Missouri, and 2 in Texas. Of these banking centers, 20 locations were leased and 77 were owned. Prior to their closure at the conclusion of business on December 31, 2013, we also operated four banking centers in California and 32 limited-service retirement center locations in Colorado, Kansas, Missouri and Texas. During 2015, we consolidated three banking centers in our Bank Midwest network, and in the first quarter of 2016 we announced the consolidation of seven banking centers in our Community Banks of Colorado network during the second quarter of 2016.

Item 3.LEGAL PROCEEDINGS.

From time to time, we are a party to various litigation matters incidental to the conduct of our business. We are not presently party to any legal proceedings the resolution of which we believe would have a material adverse effect on our business, prospects, financial condition, results of operations or liquidity.

Item 4.MINE SAFETY DISCLOSURES.

None.

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## PART II

## Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

## Market for Registrant's Common Equity

Shares of the Company's common stock began trading on the New York Stock Exchange ("NYSE") under the symbol "NBHC" on September 20, 2012. Prior to September 20, 2012, there was no established public trading market for the Company's stock. The following table presents the high and low prices of actual transactions in the Company's common stock and cash dividends paid for the periods indicated:

| Year | Quarter | High     | Low      | Cash<br>Dividends |
|------|---------|----------|----------|-------------------|
| 2015 | First   | \$ 19.53 | \$ 17.69 | \$ 0.05           |
|      | Second  | \$ 21.30 | \$ 18.35 | \$ 0.05           |
|      | Third   | \$ 22.04 | \$ 19.20 | \$ 0.05           |
|      | Fourth  | \$ 23.55 | \$ 19.47 | \$ 0.05           |
| 2014 | First   | \$ 21.48 | \$ 18.77 | \$ 0.05           |
|      | Second  | \$ 20.61 | \$ 18.50 | \$ 0.05           |
|      | Third   | \$ 20.89 | \$ 18.94 | \$ 0.05           |
|      | Fourth  | \$ 19.95 | \$ 18.11 | \$ 0.05           |

The last sale price of our common stock on the NYSE was \$19.50 per share on February 25, 2016. The Company had 182 shareholders of record as of February 25, 2016. Management estimates that the number of beneficial owners is significantly greater.

In October 2012, we commenced the payment of a \$0.05 per share quarterly dividend to holders of our common stock.

As a bank holding company, any dividends paid to us by our bank subsidiary are subject to various federal and state regulatory limitations and also subject to the ability of our bank subsidiary to pay dividends to us. Other than (1) dividends from the Bank paid as noted above, (2) the cash held by the Company and (3) any future financing at the holding company level, we do not expect to have other liquidity sources at the holding company level. In addition, in the future, we and our bank subsidiary may enter into credit agreements or other financing arrangements that prohibit or otherwise restrict our ability to declare or pay cash dividends. Any determination to pay cash dividends in the future will be at the discretion of our Board of Directors and will depend on a variety of considerations, including, without limitation, our historical and projected financial condition, liquidity and results of operations, capital levels,

tax considerations, statutory and regulatory prohibitions and other limitations, general economic conditions and other factors deemed relevant by our Board of Directors. See “Risk Factors—Our ability to pay dividends is subject to regulatory limitations and our bank subsidiary’s ability to pay dividends to us is also subject to regulatory limitations.” We may also execute permanent capital reductions at the Bank level in accordance with federal and state regulatory guidelines as a source of liquidity for the holding company. See note 28 for discussion of a permanent capital reduction of \$140.0 million approved in February 2016.

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Performance Graph

The following graph presents a comparison of the Company's performance to the indices named below. It assumes \$100 invested on September 19, 2012, with dividends invested on a total return basis.

| Index                      | Period Ending |          |          |          |          |
|----------------------------|---------------|----------|----------|----------|----------|
|                            | 09/19/12      | 12/31/12 | 12/31/13 | 12/31/14 | 12/31/15 |
| NBH                        | 100.00        | 98.92    | 112.63   | 103.18   | 114.75   |
| KBW Regional Banking Index | 100.00        | 95.19    | 139.76   | 143.16   | 151.74   |
| Russell 2000 Index         | 100.00        | 99.74    | 138.46   | 145.24   | 138.83   |

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The following table sets forth information about our repurchases of our common stock during the fourth quarter of 2015:

| Period                             | Total Number of Shares (or Units) Purchased | Average Price Paid Per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (2)(3) |
|------------------------------------|---|--|---|--|
| October 1 - October 31, 2015 (1)   | 472   | \$ 22.06                               | -   | \$ 6,093,512   |
| November 1 - November 30, 2015 (1) | 431,306                                     | 23.04                                  | -   | 6,093,512  |
| December 1 - December 31, 2015 (1) | 94  | 20.91                                  | -   | 6,093,512  |
| Total                              | 431,872                                     | \$ 23.04                               | -   | \$ 6,093,512   |

- 
- (1) These shares represent shares purchased other than through publicly announced plans and were purchased pursuant to the Company's 2014 Omnibus Incentive Plan (the "2014 Plan"). Under the 2014 Plan, shares were purchased from plan participants at the then current market value in satisfaction of stock option exercise prices, settlements of restricted stock, and tax withholdings.
- (2) On February 11, 2015, the Company announced that the Board of Directors authorized the repurchase of up to an additional \$50.0 million of common stock. Under this authorization, \$6,093,512 remained available for purchase at December 31, 2015.
- (3) On January 21, 2016, the Board of Directors approved a \$50.0 million stock repurchase program.

#### Securities Authorized for Issuance under Equity Compensation Plans

During the second quarter of 2014, shareholders approved the 2014 Omnibus Incentive Plan. Under the 2014 Plan, the Compensation Committee of the Board of Directors has the authority to grant, from time to time, awards of options, stock appreciation rights, restricted stock, restricted stock units, performance units, other stock-based awards, or any combination thereof to eligible persons. As of December 31, 2015, the aggregate number of Company common stock available for issuance under the 2014 Plan was 5,707,826 shares.

During the second quarter of 2015, shareholders approved the Company's 2014 Employee Stock Purchase Plan ("ESPP"). The ESPP allows employees to purchase shares of common stock through payroll deductions up to a limit of \$25,000 per calendar year or 2,000 shares per offering period. The price an employee pays for shares is 90.0% of the fair market value of Company common stock on the last day of the offering period. As of December 31, 2015, the aggregate number of Company common stock available for issuance under the ESPP was 385,515 shares.

See note 17 to the consolidated financial statements for further detail related to these equity compensation plans.

| Plan Category                                 | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans |
|---|---|---|--|
| Equity plans approved by security holders     | 2,596,251   | \$ 19.84  | 6,093,341  |
| Equity plans not approved by security holders | -   | -   | -  |
| Total   | 2,596,251   | \$ 19.84  | 6,093,341  |

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## Item 6. SELECTED FINANCIAL DATA.

The following table sets forth summary selected historical financial information as of and for the five years ended December 31, 2015. The summary selected historical consolidated financial information set forth below is derived from our audited consolidated financial statements.

During the five years ended December 31, 2015, we consummated the Bank of Choice acquisition on July 22, 2011, the Community Banks of Colorado acquisition on October 21, 2011 and the Pine River acquisition on August 1, 2015. All acquisitions were accounted for using the acquisition method of accounting. Due to the timing of the acquisitions and the acquisition method of accounting, comparability may be limited. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The summary selected historical consolidated financial data set forth below should be read together with our consolidated financial statements and the related notes thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included elsewhere in this annual report. Such information is not necessarily indicative of anticipated future results. All amounts are presented in thousands, except share data, or as otherwise noted.

## Summary of Selected Historical Consolidated Financial Data

|  | December 31,<br>2015 | December 31,<br>2014 | December 31,<br>2013 | December 31,<br>2012 | December 31,<br>2011 |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|
| Consolidated Balance Sheet Information (unaudited):      |                      |                      |                      |                      |                      |
| Cash and cash equivalents                                | \$ 166,092           | \$ 256,979           | \$ 189,460           | \$ 769,180           | \$ 1,628,137         |
| Investment securities available-for-sale (at fair value) | 1,157,246            | 1,479,214            | 1,785,528            | 1,718,028            | 1,862,699            |
| Investment securities held-to-maturity                   | 427,503              | 530,590              | 641,907              | 577,486              | 6,801                |
| Non-marketable securities                                | 22,529               | 27,045               | 31,663               | 32,996               | 29,117               |
| Loans (1)  | 2,587,673            | 2,162,409            | 1,854,094            | 1,832,702            | 2,268,435            |
| Allowance for loan losses                                | (27,119)             | (17,613)             | (12,521)             | (15,380)             | (11,527)             |
| Loans, net   | 2,560,554            | 2,144,796            | 1,841,573            | 1,817,322            | 2,256,908            |
| Loans held for sale                                      | 13,292               | 5,146                | 5,787                | 5,368                | 5,616                |
| FDIC indemnification asset, net                          | —                    | 39,082               | 64,447               | 86,923               | 223,402              |
| Other real estate owned                                  | 20,814               | 29,120               | 70,125               | 94,808               | 120,636              |



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|   |              |              |              |              |              |
|---|--------------|--------------|--------------|--------------|--------------|
| Premises and equipment, net                   | 103,103      | 106,341      | 115,219      | 121,436      | 87,315       |
| Goodwill and other<br>intangible assets, net  | 72,059       | 76,513       | 81,859       | 87,205       | 92,553       |
| Other assets                                  | 140,716      | 124,820      | 86,547       | 100,023      | 38,842       |
| Total assets                                  | \$ 4,683,908 | \$ 4,819,646 | \$ 4,914,115 | \$ 5,410,775 | \$ 6,352,026 |
| Deposits                                      | \$ 3,840,677 | \$ 3,766,188 | \$ 3,838,309 | \$ 4,200,719 | \$ 5,063,053 |
| Other liabilities                             | 225,687      | 258,883      | 178,014      | 119,497      | 200,244      |
| Total liabilities                             | 4,066,364    | 4,025,071    | 4,016,323    | 4,320,216    | 5,263,297    |
| Total shareholders' equity                    | 617,544      | 794,575      | 897,792      | 1,090,559    | 1,088,729    |
| Total liabilities and<br>shareholders' equity | \$ 4,683,908 | \$ 4,819,646 | \$ 4,914,115 | \$ 5,410,775 | \$ 6,352,026 |

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|   | As of and for the years ended |            |            |            |            |      |          |      |          |      |
|---|-------------------------------|------------|------------|------------|------------|------|----------|------|----------|------|
|   | December                      |            | December   |            | December   |      | December |      | December |      |
|   | 31,                           | 31,        | 31,        | 31,        | 31,        | 31,  | 31,      | 31,  | 31,      | 31,  |
|   | 2015                          | 2014       | 2013       | 2012       | 2011       | 2010 | 2009     | 2008 | 2007     | 2006 |
| Consolidated Statement of Operations Data:          |                               |            |            |            |            |      |          |      |          |      |
| Interest income                                     | \$ 171,407                    | \$ 184,662 | \$ 195,475 | \$ 233,485 | \$ 197,159 |      |          |      |          |      |
| Interest expense                                    | 14,462                        | 14,413     | 16,514     | 29,234     | 41,696     |      |          |      |          |      |
| Net interest income                                 | 156,945                       | 170,249    | 178,961    | 204,251    | 155,463    |      |          |      |          |      |
| Provision for loan losses                           | 12,444                        | 6,209      | 4,296      | 27,995     | 20,002     |      |          |      |          |      |
| Net interest income after provision for loan losses | 144,501                       | 164,040    | 174,665    | 176,256    | 135,461    |      |          |      |          |      |
| Bargain purchase gain                               | 1,048                         | —          | —          | —          | 60,520     |      |          |      |          |      |
| Non-interest income                                 | 21,448                        | (1,696)    | 20,177     | 37,379     | 28,966     |      |          |      |          |      |
| Non-interest expense                                | 158,024                       | 150,003    | 183,965    | 209,598    | 155,538    |      |          |      |          |      |
| Income before income taxes                          | 7,925                         | 12,341     | 10,877     | 4,037      | 69,409     |      |          |      |          |      |
| Provision for income before taxes                   | 3,044                         | 3,165      | 3,950      | 4,580      | 27,446     |      |          |      |          |      |
| Net income (loss)                                   | \$ 4,881                      | \$ 9,176   | \$ 6,927   | \$ (543)   | \$ 41,963  |      |          |      |          |      |
| Share Information(2):                               |                               |            |            |            |            |      |          |      |          |      |
| Earnings (loss) per share, basic                    | \$ 0.14                       | \$ 0.22    | \$ 0.14    | \$ (0.01)  | \$ 0.81    |      |          |      |          |      |
| Earnings (loss) per share, diluted                  | \$ 0.14                       | \$ 0.22    | \$ 0.14    | \$ (0.01)  | \$ 0.81    |      |          |      |          |      |
| Dividends paid                                      | \$ 0.20                       | \$ 0.20    | \$ 0.20    | \$ 0.05    | \$ —       |      |          |      |          |      |
| Book value per share                                | \$ 20.34                      | \$ 20.43   | \$ 19.99   | \$ 20.84   | \$ 20.87   |      |          |      |          |      |
| Tangible book value per share(3)                    | \$ 18.22                      | \$ 18.63   | \$ 18.27   | \$ 19.23   | \$ 19.13   |      |          |      |          |      |
| Tangible common equity to tangible assets(3)        | 11.98                         | % 15.25    | % 16.97    | % 18.89    | % 15.94    |      |          |      |          |      |
| Weighted average common shares outstanding, basic   | 34,349,996                    | 42,404,609 | 50,790,410 | 52,214,175 | 51,978,744 |      |          |      |          |      |
| Weighted average common shares outstanding, diluted | 34,363,487                    | 42,421,014 | 50,824,422 | 52,214,175 | 52,104,021 |      |          |      |          |      |
| Common shares outstanding                           | 30,358,509                    | 38,884,953 | 44,918,336 | 52,327,672 | 52,157,697 |      |          |      |          |      |

(1) Total loans are net of unearned discounts and deferred fees and costs.

(2) Per share information is calculated based on the aggregate number of our shares of Class A common stock and Class B non-voting common stock outstanding.

(3) Tangible book value per share and tangible common equity to tangible assets are non-GAAP financial measures. Tangible book value per share is computed as total shareholders' equity less goodwill (adjusted for deferred taxes) and other intangible assets, net, divided by common shares outstanding at the balance sheet date. For purposes of computing tangible common equity to tangible assets, tangible common equity is calculated as common shareholders' equity less goodwill (adjusted for deferred taxes) and other intangible assets, net, and tangible assets is calculated as total assets less goodwill (adjusted for deferred taxes) and other intangible assets, net. We believe that the most directly comparable GAAP financial measures are book value per share and total shareholders' equity to total assets. See the reconciliation under "About Non-GAAP Financial Measures."



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|  | As of and for the years ended |   |                      |   |                      |   |                      |   |                      |   |
|--|-------------------------------|---|----------------------|---|----------------------|---|----------------------|---|----------------------|---|
|  | December 31,<br>2015          |   | December 31,<br>2014 |   | December 31,<br>2013 |   | December 31,<br>2012 |   | December 31,<br>2011 |   |
| Key Ratios   |                               |   |                      |   |                      |   |                      |   |                      |   |
| Return on average assets   | 0.10                          | % | 0.19                 | % | 0.13                 | % | (0.01)               | % | 0.81                 | % |
| Return on average tangible assets (1)                                      | 0.17                          | % | 0.26                 | % | 0.20                 | % | 0.05                 | % | 0.88                 | % |
| Return on average equity   | 0.70                          | % | 1.07                 | % | 0.67                 | % | (0.05)               | % | 4.01                 | % |
| Return on average tangible common equity (1)                               | 1.29                          | % | 1.58                 | % | 1.06                 | % | 0.27                 | % | 4.62                 | % |
| Interest-earning assets to interest-bearing liabilities (end of period)(2) | 133.71                        | % | 137.36               | % | 137.05               | % | 134.44               | % | 127.91               | % |
| Loans to deposits ratio (end of period)                                    | 67.72                         | % | 57.55                | % | 48.46                | % | 43.76                | % | 44.91                | % |
| Average equity to average assets   | 14.52                         | % | 17.68                | % | 20.07                | % | 18.91                | % | 20.26                | % |
| Non-interest bearing deposits to total deposits (end of period)            | 21.22                         | % | 19.45                | % | 17.59                | % | 16.14                | % | 13.41                | % |
| Net interest margin (3)  | 3.54                          | % | 3.83                 | % | 3.81                 | % | 3.98                 | % | 3.40                 | % |
| Net interest margin (fully taxable equivalent)(1)(3)                       | 3.60                          | % | 3.85                 | % | 3.81                 | % | 3.98                 | % | 3.40                 | % |
| Interest rate spread (4)   | 3.48                          | % | 3.72                 | % | 3.68                 | % | 3.81                 | % | 3.17                 | % |
| Yield on earning assets(2)   | 3.86                          | % | 4.15                 | % | 4.16                 | % | 4.55                 | % | 4.31                 | % |
| Yield on earning assets (fully taxable equivalent) (1)(2)                  | 3.92                          | % | 4.17                 | % | 4.16                 | % | 4.55                 | % | 4.31                 | % |
| Cost of interest bearing liabilities (2)                                   | 0.44                          | % | 0.45                 | % | 0.48                 | % | 0.74                 | % | 1.15                 | % |
| Cost of deposits   | 0.36                          | % | 0.37                 | % | 0.41                 | % | 0.64                 | % | 1.05                 | % |
|  | 3.27                          | % | 3.08                 | % | 3.55                 | % | 3.62                 | % | 3.01                 | % |

|   |        |   |        |   |        |   |       |   |       |
|---|--------|---|--------|---|--------|---|-------|---|-------|
| Non-interest expense to average assets                              |        |   |        |   |        |   |       |   |       |
| Efficiency ratio  | 85.55  | % | 85.82  | % | 89.70  | % | 84.53 | % | 61.72 |
| Dividend Payout Ratio   | 142.86 | % | 90.91  | % | 142.86 | % | NM    |   | 0.00  |
|   |        |   |        |   |        |   |       |   |       |
| Asset Quality Data(5)(6)(7)   |        |   |        |   |        |   |       |   |       |
| Non-performing loans to total loans                                 | 0.99   | % | 0.50   | % | 1.31   | % | 1.26  | % | 1.66  |
| Non-performing non 310-30 assets to total non 310-30 loans and OREO | 1.81   | % | 1.86   | % | 5.00   | % | 6.19  | % | 6.71  |
| Allowance for loan losses to total loans                            | 1.05   | % | 0.81   | % | 0.68   | % | 0.84  | % | 0.51  |
| Allowance for loan losses to non-performing loans                   | 105.74 | % | 162.89 | % | 51.43  | % | 66.53 | % | 30.52 |
| Net charge-offs to average loans                                    | 0.12   | % | 0.05   | % | 0.41   | % | 1.20  | % | 0.51  |

(1) Ratio represents non-GAAP financial measure. See non-GAAP reconciliation below.

(2) Interest earning assets include assets that earn interest/accretion or dividends, which is not part of interest earning assets. Any market value adjustments on investment securities are excluded from interest-earning assets. Interest bearing liabilities include liabilities that must be paid interest.

(3) Net interest margin represents net interest income, including accretion income on interest earning assets, as a percentage of average interest earning assets.

(4) Interest rate spread represents the difference between the weighted average yield on interest earning assets and the weighted average cost of interest bearing liabilities.

(5) Non-performing loans were redefined during the third quarter of 2014 to only include non-accrual loans and restructured loans on non-accrual, and exclude any loans accounted for under ASC 310-30 in which the pool is still performing. All previous periods have been restated.

(6) Non-performing assets include non-performing loans, other real estate owned and other repossessed assets.

(7) Total loans are net of unearned discounts and fees.

NM – Not Meaningful

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About Non-GAAP Financial Measures

Certain of the financial measures and ratios we present, including “operating expense,” “tangible assets,” “return on average tangible assets,” “return on average tangible common equity,” “tangible common book value,” “tangible common book value per share,” “tangible common equity,” “tangible common equity to tangible assets,” and “fully taxable equivalent” metrics are supplemental measures that are not required by, or are not presented in accordance with, U.S. generally accepted accounting principles (GAAP). We refer to these financial measures and ratios as “non-GAAP financial measures.” We consider the use of select non-GAAP financial measures and ratios to be useful for financial and operational decision making and useful in evaluating period-to-period comparisons. We believe that these non-GAAP financial measures provide meaningful supplemental information regarding our performance by excluding certain expenditures or assets that we believe are not indicative of our primary business operating results or by presenting certain metrics on a fully taxable equivalent basis. We believe that management and investors benefit from referring to these non-GAAP financial measures in assessing our performance and when planning, forecasting, analyzing and comparing past, present and future periods.

These non-GAAP financial measures are presented for supplemental informational purposes only and should not be considered a substitute for financial information presented in accordance with GAAP. The non-GAAP financial measures we present may differ from non-GAAP financial measures used by our peers or other companies. In particular, the items that we exclude in our adjustments are not necessarily consistent with the items that our peers may exclude from their results of operations and key financial measures and therefore may limit the comparability of similarly named financial measures and ratios. We compensate for these limitations by providing the equivalent GAAP measures whenever we present the non-GAAP financial measures and by including a reconciliation of the impact of the components adjusted for in the non-GAAP financial measure so that both measures and the individual components may be considered when analyzing our performance.

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A reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures is as follows.

|   | As of and for the years ended |   |                   |   |                   |   |                   |   |                   |   |
|---|-------------------------------|---|-------------------|---|-------------------|---|-------------------|---|-------------------|---|
|   | December 31, 2015             |   | December 31, 2014 |   | December 31, 2013 |   | December 31, 2012 |   | December 31, 2011 |   |
| Total shareholders' equity                              | \$ 617,544                    |   | \$ 794,575        |   | \$ 897,792        |   | \$ 1,090,559      |   | \$ 1,088,729      |   |
| Less: goodwill and intangible assets, net               | (72,060)                      |   | (76,513)          |   | (81,859)          |   | (87,205)          |   | (92,553)          |   |
| Add: deferred tax liability related to goodwill         | 7,772                         |   | 6,222             |   | 4,671             |   | 3,121             |   | 1,571             |   |
| Tangible common equity (non-GAAP)                       | \$ 553,256                    |   | \$ 724,284        |   | \$ 820,604        |   | \$ 1,006,475      |   | \$ 997,747        |   |
| Total assets  | \$ 4,683,908                  |   | \$ 4,819,646      |   | \$ 4,914,115      |   | \$ 5,410,775      |   | \$ 6,352,026      |   |
| Less: goodwill and intangible assets, net               | (72,060)                      |   | (76,513)          |   | (81,859)          |   | (87,205)          |   | (92,553)          |   |
| Add: deferred tax liability related to goodwill         | 7,772                         |   | 6,222             |   | 4,671             |   | 3,121             |   | 1,571             |   |
| Tangible assets (non-GAAP)                              | \$ 4,619,620                  |   | \$ 4,749,355      |   | \$ 4,836,927      |   | \$ 5,326,691      |   | \$ 6,261,044      |   |
| Tangible common equity to tangible assets calculations: |                               |   |                   |   |                   |   |                   |   |                   |   |
| Total shareholders' equity to total assets              | 13.18                         | % | 16.49             | % | 18.27             | % | 20.16             | % | 17.14             | % |
| Less: impact of goodwill and intangible assets, net     | (1.20)                        | % | (1.24)            | % | (1.30)            | % | (1.27)            | % | (1.20)            | % |
| Tangible common equity to tangible assets (non-GAAP)    | 11.98                         | % | 15.25             | % | 16.97             | % | 18.89             | % | 15.94             | % |
| Common book value per share calculations:               |                               |   |                   |   |                   |   |                   |   |                   |   |
| Total shareholders' equity                              | \$ 617,544                    |   | \$ 794,575        |   | \$ 897,792        |   | \$ 1,090,559      |   | \$ 1,088,729      |   |
| Divided by: ending shares outstanding                   | 30,358,509                    |   | 38,884,953        |   | 44,918,336        |   | 52,327,672        |   | 52,157,697        |   |
| Common book value per share                             | \$ 20.34                      |   | \$ 20.43          |   | \$ 19.99          |   | \$ 20.84          |   | \$ 20.87          |   |

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Tangible common  
book value per share  
calculations:

|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Tangible common<br>equity (non-GAAP)                  | \$ 553,256 | \$ 724,284 | \$ 820,604 | \$ 1,006,475 | \$ 997,747 |
| Divided by: ending<br>shares outstanding              | 30,358,509 | 38,884,953 | 44,918,336 | 52,327,672   | 52,157,697 |
| Tangible common<br>book value per share<br>(non-GAAP) | \$ 18.22   | \$ 18.63   | \$ 18.27   | \$ 19.23     | \$ 19.13   |

Tangible common  
book value per share,  
excluding  
accumulated other  
comprehensive  
income calculations:

|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Tangible common<br>equity (non-GAAP)  | \$ 553,256 | \$ 724,284 | \$ 820,604 | \$ 1,006,475 | \$ 997,747 |
| Less: accumulated<br>other comprehensive<br>income, net of tax  | (95)       | (5,839)    | 6,756      | (40,573)     | (47,022)   |
| Tangible common<br>book value, excluding<br>accumulated other<br>comprehensive<br>income, net of tax<br>(non-GAAP)              | 553,161    | 718,445    | 827,360    | 965,902      | 950,725    |
| Divided by: ending<br>shares outstanding  | 30,358,509 | 38,884,953 | 44,918,336 | 52,327,672   | 52,157,697 |
| Tangible common<br>book value per share,<br>excluding<br>accumulated other<br>comprehensive<br>income, net of tax<br>(non-GAAP) | \$ 18.22   | \$ 18.48   | \$ 18.42   | \$ 18.46     | \$ 18.23   |



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## Return on Average Tangible Assets and Return on Average Tangible Equity

|   | As of and for the years ended |   |                   |   |                   |   |                   |   |                   |   |
|---|-------------------------------|---|-------------------|---|-------------------|---|-------------------|---|-------------------|---|
|   | December 31, 2015             |   | December 31, 2014 |   | December 31, 2013 |   | December 31, 2012 |   | December 31, 2011 |   |
| Net income  | \$ 4,881                      |   | \$ 9,176          |   | \$ 6,927          |   | \$ (543)          |   | \$ 41,963         |   |
| Add: impact of core deposit intangible amortization expense, after tax                      | 3,295                         |   | 3,260             |   | 3,235             |   | 3,233             |   | 2,635             |   |
| Net income adjusted for impact of core deposit intangible amortization expense, after tax   | \$ 8,176                      |   | \$ 12,436         |   | \$ 10,162         |   | \$ 2,690          |   | \$ 44,598         |   |
| Average assets  | \$ 4,831,070                  |   | \$ 4,867,929      |   | \$ 5,175,210      |   | \$ 5,786,762      |   | \$ 5,166,172      |   |
| Less: average goodwill and intangible assets, net of deferred tax asset related to goodwill | (66,549)                      |   | (73,074)          |   | (79,964)          |   | (86,841)          |   | (80,248)          |   |
| Average tangible assets (non- GAAP)   | \$ 4,764,521                  |   | \$ 4,794,855      |   | \$ 5,095,246      |   | \$ 5,699,921      |   | \$ 5,085,924      |   |
| Average shareholder's equity  | \$ 701,476                    |   | \$ 860,691        |   | \$ 1,038,753      |   | \$ 1,093,998      |   | \$ 1,045,459      |   |
| Less: average goodwill and intangible assets, net of deferred tax asset related to goodwill | (66,549)                      |   | (73,074)          |   | (79,964)          |   | (86,841)          |   | (80,248)          |   |
| Average tangible common equity (non-GAAP)   | \$ 634,927                    |   | \$ 787,617        |   | \$ 958,789        |   | \$ 1,007,157      |   | \$ 965,211        |   |
| Return on average assets  | 0.10                          | % | 0.19              | % | 0.13              | % | (0.01)            | % | 0.81              | % |
| Return on average tangible assets (non-GAAP)  | 0.17                          | % | 0.26              | % | 0.20              | % | 0.05              | % | 0.88              | % |
| Return on average equity  | 0.70                          | % | 1.07              | % | 0.67              | % | (0.05)            | % | 4.01              | % |
| Return on average tangible common equity (non-GAAP)   | 1.29                          | % | 1.58              | % | 1.06              | % | 0.27              | % | 4.62              | % |

## Fully Taxable Equivalent Yield on Earning Assets and Net Interest Margin

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|  | As of and for the years ended |   |                   |   |                   |   |                   |   |                   |   |
|--|-------------------------------|---|-------------------|---|-------------------|---|-------------------|---|-------------------|---|
|  | December 31, 2015             |   | December 31, 2014 |   | December 31, 2013 |   | December 31, 2012 |   | December 31, 2011 |   |
| Interest income  | \$ 171,407                    |   | \$ 184,662        |   | \$ 195,475        |   | \$ 233,485        |   | \$ 197,159        |   |
| Add: impact of taxable equivalent adjustment                 | 2,695                         |   | 930               |   | —                 |   | —                 |   | —                 |   |
| Interest income, fully taxable equivalent (non-GAAP)         | \$ 174,102                    |   | \$ 185,592        |   | \$ 195,475        |   | \$ 233,485        |   | \$ 197,159        |   |
| Net interest income  | \$ 156,945                    |   | \$ 170,249        |   | \$ 178,961        |   | \$ 204,251        |   | \$ 155,463        |   |
| Add: impact of taxable equivalent adjustment                 | 2,695                         |   | 930               |   | —                 |   | —                 |   | —                 |   |
| Net interest income, fully taxable equivalent (non-GAAP)     | \$ 159,640                    |   | \$ 171,179        |   | \$ 178,961        |   | \$ 204,251        |   | \$ 155,463        |   |
| Average earning assets                                       | \$ 4,439,139                  |   | \$ 4,446,903      |   | \$ 4,698,552      |   | \$ 5,130,836      |   | \$ 4,571,331      |   |
| Yield on earning assets                                      | 3.86                          | % | 4.15              | % | 4.16              | % | 4.55              | % | 4.31              | % |
| Yield on earning assets, fully taxable equivalent (non-GAAP) | 3.92                          | % | 4.17              | % | 4.16              | % | 4.55              | % | 4.31              | % |
| Net interest margin  | 3.54                          | % | 3.83              | % | 3.81              | % | 3.98              | % | 3.40              | % |
| Net interest margin, fully taxable equivalent (non-GAAP)     | 3.60                          | % | 3.85              | % | 3.81              | % | 3.98              | % | 3.40              | % |

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Item 7:MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following management's discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes as of and for the years ended December 31, 2015, 2014, and 2013, and with the other financial and statistical data presented in this annual report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions that may cause actual results to differ materially from management's expectations. Factors that could cause such differences are discussed in the section entitled “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” and should be read herewith.

On December 31, 2015, our bank subsidiary converted to a Colorado state-chartered bank and changed its name from NBH Bank, N.A. to NBH Bank. All references to NBH Bank should be considered synonymous with references to NBH Bank, N.A. prior to the name change.

All amounts are in thousands, except share data, or as otherwise noted.

Overview

National Bank Holdings Corporation is a bank holding company formed in 2009, with banking operations beginning in October 2010. We completed an initial public offering of our stock on September 20, 2012, when we began trading on the NYSE under the ticker symbol “NBHC.” Through our subsidiary, NBH Bank, we provide a variety of banking products to both commercial and consumer clients through a network of 97 banking centers, located in Colorado, the greater Kansas City area and Texas, and through online and mobile banking products. We operate under the following brand names: Community Banks of Colorado in Colorado, Bank Midwest in Kansas and Missouri, and Hillcrest Bank in Texas.

In 2010 and 2011, we completed the acquisition and integration of four problem or failed banks, three of which were FDIC-assisted. During the third quarter of 2015, we completed the acquisition of Pine River, which is included in our Community Banks of Colorado brand. We have transformed these five banks into one collective banking operation with steadily increasing organic growth, prudent underwriting, and meaningful market share with continued opportunity for expansion. Our long-term business model utilizes our organic development infrastructure, low-risk balance sheet, continuous operational development and a disciplined acquisition strategy to create value and provide opportunities for growth.

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As of December 31, 2015, we had \$4.7 billion in assets, \$2.6 billion in loans, \$3.8 billion in deposits and \$0.6 billion in equity. We believe that our established presence positions us well for growth opportunities. Our focus is on building strong banking relationships with small to medium-sized businesses and consumers, while maintaining a low risk profile designed to generate reliable income streams and attractive returns. Through our acquisitions, we have established a solid financial services franchise with a sizable presence for deposit gathering and client relationship building necessary for growth.

### Operating Highlights and Key Challenges

Our operations resulted in the following highlights as of and for the year ended December 31, 2015 (except as noted):

#### Strategic execution

- Originated \$966.9 million in loans, driving total loan growth of 19.7%, and 32.5% originated loan growth, with net charge-offs of only 12 basis points for 2015.
- Maintained a conservatively structured loan portfolio represented by diverse industries and conservative concentrations.
- Opportunistic capital management – repurchased 8.6 million shares, or 22.2%, at a weighted average price of \$20.16. Since early 2013, we have repurchased 42.3% of our shares outstanding, at a weighted average price of \$19.88.
- Maintained focus on expenses and enhancing operational efficiencies – 2015 operating expenses, net of Pine River operating expenses, decreased 3.2% from the prior year.

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- Converted core operating systems during 2015, resulting in expected annual savings of approximately \$4.0 million per year.
- Completed the acquisition of Pine River on August 1, 2015 for \$9.5 million cash. The acquisition resulted in a \$1.0 million bargain purchase gain. Assets and liabilities recorded at fair value included cash and investments of \$64.4 million; loans of \$64.3 million; and deposits of \$130.1 million.
- Completed regulatory initiatives, including the termination of operating agreement with the OCC, the termination of the loss-share agreements with the FDIC with a \$4.9 million gain, and the Bank's charter conversion from a national association to a Colorado state-chartered bank.

Loan portfolio

- Total loans ended 2015 at \$2.6 billion, a 19.7% increase from the prior year.
- Organic loan originations totaled \$966.9 million, an 11.2% increase from the prior year.
- Strategic loans at December 31, 2015 increased a strong \$507.2 million, or 25.9% from the prior year.
- Successfully exited \$81.9 million, or 40.6%, of the remaining acquired non-strategic loan portfolio during 2015.
- Maintained a diverse loan portfolio with no single industry sector comprised more than 15% of total loan exposure.

Credit quality

Non 310-30 loans

- Net charge-offs in the non 310-30 portfolio remained low at just 0.12% during 2015.
- Credit quality remained strong, as 90 days past due and non-accruing loans were just 1.08% of total loans at December 31, 2015. Non performing non 310-30 assets to total non 310-30 loans and OREO declined to 1.81% from 1.86% in the prior year.

ASC 310-30 loans

- Added a net \$18.0 million to accretable yield for the acquired loans accounted for under ASC 310-30.
- Realized 19.9% yield on ASC 310-30 loans during 2015.
- 310-30 loans represented 7.8% of total loans at December 31, 2015, compared to 12.9% in the prior year.

Client deposit funded balance sheet

Average transaction deposits and client repurchase agreements increased \$237.9 million, or 9.5%, from the prior year.

- Relationship banking model drove solid growth in average demand deposits, adding \$81.6 million, or 11.6%, from prior year.
- Total deposits increased \$74.5 million, or 2.0%, from 2014, driven by growth of \$240.6 million, or 9.5%, in transaction deposits and client repurchase agreements, offset by a decrease in higher-cost average time deposits \$140.6 million, or 9.9%.
- Strongly client-funded balance sheet, with total deposits and client repurchase agreements comprising 97.8% of total liabilities as of December 31, 2015.

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Revenues and expenses

- Net interest income totaled \$156.9 million and decreased \$13.3 million, or 7.8%, from 2014, primarily driven by lower levels of higher-yielding acquired loans.
- The continued resolution of the higher-yielding acquired non-strategic loan portfolio and higher levels of lower-yielding short-term investments led to a 25 basis point narrowing of the fully taxable equivalent net interest margin to 3.60% from 3.85%.
- Banking related non-interest income totaled \$33.0 million during 2015, an increase of \$2.6 million, or 8.6%, compared to 2014, as a result of increases in bank card fees, gain on sales of mortgages, mark-to-market adjustments related to fair value interest rate swaps on fixed-rate term loans, and bank-owned life insurance income.
- Total non-interest income for 2015 was \$21.4 million compared to a negative \$1.7 million in 2014, an increase of \$23.1 million. The increase was largely due to \$21.1 million higher FDIC related income driven by \$7.0 million less indemnification amortization, \$9.2 million increase in other FDIC loss-share income, and a \$4.9 million gain on the termination of the FDIC loss-share agreements.
- Non-interest expense totaled \$158.0 million in 2015, an increase of \$8.0 million from 2014. The increase was driven by lower year-over-year OREO gains of \$7.0 million, one-time core system conversion-related expenses of \$3.0 million, efficiency initiative expenses related to severance accruals and banking center consolidation expense accruals of \$2.4 million, the change in warrant liability fair value adjustments of \$3.1 million, and \$2.1 million related to the addition of Pine River.
- Our non-GAAP measure of operating expenses (excludes OREO expenses, problem loan expense, and one-time expenses related to the impact from the change in the warrant liability, contract termination expenses, banking center consolidation expense accruals, severance expense accruals, core system conversion-related expenses, acquisition-related expenses) totaled \$145.9 million and decreased a net \$4.8 million, or 3.2%, from 2014, as a result of management expense initiatives, led by banking center consolidations and successful vendor contract negotiations, while covering \$1.4 million of additional Pine River Valley Bank operating expenses.
- Problem loan/OREO workout expenses totaled \$4.5 million for 2015, increasing \$6.4 million from the prior year. The increase was driven by lower year-over-year OREO gains of \$7.0 million.

Strong capital position

- Capital ratios are strong as our capital position remains well in excess of federal bank regulatory thresholds. As of December 31, 2015, our consolidated tier 1 leverage ratio was 11.75% and our consolidated tier 1 risk-based capital and common equity tier 1 risk-based capital ratios were both 17.48%.
- The excess accretable yield on ASC 310-30 loans above a 4.0% yield (an approximate yield on new loan originations), and discounted at 5%, adds \$1.21 after-tax to our tangible book value per share as of December 31, 2015, resulting in a tangible common book value per share of \$19.43.
- During 2015, we repurchased 8.6 million shares, or 22.2% of outstanding shares, at a weighted average price of \$20.16 per share. Since early 2013, we have repurchased 22.1 million shares, or 42.3% of then outstanding shares, at an attractive weighted average price of \$19.88 per share.
- In January 2016, we authorized a new program to repurchase up to \$50.0 million of the Company's common stock.





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Key Challenges

There are a number of significant challenges confronting us and our industry. In our short history, we have acquired distressed financial institutions, and sought to rebuild them and implement operational efficiencies across the enterprise as a whole. We face continual challenges implementing our business strategy, including growing the assets and deposits of our business amidst intense competition, particularly for loans, low interest rates, changes in the regulatory environment and identifying and consummating disciplined merger and acquisition opportunities in a very competitive environment.

General economic conditions continued to modestly improve in 2015, but continue to be somewhat dampened by the uncertainty about the strength of the recovery, both nationally and in our markets. Residential real estate values have largely recovered from their lows and commercial real estate property fundamentals continued to improve in our markets and nationally across all property types and classes. We consider this with guarded optimism. A significant portion of our loan portfolio is secured by real estate and any deterioration in real estate values or credit quality or elevated levels of non-performing assets would ultimately have a negative impact on the quality of our loan portfolio.

Oil and gas prices declined significantly during 2014 and remained depressed throughout 2015. The full impact to the broad economy, to banks in general, and to us, is yet to be determined. Energy loans comprise only 5.7% of our total loans; however, prolonged or further pricing pressure on oil and gas could lead to increased credit stress in our energy portfolio. Suppressed energy prices may lead to an increase in consumer spending in the short term, but the decline could have unpredictable secondary impacts such as job losses in industries tied to energy, lower borrowing needs, higher transaction deposit balances or a number of other effects that are difficult to isolate or quantify.

Our total loan balances increased \$425.3 million during 2015, or 19.7%, on the strength of \$966.9 million of loan originations, partially offset by loan paydowns, particularly in our non-strategic portfolio. Our acquired loans have produced higher yields than our originated loans, due to the recognition of accretion of fair value adjustments and accretable yield. The tepid economic recovery and intense loan competition have kept interest rates low during 2015, limiting the yields we have been able to obtain on originated loans. During 2015, our weighted average yield on loan originations was 3.52% (fully taxable equivalent), which is lower than the 2014 weighted average yield of our total loan portfolio of 3.78% (fully taxable equivalent). We expect downward pressure on the yields on our total loan portfolio to the extent that our originated loan portfolio does not provide sufficient yields to replace the high yields on the acquired loan portfolio as they pay down or pay off. Growth in our interest income will ultimately be dependent on our ability to generate sufficient volumes of high-quality originated loans.

Increased regulation, impending new liquidity and capital constraints, and a continual need to bolster cybersecurity are adding costs and uncertainty to all U.S. banks and could affect profitability. Also, nontraditional participants in the market may offer increased competition as non-bank payment businesses are expanding into traditional banking products. While certain external factors are out of our control and may provide obstacles to our business strategy, we believe that we are prepared to deal with these challenges. We seek to remain flexible, yet methodical and proactive,

in our strategic decision making so that we can quickly respond to market changes and the inherent challenges and opportunities that accompany such changes.

#### Performance Overview

As a financial institution, we routinely evaluate and review our consolidated statements of financial condition and results of operations. We evaluate the levels, trends and mix of the statements of financial condition and statements of operations line items and compare those levels to our budgeted expectations, our peers, industry averages and trends.

Within our statements of financial condition, we specifically evaluate and manage the following:

Loan balances - We monitor our loan portfolio to evaluate loan originations, payoffs, concentrations and profitability. We forecast loan originations and payoffs within the overall loan portfolio, and we work to resolve problem loans and OREO in an expeditious manner. We track the runoff of our “non-strategic” loans and put particular emphasis on the buildup of “strategic” relationships.

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Asset quality - We monitor the asset quality of our loans and OREO through a variety of metrics, and we work to resolve problem assets in an efficient manner. Specifically, we monitor the resolution of problem loans through payoffs, pay downs, troubled debt restructurings and foreclosure activity. We marked all of our acquired assets to fair value at the date of their respective acquisitions, taking into account our estimation of credit quality.

Many of the loans that we acquired in the Hillcrest Bank, Bank of Choice and Community Banks of Colorado acquisitions had deteriorated credit quality at the respective dates of acquisition. These loans are accounted for under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. This guidance is described more fully below under “Application of Critical Accounting Policies” and in note 2 in our consolidated financial statements.

Our evaluation of traditional credit quality metrics and the allowance for loan losses (“ALL”) levels, especially when compared to industry averages or to other financial institutions, takes into account that any credit quality deterioration that existed at the date of acquisition was considered in the original valuation of those assets on our balance sheet. These factors limit the comparability of our credit quality and ALL levels to peers or other financial institutions.

Deposit balances - We monitor our deposit levels by type, market and rate. Our loans are funded through our deposit base, and we seek to optimize our deposit mix in order to provide reliable, low-cost funding sources.

Liquidity - We monitor liquidity based on policy limits and through projections of sources and uses of cash. In order to test the adequacy of our liquidity, we routinely perform various liquidity stress test scenarios that incorporate wholesale funding maturities, if any, certain deposit run-off rates and access to borrowings. We manage our liquidity primarily through our balance sheet mix, including our cash and our investment security portfolio, and the interest rates that we offer on our loan and deposit products, coupled with contingency funding plans as necessary.

Capital - We monitor our capital levels, including evaluating the effects of share repurchases and potential acquisitions, to ensure continued compliance with regulatory requirements. We review our tier 1 leverage capital ratios, common equity tier 1 ratios, our tier 1 risk-based capital ratios and our total risk-based capital ratios on a regular basis.

Within our consolidated results of operations, we specifically evaluate the following:

Net interest income - Net interest income represents the amount by which interest income on interest earning assets exceeds interest expense incurred on interest bearing liabilities. We generate interest income through interest and dividends on loans, investment securities and interest bearing bank deposits. Our acquired loans have generally

provided higher yields than our originated loans due to the recognition of accretion of fair value adjustments and accretable yield, and as a result, we have historically had downward pressure on our interest income. While there is still some volatility in our interest income due to the nature of our portfolio, solid loan originations are helping to stabilize interest income by offsetting the decrease in interest income from the higher yielding acquired loans with the interest income earned on new loan originations. We incur interest expense on our interest bearing deposits, repurchase agreements and on our FHLB advances, and we would also incur interest expense on any future borrowings, including any debt assumed in acquisitions. We strive to maximize our interest income by acquiring and originating loans and investing excess cash in investment securities. Furthermore, we seek to minimize our interest expense through low-cost funding sources, thereby maximizing our net interest income.

Provision for loan losses - The provision for loan losses includes the amount of expense that is required to maintain the ALL at an adequate level to absorb probable losses inherent in the non 310-30 loan portfolio at the balance sheet date. Additionally, we incur a provision for loan losses on loans accounted for under ASC 310-30 as a result of a decrease in the net present value of the expected future cash flows during the periodic remeasurement of the cash flows associated with these pools of loans. The determination of the amount of the provision for loan losses and the related ALL is complex and involves a high degree of judgment and subjectivity to maintain a level of ALL that is considered by management to be appropriate under GAAP.

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Non-interest income - Non-interest income consists of service charges, bank card fees, increase in bank-owned life insurance value, gains on sales of mortgages, gains on sales of investment securities, gains on previously charged-off acquired loans, bargain purchase gains, OREO related write-ups and other income and other non-interest income. Also included in non-interest income is FDIC indemnification asset amortization and other FDIC loss sharing income (expense) for the year, prior to the Company's termination of the FDIC loss-share agreements during the fourth quarter of 2015. This income (expense) consists of reimbursement of costs related to the resolution of covered assets, and amortization of our clawback liability. For additional information, see "Application of Critical Accounting Policies-Acquisition Accounting Application and the Valuation of Assets Acquired and Liabilities Assumed" and note 2 in our consolidated financial statements. Due to fluctuations in the amortization rates on the FDIC indemnification asset and the amortization of the clawback liability and due to varying levels of expenses and income related to the resolution of covered assets, the FDIC loss sharing income is not consistent on a period-to-period basis.

Non-interest expense - The primary components of our non-interest expense are salaries and benefits, occupancy and equipment, telecommunications and data processing and intangible asset amortization. Any expenses related to the resolution of problem assets are also included in non-interest expense. These expenses are dependent on individual resolution circumstances and, as a result, are not consistent from period to period. We seek to manage our non-interest expense in order to maximize efficiencies.

Net income - We utilize traditional industry return ratios such as return on average assets, return on average tangible assets, return on average equity and, return on average tangible equity to measure and assess our returns in relation to our balance sheet profile.

## Application of Critical Accounting Policies

We use accounting principles and methods that conform to GAAP and general banking practices. We are required to apply significant judgment and make material estimates in the preparation of our financial statements and with regard to various accounting, reporting and disclosure matters. Assumptions and estimates are required to apply these principles where actual measurement is not possible or practical. The most significant of these estimates relate to the fair value determination of assets acquired and liabilities assumed in business combinations, the accounting for acquired loans and the determination of the ALL. These critical accounting policies and estimates are summarized below, and are further analyzed with other significant accounting policies in note 2, "Summary of Significant Accounting Policies" in the notes to our consolidated financial statements for the year ended December 31, 2015.

## Valuation of Assets Acquired and Liabilities Assumed in Business Combinations

We account for business combinations under the acquisition method of accounting in accordance with ASC Topic 805, Business Combinations. Assets acquired and liabilities assumed are measured and recorded at fair value at the

date of acquisition, including any identifiable intangible assets. The initial fair values are determined in accordance with the guidance provided in ASC Topic 820, Fair Value Measurements and Disclosures. If the fair value of net assets acquired exceeds the fair value of consideration paid, a bargain purchase gain is recognized at the date of acquisition. Conversely, if the consideration paid exceeds the fair value of the net assets acquired, goodwill is recognized at the acquisition date. The determination of fair value requires the use of estimates and significant judgment is required. Fair values are subject to refinement for up to one year after the closing date of an acquisition as information relative to closing date fair values becomes available. Adjustments recorded to the acquired assets and liabilities are applied prospectively in accordance with FASB Accounting Standards Update (“ASU”) 2015-16. Any change in the acquisition date fair value of assets acquired and liabilities assumed may materially affect our financial position, results of operations and liquidity.

The determination of the fair value of loans acquired takes into account credit quality deterioration and probability of loss; therefore, the related ALL is not carried forward. We segregate loans based on the accounting treatment into (a) loans accounted for under ASC 310-30 and (b) loans excluded from ASC 310-30, which also includes our originated loans.

OREO is recorded at fair value, less estimated selling costs. The fair value of OREO property is generally estimated using both market and income approach valuation techniques incorporating observable market data to formulate an opinion of the estimated fair value. When current appraisals are not available, judgment is used based on management's experience for similar properties.

Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Deposit liabilities and the related depositor relationship intangible assets, known as the core deposit intangible assets, may be exchanged in observable exchange transactions. As a result, the core deposit intangible asset is considered identifiable, because the separability criterion has been met.

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The fair value of core deposit intangible assets is determined based on a discounted cash flow methodology that considers primary asset attributes such as expected client runoff rates, cost of the deposit base, and reserve requirements.

### Accounting for Acquired Loans

Included in our loan portfolio are originated loans and acquired loans. The estimated fair values of acquired loans are based on a discounted cash flow methodology that considers various factors, including the type of loan or pool of loans with similar characteristics, and related collateral, classification status, fixed or variable interest rate, maturity and any prepayment terms of the loan, whether or not the loan is amortizing, and a discount rate reflecting our assessment of risk inherent in the cash flow estimates. The determination of the fair value of acquired loans, takes into account credit quality deterioration and probability of loss, and as a result, the related allowance for loan losses is not carried forward at the time of acquisition.

A significant portion of the loans acquired in the Hillcrest Bank, Bank of Choice, and Community Banks of Colorado acquisitions had deteriorated credit quality at the date of acquisition and management accounted for all loans acquired through these acquisitions under ASC 310-30 (with the exception of loans with revolving privileges, which were outside the scope of ASC 310-30). These loans are grouped based on purpose and/or type of loan, geography and risk rating, and take into account the sources of repayment and collateral, and each such grouping is treated as a pool. Each pool is accounted for as a single loan for which the integrity is maintained throughout the life of the asset. When a pool exhibits evidence of credit deterioration since origination and it is probable at the date of acquisition that we will not collect all principal and interest payments in accordance with the terms of the loan agreement, the expected shortfall in the expected future cash flows compared to the contractual amount due is recognized as a non-accretable difference. Any excess of the expected future cash flows over the acquisition date fair value is known as the accretable discount, or accretable yield, and through accretion, is recognized as interest income over the remaining life of each pool. Contractual fees not expected to be collected are not included in ASC 310-30 contractual cash flows. Should fees be subsequently collected, the cash flows are accounted for as non 310-30 fee income in the period they are received. Loans that meet the criteria for non-accrual of interest at the time of acquisition may be considered performing upon and subsequent to acquisition, regardless of whether the client is contractually delinquent, if the timing and expected cash flows on such loans can be reasonably estimated and if collection of the new carrying value of such loans is expected. If the timing and expected cash flows of a pool can not be reasonably estimated, that pool may be placed on non-accrual status, the accretion of income will cease, and interest income will be recognized on a cash basis.

Loan pools accounted for under ASC 310-30 are periodically remeasured to determine expected future cash flows. In determining the expected cash flows, we evaluate the credit profile, contractual interest rates, collateral values and expected prepayments of the loan pools. Prepayment assumptions are based on statistical models that take into account factors such as the loan interest rate, credit profile of the borrowers, the years in which the loans were originated, and whether the loans were fixed or variable rate loans. Decreases to the expected future cash flows in the applicable pool generally result in an immediate provision for loan losses charged to the consolidated statements of operations. Conversely, subsequent increases in the expected future cash flows result in a transfer from the

non-accretable difference to the accretable yield, which is then accreted as a yield adjustment over the remaining life of the pool once any previously recorded impairment expense has been recouped. These cash flow estimations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.

Loans outside the scope of ASC 310-30 are accounted for under ASC Topic 310, Receivables. Discounts created when the loans are recorded at their estimated fair values at acquisition are accreted over the remaining life of the loan as an adjustment to the related loan's yield. Similar to originated loans, the accrual of interest income is discontinued on acquired loans that are not accounted for under ASC 310-30 when the collection of principal or interest, in whole or in part, is doubtful. Interest is not accrued on loans 90 days or more past due unless they are well secured and in the process of collection.



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Allowance for Loan Losses

The determination of the ALL, which represents management's estimate of probable losses inherent in our loan portfolio at the balance sheet date, including acquired loans to the extent necessary, involves a high degree of judgment and complexity. The determination of the ALL takes into consideration, among other matters, the estimated fair value of the underlying collateral, economic conditions, particularly as such conditions relate to the market areas in which we operate, historical net loan losses and other factors that warrant recognition. Any change in these factors, or the rise of any other factors that we, or our regulators, may deem necessary to consider when estimating the ALL, may materially affect the ALL and provisions for loan losses. For further discussion of the ALL, see "—Financial Condition—Asset Quality" and "—Financial Condition—Allowance for Loan Losses" and notes 2 and 7 to our consolidated financial statements.

Financial Condition

Total assets were \$4.7 billion at December 31, 2015 compared to \$4.8 billion at December 31, 2014. During the year ended 2015, the decrease from the investment securities portfolio and non-strategic loans was used to fund loan growth. Total loans were \$2.6 billion at December 31, 2015, and grew \$425.3 million, or 19.7% from December 31, 2014. We originated \$966.9 million of loans during 2015, which grew the balances in our strategic portfolio \$507.2 million year-over-year, or 25.9%. We reduced our non-strategic loan portfolio \$81.9 million from December 31, 2014 to \$119.8 million at December 31, 2015, or 40.6%, which was a reflection of our successful workout progress on acquired problem loans. OREO decreased \$8.3 million, or 28.6%, as we continue to resolve problem assets. The indemnification asset and amounts due to the FDIC were eliminated from our consolidated statement of financial condition as of December 31, 2015 as a result of our termination of the loss-share agreements with the FDIC in the fourth quarter of 2015. Lower cost demand, savings, and money market ("transaction") deposits increased \$237.9 million, or 9.5%, while average time deposits decreased \$140.6 million, or 9.9%, as we continued to focus our deposit base on clients who were interested in market-rate time deposits and in developing a long-term banking relationship.

Total assets were \$4.8 billion at December 31, 2014 compared to \$4.9 billion at December 31, 2013, a decrease of \$0.1 billion, or 1.9%. The decrease in total assets was primarily attributable to the successful repurchase of 6.1 million of our outstanding shares for \$119.4 million. We continued our strategy of remixing our earning assets during 2014, using the run-off from the investment securities portfolio and non-strategic loans to fund loan growth. Total loans were \$2.2 billion at December 31, 2014, and grew \$308.3 million, or 16.6%, from December 31, 2013. We originated \$869.2 million of loans during 2014, which grew the balances in our strategic portfolio \$456.6 million from December 31, 2013 to December 31, 2014, or 30.4%. We reduced our non-strategic loan portfolio to \$201.7 million at December 31, 2014, a decrease of \$148.2 million from December 31, 2013, or 42.4%, which was a reflection of our successful workout progress on acquired problem loans (many of which were covered). Our FDIC indemnification asset decreased \$25.4 million during 2014, primarily as a result of amortization that resulted from an increase in actual and expected cash flows on the underlying covered assets, resulting in lower expected reimbursements from the FDIC. Strong OREO sales late in the fourth quarter of 2014, coupled with a relatively flat loan growth during that quarter, resulted in a \$67.5 million increase in cash and cash equivalents at December 31, 2014 compared to December 31, 2013. Other assets

increased \$38.3 million due to the purchase of \$44.2 million of bank-owned life insurance during 2014.

Total deposits of \$3.8 billion at December 31, 2014 decreased \$72.1 million from December 31, 2013.

Lower-cost demand, savings, and money market ("transaction") deposits increased \$66.5 million and was more than offset by a \$138.6 million decrease in time deposits as we continued to focus our deposit base on clients who were interested in market-

rate time deposits and in developing a banking relationship, coupled with the California banking center and limited-service retirement center exits on December 31, 2013.

## Investment Securities

### Available-for-sale

Total investment securities available-for-sale were \$1.2 billion at December 31, 2015, compared to \$1.5 billion at December 31, 2014, a decrease of \$0.3 billion, or 20%. During 2015, maturities and pay downs of available-for-sale securities totaled \$314.3 million. There were no purchases of available-for-sale securities during 2015.

Available-for-sale securities acquired from the Pine River acquisition totaled \$30.1 million at the date of acquisition. Shortly after the acquisition date, the Company sold \$29.8 million of the acquired securities and recorded no gain or loss.

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Our available-for-sale investment securities portfolio is summarized as follows for the periods indicated:

|   | December 31, 2015 |              |                      |                        | December 31, 2014 |              |                      |                        |
|---|-------------------|--------------|----------------------|------------------------|-------------------|--------------|----------------------|------------------------|
|   | Amortized cost    | Fair value   | Percent of portfolio | Weighted average yield | Amortized cost    | Fair value   | Percent of portfolio | Weighted average yield |
| Mortgage-backed securities ("MBS"):   |                   |              |                      |                        |                   |              |                      |                        |
| Residential mortgage pass-through securities issued and guaranteed by U.S. Government agencies  |                   |              |                      |                        |                   |              |                      |                        |
| Sponsored enterprises   | \$ 305,773        | \$ 310,978   | 26.87 %              | 2.24 %                 | \$ 395,244        | \$ 404,215   | 27.33 %              | 2.11                   |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises | 861,321           | 845,543      | 73.07 %              | 1.74 %                 | 1,088,834         | 1,074,580    | 72.64 %              | 1.75                   |
| Other securities  | 725               | 725          | 0.06 %               | 0.00 %                 | 419               | 419          | 0.03 %               | 0.00                   |
| Total investment securities available-for-sale  | \$ 1,167,819      | \$ 1,157,246 | 100.00 %             | 1.87 %                 | \$ 1,484,497      | \$ 1,479,214 | 100.00 %             | 1.85                   |

As of December 31, 2015 and 2014, except for other securities, the entire available-for-sale investment portfolio was backed by mortgages. The residential mortgage pass-through securities portfolio is comprised of both fixed rate and adjustable rate Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA") and Government National Mortgage Association ("GNMA") securities. The other mortgage-backed securities are comprised of securities backed by FHLMC, FNMA and GNMA securities.

At December 31, 2015 and 2014, adjustable rate securities comprised 7.3% and 7.4%, respectively, of the available-for-sale MBS portfolio. The remainder of the portfolio was comprised of fixed rate amortizing securities with 10 to 30 year contractual maturities, with a weighted average coupon of 2.1% per annum and 2.2% per annum at December 31, 2015 and 2014, respectively.

The estimated weighted average life of the available-for-sale MBS portfolio as of December 31, 2015 and 2014 was 3.6 years and 3.5 years, respectively. This estimate is based on various assumptions, including repayment characteristics and portfolio aging, and actual results may differ. As of December 31, 2015 2014, the duration of the

total available-for-sale investment portfolio was 3.4 years and 3.2 years, respectively.

The available-for-sale investment portfolio included \$19.9 million and \$21.8 million of gross unrealized losses at December 31, 2015 and 2014, respectively, which were partially offset by \$9.4 million and \$16.5 million of gross unrealized gains, respectively. In addition to the U.S. Government agency or sponsored enterprise backings of our MBS portfolio, we believe any unrecognized losses are a result of prevailing interest rates, and as such, we do not believe that any of the securities with unrealized losses were other-than-temporarily-impaired.

#### Held-to-maturity

At December 31, 2015, we held \$427.5 million of held-to-maturity investment securities, compared to \$530.6 million at December 31, 2014, a decrease of \$103.1 million, or 19.4%. The Company purchased \$6.2 million of held-to-maturity securities during 2015.

Held-to-maturity investment securities are summarized as follows as of the date indicated:

|  | December 31, 2015 |            |                      |                        | December 31, 2014 |            |                      |                        |
|--|-------------------|------------|----------------------|------------------------|-------------------|------------|----------------------|------------------------|
|  | Amortized cost    | Fair value | Percent of portfolio | Weighted average yield | Amortized cost    | Fair value | Percent of portfolio | Weighted average yield |
| Mortgage-backed securities ("MBS"):  |                   |            |                      |                        |                   |            |                      |                        |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ 340,131        | \$ 342,812 | 79.56 %              | 3.24 %                 | \$ 422,622        | \$ 428,323 | 79.65 %              | 3.25 %                 |
| Other residential MBS issued or guaranteed by U.S. Government  | 87,372            | 85,773     | 20.44 %              | 1.69 %                 | 107,968           | 106,314    | 20.35 %              | 1.68 %                 |

agencies or  
sponsored  
enterprises  
Total investment  
securities  
held-to-maturity

|            |            |         |       |            |            |         |       |
|------------|------------|---------|-------|------------|------------|---------|-------|
| \$ 427,503 | \$ 428,585 | 100.00% | 2.92% | \$ 530,590 | \$ 534,637 | 100.00% | 2.93% |
|------------|------------|---------|-------|------------|------------|---------|-------|

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The residential mortgage pass-through and other residential MBS held-to-maturity investment portfolios are comprised of fixed rate FHLMC, FNMA and GNMA securities.

The fair value of the held-to-maturity investment portfolio was \$428.6 million and \$534.6 million, at December 31, 2015 and 2014, respectively, and included \$1.1 million of net unrealized gains and \$4.0 million of net unrealized losses for the respective periods.

The estimated weighted average life of the held-to-maturity investment portfolio was 3.7 years and 3.4 years as of December 31, 2015 and 2014, respectively. The duration of the total held-to-maturity investment portfolio was 3.4 years and 3.2 years as of December 31, 2015 and 2014, respectively.

## Non-marketable securities

Non-marketable securities include Federal Reserve Bank ("FRB") stock, Federal Home Loan Bank ("FHLB") stock, and non-negotiable certificates of deposit. At December 31, 2015 and 2014, we held \$14.1 million and \$19.5 million, respectively, of FRB stock. At December 31, 2015 and 2014, we held \$7.4 million and \$7.6 million of FHLB stock, respectively. We hold these securities in accordance with debt and regulatory requirements. At December 31, 2015, we held \$1.0 million of non-negotiable certificates of deposit acquired in the Pine River acquisition. These are restricted securities which lack a market and are therefore carried at cost.

## Loans Overview

At December 31, 2015, our loan portfolio was comprised of new loans that we have originated and loans that were acquired in connection with our five acquisitions to date.

As discussed in note 2 to our consolidated financial statements, in accordance with applicable accounting guidance, all acquired loans are recorded at fair value at the date of acquisition, and an allowance for loan losses is not carried over with the loans but, rather, the fair value of the loans encompasses both credit quality and contractual interest rate considerations. Loans that exhibit signs of credit deterioration at the date of acquisition are accounted for in accordance with the provisions of ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality ("ASC 310-30"). Management accounted for all loans acquired in the Hillcrest Bank, Bank of Choice and Community Banks of Colorado acquisitions under ASC 310-30, with the exception of loans with revolving privileges, which were outside the scope of ASC 310-30. In our Bank Midwest transaction, we did not acquire all of the loans of the former Bank Midwest but, rather, selected certain loans based upon specific criteria of performance, adequacy of collateral, and loan type that were performing at the time of acquisition. As a result, none of the loans acquired in the Bank

Midwest transaction are accounted for under ASC 310-30. None of the loans acquired in the Pine River transaction are accounted for under ASC 310-30.

Consistent with differences in the accounting, the loan portfolio is presented in two categories: (i) ASC 310-30 loans and (ii) non 310-30 loans. Additionally, inherent in the nature of acquiring problem banks, only certain of our acquired clients conform to our long-term business model of in-market, relationship-oriented banking clients. We have developed a management tool to evaluate the progress of working out the problem loans acquired in our FDIC-assisted acquisitions and the progress of organic loan growth, whereby we have designated loans as “strategic” or “non-strategic.” Strategic loans include all originated loans in addition to those acquired loans inside our operating markets that meet our credit risk profile. Identification as strategic for acquired loans was made at the time of acquisition. Criteria utilized in the designation of a loan as “strategic” include (a) geography, (b) total relationship with borrower and (c) credit metrics commensurate with our current underwriting standards. We believe this presentation of our loan portfolio provides a meaningful basis to understand the underlying drivers of changes in our loan portfolio balances.

Due to the unique structure and accounting treatment in our loan portfolio, we utilize three primary presentations to analyze our loan portfolio, depending on the purpose of the analysis. Those are:

To analyze:

Loan growth and production efforts

Workout efforts of our acquired non-strategic portfolio

Interest income

We look at:

Strategic balances and loan originations

Non-strategic balances and accretable yield

Non 310-30 yields and 310-30 yields

For information regarding the loan portfolio composition and the breakdown of the portfolio between ASC 310-30 loans, and non 310-30 loans, see note 7.

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Strategic loans comprised 95.4% of the total loan portfolio at December 31, 2015, compared to 90.7% at December 31, 2014. The table below shows the loan portfolio composition categorized between strategic and non-strategic at the respective dates:

|                                       | December 31, 2015 |               |              | December 31, 2014 |               |              |
|---------------------------------------|-------------------|---------------|--------------|-------------------|---------------|--------------|
|                                       | Strategic         | Non-strategic | Total        | Strategic         | Non-strategic | Total        |
| Commercial                            | \$ 1,047,053      | \$ 5,723      | \$ 1,052,776 | \$ 765,114        | \$ 30,282     | \$ 795,396   |
| Agriculture                           | 160,824           | 1,486         | 162,310      | 135,559           | 1,972         | 137,531      |
| Owner-occupied commercial real estate | 200,218           | 12,115        | 212,333      | 140,729           | 19,228        | 159,957      |
| Commercial real estate                | 353,001           | 89,885        | 442,886      | 275,311           | 126,326       | 401,637      |
| Residential real estate               | 674,351           | 9,651         | 684,002      | 610,583           | 22,117        | 632,700      |
| Consumer                              | 32,398            | 968           | 33,366       | 33,371            | 1,817         | 35,188       |
| Total                                 | \$ 2,467,845      | \$ 119,828    | \$ 2,587,673 | \$ 1,960,667      | \$ 201,742    | \$ 2,162,409 |

Our loan portfolio totaled \$2.6 billion at December 31, 2015 and increased \$425.3 million from December 31, 2014. The 19.7% increase in total loans was primarily driven by a \$507.2 million, or 25.9%, increase in our strategic loan portfolio, partially offset by an \$81.9 million decrease in our non-strategic loan portfolio. The increase in strategic loans was driven by strong loan originations of \$966.9 million, as we have successfully continued to generate new relationships with small to medium-sized businesses and individuals. We have experienced particularly strong loan growth in our commercial portfolio, which at December 31, 2015, was comprised of public administration-related loans of \$259.2 million, energy-related loans of \$146.9 million, finance and insurance-related loans of \$100.9 million, manufacturing-related loans of \$70.1 million, and a variety of smaller subcategories of commercial and industrial loans. Our enterprise-level dedicated special asset resolution team has had continued success working out non-strategic loans acquired in our FDIC-assisted transactions, which complimented the repayment of non-strategic loans.

Included in our commercial loans are energy-related loans that comprised 5.7% of total loans, 3.4% of interest earning assets and 28.3% of the Bank's tier 1 capital at December 31, 2015. The average loan balance per relationship in the energy sector was \$5.2 million at December 31, 2015. Energy production (loans to companies engaged in exploration and production), energy midstream (loans to companies that engage in consolidation, storage, and transportation of oil and gas) and energy services (loans to companies that provide products and services to oil/gas companies), made up 40.0%, 40.5% and 19.5%, respectively, of the total energy related portfolio at December 31, 2015. Unfunded commitments to energy clients totaled \$97.7 million at December 31, 2015, including \$59.6 million to production clients, \$26.1 million to midstream clients and \$12.0 million to services clients. We may not be contractually required to fund certain amounts depending on the individual circumstances of each client. We have an experienced energy banking team, which includes an in-house petroleum geologist and we have maintained a disciplined approach to energy lending that includes carefully selected clients based on strong balance sheets, low leverage and quality



management and we perform regular credit reviews. Energy prices declined significantly during 2014 and 2015 and prolonged or further pricing pressure could increase stress on our energy clients and ultimately the credit quality of this portfolio. However, the capital and liquidity of our energy clients, as well as the conservative loan structures, is expected to protect us against significant credit loss.

Loans in the production subsector totaled \$58.8 million of the energy loan balances at December 31, 2015, with an average balance per client of \$4.5 million. We lend only against proven reserves of our production clients and on a senior secured basis. Our production clients have net debt to proven reserves ranging from 0% to 65%, with an average of 27%. Net debt to total capitalization for our production clients ranges from 0% to 80%, with an average of 21%. Borrowing base commitment utilization remains low at 48%. With the exception of one client with an outstanding balance of \$6.2 million that we classified due to liquidity constraints, as of December 31, 2015, our production clients have liquidity on hand to cover operating cost for 14 to 137 months. Excluding the one classified client in the production sector, at December 31, 2015, this sector has a ratio of net debt to EBITDA ranging from 0 to 2.6 times, with an average of 1.15 times. This compares very favorably to the average for large cap production companies, as reported recently by Wells Fargo Securities at 2.6 times.

Loans in the midstream subsector totaled \$59.5 million, with an average balance per client of \$11.9 million. Our five midstream clients have a ratio of senior secured debt to EBITDA ranging from 1.3 times to 6.1 times with a median of 3.9 times. Senior secured debt to total assets ranges from 10% to 80% with an average of only 40%. One of our midstream clients represents an outlier with senior secured debt above 4.5 times and senior secured debt to total assets above 51%. This client is working on several strategies to reduce its leverage to be in line with other clients. Generally, we consider senior secured debt to EBITDA of less than 5 times to represent acceptable leverage for a midstream company.

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Loans in the services subsector totaled \$28.6 million, with an average balance per client of \$2.9 million. As duration of low oil prices persisted and worsened in the latter half of 2015, we identified two loans within our energy services subsector that we moved to non-accrual in third quarter of 2015. These two loans account for \$12.0 million of the \$28.6 million in energy services loan balances as of December 31, 2015. We have specific reserves of \$2.1 million against these non-accruals, and are working with both clients on resolution strategies. The remaining energy services clients are effectively managing capital, liquidity and cash flow in the face of the protracted and severe downturn in the industry and are prepared for long scenario continuing low oil prices and have senior debt to assets ranging from 50% to 71% with an average of 59%.

As of December 31, 2015, our non-owner occupied commercial real estate totaled \$442.9 million and was only 85% of bank tier-1 capital. Multi-family exposure totaled \$7.8 million, or 1.8%, of non-owner occupied commercial real estate loans as of December 31, 2015, and no specific property type comprised more than 3.4% of total loans.

Our loan origination strategy involves lending primarily to clients within our markets; however, our acquired loans include clients in various geographies. Additionally, our specialty commercial banking groups, and in particular, our capital finance and government and non-profit banking, cover regional markets including adjacent states. These specialty lending groups drove the year-over-year increase in loans noted as “other” in the table below.

The table below shows the geographic breakout of our loan portfolio at December 31, 2015 and 2014, based on the domicile of the borrower or, in the case of collateral-dependent loans, the geographic location of the collateral:

|            | December 31, 2015 |                                 | December 31, 2014 |                                 |
|------------|-------------------|---------------------------------|-------------------|---------------------------------|
|            | Loan balance      | Percent of<br>loan<br>portfolio | Loan balance      | Percent of<br>loan<br>portfolio |
| Colorado   | \$ 1,120,806      | 43.3 %                          | \$ 850,778        | 39.3 %                          |
| Missouri   | 651,386           | 25.2                            | 518,623           | 24.0                            |
| Texas      | 274,012           | 10.6                            | 248,262           | 11.5                            |
| Kansas     | 198,374           | 7.7                             | 228,612           | 10.6                            |
| California | 53,313            | 2.1                             | 44,694            | 2.1                             |
| Other      | 289,782           | 11.1                            | 271,440           | 12.5                            |
| Total      | \$ 2,587,673      | 100.0%                          | \$ 2,162,409      | 100.0%                          |

New loan origination is a direct result of our ability to recruit and retain top banking talent, connect with clients in our markets and provide needed services at competitive rates. New loan originations of \$966.9 million during 2015, increased \$97.6 million, or 11.2%, from 2014 as a result of continued market penetration. The following table represents new loan originations during 2015 and 2014:

|  | Fourth quarter<br>2015 | Third quarter<br>2015 | Second quarter<br>2015 | First quarter<br>2015 | Total<br>2015 |
|--|------------------------|-----------------------|------------------------|-----------------------|---------------|
| Commercial                               | \$ 123,739             | \$ 151,434            | \$ 147,321             | \$ 129,120            | \$ 551,614    |
| Agriculture                              | 24,194                 | 11,295                | 19,019                 | 3,605                 | 58,113        |
| Owner-occupied commercial<br>real estate | 13,395                 | 12,095                | 17,566                 | 12,778                | 55,834        |
| Commercial real estate                   | 23,260                 | 36,480                | 38,113                 | 21,898                | 119,751       |
| Residential real estate                  | 50,387                 | 36,808                | 44,699                 | 33,042                | 164,936       |
| Consumer                                 | 3,086                  | 5,616                 | 4,669                  | 3,247                 | 16,618        |
| Total                                    | \$ 238,061             | \$ 253,728            | \$ 271,387             | \$ 203,690            | \$ 966,866    |

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|  | Fourth quarter<br>2014 | Third quarter<br>2014 | Second quarter<br>2014 | First quarter<br>2014 | Total<br>2014 |
|--|------------------------|-----------------------|------------------------|-----------------------|---------------|
| Commercial                               | \$ 102,732             | \$ 110,083            | \$ 133,671             | \$ 130,096            | \$ 476,582    |
| Agriculture                              | 4,952                  | 7,014                 | 10,288                 | 4,959                 | 27,213        |
| Owner-occupied commercial<br>real estate | 11,139                 | 10,293                | 28,803                 | 21,002                | 71,237        |
| Commercial real estate                   | 27,617                 | 33,817                | 45,903                 | 29,633                | 136,970       |
| Residential real estate                  | 31,680                 | 35,404                | 44,539                 | 27,812                | 139,435       |
| Consumer                                 | 4,111                  | 6,678                 | 3,556                  | 3,461                 | 17,806        |
| Total                                    | \$ 182,231             | \$ 203,289            | \$ 266,760             | \$ 216,963            | \$ 869,243    |

The tables below show the contractual maturities of our loans for the dates indicated:

|                                       | December 31, 2015    |                                   |                      | Total        |
|---------------------------------------|----------------------|-----------------------------------|----------------------|--------------|
|                                       | Due within<br>1 Year | Due after 1 but<br>within 5 Years | Due after<br>5 Years |              |
| Commercial                            | \$ 86,592            | \$ 579,815                        | \$ 386,369           | \$ 1,052,776 |
| Agriculture                           | 40,982               | 80,268                            | 41,060               | 162,310      |
| Owner-occupied commercial real estate | 17,772               | 77,673                            | 116,889              | 212,334      |
| Commercial real estate                | 95,100               | 269,582                           | 78,204               | 442,886      |
| Residential real estate               | 10,681               | 33,438                            | 639,883              | 684,002      |
| Consumer                              | 9,469                | 17,820                            | 6,077                | 33,366       |
| Total loans                           | \$ 260,596           | \$ 1,058,596                      | \$ 1,268,482         | \$ 2,587,673 |

|                                       | December 31, 2014    |                                   |                      | Total        |
|---------------------------------------|----------------------|-----------------------------------|----------------------|--------------|
|                                       | Due within<br>1 Year | Due after 1 but<br>within 5 Years | Due after<br>5 Years |              |
| Commercial                            | \$ 118,569           | \$ 502,622                        | \$ 174,205           | \$ 795,396   |
| Agriculture                           | 36,769               | 49,032                            | 51,730               | 137,531      |
| Owner-occupied commercial real estate | 19,048               | 65,963                            | 74,946               | 159,957      |
| Commercial real estate                | 93,040               | 222,984                           | 85,613               | 401,637      |
| Residential real estate               | 22,678               | 37,900                            | 572,122              | 632,700      |
| Consumer                              | 12,899               | 16,115                            | 6,174                | 35,188       |
| Total loans                           | \$ 303,003           | \$ 894,616                        | \$ 964,790           | \$ 2,162,409 |

The stated interest rate sensitivity (which excludes the effects of non-refundable loan origination and commitment fees, net of costs and the accretion of fair value marks) of non 310-30 loans with maturities over one year is as follows at the dates indicated:

|                                    | December 31, 2015 |              |              |              |              |              |
|------------------------------------|-------------------|--------------|--------------|--------------|--------------|--------------|
|                                    | Fixed             | Weighted     | Variable     | Weighted     | Total        | Weighted     |
|                                    | Balance           | average rate | Balance      | average rate | Balance      | average rate |
| Commercial(1)                      | \$ 453,179        | 3.33 %       | \$ 505,134   | 3.58 %       | \$ 958,313   | 3.47 %       |
| Agriculture                        | 49,261            | 4.69 %       | 56,076       | 3.73 %       | 105,337      | 4.18 %       |
| Owner-occupied                     |                   |              |              |              |              |              |
| commercial real estate             | 85,036            | 4.43 %       | 88,090       | 4.04 %       | 173,126      | 4.23 %       |
| Commercial real estate             | 137,124           | 4.56 %       | 162,781      | 3.43 %       | 299,905      | 3.95 %       |
| Residential real estate            | 359,657           | 3.50 %       | 294,051      | 3.73 %       | 653,708      | 3.61 %       |
| Consumer                           | 17,822            | 4.68 %       | 3,652        | 4.10 %       | 21,474       | 4.58 %       |
| Total loans with > 1 year maturity | \$ 1,102,079      | 3.71 %       | \$ 1,109,784 | 3.65 %       | \$ 2,211,863 | 3.68 %       |

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|                                       | December 31, 2014 |                       |            |                       |              |                       |
|---------------------------------------|-------------------|-----------------------|------------|-----------------------|--------------|-----------------------|
|                                       | Fixed             |                       | Variable   |                       | Total        |                       |
|                                       | Balance           | Weighted average rate | Balance    | Weighted average rate | Balance      | Weighted average rate |
| Commercial(1)                         | \$ 222,448        | 3.80 %                | \$ 443,305 | 3.63 %                | \$ 665,753   | 3.68 %                |
| Agriculture                           | 45,721            | 4.83 %                | 37,533     | 4.58 %                | 83,254       | 4.72 %                |
| Owner-occupied commercial real estate | 68,723            | 4.31 %                | 44,482     | 4.10 %                | 113,205      | 4.23 %                |
| Commercial real estate                | 118,724           | 4.59 %                | 109,117    | 3.41 %                | 227,841      | 4.02 %                |
| Residential real estate               | 341,833           | 3.48 %                | 236,365    | 3.59 %                | 578,198      | 3.53 %                |
| Consumer                              | 13,828            | 5.32 %                | 4,591      | 3.95 %                | 18,419       | 4.97 %                |
| Total loans with > 1 year maturity    | \$ 811,277        | 3.91 %                | \$ 875,393 | 3.66 %                | \$ 1,686,670 | 3.78 %                |

(1) Included in commercial fixed rate loans are loans totaling \$273.3 million and \$68.8 million as of December 31, 2015 and 2014, respectively, that have been swapped to variable rates at current market pricing. Included in the commercial segment are tax exempt loans totaling \$347.6 million and \$117.5 million, with a weighted average rate of 3.18% and 3.42% at December 31, 2015 and 2014, respectively.

## Accretable Yield

At December 31, 2015 and 2014, the accretable yield balance was \$84.2 million and \$113.5 million, respectively. During 2015 and 2014, we re-measured the expected cash flows quarterly for all 27 and 28 remaining loan pools, respectively, accounted for under ASC 310-30 utilizing the same cash flow methodology used at the time of acquisition. This re-measurement resulted in a net \$18.0 million and \$43.7 million reclassification from non-accretable difference to accretable yield as of December 31, 2015 and 2014, respectively.

In addition to the accretable yield on loans accounted for under ASC 310-30, the fair value adjustments on loans outside the scope of ASC 310-30 are also accreted to interest income over the life of the loans. Total remaining accretable yield and fair value mark was as follows for the dates indicated:

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| Remaining accretable yield on loans accounted for under ASC 310-30               | \$ 84,194         | \$ 113,463        |
| Remaining accretable fair value mark on loans not accounted for under ASC 310-30 | 5,008             | 7,618             |
| Total remaining accretable yield and fair value mark                             | \$ 89,202         | \$ 121,081        |

## Asset Quality

All of the assets acquired in our acquisitions were marked to fair value at the date of acquisition, and the fair value adjustments to loans included a credit quality component. We utilize traditional credit quality metrics to evaluate the overall credit quality of our loan portfolio; however, our credit quality ratios are somewhat limited in their comparability to industry averages or to other financial institutions because of the percentage of acquired problem loans and given that any asset quality deterioration that existed at the date of acquisition was considered in the original fair value adjustments.

Asset quality is fundamental to our success. Accordingly, for the origination of loans, we have established a credit policy that allows for responsive, yet controlled lending with credit approval requirements that are scaled to loan size. Within the scope of the credit policy, each prospective loan is reviewed in order to determine the appropriateness and the adequacy of the loan characteristics and the security or collateral prior to making a loan. We have established underwriting standards and loan origination procedures that require appropriate documentation, including financial data and credit reports. For loans secured by real property, we require property appraisals, title insurance or a title opinion, hazard insurance and flood insurance, in each case where appropriate.

Additionally, we have implemented procedures to timely identify loans that may become problematic in order to ensure the most beneficial resolution to the Company. Asset quality is monitored by our credit risk management department and evaluated based on quantitative and subjective factors such as the timeliness of contractual payments received. Additional factors that are considered, particularly with commercial loans over \$250,000, include the financial condition and liquidity of individual borrowers and guarantors, if any, and the value of collateral. To facilitate the oversight of asset quality, loans are categorized based on the number of days past due and on an internal risk rating system, and both are discussed in more detail below.

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Our internal risk rating system uses a series of grades which reflect our assessment of the credit quality of loans based on an analysis of the borrower's financial condition, liquidity and ability to meet contractual debt service requirements. Loans that are perceived to have acceptable risk are categorized as "Pass" loans. "Special mention" loans represent loans that have potential credit weaknesses that deserve close attention. Special mention loans include borrowers that have potential weaknesses or unwarranted risks that, unless corrected, may threaten the borrower's ability to meet debt service requirements. However, these borrowers are still believed to have the ability to respond to and resolve the financial issues that threaten their financial situation. Loans classified as "Substandard" have a well-defined credit weakness and are inadequately protected by the current paying capacity of the obligor or of the collateral pledged, if any. Although these loans are identified as potential problem loans, they may never become non-performing. Substandard loans have a distinct possibility of loss if the deficiencies are not corrected. "Doubtful" loans are loans that management believes that collection of payments in accordance with the terms of the loan agreement are highly questionable and improbable. Doubtful loans are deemed impaired and put on non-accrual status.

In the event of borrower default, we may seek recovery in compliance with state lending laws, the respective loan agreements, and credit monitoring and remediation procedures that may include modifying or restructuring a loan from its original terms, for economic or legal reasons, to provide a concession to the borrower from their original terms due to borrower financial difficulties in order to facilitate repayment. Such restructured loans are considered "troubled debt restructurings" or "TDRs" in accordance with ASC 310-40, Troubled Debt Restructurings by Creditors. Under this guidance, modifications to loans that fall within the scope of ASC 310-30 are not considered troubled debt restructurings, regardless of otherwise meeting the definition of a troubled debt restructuring. Assets that have been foreclosed on or acquired through deed-in-lieu of foreclosure are classified as OREO until sold, and are carried at the lower of the related loan balance or the fair value of the collateral less estimated costs to sell, with any initial valuation adjustments charged to the ALL and any subsequent declines in carrying value charged to impairments on OREO.

### Non-performing Assets

Non-performing assets consist of non-accrual loans, troubled debt restructurings on non-accrual, OREO and other repossessed assets. Non-accrual loans and troubled debt restructurings on non-accrual accounted for under ASC 310-30, as described below, may be excluded from our non-performing assets to the extent that the cash flows of the loan pools are still estimable. During the third quarter of 2014, we revised our definition of non-performing assets and non-performing loans to exclude accruing loans 90 days past due and accruing troubled debt restructurings to more accurately align the financial metrics related to non-performing assets and non-performing loans with our financial results. Prior period information has been modified for this revision. Interest income that would have been recorded had nonaccrual loans performed in accordance with their original contract terms during 2015, 2014 and 2013, was \$1.4 million, \$1.2 million and \$0.5 million, respectively.

Our acquired non-performing assets were marked to fair value at the time of acquisition, mitigating much of our loss potential on these non-performing assets. As a result, the levels of our non-performing assets are not fully comparable



to those of our peers or to industry benchmarks.

Loans accounted for under ASC 310-30 were recorded at fair value based on cash flow projections that considered the deteriorated credit quality and expected losses. These loans are accounted for on a pool basis and any non-payment of contractual principal or interest is considered in our periodic re-measurement of the expected future cash flows. As a result of this accounting treatment, these pools may be considered to be performing, even though some or all of the individual loans within the pools may be contractually past due.

All loans accounted for under ASC 310-30 were classified as performing assets at December 31, 2015, as the carrying values of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest income, through accretion of the difference between the carrying value of the loans in the pool and the pool's expected future cash flows, is being recognized on all acquired loans accounted for under ASC 310-30.

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The following table sets forth the non-performing assets as of the dates presented:

|  | December 31, 2015 | December 31, 2014 | December 31, 2013 | December 31, 2012 | December 31, 2011 |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| Non-accrual loans:   |                   |                   |                   |                   |                   |
| Commercial   | \$ 942            | \$ 221            | \$ 15,572         | \$ 1,547          | \$ 5,255          |
| Agriculture  | 1,904             | 130               | 153               | 230               | 29                |
| Owner-occupied commercial real estate                      | 954               | 385               | 467               | 3,135             | 1,796             |
| Commercial real estate                                     | 407               | 222               | 1,131             | 1,400             | 12,103            |
| Residential real estate                                    | 3,617             | 2,845             | 3,437             | 3,936             | 2,298             |
| Consumer   | 30                | 37                | 10                | —                 | 1                 |
| Total non-accrual loans                                    | 7,854             | 3,840             | 20,770            | 10,248            | 21,482            |
| Restructured loans on non-accrual:                         |                   |                   |                   |                   |                   |
| Commercial   | 15,897            | 3,994             | 535               | 2,951             | 119               |
| Agriculture  | 81                | 365               | —                 | 20                | —                 |
| Owner-occupied commercial real estate                      | 319               | 458               | 225               | 231               | 55                |
| Commercial real estate                                     | 815               | —                 | 169               | 6,908             | 16,053            |
| Residential real estate                                    | 679               | 1,966             | 2,408             | 2,471             | 61                |
| Consumer   | 2                 | 190               | 237               | 290               | —                 |
| Total restructured loans on non-accrual                    | 17,793            | 6,973             | 3,574             | 12,871            | 16,288            |
| Total non-performing loans                                 | 25,647            | 10,813            | 24,344            | 23,119            | 37,770            |
| OREO   | 20,814            | 29,120            | 70,125            | 94,808            | 120,636           |
| Other repossessed assets                                   | 894               | 849               | 1,086             | 1,331             | 1,553             |
| Total non-performing assets                                | \$ 47,355         | \$ 40,782         | \$ 95,555         | \$ 119,258        | \$ 159,959        |
| Loans 90 days or more past due and still accruing interest | \$ 166            | \$ 263            | \$ 129            | \$ 25             | \$ 652            |
| Accruing restructured loans                                | \$ 8,403          | \$ 19,275         | \$ 11,605         | \$ 17,720         | \$ 12,325         |

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|   |           |   |           |   |           |   |           |   |           |   |
|---|-----------|---|-----------|---|-----------|---|-----------|---|-----------|---|
| ALL   | \$ 27,119 |   | \$ 17,613 |   | \$ 12,521 |   | \$ 15,380 |   | \$ 11,527 |   |
| Total non-performing loans to total loans                                 | 0.99      | % | 0.50      | % | 1.31      | % | 1.26      | % | 1.66      | % |
| Loans 90 days or more past due and still accruing interest to total loans | 0.01      | % | 0.01      | % | 0.01      | % | 0.00      | % | 0.03      | % |
| Total non-performing assets to total loans and OREO                       | 1.81      | % | 1.86      | % | 5.00      | % | 6.19      | % | 6.71      | % |
| ALL to non-performing loans   | 105.74    | % | 162.89    | % | 51.43     | % | 66.53     | % | 30.52     | % |

Total non-performing loans increased \$14.8 million from December 31, 2014 to December 31, 2015. The primary driver was two energy services clients in the commercial segment, totaling \$12.0 million that were restructured and put on non-accrual status during the year. During 2015, accruing TDRs decreased \$10.9 million. The decrease was the result of payoffs of prior restructured loans, partially offset by a \$6.3 million restructure of a relationship in the commercial segment.

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The OREO balance of \$20.8 million at December 31, 2015, excludes \$5.5 million of minority interest in participated OREO in connection with the repossession of collateral on loans for which we were not the lead bank and we do not have a controlling interest. These properties have been repossessed by the lead banks and we have recorded our receivable due from the lead banks in other assets as minority interest in participated OREO. During 2015, \$4.6 million of OREO was foreclosed on or otherwise repossessed and \$15.6 million of OREO was sold resulting in a net gain of \$2.8 million. OREO write-downs of \$1.6 million were recorded during 2015.

Total non-performing loans decreased \$13.5 million from December 31, 2013 to December 31, 2014. The decrease was driven by a \$15.5 million decrease in non-performing loans as a result of a 310-30 loan pool that was returned to accrual status during 2014. This decrease was offset by one restructured non 310-30 loan relationship in the commercial segment, totaling \$3.6 million at December 31, 2014, that was placed on non-accrual status during 2014. The loans in this relationship were fully secured and current as to principal and interest payments at December 31, 2014.

During 2014, accruing TDRs increased \$7.7 million compared to 2013. The increase was primarily attributable to two loans in the commercial segment with a recorded balance of \$10.9 million and two loans in the agriculture segment with a recorded balance of \$2.7 million, all of which have been granted an extension of maturity.

OREO balances were \$29.1 million at December 31, 2014 and exclude \$8.1 million of minority interest in participated OREO in connection with the repossession of collateral on loans for which we were not the lead bank and we do not have a controlling interest. These properties have been repossessed by the lead banks and we have recorded our receivable due from the lead banks in other assets as minority interest in participated OREO. During 2014, \$4.5 million of OREO was foreclosed on or otherwise repossessed and \$56.5 million of OREO was sold. The OREO sales resulted in \$13.1 million of net gains. OREO write-downs of \$2.1 million were recorded during 2014.

The following table represents the carrying value of our accruing and non-accrual loans compared to the unpaid principal balance ("UPB") as of December 31, 2015:

|                        | Accruing<br>Unpaid<br>principal<br>balance | Carrying<br>value | Carrying<br>value/<br>UPB |   | Non-accrual<br>Unpaid<br>principal<br>balance | Carrying<br>value | Carrying<br>value/<br>UPB |   | Total<br>Unpaid<br>principal<br>balance | Carrying<br>value | Carrying<br>value/<br>UPB |
|------------------------|--|-------------------|---------------------------|---|---|-------------------|---------------------------|---|---|-------------------|---------------------------|
| Commercial loans       | \$ 1,025,516                               | \$ 1,022,930      | 99.7                      | % | \$ 18,587                                     | \$ 16,839         | 90.6                      | % | \$ 1,044,103                            | \$ 1,039,769      | 99.6                      |
| Commercial real estate | 143,908                                    | 143,574           | 99.8                      | % | 2,099   | 1,984             | 94.5                      | % | 146,007                                 | 145,558           | 99.7                      |
| Commercial real estate | 184,336                                    | 183,346           | 99.5                      | % | 1,679   | 1,273             | 75.8%                     | % | 186,015                                 | 184,619           | 99.2                      |
| Commercial real estate | 322,628                                    | 320,489           | 99.3                      | % | 1,276   | 1,223             | 95.8                      | % | 323,904                                 | 321,712           | 99.3                      |
| Commercial real estate | 660,176                                    | 658,254           | 99.7                      | % | 5,031   | 4,296             | 85.4                      | % | 665,207                                 | 662,550           | 99.6                      |
| Commercial real estate | 30,609                                     | 30,603            | 99.9                      | % | 35  | 32                | 91.4                      | % | 30,644                                  | 30,635            | 99.9                      |
| Commercial real estate | 2,367,173                                  | 2,359,196         | 99.7                      | % | 28,707  | 25,647            | 89.3                      | % | 2,395,880                               | 2,384,843         | 99.5                      |
| Commercial real estate | 26,616                                     | 13,007            | 48.9                      | % | —   | —                 | 0.00                      | % | 26,616                                  | 13,007            | 48.9                      |
| Commercial real estate | 19,938                                     | 16,752            | 84.0                      | % | —   | —                 | 0.00                      | % | 19,938                                  | 16,752            | 84.0                      |
| Commercial real estate | 183,413                                    | 148,888           | 81.2                      | % | —   | —                 | 0.00                      | % | 183,413                                 | 148,888           | 81.2                      |
| Commercial real estate | 30,873                                     | 21,452            | 69.5                      | % | —   | —                 | 0.00                      | % | 30,873                                  | 21,452            | 69.5                      |
| Commercial real estate | 7,557                                      | 2,731             | 36.1                      | % | —   | —                 | 0.00                      | % | 7,557                                   | 2,731             | 36.1                      |
| Commercial real estate | 268,397                                    | 202,830           | 75.6                      | % | —   | —                 | 0.00                      | % | 268,397                                 | 202,830           | 75.6                      |
| Commercial real estate | \$ 2,635,570                               | \$ 2,562,026      | 97.2                      | % | \$ 28,707                                     | \$ 25,647         | 89.3                      | % | \$ 2,664,277                            | \$ 2,587,673      | 97.1                      |

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## Past Due Loans

Past due status is monitored as an indicator of credit deterioration. Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. Loans that are 90 days or more past due and not accounted for under ASC 310-30 are put on non-accrual status unless the loan is well secured and in the process of collection. Pooled loans accounted for under ASC 310-30 that are 90 days or more past due and still accruing are included in loans 90 days or more past due and still accruing interest and are generally considered to be performing as is further described above under “Non-Performing Assets.” The table below shows the past due status of loans accounted for under ASC 310-30 and loans not accounted for under ASC 310-30, based on contractual terms of the loans as of December 31, 2015 and 2014:

|   | December 31, 2015      |                            |                | December 31, 2014      |                            |                |
|---|------------------------|----------------------------|----------------|------------------------|----------------------------|----------------|
|   | ASC<br>310-30<br>loans | Non ASC<br>310-30<br>loans | Total<br>loans | ASC<br>310-30<br>loans | Non ASC<br>310-30<br>loans | Total<br>loans |
| Loans 30-89 days<br>past due and still<br>accruing interest   | \$ 3,941               | \$ 6,716                   | \$ 10,657      | \$ 7,016               | \$ 1,142                   | \$ 8,158       |
| Loans 90 days past<br>due and still accruing<br>interest  | 15,762                 | 165                        | 15,927         | 33,834                 | 263                        | 34,097         |
| Non-accrual loans   | —                      | 25,647                     | 25,647         | —                      | 10,813                     | 10,813         |
| Total past due and<br>non-accrual loans   | \$ 19,703              | \$ 32,528                  | \$ 52,231      | \$ 40,850              | \$ 12,218                  | \$ 53,068      |
| Total 90 days past<br>due and still accruing<br>interest and<br>non-accrual loans to<br>310-30 loans, non<br>310-30 loans and<br>total loans,<br>respectively | 7.77 %                 | 1.08 %                     | 1.61 %         | 12.10 %                | 0.59 %                     | 2.08 %         |
| Total non-accrual<br>loans to 310-30 loans,<br>non 310-30 loans and<br>total loans,<br>respectively   | 0.00 %                 | 1.08 %                     | 0.99 %         | 0.00 %                 | 0.57 %                     | 0.50 %         |
| % of total past due<br>and non-accrual loans<br>that carry fair value<br>marks  | 100.00 %               | 22.01 %                    | 51.43 %        | 100.00 %               | 34.66 %                    | 84.96 %        |

Loans 30-89 days past due and still accruing interest increased by \$2.5 million from December 31, 2014 to December 31, 2015 and loans 90 days or more past due and still accruing interest decreased \$18.2 million at December 31, 2015 compared to December 31, 2014, for a collective decrease in total past due loans of \$15.7 million. The decrease in total past due loans was driven by lower ASC 310-30 loans 90 days past due and still accruing totaling \$18.1 million as a result of successful workout progress on acquired loans, offset by one non 310-30 commercial real estate loan totaling \$1.5 million that was 30 days past due at December 31, 2015. Non-accrual loans increased \$14.8 million from December 31, 2014 to December 31, 2015. The increase was primarily due to two energy services clients, totaling \$12.0 million at December 31, 2015, that were placed on non-accrual status.

#### Allowance for Loan Losses

The ALL represents the amount that we believe is necessary to absorb probable losses inherent in the loan portfolio at the balance sheet date and involves a high degree of judgment and complexity. Determination of the ALL is based on an evaluation of the collectability of loans, the realizable value of underlying collateral, economic conditions, historical net loan losses, the estimated loss emergence period, estimated default rates, any declines in cash flow assumptions from acquisition, loan structures, growth factors and other elements that warrant recognition and, to the extent applicable, prior loss experience. The ALL is critical to the portrayal and understanding of our financial condition, liquidity and results of operations. The determination and application of the ALL accounting policy involves judgments, estimates, and uncertainties that are subject to change. Changes in these assumptions, estimates or the conditions surrounding them may have a material impact on our financial condition, liquidity or results of operations.

In accordance with the applicable guidance for business combinations, acquired loans were recorded at their acquisition date fair values, which were based on expected future cash flows and included an estimate for future loan losses; therefore, no ALL was recorded as of the acquisition date. Any estimated losses on acquired loans that arise after the acquisition date are reflected in a charge to the provision for loan losses on the consolidated statements of operations.

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Loans accounted for under the accounting guidance provided in ASC 310-30 have been grouped into pools based on the predominant risk characteristics of purpose and/or type of loan. The timing and receipt of expected principal, interest and any other cash flows of these loans are periodically remeasured and the expected future cash flows of the collective pools are compared to the carrying value of the pools. To the extent that the expected future cash flows of each pool is less than the book value of the pool, an allowance for loan losses will be established through a charge to the provision for loan. If the remeasured expected future cash flows are greater than the book value of the pools, then the improvement in the expected future cash flows is accreted into interest income over the remaining expected life of the loan pool. During 2015 and 2014, these re-measurements resulted in overall increases in expected cash flows in certain loan pools, which, absent previous valuation allowances within the same pool, are reflected in increased accretion as well as an increased amount of accretable yield and are recognized over the expected remaining lives of the underlying loans as an adjustment to yield.

For all loans not accounted for under ASC 310-30, the determination of the ALL follows a process to determine the appropriate level of ALL that is designed to account for changes in credit quality and other risk factors. This process provides an ALL consisting of a specific allowance component based on certain individually evaluated loans and a general allowance component based on estimates of reserves needed for all other loans, segmented based on similar risk characteristics.

Impaired loans less than \$250,000 are included in the general allowance population. Impaired loans over \$250,000 are subject to individual evaluation on a regular basis to determine the need, if any, to allocate a specific reserve to the impaired loan. Typically, these loans consist of commercial, commercial real estate and agriculture loans and exclude homogeneous loans such as residential real estate and consumer loans. Specific allowances are determined by collectively analyzing:

- the borrower's resources, ability, and willingness to repay in accordance with the terms of the loan agreement;
- the likelihood of receiving financial support from any guarantors;
- the adequacy and present value of future cash flows, less disposal costs, of any collateral;
- the impact current economic conditions may have on the borrower's financial condition and liquidity or the value of the collateral.

In evaluating the loan portfolio for an appropriate ALL level, unimpaired loans are grouped into segments based on broad characteristics such as primary use and underlying collateral. We have identified five primary loan segments that are further stratified into ten loan classes to provide more granularity in analyzing loss history and to allow for more definitive qualitative adjustments based upon specific factors affecting each loan class. Following are the loan classes within each of the five primary loan segments:

Commercial

Agriculture

Commercial real estate

Consumer



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|                  |                   |                             |                         |                |
|------------------|-------------------|-----------------------------|-------------------------|----------------|
| Total commercial | Total agriculture | Construction                | Residential real estate | Total consumer |
|                  |                   | Acquisition and development | Senior lien             |                |
|                  |                   | Multi-family                | Junior lien             |                |
|                  |                   | Owner-occupied              |                         |                |
|                  |                   | Non-owner occupied          |                         |                |

Appropriate ALL levels are determined by segment and class utilizing risk ratings, loss history, peer loss history and qualitative adjustments. The qualitative adjustments consider the following risk factors:

- economic/external conditions;
  - loan administration, loan structure and procedures;
- risk tolerance/experience;
- loan growth;
- trends;
- concentrations; and
- other.

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Management derives an estimated annual loss rate adjusted for an estimated loss emergence period based on historical loss data categorized by segment and class. The loss rates are applied at the loan segment and class level. Our historical loss history began in 2012, resulting in minimal losses in our originated portfolio. In order to address this lack of historical data, we incorporate not only our own historical loss rates since the beginning of 2012, but we also utilize peer historical loss data, including a 28-quarter historical average net charge-off ratio on each loan type, relying on the Uniform Bank Performance Reports compiled by the Federal Financial Institutions Examinations Council (“FFIEC”). We may also apply a long-term estimated loss rate to pass rated credits as necessary to account for inherent risks to the portfolio. For originated loans, we assign a slightly higher portion of our loss history, but still rely on the peer loss history to account for our limited historical data. For acquired loans, we use solely our internal loss history as those loans are more seasoned and more of the actual losses in the portfolio have been from the acquired portfolio.

The collective resulting ALL for loans not accounted for under ASC 310-30 is calculated as the sum of the specific reserves and the general reserves. While these amounts are calculated by individual loan or segment and class, the entire ALL is available for any loan that, in our judgment, should be charged-off.

Non 310-30 ALL

During 2015, we recorded \$12.1 million of provision for loan losses for loans not accounted for under ASC 310-30, which primarily reflects reserves to support loan growth and specific reserves on certain non-performing loans. Net charge-offs for non ASC 310-30 loans during 2015 totaled \$2.9 million and were primarily from the commercial and consumer loan segments. At December 31, 2015, there were eleven impaired loans that carried specific reserves totaling \$4.3 million.

During 2014, we recorded \$6.7 million of provision for loan losses for loans not accounted for under ASC 310-30, which primarily reflects reserves to support loan growth and specific reserves on certain non-performing loans. During 2014, net charge-offs totaled \$1.1 million and were primarily from the residential real estate, consumer, and commercial loan segments. At December 31, 2014, there were five impaired loans that carried specific reserves totaling \$0.3 million.

310-30 ALL

During 2015, seven loan pools accounted for under ASC 310-30 had combined impairments of \$336 thousand as a result of decreases in expected cash flows.

During 2014, several loans pools accounted for under ASC 310-30 had previous valuation allowances of \$559 thousand that were reversed as a result of an increase in expected cash flows. The remaining loan pools had minimal impairments during 2014 as a result of decreases in expected cash flows. This activity resulted in net provision reversals of \$520 thousand during 2014.

Total ALL

After considering the above mentioned factors, we believe that the ALL of \$27.1 million and \$17.6 million was adequate to cover probable losses inherent in the loan portfolio at December 31, 2015 and 2014, respectively. However, it is likely that future adjustments to the ALL will be necessary and any changes to the assumptions, circumstances or estimates used in determining the ALL could adversely affect the Company's results of operations, liquidity or financial condition.

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The following schedule presents, by class stratification, the changes in the ALL during the periods listed.

|         |   | December 31, 2015     |                        |              | December 31, 2014      |                        |              | December 31, 2013      |                        |        |   |      |   |        |   |
|---------|---|-----------------------|------------------------|--------------|------------------------|------------------------|--------------|------------------------|------------------------|--------|---|------|---|--------|---|
|         |   | ASC<br>30-30<br>loans | Non<br>310-30<br>loans | Total        | ASC<br>310-30<br>loans | Non<br>310-30<br>loans | Total        | ASC<br>310-30<br>loans | Non<br>310-30<br>loans | Total  |   |      |   |        |   |
| 721     |   | \$ 16,892             |                        | \$ 17,613    | \$ 1,280               | \$ 11,241              | \$ 12,521    | \$ 4,652               | \$ 10,728              |        |   |      |   |        |   |
| —       |   | (1,860)               |                        | (1,860)      | (3)                    | (507)                  | (510)        | (496)                  | (1,654)                |        |   |      |   |        |   |
| —       |   | (51)                  |                        | (51)         | —                      | —                      | —            | (221)                  | —                      |        |   |      |   |        |   |
| —       |   | (222)                 |                        | (222)        | —                      | —                      | —            | (2,801)                | (943)                  |        |   |      |   |        |   |
| —       |   | (208)                 |                        | (208)        | —                      | (739)                  | (739)        | (623)                  | (882)                  |        |   |      |   |        |   |
| (10)    |   | (1,196)               |                        | (1,206)      | (36)                   | (783)                  | (819)        | —                      | (1,001)                |        |   |      |   |        |   |
| (10)    |   | (3,537)               |                        | (3,547)      | (39)                   | (2,029)                | (2,068)      | (4,141)                | (4,480)                |        |   |      |   |        |   |
| —       |   | 609                   |                        | 609          | —                      | 951                    | 951          | —                      | 1,466                  |        |   |      |   |        |   |
| (10)    |   | (2,928)               |                        | (2,938)      | (39)                   | (1,078)                | (1,117)      | (4,141)                | (3,014)                |        |   |      |   |        |   |
| 366     |   | 12,078                |                        | 12,444       | (520)                  | 6,729                  | 6,209        | 769                    | 3,527                  |        |   |      |   |        |   |
| 1,077   |   | \$ 26,042             |                        | \$ 27,119    | \$ 721                 | \$ 16,892              | \$ 17,613    | \$ 1,280               | \$ 11,241              |        |   |      |   |        |   |
| 0.01    | % | 0.36                  | %                      | 0.12         | %                      | 0.01                   | %            | 0.06                   | %                      | 0.05   | % | 0.67 | % | 0.27   | % |
| 0.53    | % | 1.09                  | %                      | 1.05         | %                      | 0.26                   | %            | 0.90                   | %                      | 0.81   | % | 0.28 | % | 0.80   | % |
| 0.00    | % | 101.54                | %                      | 105.74       | %                      | 0.00                   | %            | 156.22                 | %                      | 162.89 | % | 8.63 | % | 118.11 | % |
| 202,830 |   | \$ 2,384,843          |                        | \$ 2,587,673 | \$ 279,645             | \$ 1,882,764           | \$ 2,162,409 | \$ 450,880             | \$ 1,403,214           |        |   |      |   |        |   |

|         |              |              |            |              |              |            |              |
|---------|--------------|--------------|------------|--------------|--------------|------------|--------------|
| 209,268 | \$ 2,323,527 | \$ 2,532,795 | \$ 361,806 | \$ 1,688,197 | \$ 2,050,003 | \$ 620,709 | \$ 1,128,545 |
| —       | \$ 25,647    | \$ 25,647    | \$ —       | \$ 10,813    | \$ 10,813    | \$ 14,827  | \$ 9,517     |

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|   | As of and for the years ended |                        |              |                        |                        |              |      |   |       |   |       |   |
|---|-------------------------------|------------------------|--------------|------------------------|------------------------|--------------|------|---|-------|---|-------|---|
|   | December 31, 2012             |                        |              | December 31, 2011      |                        |              |      |   |       |   |       |   |
|   | ASC<br>310-30<br>loans        | Non<br>310-30<br>loans | Total        | ASC<br>310-30<br>loans | Non<br>310-30<br>loans | Total        |      |   |       |   |       |   |
| Beginning allowance for loan losses   | \$ 2,188                      | \$ 9,339               | \$ 11,527    | \$ —                   | \$ 48                  | \$ 48        |      |   |       |   |       |   |
| Charge-offs:  |                               |                        |              |                        |                        |              |      |   |       |   |       |   |
| Commercial  | (216)                         | (3,140)                | (3,356)      | (3,111)                | (1,399)                | (4,510)      |      |   |       |   |       |   |
| Agriculture   | (144)                         | (8)                    | (152)        | —                      | —                      | —            |      |   |       |   |       |   |
| Commercial real estate  | (15,578)                      | (2,605)                | (18,183)     | —                      | (3,378)                | (3,378)      |      |   |       |   |       |   |
| Residential real estate   | (872)                         | (1,132)                | (2,004)      | —                      | (288)                  | (288)        |      |   |       |   |       |   |
| Consumer  | (19)                          | (1,502)                | (1,521)      | —                      | (1,330)                | (1,330)      |      |   |       |   |       |   |
| Total charge-offs   | (16,829)                      | (8,387)                | (25,216)     | (3,111)                | (6,395)                | (9,506)      |      |   |       |   |       |   |
| Recoveries  | 275                           | 799                    | 1,074        | 288                    | 695                    | 983          |      |   |       |   |       |   |
| Net charge-offs Provision (recoupment) for loan loss                            | (16,554)                      | (7,588)                | (24,142)     | (2,823)                | (5,700)                | (8,523)      |      |   |       |   |       |   |
| Ending allowance for loan losses  | \$ 4,652                      | \$ 10,728              | \$ 15,380    | \$ 2,188               | \$ 9,339               | \$ 11,527    |      |   |       |   |       |   |
| Ratio of net charge-offs to average total loans during the period, respectively | 1.56                          | %                      | 0.79         | %                      | 1.20                   | %            | 0.34 | % | 0.68  | % | 0.51  | % |
| Ratio of ALL to total loans outstanding at period end, respectively             | 0.57                          | %                      | 1.06         | %                      | 0.84                   | %            | 0.17 | % | 0.97  | % | 0.51  | % |
| Ratio of ALL to total non-performing loans at period end, respectively          | 0.00                          | %                      | 46.40        | %                      | 66.53                  | %            | 0.00 | % | 24.73 | % | 30.52 | % |
| Total loans   | \$ 822,021                    | \$ 1,010,681           | \$ 1,832,702 | \$ 1,307,709           | \$ 960,726             | \$ 2,268,435 |      |   |       |   |       |   |
| Average total loans outstanding during the period                               | \$ 1,058,092                  | \$ 962,147             | \$ 2,020,239 | \$ 823,598             | \$ 834,580             | \$ 1,658,178 |      |   |       |   |       |   |

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|                            |      |           |           |      |           |           |
|----------------------------|------|-----------|-----------|------|-----------|-----------|
| Total non-performing loans | \$ — | \$ 23,119 | \$ 23,119 | \$ — | \$ 37,770 | \$ 37,770 |
|----------------------------|------|-----------|-----------|------|-----------|-----------|

The following table presents the allocation of the ALL and the percentage of the total amount of loans in each loan category listed as of the dates presented:

|                         | December 31, 2015 |                  | Related   |          |
|-------------------------|-------------------|------------------|-----------|----------|
|                         | Total loans       | % of total loans | ALL       | % of ALL |
| Commercial              | \$ 1,052,776      | 40.7 %           | \$ 14,390 | 53.1 %   |
| Agriculture             | 162,310           | 6.3              | 1,676     | 6.2      |
| Commercial real estate  | 655,219           | 25.3             | 5,362     | 19.8     |
| Residential real estate | 684,002           | 26.4             | 5,283     | 19.5     |
| Consumer and overdrafts | 33,366            | 1.3              | 409       | 1.4      |
| Total                   | \$ 2,587,673      | 100.0 %          | \$ 27,119 | 100.0 %  |

|                         | December 31, 2014 |                  | Related   |          |
|-------------------------|-------------------|------------------|-----------|----------|
|                         | Total loans       | % of total loans | ALL       | % of ALL |
| Commercial              | \$ 795,396        | 36.8 %           | \$ 8,598  | 48.8 %   |
| Agriculture             | 137,531           | 6.4              | 1,009     | 5.7      |
| Commercial real estate  | 561,594           | 26.0             | 3,819     | 21.7     |
| Residential real estate | 632,700           | 29.2             | 3,771     | 21.4     |
| Consumer and overdrafts | 35,188            | 1.6              | 416       | 2.4      |
| Total                   | \$ 2,162,409      | 100.0 %          | \$ 17,613 | 100.0 %  |

|                         | December 31, 2013 |                  | Related   |          |
|-------------------------|-------------------|------------------|-----------|----------|
|                         | Total loans       | % of total loans | ALL       | % of ALL |
| Commercial              | \$ 483,495        | 26.1 %           | \$ 4,258  | 34.0 %   |
| Agriculture             | 159,952           | 8.6              | 1,237     | 9.9      |
| Commercial real estate  | 574,220           | 31.0             | 2,276     | 18.2     |
| Residential real estate | 599,924           | 32.3             | 4,259     | 34.0     |
| Consumer and overdrafts | 36,503            | 2.0              | 491       | 3.9      |
| Total                   | \$ 1,854,094      | 100.0 %          | \$ 12,521 | 100.0 %  |





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|                         | December 31, 2012 |                  |             |          |
|-------------------------|-------------------|------------------|-------------|----------|
|                         | Total loans       | % of total loans | Related ALL | % of ALL |
| Commercial              | \$ 270,588        | 14.8 %           | \$ 2,798    | 18.2 %   |
| Agriculture             | 173,407           | 9.5              | 592         | 3.8      |
| Commercial real estate  | 804,999           | 43.9             | 7,396       | 48.1     |
| Residential real estate | 533,377           | 29.1             | 4,011       | 26.1     |
| Consumer and overdrafts | 50,331            | 2.7              | 583         | 3.8      |
| Total                   | \$ 1,832,702      | 100.0%           | \$ 15,380   | 100.0 %  |

|                         | December 31, 2011 |                  |             |          |
|-------------------------|-------------------|------------------|-------------|----------|
|                         | Total loans       | % of total loans | Related ALL | % of ALL |
| Commercial              | \$ 372,931        | 16.4 %           | \$ 2,959    | 25.7 %   |
| Agriculture             | 151,403           | 6.7              | 282         | 2.4      |
| Commercial real estate  | 1,152,478         | 50.6             | 3,389       | 29.4     |
| Residential real estate | 522,885           | 23               | 4,121       | 35.8     |
| Consumer and overdrafts | 74,354            | 3.3              | 776         | 6.7      |
| Total                   | \$ 2,274,051      | 100.0%           | \$ 11,527   | 100.0 %  |

The ALL allocated to commercial loans increased \$5.8 million to 53.1% at December 31, 2015, from 48.8% at December 31, 2014, primarily due to loan growth and specific reserves on certain non-accrual loans.

#### FDIC Indemnification Asset and Clawback Liability

On November 5, 2015, the Bank terminated its loss-share agreements with the FDIC. The Bank paid consideration of \$15.1 million to the FDIC and recorded a pre-tax gain of \$4.9 million during the fourth quarter of 2015. The gain resulted primarily from the settlement payment made to the FDIC, and the elimination of the remaining indemnification asset and clawback payable, which totaled \$18.2 million and \$38.7 million, respectively, on the date of termination. The indemnification asset was amortized through September 30, 2015.

During 2015, the Company paid a net \$2.2 million to the FDIC related to certificates filed through June 30, 2015 for recoveries on covered assets through that period. All rights and obligations of the Bank and the FDIC under the FDIC loss-share agreements have been eliminated under the early termination agreement.

At December 31, 2014, the FDIC indemnification asset was \$39.1 million, compared to \$64.4 million at December 31, 2013. In 2014, we recognized \$27.7 million of amortization on the FDIC indemnification asset. The amortization resulted from an increase in actual and expected cash flows on the underlying covered assets, resulting in lower expected reimbursements from the FDIC. The increase in expected cash flows from these underlying assets is primarily reflected in the increased accretable yield on loans accounted for under ASC 310-30, as most of the FDIC covered assets were accounted for under this guidance. The carrying value of the FDIC indemnification asset was increased by \$2.0 million during 2014 as a result of FDIC loss share submissions. During 2014, we paid a net \$2.0 million in net loss-share payments to the FDIC for the aforementioned submissions.

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## Other Assets

Significant components of other assets were as follows as of the periods indicated:

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| Deferred tax asset   | \$ 52,633         | \$ 45,506         |
| Accrued income taxes receivable  | 9,427             | 5,743             |
| Bank-owned life insurance  | 50,311            | 44,242            |
| Minority interest in participated other real estate owned                    | 5,450             | 8,082             |
| Accrued interest on loans  | 8,827             | 7,199             |
| Accrued interest on interest bearing bank deposits and investment securities | 3,363             | 4,266             |
| Other miscellaneous assets   | 10,705            | 9,782             |
| Total other assets   | \$ 140,716        | \$ 124,820        |

Other assets totaled \$140.7 million and \$124.8 million at December 31, 2015 and 2014, respectively, and increased \$15.9 million, or 12.7%, during the year ended December 31, 2015. The deferred tax assets increased \$7.1 million during 2015, which was primarily attributable to the reversal of the deferred tax liability related to the FDIC indemnification asset and the acquisition of Pine River, and was offset by the write-off of deferred tax assets on certain stock-based compensation awards granted to former executives. Accrued income taxes receivable increased \$3.7 million during 2015 due to lower taxable income. Bank-owned life insurance increased \$6.1 million during 2015 due to additional life insurance policies acquired through the Pine River acquisition coupled with increased bank-owned life insurance cash surrender value. Other miscellaneous assets increased \$0.9 million, or 9.4%, from December 31, 2014 to December 31, 2015, primarily due to an increase in derivative assets, further discussed in note 22 of our consolidated financial statements, and acquired Pine River other assets.

Other assets totaled \$124.8 million and \$86.5 million at December 31, 2014 and 2013, respectively, and increased \$38.3 million, or 44.2%. The increase was primarily due to the purchase of bank-owned life insurance during 2014, which totaled \$44.2 million at December 31, 2014. Accrued income taxes receivable decreased \$10.8 million due to tax payments made during the year. The deferred tax asset increased \$8.0 million, or 21.4%, during 2014, which was primarily attributable to a reduction in deferred tax liabilities related to purchased assets during the year, an increase in the allowance for loan loss and an offsetting adjustment for the decrease in the tax effect of unrealized gains on available-for-sale securities.

## Other Liabilities

Significant components of other liabilities were as follows as of the dates indicated:

|                                       | December 31, 2015 | December 31, 2014 |
|---------------------------------------|-------------------|-------------------|
| Accrued expenses                      | \$ 15,493         | \$ 15,192         |
| Pending loan purchase settlement      | 9,936             | 10,038            |
| Accrued interest payable              | 4,319             | 3,608             |
| Derivative liability                  | 8,315             | 4,728             |
| Other miscellaneous liabilities       | 11,101            | 2,316             |
| Accrued contract termination expenses | —                 | 4,110             |
| Warrant liability                     | —                 | 3,328             |
| Total other liabilities               | \$ 49,164         | \$ 43,320         |

Other liabilities totaled \$49.2 million and \$43.3 million at December 31, 2015 and 2014, respectively, and increased \$5.8 million, or 13.5%, during 2015. Derivative liabilities increased \$3.6 million during 2015 compared to prior year primarily due to increased volume of fair value and interest rate hedges during 2015. Other miscellaneous liabilities increased \$8.8 million during 2015, primarily due to an increase in deferred compensation liabilities from the Pine River acquisition totaling \$1.0 million and deferred revenue related to our core processing vendor contract of \$5.2 million.

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We have outstanding warrants to purchase 725,750 shares of our common stock. During 2015, the Company settled 105,000 warrants and recognized a gain of \$97 thousand upon settlement. During the fourth quarter of 2015, the Company modified its warrant agreements, resulting in a reclassification from other liabilities to additional paid-in capital in the statement of financial condition at December 31, 2015. The warrants were recorded at fair value as of the date of the modified agreements using a Black-Scholes model with the change in fair value reported in the consolidated statements of operations as “loss (gain) from change in fair value of warrant liability” in non-interest expense. More information on the accounting and measurement of the warrant contracts can be found in notes 2 and 18 in our consolidated financial statements.

Other liabilities totaled \$43.3 million and \$36.6 million at December 31, 2014 and 2013, respectively, and increased \$6.7 million during 2014. Pending loan purchase settlements increased \$5.0 million from December 31, 2013 to December 31, 2014 primarily due to loan purchases that have not yet settled. Accrued contract termination expenses totaled \$4.1 million at December 31, 2014, due to notification of our intent to terminate the existing core processing agreement. Participant interest in other real estate owned decreased \$4.2 million due to the sale of an OREO property during 2014, in which we had a controlling interest and had recorded a corresponding payable in other liabilities. Other liabilities increased \$4.5 million during 2014 from 2013 primarily due to a \$4.7 million increase in derivative liabilities.

## Deposits

Deposits from banking clients serve as a primary funding source for our banking operations and our ability to gather and manage deposit levels is critical to our success. Deposits not only provide a low-cost funding source for our loans, but also provide a foundation for the client relationships that are critical to future loan growth. The following table presents information regarding our deposit composition at December 31, 2015 and 2014:

|                                      | December 31, 2015 |        | December 31, 2014 |        |
|--------------------------------------|-------------------|--------|-------------------|--------|
| Non-interest bearing demand deposits | \$ 815,054        | 21.2 % | \$ 732,580        | 19.5 % |
| Interest bearing demand deposits     | 436,745           | 11.4   | 386,121           | 10.3   |
| Savings accounts                     | 357,505           | 9.3    | 255,246           | 6.8    |
| Money market accounts                | 1,037,490         | 27.0   | 1,035,190         | 27.4   |
| Total transaction deposits           | 2,646,794         | 68.9   | 2,409,137         | 64.0   |
| Time deposits < \$100,000            | 762,038           | 19.8   | 859,910           | 22.8   |
| Time deposits > \$100,000            | 431,845           | 11.3   | 497,141           | 13.2   |
| Total time deposits                  | 1,193,883         | 31.1   | 1,357,051         | 36.0   |
| Total deposits                       | \$ 3,840,677      | 100.0% | \$ 3,766,188      | 100.0% |

The following table shows scheduled maturities of certificates of deposit with denominations greater than or equal to \$100,000 as of December 31, 2015:

|                                 | December 31, 2015 |
|---------------------------------|-------------------|
| Three months or less            | \$ 76,228         |
| Over 3 months through 6 months  | 62,631            |
| Over 6 months through 12 months | 141,789           |
| Thereafter                      | 151,198           |
| Total time deposits > \$100,000 | \$ 431,845        |

During 2015, our total deposits increased \$74.5 million, or 2.0%. Non-interest bearing demand deposits increased \$82.5 million, or 11% from December 31, 2014, while time deposits decreased \$163.2 million, or 12% from December 31, 2014. As a result, the mix of transaction deposits to total deposits improved to 68.9% at December 31, 2015, from 64.0% at December 31, 2014 as we continued to focus our deposit base on clients who were interested in market-rate time deposits and in developing a long-term banking relationship. At December 31, 2015 and 2014, we had \$807.7 million and \$934.7 million, respectively, of time deposits that were scheduled to mature within 12 months. Of the \$807.7 million in time deposits scheduled to mature within 12 months at December 31, 2015, \$280.7 million were in denominations of \$100,000 or more, and \$527.0 million were in denominations less than \$100,000. Note 13 to the consolidated financial statements provides a maturity schedule and weighted average rates of time deposits outstanding at December 31, 2015 and 2014.

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During 2014, our total deposits decreased \$72.1 million, or 1.9%.

Non-interest bearing demand deposits increased to \$732.6 million at December 31, 2014, an increase of 8.5%, from December 31, 2013 and time deposits decreased \$138.6 million, or 9.3%, during 2014. As a result, the mix of transaction deposits to total deposits improved to 64.0% at December 31, 2014, from 61.0% at December 31, 2013 as we continued to focus our deposit base on clients who were interested in market-rate time deposits and in developing a banking relationship, coupled with the California banking center and limited-service retirement center exits on December 31, 2013. At December 31, 2014 and December 31, 2013, we had \$0.9 billion and \$1.0 billion, respectively, of time deposits that were scheduled to mature within 12 months. Of the \$0.9 billion in time deposits scheduled to mature within 12 months, \$0.3 billion were in denominations of \$100,000 or more, and \$0.6 billion were in denominations less than \$100,000.

## Regulatory Capital

On October 19, 2015, the Company announced that the operating agreement between its subsidiary bank and its then primary regulator, the OCC, was terminated. The operating agreement was entered into in December 2010 as part of the Bank's approval to operate as a de novo bank. The agreement required the Bank to maintain certain capital levels, placed restrictions on its ability to pay dividends, and limited its ability to make certain other business decisions.

Our subsidiary bank and the holding company are subject to the regulatory capital adequacy requirements of the Federal Reserve Board and the FDIC, as applicable. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly further discretionary actions by regulators that could have a material adverse effect on us. At December 31, 2015 and 2014, our subsidiary bank and the consolidated holding company exceeded all capital ratio requirements under prompt corrective action and other regulatory requirements, as further detailed in note 15 of our consolidated financial statements.

## Results of Operations

Our net income depends largely on net interest income, which is the difference between interest income from interest earning assets and interest expense on interest bearing liabilities. Our results of operations are also affected by provisions for loan losses and non-interest income, such as service charges, bank card income, FDIC indemnification asset amortization and FDIC loss sharing income (expense) income. Our primary operating expenses, aside from interest expense, consist of salaries and benefits, occupancy costs, telecommunications data processing expense and intangible asset amortization. Any expenses related to the resolution of problem assets are also included in non-interest expense.

## Overview of Results of Operations

Year ended 2015

We recorded net income of \$4.9 million, or \$0.14 per diluted share, during 2015, compared to net income of \$9.2 million, or \$0.22 per diluted share, during 2014. Net interest income totaled \$156.9 million during 2015 and decreased \$13.3 million, or 7.8%, from 2014. The decrease was primarily driven by lower levels of higher-yielding acquired loans of \$124.4 million, or 34.4%. Average interest earning assets remained consistent as increases in the originated loan portfolio offset reductions in the investment portfolio and non-strategic acquired loans. The continued resolution of the higher-yielding acquired non-strategic loan portfolio and higher levels of lower-yielding short-term investments led to a 25 basis point narrowing of the fully taxable equivalent net interest margin to 3.60% from 3.85% in the prior year.

Provision for loan loss expense was \$12.4 million during 2015, compared to \$6.2 million during 2014, an increase of \$6.2 million. The increase in provision was primarily due to an increase in specific reserves of \$5.6 million. The non 310-30 allowance was 1.09% of total non 310-30 loans compared to 0.90% in the prior year, increasing primarily due to the higher specific reserves and an increase in the general allowance as the originated portfolio becomes a larger component of non 310-30 loans. Net charge-offs on non 310-30 loans remained low at only 0.12% during 2015 compared to 0.06% during 2014.



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Non-interest income was \$21.4 million in 2015 compared to a negative \$1.7 million in the prior year, an increase of \$23.1 million. The increase was largely due to \$21.1 million higher FDIC related income driven by \$7.0 million less indemnification amortization, a \$9.2 million increase in other FDIC loss-share income, and a \$4.9 million gain on the termination of the FDIC loss-share agreements. Banking related non-interest income totaled \$33.0 million during 2015, increasing \$2.6 million, or 8.6%, as a result of increases in bank card fees, gain on sale of mortgages, mark-to-market adjustments related to fair value interest rate swaps on fixed-rate term loans, and bank-owned life insurance income, and were somewhat offset by a decrease in overdraft fees.

Total non-interest expense was \$158.0 million in 2015, increasing \$8.0 million from prior year. The increase was driven by lower year-over-year OREO gains of \$7.0 million, one-time core system conversion-related expenses of \$3.0 million, efficiency initiative expenses related to severance accruals and banking center consolidation expense accruals of \$2.4 million, change in warrant liability fair value adjustments of \$3.1 million primarily due to the change in our stock price, and \$2.1 million related to the addition of Pine River. These increases were partially offset by a net decrease in operating expenses of \$4.8 million during 2015 and a \$4.1 million contract termination expense in 2014. One-time non-interest expenses totaled \$6.2 million during 2015 and are excluded from operating expenses in 2015. When further adjusted for the additional Pine River expenses, operating expenses decreased a net \$4.8 million year-over-year, or 3.2%. Operating expense reductions were driven by lower compensation costs, banking center consolidations and successful vendor contract negotiations. Operating expenses exclude problem asset workout expenses, and one-time expenses related to the change in the warrant liability, contract termination expenses, banking center consolidation expense accruals, severance expense accruals, core system conversion-related expenses, and acquisition-related expenses.

Years ended 2014 and 2013

We recorded net income of \$9.2 million, or \$0.22 per diluted share, during 2014, compared to net income of \$6.9 million, or \$0.14 per diluted share, during 2013. Net interest income totaled \$170.2 million during 2014 and decreased \$8.7 million, or 4.9%, from 2013. The decrease in interest income was largely attributable to a decrease in average interest earning assets of \$251.6 million, or 5.4%, from the prior year, as we successfully repurchased 6.1 million of our shares outstanding and reduced the investment portfolio. The decrease in the interest earning assets was partially offset by a four basis point widening of the net interest margin to 3.85% from 3.81% in the prior year (fully taxable equivalent). The continued resolution of the higher-yielding acquired non-strategic loan portfolio was mostly offset by strong organic growth in the strategic loan portfolio. As a result, the yield on interest earning assets increased by one basis point and was complemented by a three basis point decrease in the cost of interest bearing liabilities.

Provision for loan loss expense was \$6.2 million during 2014 compared to \$4.3 million during 2013. The \$1.9 million increase in provision was primarily due to loan growth as credit quality remained strong and non 310-30 net charge-offs were significantly lower at only 0.06% during 2014 compared to 0.27% during the prior year.

Non-interest income was a negative \$1.7 million during 2014 compared to income of \$20.2 million during 2013, a decrease of \$21.9 million. The decrease was largely due to \$20.5 million lower FDIC loss-share related income. An

additional \$8.8 million of non-cash FDIC indemnification asset amortization and an \$11.7 million decline in other FDIC loss-sharing income from the same period in 2013 was due to better performance of the underlying covered assets coupled with lower problem loan and OREO expenses. Banking related non-interest income of \$30.4 million during 2014 was up \$0.2 million compared to the same period in 2013 as a result of increases in bank card fees, swap fees and bank owned life insurance income and were somewhat offset by a decrease in service charges.

Non-interest expense totaled \$150.0 million during 2014 compared to \$184.0 million during 2013, a decrease of \$34.0 million, or 18.5%. Operating expenses of \$150.7 million during 2014 decreased \$12.4 million. The 7.6% year-over-year decrease in operating expenses was primarily due to lower salaries and benefits of \$7.2 million. During 2014, OREO and problem loan expenses declined \$18.5 million and were driven by \$6.2 million higher net gains on OREO sales coupled with lower levels of OREO and problem loan expenses of \$12.3 million. Expenses for 2014 include a \$4.1 million contract termination accrual related to a change in our core system provider and 2013 included \$3.4 million of expenses related to banking center closures. The change in the warrant liability contributed \$3.8 million to the year-over-year decline in non-interest expenses.

#### Net Interest Income

We regularly review net interest income metrics to provide us with indicators of how the various components of net interest income are performing. We regularly review: (i) our loan mix and the yield on loans; (ii) the investment portfolio and the related yields; (iii) our deposit mix and the cost of deposits; and (iv) net interest income simulations for various forecast periods.

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The following tables present the components of net interest income for the periods indicated. The tables include: (i) the average daily balances of interest earning assets and interest bearing liabilities; (ii) the average daily balances of non-interest earning assets and non-interest bearing liabilities; (iii) the total amount of interest income earned on interest earning assets on a fully taxable equivalent basis; (iv) the total amount of interest expense incurred on interest bearing liabilities; (v) the resultant average yields and rates; (vi) net interest spread; and (vii) net interest margin, which represents the difference between interest income and interest expense, expressed as a percentage of interest earning assets. The effects of trade-date accounting of investment securities for which the cash had not settled are not considered interest earning assets and are excluded from this presentation for time frames prior to their cash settlement, as are the market value adjustments on the investment securities available-for-sale.

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The table below presents the components of net interest income on a fully taxable equivalent basis for the years ended December 31, 2015, 2014, and 2013:

|           | For the year ended December 31,<br>2015 |            |                 |   | For the year ended December 31,<br>2014 |            |                 |   | For the year ended December 31,<br>2013 |            |                 |   |
|-----------|---|------------|-----------------|---|---|------------|-----------------|---|---|------------|-----------------|---|
|           | Average<br>balance                      | Interest   | Average<br>rate |   | Average<br>balance                      | Interest   | Average<br>rate |   | Average<br>Balance                      | Interest   | Average<br>Rate |   |
| Earning   |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| 30        | \$ 237,453                              | \$ 47,255  | 19.90           | % | \$ 361,806                              | \$ 60,841  | 16.82           | % | \$ 620,709                              | \$ 76,661  | 12.35           | % |
| 30 loans  |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| (4)(5)    | 2,109,152                               | 86,693     | 4.11            | % | 1,691,253                               | 74,565     | 4.41            | % | 1,133,895                               | 62,387     | 5.50            | % |
| nt        |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| for-sale  | 1,327,245                               | 26,398     | 1.99            | % | 1,655,730                               | 31,887     | 1.93            | % | 1,951,039                               | 35,460     | 1.82            | % |
| nt        |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| held-to-  |   |            |                 |   |   |            |                 |   |   |            |                 |   |
|           | 476,924                                 | 11,747     | 2.46            | % | 588,909                                 | 16,764     | 2.85            | % | 597,920                                 | 18,485     | 3.09            | % |
| urities   | 25,865                                  | 1,210      | 4.68            | % | 25,855                                  | 1,206      | 4.66            | % | 32,135                                  | 1,559      | 4.85            | % |
| arning    |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| and       |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| d under   |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| ts to     | 262,500                                 | 799        | 0.30            | % | 123,350                                 | 329        | 0.27            | % | 362,854                                 | 923        | 0.25            | % |
| rest      |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| assets(4) | \$ 4,439,139                            | \$ 174,102 | 3.92            | % | \$ 4,446,903                            | \$ 185,592 | 4.17            | % | \$ 4,698,552                            | \$ 195,475 | 4.16            | % |
| due       |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| ks        | 59,526                                  |            |                 |   | 57,763                                  |            |                 |   | 60,922                                  |            |                 |   |
| ets       | 353,344                                 |            |                 |   | 378,723                                 |            |                 |   | 428,426                                 |            |                 |   |
| ee for    |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| es        | (20,939)                                |            |                 |   | (15,460)                                |            |                 |   | (12,690)                                |            |                 |   |
| ets       | \$ 4,831,070                            |            |                 |   | \$ 4,867,929                            |            |                 |   | \$ 5,175,210                            |            |                 |   |
| earing    |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| :         |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| earing    |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| savings   |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| y         |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| deposits  | \$ 1,758,965                            | \$ 4,524   | 0.26            | % | \$ 1,701,344                            | \$ 4,323   | 0.25            | % | \$ 1,719,507                            | \$ 4,271   | 0.25            | % |
| osits     | 1,281,171                               | 9,085      | 0.71            | % | 1,421,726                               | 9,797      | 0.69            | % | 1,607,676                               | 12,122     | 0.75            | % |
| s sold    |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| reements  |   |            |                 |   |   |            |                 |   |   |            |                 |   |
| nase      | 197,728                                 | 187        | 0.09            | % | 99,057                                  | 129        | 0.13            | % | 84,354                                  | 121        | 0.14            | % |
| lome      | 40,000                                  | 666        | 1.67            | % | 9,975                                   | 164        | 1.64            | % | —                                       | —          | —               | % |
| nk        |   |            |                 |   |   |            |                 |   |   |            |                 |   |

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|             |              |            |      |   |              |            |      |   |              |            |      |
|-------------|--------------|------------|------|---|--------------|------------|------|---|--------------|------------|------|
| Interest    |              |            |      |   |              |            |      |   |              |            |      |
| Liabilities | \$ 3,277,864 | \$ 14,462  | 0.44 | % | \$ 3,232,102 | \$ 14,413  | 0.45 | % | \$ 3,411,537 | \$ 16,514  | 0.48 |
| Deposits    | 782,431      |            |      |   | 700,809      |            |      |   | 660,254      |            |      |
| Liabilities | 69,299       |            |      |   | 74,327       |            |      |   | 64,666       |            |      |
| Liabilities | 4,129,594    |            |      |   | 4,007,238    |            |      |   | 4,136,457    |            |      |
| Depositors' |              |            |      |   |              |            |      |   |              |            |      |
|             | 701,476      |            |      |   | 860,691      |            |      |   | 1,038,753    |            |      |
| Liabilities |              |            |      |   |              |            |      |   |              |            |      |
| Depositors' | \$ 4,831,070 |            |      |   | \$ 4,867,929 |            |      |   | \$ 5,175,210 |            |      |
| Interest    |              | \$ 159,640 |      |   |              | \$ 171,179 |      |   |              | \$ 178,961 |      |
| Rate        |              |            | 3.48 | % |              |            | 3.72 | % |              |            | 3.60 |
| Interest    |              |            |      |   |              |            |      |   |              |            |      |
| Assets      | \$ 1,161,275 |            |      |   | \$ 1,214,801 |            |      |   | \$ 1,287,015 |            |      |
| Interest    |              |            | 3.60 | % |              |            | 3.85 | % |              |            | 3.80 |
| Average     |              |            |      |   |              |            |      |   |              |            |      |
| Earning     |              |            |      |   |              |            |      |   |              |            |      |
| Average     |              |            |      |   |              |            |      |   |              |            |      |
| Earning     | 135.43       | %          |      |   | 137.59       | %          |      |   | 137.73       | %          |      |

- 
- (1) Originated loans are net of deferred loan fees, less costs, which are included in interest income over the life of the loan.
  - (2) Includes originated loans with average balances of \$1.9 billion, \$1.4 billion, and \$734.0 million, interest income of \$70.6 million, \$58.1 million, and \$33.6 million and tax equivalent yields of 3.87%, 4.17%, and 4.57% for the years ended 2015, 2014, and 2013, respectively.
  - (3) Non 310-30 loans include loans held-for-sale. Average balances during 2015, 2014, and 2013 were \$7.1 million, \$3.1 million, and \$5.4 million, and interest income was \$589 thousand, \$267 thousand, and \$329 thousand for the same periods, respectively. Non-accrual and restructured loan balances are included in the average loan balances; however, the forgone interest on non-accrual and restructured loans is not included in the dollar amounts of interest earned.
  - (4) Presented on a fully taxable equivalent basis using the statutory tax rate of 35%. The taxable equivalent adjustments included above are \$2,695 thousand, \$930 thousand, and \$0 for the years ended 2015, 2014, and 2013, respectively.
  - (5) Loan fees included in interest income totaled \$4.3 million, \$4.2 million, and \$3.2 million during 2015, 2014, and 2013, respectively.

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Net interest income totaled \$156.9 million, \$170.2 million, and \$179.0 million for the years ended 2015, 2014, and 2013, respectively. On a fully taxable equivalent basis, net interest income totaled \$159.6 million, \$171.2 million, and \$179.0 million for the years ended 2015, 2014, and 2013, respectively. The year-over-year decrease was primarily driven by a \$13.6 million decrease in 310-30 income in 2015 compared to 2014, and a \$15.8 million decrease in 2014 compared to 2013. Average interest earning assets remained consistent as increases in the originated loan portfolio offset a reduction in the investment portfolio and non-strategic acquired loans. The continued resolution of the higher-yielding non-strategic loan portfolio and higher levels of lower-yielding short-term investments led to a 25 basis point narrowing of the fully taxable equivalent net interest margin to 3.60% from 3.85% in 2014.

Average loans comprised \$2.3 billion, or 52.9%, of total average interest earning assets during 2015, compared to \$2.1 billion, or 46.2%, during 2014, and \$1.8 billion, or 37.3%, during 2013. The continued resolution of the acquired non-strategic loan portfolio was more than offset by strong organic growth in the strategic loan portfolio during 2015. The yield on the ASC 310-30 loan portfolio was 19.90% during 2015, compared to 16.82% during 2014, and 12.35% during 2013. This increase in yield was attributable to the effects of the favorable life-to-date and 2015 transfers of non-accretable difference to accretable yield that are being accreted to interest income over the remaining life of these loan pools.

Average investment securities comprised 40.6% of total interest earning assets during 2015, compared to 50.5% during 2014, and 54.2% during 2013. The decrease in the investment portfolio was a result of scheduled paydowns and reflects the re-mixing of the interest-earning assets as we have utilized the paydowns of the investment portfolio to fund loan originations. Short-term investments, comprised of the interest earning deposits and securities purchased under agreements to resell, increased to 5.8% of interest earning assets during 2015, compared to 2.8% during 2014 and 7.7% during 2013, primarily due to increased cash from client repurchase agreements on deposit.

Average balances of interest bearing liabilities during 2015 increased \$45.8 million to \$3.3 billion from \$3.2 billion during 2014, driven by a \$98.7 million increase in securities sold under agreement to repurchase, \$57.6 million increase in interest bearing demand deposits, \$30.0 million increase in FHLB advances offset by a \$140.6 million decrease in average time deposits. During 2015, total interest expense related to interest bearing liabilities was \$14.5 million, compared to \$14.4 million during 2014 and \$16.5 million during 2013. The \$0.1 million increase in interest expense from 2014 to 2015 was due to increased volume of transaction deposits, offset by decreases in average time deposits. We have increased our average transaction deposits (defined as total deposits less time deposits) and client repurchase agreements as a percentage of average total deposits and client repurchase agreements to 68.1% during 2015 from 63.8% during 2014. This strategy benefited the average cost of interest bearing liabilities, which decreased one basis point to 0.44% during 2015 from 0.45% during 2014.

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The following table summarizes the changes in net interest income on a taxable equivalent basis by major category of interest earning assets and interest bearing liabilities, identifying changes related to volume and changes related to rates for 2015, 2014, and 2013:

|   | The year ended December 31, 2015<br>compared to<br>the year ended December 31, 2014 |           |             | The year ended December 31, 2014<br>compared to<br>the year ended December 31, 2013 |           |             |
|---|---|-----------|-------------|---|-----------|-------------|
|   | Increase (decrease) due to<br>Volume  | Rate      | Net         | Increase (decrease) due to<br>Volume  | Rate      | Net         |
| Interest income:  |   |           |             |   |           |             |
| ASC 310-30 loans  | \$ (24,747)   | \$ 11,161 | \$ (13,586) | \$ (43,537)   | \$ 27,717 | \$ (15,820) |
| Non 310-30 loans(1)(2)(3)   | 17,177  | (5,049)   | 12,128      | 24,573  | (12,395)  | 12,178      |
| Investment securities<br>available-for-sale   | (6,533)   | 1,044     | (5,489)     | (5,687)   | 2,114     | (3,573)     |
| Investment securities<br>held-to-maturity   | (2,758)   | (2,259)   | (5,017)     | (257)   | (1,464)   | (1,721)     |
| Other securities  | —   | 4         | 4           | (293)   | (60)      | (353)       |
| Interest earning deposits and<br>securities purchased under<br>agreements to resell | 424   | 46        | 470         | (639)   | 45        | (594)       |
| Total interest income   | \$ (16,437)   | \$ 4,947  | \$ (11,490) | \$ (25,840)   | \$ 15,957 | \$ (9,883)  |
| Interest expense:   |   |           |             |   |           |             |
| Interest bearing demand,<br>savings and money market<br>deposits                    | \$ 148  | \$ 53     | \$ 201      | \$ (46)   | \$ 98     | \$ 52       |
| Time deposits   | (997)   | 285       | (712)       | (1,281)   | (1,044)   | (2,325)     |
| Securities sold under<br>agreements to repurchase                                   | 500   | 2         | 502         | 19  | (11)      | 8           |
| Federal Home Loan Bank<br>advances  | 93  | (35)      | 58          | 164   | —         | 164         |
| Total interest expense  | (256)   | 305       | 49          | (1,144)   | (957)     | (2,101)     |
| Net change in net interest<br>income  | \$ (16,181)   | \$ 4,642  | \$ (11,539) | \$ (24,696)   | \$ 16,914 | \$ (7,782)  |

- 
- (1) Originated loans are net of deferred loan fees, less costs, which are included in interest income over the life of the loan.
- (2) Non 310-30 loans include loans held-for-sale. Average balances during 2015 and 2014 were \$7.1 million and \$3.1 million, and interest income was \$589 thousand and \$267 thousand for the same periods, respectively.
- (3) Presented on a fully taxable equivalent basis using the statutory tax rate of 35%. The taxable equivalent adjustments included above are \$2,695 thousand and \$930 thousand for the years ended 2015 and 2014, respectively.

Below is a breakdown of deposits and the average rates paid during the periods indicated:

|          | For the three months ended |                   |                    |                   |                 |                   |                 |                   |                   |                   |
|----------|----------------------------|-------------------|--------------------|-------------------|-----------------|-------------------|-----------------|-------------------|-------------------|-------------------|
|          | December 31, 2015          |                   | September 30, 2015 |                   | June 30, 2015   |                   | March 31, 2015  |                   | December 31, 2014 |                   |
|          | Average balance            | Average rate paid | Average balance    | Average rate paid | Average balance | Average Rate Paid | Average balance | Average rate paid | Average balance   | Average rate paid |
| Interest |                            |                   |                    |                   |                 |                   |                 |                   |                   |                   |
| Demand   | \$ 825,979                 | 0.00%             | \$ 810,895         | 0.00%             | \$ 758,288      | 0.00%             | \$ 733,230      | 0.00%             | \$ 728,345        | 0.00%             |
| Bearing  | 417,460                    | 0.08%             | 402,468            | 0.07%             | 391,523         | 0.07%             | 386,665         | 0.08%             | 372,085           | 0.08%             |
| Market   | 1,047,072                  | 0.33%             | 1,034,284          | 0.33%             | 1,008,229       | 0.32%             | 1,049,936       | 0.33%             | 1,055,280         | 0.33%             |
| Accounts | 347,811                    | 0.26%             | 344,047            | 0.28%             | 323,677         | 0.27%             | 281,409         | 0.22%             | 250,129           | 0.22%             |
| Deposits | 1,222,829                  | 0.70%             | 1,268,476          | 0.71%             | 1,294,908       | 0.73%             | 1,339,897       | 0.70%             | 1,375,779         | 0.70%             |
| Total    | \$ 3,861,151               | 0.34%             | \$ 3,860,170       | 0.35%             | \$ 3,776,625    | 0.37%             | \$ 3,791,137    | 0.36%             | \$ 3,781,618      | 0.36%             |



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## Provision for Loan Losses

The provision for loan losses represents the amount of expense that is necessary to bring the ALL to a level that we deem appropriate to absorb probable losses inherent in the loan portfolio as of the balance sheet date. The ALL is in addition to the remaining purchase accounting marks of \$5.0 million on acquired non 310-30 loans that were established at the time of acquisition. The determination of the ALL, and the resultant provision for loan losses, is subjective and involves significant estimates and assumptions. Below is a summary of the provision for loan losses for the periods indicated:

|   | For the years ended |          |          |
|---|---------------------|----------|----------|
|   | December 31,        |          |          |
|   | 2015                | 2014     | 2013     |
| Provision for impairment (recoupment) of loans accounted for under ASC 310-30 | \$ 366              | \$ (520) | \$ 769   |
| Provision for loan losses   | 12,078              | 6,729    | 3,527    |
| Total provision for loan losses   | \$ 12,444           | \$ 6,209 | \$ 4,296 |

Provision for loan loss expense was \$12.4 million during 2015, compared to \$6.2 million during 2014, an increase of \$6.2 million. The increase in provision was primarily due to an increase in specific reserves of \$5.6 million. The non 310-30 allowance was 1.09% of total non 310-30 loans compared to 0.90% in the prior year, increasing primarily due to the higher specific reserves and an increase in the general allowance as the originated portfolio becomes a larger component of non 310-30 loans. Net charge-offs on non 310-30 loans remained low at only 0.12% during 2015 compared to 0.06% during 2014.

During 2015 and 2014, we recorded impairments of \$366 thousand and recouped \$520 thousand, respectively, of provision for loan losses for loans accounted for under ASC 310-30 in connection with our re-measurements of expected cash flows. The decreases in expected future cash flows are reflected immediately in our financial statements through increased provisions for loan losses. Increases in expected future cash flows are reflected through an increase in accretible yield that is accreted to income in future periods once any previously recorded provision expense has been reversed.

During 2014 and 2013, we recouped \$0.5 million and recorded impairments of \$0.8 million, respectively, of provision for loan losses for loans accounted for under ASC 310-30 in connection with our re-measurements of expected cash flows. The net recoupments on loans accounted for under ASC 310-30 reflect \$0.6 million in recoupments during 2014 across several loan pools. Decreased expected future cash flows in our consumer pools were more than offset by provision recoupments and resulted in the net recoupment for the year.

## Non-Interest Income

The table below details the components of non-interest income during 2015, 2014, and 2013, respectively:

|   | For the years ended December 31, |             |             |
|---|----------------------------------|-------------|-------------|
|   | 2015                             | 2014        | 2013        |
| FDIC indemnification asset amortization, net of gain on termination | \$ (15,878)                      | \$ (27,741) | \$ (18,960) |
| FDIC loss sharing income (expense)                                  | 325                              | (8,862)     | 2,811       |
| Service charges   | 14,798                           | 15,430      | 15,955      |
| Bank card fees  | 10,898                           | 10,123      | 9,956       |
| Gain on sale of mortgages, net                                      | 1,963                            | 1,000       | 1,358       |
| Other non-interest income   | 5,306                            | 3,810       | 2,901       |
| Bargain purchase gain   | 1,048                            | —           | —           |
| Gain on previously charged-off acquired loans                       | 609                              | 737         | 1,339       |
| OREO related write-ups and other income                             | 2,379                            | 3,807       | 4,817       |
| Total non-interest income   | \$ 21,448                        | \$ (1,696)  | \$ 20,177   |

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Year ended 2015

Non-interest income for 2015 was \$21.4 million compared to negative \$1.7 million during 2014, an increase of \$23.1 million. The increase was largely due to \$21.1 million higher FDIC related income driven by \$7.0 million less indemnification amortization, a \$4.9 million gain on the termination of the FDIC loss sharing agreement and a \$9.2 million increase in other FDIC loss-sharing income.

FDIC loss sharing income (expense) represents the income recognized in connection with the actual reimbursement of costs/recoveries related to the resolution of covered assets by the FDIC. Prior to the termination of the FDIC loss share agreements during the fourth quarter of 2015, FDIC loss sharing income (expense) activity during 2015, 2014, and 2013 was as follows:

|  | For the years ended December 31, |            |            |
|--|----------------------------------|------------|------------|
|  | 2015                             | 2014       | 2013       |
| Clawback liability amortization  | \$ (1,131)                       | \$ (1,364) | \$ (1,259) |
| Clawback liability remeasurement                                       | (1,242)                          | (2,509)    | 65         |
| Reimbursement to FDIC for gain on sale of and income from covered OREO | (1,128)                          | (10,053)   | (5,235)    |
| Reimbursement to FDIC for recoveries                                   | (28)                             | (193)      | (87)       |
| FDIC reimbursement of covered asset resolution costs                   | 3,854                            | 5,257      | 9,327      |
| FDIC loss sharing income (expense)                                     | \$ 325                           | \$ (8,862) | \$ 2,811   |

FDIC loss sharing income (expense) contributed an increase of \$9.2 million to total non-interest income for 2015 from 2014. FDIC loss sharing income (expense) was primarily comprised of FDIC reimbursements of costs of resolution of covered assets of \$3.9 million during 2015, offset with reimbursements to the FDIC for gains on sales of and income from covered OREO of \$1.1 million. The activity in the FDIC loss sharing income line fluctuates based on specific loan and OREO workout circumstances and may not be consistent from period to period.

Banking-related non-interest income (excludes FDIC-related non-interest income, gain on previously charged-off acquired loans and OREO related income) totaled \$33.0 million during 2015, and increased \$2.6 million from the same period in 2014 as a result

of increases in bank card fees, gain on sale of mortgages, mark-to-market adjustments related to fair value interest rate swaps on fixed rate term loans, and bank-owned life insurance income and were somewhat offset by a decrease in overdraft fees. Service charges, which represent various fees charged to clients for banking services, including fees such as overdraft charges and service charges on deposit accounts, decreased \$0.6 million, or 4.1%, during 2015 compared to 2014. The decrease was largely due to declines in overdraft charges. Bank card fees are comprised primarily of interchange fees on the debit cards that we have issued to our clients. Bank card fees totaled \$10.9 million during 2015 and \$10.1 million during 2014, an increase of 7.7%.

During 2015, the Company realized a bargain purchase gain of \$1.0 million resulting from the acquisition of Pine River. See note 4 to the consolidated financial statements for further detail related to the Pine River acquisition.

Gain on previously charged-off acquired loans represents recoveries on loans that were previously charged-off by the predecessor bank prior to takeover by the FDIC. During 2015, these gains were \$0.6 million, compared to \$0.7 million during the same period in the prior year.

OREO related write-ups and other income include rental income and insurance proceeds received on OREO properties and write-ups to the fair-value of collateral that exceed the loan balance at the time of foreclosure. During 2015 and 2014, this income totaled \$2.4 million and \$3.8 million, respectively. The decrease in OREO related income is due to less rental income as a result of OREO properties sold during 2015, offset by one OREO property write-up totaling \$1.2 million during 2015.

Years ended 2014 and 2013

Non-interest income for 2014 was a negative \$1.7 million compared to \$20.2 million during 2013, a decrease of \$21.9 million. The decrease was largely due to \$20.5 million lower FDIC loss-sharing related income. An additional \$8.8 million of non-cash FDIC indemnification asset amortization and an \$11.7 million decline in other FDIC loss-sharing income (expense) from the same period in 2013 was the result of improved performance of the underlying covered assets coupled with higher OREO gains, both of which resulted in lower expected reimbursements from the FDIC.

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Other FDIC loss sharing income (expense) contributed a decrease of \$11.7 million. Other FDIC loss share income (expense) was primarily comprised of FDIC reimbursements of costs of resolution of covered assets of \$5.3 million during 2014, offset with reimbursements to the FDIC for gains on sales of and income from covered OREO of \$10.1 million.

Banking-related non-interest income (excludes FDIC-related non-interest income, gain on previously charged-off acquired loans and OREO related income) totaled \$30.4 million during 2014, and increased \$0.2 million from the same period in 2013. Service charges, which represent various fees charged to clients for banking services, including fees such as overdraft charges and service charges on deposit accounts, decreased \$0.5 million, or 3.3%, during 2014 compared to 2013. The decrease was largely due to declines in overdraft charges. Bank card fees are comprised primarily of interchange fees on the debit cards that we have issued to our clients. Bank card fees totaled \$10.1 million during 2014 and \$10.0 million during 2013, an increase of 1.7%.

Gain on previously charged-off acquired loans were \$0.7 million, compared to \$1.3 million during the prior year due to lower activity.

OREO related write-ups and other income include rental income and insurance proceeds received on OREO properties and write-ups to the fair-value of collateral that exceed the loan balance at the time of foreclosure. During 2014 and 2013, this income totaled \$3.8 million and \$4.8 million, respectively.

## Non-Interest Expense

The table below details non-interest expense for the periods presented:

|  | For the years ended December 31, |           |           |
|--|----------------------------------|-----------|-----------|
|  | 2015                             | 2014      | 2013      |
| Salaries and benefits                  | \$ 83,018                        | \$ 82,834 | \$ 90,002 |
| Occupancy and equipment                | 24,490                           | 25,101    | 24,700    |
| Telecommunications and data processing | 11,507                           | 11,927    | 13,073    |
| Marketing and business development     | 4,325                            | 4,571     | 5,280     |
| FDIC deposit insurance                 | 3,922                            | 4,130     | 4,122     |
| ATM/debit card expenses                | 3,701                            | 3,079     | 4,262     |
| Professional fees                      | 4,495                            | 3,257     | 3,734     |
| Other non-interest expense             | 11,107                           | 10,471    | 12,636    |
| Problem asset workout                  | 4,541                            | (1,868)   | 16,601    |
| Intangible asset amortization          | 5,401                            | 5,344     | 5,346     |

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|  |            |            |            |
|--|------------|------------|------------|
| Loss (gain) from the change in fair value of warrant liability | 106        | (2,953)    | 820        |
| Banking center consolidation related expenses                  | 1,411      | —          | 3,389      |
| Contract termination expense                                   | —          | 4,110      | —          |
| Total non-interest expense                                     | \$ 158,024 | \$ 150,003 | \$ 183,965 |

Year ended 2015

Non-interest expense totaled \$158.0 million during 2015 compared to \$150.0 million for 2014, an increase of \$8.0 million, or 5.3%. The increase was driven by lower year-over-year OREO gains of \$7.0 million, one-time core system conversion-related expenses of \$3.0 million, efficiency initiative expenses related to severance accruals and banking center consolidation expense accruals of \$2.4 million, change in warrant liability fair value adjustments of \$3.1 million primarily due to the change in our stock price, and \$2.1 million related to the addition of Pine River. These increases were partially offset by a net decrease in operating expenses of \$4.8 million during 2015 and a \$4.1 million contract termination expense in 2014. One-time non-interest expenses totaled \$6.2 million during 2015 and are excluded from operating expenses in 2015. When further adjusted for the additional Pine River expenses, operating expenses decreased a net \$4.8 million year-over-year, or 3.2%. Operating expense reductions were driven by lower compensation costs, banking center consolidations and successful vendor contract negotiations. Operating expenses exclude problem asset workout expenses, and one-time expenses related to the change in the warrant liability, contract termination expenses, banking center consolidation expense accruals, severance expense accruals, core system conversion-related expenses, and acquisition-related expenses.

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Salaries and benefits is our largest component of non-interest expense and remained consistent totaling of \$83.0 million in 2015, compared to \$82.8 million for 2014, absorbing normal merit increases through reduced health plan costs and lower incentive payments. Occupancy and equipment expense totaled \$24.5 million for 2015, a decrease of \$0.6 million over 2014 primarily due to a decrease in depreciation expense and benefits realized from successful vendor contract negotiations.

Telecommunications and data processing expense totaled \$11.5 million and decreased \$0.4 million from the prior year. The decrease was driven by expense initiatives including favorable vendor contract negotiations.

Marketing and business development expense totaled \$4.3 million for 2015, compared to \$4.6 million during 2014. The decrease of \$0.3 million from 2014 was due to reduced levels of marketing campaigns. Professional fees totaled \$4.5 million during 2015 compared to \$3.3 million during 2014. The increase was partially due to one-time core system conversion related expenses completed during the fourth quarter of 2015.

ATM/debit card expenses totaled \$3.7 million, increasing \$0.6 million from prior year. The increase was driven by conversion costs related to a change in our third-party ATM and debit card vendor.

Problem asset workout expenses are incurred in connection with the resolution process of our acquired problem loan portfolios and OREO expenses. During 2015, problem workout expenses totaled \$4.5 million compared to a gain of \$1.9 million in the prior year. The increase was driven by lower year-over-year OREO gains of \$7.0 million.

Losses from the change in warrant liability fair value adjustments totaled \$0.1 million during 2015 compared to a gain of \$3.0 million during 2014. The year-over-year change totaling \$3.1 million is primarily due to the change in our stock price. The warrant agreements were amended during 2015 resulting in a reclassification from a liability to equity; therefore, the warrant agreements will have no effect on non-interest expense in future periods.

During 2015, we consolidated three banking centers in our Bank Midwest network. Two owned banking centers were classified as held-for-sale during the second quarter, resulting in a fair value impairment charge of \$1.1 million. The payback period on the consolidation is expected to be less than two years. Additionally, during the first quarter 2016, we announced the plan to consolidate seven banking centers in our Community Banks of Colorado footprint in the second quarter of 2016 as part of our continued focus on operational efficiency. Six owned banking centers were classified as held-for-sale during the fourth quarter, resulting in a fair value impairment charge of \$0.3 million. The payback period on the consolidation is expected to be less than one year. The banking center consolidations during 2015 resulted in one-time expense accruals totaling \$1.4 million.

Years ended 2014 and 2013

Non-interest expense totaled \$150.0 million during 2014 compared to \$184.0 million for 2013, a decrease of \$34.0 million, or 18.5%. Operating expenses, which exclude OREO expenses, problem loan expense, the impact from the change in the warrant liability, contract termination expenses, and banking center consolidation related expenses, totaled \$150.7 million and decreased \$12.4 million, or 7.6%, from 2013, primarily due to operating efficiencies, vendor consolidations and contract negotiations. Salaries and benefits totaled \$82.8 million in 2014, compared to \$90.0 million for 2013. The 8.0% decrease in salaries and benefits during 2014 was attributable to a decrease in salaries as a result of efficiency initiatives and the exits of the California banking centers and limited-service retirement centers at December 31, 2013.

Occupancy and equipment expense totaled \$25.1 million for 2014, an increase of \$0.4 million over 2013. The increase over the prior period was primarily due to software licensing.

Marketing and business development expense totaled \$4.6 million for 2014, compared to \$5.3 million during 2013. The decrease of \$0.7 million from 2013 was due to reduced levels of marketing campaigns.



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During 2014, we incurred \$3.5 million of problem loan expense, a decrease of \$2.2 million, or 38.3%, from 2013. Of these \$3.5 million in problem loan expenses incurred during 2014, \$2.6 million were covered by loss sharing agreements with the FDIC. Other real estate owned expenses (income) resulted in net income of \$5.4 million during 2014, an increase in income of \$16.3 million compared to 2013, primarily because of gains on sales of other real estate owned. Included in this \$5.4 million of other real estate owned expenses (income) was \$5.2 million of covered expenses related to OREO properties and a net \$11.9 million of covered gains on sale of other real estate owned. Collectively, these OREO and problem loan expenses decreased \$18.5 million from 2013. The overall decline of the volume of problem assets is a result of persistent workout efforts on the acquired problem loan portfolio.

## Income taxes

Income taxes are accounted for in accordance with ASC Topic 740, Income Taxes. Under this guidance, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities given the provisions of enacted tax laws. ASC Topic 740 requires the establishment of a valuation allowance against the net deferred tax asset unless it is more-likely-than-not that the tax benefit of the deferred tax asset will be realized. For purposes of projecting whether the deferred tax asset will be realized, we consider tax regulations of the jurisdictions in which we operate, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results, or the ability to implement tax planning strategies varies, adjustments to the carrying value of the deferred tax assets may be required. We believe that it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets.

Certain of the Company's stock-based compensation awards have market-based vesting/exercisability criteria. For restricted stock with market-based vesting, the target share prices of the Company's stock that is required for vesting range from \$25.00 to \$34.00 per share. The strike prices for options range from \$18.09 to \$22.10, with a large portion of the awards having strike prices of \$20.00. Due to our stock price, these stock-based compensation awards may expire unexercised or may be exercised at an intrinsic value that is less than the fair value recorded at the time of grant, and therefore, the related tax benefits may not be realizable in future periods. In this case, upon the expiration or exercise (or forfeiture in the case of the restricted stock with market-based vesting criteria) of these awards, any related remaining deferred tax asset would be written off through a charge to income tax expense. During 2015, we wrote-off \$3.7 million of deferred tax assets to income tax expense resulting from expired or exercised awards. As of December 31, 2015, we had \$9.8 million of deferred tax assets related to stock-based compensation, \$7.9 million of which is associated with executive officers still employed by the Company.

ASC Topic 740 also requires the projected realization of tax benefits related to uncertain tax positions to be evaluated based upon the likelihood of successfully defending those positions. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. Interest and penalties on uncertain tax positions are recognized as a component of other non-interest expense. If our assessment of whether a tax position meets or no longer meets the more likely than not threshold were to change, adjustments to income tax benefits may be required. As of December 31, 2015 and 2014, we have not identified any uncertain tax positions.

Income tax expense totaled \$3.0 million for 2015, as compared to \$3.2 million for 2014, and \$4.0 million for 2013. These amounts equate to effective tax rates of 38.4%, 25.6%, and 36.3% for the respective periods.

The increase in the effective tax rate for 2015 compared to 2014 was primarily due to \$3.7 million of non-cash deferred tax asset write-offs in connection with former executive stock-based compensation agreements during 2015. Without this \$3.7 million charge, we would have recorded a tax benefit resulting from the increased tax-exempt income sources compared to pre-tax income. The effective tax rate, without the non-cash deferred tax asset write-off, is lower than 2014 due to the increased tax-exempt income sources compared to pre-tax income in each period.

The decrease in the effective tax rate for 2014 compared to 2013 was attributable to the non-taxable changes in the fair value of the warrant liability, continued increases in tax-exempt lending and a reduction in our state tax rate associated with tax planning implemented during the third quarter of 2014, somewhat offset by an increase in tax expense related to the write-off of deferred tax assets related to expired stock-based compensation agreements.

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Our marginal tax rate (the rate we pay on each incremental dollar of earnings) is approximately 38%. However, our effective tax rate (income tax expense divided by income before income taxes) for a given period is driven largely by income and expense items that are non-taxable or non-deductible in the calculation of income tax expense.

In September 2013, the Internal Revenue Service enacted final guidance regarding the deduction and capitalization of expenditures related to tangible property ("tangible property regulations"). The tangible property regulations clarify and expand sections 162(a) and 263(a) of the Internal Revenue Code which relate to amounts paid to acquire, produce, or improve tangible property. Additionally, the tangible property regulations provide final guidance under section 167 of the Internal Revenue Code regarding accounting for, and retirement of, depreciable property and regulations under section 168 relating to the accounting for property under the Modified Accelerated Cost Recovery System. The tangible property regulations affect all taxpayers that acquire, produce, or improve tangible property, which includes the Company, and generally apply to taxable years beginning on or after January 1, 2014. Adoption of the tangible property regulations did not have a material impact on our financial condition or results of operations.

## Liquidity and Capital Resources

Liquidity is monitored and managed to ensure that sufficient funds are available to operate our business and pay our obligations to depositors and other creditors, while providing ample available funds for opportunistic and strategic investments. On-balance sheet liquidity is represented by our cash and cash equivalents and unencumbered investment securities, and is detailed in the table below as of December 31, 2015 and 2014:

|   | December 31, 2015 | December 31, 2014 |
|---|-------------------|-------------------|
| Cash and due from banks                           | \$ 155,985        | \$ 246,924        |
| Interest bearing bank deposits                    | 10,107            | 10,055            |
| Unencumbered investment securities, at fair value | 1,093,517         | 1,651,395         |
| Total   | \$ 1,259,609      | \$ 1,908,374      |

Total on-balance sheet liquidity decreased \$648.8 million from December 31, 2014 to December 31, 2015. The decrease was largely due to a planned reduction of \$557.9 million in unencumbered available-for-sale and held-to-maturity securities balances.

Our primary sources of funds are deposits, securities sold under agreements to repurchase, prepayments and maturities of loans and investment securities, the sale of investment securities, and funds provided from operations. We are also a party to a master repurchase agreement with a large financial institution and we anticipate that, through this agreement, we would have access to a significant amount of liquidity. We anticipate having access to other third party funding sources, including the ability to raise funds through the issuance of shares of our common stock or other equity or equity-related securities, incurrence of debt, and federal funds purchased, that may also be a source of

liquidity. We anticipate that these sources of liquidity will provide adequate funding and liquidity for at least a 12 month period.

Our primary uses of funds are loan originations, investment security purchases, withdrawals of deposits, settlement of repurchase agreements, capital expenditures, operating expenses, and share repurchases. For additional information regarding our operating, investing, and financing cash flows, see our consolidated statements of cash flows in the accompanying consolidated financial statements.

Exclusive from the investing activities related to acquisitions, our primary investing activities are originations and pay-offs and pay downs of loans and purchases and sales of investment securities. At December 31, 2015, pledgeable investment securities represented our largest source of liquidity. Our available-for-sale investment securities are carried at fair value and our held-to-maturity securities are carried at amortized cost. Our collective investment securities portfolio totaled \$1.6 billion at December 31, 2015, inclusive of pre-tax net unrealized losses of \$10.6 million on the available-for-sale securities portfolio. Additionally, our held-to-maturity securities portfolio had \$1.1 million of pre-tax net unrealized gains at December 31, 2015. The gross unrealized gains and losses are detailed in note 5 of our consolidated financial statements. As of December 31, 2015, our investment securities portfolio consisted primarily of mortgage-backed securities, all of which were issued or guaranteed by U.S. Government agencies or sponsored enterprises. The anticipated repayments and marketability of these securities offer substantial resources and flexibility to meet new loan demand, reinvest in the investment securities portfolio, or provide optionality for reductions in our deposit funding base.

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At present, financing activities primarily consist of changes in deposits and repurchase agreements, and advances from FHLB, in addition to the payment of dividends and the repurchase of our common stock. Maturing time deposits represent a potential use of funds. As of December 31, 2015, \$807.7 million of time deposits were scheduled to mature within 12 months. Based on the current interest rate environment, market conditions, and our consumer banking strategy focusing on both lower cost transaction accounts and term deposits, we expect to replace a significant portion of those maturing time deposits with transaction deposits and market-rate time deposits.

As of December 31, 2015, we were a member of the FHLB of Des Moines. Through this relationship, we have pledged qualifying loans allowing us to obtain additional liquidity through FHLB advances. These FHLB advances totaled \$40.0 million at December 31, 2015, and we can obtain additional liquidity through FHLB advances if required. In January 2016, we became a member of the FHLB of Topeka as a result of our bank charter conversion.

The new Basel III rules, effective January 1, 2015, changed the components of regulatory capital and changed the way in which risk ratings are assigned to various categories of bank assets. Also, a new Tier I common risk-based ratio was defined. Under the Basel III requirements, at December 31, 2015, the Company met all capital adequacy requirements and had regulatory capital ratios in excess of the levels established for well-capitalized institutions. For more information on regulatory capital, see note 15 in our consolidated financial statements.

Our shareholders' equity is impacted by the retention of earnings, changes in unrealized gains on securities, net of tax, share repurchases and the payment of dividends. At December 31, 2015 and 2014, NBH Bank and the consolidated holding company exceeded all capital requirements to which they were subject.

On October 19, 2015, the Company announced that the operating agreement between its subsidiary bank, and its then primary regulator, the OCC, was terminated. The operating agreement was entered into in December 2010 as part of the Bank's approval to operate as a de novo bank. The agreement required the Bank to maintain certain capital levels, placed restrictions on its ability to pay dividends and limited its ability to make certain other business decisions.

The Board of Directors has authorized multiple programs to repurchase shares of the Company's common stock from time to time either in open market or in privately negotiated transactions in accordance with applicable regulations of the SEC. During the year ended 2015, we repurchased 8.6 million shares of our common stock at a weighted average price of \$20.16, and all such shares are held as treasury shares. We believe that our repurchases could serve to offset any future share issuances for future acquisitions.

On January 21, 2016, the Company announced that its Board of Directors authorized a new program to repurchase up to an additional \$50.0 million of the Company's common stock.

On January 21, 2016, our Board of Directors declared a quarterly dividend of \$0.05 per common share, payable on March 15, 2016 to shareholders of record at the close of business on February 26, 2016.

#### Asset/Liability Management and Interest Rate Risk

Management and the Board of Directors are responsible for managing interest rate risk and employing risk management policies that monitor and limit this exposure. Interest rate risk is measured using net interest income simulations and market value of portfolio equity analyses. These analyses use various assumptions, including the nature and timing of interest rate changes, yield curve shape, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, and reinvestment/replacement of asset and liability cash flows.

The principal objective of the Company's asset and liability management function is to evaluate the interest rate risk within the balance sheet and pursue a controlled assumption of interest rate risk while maximizing earnings and preserving adequate levels of liquidity and capital. The asset and liability management function is under the guidance of the Asset Liability Committee from direction of the Board of Directors. The Asset Liability Committee meets monthly to review, among other things, the sensitivity of the Company's assets and liabilities to interest rate changes, local and national market conditions and rates. The Asset Liability Committee also reviews the liquidity, capital, deposit mix, loan mix and investment positions of the Company.

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Instantaneous parallel rate shift scenarios are modeled and utilized to evaluate risk and establish exposure limits for acceptable changes in net interest margin. These scenarios, known as rate shocks, simulate an instantaneous change in interest rates and use various assumptions, including, but not limited to, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment and replacement of asset and liability cash flows.

We also analyze the economic value of equity as a secondary measure of interest rate risk. This is a complementary measure to net interest income where the calculated value is the result of the market value of assets less the market value of liabilities. The economic value of equity is a longer term view of interest rate risk because it measures the present value of the future cash flows. The impact of changes in interest rates on this calculation is analyzed for the risk to our future earnings and is used in conjunction with the analyses on net interest income.

Our interest rate risk model indicated that the Company was asset sensitive in terms of interest rate sensitivity at December 31, 2015. During 2015, we increased our asset sensitivity as a result of the balance sheet mix towards more variable rate assets, even after adjusting our models for the excess capital deployment. The table below illustrates the impact of an immediate and sustained 200 and 100 basis point increase and a 50 basis point decrease in interest rates on net interest income based on the interest rate risk model at December 31, 2015 and 2014:

| Hypothetical<br>shift in interest<br>rates (in bps) | % change in projected net interest income |   |                   |   |
|---|---|---|-------------------|---|
|   | December 31, 2015                         |   | December 31, 2014 |   |
| 200   | 5.81                                      | % | 4.72              | % |
| 100   | 3.13                                      | % | 2.94              | % |
| (50)  | (1.33)                                    | % | (0.88)            | % |

Many assumptions are used to calculate the impact of interest rate fluctuations. Actual results may be significantly different than our projections due to several factors, including the timing and frequency of rate changes, market conditions and the shape of the yield curve. The computations of interest rate risk shown above do not include actions that management may undertake to manage the risks in response to anticipated changes in interest rates and actual results may also differ due to any actions taken in response to the changing rates.

As part of the asset/liability management strategy to manage primary market risk exposures expected to be in effect in future reporting periods, management has emphasized the origination of shorter duration loans as well as variable rate loans to limit the negative exposure to a rate increase. The strategy with respect to liabilities has been to emphasize transaction accounts, particularly non-interest or low interest bearing non-maturing deposit accounts which are less sensitive to changes in interest rates. In response to this strategy, non-maturing deposit accounts have grown \$237.7 million during 2015, and totaled 68.9% of total deposits at December 31, 2015 compared to 64.0% at December 31, 2014. We currently have no brokered time deposits and intend to continue to focus on our strategy of increasing non-interest or low-cost interest bearing non-maturing deposit accounts.

## Off-Balance Sheet Activities

In the normal course of business, we are a party to various contractual obligations, commitments and other off-balance sheet activities that contain credit, market, and operational risk that are not required to be reflected in our consolidated financial statements. The most significant of these are the loan commitments that we enter into to meet the financing needs of clients, including commitments to extend credit, commercial and consumer lines of credit and standby letters of credit. As of December 31, 2015 and 2014, we had loan commitments totaling \$627.2 million and \$485.5 million, respectively, and standby letters of credit that totaled \$9.8 million and \$10.0 million, respectively. Unused commitments do not necessarily represent future credit exposure or cash requirements, as commitments often expire without being drawn upon. We do not anticipate any material losses arising from commitments or contingent liabilities and we do not believe that there are any material commitments to extend credit that represent risks of an unusual nature.



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## Contractual Obligations

In addition to the financing commitments detailed above under “Off-Balance Sheet Activities,” in the normal course of business, we enter into contractual obligations that require future cash settlement. The following table summarizes the contractual cash obligations as of December 31, 2015 and the expected timing of those payments:

|                                 | Within<br>one year | After one<br>but<br>within<br>three<br>years | After<br>three but<br>within<br>five<br>years | After<br>five<br>years | Total        |
|---------------------------------|--------------------|--|---|------------------------|--------------|
| Federal Home Loan Bank advances | \$ 15,000          | \$ 10,000                                    | \$ 15,000                                     | \$ —                   | \$ 40,000    |
| Operating lease obligations     | 3,882              | 5,980  | 4,875   | 16,967                 | 31,704       |
| Purchase obligations            | 6,206              | 8,565  | 6,816   | 6,105                  | 27,691       |
| Time deposits                   | 807,245            | 336,659                                      | 44,897  | 5,082                  | 1,193,883    |
| Total                           | \$ 832,333         | \$ 361,204                                   | \$ 71,588                                     | \$ 28,154              | \$ 1,293,278 |

## Impact of Inflation and Changing Prices

The primary impact of inflation on our operations is reflected in increasing operating costs and is reflected in non-interest expense. Unlike most industrial companies, virtually all of our assets and liabilities are monetary in nature. As a result, changes in interest rates have a more significant impact on our performance than do changes in the general rate of inflation and changes in prices. Interest rate changes do not necessarily move in the same direction, nor have the same magnitude, as changes in the prices of goods and services. Although not as critical to the banking industry as many other industries, inflationary factors may have some impact on our ability to grow, total assets, earnings, and capital levels. We do not expect inflation to be a significant factor in the near future.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The information required by this item is set forth on page 78 of Management's Discussion and Analysis of Financial Condition and Results of Operations.

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Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
National Bank Holdings Corporation:

We have audited the accompanying consolidated statements of financial condition of National Bank Holdings Corporation and subsidiaries (the Company) as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three year period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of National Bank Holdings Corporation and subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 29, 2016, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Denver, Colorado

February 29, 2016

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Financial Condition

December 31, 2015 and 2014

(In thousands, except share and per share data)

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| <b>ASSETS</b>  |                   |                   |
| Cash and due from banks  | \$ 155,985        | \$ 246,924        |
| Interest bearing bank deposits   | 10,107            | 10,055            |
| Cash and cash equivalents  | 166,092           | 256,979           |
| Investment securities available-for-sale (at fair value)   | 1,157,246         | 1,479,214         |
| Investment securities held-to-maturity (fair value of \$428,585 and \$534,637, respectively)   | 427,503           | 530,590           |
| Non-marketable securities  | 22,529            | 27,045            |
| Loans  | 2,587,673         | 2,162,409         |
| Allowance for loan losses  | (27,119)          | (17,613)          |
| Loans, net   | 2,560,554         | 2,144,796         |
| Loans held for sale  | 13,292            | 5,146             |
| FDIC indemnification asset, net  | —                 | 39,082            |
| Other real estate owned  | 20,814            | 29,120            |
| Premises and equipment, net  | 103,103           | 106,341           |
| Goodwill   | 59,630            | 59,630            |
| Intangible assets, net   | 12,429            | 16,883            |
| Other assets   | 140,716           | 124,820           |
| Total assets   | \$ 4,683,908      | \$ 4,819,646      |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                   |                   |
| Liabilities:   |                   |                   |
| Deposits:  |                   |                   |
| Non-interest bearing demand deposits   | \$ 815,054        | \$ 732,580        |
| Interest bearing demand deposits   | 436,745           | 386,121           |
| Savings and money market   | 1,394,995         | 1,290,436         |
| Time deposits  | 1,193,883         | 1,357,051         |
| Total deposits   | 3,840,677         | 3,766,188         |
| Securities sold under agreements to repurchase   | 136,523           | 133,552           |
| Federal Home Loan Bank advances  | 40,000            | 40,000            |
| Due to FDIC  | —                 | 42,011            |
| Other liabilities  | 49,164            | 43,320            |
| Total liabilities  | 4,066,364         | 4,025,071         |
| Shareholders' equity:  |                   |                   |
| Common stock, par value \$0.01 per share: 400,000,000 shares authorized; 52,177,352 and 52,223,460 shares issued; 30,358,509 and 38,884,953 shares outstanding, respectively | 513               | 512               |
| Additional paid-in capital   | 997,926           | 993,212           |

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|   |              |              |
|---|--------------|--------------|
| Retained earnings   | 38,670       | 40,528       |
| Treasury stock of 20,982,812 and 12,383,109 shares, respectively, at cost | (419,660)    | (245,516)    |
| Accumulated other comprehensive income, net of tax                        | 95           | 5,839        |
| Total shareholders' equity  | 617,544      | 794,575      |
| Total liabilities and shareholders' equity                                | \$ 4,683,908 | \$ 4,819,646 |

See accompanying notes to the consolidated financial statements.

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Operations

For the Years Ended December 31, 2015, 2014, 2013

(In thousands, except share and per share data)

|   | 2015       | 2014       | 2013       |
|---|------------|------------|------------|
| Interest and dividend income:                                       |            |            |            |
| Interest and fees on loans  | \$ 131,253 | \$ 134,476 | \$ 139,048 |
| Interest and dividends on investment securities                     | 38,145     | 48,651     | 53,945     |
| Dividends on non-marketable securities                              | 1,210      | 1,206      | 1,559      |
| Interest on interest-bearing bank deposits                          | 799        | 329        | 923        |
| Total interest and dividend income                                  | 171,407    | 184,662    | 195,475    |
| Interest expense:   |            |            |            |
| Interest on deposits  | 13,609     | 14,120     | 16,393     |
| Interest on borrowings  | 853        | 293        | 121        |
| Total interest expense  | 14,462     | 14,413     | 16,514     |
| Net interest income before provision for loan losses                | 156,945    | 170,249    | 178,961    |
| Provision for loan losses   | 12,444     | 6,209      | 4,296      |
| Net interest income after provision for loan losses                 | 144,501    | 164,040    | 174,665    |
| Non-interest income:  |            |            |            |
| Service charges   | 14,798     | 15,430     | 15,955     |
| Bank card fees  | 10,898     | 10,123     | 9,956      |
| Gain on sales of mortgages, net                                     | 1,963      | 1,000      | 1,358      |
| Bank-owned life insurance income                                    | 1,614      | 442        | —          |
| Other non-interest income   | 3,692      | 3,368      | 2,901      |
| Bargain purchase gain   | 1,048      | —          | —          |
| Gain on previously charged-off acquired loans                       | 609        | 737        | 1,339      |
| OREO related write-ups and other income                             | 2,379      | 3,807      | 4,817      |
| FDIC indemnification asset amortization, net of gain on termination | (15,878)   | (27,741)   | (18,960)   |
| FDIC loss sharing income (expense)                                  | 325        | (8,862)    | 2,811      |
| Total non-interest income   | 21,448     | (1,696)    | 20,177     |
| Non-interest expense:   |            |            |            |
| Salaries and benefits   | 83,018     | 82,834     | 90,002     |
| Occupancy and equipment   | 24,490     | 25,101     | 24,700     |
| Telecommunications and data processing                              | 11,507     | 11,927     | 13,073     |
| Marketing and business development                                  | 4,325      | 4,571      | 5,280      |
| FDIC deposit insurance  | 3,922      | 4,130      | 4,122      |
| ATM/debit card expenses   | 3,701      | 3,079      | 4,262      |
| Professional fees   | 4,495      | 3,257      | 3,734      |
| Other non-interest expense  | 11,107     | 10,471     | 12,636     |
| Problem asset workout   | 4,541      | (1,868)    | 16,601     |
| Intangible asset amortization                                       | 5,401      | 5,344      | 5,346      |
| Loss (gain) from the change in fair value of warrant liability      | 106        | (2,953)    | 820        |

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|   |            |            |            |
|---|------------|------------|------------|
| Banking center consolidation related expenses         | 1,411      | —          | 3,389      |
| Contract termination expenses                         | —          | 4,110      | —          |
| Total non-interest expense                            | 158,024    | 150,003    | 183,965    |
| Income before income taxes                            | 7,925      | 12,341     | 10,877     |
| Income tax expense                                    | 3,044      | 3,165      | 3,950      |
| Net income  | \$ 4,881   | \$ 9,176   | \$ 6,927   |
| Income per share—basic                                | \$ 0.14    | \$ 0.22    | \$ 0.14    |
| Income per share—diluted                              | \$ 0.14    | \$ 0.22    | \$ 0.14    |
| Weighted average number of common shares outstanding: |            |            |            |
| Basic   | 34,349,996 | 42,404,609 | 50,790,410 |
| Diluted   | 34,363,487 | 42,421,014 | 50,824,422 |

See accompanying notes to the consolidated financial statements.



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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Comprehensive (Loss) Income

For the Years Ended December 31, 2015, 2014, 2013

(In thousands)

|  | 2015     | 2014      | 2013        |
|--|----------|-----------|-------------|
| Net income   | \$ 4,881 | \$ 9,176  | \$ 6,927    |
| Other comprehensive (loss) income, net of tax:   |          |           |             |
| Securities available-for-sale:   |          |           |             |
| Net unrealized (losses) gains arising during the period, net of tax benefit (expense) of \$2,015, (\$9,694), and \$26,294, respectively. | (3,275)  | 15,765    | (41,731)    |
| Less: amortization of net unrealized holding gains to income, net of tax benefit of \$1,523, \$1,950, and \$3,567, respectively.         | (2,469)  | (3,170)   | (5,598)     |
| Other comprehensive (loss) income  | (5,744)  | 12,595    | (47,329)    |
| Comprehensive (loss) income  | \$ (863) | \$ 21,771 | \$ (40,402) |

See accompanying notes to the consolidated financial statements.

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Changes in Shareholders' Equity

For the Year Ended 2015, 2014, and 2013

(In thousands, except share and per share data)

|  | Common<br>stock | Additional<br>paid-in<br>capital | Retained<br>earnings | Treasury<br>stock | Accumulated<br>other<br>comprehensive<br>income (loss), net | Total        |
|--|-----------------|----------------------------------|----------------------|-------------------|---|--------------|
| Balance,<br>December 31, 2012  | \$ 523          | \$ 1,006,194                     | \$ 43,273            | \$ (4)            | \$ 40,573   | \$ 1,090,559 |
| Net Income   | —               | —                                | 6,927                | —                 | —   | 6,927        |
| Stock-based<br>compensation  | —               | 4,861                            | —                    | —                 | —   | 4,861        |
| Issuance of stock under<br>equity compensation<br>plan, including tax<br>benefit of \$24 | —               | (256)                            | —                    | —                 | —   | (256)        |
| Repurchase of<br>7,421,179<br>shares/retirement of<br>7,421,419 treasury<br>shares       | (11)            | (20,583)                         | —                    | (126,142)         | —   | (146,736)    |
| Dividends paid (\$0.20<br>per share)   | —               | —                                | (10,234)             | —                 | —   | (10,234)     |
| Other comprehensive<br>loss  | —               | —                                | —                    | —                 | (47,329)  | (47,329)     |
| Balance,<br>December 31, 2013  | \$ 512          | \$ 990,216                       | \$ 39,966            | \$ (126,146)      | \$ (6,756)  | \$ 897,792   |
| Net income   | —               | —                                | 9,176                | —                 | —   | 9,176        |
| Stock-based<br>compensation  | —               | 3,572                            | —                    | —                 | —   | 3,572        |
| Issuance of stock under<br>equity compensation<br>plan, including tax<br>benefit of \$7  | —               | (576)                            | —                    | —                 | —   | (576)        |
| Repurchase of<br>6,076,558 shares  | —               | —                                | —                    | (119,370)         | —   | (119,370)    |
| Dividends paid (\$.20<br>per share)  | —               | —                                | (8,614)              | —                 | —   | (8,614)      |
| Other comprehensive<br>income  | —               | —                                | —                    | —                 | 12,595  | 12,595       |
|  | \$ 512          | \$ 993,212                       | \$ 40,528            | \$ (245,516)      | \$ 5,839  | \$ 794,575   |

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|  |        |            |           |              |         |            |
|--|--------|------------|-----------|--------------|---------|------------|
| Balance,<br>December 31, 2014  |        |            |           |              |         |            |
| Net income   | —      | —          | 4,881     | —            | —       | 4,881      |
| Stock-based<br>compensation  | —      | 3,349      | —         | —            | —       | 3,349      |
| Issuance of stock under<br>purchase and equity<br>compensation plans,<br>including tax benefit of<br>\$24, gains on<br>reissuance of treasury<br>stock of \$96 | 1      | (1,701)    | —         | 904          | —       | (796)      |
| Repurchase of<br>8,645,836 shares  | —      | —          | —         | (175,048)    | —       | (175,048)  |
| Dividends paid (\$.20<br>per share)  | —      | —          | (6,739)   | —            | —       | (6,739)    |
| Warrant reclassification   | —      | 3,066      | —         | —            | —       | 3,066      |
| Other comprehensive<br>loss  | —      | —          | —         | —            | (5,744) | (5,744)    |
| Balance,<br>December 31, 2015  | \$ 513 | \$ 997,926 | \$ 38,670 | \$ (419,660) | \$ 95   | \$ 617,544 |

See accompanying notes to the consolidated financial statements.

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

For the Years Ended December 31, 2015, 2014, 2013

(In thousands)

|   | 2015      | 2014      | 2013      |
|---|-----------|-----------|-----------|
| Cash flows from operating activities:   |           |           |           |
| Net income  | \$ 4,881  | \$ 9,176  | \$ 6,927  |
| Adjustments to reconcile net income to net cash used in operating activities: |           |           |           |
| Provision for loan losses   | 12,444    | 6,209     | 4,296     |
| Depreciation and amortization   | 15,502    | 15,930    | 15,833    |
| Current income tax receivable   | (3,675)   | 10,815    | (20,498)  |
| Deferred income tax asset   | (4,241)   | (15,776)  | (1,618)   |
| Discount accretion, net of premium amortization on securities                 | 4,124     | 5,010     | 8,285     |
| Loan accretion  | (50,687)  | (63,881)  | (85,447)  |
| Net gain on sale of mortgage loans  | (1,963)   | (1,000)   | (1,358)   |
| Origination of loans held for sale, net of repayments                         | (99,246)  | (44,490)  | (58,391)  |
| Proceeds from sales of loans held for sale                                    | 92,845    | 45,584    | 57,947    |
| Bank-owned life insurance income  | (1,614)   | (442)     | —         |
| Amortization of indemnification asset, net of gain on termination             | 15,878    | 27,741    | 18,960    |
| Gain on the sale of other real estate owned, net                              | (2,776)   | (13,126)  | (6,953)   |
| Impairment on other real estate owned   | 1,580     | 2,103     | 10,349    |
| Impairment on fixed assets related to banking center consolidations           | 1,411     | —         | 2,531     |
| Gain on sale of fixed assets  | (28)      | (123)     | —         |
| Bargain purchase gain   | (1,048)   | —         | —         |
| Stock-based compensation  | 3,349     | 3,572     | 4,861     |
| (Decrease) increase in due to FDIC, net                                       | (37,138)  | 129       | 10,611    |
| Decrease in other assets  | 4,871     | 3,179     | 945       |
| Increase in other liabilities   | 7,879     | 6,628     | 7,142     |
| Net cash used in operating activities   | (37,652)  | (2,762)   | (25,578)  |
| Cash flows from investing activities:   |           |           |           |
| Purchase of FHLB stock  | —         | (952)     | —         |
| Proceeds from redemption of FHLB stock  | 493       | —         | 1,333     |
| Proceeds from FRB stock   | 5,320     | 5,570     | —         |
| Proceeds from maturities of investment securities held-to-maturity            | 104,683   | 105,594   | 178,420   |
| Proceeds from maturities of investment securities available-for-sale          | 314,271   | 327,368   | 549,857   |
| Proceeds from sales of investment securities available-for-sale               | 29,747    | —         | —         |
| Purchase of investment securities held-to-maturity                            | (6,225)   | —         | (251,792) |
| Purchase of investment securities available-for-sale                          | —         | —         | (693,881) |
| Net increase in loans   | (334,798) | (253,102) | (26,648)  |
| Purchase of premises and equipment, net                                       | (5,081)   | (1,585)   | (6,801)   |
| Purchase of bank-owned life insurance   | —         | (43,800)  | —         |

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|   |            |            |            |
|---|------------|------------|------------|
| Proceeds from sales of loans                                      | 17,204     | 3,607      | 44,958     |
| Proceeds from sales of other real estate owned                    | 15,566     | 56,519     | 61,260     |
| Decrease (increase) in FDIC indemnification asset                 | 18,331     | (2,376)    | 62,807     |
| Net cash activity from acquisitions                               | 22,832     | —          | —          |
| Net cash provided by (used in) investing activities               | 182,343    | 196,843    | (80,487)   |
| Cash flows from financing activities:                             |            |            |            |
| Net decrease in deposits  | (55,654)   | (72,121)   | (362,410)  |
| Increase in repurchase agreements                                 | 2,971      | 34,005     | 45,862     |
| Advances from FHLB  | —          | 40,000     | —          |
| Issuance of stock under purchase and equity compensation plans    | (1,048)    | (576)      | (256)      |
| Excess tax benefit on stock-based compensation                    | 24         | 7          | 24         |
| Reissuance of treasury stock in excess of cost basis              | 96         | —          | —          |
| Proceeds from exercise of stock options                           | 160        | —          | —          |
| Settlement of warrants  | (368)      | —          | —          |
| Payment of dividends  | (6,711)    | (8,507)    | (10,139)   |
| Repurchase of shares  | (175,048)  | (119,370)  | (146,736)  |
| Net cash used in financing activities                             | (235,578)  | (126,562)  | (473,655)  |
| (Decrease) increase in cash and cash equivalents                  | (90,887)   | 67,519     | (579,720)  |
| Cash and cash equivalents at beginning of the year                | 256,979    | 189,460    | 769,180    |
| Cash and cash equivalents at end of year                          | \$ 166,092 | \$ 256,979 | \$ 189,460 |
| Supplemental disclosure of cash flow information during the year: |            |            |            |
| Cash paid for interest  | \$ 13,751  | \$ 13,863  | \$ 17,694  |
| Net tax payments  | \$ 7,420   | \$ 8,119   | \$ 26,211  |
| Supplemental schedule of non-cash investing activities:           |            |            |            |
| Loans transferred to other real estate owned at fair value        | \$ 4,576   | \$ 4,491   | \$ 39,973  |
| FDIC submissions transferred to (other liabilities) other assets  | \$ —       | \$ (5,673) | \$ 17,605  |
| Loans purchased but not settled                                   | \$ 9,936   | \$ 10,038  | \$ 5,063   |

See accompanying notes to the consolidated financial statements.

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NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015, 2014, and 2013

Note 1 Basis of Presentation

National Bank Holdings Corporation ("NBHC" or the "Company") is a bank holding company that was incorporated in the State of Delaware in June 2009 with the intent to acquire and operate financial services franchises and other complementary businesses in targeted markets. The Company is headquartered immediately south of Denver, in Greenwood Village, Colorado, and its primary operations are conducted through its wholly owned subsidiary, NBH Bank, referred to as the "Bank" or NBH Bank. The Company provides a variety of banking products to both commercial and consumer clients through a network of 97 banking centers located in Colorado, the greater Kansas City area and Texas, and through online and mobile banking products.

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, NBH Bank. The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and where applicable, with general practices in the banking industry or guidelines prescribed by bank regulatory agencies. The consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary for a fair statement of the results presented. All such adjustments are of a normal recurring nature. All significant intercompany balances and transactions have been eliminated in consolidation. Certain reclassifications of prior years' amounts are made whenever necessary to conform to current period presentation. All amounts are in thousands, except share data, or as otherwise noted.

The Company's significant accounting policies followed in the preparation of the consolidated financial statements are disclosed in note 2. GAAP requires management to make estimates that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosures of contingent assets and liabilities. By their nature, estimates are based on judgment and available information. Management has made significant estimates in certain areas, such as the amount and timing of expected cash flows from assets, the valuation of other real estate owned ("OREO"), the fair value adjustments on assets acquired and liabilities assumed, the valuation of core deposit intangible assets, the evaluation of investment securities for other-than-temporary impairment ("OTTI"), the valuation of stock-based compensation, the fair values of financial instruments, the allowance for loan losses ("ALL"), and contingent liabilities. Because of the inherent uncertainties associated with any estimation process and future changes in market and economic conditions, it is possible that actual results could differ significantly from those estimates.

Note 2 Summary of Significant Accounting Policies

a) Acquisition activities—The Company accounts for business combinations under the acquisition method of accounting. Assets acquired and liabilities assumed are measured and recorded at fair value at the date of acquisition, including identifiable intangible assets. If the fair value of net assets acquired exceeds the fair value of consideration paid, a bargain purchase gain is recognized at the date of acquisition. Conversely, if the consideration paid exceeds the fair value of the net assets acquired, goodwill is recognized at the acquisition date. Fair values are subject to refinement for up to a maximum of one year after the closing date of an acquisition as information relative to closing date fair values becomes available. Adjustments recorded to the acquired assets and liabilities assumed are applied prospectively in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Update (“ASU”) 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. The determination of the fair value of loans acquired takes into account credit quality deterioration and probability of loss therefore, the related ALL is not carried forward at the time of acquisition.

Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Deposit liabilities and the related depositor relationship intangible assets, known as the core deposit intangible assets, may be exchanged in observable exchange transactions. As a result, the core deposit intangible asset is considered identifiable, because the separability criterion has been met.

b) Cash and cash equivalents—Cash and cash equivalents include cash, cash items, amounts due from other banks, amounts due from the Federal Reserve Bank of Kansas City, federal funds sold, and interest-bearing bank deposits.

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c) Investment securities—Investment securities may be classified in three categories: trading, available-for-sale and held-to-maturity. Management determines the appropriate classification at the time of purchase and reevaluates the classification at each reporting period. The Company has classified the majority of its investment portfolio as available-for-sale. Any sales of available-for-sale securities are for the purpose of executing the Company’s asset/liability management strategy, reducing borrowings, funding loan growth, providing liquidity, or eliminating a perceived credit risk in a specific security. Held-to maturity securities are carried at amortized cost and the available-for-sale securities are carried at estimated fair value. Unrealized gains or losses on securities available-for-sale are reported as accumulated other comprehensive income (“AOCI”), a component of shareholders’ equity, net of income tax. Gains and losses realized upon sales of securities are calculated using the specific identification method. Premiums and discounts are amortized to interest income over the estimated lives of the securities. Prepayment experience is periodically evaluated and a determination made regarding the appropriate estimate of the future rates of prepayment. When a change in a bond’s estimated remaining life is necessary, a corresponding adjustment is made in the related premium amortization or discount accretion. Purchases and sales of securities, including any corresponding gains or losses, are recognized on a trade-date basis and a receivable or payable is recognized for pending transaction settlements.

Management evaluates all investments for OTTI on a quarterly basis, and more frequently when economic or market conditions warrant such evaluation. Impairment is considered to be other-than-temporary if it is likely that all amounts contractually due will not be received for debt securities and when there is no positive evidence indicating that an investment’s carrying amount is recoverable in the near term for equity securities. When impairment is considered other than temporary, the cost basis of the security is written down to fair value, with the impairment charge related to credit included in earnings, while the impairment charge related to all other factors is recognized in other comprehensive income. If the Company has the intent to sell the security or it is more likely than not that the Company will be required to sell the security, the entire amount of the OTTI is recorded in earnings. In evaluating whether the impairment is temporary or other than temporary, the Company considers, among other things, the severity and duration of the unrealized loss position; adverse conditions specifically related to the security; changes in expected future cash flows; downgrades in the rating of the security by a rating agency; the failure of the issuer to make scheduled interest or principal payments; whether the Company has the intent to sell the security; and whether it is more likely than not that the Company will be required to sell the security.

d) Non-marketable securities—Non-marketable securities include Federal Reserve Bank (“FRB”) stock, Federal Home Loan Bank (“FHLB”) stock and non-negotiable certificates of deposit acquired in the acquisition of Pine River Bank Corporation, the parent company of Pine River Valley Bank (“Pine River”). These securities have been acquired for debt or regulatory purposes and are carried at cost.

e) Loans receivable—Loans receivable include loans originated by the Company and loans that are acquired through acquisitions. Loans originated by the Company are carried at the principal amount outstanding, net of premiums,



discounts, unearned income, and deferred loan fees and costs. Acquired loans are initially recorded at fair value and are accounted for under either Accounting Standards Codification (“ASC”) 310-30 (see additional information below) or ASC Topic 310, Receivables. Non-refundable loan origination and commitment fees, net of direct costs of originating or acquiring loans, and fair value adjustments for acquired loans, are deferred and recognized over the remaining lives of the related loans in accordance with ASC 310-20.

Acquired loans are recorded at their estimated fair value at the time of acquisition and accounted for under either ASC 310-30 or ASC 310. Estimated fair values of acquired loans were based on a discounted cash flow methodology that considers various factors including the type of loan and related collateral, the expected timing of cash flows, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and a discount rate reflecting the Company’s assessment of risk inherent in the cash flow estimates. Acquired 310-30 loans were grouped together according to similar characteristics such as type of loan, loan purpose, geography, risk rating and underlying collateral and were treated as distinct pools when applying various valuation techniques and, in certain circumstances, for the ongoing monitoring of the credit quality and performance of the pools. Each pool is accounted for as a single loan for which the integrity is maintained throughout the life of the asset. Discounts created when the loans are recorded at their estimated fair values at acquisition are accreted over the remaining term of the loan as an adjustment to the related loan’s yield. Similar to originated loans described below, the accrual of interest income on acquired loans that are not accounted for under ASC 310-30 is discontinued when the collection of principal or interest, in whole or in part, is doubtful.

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Interest income on acquired loans that are accounted for under ASC Topic 310 and interest income on loans originated by the Company is accrued and credited to income as it is earned using the interest method based on daily balances of the principal amount outstanding. However, interest is generally not accrued on loans 90 days or more past due, unless they are well secured and in the process of collection. Additionally, in certain situations, loans that are not contractually past due may be placed on non-accrual status due to the continued failure to adhere to contractual payment terms by the borrower coupled with other pertinent factors, such as insufficient collateral value or deficient primary and secondary sources of repayment. Accrued interest receivable is reversed when a loan is placed on non-accrual status and payments received generally reduce the carrying value of the loan. Interest is not accrued while a loan is on non-accrual status and interest income is generally recognized on a cash basis only after payment in full of the past due principal and collection of principal outstanding is reasonably assured. A loan may be placed back on accrual status if all contractual payments have been received, or sooner under certain conditions and collection of future principal and interest payments is no longer doubtful.

In the event of borrower default, the Company may seek recovery in compliance with state lending laws, the respective loan agreements, and credit monitoring and remediation procedures that may include modifying or restructuring a loan from its original terms, for economic or legal reasons, to provide a concession to the borrower from their original terms due to borrower financial difficulties in order to facilitate repayment. Such restructured loans are considered “troubled debt restructurings” and are identified in accordance with ASC 310-40, Troubled Debt Restructurings by Creditors. Under this guidance, modifications to loans that fall within the scope of ASC 310-30 are not considered troubled debt restructurings, regardless of otherwise meeting the definition of a troubled debt restructuring.

Loans receivable accounted for under ASC 310-30

The Company accounts for and evaluates acquired loans in accordance with the provisions of ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. When loans exhibit evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all principal and interest payments in accordance with the terms of the loan agreement, the expected shortfall in future cash flows, as compared to the contractual amount due, is recognized as a non-accretable difference. Any excess of expected cash flows over the acquisition date fair value is known as the accretable yield, and is recognized as accretion income over the life of each pool. Contractual fees not expected to be collected are not included in ASC 310-30 contractual cash flows. Should fees be subsequently collected, the cash flows are accounted for as non 310-30 fee income in the period they are received. Loans that are accounted for under ASC 310-30 that meet the criteria for non-accrual of interest at the time of acquisition or subsequent to acquisition, may be considered performing, regardless of whether the client is contractually delinquent, if the timing and expected cash flows on such loans can be reasonably estimated and if

collection of the new carrying value of such loans is expected.

The expected cash flows of loans accounted for under ASC 310-30 are periodically remeasured utilizing the same cash flow methodology used at the time of acquisition and subsequent decreases to the expected cash flows will generally result in a provision for loan losses charge to the Company's consolidated statements of operations. Any increases to the cash flow projections are recognized on a prospective basis through an increase to the pool's accretion income over its remaining life once any previously recorded provision expense has been reversed. These cash flow evaluations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.

f) Loans held for sale—Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. Net unrealized losses, if any, are recognized through a valuation allowance that is recorded as a charge to income. Deferred fees and costs related to these loans are not amortized, but are recognized as part of the cost basis of the loan at the time it is sold. Gains or losses are recognized upon sale and are included in gain on sale of mortgages, net on the consolidated statements of operations. Loans held for sale have primarily been fixed rate single-family residential mortgage loans under contract to be sold in the secondary market. In most cases, loans in this category are sold within 45 days. These loans are generally sold with the mortgage servicing rights released. Under limited circumstances, buyers may have recourse to return a purchased loan to the Company. Recourse conditions may include early payment default, breach of representations or warranties, or documentation deficiencies.

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g) Allowance for loan losses—The allowance for loan losses represents management’s estimate of probable credit losses inherent in loans, including acquired loans to the extent necessary, as of the balance sheet date. The determination of the ALL takes into consideration, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan losses, the estimated loss emergence period, estimated default rates, any declines in cash flow assumptions from acquisition, loan structures, growth factors and other elements that warrant recognition. In addition, various regulatory agencies, as an integral part of the examination process, periodically review the ALL. Such agencies may require the Company to recognize additions to the ALL or increases to adversely graded classified loans based on their judgments about information available to them at the time of their examinations.

The Company uses an internal risk rating system to indicate credit quality in the loan portfolio. The risk rating system is applied to all loans and uses a series of grades, which reflect management’s assessment of the risk attributable to loans based on an analysis of the borrower’s financial condition and ability to meet contractual debt service requirements. Loans that management perceives to have acceptable risk are categorized as “Pass” loans. The “Special Mention” loans represent loans that have potential credit weaknesses that deserve management’s close attention. Special mention loans include borrowers that have potential weaknesses or unwarranted risks that, unless corrected, may threaten the borrower’s ability to meet debt requirements. However, these borrowers are still believed to have the ability to respond to and resolve the financial issues that threaten their financial situation. Loans classified as “Substandard” are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard loans have a distinct possibility of loss if the deficiencies are not corrected. “Doubtful” loans are loans that management believes the collection of payments in accordance with the terms of the loan agreement is highly questionable and improbable. Loans accounted for under ASC 310-30, despite being 90 days or more past due or internally adversely classified, may be classified as performing upon and subsequent to acquisition, regardless of whether the client is contractually delinquent, if the timing and expected cash flows on such loans can be reasonably estimated and if collection of the carrying value of such loans is expected. Interest accrual is discontinued on doubtful loans and certain substandard loans that are excluded from ASC 310-30, as is more fully discussed in note 8.

The Company routinely evaluates risk-rated credits for impairment. Impairment, if any, is typically measured for each loan based on a thorough analysis of the most probable source of repayment, including the present value of the loan’s expected future cash flows, the loan’s estimated fair value, or the estimated fair value of the underlying collateral less costs of disposition for collateral dependent loans. General allowances are established for loans with similar characteristics. In this process, general allowance factors are based on an analysis of historical loss and recovery experience, if any, related to originated and acquired loans, as well as certain industry experience, with adjustments made for qualitative or environmental factors that are likely to cause estimated credit losses to differ from historical experience. To the extent that the data supporting such factors has limitations, management’s judgment and experience play a key role in determining the allowance estimates.

Additions to the ALL are made by provisions for loan losses that are charged to operations. The allowance is decreased by charge-offs due to losses and is increased by provisions for loan losses and recoveries. When it is determined that specific loans, or portions thereof, are uncollectible, these amounts are charged off against the ALL. If repayment of the loan is collateral dependent, the fair value of the collateral, less cost to sell, is used to determine charge-off amounts.

The Company maintains an ALL for loans accounted for under ASC 310-30 as a result of impairment to loan pools arising from the periodic re-valuation of these loans. Any impairment in the individual pool is generally recognized in the current period as provision for loan losses. Any improvement in the estimated cash flows, is generally not recognized immediately, but is instead reflected as an adjustment to the related loan pools yield on a prospective basis once any previously recorded impairment has been recaptured.

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h) FDIC indemnification asset—An FDIC indemnification asset results from loss-share agreements in FDIC-assisted transactions and is measured separately from the related covered assets (assets covered under FDIC loss-share agreements) as they are not contractually embedded in those assets and are not transferable should the Company choose to dispose of the covered assets. Pursuant to the terms of the loss-share agreements to which the Company was formerly a party, covered loans and OREO were subject to stated loss thresholds whereby the FDIC would reimburse the Company for a percentage of losses and expenses up to the stated loss thresholds. The indemnification assets were recorded at fair value on the respective dates of acquisition, and considered the estimated fair value of anticipated reimbursements from the FDIC for expected losses on covered assets, subject to the loss thresholds and any contractual limitations in the loss-share agreements. Fair value was estimated using the net present value of projected cash flows related to the loss-share agreements based on the expected reimbursements for losses multiplied by the applicable loss sharing percentages.

The expected indemnification asset cash flows are remeasured in conjunction with the periodic remeasurement of cash flows on covered loans and covered OREO. Improvements in cash flow expectations on covered loans and covered OREO generally result in a related decline in the expected indemnification cash flows from the FDIC and are recognized immediately in earnings to the extent that they relate to a reversal of a previously recorded valuation allowance related to the covered assets. Any remaining decreases in expected cash flows are reflected prospectively as a negative yield adjustment on the indemnification asset consistent with the approach taken to recognize increases in expected cash flows on the covered loans accounted for under ASC 310-30. Any prospective negative yield adjustment is amortized using the effective interest method in connection with the expected speed of future FDIC reimbursements and is limited to the lesser of the contractual term of the indemnification agreement or the remaining life of the indemnified assets. This amortization is included in FDIC indemnification asset amortization in the consolidated statements of operations.

Conversely, declines in cash flow expectations on covered loans and covered OREO generally result in an increase in the expected indemnification asset cash flows from the FDIC and are reflected as both a decrease in the FDIC indemnification asset amortization and an increase to the balance of the indemnification asset in the current period. As indemnified assets are resolved, the indemnification asset is reduced by the amount claimed by us from the FDIC and a corresponding claim receivable is recorded in other assets in the consolidated statements of financial condition until cash is received from the FDIC. Depending on the timing of claims and covered asset resolution, the Company could also have owed payments to the FDIC for the recovery of prior claims. The liability for these payments is recorded in other liabilities in the consolidated statements of financial condition until cash is paid to the FDIC.

During 2015, the Company terminated the FDIC loss-share agreements and eliminated the FDIC indemnification asset. See note 9 for additional information.

i) Clawback liability—A clawback liability is recorded to reflect the contingent liability assumed in an FDIC-assisted transaction whereby the Company is obligated to refund a portion of cash received from the FDIC at acquisition in the event that losses do not reach a specified threshold, based on the initial discount received less cumulative servicing amounts for the covered assets acquired. Such a liability is considered to be contingent consideration as it requires a payment by the Company to the FDIC in the event that certain contingencies are met. The clawback liability was recorded at its acquisition date fair value and is included in due to FDIC in the accompanying statements of financial condition. The clawback liability is remeasured at each reporting period and any changes are reflected in both the carrying amount of the clawback liability and the related amortization that is recognized through other FDIC loss-share income in the consolidated statements of operations. During 2015, the Company terminated the FDIC loss-share agreements and eliminated the clawback liability. See footnote 16 for additional information.

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j) Premises and equipment—With the exception of premises and equipment acquired through business combinations, which are initially measured and recorded at fair value, purchased land is stated at cost, and buildings and equipment are carried at cost, including capitalized interest when appropriate, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of the asset. The Company generally assigns depreciable lives of 39 years for buildings, 7 to 15 years for building improvements, and 3 to 7 years for equipment. Leasehold improvements are amortized over the shorter of their estimated useful lives or remaining lease terms. Maintenance and repairs are charged to non-interest expense as incurred. The Company reviews premises and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognized when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposal is less than its carrying amount. In the case of a property that is subject to an operating lease that the Company no longer expects to use, a liability is recorded equal to the remaining lease rentals, adjusted for the effects of any prepaid or deferred items recognized under the lease, and reduced by estimated sublease rentals that could be reasonably obtained for the property, even if the entity does not intend to enter into a sublease. A ratable portion of the sublease allocation is then expensed until the property is subleased. Property and equipment that meet the held-for-sale criteria is recorded at the lower of its carrying amount or fair value less cost to sell and depreciation is ceased.

k) Goodwill and intangible assets—Goodwill is established and recorded if the consideration given during an acquisition transaction exceeds the fair value of the net assets received. Goodwill has an indefinite useful life and is not amortized, but is evaluated annually for potential impairment, or when events or circumstances indicate a potential impairment. Such events or circumstances may include deterioration in general economic conditions, deterioration in industry or market conditions, an increased competitive environment, a decline in market-dependent multiples or metrics, declining financial performance, entity-specific events or circumstances or a sustained decrease in share price (either in absolute terms or relative to peers). The Company first evaluates potential impairment of goodwill by comparing the fair value of the reporting unit to its carrying amount. Any excess of carrying value over fair value would indicate a potential impairment and the Company would proceed to perform an additional test to determine whether goodwill has been impaired and calculate the amount of that impairment. Intangible assets that have finite useful lives, such as core deposit intangibles, are amortized over their estimated useful lives. The Company's core deposit intangible assets represent the value of the anticipated future cost savings that will result from the acquired core deposit relationships versus an alternative source of funding.

Judgment may be used in assessing goodwill and intangible assets for impairment. Estimates of fair value are based on projections of revenues, operating costs and cash flows of the reporting unit considering historical and anticipated future results, general economic and market conditions, as well as the impact of planned business or operational strategies. The valuations use a combination of present value techniques to measure fair value and consider market factors. Additionally, judgment is used in determining the useful lives of finite-lived intangible assets. Adverse changes in the economic environment, operations of the reporting unit, or changes in judgments and projections could result in a significantly different estimate of the fair value of the reporting unit and could result in an impairment of goodwill and/or intangible assets.



l) Other real estate owned—OREO consists of property that has been foreclosed on or repossessed by deed in lieu of foreclosure. The assets are initially recorded at the fair value of the collateral less estimated costs to sell, with any initial valuation adjustments charged to the ALL. Subsequent downward valuation adjustments, if any, in addition to gains and losses realized on sales and net operating expenses, are recorded in other non-interest expense, while any subsequent write-ups are recorded in non-interest income. Costs associated with maintaining property, such as utilities and maintenance, are charged to expense in the period in which they occur, while costs relating to the development and improvement of property are capitalized to the extent the balance does not exceed fair value. All OREO acquired through acquisition is recorded at fair value, less cost to sell, at the date of acquisition.

m) Bank-owned life insurance—The Company purchased or acquired bank-owned life insurance ("BOLI") policies on certain associates of the Company. The Company is the owner and beneficiary of these policies. The BOLI is carried at net realizable value with changes in net realizable value recorded in non-interest income.

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n) Securities purchased under agreements to resell and securities sold under agreements to repurchase—The Company periodically enters into purchases or sales of securities under agreements to resell or repurchase as of a specified future date. The securities purchased under agreements to resell are accounted for as collateralized financing transactions and are reflected as an asset in the consolidated statements of financial condition. The securities pledged by the counterparties are held by a third party custodian and valued daily. The Company may require additional collateral to ensure full collateralization for these transactions. The repurchase agreements are considered financing agreements and the obligation to repurchase assets sold is reflected as a liability in the consolidated statements of financial condition of the Company. The repurchase agreements are collateralized by debt securities that are under the control of the Company.

o) Stock-based compensation—The Company accounts for stock-based compensation in accordance with ASC Topic 718, Compensation—Stock Compensation. The Company grants stock-based awards including stock options and restricted stock. Stock option grants are for a fixed number of common shares and are issued to associates and directors at exercise prices which are not less than the fair value of a share of stock at the date of grant. The options vest over a time period stated in each option agreement and may be subject to other performance vesting conditions, which require the related compensation expense to be recorded ratably over the requisite service period starting when such conditions become probable. Restricted stock is granted for a fixed number of shares, the transferability of which is restricted until such shares become vested according to the terms in the award agreement. Restricted shares may have multiple vesting qualifications which can include time vesting of a set portion of the restricted shares, performance criterion, such as market criteria that are tied to specified market conditions of the Company's common stock price.

The fair value of stock options and market-based awards is measured using either a Black-Scholes model or a Monte Carlo simulation model, depending on the vesting requirement of each grant. The fair value of time-based restricted stock awards is based on the Company's stock price on the date of grant. Compensation expense for the portion of the awards that contain a market vesting condition is recognized over the derived service period based on the fair value of the awards on the grant date. Compensation expense for the portion of the awards that contain performance and service vesting conditions is recognized over the requisite service period based on the fair value of the awards on the grant date. The amortization of stock-based compensation reflects any estimated forfeitures and the expense realized in subsequent periods may be adjusted to reflect the actual forfeitures realized. The outstanding stock options carry a maximum contractual term of ten years and the market vesting restricted shares carry contractual terms that range from 7-10 years, with certain awards having no defined contractual term. To the extent that any award is forfeited, surrendered, terminated, expires, or lapses without being exercised, the shares of stock subject to such award not delivered as a result thereof are again made available for awards under the Plan.

p) Warrants—The Company issued warrants to certain lead shareholders. The warrants are for a fixed number of shares and had original expirations of ten years from the date of issuance. If exercised, the Company must settle the warrants in its own stock. Historically, the exercise price and the number of warrants were subject to certain down-round provisions, whereby certain subsequent equity issuances at a price below the existing exercise price would result in a downward adjustment to the exercise price and an increase in the number of warrants, and as a result, the warrants were historically classified as a liability in the Company's consolidated statements of financial condition with changes in the fair value each period reported in the statements of operations as non-interest expense. During 2015, the outstanding warrant contracts were modified, terminating the down-round provisions and extending the contractual life an additional six months from the original expiration. As a result, the warrant contracts were recorded at fair value as of the modification date using a Black-Scholes model with the change in fair value reported in the statement of operations as non-interest expense, and were reclassified to shareholders' equity as of December 31, 2015.

q) Income taxes—The Company and its subsidiaries file U.S. federal and certain state income tax returns on a consolidated basis. Additionally, the Company and its subsidiaries file separate state income tax returns with various state jurisdictions. The provision for income taxes includes the income tax balances of the Company and all of its subsidiaries.

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Deferred tax assets and liabilities are recognized for temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. Deferred tax assets and liabilities are adjusted for the effects of changes in tax rates in the period of change. The Company establishes a valuation allowance when management believes, based on the weight of available evidence, it is more likely than not that some portion of the deferred tax assets will not be realized.

The Company recognizes and measures income tax benefits based upon a two-step model: 1) a tax position must be more likely than not to be sustained based solely on its technical merits in order to be recognized; and 2) the benefit is measured as the largest dollar amount of that position that is more likely than not to be sustained upon settlement. The difference between the benefit recognized for a position in this model and the tax benefit claimed on a tax return is treated as an unrecognized tax benefit. The Company recognizes income tax related interest and penalties in other non-interest expense.

r) Income per share—The Company applies the two-class method of computing income per share as certain of the Company's restricted shares are entitled to non-forfeitable dividends and are therefore considered to be a class of participating securities. The two-class method allocates income according to dividends declared and participation rights in undistributed income. Basic income per share is computed by dividing income allocated to common shareholders by the weighted average number of common shares outstanding during each period. Diluted income per common share is computed by dividing income allocated to common shareholders by the weighted average common shares outstanding during the period, plus amounts representing the dilutive effect of stock options outstanding, certain unvested restricted shares, warrants to issue common stock, or other contracts to issue common shares ("common stock equivalents"). Common stock equivalents are excluded from the computation of diluted earnings per common share in periods in which they have an anti-dilutive effect.

s) Derivatives—The Company carries all derivatives on the statement of financial condition at fair value. All derivative instruments are recognized as either assets or liabilities depending on the rights or obligations under the contracts. All gains and losses on the derivatives due to changes in fair value are recognized in earnings each period.

The Company offers interest rate swap products to certain of its clients to manage potential changes in interest rates. Each contract between the Company and a client is offset with a contract between the Company and an institutional counterparty, thus minimizing the Company's exposure to rate changes. The Company's portfolio consists of a "matched book," and as such, changes in fair value of the swap pairs will largely offset in earnings. In accordance with applicable accounting guidance, if certain conditions are met, a derivative may be designated as (1) a hedge of the exposure to changes in the fair value of a recognized asset or liability, or of an unrecognized firm commitment, that are attributable to a particular risk (referred to as a fair value hedge) or (2) a hedge of the exposure to variability in the

cash flows of a recognized asset or liability, or of a forecasted transaction, that is attributable to a particular risk (referred to as a cash flow hedge). The Company documents all hedging relationships at the inception of each hedging relationship and uses industry accepted methodologies and ranges to determine the effectiveness of each hedge. The fair value of the hedged item is calculated using the estimated future cash flows of the hedged item and applying discount rates equal to the market interest rate for the hedged item at the inception of the hedging relationship (inception benchmark interest rate plus an inception credit spread), adjusted for changes in the designated benchmark interest rate thereafter.

t) Treasury stock —When the Company acquires treasury stock, the sum of the consideration paid and direct transaction costs after tax is recognized as a deduction from equity. The cost basis for the reissuance of treasury stock is determined using a first-in, first-out basis. To the extent that the reissuance price is more than the cost basis (gain), the excess is recorded as an increase to additional paid-in capital on the consolidated statements of financial condition. If the reissuance price is less than the cost basis (loss), the difference is recorded to additional paid-in capital to the extent there is a cumulative treasury stock paid-in capital balance. Any loss in excess of the cumulative treasury stock paid-in capital balance is charged to retained earnings.

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Note 3 Recent Accounting Pronouncements

Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure—In January 2014, the FASB issued Accounting Standards Update ("ASU") 2014-04, "Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." This update amends ASC 310-40 and clarifies that an "in substance repossession or foreclosure" has occurred upon the creditor obtaining either legal title to the property upon completion of foreclosure, or the borrower conveying all interest in the property through completion of a deed in lieu of foreclosure. Upon occurrence, the creditor derecognizes the loan receivable and recognizes the collateralized real estate property. The amendments in the ASU are effective for the Company for interim and annual periods beginning December 15, 2014. The Company adopted the ASU on January 1, 2015 with no material impact on the Company's consolidated financial statements, results of operations, or liquidity.

Revenue from Contracts with Customers—In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This update supersedes revenue recognition requirements in ASC Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance in the FASB Accounting Standards Codification. The new guidance stipulates that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides specific steps that entities should apply in order to achieve this principle. The amendments are effective for interim and annual periods beginning after December 15, 2017, with early application permitted for interim and annual periods beginning after December 15, 2016. ASU No. 2014-09 allows for either full retrospective or modified retrospective adoption. The Company is in the process of evaluating the impact of the ASU's adoption on the Company's consolidated financial statements.

Simplifying the Accounting for Measurement-Period Adjustments—In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. This update amends ASC 805-10 and clarifies that an acquirer must recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments to this ASU will become effective for the Company for interim and annual periods beginning after December 15, 2015. Early adoption is permitted. The Company adopted this ASU on September 30, 2015 with no material impact to the consolidated financial statements.

Financial Instruments - Recognition and Measurement of Financial Assets and Financial Liabilities—In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Recognition and Measurement of Financial Assets and Financial Liabilities (Topic 825). ASU No. 2016-01 revises the classification and measurement of investments in certain equity investments and the presentation of certain fair value changes for certain financial liabilities measured at

fair value. ASU No. 2016-01 requires the change in fair value of many equity investments to be recognized in net income. ASU No. 2016-01 is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. Adopting ASU No. 2016-01 may result in a cumulative effect adjustment to the consolidated statements of changes in shareholders' equity as of the beginning of the year of adoption. The Company is in the process of evaluating the impact of the ASU's adoption on the Company's consolidated financial statements.

#### Note 4 Acquisition Activities

On August 1, 2015, the Company completed the acquisition of Pine River for \$9.5 million cash. The Company determined that this acquisition constitutes a business combination as defined in ASC Topic 805, Business Combinations. Accordingly, as of the date of the acquisition, the Company recorded the assets acquired and liabilities assumed at fair value. The Company determined fair values in accordance with the guidance provided in ASC Topic 820, Fair Value Measurements and Disclosures. Fair value is established by discounting the expected future cash flows with a market discount rate for like maturities and risk instruments. The estimation of expected future cash flows, market conditions and other future events and actual results could differ materially. The determination of the initial fair values of fixed assets, loans, core deposit intangible and OREO involves a high degree of judgment and complexity. The Company has made the determination of fair value using the best information available at the time; however, the assumptions used are subject to change and, if changed, could have a material effect on the Company's financial position and results of operations. The table below summarizes the net assets acquired (at fair value) and consideration transferred in connection with the Pine River acquisition:

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## Assets:

|  |            |
|--|------------|
| Cash and due from banks                                  | \$ 32,314  |
| Investment securities available-for-sale (at fair value) | 30,093     |
| Non-marketable securities                                | 2,032      |
| Loans, net   | 64,279     |
| Other real estate owned                                  | 1,488      |
| Premises and equipment, net                              | 3,164      |
| Core deposit intangible asset                            | 948        |
| Other assets   | 7,749      |
| Total assets acquired                                    | \$ 142,067 |

## Liabilities:

## Deposits:

|                                      |            |
|--------------------------------------|------------|
| Non-interest bearing demand deposits | \$ 41,432  |
| Interest bearing demand deposits     | 19,632     |
| Savings and money market             | 35,460     |
| Time deposits                        | 33,619     |
| Total deposits                       | 130,143    |
| Other liabilities                    | 1,394      |
| Total liabilities assumed            | \$ 131,537 |

|                                  |           |
|----------------------------------|-----------|
| Identifiable net assets acquired | \$ 10,530 |
|----------------------------------|-----------|

## Consideration:

|      |          |
|------|----------|
| Cash | \$ 9,482 |
|------|----------|

|                          |          |
|--------------------------|----------|
| Gain on bargain purchase | \$ 1,048 |
|--------------------------|----------|

In connection with the Pine River acquisition, the Company recognized approximately \$1.0 million of bargain purchase gain and a \$0.9 million core deposit intangible. The core deposit intangible will be amortized on a straight-line basis over seven years. The bargain purchase gain of \$1.0 million, recorded at the date of acquisition, represents the amount by which the acquisition-date fair value of the net identifiable assets acquired exceeded the fair value of the consideration transferred.

The fair value of the acquired assets and liabilities noted in the table may change during the provisional period, which may last up to twelve months subsequent to the acquisition date. The Company may obtain additional information to refine the valuation of the acquired assets and liabilities and adjust the recorded fair value, although such adjustments are not expected to be significant. Adjustments recorded to the acquired assets and liabilities will be applied prospectively in accordance with ASU 2015-16.



At the date of acquisition, none of the loans were accounted for under the guidance of ASC 310-30, and the gross contractual amounts receivable, inclusive of all principal and interest, was \$79.0 million. The Company's best estimate of the contractual cash flows for loans not expected to be collected was \$1.4 million and the recorded fair value was \$64.3 million.

The results of Pine River are included in the results of the Company subsequent to the acquisition date. Included in other non-interest expenses in the Company's consolidated statements of operations for the year ended December 31, 2015 were \$0.7 million of Pine River acquisition-related expenses.

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The following pro forma information combines the historical results of Pine River and the Company. The pro forma financial information does not include the potential impacts of possible business model changes, current market conditions, revenue enhancements, expense efficiencies, or other factors. The pro forma information below reflects adjustments made to exclude the impact of the bargain purchase gain of \$1.0 million, acquisition-related expenses of \$0.7 million, amortization and accretion of purchase discounts and premiums of \$153 thousand, and amortization of acquired identifiable intangibles of \$56 thousand during the year ended December 31, 2015. The pro forma information is theoretical in nature and not necessarily indicative of future consolidated results of operations of the Company or the consolidated results of operations which would have resulted had the Company acquired Pine River during the periods presented.

If the Pine River acquisition had been completed on January 1, 2014, total revenue would have been approximately \$195.5 million and \$187.4 million for the years ended December 31, 2015 and 2014, respectively. Net income would have been approximately \$4.3 million and \$8.9 million, respectively, for the same periods. Basic and dilutive earnings per share would have been \$0.13 and \$0.21, respectively, for the same periods.

The Company has determined that it is impractical to report the amounts of revenue and earnings of legacy Pine River since the acquisition date due to the integration of operations shortly after the acquisition date. Accordingly, reliable and separate complete revenue and earnings information is no longer available. In addition, such amounts would require significant estimates related to the proper allocation of merger cost savings that cannot be objectively made.

Note 5 Investment Securities

The Company's investment securities portfolio is comprised of available-for-sale and held-to-maturity investment securities. These investment securities totaled \$1.6 billion at December 31, 2015 and were comprised of \$1.2 billion of available-for-sale securities and \$0.4 billion of held-to-maturity securities. At December 31, 2014, investment securities totaled \$2.0 billion and included \$1.5 billion of available-for-sale securities and \$0.5 billion of held-to-maturity securities.

Available-for-sale

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At December 31, 2015 and 2014, the Company held \$1.2 billion and \$1.5 billion of available-for-sale investment securities, respectively. Available-for-sale securities are summarized as follows as of the dates indicated:

|  | December 31, 2015 |                           |                            |              |
|--|-------------------|---------------------------|----------------------------|--------------|
|  | Amortized<br>cost | Gross<br>unrealized gains | Gross<br>unrealized losses | Fair value   |
| Mortgage-backed securities (“MBS”):  |                   |                           |                            |              |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ 305,773        | \$ 5,721                  | \$ (516)                   | \$ 310,978   |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises                        | 861,321           | 3,638                     | (19,416)                   | 845,543      |
| Other securities   | 725               | —                         | —                          | 725          |
| Total  | \$ 1,167,819      | \$ 9,359                  | \$ (19,932)                | \$ 1,157,246 |

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|  | December 31, 2014 |                           | Gross<br>unrealized losses | Fair value   |
|--|-------------------|---------------------------|----------------------------|--------------|
|  | Amortized<br>cost | Gross<br>unrealized gains |                            |              |
| Mortgage-backed securities (“MBS”):  |                   |                           |                            |              |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ 395,244        | \$ 9,014                  | \$ (43)                    | \$ 404,215   |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises                        | 1,088,834         | 7,464                     | (21,718)                   | 1,074,580    |
| Other securities   | 419               | —                         | —                          | 419          |
| Total  | \$ 1,484,497      | \$ 16,478                 | \$ (21,761)                | \$ 1,479,214 |

At December 31, 2015 and 2014, mortgage-backed securities represented primarily all of the Company’s available-for-sale investment portfolio and all mortgage-backed securities were backed by government sponsored enterprises (“GSE”) collateral such as Federal Home Loan Mortgage Corporation (“FHLMC”) and Federal National Mortgage Association (“FNMA”), and the government sponsored agency Government National Mortgage Association (“GNMA”).

The table below summarizes the unrealized losses as of the dates shown, along with the length of the impairment period:

|  | December 31, 2015                    |                      |                                    |                      | Total<br>Fair<br>value | Unrealized<br>losses |
|--|--------------------------------------|----------------------|------------------------------------|----------------------|------------------------|----------------------|
|  | Less than 12 months<br>Fair<br>value | Unrealized<br>losses | 12 months or more<br>Fair<br>value | Unrealized<br>losses |                        |                      |
| Mortgage-backed securities (“MBS”):  |                                      |                      |                                    |                      |                        |                      |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ 109,182                           | \$ (516)             | \$ —                               | \$ —                 | \$ 109,182             | \$ (516)             |
| Other residential MBS issued or guaranteed by U.S. Government agencies or  | 67,527                               | (404)                | 575,954                            | (19,012)             | 643,481                | (19,416)             |

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|                       |            |          |            |             |            |             |
|-----------------------|------------|----------|------------|-------------|------------|-------------|
| sponsored enterprises |            |          |            |             |            |             |
| Total                 | \$ 176,709 | \$ (920) | \$ 575,954 | \$ (19,012) | \$ 752,663 | \$ (19,932) |

|  | December 31, 2014   |                   |            |                   |            |                   |
|--|---------------------|-------------------|------------|-------------------|------------|-------------------|
|  | Less than 12 months | 12 months or more | Total      |                   |            |                   |
|  | Fair value          | Unrealized losses | Fair value | Unrealized losses | Fair value | Unrealized losses |
| Mortgage-backed securities (“MBS”):  |                     |                   |            |                   |            |                   |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ 17               | \$ —              | \$ 89,749  | \$ (43)           | \$ 89,766  | \$ (43)           |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises                        | 88,854              | (2,053)           | 667,368    | (19,665)          | 756,222    | (21,718)          |
| Total  | \$ 88,871           | \$ (2,053)        | \$ 757,117 | \$ (19,708)       | \$ 845,988 | \$ (21,761)       |

Management evaluated all of the available-for-sale securities in an unrealized loss position and concluded that no OTTI existed at December 31, 2015 or December 31, 2014. The unrealized losses in the Company's investments issued or guaranteed by U.S. government agencies or sponsored enterprises at December 31, 2015 were caused by changes in interest rates. The portfolio included 66 securities, having an aggregate fair value of \$752.7 million, which were in an unrealized loss position at December 31, 2015, compared to 62 securities, with an aggregate fair value of \$846.0 million at December 31, 2014. The Company has no intention to sell these securities before recovery of their amortized cost and believes it will not be required to sell the securities before the recovery of their amortized cost.

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Available-for-sale securities acquired from the Pine River acquisition totaled \$30.1 million at the date of acquisition. Shortly after the acquisition date, the Company sold \$29.8 million of the acquired securities and recorded no gain or loss.

Certain securities are pledged as collateral for public deposits, securities sold under agreements to repurchase and to secure borrowing capacity at the Federal Reserve Bank, if needed. The fair value of available-for-sale investment securities pledged as collateral totaled \$335.8 million at December 31, 2015 and \$274.4 million December 31, 2014. The increase in pledged available-for-sale investment securities was primarily attributable to an increase in average deposit account balances and client repurchase account balances during 2015. Certain investment securities may also be pledged as collateral for the line of credit at the FHLB of Des Moines; however, no investment securities were pledged for this purpose at December 31, 2015 or December 31, 2014.

Mortgage-backed securities do not have a single maturity date and actual maturities may differ from contractual maturities depending on the repayment characteristics and experience of the underlying financial instruments. The estimated weighted average life of the available-for-sale mortgage-backed securities portfolio was 3.6 years as of December 31, 2015 and 3.5 years as of December 31, 2014. This estimate is based on assumptions and actual results may differ. Other securities of \$0.4 million have no stated contractual maturity date as of December 31, 2015.

## Held-to-maturity

At December 31, 2015 and 2014, the Company held \$427.5 million and \$530.6 million of held-to-maturity investment securities, respectively. Held-to-maturity investment securities are summarized as follows as of the dates indicated:

|  | December 31, 2015 |                              |                               |            |
|--|-------------------|------------------------------|-------------------------------|------------|
|  | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Fair value |
| Mortgage-backed securities ("MBS"):  |                   |                              |                               |            |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored | \$ 340,131        | \$ 2,911                     | \$ (230)                      | \$ 342,812 |

enterprises

Other residential MBS issued or guaranteed by U.S.

Government agencies or sponsored enterprises

Total investment securities held-to-maturity

|            |          |            |            |
|------------|----------|------------|------------|
| 87,372     | 35       | (1,634)    | 85,773     |
| \$ 427,503 | \$ 2,946 | \$ (1,864) | \$ 428,585 |

December 31, 2014

| Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
|----------------|------------------------|-------------------------|------------|
|----------------|------------------------|-------------------------|------------|

Mortgage-backed securities (“MBS”):

Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises

|            |          |         |            |
|------------|----------|---------|------------|
| \$ 422,622 | \$ 5,773 | \$ (72) | \$ 428,323 |
|------------|----------|---------|------------|

Other residential MBS issued or guaranteed by U.S.

Government agencies or sponsored enterprises

Total investment securities held-to-maturity

|            |          |            |            |
|------------|----------|------------|------------|
| 107,968    | 217      | (1,871)    | 106,314    |
| \$ 530,590 | \$ 5,990 | \$ (1,943) | \$ 534,637 |

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The table below summarizes the unrealized losses as of the dates shown, along with the length of the impairment period:

|  | December 31, 2015 |                      | 12 months or more |                      | Total<br>Fair<br>Value | Unrealized<br>Losses |
|--|-------------------|----------------------|-------------------|----------------------|------------------------|----------------------|
|  | Fair<br>Value     | Unrealized<br>Losses | Fair<br>Value     | Unrealized<br>Losses |                        |                      |
| Mortgage-backed securities<br>("MBS"):   |                   |                      |                   |                      |                        |                      |
| Residential mortgage<br>pass-through securities issued<br>or guaranteed by U.S.<br>Government agencies or<br>sponsored enterprises | \$ 34,641         | \$ (205)             | \$ 853            | \$ (25)              | \$ 35,494              | \$ (230)             |
| Other residential MBS issued or<br>guaranteed by U.S. Government<br>agencies or sponsored<br>enterprises                           | 28,490            | (180)                | 45,872            | (1,454)              | 74,362                 | (1,634)              |
| Total  | \$ 63,131         | \$ (385)             | \$ 46,725         | \$ (1,479)           | \$ 109,856             | \$ (1,864)           |

|   | December 31, 2014 |                      | 12 months or more |                      | Total<br>Fair<br>Value | Unrealized<br>Losses |
|---|-------------------|----------------------|-------------------|----------------------|------------------------|----------------------|
|   | Fair<br>Value     | Unrealized<br>Losses | Fair<br>Value     | Unrealized<br>Losses |                        |                      |
| Mortgage-backed securities ("MBS"):   |                   |                      |                   |                      |                        |                      |
| Residential mortgage pass-through<br>securities issued or guaranteed by<br>U.S. Government agencies or<br>sponsored enterprises | \$ —              | \$ —                 | \$ 35,139         | \$ (72)              | \$ 35,139              | \$ (72)              |
| Other residential MBS issued or<br>guaranteed by U.S. Government<br>agencies or sponsored enterprises                           | —                 | —                    | 75,139            | (1,871)              | 75,139                 | (1,871)              |
| Total   | \$ —              | \$ —                 | \$ 110,278        | \$ (1,943)           | \$ 110,278             | \$ (1,943)           |



The portfolio included 16 securities, having an aggregate fair value of \$109.9 million, which were in an unrealized loss position at December 31, 2015, compared to 12 securities, with a fair value of \$110.3 million, at December 31, 2014.

Management evaluated all of the held-to-maturity securities in an unrealized loss position and concluded that no OTTI existed at December 31, 2015 or December 31, 2014. The unrealized losses in the Company's investments issued or guaranteed by U.S. government agencies or sponsored enterprises at December 31, 2015, were caused by changes in interest rates. The Company has no intention to sell these securities before recovery of their amortized cost and believes it will not be required to sell the securities before the recovery of their amortized cost.

The carrying value of held-to-maturity investment securities pledged as collateral totaled \$156.5 million and \$88.3 million at December 31, 2015 and 2014, respectively.

Actual maturities of mortgage-backed securities may differ from scheduled maturities depending on the repayment characteristics and experience of the underlying financial instruments. The estimated weighted average expected life of the held-to-maturity mortgage-backed securities portfolio as of December 31, 2015 and 2014 was 3.7 years and 3.4 years, respectively. This estimate is based on assumptions and actual results may differ.

#### Note 6 Non-marketable Securities

Non-marketable securities include Federal Reserve Bank stock, FHLB stock and non-negotiable certificates of deposit. At December 31, 2015, the Company held \$14.1 million of Federal Reserve Bank stock, \$7.4 million of FHLB Des Moines stock for regulatory or debt facility purposes, and \$1.0 million of non-negotiable certificates of deposit acquired from Pine River. At December 31, 2014, the Company held \$19.5 million of Federal Reserve Bank stock, \$7.5 million of FHLB Des Moines stock, and \$0.1 million of FHLB San Francisco stock.

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These are restricted securities which, lacking a market, are carried at cost. There have been no identified events or changes in circumstances that may have an adverse effect on the investments carried at cost. Management evaluated all of the non-marketable securities and concluded that no OTTI existed at December 31, 2015 or December 31, 2014.

## Note 7 Loans

The loan portfolio is comprised of loans originated by the Company and loans that were acquired in connection with the Company's acquisitions of Hillcrest Bank and Bank Midwest in 2010, Bank of Choice and Community Banks of Colorado in 2011, and Pine River in 2015. The loans acquired from Pine River totaled \$64.3 million. They were accounted for in accordance with ASC Topic 805 and were classified as non 310-30 loans. During the fourth quarter of 2015, the Bank entered into an early termination agreement with the FDIC, terminating its loss-share agreements with the FDIC; therefore, presentation of prior period covered and non-covered loans were updated accordingly.

The table below shows the loan portfolio composition including carrying value by segment of loans accounted for under ASC 310-30, Receivables—Loans and Debt Securities Acquired with Deteriorated Credit Quality and loans not accounted for under this guidance, which includes our originated loans. The carrying value of loans are net of discounts on loans excluded from ASC 310-30, and fees and costs of \$8.1 million and \$10.5 million as of December 31, 2015 and 2014, respectively:

|                         | December 31, 2015 |                  | Total loans  | %     |   |
|-------------------------|-------------------|------------------|--------------|-------|---|
|                         | ASC 310-30 loans  | Non 310-30 loans |              |       |   |
| Commercial              | \$ 13,007         | \$ 1,039,769     | \$ 1,052,776 | 40.7  | % |
| Agriculture             | 16,752            | 145,558          | 162,310      | 6.3   |   |
| Commercial real estate  | 148,888           | 506,331          | 655,219      | 25.3  |   |
| Residential real estate | 21,452            | 662,550          | 684,002      | 26.4  |   |
| Consumer                | 2,731             | 30,635           | 33,366       | 1.3   |   |
| Total                   | \$ 202,830        | \$ 2,384,843     | \$ 2,587,673 | 100.0 | % |

| December 31, 2014 |                  | Total loans | % |  |
|-------------------|------------------|-------------|---|--|
| ASC 310-30 loans  | Non 310-30 loans |             |   |  |

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|                         |            |              |              |       |   |
|-------------------------|------------|--------------|--------------|-------|---|
| Commercial              | \$ 22,956  | \$ 772,440   | \$ 795,396   | 36.8  | % |
| Agriculture             | 19,063     | 118,468      | 137,531      | 6.4   |   |
| Commercial real estate  | 192,330    | 369,264      | 561,594      | 26.0  |   |
| Residential real estate | 40,761     | 591,939      | 632,700      | 29.2  |   |
| Consumer                | 4,535      | 30,653       | 35,188       | 1.6   |   |
| Total                   | \$ 279,645 | \$ 1,882,764 | \$ 2,162,409 | 100.0 | % |

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Loan delinquency for all loans is shown in the following tables at December 31, 2015 and 2014:

|   | Total Loans December 31, 2015 |                              |  |                      |              | Total<br>loans | Loans > 90<br>days past      |                 |
|---|-------------------------------|------------------------------|--|----------------------|--------------|----------------|------------------------------|-----------------|
|   | 30-59<br>days<br>past<br>due  | 60-89<br>days<br>past<br>due | Greater<br>than 90<br>days past<br>due | Total<br>past<br>due | Current      |                | due and<br>still<br>accruing | Non-<br>accrual |
| Loans excluded from<br>ASC 310-30             |                               |                              |  |                      |              |                |                              |                 |
| Commercial                                    | \$ 2,275                      | \$ 6,019                     | \$ 49                                  | \$ 8,343             | \$ 1,031,426 | \$ 1,039,769   | \$ —                         | \$ 16,838       |
| Agriculture                                   | 441                           | 58                           | 1,222                                  | 1,721                | 143,837      | 145,558        | —                            | 1,984           |
| Commercial real estate                        |                               |                              |  |                      |              |                |                              |                 |
| Construction                                  | 359                           | 188                          | —                                      | 547                  | 29,596       | 30,143         | —                            | 188             |
| Acquisition/development                       | —                             | —                            | —                                      | —                    | 5,575        | 5,575          | —                            | —               |
| Multifamily                                   | —                             | 38                           | 22                                     | 60                   | 9,813        | 9,873          | —                            | 22              |
| Owner-occupied                                | 370                           | 111                          | 66                                     | 547                  | 184,072      | 184,619        | —                            | 1,273           |
| Non owner-occupied                            | 2,340                         | 182                          | 968                                    | 3,490                | 272,631      | 276,121        | —                            | 1,013           |
| Total commercial real<br>estate               | 3,069                         | 519                          | 1,056                                  | 4,644                | 501,687      | 506,331        | —                            | 2,496           |
| Residential real estate                       |                               |                              |  |                      |              |                |                              |                 |
| Senior lien                                   | 1,909                         | 911                          | 1,481                                  | 4,301                | 610,192      | 614,493        | 124                          | 3,713           |
| Junior lien                                   | 299                           | 237                          | 194                                    | 730                  | 47,327       | 48,057         | 6                            | 584             |
| Total residential real<br>estate              | 2,208                         | 1,148                        | 1,675                                  | 5,031                | 657,519      | 662,550        | 130                          | 4,297           |
| Consumer                                      | 239                           | 26                           | 38                                     | 303                  | 30,332       | 30,635         | 36                           | 32              |
| Total loans excluded from<br>ASC 310-30       | \$ 8,232                      | \$ 7,770                     | \$ 4,040                               | \$ 20,042            | \$ 2,364,801 | \$ 2,384,843   | \$ 166                       | \$ 25,647       |
| Loans accounted for<br>under ASC 310-30       |                               |                              |  |                      |              |                |                              |                 |
| Commercial                                    | \$ 1,187                      | \$ —                         | \$ 217                                 | \$ 1,404             | \$ 11,603    | \$ 13,007      | \$ 217                       | \$ —            |
| Agriculture                                   | —                             | —                            | 511                                    | 511                  | 16,241       | 16,752         | 511                          | —               |
| Commercial real estate                        | 1,235                         | 936                          | 14,932                                 | 17,103               | 131,785      | 148,888        | 14,931                       | —               |
| Residential real estate                       | 411                           | 104                          | 97                                     | 612                  | 20,840       | 21,452         | 97                           | —               |
| Consumer                                      | 19                            | 49                           | 5                                      | 73                   | 2,658        | 2,731          | 5                            | —               |
| Total loans accounted for<br>under ASC 310-30 | \$ 2,852                      | \$ 1,089                     | \$ 15,762                              | \$ 19,703            | \$ 183,127   | \$ 202,830     | \$ 15,761                    | \$ —            |
| Total loans                                   | \$ 11,084                     | \$ 8,859                     | \$ 19,802                              | \$ 39,745            | \$ 2,547,928 | \$ 2,587,673   | \$ 15,927                    | \$ 25,647       |



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|   | Total Loans December 31, 2014 |                           |  |                   |              | Total<br>loans | Loans > 90<br>days past      |                          |
|---|-------------------------------|---------------------------|--|-------------------|--------------|----------------|------------------------------|--------------------------|
|   | 30-59<br>days past<br>due     | 60-89<br>days<br>past due | Greater<br>than 90<br>days past<br>due | Total<br>past due | Current      |                | due and<br>still<br>accruing | Non-<br>still<br>accrual |
| Loans excluded from<br>ASC 310-30             |                               |                           |  |                   |              |                |                              |                          |
| Commercial                                    | \$ 83                         | \$ 97                     | \$ 318                                 | \$ 498            | \$ 771,942   | \$ 772,440     | \$ 215                       | \$ 4,215                 |
| Agriculture                                   | 47                            | —                         | 10                                     | 57                | 118,411      | 118,468        | 10                           | 495                      |
| Commercial real estate                        |                               |                           |  |                   |              |                |                              |                          |
| Construction                                  | —                             | —                         | —                                      | —                 | 11,748       | 11,748         | —                            | —                        |
| Acquisition/development                       | 41                            | —                         | —                                      | 41                | 4,532        | 4,573          | —                            | —                        |
| Multifamily                                   | —                             | —                         | —                                      | —                 | 10,856       | 10,856         | (1)                          | —                        |
| Owner-occupied                                | 336                           | 78                        | 101                                    | 515               | 119,710      | 120,225        | —                            | 843                      |
| Non owner-occupied                            | 158                           | —                         | 222                                    | 380               | 221,482      | 221,862        | —                            | 222                      |
| Total commercial real<br>estate               | 535                           | 78                        | 323                                    | 936               | 368,328      | 369,264        | (1)                          | 1,065                    |
| Residential real estate                       |                               |                           |  |                   |              |                |                              |                          |
| Senior lien                                   | 378                           | 1,403                     | 732                                    | 2,513             | 537,022      | 539,535        | —                            | 4,335                    |
| Junior lien                                   | 133                           | 1                         | 101                                    | 235               | 52,169       | 52,404         | —                            | 476                      |
| Total residential real<br>estate              | 511                           | 1,404                     | 833                                    | 2,748             | 589,191      | 591,939        | —                            | 4,811                    |
| Consumer                                      | 266                           | 21                        | 39                                     | 326               | 30,327       | 30,653         | 39                           | 227                      |
| Total loans excluded from<br>ASC 310-30       | \$ 1,442                      | \$ 1,600                  | \$ 1,523                               | \$ 4,565          | \$ 1,878,199 | \$ 1,882,764   | \$ 263                       | \$ 10,813                |
| Loans accounted for<br>under ASC 310-30       |                               |                           |  |                   |              |                |                              |                          |
| Commercial                                    | \$ 152                        | \$ —                      | \$ 1,755                               | \$ 1,907          | \$ 21,049    | \$ 22,956      | \$ 1,754                     | \$ —                     |
| Agriculture                                   | —                             | —                         | 367                                    | 367               | 18,696       | 19,063         | 367                          | —                        |
| Commercial real estate                        | 564                           | 92                        | 31,013                                 | 31,669            | 160,661      | 192,330        | 31,013                       | —                        |
| Residential real estate                       | 2,014                         | 3,826                     | 646                                    | 6,486             | 34,275       | 40,761         | 646                          | —                        |
| Consumer                                      | 369                           | —                         | 54                                     | 423               | 4,112        | 4,535          | 54                           | —                        |
| Total loans accounted for<br>under ASC 310-30 | \$ 3,099                      | \$ 3,918                  | \$ 33,835                              | \$ 40,852         | \$ 238,793   | \$ 279,645     | \$ 33,834                    | \$ —                     |
| Total loans                                   | \$ 4,541                      | \$ 5,518                  | \$ 35,358                              | \$ 45,417         | \$ 2,116,992 | \$ 2,162,409   | \$ 34,097                    | \$ 10,813                |

Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. Pooled loans accounted for under ASC 310-30 that are 90 days or more past due and still accruing are generally considered to be performing and are included in loans 90 days or more past due and still accruing. Non-accrual loans include troubled debt restructurings on non-accrual status.

Total non-accrual loans excluded from the scope of ASC 310-30 totaled \$25.6 million and \$10.8 million, as December 31, 2015 and 2014, respectively. Total past due loans accounted for under ASC 310-30 totaled \$19.7 million at December 31, 2015, decreasing \$21.2 million, or 51.8%, from \$40.9 million in the prior year. The decrease is due to significant workout progress on acquired non-strategic loans.

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December 31, 2015, 2014, and 2013

Credit exposure for all loans as determined by the Company's internal risk rating system was as follows as of December 31, 2015 and 2014:

|  | Total Loans December 31, 2015 |                    |             |          |              |
|--|-------------------------------|--------------------|-------------|----------|--------------|
|  | Pass                          | Special<br>mention | Substandard | Doubtful | Total        |
| Loans excluded from ASC 310-30             |                               |                    |             |          |              |
| Commercial                                 | \$ 957,992                    | \$ 44,866          | \$ 32,867   | \$ 4,044 | \$ 1,039,769 |
| Agriculture                                | 132,450                       | 2,440              | 10,668      | —        | 145,558      |
| Commercial real estate                     |                               |                    |             |          |              |
| Construction                               | 24,686                        | 4,882              | 575         | —        | 30,143       |
| Acquisition/development                    | 5,066                         | 509                | —           | —        | 5,575        |
| Multifamily                                | 9,851                         | —                  | 22          | —        | 9,873        |
| Owner-occupied                             | 174,108                       | 5,595              | 4,916       | —        | 184,619      |
| Non owner-occupied                         | 262,035                       | 8,091              | 5,722       | 273      | 276,121      |
| Total commercial real estate               | 475,746                       | 19,077             | 11,235      | 273      | 506,331      |
| Residential real estate                    |                               |                    |             |          |              |
| Senior lien                                | 609,196                       | 349                | 4,921       | 27       | 614,493      |
| Junior lien                                | 46,437                        | 252                | 1,368       | —        | 48,057       |
| Total residential real estate              | 655,633                       | 601                | 6,289       | 27       | 662,550      |
| Consumer                                   | 30,483                        | 67                 | 85          | —        | 30,635       |
| Total loans excluded from ASC 310-30       | \$ 2,252,304                  | \$ 67,051          | \$ 61,144   | \$ 4,344 | \$ 2,384,843 |
| Loans accounted for under ASC 310-30       |                               |                    |             |          |              |
| Commercial                                 | \$ 8,236                      | \$ 25              | \$ 4,746    | \$ —     | \$ 13,007    |
| Agriculture                                | 9,726                         | 27                 | 6,999       | —        | 16,752       |
| Commercial real estate                     | 67,239                        | 1,087              | 76,793      | 3,769    | 148,888      |
| Residential real estate                    | 16,960                        | 1,604              | 2,888       | —        | 21,452       |
| Consumer                                   | 2,296                         | 94                 | 341         | —        | 2,731        |
| Total loans accounted for under ASC 310-30 | \$ 104,457                    | \$ 2,837           | \$ 91,767   | \$ 3,769 | \$ 202,830   |
| Total loans                                | \$ 2,356,761                  | \$ 69,888          | \$ 152,911  | \$ 8,113 | \$ 2,587,673 |

Total Loans December 31, 2014  
Special



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|  | Pass         | mention   | Substandard | Doubtful | Total        |
|--|--------------|-----------|-------------|----------|--------------|
| Loans excluded from ASC 310-30             |              |           |             |          |              |
| Commercial                                 | \$ 742,944   | \$ 10,166 | \$ 19,250   | \$ 80    | \$ 772,440   |
| Agriculture                                | 114,642      | 85        | 3,741       | —        | 118,468      |
| Commercial real estate                     |              |           |             |          |              |
| Construction                               | 11,748       | —         | —           | —        | 11,748       |
| Acquisition/development                    | 4,573        | —         | —           | —        | 4,573        |
| Multifamily                                | 10,856       | —         | —           | —        | 10,856       |
| Owner-occupied                             | 115,178      | 158       | 4,889       | —        | 120,225      |
| Non owner-occupied                         | 199,817      | 17,607    | 4,430       | 8        | 221,862      |
| Total commercial real estate               | 342,172      | 17,765    | 9,319       | 8        | 369,264      |
| Residential real estate                    |              |           |             |          |              |
| Senior lien                                | 533,630      | 23        | 5,744       | 138      | 539,535      |
| Junior lien                                | 51,059       | —         | 1,345       | —        | 52,404       |
| Total residential real estate              | 584,689      | 23        | 7,089       | 138      | 591,939      |
| Consumer                                   | 30,426       | —         | 227         | —        | 30,653       |
| Total loans excluded from ASC 310-30       | \$ 1,814,873 | \$ 28,039 | \$ 39,626   | \$ 226   | \$ 1,882,764 |
| Loans accounted for under ASC 310-30       |              |           |             |          |              |
| Commercial                                 | \$ 11,038    | \$ 282    | \$ 11,092   | \$ 544   | \$ 22,956    |
| Agriculture                                | 16,854       | 30        | 2,179       | —        | 19,063       |
| Commercial real estate                     | 82,603       | 3,770     | 101,966     | 3,991    | 192,330      |
| Residential real estate                    | 29,069       | 1,403     | 10,289      | —        | 40,761       |
| Consumer                                   | 3,641        | 105       | 789         | —        | 4,535        |
| Total loans accounted for under ASC 310-30 | \$ 143,205   | \$ 5,590  | \$ 126,315  | \$ 4,535 | \$ 279,645   |
| Total loans                                | \$ 1,958,078 | \$ 33,629 | \$ 165,941  | \$ 4,761 | \$ 2,162,409 |

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The Company's commercial substandard loans excluded from ASC 310-30 totaled \$32.9 million and \$19.3 million at December 31, 2015 and 2014, respectively. The balance was primarily due to four loan relationships totaling \$24.5 million at December 31, 2015. Migration to special mention and substandard ratings during 2015 was driven by a small number of agricultural clients, pressure in energy sector, and isolated weakening in a small number of commercial and industrial clients. Three of these substandard loans were energy related and totaled \$16.1 million at December 31, 2015. Total ASC 310-30 classified assets of \$98.4 million decreased \$38.0 million from \$136.4 million in prior year due to significant workout projects on acquired non-strategic loans.

Impaired Loans

Loans are considered to be impaired when it is probable that the Company will not be able to collect all amounts due in accordance with the contractual terms of the loan agreement. Impaired loans are comprised of loans excluded from ASC 310-30 on non-accrual status, loans in bankruptcy, and troubled debt restructurings ("TDRs") described below. If a specific allowance is warranted based on the borrower's overall financial condition, the specific allowance is calculated based on discounted cash flows using the loan's initial contractual effective interest rate or the fair value of the collateral less selling costs for collateral dependent loans. At December 31, 2015, the Company measured \$24.1 million of impaired loans based on the fair value of the collateral less selling costs and \$2.3 million of impaired loans using discounted cash flows and the loan's initial contractual effective interest rate. Impaired loans totaling \$10.6 million that individually were less than \$250 thousand each, were measured through our general ALL reserves due to their relatively small size. Impaired loans acquired from Pine River totaling \$0.4 million were marked to fair value at the date of acquisition.

At December 31, 2015 and 2014, the Company's recorded investment in impaired loans was \$37.4 million and \$32.1 million, respectively. The balance in impaired loans was primarily due to three relationships totaling \$15.5 million that were deemed impaired during the year. All three of the relationships were in the commercial and industrial segment and on non-accrual status at December 31, 2015. Impaired loans had a collective related allowance for loan losses allocated to them of \$4.4 million and \$0.3 million at December 31, 2015 and 2014, respectively.

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December 31, 2015, 2014, and 2013

Additional information regarding impaired loans at December 31, 2015 and 2014 is set forth in the table below:

|   | Impaired Loans<br>December 31, 2015 |                        |  | December 31, 2014              |                        | Allowance<br>for loan<br>losses<br>allocated |
|---|-------------------------------------|------------------------|--|--------------------------------|------------------------|--|
|   | Unpaid<br>principal<br>balance      | Recorded<br>investment | Allowance<br>for loan<br>losses<br>allocated | Unpaid<br>principal<br>balance | Recorded<br>investment |  |
| With no related allowance recorded:                     |                                     |                        |  |                                |                        |  |
| Commercial  | \$ 10,812                           | \$ 10,744              | \$ —   | \$ 16,953                      | \$ 16,771              | \$ —   |
| Agriculture   | 1,877                               | 1,878                  | —  | 3,065                          | 3,061                  | —  |
| Commercial real estate                                  |                                     |                        |  |                                |                        |  |
| Construction  | 190                                 | 188                    | —  | —                              | —                      | —  |
| Acquisition/development                                 | —                                   | —                      | —  | —                              | —                      | —  |
| Multifamily   | —                                   | —                      | —  | —                              | —                      | —  |
| Owner-occupied  | 2,218                               | 2,150                  | —  | 1,164                          | 970                    | —  |
| Non-owner occupied                                      | 154                                 | 153                    | —  | —                              | —                      | —  |
| Total commercial real estate                            | 2,562                               | 2,491                  | —  | 1,164                          | 970                    | —  |
| Residential real estate                                 |                                     |                        |  |                                |                        |  |
| Senior lien   | 947                                 | 941                    | —  | 694                            | 248                    | —  |
| Junior lien   | 113                                 | 112                    | —  | —                              | —                      | —  |
| Total residential real estate                           | 1,060                               | 1,052                  | —  | 694                            | 248                    | —  |
| Consumer  | —                                   | —                      | —  | —                              | —                      | —  |
| Total impaired loans with no related allowance recorded | \$ 16,311                           | \$ 16,165              | \$ —   | \$ 21,876                      | \$ 21,050              | \$ —   |
| With a related allowance recorded:                      |                                     |                        |  |                                |                        |  |
| Commercial  | \$ 10,816                           | \$ 10,764              | \$ 4,045                                     | \$ 894                         | \$ 693                 | \$ 82  |
| Agriculture   | 254                                 | 248                    | 1  | 177                            | 145                    | —  |
| Commercial real estate                                  |                                     |                        |  |                                |                        |  |
| Construction  | —                                   | —                      | —  | —                              | —                      | —  |
| Acquisition/development                                 | —                                   | —                      | —  | —                              | —                      | —  |
| Multifamily   | 61                                  | 59                     | —  | —                              | —                      | —  |
| Owner-occupied  | 1,272                               | 1,117                  | 2  | 1,321                          | 1,024                  | 5  |
| Non-owner occupied                                      | 1,642                               | 1,630                  | 274  | 1,140                          | 1,060                  | 9  |
| Total commercial real estate                            | 2,975                               | 2,806                  | 277  | 2,461                          | 2,084                  | 14   |
| Residential real estate                                 |                                     |                        |  |                                |                        |  |
| Senior lien   | 5,826                               | 5,701                  | 54   | 7,360                          | 6,359                  | 172  |
| Junior lien   | 1,800                               | 1,593                  | 11   | 1,768                          | 1,515                  | 9  |
| Total residential real estate                           | 7,627                               | 7,294                  | 65   | 9,128                          | 7,874                  | 181  |

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|  |           |           |          |           |           |        |
|--|-----------|-----------|----------|-----------|-----------|--------|
| Consumer   | 86        | 86        | 1        | 277       | 245       | 2      |
| Total impaired loans with a related allowance recorded | \$ 21,758 | \$ 21,198 | \$ 4,388 | \$ 12,937 | \$ 11,041 | \$ 279 |
| Total impaired loans                                   | \$ 38,069 | \$ 37,363 | \$ 4,388 | \$ 34,813 | \$ 32,091 | \$ 279 |

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015, 2014, and 2013

The table below shows additional information regarding the average recorded investment and interest income recognized on impaired loans for the periods presented:

|   | For the years ended                                    |                                  | December 31, 2014                 |                                  |
|---|--|----------------------------------|-----------------------------------|----------------------------------|
|   | December 31, 2015<br>Average<br>recorded<br>investment | Interest<br>income<br>recognized | Average<br>recorded<br>investment | Interest<br>income<br>recognized |
| With no related allowance recorded:                     |  |                                  |                                   |                                  |
| Commercial  | \$ 10,729  | \$ 266                           | \$ 21,827                         | \$ 414                           |
| Agriculture   | 1,961  | —                                | 3,458                             | 126                              |
| Commercial real estate                                  |  |                                  |                                   |                                  |
| Construction  | 188  | —                                | —                                 | —                                |
| Acquisition/development                                 | —  | —                                | —                                 | —                                |
| Multifamily   | —  | —                                | —                                 | —                                |
| Owner-occupied  | 2,221  | 83                               | 1,018                             | 51                               |
| Non-owner occupied                                      | 157  | —                                | —                                 | —                                |
| Total commercial real estate                            | 2,566  | 83                               | 1,018                             | 51                               |
| Residential real estate                                 |  |                                  |                                   |                                  |
| Senior lien   | 956  | 15                               | 605                               | 7                                |
| Junior lien   | 113  | —                                | —                                 | —                                |
| Total residential real estate                           | 1,069  | 15                               | 605                               | 7                                |
| Consumer  | —  | —                                | —                                 | —                                |
| Total impaired loans with no related allowance recorded | \$ 16,324  | \$ 363                           | \$ 26,908                         | \$ 598                           |
| With a related allowance recorded:                      |  |                                  |                                   |                                  |
| Commercial  | \$ 9,366   | \$ 1                             | \$ 893                            | \$ 7                             |
| Agriculture   | 276  | 4                                | 158                               | —                                |
| Commercial real estate                                  |  |                                  |                                   |                                  |
| Construction  | —  | —                                | —                                 | —                                |
| Acquisition/development                                 | —  | —                                | —                                 | —                                |
| Multifamily   | 60   | 1                                | —                                 | —                                |
| Owner-occupied  | 1,230  | 27                               | 1,166                             | 40                               |
| Non-owner occupied                                      | 1,667  | 48                               | 1,095                             | 56                               |
| Total commercial real estate                            | 2,956  | 76                               | 2,261                             | 96                               |
| Residential real estate                                 |  |                                  |                                   |                                  |
| Senior lien   | 5,911  | 119                              | 6,594                             | 101                              |
| Junior lien   | 1,725  | 51                               | 1,568                             | 60                               |
| Total residential real estate                           | 7,636  | 170                              | 8,162                             | 161                              |
| Consumer  | 92   | 1                                | 265                               | 1                                |
| Total impaired loans with a related allowance recorded  | \$ 20,326  | \$ 252                           | \$ 11,739                         | \$ 265                           |

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|                      |           |        |           |        |
|----------------------|-----------|--------|-----------|--------|
| Total impaired loans | \$ 36,651 | \$ 615 | \$ 38,647 | \$ 863 |
|----------------------|-----------|--------|-----------|--------|

Interest income recognized on impaired loans noted in the table above, primarily represents interest earned on accruing troubled debt restructurings. Interest income recognized on impaired loans using the cash-basis method of accounting during the years ended December 31, 2015, 2014, and 2013 was immaterial.

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

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December 31, 2015, 2014, and 2013

## Troubled debt restructurings

It is the Company's policy to review each prospective credit in order to determine the appropriateness and the adequacy of security or collateral prior to making a loan. In the event of borrower default, the Company seeks recovery in compliance with lending laws, the respective loan agreements, and credit monitoring and remediation procedures that may include restructuring a loan to provide a concession by the Company to the borrower from their original terms due to borrower financial difficulties in order to facilitate repayment. Additionally, if a borrower's repayment obligation has been discharged by a court, and that debt has not been reaffirmed by the borrower, regardless of past due status, the loan is considered to be a TDR. At December 31, 2015 and 2014, the Company had \$8.4 million and \$19.3 million, respectively, of accruing TDRs that had been restructured from the original terms in order to facilitate repayment.

Non-accruing TDRs at December 31, 2015 and 2014 totaled \$17.8 million and \$7.0 million, respectively.

During 2015, the Company restructured 19 loans with a recorded investment of \$17.9 million at December 31, 2015 to facilitate repayment. Substantially all of the loan modifications were an extension of term. Loan modifications to loans accounted for under ASC 310-30 are not considered TDRs. The table below provides additional information related to accruing TDRs at December 31, 2015 and 2014:

|                         | Accruing TDRs<br>December 31, 2015 |  | Unpaid<br>principal<br>balance | Unfunded<br>commitments<br>to fund TDRs |
|-------------------------|------------------------------------|--|--------------------------------|---|
|                         | Recorded<br>investment             | Average<br>year-to-date<br>recorded<br>investments |                                |   |
| Commercial              | \$ 5,790                           | \$ 5,866   | \$ 5,831                       | \$ 163                                  |
| Agriculture             | 84                                 | 85   | 87                             | —                                       |
| Commercial real estate  | 388                                | 394  | 389                            | —                                       |
| Residential real estate | 2,162                              | 2,234  | 2,166                          | 2                                       |
| Consumer                | 12                                 | 15   | 12                             | —                                       |
| Total                   | \$ 8,436                           | \$ 8,594   | \$ 8,485                       | \$ 165                                  |

|                         | Accruing TDRs<br>December 31, 2014 |              |           | Unfunded     |
|-------------------------|------------------------------------|--------------|-----------|--------------|
|                         | Recorded                           | Average      | Unpaid    | commitments  |
|                         | investment                         | year-to-date | principal | to fund TDRs |
|                         | recorded                           | recorded     | balance   |              |
| Commercial              | \$ 13,249                          | \$ 12,496    | \$ 13,249 | \$ 375       |
| Agriculture             | 2,711                              | 3,110        | 2,715     | —            |
| Commercial real estate  | 610                                | 627          | 622       | —            |
| Residential real estate | 2,687                              | 2,767        | 2,714     | 2            |
| Consumer                | 18                                 | 20           | 18        | —            |
| Total                   | \$ 19,275                          | \$ 19,020    | \$ 19,318 | \$ 377       |

The following table summarizes the Company's carrying value of non-accrual TDRs as of December 31, 2015 and 2014:

|                         | Non - Accruing TDRs |                   |
|-------------------------|---------------------|-------------------|
|                         | December 31, 2015   | December 31, 2014 |
| Commercial              | \$ 15,897           | \$ 3,994          |
| Agriculture             | 81                  | 365               |
| Commercial real estate  | 1,135               | 458               |
| Residential real estate | 678                 | 1,966             |
| Consumer                | 2                   | 190               |
| Total                   | \$ 17,793           | \$ 6,973          |



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Accrual of interest is resumed on loans that were on non-accrual only after the loan has performed sufficiently. The Company had five TDRs that were modified within the past 12 months and had defaulted on their restructured terms. The defaulted TDRs consisted of two commercial loans totaling \$9.7 million and three consumer residential loans totaling \$103 thousand.

During 2014, the Company had two TDRs that had been modified within the past 12 months that defaulted on their restructured terms. The defaulted TDRs consisted of a commercial loan and a consumer loan totaling \$112 thousand. For purposes of this disclosure, the Company considers “default” to mean 90 days or more past due on principal or interest.

## Loans accounted for under ASC 310-30

Loan pools accounted for under ASC Topic 310-30 are periodically re-measured to determine expected future cash flows. In determining the expected cash flows, the timing of cash flows and prepayment assumptions for smaller homogeneous loans are based on statistical models that take into account factors such as the loan interest rate, credit profile of the borrowers, the years in which the loans were originated, and whether the loans are fixed or variable rate loans. Prepayments may be assumed on loans if circumstances specific to that loan warrant a prepayment assumption. The re-measurement of loans accounted for under ASC 310-30 resulted in the following changes in the carrying amount of accretable yield during 2015 and 2014:

|   | December 31, 2015 | December 31, 2014 |
|---|-------------------|-------------------|
| Accretable yield beginning balance              | \$ 113,463        | \$ 130,624        |
| Reclassification from non-accretable difference | 22,392            | 47,252            |
| Reclassification to non-accretable difference   | (4,387)           | (3,572)           |
| Accretion                                       | (47,274)          | (60,841)          |
| Accretable yield ending balance                 | \$ 84,194         | \$ 113,463        |

Below is the composition of the net book value for loans accounted for under ASC 310-30 at December 31, 2015 and 2014:

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|                                      | December 31, 2015 | December 31, 2014 |
|--------------------------------------|-------------------|-------------------|
| Contractual cash flows               | \$ 627,843        | \$ 751,932        |
| Non-accretable difference            | (340,819)         | (358,824)         |
| Accretable yield                     | (84,194)          | (113,463)         |
| Loans accounted for under ASC 310-30 | \$ 202,830        | \$ 279,645        |

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## Note 8 Allowance for Loan Losses

The tables below detail the Company's allowance for loan losses ("ALL") and recorded investment in loans as of and for the years ended December 31, 2015 and 2014:

|  | Year ended December 31, 2015 |             |                           |                            |          | Total     |
|--|------------------------------|-------------|---------------------------|----------------------------|----------|-----------|
|  | Commercial                   | Agriculture | Commercial<br>real estate | Residential<br>real estate | Consumer |           |
| Beginning balance  | \$ 8,598                     | \$ 1,009    | \$ 3,819                  | \$ 3,771                   | \$ 416   | \$ 17,613 |
| Non 310-30 beginning<br>balance                              | 8,598                        | 541         | 3,597                     | 3,743                      | 413      | 16,892    |
| Charge-offs  | (1,860)                      | (51)        | (222)                     | (208)                      | (1,196)  | (3,537)   |
| Recoveries   | 91                           | 7           | 141                       | 140                        | 230      | 609       |
| Provision  | 7,467                        | 485         | 1,618                     | 1,570                      | 938      | 12,078    |
| Non 310-30 ending<br>balance                                 | 14,296                       | 982         | 5,134                     | 5,245                      | 385      | 26,042    |
| ASC 310-30 beginning<br>balance                              | —                            | 468         | 222                       | 28                         | 3        | 721       |
| Charge-offs  | —                            | —           | —                         | —                          | (10)     | (10)      |
| Recoveries   | —                            | —           | —                         | —                          | —        | —         |
| Provision  | 93                           | 227         | 5                         | 8                          | 33       | 366       |
| ASC 310-30 ending<br>balance                                 | 93                           | 695         | 227                       | 36                         | 26       | 1,077     |
| Ending balance   | \$ 14,389                    | \$ 1,677    | \$ 5,361                  | \$ 5,281                   | \$ 411   | \$ 27,119 |
| Ending allowance<br>balance attributable to:                 |                              |             |                           |                            |          |           |
| Non 310-30 loans<br>individually evaluated<br>for impairment | \$ 4,045                     | \$ 1        | \$ 277                    | \$ 65                      | \$ 1     | \$ 4,389  |
| Non 310-30 loans<br>collectively evaluated<br>for impairment | 10,251                       | 981         | 4,857                     | 5,180                      | 384      | 21,653    |
| ASC 310-30 loans   | 93                           | 695         | 227                       | 36                         | 26       | 1,077     |
| Total ending allowance<br>balance                            | \$ 14,389                    | \$ 1,677    | \$ 5,361                  | \$ 5,281                   | \$ 411   | \$ 27,119 |
| Loans:   |                              |             |                           |                            |          |           |
| Non 310-30 individually<br>evaluated for                     | \$ 21,494                    | \$ 2,126    | \$ 4,369                  | \$ 7,593                   | \$ 86    | \$ 35,668 |

|  |              |            |            |            |           |              |
|--|--------------|------------|------------|------------|-----------|--------------|
| impairment<br>Non 310-30 collectively<br>evaluated for<br>impairment | 1,018,275    | 143,432    | 501,962    | 654,957    | 30,549    | 2,349,175    |
| ASC 310-30 loans   | 13,007       | 16,752     | 148,888    | 21,452     | 2,731     | 202,830      |
| Total loans  | \$ 1,052,776 | \$ 162,310 | \$ 655,219 | \$ 684,002 | \$ 33,366 | \$ 2,587,673 |

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|  | Year ended December 31, 2014 |             |                           |                            |           |              |
|--|------------------------------|-------------|---------------------------|----------------------------|-----------|--------------|
|  | Commercial                   | Agriculture | Commercial<br>real estate | Residential<br>real estate | Consumer  | Total        |
| Beginning balance  | \$ 4,258                     | \$ 1,237    | \$ 2,276                  | \$ 4,259                   | \$ 491    | \$ 12,521    |
| Non 310-30 beginning<br>balance                              | 4,029                        | 572         | 1,984                     | 4,165                      | 491       | 11,241       |
| Charge-offs  | (507)                        | —           | —                         | (739)                      | (783)     | (2,029)      |
| Recoveries   | 315                          | 8           | 146                       | 212                        | 270       | 951          |
| Provision (recoupment)                                       | 4,761                        | (39)        | 1,467                     | 105                        | 435       | 6,729        |
| Non 310-30 ending<br>balance                                 | 8,598                        | 541         | 3,597                     | 3,743                      | 413       | 16,892       |
| ASC 310-30 beginning<br>balance                              | 229                          | 665         | 292                       | 94                         | —         | 1,280        |
| Charge-offs  | (3)                          | —           | —                         | —                          | (36)      | (39)         |
| Recoveries   | —                            | —           | —                         | —                          | —         | —            |
| Provision (recoupment)                                       | (226)                        | (197)       | (70)                      | (66)                       | 39        | (520)        |
| ASC 310-30 ending<br>balance                                 | —                            | 468         | 222                       | 28                         | 3         | 721          |
| Ending balance   | \$ 8,598                     | \$ 1,009    | \$ 3,819                  | \$ 3,771                   | \$ 416    | \$ 17,613    |
| Ending allowance balance<br>attributable to:                 |                              |             |                           |                            |           |              |
| Non 310-30 loans<br>individually evaluated for<br>impairment | \$ 82                        | \$ —        | \$ 14                     | \$ 181                     | \$ 2      | \$ 279       |
| Non 310-30 loans<br>collectively evaluated for<br>impairment | 8,516                        | 541         | 3,583                     | 3,562                      | 411       | 16,613       |
| ASC 310-30 loans   | —                            | 468         | 222                       | 28                         | 3         | 721          |
| Total ending allowance<br>balance                            | \$ 8,598                     | \$ 1,009    | \$ 3,819                  | \$ 3,771                   | \$ 416    | \$ 17,613    |
| Loans:   |                              |             |                           |                            |           |              |
| Non 310-30 individually<br>evaluated for impairment          | \$ 17,468                    | \$ 3,206    | \$ 3,054                  | \$ 8,133                   | \$ 245    | \$ 32,106    |
| Non 310-30 collectively<br>evaluated for impairment          | 754,972                      | 115,262     | 366,210                   | 583,806                    | 30,408    | 1,850,658    |
| ASC 310-30 loans   | 22,956                       | 19,063      | 192,330                   | 40,761                     | 4,535     | 279,645      |
| Total loans  | \$ 795,396                   | \$ 137,531  | \$ 561,594                | \$ 632,700                 | \$ 35,188 | \$ 2,162,409 |

In evaluating the loan portfolio for an appropriate ALL level, non-impaired loans that were not accounted for under ASC 310-30 were grouped into segments based on broad characteristics such as primary use and underlying collateral. Within the segments, the portfolio was further disaggregated into classes of loans with similar attributes and risk

characteristics for purposes of applying loss ratios and determining applicable subjective adjustments to the ALL. The application of subjective adjustments was based upon qualitative risk factors, including economic trends and conditions, industry conditions, asset quality, loss trends, lending management, portfolio growth and loan review/internal audit results.

The Company had \$2.9 million net charge-offs of non 310-30 loans during 2015. Credit quality remained at acceptable levels within the non 310-30 loan portfolio during 2015, and, through management's evaluation, resulted in a provision for loan losses on the non 310-30 loans of \$12.1 million during 2015.

During 2015, the Company re-measured the expected cash flows of the loan pools accounted for under ASC 310-30. The re-measurement resulted in a provision of \$366 thousand for 2015, which was comprised primarily of a provision of \$227 thousand in the agriculture segment and \$93 thousand in the commercial segment.

The Company charged off \$1.1 million, net of recoveries, of non ASC 310-30 loans during 2014. Strong credit quality trends of the non 310-30 portfolio continued during 2014, and through management's evaluation, resulted in a provision for loan losses on non 310-30 loans of \$6.7 million.

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During 2014, the Company re-measured the expected cash flows of the loans pools accounted for under ASC 310-30 utilizing the same cash flow methodology used at the time of acquisition. The re-measurement resulted in a net recoupment of \$520 thousand for 2014, which was comprised primarily of recoupment or previous valuation allowances of \$197 thousand in the agricultural segment and \$226 thousand in the commercial segment.

## Note 9 FDIC Indemnification Asset

Under the terms of the purchase and assumption agreements with the FDIC with regard to the Hillcrest Bank and Community Banks of Colorado acquisitions, the Company was reimbursed for a portion of the losses incurred on covered assets. Covered assets may be resolved through repayment, short sale of the underlying collateral, the foreclosure on and sale of collateral, or the sale or charge-off of loans or OREO. Any gains or losses realized from the resolution of covered assets reduced or increased, respectively, the amount recoverable from the FDIC. Covered gains or losses that were incurred in excess of the expected reimbursements (which were reflected in the FDIC indemnification asset balance), were recognized in the consolidated statements of operations as FDIC loss sharing income in the period in which they occur.

During the fourth quarter of 2015, the Bank entered into an early termination agreement with the FDIC, terminating its loss-share agreements with the FDIC. The Bank paid consideration of \$15.1 million to the FDIC for the termination of the agreements. Additionally, the Bank recorded a pre-tax gain of \$4.9 million in the fourth quarter of 2015, which was recorded in FDIC indemnification asset amortization, net of gain on termination on the consolidated statements of operations. The gain resulted primarily from the settlement payment made to the FDIC, and the elimination of the remaining FDIC indemnification asset and clawback payable, which totaled \$18.2 million and \$38.7 million, respectively, at the time of settlement. The Company amortized the indemnification asset through September 30, 2015. During 2015, the Company paid a net \$2.6 million to the FDIC, prior to termination of the agreements on November 5, 2015. Below is a summary of the activity related to the FDIC indemnification asset during 2015 and 2014:

|   | For the years ended<br>December 31, |           |
|---|-------------------------------------|-----------|
|   | 2015                                | 2014      |
| Balance at beginning of period          | \$ 39,082                           | \$ 64,447 |
| Amortization                            | (20,751)                            | (27,741)  |
| FDIC portion of charge-offs/recoveries  | (2,819)                             | 332       |
| Changes for FDIC loss-share submissions | 2,644                               | 2,044     |

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|   |          |           |
|---|----------|-----------|
| Termination of FDIC loss-share agreements | (18,156) | —         |
| Balance at end of period                  | \$ —     | \$ 39,082 |

The \$20.8 million of amortization of the FDIC indemnification asset recognized during 2015 resulted from an overall increase in actual and expected cash flows of the underlying covered assets, resulting in lower expected reimbursements from the FDIC. The increase in overall expected cash flows from these underlying assets was reflected in increased accretion rates on covered loans and was recognized over the expected remaining lives of the underlying covered loans as an adjustment to yield.

During 2014, the Company recognized \$27.7 million of amortization on the FDIC indemnification asset, and paid a net \$2.0 million as to the FDIC.



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## Note 10 Premises and Equipment

Premises and equipment consisted of the following at December 31, 2015 and 2014:

|   | December 31, 2015 | December 31, 2014 |
|---|-------------------|-------------------|
| Land  | \$ 29,991         | \$ 30,106         |
| Buildings and improvements                      | 71,908            | 69,046            |
| Equipment                                       | 39,382            | 37,732            |
| Total   | 141,281           | 136,884           |
| Less: accumulated depreciation and amortization | (38,178)          | (30,543)          |
| Premises and equipment, net                     | \$ 103,103        | \$ 106,341        |

The Company incurred \$10.1 million, \$10.6 million, and \$10.5 million of depreciation expense during 2015, 2014, and 2013, respectively, which is included in occupancy and equipment expense. The Company disposed of \$0.1 million, \$1.0 million, and \$3.4 million of premises and equipment, net, during 2015, 2014, and 2013, respectively.

During 2015, the Company consolidated three banking centers in the Bank Midwest network. During the first quarter of 2016, the Company announced the consolidation of seven banking centers in the Community Banks of Colorado network. The banking center consolidations resulted in certain buildings to be classified as held-for-sale, which were adjusted to the lower of the carrying amount or fair value less cost to sell. The adjustment totaled \$1.4 million and is included in the consolidated statements of operations.

Space in certain facilities is leased under operating leases. Below is a summary of future minimum lease payments for the years following 2015:

|      |          |
|------|----------|
| 2016 | \$ 3,882 |
| 2017 | 3,140    |
| 2018 | 2,840    |
| 2019 | 2,491    |
| 2020 | 2,384    |

|            |           |
|------------|-----------|
| Thereafter | 16,967    |
| Total      | \$ 31,704 |

## Note 11 Other Real Estate Owned

A summary of the activity in the OREO balances during 2015 and 2014 is as follows:

|  | For the years ended |           |
|--|---------------------|-----------|
|  | December 31,        |           |
|  | 2015                | 2014      |
| Beginning balance                            | \$ 29,120           | \$ 70,125 |
| Purchases through acquisition, at fair value | 1,488               | —         |
| Transfers from loan portfolio, at fair value | 4,576               | 4,491     |
| Impairments                                  | (1,580)             | (2,103)   |
| Sales  | (15,566)            | (56,519)  |
| Gain on sale of OREO, net                    | 2,776               | 13,126    |
| Ending balance                               | \$ 20,814           | \$ 29,120 |

The OREO balances exclude \$5.5 million and \$8.1 million at December 31, 2015 and 2014, respectively, of the Company's minority interests in OREO, which are held by outside banks where the Company was not the lead bank and does not have a controlling interest. The Company maintains a receivable in other assets for these minority interests.

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Note 12 Goodwill and Intangible Assets

In connection with the Hillcrest Bank, Bank Midwest, Bank of Choice, Community Banks of Colorado and Pine River transactions, the Company recorded core deposit intangible assets of \$5.8 million, \$21.7 million, \$5.2 million, \$4.8 million, and \$0.9 million, respectively. The Company is amortizing the core deposit intangibles on a straight line basis over 7 years from the date of the respective acquisitions, which represents the expected useful life of the assets. The Company recognized core deposit intangible amortization expense of \$5.4 million in 2015 and \$5.3 million in 2014 and 2013. The following table shows the estimated future amortization expenses.

|      |          |
|------|----------|
| 2016 | \$ 5,480 |
| 2017 | 5,480    |
| 2018 | 1,122    |
| 2019 | 135      |
| 2020 | 135      |

The accumulated amortization of the core deposit intangible assets was \$25.8 million and \$20.4 million at December 31, 2015 and 2014, respectively.

The Company had goodwill of \$59.6 million at December 31, 2015, 2014, and 2013. The goodwill is measured as the excess of the fair value of consideration paid over the fair value of assets acquired. No goodwill impairment was recorded during 2015, 2014, or 2013.

Note 13 Deposits

Total deposits were \$3.8 billion at both December 31, 2015 and 2014. Time deposits decreased from \$1.4 billion at December 31, 2014 to \$1.2 billion at December 31, 2015. The following table summarizes the Company's time deposits, based upon contractual maturity, at December 31, 2015 and 2014, by remaining maturity:

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|                                  | December 31, 2015 |                             |   | December 31, 2014 |                             |   |
|----------------------------------|-------------------|-----------------------------|---|-------------------|-----------------------------|---|
|                                  | Balance           | Weighted<br>Average<br>Rate |   | Balance           | Weighted<br>Average<br>Rate |   |
| Three months or less             | \$ 214,724        | 0.53                        | % | \$ 256,091        | 0.46                        | % |
| Over 3 months through 6 months   | 200,771           | 0.52                        | % | 255,301           | 0.56                        | % |
| Over 6 months through 12 months  | 391,750           | 0.68                        | % | 423,329           | 0.71                        | % |
| Over 12 months through 24 months | 271,353           | 0.81                        | % | 321,073           | 0.89                        | % |
| Over 24 months through 36 months | 65,306            | 1.25                        | % | 63,806            | 1.05                        | % |
| Over 36 months through 48 months | 36,955            | 1.39                        | % | 24,467            | 1.24                        | % |
| Over 48 months through 60 months | 7,942             | 1.08                        | % | 7,748             | 1.22                        | % |
| Thereafter                       | 5,082             | 1.48                        | % | 5,236             | 1.47                        | % |
| Total time deposits              | \$ 1,193,883      | 0.72                        | % | \$ 1,357,051      | 0.71                        | % |

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The Company incurred interest expense on deposits as follows during the periods indicated:

|                                  | For the years ended December 31, |           |           |
|----------------------------------|----------------------------------|-----------|-----------|
|                                  | 2015                             | 2014      | 2013      |
| Interest bearing demand deposits | \$ 315                           | \$ 317    | \$ 620    |
| Money market accounts            | 3,372                            | 3,467     | 3,424     |
| Savings accounts                 | 837                              | 539       | 227       |
| Time deposits                    | 9,085                            | 9,797     | 12,122    |
| Total                            | \$ 13,609                        | \$ 14,120 | \$ 16,393 |

The Federal Reserve System requires cash balances to be maintained at the Federal Reserve Bank based on certain deposit levels. The minimum reserve requirement for the Bank at December 31, 2015 was \$10.3 million. The aggregate amount of certificates of deposit in denominations that meet or exceed the FDIC insurance limit was \$86.9 million and \$98.9 million at December 31, 2015 and 2014, respectively.

## Note 14 Borrowings

The following table sets forth selected information regarding repurchase agreements during 2015, 2014, and 2013:

|   | As of and for the years ended December 31, |            |            |
|---|--|------------|------------|
|   | 2015                                       | 2014       | 2013       |
| Maximum amount of outstanding agreements at any month end during the period | \$ 288,591                                 | \$ 133,552 | \$ 122,879 |
| Average amount outstanding during the period                                | \$ 197,726                                 | \$ 99,057  | \$ 84,355  |
| Weighted average interest rate for the period                               | 0.09 %                                     | 0.13 %     | 0.14 %     |

As of December 31, 2015, 2014, and 2013, the Company had pledged mortgage-backed securities with a fair value of approximately \$205.7 million, \$152.4 million, and \$119.1 million, respectively, for securities sold under agreements to repurchase. Additionally, there was \$68.1 million, \$18.8 million, and \$19.5 million of excess collateral pledged for repurchase agreements at December 31, 2015, 2014, and 2013, respectively.

The vast majority of the Company's repurchase agreements are overnight transactions with clients that mature the day after the transaction. During 2015, 2014, and 2013, the overnight agreements had a weighted average interest rate of 0.18%, 0.13%, and 0.14%, respectively. At December 31, 2015 and 2014, none of the Company's repurchase agreements were for periods longer than one day. At December 31, 2013, \$20.0 million of the Company's repurchase agreements were for periods longer than one day. The repurchase agreements are subject to a master netting arrangement; however, the Company has not offset any of the amounts shown in the consolidated financial statements.

As a member of the Des Moines FHLB, the Bank has access to term financing from the FHLB. These borrowing are secured under an advance, pledge and securities agreement, which includes primarily real estate loans. Total advances at December 31, 2015 and 2014 were \$40.0 million. All of the outstanding advances have fixed interest rates. More information about FHLB advances at December 31, 2015 is detailed in the table below:

| Maturity Year | December 31, 2015 |       |
|---------------|-------------------|-------|
|               | Balance           | Rate  |
| 2016          | \$ 15,000         | 0.84% |
| 2018          | \$ 10,000         | 1.81% |
| 2020          | \$ 15,000         | 2.33% |

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Note 15 Regulatory Capital

During the fourth quarter of 2015, the Company announced that the operating agreement between its subsidiary bank, and its then primary regulator, the Office of Comptroller of the Currency (the "OCC"), was terminated. The operating agreement was entered into in December 2010 as part of the Bank's approval to operate as a de novo bank. The agreement required the Bank to maintain certain capital levels, placed restrictions on its ability to pay dividends, and limited its ability to make certain other business decisions.

As a bank holding company, the Company is subject to the regulatory capital adequacy requirements implemented by the Federal Reserve. The federal banking agencies have risk-based capital adequacy regulations intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations. Under these regulations, assets are assigned to one of several risk categories, and nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by a risk adjustment percentage for the category.

The law requires federal bank regulatory agencies to take "prompt correction action" with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. A depository institution's treatment for purposes of the prompt corrective action provisions will depend upon how its capital levels compare to various capital measures and certain other factors, as established by regulation. Under this system, the federal banking regulators have established five capital categories, well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, in which all institutions are placed. The capital adequacy regulations require banks to maintain a common equity tier 1 capital ratio of 6.5%, a total tier 1 capital ratio of 8.0%, a total capital ratio of 10.0%, and a leveraged ratio of 5.0% to be deemed "well capitalized". Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. Our regulatory capital ratios and those of the Bank are in excess of the levels established for "well capitalized" institutions.

The new Basel III rules, effective January 1, 2015, changed the components of regulatory capital and changed the way in which risk ratings are assigned to various categories of bank assets. Also, a new Tier 1 common risk-based ratio was defined. Under the Basel III requirements, at December 31, 2015, the Company met all capital requirements and had regulatory capital ratios in excess of the levels established for well-capitalized institutions.

During 2015, the Bank received approval from the OCC to permanently reduce the Bank's capital by \$86.0 million. As a result, the Bank distributed \$86.0 million cash to the Company during 2015. During February 2016, the Bank further permanently reduced its capital by \$140.0 million. For further discussion of the permanent reduction of capital during 2016, refer to note 28 to our consolidated financial statements.



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At December 31, 2015 and 2014, the Bank and the consolidated holding company exceeded all capital ratio requirements under prompt corrective action or other regulatory requirements, as is detailed in the table below:

|   | December 31, 2015 |            |        |            | Required to be considered well capitalized |            | Required to be considered adequately capitalized |        |
|---|-------------------|------------|--------|------------|--|------------|--|--------|
|   | Actual Ratio      | Amount     | Ratio  | Amount     | Ratio                                      | Amount     | Ratio  | Amount |
| Tier 1 leverage ratio                   |                   |            |        |            |  |            |  |        |
| Consolidated                            | 11.8 %            | \$ 550,368 | N/A    | N/A        | 4.0 %                                      | \$ 187,325 |  |        |
| NBH Bank                                | 11.2 %            | 519,766    | 5.0 %  | \$ 464,078 | 4.0 %                                      | 185,631    |  |        |
| Common equity tier 1 risk-based capital |                   |            |        |            |  |            |  |        |
| Consolidated                            | 17.5 %            | \$ 550,368 | 6.5 %  | \$ 304,403 | 4.5 %                                      | \$ 210,741 |  |        |
| NBH Bank                                | 16.6 %            | 519,766    | 6.5 %  | 301,651    | 4.5 %                                      | 208,835    |  |        |
| Tier 1 risk-based capital ratio         |                   |            |        |            |  |            |  |        |
| Consolidated                            | 17.5 %            | \$ 550,368 | 8.0 %  | \$ 252,134 | 6.0 %                                      | \$ 189,101 |  |        |
| NBH Bank                                | 16.6 %            | 519,766    | 8.0 %  | 344,989    | 6.0 %                                      | 188,176    |  |        |
| Total risk-based capital ratio          |                   |            |        |            |  |            |  |        |
| Consolidated                            | 18.4 %            | \$ 578,448 | 10.0 % | \$ 315,168 | 8.0 %                                      | \$ 252,134 |  |        |
| NBH Bank                                | 17.5 %            | 547,846    | 10.0 % | 376,352    | 8.0 %                                      | 250,901    |  |        |

(1)

## December 31, 2014

|                       | Actual |            | Required to be considered well capitalized(1) |            | Required to be considered adequately capitalized |            |
|-----------------------|--------|------------|---|------------|--|------------|
|                       | Ratio  | Amount     | Ratio   | Amount     | Ratio  | Amount     |
| Tier 1 leverage ratio |        |            |   |            |  |            |
| Consolidated          | 15.0 % | \$ 712,222 | N/A   | N/A        | 4.0 %  | \$ 190,148 |
| NBH Bank              | 12.1 % | 573,934    | 10.0 %  | \$ 473,478 | 4.0 %  | 189,391    |

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|                                 |      |   |            |      |   |            |     |   |            |
|---------------------------------|------|---|------------|------|---|------------|-----|---|------------|
| Tier 1 risk-based capital ratio |      |   |            |      |   |            |     |   |            |
| Consolidated                    | 28.9 | % | \$ 712,222 | 6.0  | % | \$ 147,796 | 4.0 | % | \$ 98,530  |
| NBH Bank                        | 23.5 | % | 573,934    | 11.0 | % | 268,855    | 4.0 | % | 97,766     |
| Total risk-based capital ratio  |      |   |            |      |   |            |     |   |            |
| Consolidated                    | 29.6 | % | \$ 730,086 | 10.0 | % | \$ 246,326 | 8.0 | % | \$ 197,061 |
| NBH Bank                        | 24.2 | % | 591,799    | 12.0 | % | 293,297    | 8.0 | % | 195,531    |

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(1) These ratio requirements for NBH Bank are reflective of the agreement NBH Bank had made with its regulators in connection with the approval of its de novo charter.

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## Note 16 FDIC Loss Sharing Income (Expense)

In connection with the loss-share agreements the Company had with the FDIC regarding the Hillcrest Bank and Community Banks of Colorado transactions, the Company recognized the actual reimbursement of costs of resolution of covered assets from the FDIC within the statements of operations through the termination date. The Company terminated its loss-share agreements with the FDIC during the fourth quarter of 2015. The Company amortized the clawback liability through September 30, 2015. All income (expense) included as of December 31, 2015 is for activity prior to the termination. The table below provides additional details of the Company's FDIC loss sharing income (expense) during 2015, 2014, and 2013:

|  | For the years ended December 31, |            |            |
|--|----------------------------------|------------|------------|
|  | 2015                             | 2014       | 2013       |
| Clawback liability amortization  | \$ (1,131)                       | \$ (1,364) | \$ (1,259) |
| Clawback liability remeasurement                                       | (1,242)                          | (2,509)    | 65         |
| Reimbursement to FDIC for gain on sale of and income from covered OREO | (1,128)                          | (10,053)   | (5,235)    |
| Reimbursement to FDIC for recoveries                                   | (28)                             | (193)      | (87)       |
| FDIC reimbursement of covered asset resolution costs                   | 3,854                            | 5,257      | 9,327      |
| Total FDIC loss sharing income (expense)                               | \$ 325                           | \$ (8,862) | \$ 2,811   |

## Note 17 Stock-based Compensation and Benefits

The Company provides stock-based compensation in accordance with shareholder-approved plans. During the second quarter of 2014, shareholders approved the 2014 Omnibus Incentive Plan (the "2014 Plan"). The 2014 Plan replaces the NBH Holdings Corp. 2009 Equity Incentive Plan (the "Prior Plan"), pursuant to which the Company granted equity awards prior to the approval of the 2014 Plan. Pursuant to the 2014 Plan, the Compensation Committee of the Board of Directors has the authority to grant, from time to time, awards of options, stock appreciation rights, restricted stock, restricted stock units, performance units, other stock-based awards, or any combination thereof to eligible persons.

As of December 31, 2015, the aggregate number of Class A common stock available for issuance under the 2014 Plan is 5,707,826 shares. Any shares that are subject to stock options or stock appreciation rights under the 2014 Plan will be counted against the amount available for issuance as one share for every one share granted, and any shares that are subject to awards under the 2014 Plan other than stock options or stock appreciation rights will be counted against the amount available for issuance as 3.25 shares for every one share granted. The 2014 Plan provides for recycling of shares from both the Prior Plan and the 2014 Plan, the terms of which are further described in the Company's Proxy Statement for its 2014 Annual Meeting of Shareholders.

To date, the Company has issued stock options and restricted stock under the plans. The Compensation Committee sets the option exercise price at the time of grant, but in no case is the exercise price less than the fair market value of a share of stock at the date of grant.

### Stock Options

The Company issued stock options during 2015, 2014, and 2013. The options granted during 2015 and 2014 are time-vesting with 1/3 vesting on each of the first, second, and third anniversary of the date of grant or date of hire. The majority of the options granted during 2013 are time vested with 1/2 vesting on each of the third and fourth anniversary of the date of grant.

The expense associated with the awarded stock options was measured at fair value using a Black-Scholes option-pricing model. The outstanding option awards vest on a graded basis over 1-4 years of continuous service and have 7-10 year contractual terms.

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Below are the weighted average assumptions used in the Black-Scholes option pricing model to determine fair value of the Company's stock options granted in 2015, 2014, and 2013:

|  | 2015    | 2014    | 2013    |
|--|---------|---------|---------|
| Weighted average fair value                  | \$ 4.37 | \$ 6.08 | \$ 5.56 |
| Weighted average risk-free interest rate (1) | 1.59 %  | 2.02 %  | 1.16 %  |
| Expected volatility (2)                      | 23.87 % | 33.94 % | 32.09 % |
| Expected term (years) (3)                    | 6.01    | 6.01    | 6.70    |
| Dividend yield (4)                           | 1.05 %  | 1.06 %  | 1.09 %  |

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- (1) The risk-free rate for the expected term of the options was based on the U.S. Treasury yield curve at the date of grant and based on the expected term.
  - (2) Expected volatility was calculated using a time-based weighted migration of the Company's own stock price volatility coupled with those of a peer group of eight comparable publicly traded companies for a period commensurate with the expected term of the options.
  - (3) The expected term was estimated to be the average of the contractual vesting term and time to expiration.
  - (4) The dividend yield was assumed to be zero for grants made prior to the initial public offering and for subsequent grants was assumed to be \$0.05 per share per quarter in accordance with the Company's dividend policy at the time of grant.

The Company issued stock options in accordance with the 2014 Plan during 2015. The following table summarizes stock option activity for 2015:

|                                  | Options   | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term in<br>Years | Aggregate<br>Intrinsic<br>Value |
|----------------------------------|-----------|--|---|---------------------------------|
| Outstanding at December 31, 2014 | 3,597,111 | \$ 19.90                                 | 4.46  | \$ 223                          |
| Granted                          | 147,967   | 19.16                                    |   |                                 |
| Forfeited                        | (33,327)  | 18.67                                    |   |                                 |
| Surrendered                      | (561,322) | 19.97                                    |   |                                 |
| Exercised                        | (43,478)  | 19.98                                    |   |                                 |
| Expired                          | (510,700) | 20.00                                    |   |                                 |
| Outstanding at December 31, 2015 | 2,596,251 | \$ 19.84                                 | 4.77  | \$ 3,968                        |

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|  |           |          |      |          |
|--|-----------|----------|------|----------|
| Options exercisable at December 31, 2015 | 2,259,300 | \$ 19.98 | 4.20 | \$ 3,150 |
| Options expected to vest                 | 331,886   | \$ 19.00 | 8.14 | \$ 786   |

Stock option expense is included in salaries and benefits in the accompanying consolidated statements of operations and totaled \$0.7 million, \$1.2 million, and \$2.2 million for 2015, 2014, and 2013, respectively. At December 31, 2015, there was \$0.7 million of total unrecognized compensation cost related to non-vested stock options granted under the plans. The cost is expected to be recognized over a weighted average period of 1.9 years.

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The following table summarizes the Company's outstanding stock options:

| Range of exercise price | Options outstanding |   |                                 | Options exercisable |                                 |
|-------------------------|---------------------|---|---------------------------------|---------------------|---------------------------------|
|                         | Number outstanding  | Weighted average remaining contractual life (years) | Weighted average exercise price | Number exercisable  | Weighted average exercise price |
| \$ 18.09- 18.92         | 204,606             | 7.72  | \$ 18.51                        | 43,906              | \$ 18.76                        |
| \$ 19.08- 19.85         | 141,257             | 9.28  | \$ 19.15                        | 562                 | \$ 19.51                        |
| \$ 20.00- 22.10         | 2,250,388           | 4.18  | \$ 20.00                        | 2,214,832           | \$ 20.00                        |

## Restricted Stock Awards

The Company issued restricted stock during 2015, 2014, and 2013. Restricted stock with time-based vesting was valued at the fair value of the shares on the date of grant as they are assumed to be held beyond the vesting period. Restricted stock awards with market vesting components (granted in 2010, 2011, and 2012) were valued using a Monte Carlo Simulation with 100,000 simulation paths to assess the expected percentage of vested shares. A Geometric Brownian Motion was used for simulating the equity prices for a period of ten years and if the restricted stock were not vested during the 10-year period, it was assumed they were forfeited.

The following table summarizes restricted stock activity during 2015:

|                               | Total Restricted Shares | Weighted Average Grant-Date Fair Value |
|-------------------------------|-------------------------|--|
| Unvested at December 31, 2014 | 955,398                 | \$ 14.61                               |
| Vested                        | (61,429)                | 18.92                                  |
| Granted                       | 176,722                 | 19.18                                  |
| Forfeited                     | (209,481)               | 15.95                                  |
| Surrendered                   | (25,179)                | 18.95                                  |
| Unvested at December 31, 2015 | 836,031                 | \$ 15.42                               |

Expense related to non-vested restricted stock totaled \$2.6 million, \$2.3 million, and \$2.7 million during 2015, 2014, and 2013, respectively, and is included in salaries and benefits in the Company's consolidated statements of operations. As of December 31, 2015, there was \$2.4 million of total unrecognized compensation cost related to non-vested restricted shares granted under the plans, which is expected to be recognized over a weighted average period of 2.1 years.

#### Employee Stock Purchase Plan

The 2014 Employee Stock Purchase Plan ("ESPP") is intended to be a qualified plan within the meaning of Section 423 of the Internal Revenue Code of 1986 and allows eligible employees to purchase shares of common stock through payroll deductions up to a limit of \$25,000 per calendar year and 2,000 shares per offering period. The price an employee pays for shares is 90.0% of the fair market value of Company common stock on the last day of the offering period. The offering periods is the six-month period commencing on March 1 and September 1 of each year and ending on August 31 and February 28 (or February 29 in the case of a leap year) of each year. There is no vesting or other restrictions on the stock purchased by employees under the ESPP. Under the ESPP, the total number of shares of common stock reserved for issuance totaled 400,000 shares.

Under the ESPP, employees purchased 14,485 shares during 2015. Expense related to the ESPP totaled \$0.1 million during 2015 and \$0.0 million during 2014 and 2013.



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## Note 18 Warrants

The company had 725,750 and 830,750 outstanding warrants to purchase Company stock at December 31, 2015 and 2014, respectively. During 2015, the Company settled 105,000 warrants for \$368 thousand cash and recognized a gain of \$97 thousand. The warrants were granted to certain lead shareholders of the Company at the time of the Company's initial capital raise (2009-2010), all with an exercise price of \$20.00 per share. During December 2015, the company modified its remaining warrant agreements resulting in the reclassification of \$3.1 million to additional paid-in capital included in the consolidated statements of financial condition as of December 31, 2015. The modified term of the warrants is for ten years and six months from the date of grant and the expiration dates of the warrants range from April 20, 2020 to September 23, 2020.

The fair value of the warrants was estimated to be \$3.1 million, \$3.3 million, and \$6.3 million at December 31, 2015, 2014, and 2013, respectively. The fair value of the warrants was estimated using a Black-Scholes option pricing model utilizing the following assumptions at the indicated dates:

|                         | December 2015 (modification date) |   | December 31, 2014 |   | December 31, 2013 |   |
|-------------------------|-----------------------------------|---|-------------------|---|-------------------|---|
| Risk-free interest rate | 1.54 - 1.63                       | % | 1.67              | % | 2.16              | % |
| Expected volatility     | 20.72 - 21.04                     | % | 24.18             | % | 33.80             | % |
| Expected term (years)   | 4 - 5                             |   | 5 - 6             |   | 6 - 7             |   |
| Dividend yield          | 0.95 - 0.96                       | % | 1.03              | % | 0.93              | % |

The Company's shares became publicly traded on September 20, 2012 and prior to that, had limited private trading. Due to the limited historical volatility of the Company's own stock, expected volatility was calculated using a time-based weighted migration of the Company's own stock price volatility coupled with the median historical volatility, for a period commensurate with the expected term of the warrants, of those of a peer group. The risk-free rate for the expected term of the warrants was based on the U.S. Treasury yield curve and based on the expected term. The expected term was estimated based on the contractual term of the warrants.

The Company recorded an expense of \$0.1 million in 2015, benefit of \$3.0 million in 2014, and an expense of \$0.8 million during 2013, respectively, in the consolidated statements of operations resulting from the change in fair value of the warrant liability or settlement.

Note 19 Common Stock

During 2015, the Company repurchased 8,645,836 shares for \$175.0 million, including completion of a tender offer through which the Company repurchased a total of 4,651,163 shares for a total price of \$100.7 million.

On January 21, 2016, the Board of Directors authorized a new share repurchase program for up to \$50.0 million from time to time in either the open market or through privately negotiated transactions. This new program, as well as the remaining \$6.1 million available under the February 11, 2015 authorization, provides a total \$56.1 million of authorization.

The Company had 30,358,509 shares of Class A common stock and zero shares of Class B common stock outstanding as of December 31, 2015, and 38,017,179 shares of Class A common stock and 867,774 shares of Class B common stock outstanding as of December 31, 2014. During 2015, 482,045 Class B common shares were repurchased by the Company and 385,729 Class B common shares were converted to Class A common shares. Additionally, as of December 31, 2015 and 2014, the Company had 836,031 and 955,398 shares, respectively, of restricted Class A common stock issued but not yet vested under the 2014 Plan and the Prior Plan that are not included in shares outstanding until such time that they are vested; however, these shares do have voting and certain dividend rights during the vesting period.

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## Note 20 Income Per Share

The Company calculates income per share under the two-class method, as certain non-vested share awards contain non-forfeitable rights to dividends. As such, these awards are considered securities that participate in the earnings of the Company. Non-vested shares are discussed further in note 17.

The Company had 30,358,509 and 38,884,953 shares outstanding (inclusive of Class A and B) as of December 31, 2015 and 2014, respectively, exclusive of issued non-vested restricted shares. Certain stock options and non-vested restricted shares are potentially dilutive securities, but are not included in the calculation of diluted income per share because to do so would have been anti-dilutive for 2015, 2014, and 2013.

The following table illustrates the computation of basic and diluted income per share for 2015, 2014, and 2013:

|   | For the years ended December 31, |            |            |
|---|----------------------------------|------------|------------|
|   | 2015                             | 2014       | 2013       |
| Net income  | \$ 4,881                         | \$ 9,176   | \$ 6,927   |
| Less: earnings allocated to participating securities                      | (53)                             | (38)       | (17)       |
| Earnings allocated to common shareholders                                 | \$ 4,828                         | \$ 9,138   | \$ 6,910   |
| Weighted average shares outstanding for basic earnings per common share   | 34,349,996                       | 42,404,609 | 50,790,410 |
| Dilutive effect of equity awards  | 9,321                            | 16,405     | 34,012     |
| Dilutive effect of warrants   | 4,170                            | —          | —          |
| Weighted average shares outstanding for diluted earnings per common share | 34,363,487                       | 42,421,014 | 50,824,422 |
| Basic earnings per share  | \$ 0.14                          | \$ 0.22    | \$ 0.14    |
| Diluted earnings per share  | \$ 0.14                          | \$ 0.22    | \$ 0.14    |

The Company had 2,596,251, 3,597,111, and 3,515,486 outstanding stock options to purchase common stock at weighted average exercise prices of \$19.84, \$19.90, and \$19.92 per share at December 31, 2015, 2014, and 2013, respectively, which have time-vesting criteria, and as such, any dilution is derived only for the time frame in which the vesting criteria had been met and where the inclusion of those stock options is dilutive. Additionally, the Company had outstanding warrants to purchase the Company's common stock totaling 725,750 and 830,750 as of December 31, 2015, and 2014, respectively. The warrants have an exercise price of \$20.00, which was out-of-the-money for

purposes of dilution calculations during 2014 and 2013. The Company had 836,031, 955,398, and 1,064,460 unvested restricted shares outstanding as of December 31, 2015, 2014, and 2013, respectively, which have performance, market and/or time-vesting criteria, and as such, any dilution is derived only for the time frame in which the vesting criteria had been met and where the inclusion of those restricted shares is dilutive.

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## Note 21 Income Taxes

## (a) Income taxes

Total income taxes for 2015, 2014, and 2013 were allocated as follows:

|                    | For the years ended December 31, |             |            |
|--------------------|----------------------------------|-------------|------------|
|                    | 2015                             | 2014        | 2013       |
| Current expense:   |                                  |             |            |
| U.S. federal       | \$ 3,536                         | \$ 17,032   | \$ 5,058   |
| State and local    | 311                              | 1,909       | 486        |
| Total              | \$ 3,847                         | \$ 18,941   | \$ 5,544   |
| Deferred benefit:  |                                  |             |            |
| U.S. federal       | \$ (710)                         | \$ (13,830) | \$ (1,278) |
| State and local    | (93)                             | (1,946)     | (316)      |
| Total              | (803)                            | (15,776)    | (1,594)    |
| Income tax expense | \$ 3,044                         | \$ 3,165    | \$ 3,950   |

## (b) Tax Rate Reconciliation

Income tax expense attributable to income before taxes was \$3.0 million, \$3.2 million, and \$4.0 million for 2015, 2014, and 2013, respectively, and differed from the amounts computed by applying the U.S. federal income tax rate to pretax income as a result of the following:

|   | For the years ended December 31, |          |          |
|---|----------------------------------|----------|----------|
|   | 2015                             | 2014     | 2013     |
| Income tax at federal statutory rate (35%)  | \$ 2,774                         | \$ 4,319 | \$ 3,807 |
| State income taxes, net of federal benefits | 142                              | (24)     | 111      |
| Tax-exempt loan interest income             | (2,568)                          | (889)    | (64)     |
| Bank-owned life insurance income            | (576)                            | (177)    | —        |

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|                          |          |          |          |
|--------------------------|----------|----------|----------|
| Stock-based compensation | 3,520    | 930      | 130      |
| Warrant valuation        | 37       | (1,034)  | 287      |
| Bargain purchase gain    | (367)    | —        | —        |
| Other                    | 82       | 40       | (321)    |
| Income tax expense       | \$ 3,044 | \$ 3,165 | \$ 3,950 |

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## (c) Significant Components of Deferred Taxes

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2015 and 2014 are presented below:

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| Deferred tax assets:                                   |                   |                   |
| Excess tax basis of acquired loans over carrying value | \$ 3,477          | \$ 6,787          |
| Allowance for loan losses                              | 10,315            | 6,707             |
| Intangible assets                                      | 14,284            | 16,660            |
| Other real estate owned                                | 2,103             | 1,411             |
| Accrued stock-based compensation                       | 9,795             | 13,527            |
| Accrued compensation                                   | 3,112             | 1,519             |
| Capitalized start-up costs                             | 5,076             | 5,576             |
| Accrued expenses                                       | 2,550             | 1,917             |
| Net deferred loan fees                                 | 1,191             | 997               |
| Net operating loss                                     | 1,424             | —                 |
| Federal tax credits                                    | 504               | —                 |
| Other  | 1,354             | 549               |
| Total deferred tax assets                              | \$ 55,185         | \$ 55,650         |
| Deferred tax liabilities:                              |                   |                   |
| FDIC indemnification asset net of clawback liability   | \$ —              | \$ (2,064)        |
| Net unrealized gains on investment securities          | (57)              | (3,590)           |
| Premises and equipment                                 | (2,133)           | (4,040)           |
| Prepaid expenses                                       | (362)             | (450)             |
| Total deferred tax liabilities                         | (2,552)           | (10,144)          |
| Net deferred tax asset                                 | \$ 52,633         | \$ 45,506         |

At December 31, 2015, the Company has federal and state net operating loss carryovers (NOLs) of \$3.7 million and \$4.8 million, respectively, which are available to offset future taxable income. The NOLs expire in varying amounts through 2035. The Company also has a capital loss carryover of \$88 thousand that expires in 2019 and a minimum tax credit carryover of \$33 thousand that does not expire. All of these tax attributes were obtained in the Pine River acquisition and are subject to annual limitations as a result of the ownership change.

In addition, the Company has minimum tax credit carryovers of \$471 thousand, which do not expire. The minimum tax credits are available to reduce income tax obligations in future periods to the extent they exceed the calculated alternative minimum tax.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, if any (including the impact of available carryforward periods), projected future taxable income, and tax-planning strategies in making this assessment. For the years ended December 31, 2015 and 2014, management believes a valuation allowance on the deferred tax asset is not necessary based on the current and future projected earnings of the Company. The Company has no ASC 740-10 unrecognized tax benefits recorded as of December 31, 2015 and 2014 and does not expect the total amount of unrecognized tax benefits to significantly increase within the next 12 months. The Company and its subsidiary bank are subject to income tax by federal, state and local government taxing authorities. The Company's tax returns for the years ended December 31, 2011 through 2015 remain subject to examination for U.S. federal income tax authorities. The years open to examination by state and local government authorities vary by jurisdiction. As of December 31, 2015, the Company was in an open IRS examination for the tax year 2012.



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Certain stock-based compensation awards granted by the Company have market-based vesting/exercisability criteria. For restricted stock with market-based vesting, the target share prices of the Company's stock that is required for vesting range from \$25.00 to \$34.00 per share. The strike prices for options range from \$18.09 to \$22.10, with a large portion of the awards having strike prices of \$20.00. Due to the Company's stock price, these stock-based compensation awards may expire unexercised or may be exercised at an intrinsic value that is less than the fair value recorded at the time of grant, and therefore, the related tax benefits may not be realizable in future periods. In this case, upon the expiration or exercise (or forfeiture in the case of the restricted stock with market-based vesting criteria) of these awards, any related remaining deferred tax asset would be written off through a charge to income tax expense. Certain awards granted to former executives expired or were exercised during 2015 and resulted in the write-off of the related deferred tax asset of \$3.7 million. Of the \$9.8 million deferred tax asset related to stock-based compensation at December 31, 2015, \$7.9 million is associated with executive officers still employed by the Company.

Note 22 Derivatives

Risk management objective of using derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company has established policies that neither carrying value nor fair value at risk should exceed established guidelines. The Company has designed strategies to confine these risks within the established limits and identify appropriate trade-offs in the financial structure of its balance sheet. These strategies include the use of derivative financial instruments to help achieve the desired balance sheet repricing structure while meeting the desired objectives of its clients. Currently the Company employs certain interest rate swaps that are designated as fair value hedges as well as economic hedges. The Company manages a matched book with respect to its derivative instruments in order to minimize its net risk exposure resulting from such transactions.

Fair values of derivative instruments on the balance sheet

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of financial condition as of December 31, 2015 and 2014.

Information about the valuation methods used to measure fair value is provided in note 24.

|   | Balance Sheet<br>Location | Asset Derivatives<br>Fair Value |                      | Balance Sheet<br>Location | Liability Derivatives<br>Fair Value |                      |
|---|---------------------------|---------------------------------|----------------------|---------------------------|-------------------------------------|----------------------|
|   |                           | December 31,<br>2015            | December 31,<br>2014 |                           | December 31,<br>2015                | December 31,<br>2014 |
| Derivatives designated<br>as hedging instruments              |                           |                                 |                      |                           |                                     |                      |
| Interest rate products  | Other assets              | \$ 388                          | \$ 10                | Other liabilities         | \$ 6,232                            | \$ 3,206             |
| Total derivatives<br>designated as hedging<br>instruments     |                           | \$ 388                          | \$ 10                |                           | \$ 6,232                            | \$ 3,206             |
| Derivatives not<br>designated as hedging<br>instruments       |                           |                                 |                      |                           |                                     |                      |
| Interest rate products  | Other assets              | \$ 1,959                        | \$ 1,418             | Other liabilities         | \$ 2,083                            | \$ 1,522             |
| Total derivatives not<br>designated as hedging<br>instruments |                           | \$ 1,959                        | \$ 1,418             |                           | \$ 2,083                            | \$ 1,522             |

#### Fair value hedges of interest rate risk

Interest rate swaps designated as fair value hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of December 31, 2015, the Company had thirty-one interest rate swaps with a notional amount of \$273.3 million that were designated as fair value hedges of interest rate risk associated with the Company's fixed-rate loans. The Company had eleven outstanding interest rate swaps with a notional amount of \$68.8 million that was designated as a fair value hedge as of December 31, 2014.

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For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related derivatives. During 2015, the Company recognized a net loss of \$198 thousand in non-interest income related to hedge ineffectiveness. During 2014, the Company recognized a net loss of \$354 thousand in non-interest income related to hedge ineffectiveness.

## Non-designated hedges

Derivatives not designated as hedges are not speculative and consist of interest rate swaps with commercial banking clients that facilitate their respective risk management strategies. Interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the client swaps and the offsetting swaps are recognized directly in earnings. As of December 31, 2015, the Company had twenty matched interest rate swap transactions with an aggregate notional amount of \$68.1 million related to this program. As of December 31, 2014, the Company had eleven matched interest rate swap transactions with an aggregate notional amount of \$35.9 million related to this program.

## Effect of derivative instruments on the consolidated statements of operations

The tables below present the effect of the Company's derivative financial instruments on the consolidated statement of operations for 2015 and 2014:

| Derivatives in fair value<br>hedging relationships | Location of gain or (loss)<br>recognized in income on<br>derivatives | Amount of gain or (loss)<br>recognized in income on derivatives |            |
|--|--|---|------------|
|  |  | For the years ended December 31,<br>2015                        | 2014       |
| Interest rate products                             | Other non-interest income  | \$ (2,648)  | \$ (3,325) |
| Total  |  | \$ (2,648)  | \$ (3,325) |

| Hedged items           | Location of gain or (loss) recognized in income on hedged items | Amount of gain or (loss) recognized in income on hedged items |          |
|------------------------|---|---|----------|
|                        |   | For the years ended December 31,                              |          |
|                        |   | 2015  | 2014     |
| Interest rate products | Other non-interest income                                       | \$ 2,450  | \$ 2,971 |
| Total                  |   | \$ 2,450  | \$ 2,971 |

| Derivatives not designated as hedging instruments | Location of gain or (loss) recognized in income on derivatives | Amount of gain or (loss) recognized in income on derivatives |          |
|---|--|--|----------|
|   |  | For the years ended December 31,                             |          |
|   |  | 2015   | 2014     |
| Interest rate products                            | Other non-interest expense                                     | \$ 43  | \$ (103) |
| Total   |  | \$ 43  | \$ (103) |

#### Credit-risk-related contingent features

The Company has agreements with its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness for reasons other than an error or omission of an administrative or operational nature, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

The Company also has agreements with certain of its derivative counterparties that contain a provision where if the Company fails to maintain its status as a well/adequately capitalized institution, then the counterparty has the right to terminate the derivative positions and the Company would be required to settle its obligations under the agreements.

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As of December 31, 2015, the termination value of derivatives in a net liability position related to these agreements was \$9.0 million, which includes accrued interest but excludes any adjustment for nonperformance risk. The Company has minimum collateral posting thresholds with certain of its derivative counterparties and as of December 31, 2015, the Company had posted \$8.2 million in eligible collateral.

## Note 23 Commitments and Contingencies

In the normal course of business, the Company enters into various off-balance sheet commitments to help meet the financing needs of clients. These financial instruments include commitments to extend credit, commercial and consumer lines of credit and standby letters of credit. The same credit policies are applied to these commitments as the loans on the consolidated statements of financial condition; however, these commitments involve varying degrees of credit risk in excess of the amount recognized in the consolidated statements of financial condition. At December 31, 2015 and 2014, the Company had loan commitments totaling \$627.2 million and \$485.5 million, respectively, and standby letters of credit that totaled \$9.8 million and \$10.0 million, respectively. The total amounts of unused commitments do not necessarily represent future credit exposure or cash requirements, as commitments often expire without being drawn upon. However, the contractual amount of these commitments, offset by any additional collateral pledged, represents the Company's potential credit loss exposure.

Total unfunded commitments at December 31, 2015 and 2014 were as follows:

|  | December 31, 2015 | December 31, 2014 |
|--|-------------------|-------------------|
| Commitments to fund loans:                 |                   |                   |
| Residential                                | \$ 3,053          | \$ 1,683          |
| Commercial and commercial real estate      | 208,355           | 202,604           |
| Construction and land development          | 44,282            | 35,814            |
| Consumer                                   | 5,314             | 4,376             |
| Credit card lines of credit                | 18,418            | 18,065            |
| Unfunded commitments under lines of credit | 347,822           | 222,950           |
| Commercial and standby letters of credit   | 9,770             | 9,965             |
| Total                                      | \$ 637,014        | \$ 495,457        |

Commitments to fund loans—Commitments to fund loans are legally binding agreements to lend to clients in accordance with predetermined contractual provisions providing there have been no violations of any conditions specified in the contract. These commitments are generally at variable interest rates and are for specific periods or contain termination clauses and may require the payment of a fee. The total amounts of unused commitments are not necessarily representative of future credit exposure or cash requirements, as commitments often expire without being drawn upon.

Credit card lines of credit—The Company extends lines of credit to clients through the use of credit cards issued by the Bank. These lines of credit represent the maximum amounts allowed to be funded, many of which will not exhaust the established limits, and as such, these amounts are not necessarily representations of future cash requirements or credit exposure.

Unfunded commitments under lines of credit—In the ordinary course of business, the Company extends revolving credit to its clients. These arrangements may require the payment of a fee.

Commercial and standby letters of credit—As a provider of financial services, the Company routinely issues commercial and standby letters of credit, which may be financial standby letters of credit or performance standby letters of credit. These are various forms of “back-up” commitments to guarantee the performance of a client to a third party. While these arrangements represent a potential cash outlay for the Company, the majority of these letters of credit will expire without being drawn upon. Letters of credit are subject to the same underwriting and credit approval process as traditional loans, and as such, many of them have various forms of collateral securing the commitment, which may include real estate, personal property, receivables or marketable securities.

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Contingencies

In the ordinary course of business, the Company and the Bank may be subject to litigation. Based upon the available information and advice from the Company's legal counsel, management does not believe that any potential, threatened or pending litigation to which it is a party will have a material adverse effect on the Company's liquidity, financial condition or results of operations.

Note 24 Fair Value Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to disclose the fair value of its financial instruments. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For disclosure purposes, the Company groups its financial and non-financial assets and liabilities into three different levels based on the nature of the instrument and the availability and reliability of the information that is used to determine fair value. The three levels are defined as follows:

- Level 1—Includes assets or liabilities in which the inputs to the valuation methodologies are based on unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2—Includes assets or liabilities in which the inputs to the valuation methodologies are based on similar assets or liabilities in inactive markets, quoted prices for identical or similar assets or liabilities in inactive markets, and inputs other than quoted prices that are observable, such as interest rates, yield curves, volatilities, prepayment speeds, and other inputs obtained from observable market input.
- Level 3—Includes assets or liabilities in which the inputs to the valuation methodology are based on at least one significant assumption that is not observable in the marketplace. These valuations may rely on management's judgment and may include internally-developed model-based valuation techniques.

Level 1 inputs are considered to be the most transparent and reliable and level 3 inputs are considered to be the least transparent and reliable. The Company assumes the use of the principal market to conduct a transaction of each

particular asset or liability being measured and then considers the assumptions that market participants would use when pricing the asset or liability. Whenever possible, the Company first looks for quoted prices for identical assets or liabilities in active markets (level 1 inputs) to value each asset or liability. However, when inputs from identical assets or liabilities on active markets are not available, the Company utilizes market observable data for similar assets and liabilities. The Company maximizes the use of observable inputs and limits the use of unobservable inputs to occasions when observable inputs are not available. The need to use unobservable inputs generally results from the lack of market liquidity of the actual financial instrument or of the underlying collateral. Although, in some instances, third party price indications may be available, limited trading activity can challenge the observability of these quotations.

Changes in the valuation inputs used for measuring the fair value of financial instruments may occur due to changes in current market conditions or other factors. Such changes may necessitate a transfer of the financial instruments to another level in the hierarchy based on the new inputs used. The Company recognizes these transfers at the end of the reporting period that the transfer occurs. During 2015 and 2014, there were no transfers of financial instruments between the hierarchy levels.

The following is a description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of each instrument under the valuation hierarchy:



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Fair Value of Financial Instruments Measured on a Recurring Basis

Investment securities available-for-sale—Investment securities available-for-sale are carried at fair value on a recurring basis. To the extent possible, observable quoted prices in an active market are used to determine fair value and, as such, these securities are classified as level 1. At December 31, 2015 and 2014, the Company did not hold any level 1 securities. When quoted market prices in active markets for identical assets or liabilities are not available, quoted prices of securities with similar characteristics, discounted cash flows or other pricing characteristics are used to estimate fair values and the securities are then classified as level 2. At December 31, 2015, the Company's level 2 securities included mortgage-backed securities comprised of residential mortgage pass-through securities and other residential mortgage-backed securities. At December 31, 2014, the Company's level 2 securities included asset backed securities, mortgage-backed securities comprised of residential mortgage pass-through securities, and other residential mortgage-backed securities. All other investment securities are classified as level 3.

Derivatives—The Company's derivative instruments are limited to interest rate swaps that may be accounted for as fair value hedges or non-designated hedges. The fair values of the swaps incorporate credit valuation adjustments in order to appropriately reflect nonperformance risk in the fair value measurements. The credit valuation adjustment is the dollar amount of the fair value adjustment related to credit risk and utilizes a probability weighted calculation to quantify the potential loss over the life of the trade. The credit valuation adjustments are calculated by determining the total expected exposure of the derivatives (which incorporates both the current and potential future exposure) and then applying the respective counterparties' credit spreads to the exposure offset by marketable collateral posted, if any. Certain derivative transactions are executed with counterparties who are large financial institutions ("dealers"). International Swaps and Derivative Association Master Agreements ("ISDA") and Credit Support Annexes ("CSA") are employed for all contracts with dealers. These contracts contain bilateral collateral arrangements. The fair value inputs of these financial instruments are determined using discounted cash flow analysis through the use of third-party models whose significant inputs are readily observable market parameters, primarily yield curves, with appropriate adjustments for liquidity and credit risk, and are classified as level 2.

Warrant liability—The Company measured the fair value of the warrant liability on a recurring basis using a Black-Scholes option pricing model through the modification date as described in Note 18. The Company's shares became publicly traded on September 20, 2012 and prior to that, had limited private trading; therefore, expected volatility was estimated using a time-based weighted migration of the Company's own stock price volatility coupled with the median historical volatility, for a period commensurate with the expected term of the warrants, of eight comparable companies with publicly traded shares, and is deemed a significant unobservable input to the valuation model, as such this liability was classified as level 3.

Clawback liability—Prior to the termination of the FDIC loss-share agreements in 2015, the Company periodically measured the net present value of expected future cash payments to be made by the Company to the FDIC. The expected cash flows were calculated in accordance with the loss-share agreements and were based primarily on the expected losses on the covered assets, which involve significant inputs that are not market observable, as such this liability was classified as level 3.

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The tables below present the financial instruments measured at fair value on a recurring basis as of December 31, 2015 and 2014, on the consolidated statements of financial condition utilizing the hierarchy structure described above:

|  | December 31, 2015 |              |         | Total        |
|--|-------------------|--------------|---------|--------------|
|  | Level 1           | Level 2      | Level 3 |              |
| Assets:  |                   |              |         |              |
| Investment securities available-for-sale:  |                   |              |         |              |
| Mortgage-backed securities ("MBS"):  |                   |              |         |              |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ —              | \$ 310,978   | \$ —    | \$ 310,978   |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises                        | —                 | 845,543      | —       | 845,543      |
| Other securities   | —                 | —            | 725     | 725          |
| Derivatives  | —                 | 2,347        | —       | 2,347        |
| Total assets at fair value   | \$ —              | \$ 1,158,868 | \$ 725  | \$ 1,159,593 |
| Liabilities:   |                   |              |         |              |
| Warrant liability  | \$ —              | \$ —         | \$ —    | \$ —         |
| Clawback liability   | —                 | —            | —       | —            |
| Derivatives  | \$ —              | \$ 8,315     | \$ —    | \$ 8,315     |
| Total liabilities at fair value  | \$ —              | \$ 8,315     | \$ —    | \$ 8,315     |

|  | December 31, 2014 |              |         | Total        |
|--|-------------------|--------------|---------|--------------|
|  | Level 1           | Level 2      | Level 3 |              |
| Assets:  |                   |              |         |              |
| Investment securities available-for-sale:  |                   |              |         |              |
| Mortgage-backed securities ("MBS"):  |                   |              |         |              |
| Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises | \$ —              | \$ 404,215   | \$ —    | \$ 404,215   |
| Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises                        | —                 | 1,074,580    | —       | 1,074,580    |
| Other securities   | —                 | —            | 419     | 419          |
| Derivatives  | —                 | 1,428        | —       | 1,428        |
| Total assets at fair value   | \$ —              | \$ 1,480,223 | \$ 419  | \$ 1,480,642 |
| Liabilities:   |                   |              |         |              |

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|                                 |      |          |           |           |
|---------------------------------|------|----------|-----------|-----------|
| Warrant liability               | \$ — | \$ —     | \$ 3,328  | \$ 3,328  |
| Clawback Liability              | —    | —        | 36,338    | 36,338    |
| Derivatives                     | —    | 4,728    | —         | 4,728     |
| Total liabilities at fair value | \$ — | \$ 4,728 | \$ 39,666 | \$ 44,394 |

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The table below details the changes in level 3 financial instruments during 2015 and 2014:

|                                    | Other<br>Securities | Warrant<br>liability | Clawback<br>liability |
|------------------------------------|---------------------|----------------------|-----------------------|
| Balance at December 31, 2013       | \$ 419              | \$ 6,281             | \$ 32,465             |
| Change in value                    | —                   | (2,953)              | 2,509                 |
| Amortization                       | —                   | —                    | 1,364                 |
| Net change in Level 3              | —                   | (2,953)              | 3,873                 |
| Balance at December 31, 2014       | 419                 | 3,328                | 36,338                |
| Change in value                    | —                   | 106                  | 1,242                 |
| Addition from business acquisition | 306                 | —                    | —                     |
| Settlements                        | —                   | (368)                | —                     |
| Warrant reclassification to equity | —                   | (3,066)              | —                     |
| Amortization                       | —                   | —                    | 1,131                 |
| Termination of FDIC agreement      | —                   | —                    | (38,711)              |
| Net change in Level 3              | 306                 | (3,328)              | (36,338)              |
| Balance at December 31, 2015       | \$ 725              | \$ —                 | \$ —                  |

## Fair Value of Financial Instruments Measured on a Non-recurring Basis

Certain assets may be recorded at fair value on a non-recurring basis as conditions warrant. These non-recurring fair value measurements typically result from the application of lower of cost or fair value accounting or a write-down occurring during the period.

The Company records collateral dependent loans that are considered to be impaired at their estimated fair value. A loan is considered impaired when it is probable that the Company will be unable to collect all contractual amounts due in accordance with the terms of the loan agreement. Collateral dependent impaired loans are measured based on the fair value of the collateral. The Company relies on third-party appraisals and internal assessments in determining the estimated fair values of these loans. The inputs used to determine the fair values of loans are considered level 3 inputs in the fair value hierarchy. During 2015, the Company measured 11 loans not accounted for under ASC 310-30 at fair value on a non-recurring basis. These loans carried specific reserves totaling \$4.3 million at December 31, 2015. During 2015, the Company added specific reserves of \$4.3 million for ten loans with carrying balances of \$11.5 million at December 31, 2015. The Company also eliminated specific reserves of \$0.2 million for four loans during 2015, primarily due to paydowns, charge offs, or transfers to OREO.

During 2014, the Company measured 19 loans not accounted for under ASC 310-30 at fair value on a non-recurring basis. These loans carried specific reserves totaling \$0.2 million at December 31, 2014. During 2014, the Company added specific reserves of \$0.3 million for nine loans with carrying balances of \$2.4 million at December 31, 2014. The Company also eliminated specific reserves of \$1.0 million for 13 loans during 2014, primarily due to paydowns, charge offs, or transfers to OREO.

The Company may be required to record fair value adjustments on loans held-for-sale on a non-recurring basis. The non-recurring fair value adjustments could involve lower of cost or fair value accounting and may include write-downs.

OREO is recorded at the lower of the cost basis or the fair value of the collateral less estimated selling costs. The estimated fair values of OREO are updated periodically and further write-downs may be taken to reflect a new basis. The Company recognized \$1.6 and \$2.1 million of OREO impairments in the consolidated statements of operations during 2015 and 2014, respectively. The fair values of OREO are derived from third party price opinions or appraisals that generally use an income approach or a market value approach. If reasonable comparable appraisals are not available, then the Company may use internally developed models to determine fair values. The inputs used to determine the fair values of OREO are considered level 3 inputs in the fair value hierarchy.

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Premises and equipment held-for-sale are written down to estimated fair value less costs to sell in the period in which the held-for-sale criteria are met. Fair value is estimated in a process which considers current local commercial real estate market conditions and the judgment of the sales agent and often involves obtaining third party appraisals from certified real estate appraisers. These fair value measurements are classified as level 3. Unobservable inputs to these measurements, which include estimates and judgments often used in conjunction with appraisals, are not readily quantifiable. The Company recognized \$1.4 million of impairments in its consolidated statements of operations related to banking centers classified as held-for-sale during the year ended December 31, 2015.

The table below provides information regarding the assets recorded at fair value on a non-recurring basis at December 31, 2015 and 2014:

|                         | December 31, 2015 |                                |
|-------------------------|-------------------|--------------------------------|
|                         | Total             | Losses from fair value changes |
| Other real estate owned | \$ 20,814         | \$ 1,580                       |
| Impaired loans          | 37,363            | 1,424                          |
| Premises and equipment  | 2,101             | 1,411                          |

|                         | December 31, 2014 |                                |
|-------------------------|-------------------|--------------------------------|
|                         | Total             | Losses from fair value changes |
| Other real estate owned | \$ 29,120         | \$ 2,103                       |
| Impaired loans          | 32,091            | 552                            |

The Company did not record any liabilities for which the fair value was made on a non-recurring basis during 2015 and 2014.

The following table provides information about the valuation techniques and unobservable inputs used in the valuation of financial instruments classified as level 3 of the fair value hierarchy as of December 31, 2015. The table below excludes non-recurring fair value measurements of collateral value used for impairment measures for OREO and premises and equipment. These valuations utilize third party appraisal or broker price opinions, and are classified as

level 3 due to the significant judgment involved:

|                                     | Fair value at<br>December 31, 2015 | Valuation Technique                               | Unobservable Input                | Quantitative<br>Measures |
|-------------------------------------|------------------------------------|---|-----------------------------------|--------------------------|
| Other available-for-sale securities | \$ 725                             | Cash investment in private equity fund, par value | Cash, par value                   |                          |
| Impaired loans                      | 37,363                             | Appraised value                                   | Appraised values<br>Discount rate | 0% - 25%                 |

Note 25 Fair Value of Financial Instruments

The fair value of a financial instrument is the amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is determined based upon quoted market prices to the extent possible; however, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques that may be significantly impacted by the assumptions used, including the discount rate and estimates of future cash flows. Changes in any of these assumptions could significantly affect the fair value estimates. The fair value of the financial instruments listed below does not reflect a premium or discount that could result from offering all of the Company's holdings of financial instruments at one time, nor does it reflect the underlying value of the Company, as ASC Topic 825 excludes certain financial instruments and all non-financial instruments from its disclosure requirements.



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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

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The fair value of financial instruments at December 31, 2015 and 2014, including methods and assumptions utilized for determining fair value of financial instruments, are set forth below:

|   | Level in fair<br>value<br>measurement<br>hierarchy | December 31, 2015  |                         | December 31, 2014  |                         |
|---|--|--------------------|-------------------------|--------------------|-------------------------|
|   |  | Carrying<br>amount | Estimated<br>fair value | Carrying<br>amount | Estimated<br>fair value |
| <b>ASSETS</b>   |  |                    |                         |                    |                         |
| Cash and cash equivalents   | Level 1  | \$ 166,092         | \$ 166,092              | \$ 256,979         | \$ 256,979              |
| Mortgage-backed<br>securities—residential mortgage<br>pass-through securities issued or<br>guaranteed by U.S. Government<br>agencies or sponsored enterprises<br>available-for-sale | Level 2  | 310,978            | 310,978                 | 404,215            | 404,215                 |
| Mortgage-backed securities—other<br>residential mortgage-backed<br>securities issued or guaranteed by<br>U.S. Government agencies or<br>sponsored enterprises<br>available-for-sale | Level 2  | 845,543            | 845,543                 | 1,074,580          | 1,074,580               |
| Other available-for-sale securities   | Level 3  | 725                | 725                     | 419                | 419                     |
| Mortgage-backed<br>securities—residential mortgage<br>pass-through securities issued or<br>guaranteed by U.S. Government<br>agencies or sponsored enterprises<br>held-to-maturity   | Level 2  | 340,131            | 342,812                 | 422,622            | 428,323                 |
| Mortgage-backed securities—other<br>residential mortgage-backed<br>securities issued or guaranteed by<br>U.S. Government agencies or<br>sponsored enterprises<br>held-to-maturity   | Level 2  | 87,372             | 85,773                  | 107,968            | 106,314                 |
| Non-marketable securities   | Level 2  | 22,529             | 22,529                  | 27,045             | 27,045                  |
| Loans receivable, net   | Level 3  | 2,560,554          | 2,613,381               | 2,144,796          | 2,193,222               |
| Loans held-for-sale   | Level 2  | 13,292             | 13,292                  | 5,146              | 5,146                   |
| Accrued interest receivable   | Level 2  | 12,190             | 12,190                  | 11,465             | 11,465                  |
| Derivatives   | Level 2  | 2,347              | 2,347                   | 1,428              | 1,428                   |
| <b>LIABILITIES</b>  |  |                    |                         |                    |                         |

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|   |         |           |           |           |           |
|---|---------|-----------|-----------|-----------|-----------|
| Deposit transaction accounts                      | Level 2 | 2,646,794 | 2,646,794 | 2,409,137 | 2,409,137 |
| Time deposits                                     | Level 2 | 1,193,883 | 1,182,098 | 1,357,051 | 1,357,885 |
| Securities sold under agreements<br>to repurchase | Level 2 | 136,523   | 136,523   | 133,552   | 133,552   |
| Federal Home Loan Bank<br>advances                | Level 2 | 40,000    | 40,919    | 40,000    | 40,465    |
| Accrued interest payable                          | Level 2 | 4,319     | 4,319     | 3,608     | 3,608     |
| Derivatives                                       | Level 2 | 8,315     | 8,315     | 4,728     | 4,728     |

Cash and cash equivalents

Cash and cash equivalents have a short-term nature and the estimated fair value is equal to the carrying value.

Investment securities

The estimated fair value of investment securities is based on quoted market prices or bid quotations received from securities dealers. Other investment securities, including securities that are held for regulatory purposes are carried at cost, less any other than temporary impairment.

Loans receivable

The estimated fair value of the loan portfolio is estimated using a discounted cash flow analysis using a discount rate based on interest rates offered at the respective measurement dates for loans with similar terms to borrowers of similar credit quality. The allowance for loan losses is considered a reasonable estimate of any required adjustment to fair value to reflect the impact of credit risk. The estimates of fair value do not incorporate the exit-price concept prescribed by ASC Topic 820, Fair Value Measurements and Disclosures.

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Loans held-for-sale

Loans held-for-sale are carried at the lower of aggregate cost or estimated fair value. The portfolio consists primarily of fixed rate residential mortgage loans that are sold within 45 days. The estimated fair value is based on quoted market prices for similar loans in the secondary market and are classified as level 2.

Accrued interest receivable

Accrued interest receivable has a short-term nature and the estimated fair value is equal to the carrying value.

Deposits

The estimated fair value of deposits with no stated maturity, such as non-interest bearing demand deposits, savings, NOW accounts, and money market accounts, is equal to the amount payable on demand. The fair value of interest-bearing time deposits is based on the discounted value of contractual cash flows of such deposits, taking into account the option for early withdrawal. The discount rate is estimated using the rates offered by the Company, at the respective measurement dates, for deposits of similar remaining maturities.

Derivative assets and liabilities

Fair values for derivative assets and liabilities are fully described in note 22.

Securities sold under agreements to repurchase

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The vast majority of the Company's repurchase agreements are overnight transactions that mature the day after the transaction, and as a result of this short-term nature, the estimated fair value is equal to the carrying value.

Accrued interest payable

Accrued interest payable has a short-term nature and the estimated fair value is equal to the carrying value.

### Note 26 Parent Company Only Financial Statements

Parent company only financial information for National Bank Holdings Corporation is summarized as follows:

#### Condensed Statements of Financial Condition

|   | December 31, 2015 | December 31, 2014 |
|---|-------------------|-------------------|
| <b>ASSETS</b>                               |                   |                   |
| Cash and cash equivalents                   | \$ 15,739         | \$ 123,144        |
| Investment in subsidiaries                  | 586,942           | 656,287           |
| Other assets                                | 15,415            | 19,121            |
| Total assets                                | \$ 618,096        | \$ 798,552        |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b> |                   |                   |
| Other liabilities                           | \$ 552            | \$ 3,977          |
| Total liabilities                           | 552               | 3,977             |
| Stockholders' equity                        | 617,544           | 794,575           |
| Total liabilities and stockholders' equity  | \$ 618,096        | \$ 798,552        |

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015, 2014, and 2013

## Condensed Statements of Operations

|  | For the years ended December 31, |          |           |
|--|----------------------------------|----------|-----------|
|  | 2015                             | 2014     | 2013      |
| Interest income                        | \$ —                             | \$ 2     | \$ 98     |
| Undistributed equity from subsidiaries | (74,131)                         | 11,712   | (299,836) |
| Distributions from subsidiaries        | 86,000                           | —        | 313,000   |
| Other income                           | 1,048                            | —        | 3         |
| Total income                           | 12,917                           | 11,714   | 13,265    |
| Expenses                               |                                  |          |           |
| Salaries and benefits                  | 3,349                            | 3,572    | 4,861     |
| Other expenses                         | 3,597                            | 751      | 4,521     |
| Total expenses                         | 6,946                            | 4,323    | 9,382     |
| Operating income                       | 5,971                            | 7,391    | 3,883     |
| Income tax expense (benefit)           | 1,090                            | (1,785)  | (3,044)   |
| Net income                             | \$ 4,881                         | \$ 9,176 | \$ 6,927  |

## Condensed Statements of Cash Flows

|   | For the years ended December 31, |          |          |
|---|----------------------------------|----------|----------|
|   | 2015                             | 2014     | 2013     |
| Cash flows from operating activities:               |                                  |          |          |
| Net income  | \$ 4,881                         | \$ 9,176 | \$ 6,927 |
| Undistributed equity from subsidiaries              | (11,869)                         | (11,712) | 299,836  |
| Stock-based compensation expense                    | 3,349                            | 3,572    | 4,861    |
| Other   | 2,611                            | (2,325)  | (2,311)  |
| Net cash (used in) provided by operating activities | (1,028)                          | (1,289)  | 309,313  |
| Cash flows from investing activities:               |                                  |          |          |

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|  |           |            |            |
|--|-----------|------------|------------|
| Outlay for business combinations                               | (9,482)   | —          | —          |
| Return of capital from investments in subsidiaries             | 86,000    | —          | —          |
| Net cash provided by investing activities                      | 76,518    | —          | —          |
| Cash flows from financing activities:                          |           |            |            |
| Issuance of stock under purchase and equity compensation plans | (1,048)   | (576)      | (256)      |
| Excess tax benefit on stock-based compensation                 | 24        | 7          | 24         |
| Reissuance of treasury stock in excess of cost basis           | 96        | —          | —          |
| Proceeds from exercise of stock options                        | 160       | —          | —          |
| Settlement of warrants   | (368)     | —          | —          |
| Payment of dividends   | (6,711)   | (8,476)    | (10,139)   |
| Repurchase of shares   | (175,048) | (119,370)  | (146,736)  |
| Net cash used in financing activities                          | (182,895) | (128,415)  | (157,107)  |
| Net (decrease) increase in cash and cash equivalents           | (107,405) | (129,704)  | 152,206    |
| Cash and cash equivalents at beginning of the year             | 123,144   | 252,848    | 100,642    |
| Cash and cash equivalents at end of the year                   | \$ 15,739 | \$ 123,144 | \$ 252,848 |

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## NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

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Note 27 Quarterly Results of Operations (unaudited)

The following is a summary of quarterly results:

|  | December 31, 2015 |                  |                   |                  |            |
|--|-------------------|------------------|-------------------|------------------|------------|
|  | Fourth<br>quarter | Third<br>quarter | Second<br>quarter | First<br>quarter | Total      |
| Interest and dividend income                         | \$ 43,492         | \$ 42,311        | \$ 42,517         | \$ 43,087        | \$ 171,407 |
| Interest expense                                     | 3,563             | 3,629            | 3,662             | 3,608            | 14,462     |
| Net interest income before provision for loan losses | 39,929            | 38,682           | 38,855            | 39,479           | 156,945    |
| Provision for loan losses                            | 5,423             | 3,710            | 1,858             | 1,453            | 12,444     |
| Net interest income after provision for loan losses  | 34,506            | 34,972           | 36,997            | 38,026           | 144,501    |
| Non-interest income                                  | 15,419            | 3,761            | 2,747             | (479)            | 21,448     |
| Non-interest expense                                 | 42,230            | 38,677           | 40,393            | 36,724           | 158,024    |
| Income (loss) before income taxes                    | 7,695             | 56               | (649)             | 823              | 7,925      |
| Income tax expense (benefit)                         | 4,355             | (1,580)          | 692               | (423)            | 3,044      |
| Net income (loss)                                    | \$ 3,340          | \$ 1,636         | \$ (1,341)        | \$ 1,246         | \$ 4,881   |
| Income (loss) per share-basic                        | \$ 0.11           | \$ 0.05          | \$ (0.04)         | \$ 0.03          | \$ 0.14    |
| Income (loss) per share-diluted                      | \$ 0.11           | \$ 0.05          | \$ (0.04)         | \$ 0.03          | \$ 0.14    |

|  | December 31, 2014 |                  |                   |                  |            |
|--|-------------------|------------------|-------------------|------------------|------------|
|  | Fourth<br>quarter | Third<br>quarter | Second<br>quarter | First<br>quarter | Total      |
| Interest and dividend income                         | \$ 46,280         | \$ 45,492        | \$ 46,005         | \$ 46,885        | \$ 184,662 |
| Interest expense                                     | 3,696             | 3,597            | 3,582             | 3,538            | 14,413     |
| Net interest income before provision for loan losses | 42,584            | 41,895           | 42,423            | 43,347           | 170,249    |
| Provision for loan losses                            | 1,265             | 1,515            | 1,660             | 1,769            | 6,209      |
| Net interest income after provision for loan losses  | 41,319            | 40,380           | 40,763            | 41,578           | 164,040    |
| Non-interest income                                  | (5,117)           | 1,614            | 2,161             | (354)            | (1,696)    |
| Non-interest expense                                 | 33,149            | 37,981           | 39,855            | 39,018           | 150,003    |
| Income before income taxes                           | 3,053             | 4,013            | 3,069             | 2,206            | 12,341     |
| Income tax expense                                   | 774               | 676              | 940               | 775              | 3,165      |

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|                          |          |          |          |          |          |
|--------------------------|----------|----------|----------|----------|----------|
| Net income               | \$ 2,279 | \$ 3,337 | \$ 2,129 | \$ 1,431 | \$ 9,176 |
| Income per share-basic   | \$ 0.06  | \$ 0.08  | \$ 0.05  | \$ 0.03  | \$ 0.22  |
| Income per share-diluted | \$ 0.06  | \$ 0.08  | \$ 0.05  | \$ 0.03  | \$ 0.22  |

|  | December 31, 2013 |               |                |               | Total      |
|--|-------------------|---------------|----------------|---------------|------------|
|  | Fourth quarter    | Third quarter | Second quarter | First quarter |            |
| Interest and dividend income                         | \$ 47,377         | \$ 49,522     | \$ 48,478      | \$ 50,098     | \$ 195,475 |
| Interest expense                                     | 3,787             | 4,007         | 4,191          | 4,529         | 16,514     |
| Net interest income before provision for loan losses | 43,590            | 45,515        | 44,287         | 45,569        | 178,961    |
| Provision for loan losses                            | 772               | 437           | 1,670          | 1,417         | 4,296      |
| Net interest income after provision for loan losses  | 42,818            | 45,078        | 42,617         | 44,152        | 174,665    |
| Non-interest income                                  | 2,364             | 3,338         | 7,324          | 7,151         | 20,177     |
| Non-interest expense                                 | 44,238            | 46,613        | 45,230         | 47,884        | 183,965    |
| Income before income taxes                           | 944               | 1,803         | 4,711          | 3,419         | 10,877     |
| Income tax (benefit) expense                         | (56)              | 856           | 1,813          | 1,337         | 3,950      |
| Net income   | \$ 1,000          | \$ 947        | \$ 2,898       | \$ 2,082      | \$ 6,927   |
| Income per share-basic                               | \$ 0.02           | \$ 0.02       | \$ 0.06        | \$ 0.04       | \$ 0.14    |
| Income per share-diluted                             | \$ 0.02           | \$ 0.02       | \$ 0.06        | \$ 0.04       | \$ 0.14    |



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NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2015, 2014, and 2013

Note 28 Subsequent Event

On January 25, 2016, the Company announced the authorization of a new program to repurchase up to \$50.0 million of the Company's common stock from time to time either in the open market or in privately negotiated transactions in accordance with applicable regulations of the Securities and Exchange Commission.

In February 2016, NBH Bank received approval from the Colorado Division of Banking and the Federal Reserve Bank of Kansas City to permanently reduce the Bank's capital by \$140.0 million. As a result, the Bank distributed \$140.0 million cash to the Company in February 2016.

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Item 9.CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES.

There were no changes in or disagreements with accountants on accounting and financial disclosures.

Item 9A.CONTROLS AND PROCEDURES.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as of December 31, 2015. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2015.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the framework in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2015. KPMG LLP, the independent registered public accounting firm that audited our consolidated financial statements included in this Annual Report on Form 10-K, has issued a report on our internal control over financial reporting as of December 31, 2015, which report is included in this Item 9A below.

Changes in Internal Control Over Financial Reporting

During 2015, the Company completed a core system conversion. This system conversion resulted in changes to processes and controls as we migrated from the legacy system to the new core system. The system change was undertaken to enhance our operating platform, increase our product offerings and integrate systems and was not undertaken in response to any actual or perceived deficiencies in our internal control over financial reporting. Other

than this item, there were no changes made in the Company's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders  
National Bank Holdings Corporation:

We have audited National Bank Holdings Corporation's (the Company) internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, National Bank Holdings Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated

Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of the Company as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive (loss) income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2015, and our report dated February 29, 2016 expressed an unqualified opinion on those consolidated financial statements.

Denver, Colorado

February 29, 2016

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Item 9B.OTHER INFORMATION.

None.

PART III

Item 10.DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The Information required by this Item is incorporated herein by reference to our Proxy Statement (Schedule 14A) for our 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days of our fiscal year-end.

The Company's Supplemental Code of Ethics for CEO and Senior Financial Officers, which applies to the CEO and, Chief Financial Officer (Principal Accounting Officer), is available at [www.nationalbankholdings.com](http://www.nationalbankholdings.com). Amendments to, and waivers of, the code of ethics are publicly disclosed as required by applicable law, regulation or rule.

Item 11.EXECUTIVE COMPENSATION.

The Information required by this Item is incorporated herein by reference to our Proxy Statement (Schedule 14A) for our 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days of our fiscal year-end.

Item 12.SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS.

The Information required by this Item is incorporated herein by reference to our Proxy Statement (Schedule 14A) for our 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days of our fiscal year-end.

Item 13.CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The Information required by this Item is incorporated herein by reference to our Proxy Statement (Schedule 14A) for our 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days of our fiscal year-end.

Item 14.PRINCIPAL ACCOUNTING FEES AND SERVICES.

The Information required by this Item is incorporated herein by reference to our Proxy Statement (Schedule 14A) for our 2016 Annual Meeting of Shareholders to be filed with the SEC within 120 days of our fiscal year-end.

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PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as a part of this report:

(1) Financial Statements:

|   | Page |
|---|------|
| <u>Consolidated Statements of Financial Condition</u>             | 84   |
| <u>Consolidated Statements of Operations</u>                      | 85   |
| <u>Consolidated Statements of Comprehensive (Loss) Income</u>     | 86   |
| <u>Consolidated Statements of Changes in Shareholders' Equity</u> | 87   |
| <u>Consolidated Statements of Cash Flows</u>                      | 88   |
| <u>Notes to Consolidated Financial Statements</u>                 | 89   |

(2) Financial Statement Schedules:

All schedules are omitted as such information is inapplicable or is included in the financial statements.

(b) The exhibits filed as part of this report and exhibits incorporated herein by reference to other documents are listed in the Index to Exhibits.



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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on February 29, 2016, on its behalf by the undersigned, thereunto duly authorized.

National Bank Holdings Corporation

By /s/ G. Timothy Laney  
G. Timothy Laney  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 29, 2016, by the following persons on behalf of the registrant and in the capacities indicated.

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/s/ G. TIMOTHY LANEY  
G. Timothy Laney,  
Chairman, President and Chief Executive Officer  
(principal executive officer)

/s/ BRIAN F. LILLY  
Brian F. Lilly,  
Chief Financial Officer; Chief of M&A and Strategy  
(principal financial officer and principal accounting officer)

/s/ RALPH W. CLERMONT  
Ralph W. Clermont, Lead Director

/s/ FRANK V. CAHOUET  
Frank V. Cahouet, Director

/s/ ROBERT E. DEAN  
Robert E. Dean, Director

/s/ FRED J. JOSEPH  
Fred J. Joseph, Director

/s/ MICHO F. SPRING  
Micho F. Spring, Director

/s/ BURNEY S. WARREN, III  
Burney S. Warren, III, Director

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INDEX TO EXHIBITS

- 3.1 Second Amended and Restated Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on August 22, 2012)
- 3.2 Second Amended and Restated By-Laws (incorporated herein by reference to Exhibit 3.2 to our Form 10-Q, filed on November 7, 2014)
- 4.1 Specimen common stock certificate (incorporated herein by reference to Exhibit 4.1 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on August 22, 2012)
- 4.2 Registration Rights Agreement, dated as of October 20, 2009, by and between NBH Holdings Corp. and FBR Capital Markets, Inc. (incorporated herein by reference to Exhibit 4.2 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on November 14, 2011)
- 4.3 Amendment No. 1, dated as of July 20, 2011, to the Registration Rights Agreement, dated as of October 20, 2009 by and between NBH Holdings Corp. and FBR Capital Markets, Inc. (incorporated herein by reference to Exhibit 4.3 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on November 14, 2011)
- 10.1 Form of Indemnification Agreement by and between NBH Holdings Corp. and each of its directors and executive officers (incorporated herein by reference to Exhibit 10.6 to our Form S-1 Registration Statement (Registration Statement No. 333-177971), filed on September 10, 2012)^
- 10.2 Employment Agreement, dated May 22, 2010, by and between G. Timothy Laney and NBH Holdings Corp. (incorporated herein by reference to Exhibit 10.1 to our Form S-1 Registration Statement (Registration Statement No. 333-177971), filed on September 10, 2012)^
- 10.3 First Amendment to Employment Agreement, dated November 17, 2015, by and between G. Timothy Laney and National Bank Holdings Corporation (incorporated herein by reference to Exhibit 10.2 to our Form 8-K, filed on November 20, 2015)^
- 10.4 Separation and Consulting Agreement, dated November 17, 2015, by and between Thomas M. Metzger and National Bank Holdings Corporation (incorporated herein by reference to Exhibit 10.1 to our Form 8-K, filed on November 20, 2015)^
- 10.5 Amended and Restated Employment Agreement, dated November 17, 2015, by and between Richard U. Newfield, Jr. and National Bank Holdings Corporation (incorporated herein by reference to Exhibit 10.4 to our Form 8-K, filed on November 20, 2015)^
- 10.6 Employment Agreement, dated November 17, 2015, by and between Brian F. Lilly and National Bank Holdings Corporation (incorporated herein by reference to Exhibit 10.3 to our Form 8-K, filed on November 20, 2015)^
- 10.7 Employment Agreement, dated November 17, 2015, by and between Zsolt K. Besskó and National Bank Holdings Corporation (incorporated herein by reference to Exhibit 10.5 to our Form 8-K, filed on November

20, 2015)^

- 10.8 Senior Executive Bonus Plan (incorporated herein by reference to Exhibit 10.11 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on August 22, 2012)^
- 10.9 National Bank Holdings Corporation Employee Stock Purchase Plan (incorporated herein by reference to Annex A to the  
  
Company's Definitive Proxy Statement on Schedule 14A, filed on March 30, 2015)^
- 10.10 NBH Holdings Corp. 2009 Equity Incentive Plan (incorporated herein by reference to Exhibit 10.2 to our Form S-1 Registration Statement (Registration No. 333-177971), filed on November 14, 2011)^

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- 10.11 National Bank Holdings Corporation 2014 Omnibus Incentive Plan (incorporated herein by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A, filed on March 31, 2014)^
- 10.12 Form of National Bank Holdings Corporation 2014 Omnibus Incentive Plan Performance Stock Unit Award Agreement (For Management) (filed herewith)^
- 10.13 Form of National Bank Holdings Corporation 2014 Omnibus Incentive Plan Restricted Stock Award Agreement (For Management) (filed herewith)^
- 10.14 Form of National Bank Holdings Corporation 2014 Omnibus Incentive Plan Nonqualified Stock Option Agreement (For Management) (filed herewith)^
- 10.15 Form of National Bank Holdings Corporation 2014 Omnibus Incentive Plan Market-Based Performance Award Agreement (For Management) (filed herewith)^
- 10.16 Form of National Bank Holdings Corporation 2014 Omnibus Incentive Plan Restricted Stock Award Agreement (For Non-Employee Directors) (incorporated herein by reference to Exhibit 10.4 to our Form 10-Q, filed on May 9, 2014)^
- 21.1 Subsidiaries of National Bank Holdings Corporation
- 23.1 Consent of KPMG LLP
- 31.1 Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certifications of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operation, (iii) the Consolidated Statements of Comprehensive Income (Loss), (iv) the Consolidated Statements of Changes in Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail\*

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\*This information is deemed furnished, not filed.

^Indicates a management contract or compensatory plan.