

WESTERN ALLIANCE BANCORPORATION  
Form 10-Q  
October 30, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2014  
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: 001-32550

WESTERN ALLIANCE BANCORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

88-0365922  
(I.R.S. Employer  
Identification No.)

One E. Washington Street Suite 1400, Phoenix, AZ  
(Address of principal executive offices)  
(602) 389-3500  
(Registrant's telephone number, including area code)

85004  
(Zip Code)

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

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

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

Large accelerated filer  Accelerated filer

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Non-accelerated filer

Smaller reporting company

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

Common stock issued and outstanding: 88,081,701 shares as of October 24, 2014.

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## PART I. FINANCIAL INFORMATION

## GLOSSARY OF ENTITIES AND TERMS

The acronyms and abbreviations identified below are used in various sections of this Form 10-Q, including the unaudited Consolidated Financial Statements and the Notes to Unaudited Consolidated Financial Statements in Item 1 and "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Item 2 of this Form 10-Q.

## ENTITIES:

AAB	Alliance Association Bank	LVSP	Las Vegas Sunset Properties
ABA	Alliance Bank of Arizona	TPB	Torrey Pines Bank
Company	Western Alliance Bancorporation and Subsidiaries	WAB or Bank	Western Alliance Bank
BON	Bank of Nevada	WAEF	Western Alliance Equipment Finance
FIB	First Independent Bank	WAL or Parent	Western Alliance Bancorporation
TERMS:			
AFS	Available-for-Sale	FVO	Fair Value Option
AMT	Alternative Minimum Tax	GAAP	U.S. Generally Accepted Accounting Principles
ALCO	Asset and Liability Management Committee	GSE	Government-Sponsored Enterprise
AOCI	Accumulated Other Comprehensive Income	HTM	Held-to-Maturity
ARPS	Adjustable-Rate Preferred Stock	ICS	Insured Cash Sweep Service
ASC	FASB Accounting Standards Codification	IRC	Internal Revenue Code
ASU	Accounting Standards Update	ISDA	International Swaps and Derivatives Association
ATM	At-the-Market	LIBOR	London Interbank Offered Rate
BOLI	Bank Owned Life Insurance	LIHTC	Low-Income Housing Tax Credit
CBL	Central Business Lines	MBS	Mortgage-Backed Securities
CDARS	Certificate Deposit Account Registry Service	NOL	Net Operating Loss
CDO	Collateralized Debt Obligation	NPV	Net Present Value
CEO	Chief Executive Officer	NUBILs	Net Unrealized Built In Losses
CFO	Chief Financial Officer	OCI	Other Comprehensive Income
CRA	Community Reinvestment Act	OREO	Other Real Estate Owned
CRE	Commercial Real Estate	OTTI	Other-than-Temporary Impairment
EVE	Economic Value of Equity	PCI	Purchased Credit Impaired
FASB	Financial Accounting Standards Board	SEC	Securities and Exchange Commission
FDIC	Federal Deposit Insurance Corporation	SSAE	Statement on Standards for Attestation Engagements
FHLB	Federal Home Loan Bank	TDR	Troubled Debt Restructuring
Form 10-Q	Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2014	TEB	Tax Equivalent Basis
FRB	Federal Reserve Bank	XBRL	eXtensible Business Reporting Language

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## Item 1. Financial Statements.

WESTERN ALLIANCE BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	September 30, 2014 (Unaudited) (in thousands, except per share amounts)	December 31, 2013
Assets:		
Cash and due from banks	\$150,554	\$134,906
Interest-bearing deposits in other financial institutions	108,216	170,608
Cash and cash equivalents	258,770	305,514
Money market investments	373	2,632
Investment securities - measured at fair value	1,935	3,036
Investment securities - AFS, at fair value; amortized cost of \$1,554,531 at September 30, 2014 and \$1,404,048 at December 31, 2013	1,569,689	1,370,696
Investment securities - HTM, at amortized cost; fair value of \$0 at September 30, 2014 and \$281,704 at December 31, 2013	—	283,006
Investments in restricted stock, at cost	25,275	30,186
Loans, net of deferred loan fees and costs	7,929,520	6,801,415
Less: allowance for credit losses	(109,161)	(100,050)
Total loans	7,820,359	6,701,365
Premises and equipment, net	112,057	105,565
Other assets acquired through foreclosure, net	51,787	66,719
Bank owned life insurance	143,167	140,562
Goodwill	23,224	23,224
Other intangible assets, net	2,970	4,150
Deferred tax assets, net	67,501	80,688
Prepaid expenses	6,334	4,778
Other assets	205,383	185,221
Total assets	\$10,288,824	\$9,307,342
Liabilities:		
Deposits:		
Non-interest-bearing demand	\$2,246,730	\$2,199,983
Interest-bearing	6,450,897	5,638,222
Total deposits	8,697,627	7,838,205
Customer repurchase agreements	52,957	71,192
Other borrowings	330,782	341,096
Junior subordinated debt, at fair value	41,793	41,858
Other liabilities	162,543	159,493
Total liabilities	9,285,702	8,451,844
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock - par value \$0.0001 and liquidation value per share of \$1,000; 20,000,000 authorized; 141,000 shares issued and outstanding at September 30, 2014 and December 31, 2013	141,000	141,000
Common stock - par value \$0.0001; 200,000,000 authorized; 87,848,562 shares issued and outstanding at September 30, 2014 and 87,186,403 at December 31,	9	9

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2013

Additional paid in capital	807,257	797,146	
Retained earnings (accumulated deficit)	45,373	(61,111	)
Accumulated other comprehensive income (loss)	9,483	(21,546	)
Total stockholders' equity	1,003,122	855,498	
Total liabilities and stockholders' equity	\$10,288,824	\$9,307,342	

See accompanying Notes to Unaudited Consolidated Financial Statements.

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CONSOLIDATED INCOME STATEMENTS (Unaudited)

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2014	2013	2014	2013
	(in thousands, except per share amounts)			
Interest income:				
Loans, including fees	\$94,436	\$83,994	\$271,823	\$239,812
Investment securities	9,263	7,333	29,416	21,235
Dividends	1,272	953	3,338	3,031
Other	583	400	1,651	995
Total interest income	105,554	92,680	306,228	265,073
Interest expense:				
Deposits	5,172	4,232	14,767	11,893
Other borrowings	1,846	3,409	7,351	8,808
Junior subordinated debt	443	460	1,307	1,381
Customer repurchase agreements	20	20	55	77
Total interest expense	7,481	8,121	23,480	22,159
Net interest income	98,073	84,559	282,748	242,914
Provision for credit losses	419	—	4,426	8,920
Net interest income after provision for credit losses	97,654	84,559	278,322	233,994
Non-interest income:				
Service charges and fees	2,434	2,425	7,701	7,408
Income from bank owned life insurance	1,136	1,832	3,044	3,904
Gain (loss) on sales of investment securities, net	181	(1,679)	) 384	(1,537)
Unrealized gains (losses) on assets and liabilities measured at fair value, net	896	(7	) (145	) (3,865)
Bargain purchase gain from acquisition	—	—	—	10,044
Loss on extinguishment of debt	(502	) —	(502	) —
Other fee revenue	892	1,015	2,860	2,915
Other income	1,189	543	3,492	1,821
Total non-interest income	6,226	4,129	16,834	20,690
Non-interest expense:				
Salaries and employee benefits	32,230	28,689	93,536	83,363
Occupancy	4,500	4,901	13,510	14,500
Legal, professional and directors' fees	3,022	3,438	10,853	9,010
Data processing	2,109	1,872	7,184	5,912
Insurance	1,996	1,884	6,476	6,350
Loan and repossessed asset expenses	1,007	1,136	3,168	3,453
Customer service	888	677	2,216	2,037
Marketing	378	585	1,443	1,962
Intangible amortization	281	597	1,180	1,791
Net (gain) loss on sales / valuations of repossessed and other assets	(1,956	) 371	(4,319	) (234)
Merger / restructure expenses	15	1,018	198	3,833
Other expense	5,542	4,507	16,732	13,158
Total non-interest expense	50,012	49,675	152,177	145,135
Income from continuing operations before provision for income taxes	53,868	39,013	142,979	109,549

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Income tax expense	12,949	10,390	34,279	25,838
Income from continuing operations	40,919	28,623	108,700	83,711
Loss from discontinued operations, net of tax	—	(29	) (1,158	) (160
Net income	40,919	28,594	107,542	83,551
Dividends on preferred stock	353	352	1,058	1,058
Net income available to common stockholders	\$40,566	\$28,242	\$106,484	\$82,493

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(in thousands, except per share amounts)			
Earnings per share from continuing operations:				
Basic	\$0.47	\$0.33	\$1.24	\$0.97
Diluted	0.46	0.33	1.23	0.96
Loss per share from discontinued operations:				
Basic	—	—	(0.01	) (0.01
Diluted	—	—	(0.01	) (0.01
Earnings per share applicable to common stockholders:				
Basic	0.47	0.33	1.23	0.96
Diluted	0.46	0.33	1.22	0.95
Weighted average number of common shares outstanding:				
Basic	86,723	85,799	86,495	85,596
Diluted	87,572	86,769	87,345	86,428
Dividends declared per common share	\$—	\$—	\$—	\$—
See accompanying Notes to Unaudited Consolidated Financial Statements.				

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended September		Nine Months Ended September	
	30,	2013	30,	2013
	2014		2014	
	(in thousands)			
Net income	\$40,919	\$28,594	\$107,542	\$83,551
Other comprehensive income (loss), net:				
Unrealized gain on transfer of HTM securities to AFS, net of tax effect of \$0, \$0, \$(5,367), \$0 for each respective period presented	—	—	8,976	—
Unrealized gain (loss) on AFS securities, net of tax effect of \$(672), \$2,887, \$(13,331) and \$14,327 for each respective period presented	1,124	(4,770	) 22,293	(23,670
Unrealized loss on cash flow hedge, net of tax effect of \$0, \$18, \$0 and \$10 for each respective period presented	—	(30	) —	(17
Realized (gain) loss on sale of AFS securities included in income, net of tax effect of \$68, \$(633), \$144 and \$(580) for each respective period presented	(113	) 1,046	(240	) 957
Net other comprehensive income (loss)	1,011	(3,754	) 31,029	(22,730
Comprehensive income	\$41,930	\$24,840	\$138,571	\$60,821

See accompanying Notes to Unaudited Consolidated Financial Statements.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

	Preferred Stock		Common Stock		Additional	Accumulated	Retained	Total
	Shares	Amount	Shares	Amount	Paid in Capital	Other Comprehensive Income (Loss)	Earnings (Accumulated Deficit)	Stockholders' Equity
	(in thousands)							
December 31, 2012 (1)	141	\$ 141,000	86,465	\$ 9	\$ 784,852	\$ 8,226	\$ (174,666 )	\$ 759,421
Net income	—	—	—	—	—	—	83,551	83,551
Exercise of stock options	—	—	332	—	2,924	—	—	2,924
Stock-based compensation	—	—	111	—	1,608	—	—	1,608
Restricted stock grants, net	—	—	191	—	2,756	—	—	2,756
Dividends on preferred stock	—	—	—	—	—	—	(1,058 )	(1,058 )
Other comprehensive loss, net	—	—	—	—	—	(22,730 )	—	(22,730 )
Balance, September 30, 2013	141	\$ 141,000	87,099	\$ 9	\$ 792,140	\$ (14,504 )	\$ (92,173 )	\$ 826,472
December 31, 2013	141	\$ 141,000	87,186	\$ 9	\$ 797,146	\$ (21,546 )	\$ (61,111 )	\$ 855,498
Net income	—	—	—	—	—	—	107,542	107,542
Exercise of stock options	—	—	216	—	2,774	—	—	2,774
Stock-based compensation	—	—	69	—	1,668	—	—	1,668
Restricted stock grants, net	—	—	262	—	3,110	—	—	3,110
Issuance of common stock under ATM offering, net of offering costs of \$272	—	—	116	—	2,559	—	—	2,559
Dividends on preferred stock	—	—	—	—	—	—	(1,058 )	(1,058 )
Other comprehensive income, net	—	—	—	—	—	31,029	—	31,029
Balance, September 30, 2014	141	\$ 141,000	87,849	\$ 9	\$ 807,257	\$ 9,483	\$ 45,373	\$ 1,003,122

(1) As adjusted, see "Note 10. Income Taxes" to the Unaudited Consolidated Financial Statements. See accompanying Notes to Unaudited Consolidated Financial Statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended September	
	30,	2013
	2014	2013
	(in thousands)	
Cash flows from operating activities:		
Net income	\$107,542	\$83,551
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for credit losses	4,426	8,920
Depreciation and amortization	4,328	4,626
Stock-based compensation	7,652	4,364
Deferred income taxes and income taxes receivable	(7,913	) 1,761
Net amortization of discounts and premiums for investment securities	6,037	7,658
Accretion and amortization of fair market value adjustments due to acquisitions	(13,574	) (8,256
Income from bank owned life insurance	(3,044	) (3,904
(Gains) / losses on:		
Sales of securities, AFS	(384	) 1,537
Acquisition of Centennial Bank	—	(10,044
Extinguishment of debt	502	—
Other assets acquired through foreclosure, net	(2,648	) (2,388
Valuation adjustments of other repossessed assets, net	1,175	2,279
Sale of premises and equipment and other assets, net	(2,846	) (125
Changes in:		
Other assets	(5,909	) 28,840
Other liabilities	11,634	1,122
Fair value of assets and liabilities measured at fair value	145	3,865
Net cash provided by operating activities	107,123	123,806
Cash flows from investing activities:		
Investment securities - measured at fair value		
Principal pay downs and maturities	1,071	1,358
Investment securities - AFS		
Purchases	(81,365	) (373,485
Principal pay downs and maturities	169,461	161,394
Proceeds from sales	32,235	63,153
Investment securities - HTM		
Principal pay downs and maturities	6,600	—
Purchase of investment tax credits	(23,317	) (28,172
Sale (purchase) of money market investments, net	2,259	(3,512
Liquidation of restricted stock	4,911	750
Loan fundings and principal collections, net	(1,117,166	) (388,259
Sale and purchase of premises and equipment, net	(10,503	) (2,472
Proceeds from sale of other real estate owned and repossessed assets, net	25,561	20,513
Cash and cash equivalents acquired in acquisition, net	—	21,204
Net cash used in investing activities	(990,253	) (527,528

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	Nine Months Ended September 30,	
	2014	2013
	(in thousands)	
Cash flows from financing activities:		
Net increase in deposits	859,847	481,989
Net decrease in customer repurchase agreements	(18,235	) (23,510
Proceeds from securities sold short	—	126,664
Net (decrease) increase in borrowings	(9,501	) 121,121
Proceeds from exercise of common stock options	2,774	2,924
Cash dividends paid on preferred stock	(1,058	) (1,058
Proceeds from issuance of stock in offerings, net	2,559	—
Net cash provided by financing activities	836,386	708,130
Net (decrease) increase in cash and cash equivalents	(46,744	) 304,408
Cash and cash equivalents at beginning of year	305,514	204,625
Cash and cash equivalents at end of period	\$258,770	\$509,033
Supplemental disclosure:		
Cash paid during the period for:		
Interest	\$26,677	\$22,648
Income taxes	21,680	20,245
Non-cash investing and financing activities:		
Transfers to other assets acquired through foreclosure, net	9,156	14,010
Unfunded commitments to purchase investment tax credits	12,298	21,828
Non-cash assets acquired in Centennial Bank acquisition	—	410,827
Non-cash liabilities acquired in Centennial Bank acquisition	—	421,987
Change in unrealized gain (loss) on AFS securities, net of tax	22,053	(23,670
Change in unrealized loss on cash flow hedge, net of tax	—	(17
Change in unfunded obligations	(26,905	) (79,033
Transfer of HTM securities to AFS, amortized cost	275,292	—
Unrealized gain on transfer of HTM securities to AFS, net of tax	8,976	—
See accompanying Notes to Unaudited Consolidated Financial Statements.		

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WESTERN ALLIANCE BANCORPORATION AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS  
1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of operation

WAL, incorporated under the laws of the state of Delaware, is a bank holding company headquartered in Phoenix, Arizona. WAL provides full service banking and related services to locally owned businesses, professional firms, real estate developers and investors, local non-profit organizations, high net worth individuals and other consumers through its wholly-owned subsidiary bank, WAB. The Bank operates the following divisions doing business as ABA in Arizona, as FIB in Northern Nevada, as BON in Southern Nevada, as TPB in California, and as AAB throughout the U.S. In addition, the Company has one non-bank subsidiary, LVSP, which holds and manages certain non-performing loans and OREO.

Basis of presentation

The accounting and reporting policies of the Company are in accordance with GAAP and conform to practices within the financial services industry. The accounts of the Company and its consolidated subsidiaries are included in the unaudited Consolidated Financial Statements.

Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant changes in the near term relate to the determination of the allowance for credit losses; estimated cash flows related to PCI loans; fair value determinations related to acquisitions and other assets and liabilities carried at fair value; and determination of the valuation allowance related to deferred tax assets. Although management believes these estimates to be reasonably accurate, actual amounts may differ. In the opinion of management, all adjustments considered necessary have been reflected in the unaudited Consolidated Financial Statements.

Principles of consolidation

On December 31, 2013, the Company consolidated its three bank subsidiaries under one bank charter, WAB. As the subsidiary bank mergers did not meet the definition of a business combination under the guidance of ASC 805, Business Combinations, the entities were combined in a method similar to a pooling of interests.

As of September 30, 2014, WAL has eight wholly-owned subsidiaries: WAB, LVSP and six unconsolidated subsidiaries used as business trusts in connection with issuance of trust-preferred securities.

The Bank has the following wholly-owned subsidiaries: WAB Investments, Inc., BON Investments, Inc., and TPB Investments, Inc., which hold certain investment securities, municipal loans and leases; BW Real Estate, Inc., which operates as a real estate investment trust and holds certain of WAB's real estate loans and related securities; BW Nevada Holdings, LLC, which owns the Company's 2700 West Sahara Avenue, Las Vegas, Nevada office building, and WAEF, which offers equipment finance services nationwide. WAL contributed to WAB all of the outstanding shares of common stock of WAEF on July 1, 2014.

The Company does not have any other significant entities that should be considered for consolidation. All significant intercompany balances and transactions have been eliminated in consolidation.

Reclassifications

Certain amounts in the consolidated financial statements as of December 31, 2013 and for the three and nine months ended September 30, 2013 have been reclassified to conform to the current presentation. The reclassifications have no effect on net income or stockholders' equity as previously reported.

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### Interim financial information

The accompanying unaudited Consolidated Financial Statements as of and for the three and nine months ended September 30, 2014 and 2013 have been prepared in condensed format and, therefore, do not include all of the information and footnotes required by GAAP for complete financial statements. These statements have been prepared on a basis that is substantially consistent with the accounting principles applied to the Company's audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

The information furnished in these interim statements reflects all adjustments which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal, recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the Company's audited Consolidated Financial Statements.

### Business combinations

Business combinations are accounted for under the acquisition method of accounting in accordance with ASC 805. Under the acquisition method, the acquiring entity in a business combination recognizes all of the acquired assets and assumed liabilities at their estimated fair values as of the date of acquisition. Any excess of the purchase price over the fair value of net assets and other identifiable intangible assets acquired is recorded as goodwill. To the extent the fair value of net assets acquired, including identified intangible assets, exceeds the purchase price, a bargain purchase gain is recognized. Assets acquired and liabilities assumed from contingencies are also recognized at fair value, if the fair value can be determined during the measurement period. Results of operations of an acquired business are included in the income statement from the date of acquisition. Acquisition-related costs, including conversion and restructuring charges, are expensed as incurred.

### Investment securities

Investment securities may be classified as HTM, AFS or trading. The appropriate classification is initially decided at the time of purchase. Securities classified as HTM are those debt securities that the Company has both the intent and ability to hold to maturity regardless of changes in market conditions, liquidity needs or general economic conditions. These securities are carried at amortized cost. The sale of a security within three months of its maturity date or after the majority of the principal outstanding has been collected is considered a maturity for purposes of classification and disclosure. See "Note 2. Investment Securities" of these Notes to Unaudited Consolidated Financial Statements for further discussion regarding the Company's HTM portfolio during the period ended September 30, 2014.

Securities classified as AFS or trading are reported as an asset on the Consolidated Balance Sheets at their estimated fair value. As the fair value of AFS securities changes, the changes are reported net of income tax as an element of OCI, except for other-than-temporarily impaired securities. When AFS securities are sold, the unrealized gain or loss is reclassified from OCI to non-interest income. The changes in the fair values of trading securities are reported in non-interest income. Securities classified as AFS are both equity and debt securities that the Company intends to hold for an indefinite period of time, but not necessarily to maturity. Any decision to sell a security classified as AFS would be based on various factors, including significant movements in interest rates, changes in the maturity mix of the Company's assets and liabilities, liquidity needs, decline in credit quality, and regulatory capital considerations. Interest income is recognized based on the coupon rate and increased by accretion of discounts earned or decreased by the amortization of premiums paid over the contractual life of the security, adjusted for prepayment estimates, using the interest method.

In estimating whether there are any OTTI losses, management considers the 1) length of time and the extent to which the fair value has been less than amortized cost; 2) financial condition and near term prospects of the issuer; 3) impact of changes in market interest rates; and 4) intent and ability of the Company to retain its investment for a period of time sufficient to allow for any anticipated recovery in fair value and whether it is not more likely than not the Company would be required to sell the security.

Declines in the fair value of individual AFS debt securities that are deemed to be other than temporary are reflected in earnings when identified. The fair value of the debt security then becomes the new cost basis. For individual debt securities where the Company does not intend to sell the security and it is not more likely than not that the Company

will be required to sell the security before recovery of its amortized cost basis, the other than temporary decline in fair value of the debt security related to 1) credit loss is recognized in earnings; and 2) market or other factors is recognized in other comprehensive income or loss.



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For individual debt securities where the Company either intends to sell the security or more likely than not will not recover all of its amortized cost, the OTTI is recognized in earnings equal to the entire difference between the securities cost basis and its fair value at the balance sheet date. For individual debt securities for which a credit loss has been recognized in earnings, interest accruals and amortization and accretion of premiums and discounts are suspended when the credit loss is recognized. Interest received after accruals have been suspended is recognized on a cash basis.

### Loans, interest and fees from loans

The Company generally holds loans for investment and has the intent and ability to hold loans until their maturity. Therefore, they are reported at book value. Net loans are stated at the amount of unpaid principal, reduced by deferred fees and costs, and an allowance for credit losses. In addition, the book value of loans that are subject to a fair value hedge is adjusted for changes in value attributable to the effective portion of the hedged benchmark interest rate risk. Purchased loans are recorded at estimated fair value on the date of purchase, comprised of unpaid principal less estimated credit losses and interest rate fair value adjustments.

The Company may acquire loans through a business combination or in a purchase for which differences may exist between the contractual cash flows and the cash flows expected to be collected, which are due, at least in part, to credit quality. Loans are evaluated individually to determine if there has been credit deterioration since origination. Such loans may then be aggregated and accounted for as a pool of loans based on common characteristics. When the Company acquires such loans, the yield that may be accreted (accretable yield) is limited to the excess of the Company's estimate of undiscounted cash flows expected to be collected over the Company's initial investment in the loan. The excess of contractual cash flows over the cash flows expected to be collected may not be recognized as an adjustment to yield, loss, or a valuation allowance. Subsequent increases in cash flows expected to be collected generally are recognized prospectively through adjustment of the loan's yield over the remaining life. Subsequent decreases to cash flows expected to be collected are recognized as impairment. The Company may not "carry over" or create a valuation allowance in the initial accounting for loans acquired under these circumstances. For additional information, see "Note 3. Loans, Leases and Allowance for Credit Losses" of these Notes to Unaudited Consolidated Financial Statements.

For purchased loans that are not deemed impaired, fair value adjustments attributable to both credit and interest rates are accreted (or amortized) over the contractual life of the individual loan. Loan fees collected for the origination of loans less direct loan origination costs (net deferred loan fees) are amortized over the contractual life of the loan through interest income. If the loan has scheduled payments, the amortization of the net deferred loan fee is calculated using the interest method over the contractual life of the loan. If the loan does not have scheduled payments, such as a line of credit, the net deferred loan fee is recognized as interest income on a straight-line basis over the contractual life of the loan commitment. Commitment fees based on a percentage of a customer's unused line of credit and fees related to standby letters of credit are recognized over the commitment period.

When loans are repaid, any remaining unamortized balances of premiums, discounts, or net deferred fees are recognized as interest income.

**Nonaccrual loans:** For all loan types except credit cards, when a borrower discontinues making payments as contractually required by the note, the Company must determine whether it is appropriate to continue to accrue interest. Generally, the Company places loans in nonaccrual status and ceases recognizing interest income when the loan has become delinquent by more than 90 days or when management determines that the full repayment of principal and collection of interest according to contractual terms is no longer likely. The Company may decide to continue to accrue interest on certain loans more than 90 days delinquent if the loans are well secured by collateral and in the process of collection. Credit card loans and other personal loans are typically charged-off no later than 180 days delinquent.

For all loan types, when a loan is placed on nonaccrual status, all interest accrued but uncollected is reversed against interest income in the period in which the status is changed. Subsequent payments received from the customer are applied to principal and generally no further interest income is recognized until the principal has been paid in full or until circumstances have changed such that payments are again consistently received as contractually required. The Company recognizes income on a cash basis only for those non-accrual loans for which the collection of the

remaining principal balance is not in doubt.

Impaired loans: A loan is identified as impaired when it is no longer probable that interest and principal will be collected according to the contractual terms of the original loan agreement. Generally, impaired loans are classified as nonaccrual. However, in certain instances, impaired loans may continue on an accrual basis if full repayment of all principal and interest is expected and the loan is both well secured and in the process of collection. Impaired loans are measured for reserve requirements in accordance with ASC 310, Receivables, based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral less applicable disposition costs if the loan is collateral dependent. The amount of an impairment reserve, if any, and

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any subsequent changes are recorded as a provision for credit losses. Losses are recoded as a charge-off when losses are confirmed. In addition to our own internal loan review process, the FDIC may from time to time direct the Company to modify loan grades, loan impairment calculations or loan impairment methodology.

**Troubled Debt Restructured Loans:** A TDR loan is a loan on which the Company, for reasons related to a borrower's financial difficulties, grants a concession to the borrower that the Company would not otherwise consider. The loan terms that have been modified or restructured due to a borrower's financial situation include, but are not limited to, a reduction in the stated interest rate, an extension of the maturity or renewal of the loan at an interest rate below current market, a reduction in the face amount of the debt, a reduction in the accrued interest, or deferral of interest payments. A TDR loan is also considered impaired. Generally, a loan that is modified at an effective market rate of interest may no longer be reported as a TDR in years subsequent to the restructuring if it is performing based on the terms specified by the restructuring agreement. However, such loans continue to be considered impaired.

### Allowance for credit losses

Credit risk is inherent in the business of extending loans and leases to borrowers, for which the Company must maintain an adequate allowance for credit losses. The allowance for credit losses is established through a provision for credit losses recorded to expense. Loans are charged against the allowance for credit losses when management believes that the contractual principal or interest will not be collected. Subsequent recoveries, if any, are credited to the allowance. The allowance is an amount believed adequate to absorb estimated probable losses on existing loans that may become uncollectable, based on evaluation of the collectability of loans and prior credit loss experience, together with other factors. The Company formally re-evaluates and establishes the appropriate level of the allowance for credit losses on a quarterly basis.

The Company's allowance for credit loss methodology incorporates several quantitative and qualitative risk factors used to establish the appropriate allowance for credit losses at each reporting date. Quantitative factors include: 1) our historical loss experience; 2) levels of and trends in delinquencies and impaired loans; 3) levels of and trends in charge-offs and recoveries; 4) trends in volume and terms of loans; 5) changes in underwriting standards or lending policies; 6) experience, ability, depth of lending staff; 7) national and local economic trends and conditions; 8) changes in credit concentrations; 9) changes in quality of loan review system; and 10) changes in the value of underlying collateral.

An internal five-year loss history is also incorporated into the allowance calculation model. Due to the credit concentration of our loan portfolio in real estate secured loans, the value of collateral is heavily dependent on real estate values in Nevada, Arizona and California, which, in some cases, have declined substantially from their peak. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic or other conditions. In addition, the FDIC and state bank regulatory agency, as an integral part of their examination processes, periodically review the Bank's allowances for credit losses, and may require us to make additions to our allowance based on their judgment about information available to them at the time of their examination. Management regularly reviews the assumptions and formulae used in determining the allowance and makes adjustments, if required, to reflect the current risk profile of the portfolio. The allowance consists of specific and general components. The specific allowance applies to impaired loans. For impaired collateral dependent loans, the reserve is calculated based on collateral value, net of estimated disposition costs and other identified quantitative inputs such as historical losses on similar types of loans. Generally, the Company obtains independent collateral valuation analysis for each loan every twelve months. Loans not collateral dependent are evaluated based on the expected future cash flows discounted at the original contractual interest rate. The general allowance covers all non-impaired loans and is based on historical loss experience adjusted for the various qualitative and quantitative factors listed above.

### Other assets acquired through foreclosure

Other assets acquired through foreclosure consist primarily of properties acquired as a result of, or in-lieu-of, foreclosure. Properties or other assets (primarily repossessed assets formerly leased) are classified as OREO and other repossessed property and are initially reported at fair value of the asset less estimated selling costs. Subsequent adjustments are based on the lower of carrying value or fair value, less estimated costs to sell the property. Costs related to the development or improvement of the assets are capitalized and costs related to holding the assets are

charged to non-interest expense. Property is evaluated regularly to ensure the recorded amount is supported by its current fair value and valuation allowances.

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Derivative financial instruments

The Company uses interest-rate swaps to mitigate interest-rate risk associated with changes to 1) the fair value of certain fixed-rate financial instruments (fair value hedges), and 2) certain cash flows related to future interest payments on variable rate financial instruments (cash flow hedges).

The Company recognizes derivatives as assets or liabilities in the consolidated balance sheet at their fair value in accordance with ASC 815, Derivatives and Hedging. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, further, on the type of hedging relationship. On the date the derivative contract is entered into, the Company designates the derivative as a fair value hedge or cash flow hedge. Derivative instruments designated in a hedge relationship to mitigate exposure to changes in the fair value of an asset or liability attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For a fair value hedge, the effective portion of a change in the fair value of an instrument is recorded as a basis adjustment to the underlying hedged asset or liability. For a cash flow hedge, the effective portion of the change in the fair value of the derivative is recorded in AOCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of the change in fair value of a cash flow hedge is recognized immediately in non-interest income in the consolidated income statement. Under both the fair value and cash flow hedge scenarios, changes in the fair value of derivatives not considered to be highly effective in hedging the change in fair value or the expected cash flows of the hedged item are recognized in earnings as non-interest income during the period of the change.

The Company documents its hedge relationships, including identification of the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction at the time the derivative contract is executed. Both at inception and at least quarterly thereafter, the Company assesses whether the derivatives used in hedging transactions are highly effective (as defined in the guidance) in offsetting changes in either the fair value or cash flows of the hedged item. Retroactive effectiveness is assessed, as well as the continued expectation that the hedge will remain effective prospectively. The Company discontinues hedge accounting prospectively when it is determined that a hedge is no longer highly effective. When hedge accounting is discontinued on a fair value hedge that no longer qualifies as an effective hedge, the derivative continues to be reported at fair value on the consolidated balance sheet, but the carrying amount of the hedged item is no longer adjusted for future changes in fair value. The adjustment to the carrying amount of the hedged item that existed at the date hedge accounting is discontinued is amortized over the remaining life of the hedged item into earnings.

Derivative instruments that are not designated as hedges, so called free-standing derivatives, are reported in the consolidated balance sheet at fair value and the changes in fair value are recognized in earnings as non-interest income during the period of change.

The Company occasionally purchases a financial instrument or originates a loan that contains an embedded derivative instrument. Upon purchasing the instrument or originating the loan, the Company assesses whether the economic characteristics of the embedded derivative are clearly and closely related to the economic characteristics of the remaining component of the financial instrument (i.e., the host contract) and whether a separate instrument with the same terms as the embedded instrument would meet the definition of a derivative instrument. When it is determined that 1) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract, and 2) a separate instrument with the same terms would qualify as a derivative instrument, the embedded derivative is separated from the host contract and carried at fair value. However, in cases where 1) the host contract is measured at fair value, with changes in fair value reported in current earnings, or 2) the Company is unable to reliably identify and measure an embedded derivative for separation from its host contract, the entire contract is carried on the consolidated balance sheet at fair value and is not designated as a hedging instrument.

Income taxes

The Company and its subsidiaries, other than BW Real Estate, Inc., file a consolidated federal tax return. Due to tax regulations, several items of income and expense are recognized in different periods for tax return purposes than for financial reporting purposes. These items represent temporary differences. Deferred taxes are provided on an asset and liability method, whereby deferred tax assets are recognized for deductible temporary differences and tax credit carryovers and deferred tax liabilities are recognized for taxable temporary differences. A temporary difference is the difference between the reported amount of an asset or liability and its tax basis. A deferred tax asset is reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

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## Off-balance sheet instruments

In the ordinary course of business, the Company has entered into off-balance sheet financial instrument arrangements consisting of commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the consolidated financial statements when they are funded. They involve, to varying degrees, elements of credit risk in excess of amounts recognized in the consolidated balance sheets. Losses would be experienced when the Company is contractually obligated to make a payment under these instruments and must seek repayment from the borrower, which may not be as financially sound in the current period as they were when the commitment was originally made. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company enters into credit arrangements that generally provide for the termination of advances in the event of a covenant violation or other event of default. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the party. The commitments are collateralized by the same types of assets used as loan collateral. As with outstanding loans, the Company applies qualitative factors and utilization rates to its off-balance sheet obligations in determining an estimate of losses inherent in these contractual obligations. The estimate for credit losses on off-balance sheet instruments is included within other liabilities and the charge to income that establishes this liability is included in non-interest expense.

## Fair values of financial instruments

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities. ASC 820, Fair Value Measurement, establishes a framework for measuring fair value and a three-level valuation hierarchy for disclosure of fair value measurement as well as enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The Company uses various valuation approaches, including market, income and/or cost approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would consider in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs, as follows:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, prepayment speeds, volatilities, etc.) or model-based valuation techniques where all significant assumptions are observable, either directly or indirectly, in the market.

Level 3 - Valuation is generated from model-based techniques where one or more significant inputs are not observable, either directly or indirectly, in the market. These unobservable assumptions reflect the Company's own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques may include use of matrix pricing, discounted cash flow models and similar techniques.

The availability of observable inputs varies based on the nature of the specific financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input

that is significant to the fair value measurement in its entirety.

Fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability, rather than an entity-specific measure. When market assumptions are available, ASC 820 requires the Company to



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make assumptions regarding the assumptions that market participants would use to estimate the fair value of the financial instrument at the measurement date.

ASC 825, Financial Instruments, requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction at September 30, 2014 and December 31, 2013. The estimated fair value amounts for September 30, 2014 and December 31, 2013 have been measured as of period-end, and have not been reevaluated or updated for purposes of these Consolidated Financial Statements subsequent to those dates. As such, the estimated fair values of these financial instruments subsequent to the reporting date may be different than the amounts reported at the period-end.

The information in "Note 12. Fair Value Accounting" in these Notes to Unaudited Consolidated Financial Statements should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a limited portion of the Company's assets and liabilities.

Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimate, comparisons between the Company's disclosures and those of other companies or banks may not be meaningful.

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Cash and cash equivalents

The carrying amounts reported in the consolidated balance sheets for cash and due from banks approximate their fair value.

Money market and certificates of deposit investments

The carrying amounts reported in the consolidated balance sheets for money market investments approximate their fair value.

Investment securities

The fair values of U.S. Treasuries, corporate debt securities, mutual funds, and exchange-listed preferred stock are based on quoted market prices and are categorized as Level 1 in the fair value hierarchy.

The fair values of other investment securities were determined based on matrix pricing. Matrix pricing is a mathematical technique that utilizes observable market inputs including, for example, yield curves, credit ratings and prepayment speeds. Fair values determined using matrix pricing are generally categorized as Level 2 in the fair value hierarchy.

The Company owns certain CDOs for which quoted prices are not available. Quoted prices for similar assets are also not available for these investment securities. In order to determine the fair value of these securities, the Company has estimated the future cash flows and discount rate using third party quotes adjusted based on assumptions regarding the adjustments a market participant would assume necessary for each specific security. As a result of the lack of an active market, the resulting fair values have been categorized as Level 3 in the fair value hierarchy.

Restricted stock

WAB is a member of the FHLB system and maintains an investment in capital stock of the FHLB. WAB also maintains an investment in its primary correspondent bank. These investments are carried at cost since no ready market exists for them, and they have no quoted market value. The Company conducts a periodic review and evaluation of its FHLB stock to determine if any impairment exists. The fair values of these investments have been categorized as Level 2 in the fair value hierarchy.

Loans

Fair value for loans is estimated based on discounted cash flows using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality and adjustments that the Company believes a market participant would consider in determining fair value based on a third party independent valuation. As a result, the fair value for certain loans disclosed in "Note 12. Fair Value Accounting" of these Notes to Unaudited Consolidated Financial Statements is categorized as Level 2 in the fair value hierarchy, excluding impaired loans which are

categorized as Level 3.

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### Accrued interest receivable and payable

The carrying amounts reported in the Consolidated Balance Sheets for accrued interest receivable and payable approximate their fair value. Accrued interest receivable and payable fair value measurements are classified as Level 3 in the fair value hierarchy.

### Derivative financial instruments

All derivatives are recognized in the Consolidated Balance Sheets at their fair value. The fair value for derivatives is determined based on market prices, broker-dealer quotations on similar products or other related input parameters. As a result, the fair values have been categorized as Level 2 in the fair value hierarchy.

### Deposits

The fair value disclosed for demand and savings deposits is by definition equal to the amount payable on demand at their reporting date (that is, their carrying amount), which the Company believes a market participant would consider in determining fair value. The carrying amount for variable-rate deposit accounts approximates their fair value. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on these deposits. The fair value measurement of the deposit liabilities disclosed in "Note 12. Fair Value Accounting" of these Notes to Unaudited Consolidated Financial Statements is categorized as Level 2 in the fair value hierarchy.

### FHLB advances and other borrowings

The fair values of the Company's borrowings are estimated using discounted cash flow analyses, based on the market rates for similar types of borrowing arrangements. FHLB advances have been categorized as Level 2 in the fair value hierarchy due to their short durations. Other borrowings have been categorized as Level 3 in the fair value hierarchy.

### Junior subordinated debt

Junior subordinated debt and subordinated debt are valued by comparing interest rates and spreads to an index relative to the ten-year treasury rate and discounting the contractual cash flows on the Company's debt using these market rates. Junior subordinated debt has been categorized as Level 3 in the fair value hierarchy.

### Off-balance sheet instruments

Fair values for the Company's off-balance sheet instruments (lending commitments and standby letters of credit) are based on quoted fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

### Recent accounting pronouncements

In February 2013, the FASB issued guidance within ASU 2013-04, Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date. The amendments in ASU 2013-04 to Topic 405, Liabilities, provide guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of the Update is fixed at the reporting date, except for obligations addressed with existing GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on behalf of its co-obligors. The guidance also requires an entity to disclose the nature and amount of the obligation, as well as other information about those obligations. The amendment is effective retrospectively for reporting periods beginning after December 15, 2013. The adoption of this guidance did not have a material impact on the Company's Consolidated Financial Statements.

In July 2013, the FASB issued guidance within ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The amendments in ASU 2013-11 to Topic 740, Income Taxes, provide guidance on the financial statement presentation of unrecognized tax benefits when a NOL carryforward, a similar tax loss, or a tax credit carryforward exists. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. The adoption of this guidance did not have a material impact on the Company's Consolidated Financial Statements.

In January 2014, the FASB issued guidance within ASU 2014-01, Accounting for Investments in Qualified Affordable Housing Projects. The amendments in ASU 2014-01 to Topic 323, Equity Investments and Joint Ventures, provide guidance on accounting for investments by a reporting entity in flow-through limited liability entities that manage or invest in affordable



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housing projects that qualify for the LIHTC. The amendments permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). The amendments are effective for fiscal years, and interim periods within those years, beginning after December 31, 2014 and should be applied retrospectively to all periods presented, with early adoption permitted. All of the Company's LIHTC investments are within the scope of this guidance and the Company has adopted this amended guidance beginning on January 1, 2014. As a result, prior period financial information has been adjusted to conform to the amended guidance. See "Note 10. Income Taxes" for the impact that adoption had on the Company's financial condition and results of operations as well as additional disclosures required under these amendments.

In January 2014, the FASB issued guidance within ASU 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. The objective of the amendments in ASU 2014-04 to Topic 310, Receivables - Troubled Debt Restructurings by Creditors, is to clarify when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 31, 2014. An entity can elect to adopt the amendments using either a modified retrospective transition method or a prospective transition method. Early adoption is permitted. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In June 2014, the FASB issued guidance within ASU 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The amendments in ASU 2014-11 to Topic 860, Transfers and Servicing, change the accounting for repurchase-to-maturity transactions to secured borrowing accounting and, for repurchase financing arrangements, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. An entity is required to present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. The accounting changes are effective for the first interim or annual period beginning after December 15, 2014. The amendments also require disclosure of information about certain transactions accounted for as a sale in which the transferor retains substantially all of the exposure to the economic return on the transferred financial assets through an agreement with the same counterparty. An entity will also be required to disclose information about repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions that are accounted for as secured borrowings. The disclosure for certain transactions accounted for as a sale is required to be presented for interim and annual periods beginning after December 15, 2014 and the disclosure for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowings is required to be presented for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

In June 2014, the FASB issued guidance within ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. The amendments in ASU 2014-12 to Topic 718, Compensation - Stock Compensation, provide explicit guidance on whether to treat a performance target that could be achieved after the requisite service period as a performance condition that affects vesting or as a nonvesting condition that affects the grant-date fair value of an award. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted. An entity may elect to apply the amendments either prospectively to all awards granted or modified after the effective date or retrospectively to all awards with performance targets that are outstanding as of the beginning of the earliest annual period presented in the financial statements and to all new or modified awards thereafter. The Company is in the process of evaluating the impact that adoption of this guidance will have on its Consolidated Financial Statements.

In August 2014, the FASB issued guidance within ASU 2014-15, Presentation of Financial Statements - Going Concern. The amendments in ASU 2014-15 to Subtopic 205-40 provide guidance about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. The adoption of this guidance is not expected to have a material impact on the Company's Consolidated Financial Statements.

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## 2. INVESTMENT SECURITIES

The carrying amounts and fair values of investment securities at September 30, 2014 and December 31, 2013 are summarized as follows:

	September 30, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
	(in thousands)			
Available-for-sale				
U.S. government-sponsored agency securities	\$18,699	\$—	\$(705)	) \$17,994
Corporate debt securities	97,773	789	(1,616)	) 96,946
Municipal obligations	295,989	12,176	(770)	) 307,395
Preferred stock	83,431	1,488	(2,692)	) 82,227
Mutual funds	37,449	419	(54)	) 37,814
Residential MBS issued by GSEs	902,528	8,658	(3,234)	) 907,952
Commercial MBS issued by GSEs	2,061	56	—	) 2,117
Private label residential MBS	55,212	35	(1,602)	) 53,645
Private label commercial MBS	5,177	159	—	) 5,336
Trust preferred securities	32,000	—	(5,780)	) 26,220
CRA investments	24,162	—	(172)	) 23,990
Collateralized debt obligations	50	8,052	(49)	) 8,053
Total AFS securities	\$1,554,531	\$31,832	\$(16,674)	) \$1,569,689
Securities measured at fair value				
Residential MBS issued by GSEs				) \$1,935

In May 2014, the Company's investment committee reassessed the Company's holdings in CDOs, and gave management the discretion to sell CDOs and to reinvest in higher grade investment securities. This change in intent, prior to maturity or recovery, necessitated a reclassification of all HTM securities to AFS. At the date of transfer, the securities had a total amortized cost of \$275.3 million and fair value of \$289.6 million. The Company recognized an unrealized gain of \$9.0 million, net of tax, in AOCI at the date of the transfer.

	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
	(in thousands)			
Available-for-sale				
U.S. government sponsored agency securities	\$49,110	\$—	\$(2,135)	) \$46,975
Municipal obligations	121,671	316	(6,322)	) 115,665
Preferred stock	68,110	853	(7,479)	) 61,484
Mutual funds	37,423	93	(984)	) 36,532
Residential MBS issued by GSEs	1,028,402	5,567	(12,548)	) 1,021,421
Private label residential MBS	38,250	—	(2,151)	) 36,099
Private label commercial MBS	5,252	181	—	) 5,433
Trust preferred securities	32,000	—	(8,195)	) 23,805
CRA investments	23,830	—	(548)	) 23,282
Total AFS securities	\$1,404,048	\$7,010	\$(40,362)	) \$1,370,696
Securities measured at fair value				

Residential MBS issued by GSEs

\$3,036

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	December 31, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
	(in thousands)			
Held-to-maturity				
Collateralized debt obligations	\$50	\$1,346	\$—	\$1,396
Corporate debt securities	97,777	775	(3,826)	) 94,726
Municipal obligations	183,579	2,773	(2,370)	) 183,982
CRA investments	1,600	—	—	1,600
Total HTM securities	\$283,006	\$4,894	\$(6,196)	) \$281,704

For additional information on the fair value changes of the securities measured at fair value, see the trading securities table in "Note 12. Fair Value Accounting" of these Notes to Unaudited Consolidated Financial Statements.

The Company conducts an OTTI analysis on a quarterly basis. The initial indication of OTTI for both debt and equity securities is a decline in the market value below the amount recorded for an investment, taking into account the severity and duration of the decline. Another potential indication of OTTI is a downgrade below investment grade. In determining whether an impairment is OTTI, the Company considers the length of time and the extent to which the market value has been below cost, recent events specific to the issuer, including investment downgrades by rating agencies and economic conditions of its industry, and the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery. For marketable equity securities, the Company also considers the issuer's financial condition, capital strength and near-term prospects.

For debt securities, for the purpose of OTTI analysis, the Company also considers the cause of the price decline (general level of interest rates and industry and issuer specific factors), the issuer's financial condition, near-term prospects and current ability to make future payments in a timely manner, as well as the issuer's ability to service debt, and any change in agencies' ratings at the evaluation date from the acquisition date and any likely imminent action. For ARPS with a fair value below cost that is not attributable to the credit deterioration of the issuer, such as a decline in cash flows from the security or a downgrade in the security's rating below investment grade, a loss is recorded in other comprehensive income rather than earnings when the Company determines there is intent and ability to retain its investment for a period of time sufficient to allow for any anticipated recovery in fair value.

The Company has reviewed securities for which there is an unrealized loss in accordance with its accounting policy for OTTI described above and determined that there were no impairment charges for the three and nine months ended September 30, 2014 and 2013.

The Company does not consider any securities to be other-than-temporarily impaired as of September 30, 2014 and December 31, 2013. No assurance can be made that additional OTTI will not occur in future periods.

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Information pertaining to securities with gross unrealized losses at September 30, 2014 and December 31, 2013, aggregated by investment category and length of time that individual securities have been in a continuous loss position follows:

	September 30, 2014		More Than Twelve Months		Total	
	Less Than Twelve Months		Gross	Fair Value	Gross	Fair Value
	Gross	Fair Value	Gross	Fair Value	Gross	Fair Value
	Unrealized	Fair Value	Unrealized	Fair Value	Unrealized	Fair Value
	Losses		Losses		Losses	
	(in thousands)					
Available-for-sale						
U.S. government sponsored agency securities	\$—	\$—	\$705	\$17,993	\$705	\$17,993
Corporate debt securities	488	24,512	1,128	53,872	1,616	78,384
Preferred stock	271	16,808	2,421	28,136	2,692	44,944
Mutual funds	54	26,049	—	—	54	26,049
Residential MBS issued by GSEs	478	65,649	2,756	120,977	3,234	186,626
Municipal obligations	11	2,255	759	24,252	770	26,507
Private label residential MBS	63	6,615	1,539	25,903	1,602	32,518
Trust preferred securities	—	—	5,780	26,220	5,780	26,220
CRA investments	—	—	172	23,937	172	23,937
Collateralized debt obligations	49	—	—	—	49	—
Total AFS securities	\$1,414	\$141,888	\$15,260	\$321,290	\$16,674	\$463,178
December 31, 2013						
	Less Than Twelve Months		More Than Twelve Months		Total	
	Gross	Fair Value	Gross	Fair Value	Gross	Fair Value
	Unrealized	Fair Value	Unrealized	Fair Value	Unrealized	Fair Value
	Losses		Losses		Losses	
	(in thousands)					
Available-for-sale						
U.S. government sponsored agency securities	\$2,135	\$46,976	\$—	\$—	\$2,135	\$46,976
Preferred stock	7,479	44,637	—	—	7,479	44,637
Mutual funds	984	30,101	—	—	984	30,101
Residential MBS issued by GSEs	11,934	601,756	614	8,984	12,548	610,740
Municipal obligations	3,545	72,300	2,777	17,923	6,322	90,223
Private label residential MBS	2,009	32,517	142	3,583	2,151	36,100
Trust preferred securities	—	—	8,195	23,807	8,195	23,807
Other	548	23,823	—	—	548	23,823
Total AFS securities	\$28,634	\$852,110	\$11,728	\$54,297	\$40,362	\$906,407
Held-to-maturity						
Corporate debt securities	\$163	\$9,837	\$3,663	\$71,337	\$3,826	\$81,174
Municipal obligations	1,624	50,740	746	5,102	2,370	55,842
Total HTM securities	\$1,787	\$60,577	\$4,409	\$76,439	\$6,196	\$137,016

At September 30, 2014 and December 31, 2013, the Company's unrealized losses relate primarily to interest rate fluctuations, credit spread widening and reduced liquidity in applicable markets. The total number of securities in an unrealized loss position at September 30, 2014 was 134, compared to 252 at December 31, 2013. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and industry analysis reports. Since material downgrades have not occurred and management does not intend to sell the debt securities in an unrealized loss position in the foreseeable future, none of the securities described in the above table or in this paragraph were deemed to be other than temporarily impaired.

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The corporate bonds and trust preferred securities have yields based on floating rate LIBOR, which are highly correlated to the federal funds rate and have been negatively affected by the low rate environment. This has resulted in unrealized losses for these securities. The FRB continues to express its intention to keep interest rates, particularly the federal funds rate, at historically low levels into 2016.

The amortized cost and fair value of securities as of September 30, 2014, by contractual maturities, are shown below. The actual maturities of the MBS may differ from their contractual maturities because the loans underlying the securities may be repaid without any penalties due to borrowers that have the right to call or prepay obligations with or without call or prepayment penalties. Therefore, these securities are listed separately in the maturity summary.

	September 30, 2014	
	Amortized Cost	Estimated Fair Value
	(in thousands)	
Available-for-sale		
Due in one year or less	\$68,891	\$69,122
After one year through five years	51,764	53,051
After five years through ten years	196,033	198,078
After ten years	272,865	280,388
Mortgage-backed securities	964,978	969,050
Total AFS securities	\$1,554,531	\$1,569,689

The following tables summarize the carrying amounts of the Company's investment ratings position as September 30, 2014 and December 31, 2013:

	September 30, 2014							
	AAA	Split-rated AAA/AA+	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and below	Unrated	Totals
	(in thousands)							
Available-for-Sale								
Municipal obligations	\$8,264	\$—	\$137,984	\$154,672	\$6,270	\$205	\$—	\$307,395
Residential MBS issued by GSEs	—	907,952	—	—	—	—	—	907,952
Commercial MBS issued by GSEs	—	2,117	—	—	—	—	—	2,117
Private label residential MBS	42,970	—	79	3,590	3,835	3,171	—	53,645
Private label commercial MBS	5,336	—	—	—	—	—	—	5,336
Mutual funds (2)	—	—	—	—	37,814	—	—	37,814
U.S. government sponsored agency securities	—	17,994	—	—	—	—	—	17,994
Preferred stock	—	—	—	—	52,301	19,544	10,382	82,227
Trust preferred securities	—	—	—	—	26,220	—	—	26,220
Collateralized debt obligations	—	—	—	—	—	8,053	—	8,053
Corporate debt securities	—	—	2,777	25,211	68,958	—	—	96,946
CRA Investments	—	—	—	—	—	—	23,990	23,990
Total AFS Securities (1)	\$56,570	\$928,063	\$140,840	\$183,473	\$195,398	\$30,973	\$34,372	\$1,569,689

Securities Measured  
at Fair Value

Residential MBS issued by GSEs	\$—	\$ 1,935	\$—	\$—	\$—	\$—	\$—	\$1,935
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(1) The Company used the average credit rating of the combination of S&P, Moody's and Fitch in the above table where ratings differed.

(2) At least 80% of the portfolio of these mutual funds consist of investment grade corporate debt securities.

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	December 31, 2013							Totals
	AAA	Split-rated AAA/AA+	AA+ to AA-	A+ to A-	BBB+ to BBB-	BB+ and below	Unrated	
	(in thousands)							
Available-for-Sale								
Municipal obligations	\$—	\$—	\$58,061	\$57,389	\$—	\$215	\$—	\$115,665
Residential MBS issued by GSEs	—	1,021,421	—	—	—	—	—	1,021,421
Private label residential MBS	23,646	—	125	4,101	4,625	3,602	—	36,099
Private label commercial MBS	5,433	—	—	—	—	—	—	5,433
Mutual funds (2)	—	—	—	—	36,532	—	—	36,532
U.S. government sponsored agency securities	—	46,975	—	—	—	—	—	46,975
Preferred stock	—	—	—	—	45,847	13,244	2,393	61,484
Trust preferred securities	—	—	—	—	23,805	—	—	23,805
CRA Investments	—	—	—	—	—	—	23,282	23,282
Total AFS Securities (1)	\$29,079	\$1,068,396	\$58,186	\$61,490	\$110,809	\$17,061	\$25,675	\$1,370,696
Securities Measured at Fair Value								
Residential MBS issued by GSEs	\$—	\$3,036	\$—	\$—	\$—	\$—	\$—	\$3,036
Held-to-Maturity								
Municipal obligations	\$7,965	\$—	\$71,749	\$96,560	\$7,305	\$—	\$—	\$183,579
Collateralized debt obligations	—	—	—	—	—	50	—	50
Corporate debt securities	—	—	2,697	35,102	59,978	—	—	97,777
CRA investments	—	—	—	—	—	—	1,600	1,600
Total HTM Securities	\$7,965	\$—	\$74,446	\$131,662	\$67,283	\$50	\$1,600	\$283,006

(1) The Company used the average credit rating of the combination of S&P, Moody's and Fitch in the above table where ratings differed.

(2) At least 80% of the portfolio of these mutual funds consist of investment grade corporate debt securities. Securities with carrying amounts of approximately \$760.7 million and \$662.5 million at September 30, 2014 and December 31, 2013, respectively, were pledged for various purposes as required or permitted by law.

The following table presents gross gains and losses on sales of investment securities:

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2013	2013	2013
	(in thousands)			
Gross gains	\$181	\$602	\$547	\$870
Gross losses	—	(2,281)	(163)	(2,407)

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Net gains (losses) on sales of investment securities	\$181	\$(1,679	) \$384	\$(1,537	)
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## 3. LOANS, LEASES AND ALLOWANCE FOR CREDIT LOSSES

The composition of the Company's loan portfolio is as follows:

	September 30, 2014	December 31, 2013
	(in thousands)	
Commercial and industrial	\$3,074,465	\$2,236,740
Commercial real estate - non-owner occupied	1,998,887	1,843,415
Commercial real estate - owner occupied	1,621,877	1,561,862
Construction and land development	677,141	537,231
Residential real estate	316,939	350,312
Commercial leases	217,684	235,968
Consumer	32,996	45,153
Net deferred loan fees and costs	(10,469 )	(9,266 )
Loans, net of deferred fees and costs	7,929,520	6,801,415
Allowance for credit losses	(109,161 )	(100,050 )
Total	\$7,820,359	\$6,701,365

The following table presents the contractual aging of the recorded investment in past due loans by class of loans, excluding deferred fees and costs:

	September 30, 2014				Total Past Due	Total
	Current	30-59 Days Past Due	60-89 Days Past Due	Over 90 days Past Due		
	(in thousands)					
Commercial real estate						
Owner occupied	\$1,616,404	\$1,138	\$1,483	\$2,852	\$5,473	\$1,621,877
Non-owner occupied	1,794,889	1,544	3,037	5,240	9,821	1,804,710
Multi-family	193,550	207	420	—	627	194,177
Commercial and industrial						
Commercial	3,060,912	12,577	20	956	13,553	3,074,465
Leases	217,684	—	—	—	—	217,684
Construction and land development						
Construction	348,970	—	—	922	922	349,892
Land	327,087	129	—	33	162	327,249
Residential real estate	306,851	232	1,129	8,727	10,088	316,939
Consumer	32,227	143	56	570	769	32,996
Total loans	\$7,898,574	\$15,970	\$6,145	\$19,300	\$41,415	\$7,939,989



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	December 31, 2013				Total Past Due	Total
	Current (in thousands)	30-59 Days Past Due	60-89 Days Past Due	Over 90 days Past Due		
Commercial real estate						
Owner occupied	\$1,555,210	\$1,759	\$406	\$4,487	\$6,652	\$1,561,862
Non-owner occupied	1,627,062	8,774	4,847	15,767	29,388	1,656,450
Multi-family	186,965	—	—	—	—	186,965
Commercial and industrial						
Commercial	2,232,186	1,868	233	2,453	4,554	2,236,740
Leases	235,618	—	—	350	350	235,968
Construction and land development						
Construction	291,883	—	—	—	—	291,883
Land	243,741	264	1,343	—	1,607	245,348
Residential real estate	339,566	2,423	1,368	6,955	10,746	350,312
Consumer	44,018	466	155	514	1,135	45,153
Total loans	\$6,756,249	\$15,554	\$8,352	\$30,526	\$54,432	\$6,810,681

The following table presents the recorded investment in nonaccrual loans and loans past due ninety days or more and still accruing interest by class of loans:

	September 30, 2014			Loans past due 90 days or more and still accruing	December 31, 2013			Loans past due 90 days or more and still accruing
	Current	Past Due/Delinquen	Total Non-accrual		Current	Past Due/Delinquen	Total Non-accrual	
	(in thousands)							
Commercial real estate								
Owner occupied	\$12,487	\$ 2,413	\$ 14,900	\$1,915	\$9,330	\$ 3,600	\$ 12,930	\$887
Non-owner occupied	31,844	8,569	40,413	—	17,930	23,996	41,926	—
Multi-family	—	—	—	—	—	—	—	—
Commercial and industrial								
Commercial	1,551	518	2,069	449	622	2,682	3,304	125
Leases	394	—	394	—	99	350	449	—
Construction and land development								
Construction	—	—	—	922	—	—	—	—
Land	5,499	34	5,533	—	3,133	1,392	4,525	—
Residential real estate	1,925	9,523	11,448	—	5,067	7,413	12,480	47
Consumer	26	309	335	272	27	39	66	475
Total	\$53,726	\$ 21,366	\$ 75,092	\$3,558	\$36,208	\$ 39,472	\$ 75,680	\$1,534

The reduction in interest income associated with loans on nonaccrual status was approximately \$0.3 million and \$1.2 million for the three months ended September 30, 2014 and 2013, respectively, and approximately \$1.6 million and

\$2.5 million, respectively, for the nine months ended September 30, 2014 and 2013.

The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company's risk rating system, the Company classifies problem and potential problem loans as "Special Mention," "Substandard," "Doubtful," and "Loss." Substandard loans include those characterized by well-defined weaknesses and carry the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Loans classified as Doubtful, or risk rated eight, have all the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The final rating of Loss covers loans considered uncollectible and having such little

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recoverable value that it is not practical to defer writing off the asset. Loans that do not currently expose the Company to sufficient risk to warrant classification in one of the aforementioned categories, but possess weaknesses that deserve management's close attention, are deemed to be Special Mention. Risk ratings are updated, at a minimum, quarterly.

The following tables present gross loans by risk rating:

	September 30, 2014					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(in thousands)					
Commercial real estate						
Owner occupied	\$1,553,531	\$22,723	\$44,257	\$1,366	\$—	\$1,621,877
Non-owner occupied	1,688,769	45,182	70,325	434	—	1,804,710
Multi-family	193,724	—	453	—	—	194,177
Commercial and industrial						
Commercial	3,040,012	10,552	23,901	—	—	3,074,465
Leases	213,572	3,028	1,084	—	—	217,684
Construction and land development						
Construction	345,111	4,781	—	—	—	349,892
Land	296,742	9,706	20,801	—	—	327,249
Residential real estate	296,049	2,072	18,818	—	—	316,939
Consumer	32,211	126	659	—	—	32,996
Total	\$7,659,721	\$98,170	\$180,298	\$1,800	\$—	\$7,939,989

	September 30, 2014					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(in thousands)					
Current (up to 29 days past due)	\$7,653,936	\$97,688	\$145,584	\$1,366	\$—	\$7,898,574
Past due 30 - 59 days	3,645	406	11,919	—	—	15,970
Past due 60 - 89 days	754	76	4,881	434	—	6,145
Past due 90 days or more	1,386	—	17,914	—	—	19,300
Total	\$7,659,721	\$98,170	\$180,298	\$1,800	\$—	\$7,939,989

	December 31, 2013					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(in thousands)					
Commercial real estate						
Owner occupied	\$1,483,190	\$33,065	\$44,649	\$958	\$—	\$1,561,862
Non-owner occupied	1,498,500	64,588	93,362	—	—	1,656,450
Multi-family	186,479	—	486	—	—	186,965
Commercial and industrial						
Commercial	2,208,947	10,058	16,231	1,504	—	2,236,740
Leases	231,344	4,175	449	—	—	235,968
Construction and land development						
Construction	291,402	481	—	—	—	291,883
Land	210,615	13,762	20,971	—	—	245,348
Residential real estate	323,333	3,037	23,942	—	—	350,312
Consumer	43,516	799	838	—	—	45,153

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Total	\$6,477,326	\$129,965	\$200,928	\$2,462	\$—	\$6,810,681
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	December 31, 2013					
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(in thousands)					
Current (up to 29 days past due)	\$6,471,951	\$129,208	\$154,441	\$649	\$—	\$6,756,249
Past due 30 - 59 days	4,205	602	10,747	—	—	15,554
Past due 60 - 89 days	1,123	155	7,074	—	—	8,352
Past due 90 days or more	47	—	28,666	1,813	—	30,526
Total	\$6,477,326	\$129,965	\$200,928	\$2,462	\$—	\$6,810,681

The table below reflects the recorded investment in loans classified as impaired:

	September 30, 2014	December 31, 2013
	(in thousands)	
Impaired loans with a specific valuation allowance under ASC 310	\$183,469	\$25,754
Impaired loans without a specific valuation allowance under ASC 310	701	152,623
Total impaired loans	\$184,170	\$178,377
Valuation allowance related to impaired loans	\$(17,456)	\$(5,280)

As a result of the FDIC review performed as of March 31, 2014, the FDIC recommended that the Company revise its presentation of certain impaired loans individually assessed for impairment under ASC 450. Accordingly, the presentation of impaired loans with and without a specific valuation allowance under ASC 310, which allows for the collective assessment of a group of loans in estimating the valuation allowance, has been revised to reflect this presentation.

The following table presents impaired loans by class:

	September 30, 2014	December 31, 2013
	(in thousands)	
Commercial real estate		
Owner occupied	\$42,374	\$37,902
Non-owner occupied	72,384	73,152
Multi-family	—	—
Commercial and industrial		
Commercial	20,235	16,892
Leases	394	449
Construction and land development		
Construction	—	—
Land	22,963	23,069
Residential real estate	25,313	26,376
Consumer	507	537
Total	\$184,170	\$178,377

A valuation allowance is established for an impaired loan when the fair value of the loan is less than the recorded investment. In certain cases, portions of impaired loans are charged-off to realizable value instead of establishing a valuation allowance and are included, when applicable in the table above as "Impaired loans without a specific valuation allowance under ASC 310." However, before concluding that an impaired loan needs no associated valuation allowance, an assessment is made to consider all available and relevant information for the method used to evaluate impairment and the type of loan being assessed. The valuation allowance disclosed above is included in the allowance for credit losses reported in the Consolidated Balance Sheets as of September 30, 2014 and December 31, 2013.



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The following table presents the average investment in impaired loans by loan class:

	Three Months Ended September		Nine Months Ended September	
	30, 2014	2013	30, 2014	2013
	(in thousands)			
Commercial real estate				
Owner occupied	\$34,154	\$46,108	\$35,081	\$52,030
Non-owner occupied	69,731	54,211	69,499	54,553
Multi-family	—	—	—	118
Commercial and industrial				
Commercial	16,156	13,786	15,726	14,558
Leases	402	565	420	817
Construction and land development				
Construction	—	—	—	—
Land	20,994	27,418	21,290	28,268
Residential real estate	25,761	34,616	26,722	34,972
Consumer	650	564	552	629
Total	\$167,848	\$177,268	\$169,290	\$185,945

The following table presents interest income on impaired loans by class:

	Three Months Ended September		Nine Months Ended September	
	30, 2014	2013	30, 2014	2013
	(in thousands)			
Commercial real estate				
Owner occupied	\$365	\$426	\$1,130	\$1,182
Non-owner occupied	386	458	1,161	1,283
Multi-family	—	—	—	—
Commercial and industrial				
Commercial	184	185	561	454
Leases	—	—	—	—
Construction and land development				
Construction	—	—	—	—
Land	251	328	807	874
Residential real estate	165	21	482	45
Consumer	14	7	45	22
Total	\$1,365	\$1,425	\$4,186	\$3,860

The Company is not committed to lend significant additional funds on these impaired loans.

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The following table summarizes nonperforming assets:

	September 30, 2014	December 31, 2013
	(in thousands)	
Nonaccrual loans	\$75,092	\$75,680
Loans past due 90 days or more on accrual status	3,558	1,534
Troubled debt restructured loans	90,308	89,576
Total nonperforming loans	168,958	166,790
Other assets acquired through foreclosure, net	51,787	66,719
Total nonperforming assets	\$220,745	\$233,509

## Loans Acquired with Deteriorated Credit Quality

Changes in the accretable yield for loans acquired with deteriorated credit quality are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
	(in thousands)			
Balance, at beginning of period	\$23,183	\$26,073	\$28,164	\$7,072
Addition due to acquisition	—	—	—	22,318
Reclassification from non-accretable to accretable yield	1,613	4,804	4,643	5,851
Accretion to interest income	(1,562)	(2,044)	(5,764)	(6,408)
Reversal of fair value adjustments upon disposition of loans	(3,509)	—	(7,318)	—
Balance, at end of period	\$19,725	\$28,833	\$19,725	\$28,833

The primary drivers of reclassification from non-accretable to accretable yield resulted from changes in estimated cash flows.

## Allowance for Credit Losses

The following table summarizes the changes in the allowance for credit losses by portfolio type:

	Three Months Ended September 30,					
	Construction and Land Development (in thousands)	Commercial Real Estate	Residential Real Estate	Commercial and Industrial	Consumer	Total
2014						
Beginning balance	\$16,873	\$34,349	\$10,227	\$42,861	\$1,627	\$105,937
Charge-offs	—	(193)	(423)	(110)	(285)	(1,011)
Recoveries	182	1,779	768	1,053	34	3,816
Provision	1,710	(1,945)	(1,043)	1,779	(82)	419
Ending balance	\$18,765	\$33,990	\$9,529	\$45,583	\$1,294	\$109,161
2013						
Beginning balance	\$9,614	\$34,583	\$13,847	\$37,383	\$896	\$96,323
Charge-offs	—	(864)	(1,138)	(544)	(712)	(3,258)
Recoveries	966	422	430	2,242	726	4,786
Provision	(533)	(278)	(247)	354	704	—
Ending balance	\$10,047	\$33,863	\$12,892	\$39,435	\$1,614	\$97,851



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	Nine Months Ended September 30,					
	Construction and Land Development (in thousands)	Commercial Real Estate	Residential Real Estate	Commercial and Industrial	Consumer	Total
2014						
Beginning balance	\$14,519	\$32,064	\$11,640	\$39,657	\$2,170	\$100,050
Charge-offs	(78	) (694	) (1,352	) (2,626	) (302	) (5,052
Recoveries	891	3,587	1,635	3,229	395	9,737
Provision	3,433	(967	) (2,394	) 5,323	(969	) 4,426
Ending balance	\$18,765	\$33,990	\$9,529	\$45,583	\$1,294	\$109,161
2013						
Beginning balance	\$10,554	\$34,982	\$15,237	\$32,860	\$1,794	\$95,427
Charge-offs	(852	) (6,142	) (5,641	) (3,379	) (1,005	) (17,019
Recoveries	1,787	1,997	1,548	4,440	751	10,523
Provision	(1,442	) 3,026	1,748	5,514	74	8,920
Ending balance	\$10,047	\$33,863	\$12,892	\$39,435	\$1,614	\$97,851

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The following table presents impairment method information related to loans and the allowance for credit losses by loan portfolio segment:

	Commercial Real Estate-Owner Occupied (in thousands)	Commercial Real Estate-Non-Owner Occupied (in thousands)	Commercial and Industrial	Residential Real Estate	Construction and Land Development	Commercial Leases	Consumer	Total Loans
Loans as of September 30, 2014:								
Recorded								
Investment								
Impaired loans with an allowance recorded (1)	\$42,374	\$ 72,385	\$20,179	\$25,313	\$ 22,963	\$57	\$ 198	\$183,469
Impaired loans with no allowance recorded (1)	—	—	55	—	—	337	309	701
Total loans individually evaluated for impairment	42,374	72,385	20,234	25,313	22,963	394	507	184,170
Loans collectively evaluated for impairment	1,502,491	1,907,322	3,053,960	289,324	654,178	217,290	32,489	7,657,054
Loans acquired with deteriorated credit quality	77,012	19,180	271	2,302	—	—	—	98,765
Total loans	\$1,621,877	\$ 1,998,887	\$3,074,465	\$316,939	\$ 677,141	\$217,684	\$32,996	\$7,939,989
Unpaid Principal Balance								
Impaired loans with an allowance recorded	\$45,541	\$ 73,620	\$20,799	\$30,696	\$ 23,397	\$57	\$ 210	\$194,320
Impaired loans with no allowance recorded	—	—	290	—	—	489	309	1,088
Total loans individually evaluated for impairment	45,541	73,620	21,089	30,696	23,397	546	519	195,408
Loans collectively	1,502,491	1,907,322	3,053,960	289,324	654,178	217,290	32,489	7,657,054

evaluated for impairment								
Loans acquired with deteriorated credit quality	24,415	107,973	698	3,470	—	—	—	136,556
Total loans	\$1,572,447	\$ 2,088,915	\$3,075,747	\$323,490	\$ 677,575	\$217,836	\$ 33,008	\$7,989,018
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	\$3,152	\$ 4,946	\$3,719	\$2,044	\$ 3,505	\$39	\$ 51	\$17,456
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	3,152	4,946	3,719	2,044	3,505	39	51	17,456
Loans collectively evaluated for impairment	11,651	14,157	39,186	7,485	15,260	2,639	1,243	91,621
Loans acquired with deteriorated credit quality	20	64	—	—	—	—	—	84
Total loans	\$14,823	\$ 19,167	\$42,905	\$9,529	\$ 18,765	\$2,678	\$ 1,294	\$109,161

(1) As discussed on page 28, the presentation of certain impaired loans and the related allowance for credit losses on these loans has been revised to reflect the FDIC's preferred presentation.

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	Commercial Real Estate-Owner Occupied (in thousands)	Commercial Real Estate-Non-Owner Occupied	Commercial and Industrial	Residential Real Estate	Construction and Land Development	Commercial Leases	Consumer	Total Loans
Loans as of December 31, 2013:								
Recorded								
Investment								
Impaired loans with an allowance recorded	\$1,092	\$ 17,932	\$1,907	\$4,580	\$ 118	\$99	\$26	\$25,754
Impaired loans with no allowance recorded	36,810	55,220	14,985	21,796	22,951	350	511	152,623
Total loans individually evaluated for impairment	37,902	73,152	16,892	26,376	23,069	449	537	178,377
Loans collectively evaluated for impairment	1,500,740	1,678,242	2,219,500	321,683	513,681	235,519	44,616	6,513,981
Loans acquired with deteriorated credit quality	23,220	92,021	348	2,253	481	—	—	118,323
Total loans	\$1,561,862	\$ 1,843,415	\$2,236,740	\$350,312	\$ 537,231	\$235,968	\$45,153	\$6,810,681
Unpaid Principal Balance								
Impaired loans with an allowance recorded	\$1,092	\$ 19,273	\$2,120	\$4,729	\$ 118	\$99	\$27	\$27,458
Impaired loans with no allowance recorded	43,537	58,322	15,731	27,550	24,137	502	523	170,302
Total loans individually evaluated for impairment	44,629	77,595	17,851	32,279	24,255	601	550	197,760
Loans collectively evaluated for impairment	1,500,740	1,678,242	2,219,500	321,683	513,681	235,519	44,616	6,513,981

Loans acquired with deteriorated credit quality	34,951	130,279	1,403	3,728	804	—	—	171,165
Total loans	\$1,580,320	\$ 1,886,116	\$2,238,754	\$357,690	\$ 538,740	\$236,120	\$45,166	\$6,882,906
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	\$402	\$ 2,121	\$702	\$1,896	\$ 85	\$70	\$4	\$5,280
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	402	2,121	702	1,896	85	70	4	5,280
Loans collectively evaluated for impairment	12,158	17,061	36,344	9,744	14,434	2,541	2,166	94,448
Loans acquired with deteriorated credit quality	—	322	—	—	—	—	—	322
Total loans	\$12,560	\$ 19,504	\$37,046	\$11,640	\$ 14,519	\$2,611	\$2,170	\$100,050

For the first three quarters of 2013, the baseline historical loss rates were computed using a weighted ratio of the 1-year and 5-year historical loss rates. As the market environment improved throughout 2013 and shorter-term loss rates compressed below longer-term levels, the Company determined during the fourth quarter of 2013 that the 5-year historical loss rates were a better representation of longer-term expectations for probable losses. Accordingly, the allowance calculation for the quarter ended September 30, 2014 continues to apply a 100% weight to the 5-year historical loss rate (per loan category).

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## Troubled Debt Restructurings

A TDR loan is a loan on which the Company, for reasons related to a borrower's financial difficulties, grants a concession to the borrower that the Company would not otherwise consider. The loan terms that have been modified or restructured due to a borrower's financial situation include, but are not limited to, a reduction in the stated interest rate, an extension of the maturity or renewal of the loan at an interest rate below current market, a reduction in the face amount of the debt, a reduction in the accrued interest, extensions, deferrals, renewals and rewrites. The majority of the Company's modifications are extensions in terms or deferral of payments which result in no lost principal or interest followed by reductions in interest rates or accrued interest. A TDR loan is also considered impaired.

Generally, a loan that is modified at an effective market rate of interest may no longer be disclosed as a TDR in years subsequent to the restructuring if it is not impaired based on the terms specified by the restructuring agreement.

However, such loans continue to be considered impaired.

The following table presents information on the financial effects of TDR loans by class for the periods presented:

	Three Months Ended September 30, 2014					
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Forgiven Principal Balance	Lost Interest Income	Post-Modification Outstanding Recorded Investment	Waived Fees and Other Expenses
	(dollars in thousands)					
Commercial real estate						
Owner occupied	1	\$98	\$—	\$—	\$98	\$—
Non-owner occupied	1	351	—	—	351	—
Multi-family	—	—	—	—	—	—
Commercial and industrial						
Commercial	2	1,307	—	—	1,307	—
Leases	—	—	—	—	—	—
Construction and land development						
Construction	—	—	—	—	—	—
Land	—	—	—	—	—	—
Residential real estate	—	—	—	—	—	—
Consumer	—	—	—	—	—	—
Total	4	\$1,756	\$—	\$—	\$1,756	\$—
	Nine Months Ended September 30, 2014					
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Forgiven Principal Balance	Lost Interest Income	Post-Modification Outstanding Recorded Investment	Waived Fees and Other Expenses
	(dollars in thousands)					
Commercial real estate						
Owner occupied	2	\$896	\$378	\$117	\$401	\$33
Non-owner occupied	2	13,774	—	—	13,774	8
Multi-family	—	—	—	—	—	—
Commercial and industrial						
Commercial	4	2,336	—	—	2,336	4
Leases	—	—	—	—	—	—
Construction and land development						
Construction	—	—	—	—	—	—
Land	—	—	—	—	—	—
Residential real estate	3	1,302	447	70	785	7
Consumer	—	—	—	—	—	—

Total	11	\$18,308	\$825	\$187	\$17,296	\$52
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Three Months Ended September 30, 2013						
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Forgiven Principal Balance	Lost Interest Income	Post-Modification Outstanding Recorded Investment	Waived Fees and Other Expenses
(dollars in thousands)						
Commercial real estate						
Owner occupied	—	\$—	\$—	\$—	\$—	\$—
Non-owner occupied	—	—	—	—	—	—
Multi-family	—	—	—	—	—	—
Commercial and industrial						
Commercial	3	1,253	—	10	1,243	—
Leases	—	—	—	—	—	—
Construction and land development						
Construction	—	—	—	—	—	—
Land	—	—	—	—	—	—
Residential real estate	3	2,304	267	613	1,424	9
Consumer	—	—	—	—	—	—
Total	6	\$3,557	\$267	\$623	\$2,667	\$9
Nine Months Ended September 30, 2013						
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Forgiven Principal Balance	Lost Interest Income	Post-Modification Outstanding Recorded Investment	Waived Fees and Other Expenses
(dollars in thousands)						
Commercial real estate						
Owner occupied	7	\$3,506	\$—	\$54	\$3,452	\$28
Non-owner occupied	5	10,735	1,030	63	9,642	14
Multi-family	—	—	—	—	—	—
Commercial and industrial						
Commercial	11	3,611	—	19	3,592	11
Leases	—	—	—	—	—	—
Construction and land development						
Construction	—	—	—	—	—	—
Land	2	286	—	—	286	1
Residential real estate	12	5,308	267	887	4,154	24
Consumer	2	74	—	5	69	3
Total	39	\$23,520	\$1,297	\$1,028	\$21,195	\$81



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The following table presents TDR loans by class for which there was a payment default during the period:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2014		2013		2014		2013	
	Number of Loans	Recorded Investment (dollars in thousands)	Number of Loans	Recorded Investment (dollars in thousands)	Number of Loans	Recorded Investment (dollars in thousands)	Number of Loans	Recorded Investment (dollars in thousands)
Commercial real estate								
Owner occupied	—	\$ —	—	\$ —	2	\$ 395	3	\$ 2,506
Non-owner occupied	1	493	2	1,330	1	493	3	1,490
Multi-family	—	—	—	—	—	—	—	—
Commercial and industrial								
Commercial	—	—	1	307	3	369	3	1,089
Leases	—	—	—	—	—	—	—	—
Construction and land development								
Construction	—	—	—	—	—	—	—	—
Land	—	—	—	—	—	—	2	330
Residential real estate	—	—	—	—	1	202	2	655
Consumer	—	—	—	—	—	—	—	—
Total	1	\$ 493	3	\$ 1,637	7	\$ 1,459	13	\$ 6,070

A TDR loan is deemed to have a payment default when it becomes past due 90 days, goes on nonaccrual, or is restructured again. Payment defaults, along with other qualitative indicators, are considered by management in the determination of the allowance for credit losses.

At September 30, 2014 and December 31, 2013, there were no loan commitments outstanding on TDR loans.

Loan Purchases and Sales

For the three months ended September 30, 2014 and 2013, the Company had secondary market loan purchases of \$63.8 million and \$87.3 million, respectively. For the nine months ended September 30, 2014 and 2013, secondary market loan purchases totaled \$96.1 million and \$217.8 million, respectively. In addition, the Company periodically acquires newly originated loans at closing through participations or loan syndications.

The Company had no significant loan sales during the three and nine months ended September 30, 2014 and 2013.

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## 4. OTHER ASSETS ACQUIRED THROUGH FORECLOSURE

The following table represents the changes in other assets acquired through (or in lieu of) foreclosure:

	Three Months Ended September 30,					
	2014			2013		
	Gross Balance	Valuation Allowance	Net Balance	Gross Balance	Valuation Allowance	Net Balance
	(in thousands)					
Balance, beginning of the period	\$74,643	\$(15,351 )	\$59,292	\$102,923	\$(26,424 )	\$76,499
Transfers to other assets acquired through foreclosure, net	2,737	—	2,737	2,737	—	2,737
Proceeds from sale of other real estate owned and repossessed assets, net	(11,811 )	982	(10,829 )	(3,411 )	1,055	(2,356 )
Valuation adjustments, net	—	(882 )	(882 )	—	(697 )	(697 )
Gains, net (1)	1,469	—	1,469	292	—	292
Balance, end of period	\$67,038	\$(15,251 )	\$51,787	\$102,541	\$(26,066 )	\$76,475
	Nine Months Ended September 30,					
	2014			2013		
	Gross Balance	Valuation Allowance	Net Balance	Gross Balance	Valuation Allowance	Net Balance
	(in thousands)					
Balance, beginning of the period	\$88,421	\$(21,702 )	\$66,719	\$113,474	\$(36,227 )	\$77,247
Transfers to other assets acquired through foreclosure, net	9,156	—	9,156	14,010	—	14,010
Additions from acquisition of Centennial Bank	—	—	—	5,622	—	5,622
Proceeds from sale of other real estate owned and repossessed assets, net	(33,187 )	7,626	(25,561 )	(32,953 )	12,440	(20,513 )
Valuation adjustments, net	—	(1,175 )	(1,175 )	—	(2,279 )	(2,279 )
Gains, net (2)	2,648	—	2,648	2,388	—	2,388
Balance, end of period	\$67,038	\$(15,251 )	\$51,787	\$102,541	\$(26,066 )	\$76,475

(1) Includes gains related to initial transfers to other assets of zero and \$62 thousand during the three months ended September 30, 2014 and 2013, respectively, pursuant to accounting guidance.

(2) Includes gains related to initial transfers to other assets of zero and \$407 thousand during the nine months ended September 30, 2014 and 2013, respectively, pursuant to accounting guidance.

At September 30, 2014 and December 31, 2013, the majority of the Company's repossessed assets consisted of properties located in Nevada. The Company held approximately 64 properties at September 30, 2014, compared to 70 at December 31, 2013.

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## 5. OTHER BORROWINGS

The following table summarizes the Company's borrowings as of September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
	(in thousands)	
Short-Term:		
Revolving line of credit	\$—	\$3,000
FHLB advances	62,581	25,906
Other short-term debt	58,084	—
Total short-term borrowings	\$120,665	\$28,906
Long-Term:		
FHLB advances	\$210,117	\$247,973
Other long-term debt	—	64,217
Total long-term borrowings	\$210,117	\$312,190

WAL maintains other lines of credit totaling \$70.0 million, of which \$25.0 million is secured by pledged securities and \$45.0 million is unsecured. As of September 30, 2014, there were no amounts outstanding on these lines of credit. In addition, the Bank has entered into federal funds credit line agreements with other financial institutions under which it can borrow up to \$100.0 million on an unsecured basis. There were no amounts outstanding on these lines of credit as of September 30, 2014. The lending institutions will determine the interest rate charged on funds at the time of the borrowing.

The Company maintains lines of credit with the FHLB and FRB. The Company's borrowing capacity is determined based on collateral pledged, generally consisting of investment securities and loans, at the time of the borrowing. At September 30, 2014, there were \$62.6 million of FHLB advances classified as short-term. At December 31, 2013, short-term FHLB advances of \$25.9 million had a weighted average interest rate of 2.90%. The Company has also issued 10% Senior Notes with a remaining principal balance of \$58.4 million and a carrying value of \$58.1 million for a yield of 10.06%, maturing in September 2015. During the third quarter of 2014, the Company purchased \$6.5 million in principal of its Senior Notes, resulting in a loss on extinguishment of debt of \$0.5 million. The weighted average interest rate of all short-term debt at September 30, 2014 was 6.31%.

At September 30, 2014, there was \$210.1 million of FHLB advances classified as long-term, with \$10.1 million maturing in the first quarter of 2016 and \$200.0 million maturing in January 2018. The weighted average rate on long-term debt was 1.06% and 3.45% at September 30, 2014 and December 31, 2013, respectively.

As of September 30, 2014 and December 31, 2013, the Company had additional available credit with the FHLB of approximately \$867.9 million and \$1.39 billion, respectively, and with the FRB of approximately \$1.13 billion and \$588.2 million, respectively.

## 6. STOCKHOLDERS' EQUITY

## Restricted Stock and Stock Options

For the three and nine months ended September 30, 2014, shares of restricted stock granted to Company employees totaled 47,100 and 428,975, respectively, that vest over three years and 64,000 shares were granted in the first quarter 2014 to non-employee WAL and WAB directors that were fully vested at June 30, 2014. The Company estimates the compensation cost for restricted stock grants based upon the grant date fair value. The aggregate grant date fair value for the restricted stock issued in the three and nine months ended September 30, 2014 was \$1.1 million and \$11.8 million, respectively.

There were approximately 1.1 million and 1.2 million restricted shares outstanding at September 30, 2014 and December 31, 2013, respectively. For the three and nine months ended September 30, 2014, the Company recognized \$3.2 million and \$7.7 million, respectively, in stock-based compensation expense related to restricted stock grants, compared to \$1.6 million and \$4.4 million, respectively, in expense for the three and nine months ended September 30, 2013.

As of September 30, 2014 and December 31, 2013, there were 0.6 million and 1.0 million, respectively, of stock options outstanding.



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## Common Stock Issuance Under ATM Distribution Agreement

On June 4, 2014, the Company entered into a distribution agency agreement with Credit Suisse Securities (USA) LLC, under which the Company may sell shares of its common stock up to an aggregate offering price of \$100.0 million on the New York Stock Exchange. The parties executed an Amended and Restated Distribution Agency Agreement on October 30, 2014. The Company pays Credit Suisse a mutually agreed rate, not to exceed 2% of the gross offering proceeds of the shares. The common stock will be sold at prevailing market prices at the time of the sale or at negotiated prices and, as a result, prices will vary.

Sales in the ATM offering are being made pursuant to a prospectus dated May 14, 2012 and a prospectus supplement filed with the SEC on June 4, 2014, in connection with one or more offerings of shares from the Company's shelf registration statement on Form S-3 (No. 333-181128). For the three and nine months ended September 30, 2014, the Company sold zero and 115,866 shares under the ATM offering, respectively, at a weighted-average selling price of \$24.44 per share for gross proceeds of \$2.8 million. Total offering costs under the ATM program for the three and nine months ended September 30, 2014 were \$52 thousand and \$0.3 million, of which less than \$0.1 million relates to compensation costs paid to Credit Suisse Securities.

## 7. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in accumulated other comprehensive loss by component, net of tax, for the periods indicated:

	Three Months Ended September 30, 2014			2013		
	Unrealized holding gains (losses) on AFS (in thousands)	Impairment loss on securities	Total	Unrealized holding gains (losses) on AFS	Unrealized gain on cash flow hedge	Total
Beginning balance	\$8,328	\$144	\$8,472	\$(10,780)	\$30	\$(10,750)
Other comprehensive income (loss) before reclassifications	1,124	—	1,124	(4,770)	(30)	(4,800)
Amounts reclassified from accumulated other comprehensive loss	(113)	—	(113)	1,046	—	1,046
Net current-period other comprehensive income (loss)	1,011	—	1,011	(3,724)	(30)	(3,754)
Ending balance	\$9,339	\$144	\$9,483	\$(14,504)	\$—	\$(14,504)
	Nine Months Ended September 30, 2014			2013		
	Unrealized holding gains (losses) on AFS (in thousands)	Impairment loss on securities	Total	Unrealized holding gains (losses) on AFS	Unrealized gain on cash flow hedge	Total
Beginning balance	\$(21,690)	\$144	\$(21,546)	\$8,209	\$17	\$8,226
Transfer of HTM securities to AFS	8,976	—	8,976	—	—	—
Other comprehensive income (loss) before reclassifications	22,293	—	22,293	(23,670)	(17)	(23,687)
Amounts reclassified from accumulated other comprehensive	(240)	—	(240)	957	—	957

loss						
Net current-period other comprehensive income (loss)	31,029	—	31,029	(22,713 )	(17 )	(22,730 )
Ending balance	\$9,339	\$144	\$9,483	\$(14,504 )	\$—	\$(14,504 )

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The following table presents reclassifications out of accumulated other comprehensive income or loss:

Income Statement Classification	Three Months Ended September 30,	
	2014	2013
	(in thousands)	
Gain (loss) on sales of investment securities, net	\$181	\$(1,679 )
Income tax expense	(68 )	633 )
Net of tax	\$113	\$(1,046 )
Income Statement Classification	Nine Months Ended September 30,	
	2014	2013
	(in thousands)	
Gain (loss) on sales of investment securities, net	\$384	\$(1,537 )
Income tax benefit	(144 )	580 )
Net of tax	\$240	\$(957 )

#### 8. DERIVATIVES AND HEDGING ACTIVITIES

The Company is a party to various derivative instruments, mainly through our subsidiary, WAB. Derivative instruments are contracts between two or more parties that have a notional amount and an underlying variable, require a small or no initial investment, and allow for the net settlement of positions. A derivative's notional amount serves as the basis for the payment provision of the contract, and takes the form of units, such as shares or dollars. A derivative's underlying variable is a specified interest rate, security price, commodity price, foreign exchange rate, index, or other variable. The interaction between the notional amount and the underlying variable determines the number of units to be exchanged between the parties and influences the fair value of the derivative contract.

The primary type of derivatives that the Company uses are interest rate swaps. Generally, these instruments are used to help manage the Company's exposure to interest rate risk and meet client financing and hedging needs.

Derivatives are recorded at fair value on the balance sheet, after taking into account the effects of bilateral collateral and master netting agreements. These agreements allow us to settle all derivative contracts held with the same counterparty on a net basis, and to offset net derivative positions with related cash collateral, where applicable.

At September 30, 2014, after taking into account the effects of master netting agreements, we had \$26 thousand of positive NPVs and \$29.9 million of negative NPVs that relate to contracts entered into for hedging purposes. As of September 30, 2014, the Company does not have any outstanding cash flow hedges or free-standing derivatives. As of December 31, 2013 and September 30, 2013, cash flow hedges were not significant. Therefore, activity related to cash flow hedges is not separately presented in this Note.

##### Derivatives Designated in Hedge Relationships

The Company utilizes derivatives that have been designated as part of a hedge relationship in accordance with the applicable accounting guidance to minimize the exposure to changes in benchmark interest rates and volatility of net interest income and EVE to interest rate fluctuations. The primary derivative instruments used to manage interest rate risk are interest rate swaps, which convert the contractual interest rate index of agreed-upon amounts of assets and liabilities (i.e., notional amounts) to another interest rate index.

The Company designates its "pay fixed/receive variable" interest rate swaps as fair value hedges. These contracts convert certain fixed-rate long-term loan assets into variable-rate assets, thereby modifying the Company's exposure to changes in interest rates. As a result, the Company receives variable-rate interest payments in exchange for making fixed-rate payments over the lives of the contracts without exchanging the notional amounts.

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## Fair Values, Volume of Activity, and Gain/Loss Information Related to Derivative Instruments

The following table summarizes the fair values of the Company's derivative instruments on a gross and net basis as of September 30, 2014, December 31, 2013, and September 30, 2013. The change in the notional amounts of these derivatives from December 31, 2013 to September 30, 2014 indicates the volume of the Company's derivative transaction activity during the first nine months of 2014. The positive and negative NPV balances are presented on a gross basis, prior to the application of bilateral collateral and master netting agreements. Total positive and negative NPVs on derivatives are adjusted to take into account the impact of legally enforceable master netting agreements that allow the Company to settle all derivative contracts with the same counterparty on a net basis and to offset the net derivative position with the related collateral. Where master netting agreements are not in effect or are not enforceable under bankruptcy laws, the Company does not adjust those derivative amounts with counterparties. The fair value of derivative contracts are included in "other assets" or "other liabilities" on the balance sheet, as indicated in the following table:

	September 30, 2014			December 31, 2013			September 30, 2013		
	Notional Amount (in thousands)	Fair Value		Notional Amount	Fair Value		Notional Amount	Fair Value	
Positive NPVs		Negative NPVs	Positive NPVs		Negative NPVs	Positive NPVs		Negative NPVs	
Derivatives designated as hedging instruments:									
Fair value hedges									
Interest rate swaps	\$589,101	\$43	\$29,869	\$294,997	\$2,386	\$788	\$109,586	\$39	\$2,188
Total	589,101	43	29,869	294,997	2,386	788	109,586	39	2,188
Netting adjustments (1)	—	17	17	—	384	384	—	39	39
Net derivatives in the balance sheet	\$589,101	\$26	\$29,852	\$294,997	\$2,002	\$404	\$109,586	\$—	\$2,149

(1) Netting adjustments represent the amounts recorded to convert our derivative balances from a gross basis to a net basis in accordance with the applicable accounting guidance.

## Fair value hedges

An assessment of effectiveness is performed at both initiation of a hedge and on a quarterly basis thereafter. All of the Company's fair value hedges remained "highly effective" as of September 30, 2014, December 31, 2013, and September 30, 2013.

The following table summarizes the pre-tax net gains (losses) on fair value hedges for the three and nine months ended September 30, 2014 and 2013, and where they are recorded in the income statement.

Income Statement Classification	Three Months Ended September 30,			
	2014		2013	
	Net Gain (Loss) on Derivatives	Increase (Decrease) to Basis of Hedged Assets	Net Gain (Loss) on Derivatives	Increase (Decrease) to Basis of Hedged Assets
Unrealized (losses) gains on assets and liabilities measured at fair value, net	\$(636)	) \$666	\$(1,668)	) \$1,663 (a)
	Nine Months Ended September 30,			
	2014		2013	
Income Statement Classification	Net Gain (Loss) on Derivatives	Increase (Decrease) to Basis of Hedged Assets	Net Gain (Loss) on Derivatives	Increase (Decrease) to Basis of Hedged Assets



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	Assets		Assets		
	(in thousands)				
Unrealized (losses) gains on assets and liabilities measured at fair value, net	\$(32,410	) \$32,236	\$(1,370	) \$1,396	(a)

(a) Net gains (losses) on loans represent the change in fair value caused by fluctuations in interest rates; differences relate to ineffectiveness associated with the fair value hedge.

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## Counterparty Credit Risk

Like other financial instruments, derivatives contain an element of credit risk. This risk is measured as the expected positive replacement value of the contracts. Management generally enters into bilateral collateral and master netting agreements that provide for the net settlement of all contracts with the same counterparty. Additionally, management monitors counterparty credit risk exposure on each contract to determine appropriate limits on the Company's total credit exposure across all product types. In general, the Company has a zero credit threshold with regard to derivative exposure with counterparties. Management reviews the Company's collateral positions on a daily basis and exchanges collateral with counterparties in accordance with standard ISDA documentation and other related agreements. The Company generally holds collateral in the form of highly rated securities issued by the U.S. Treasury or government-sponsored enterprises, such as GNMA, FNMA and FHLMC. The total collateral netted against net negative derivative NPVs totaled \$29.8 million at September 30, 2014, \$0.3 million at December 31, 2013, and \$1.5 million at September 30, 2013.

The following table summarizes our largest exposure to an individual counterparty at the dates indicated:

	September 30, 2014	December 31, 2013	September 30, 2013
	(in thousands)		
Largest gross exposure (positive derivative NPV) to an individual counterparty	\$26	\$2,378	\$39
Collateral posted by this counterparty	—	2,002	—
Negative derivative NPV with this counterparty	—	376	1,713
Collateral pledged to this counterparty	—	—	1,068
Net exposure after netting adjustments and collateral	26	—	—

## Credit Risk Contingent Features

Management has entered into certain derivative contracts that require the Company to post collateral to the counterparties when these contracts are in a net negative NPV position. Conversely, the counterparties post collateral when these contracts are in a net positive NPV position. The amount of collateral to be posted is based on the amount of the net negative NPV and exposure thresholds. As of September 30, 2014, the aggregate fair value of all derivative contracts with credit risk contingent features (i.e., those containing collateral posting provisions) held by the Company that were in a net negative NPV position totaled \$29.9 million. The Company was in an over-collateralized net position of \$14.9 million after considering \$44.7 million of collateral held in the form of securities.

## 9. EARNINGS PER SHARE

Diluted earnings per share is based on the weighted average outstanding common shares during each period, including common stock equivalents. Basic earnings per share is based on the weighted average outstanding common shares during the period.

The following table presents the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2014 and 2013.

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013	2014	2013	2013
	(in thousands, except per share amounts)			
Weighted average shares - basic	86,723	85,799	86,495	85,596
Dilutive effect of stock awards	849	970	850	832
Weighted average shares - diluted	87,572	86,769	87,345	86,428
Net income available to common stockholders	\$40,566	\$28,242	\$106,484	\$82,493
Earnings per share - basic	0.47	0.33	1.23	0.96
Earnings per share - diluted	0.46	0.33	1.22	0.95

The Company had 4,000 and 163,300 stock options outstanding as of September 30, 2014 and December 31, 2013, respectively, that were not included in the computation of diluted earnings per common share because their effect would be anti-dilutive.



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## 10. INCOME TAXES

Deferred tax assets and liabilities are included in the Consolidated Financial Statements at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

For the nine months ended September 30, 2014, the net deferred tax assets decreased \$13.2 million to \$67.5 million. This overall decrease in the net deferred tax asset was primarily the result of decreases to deferred tax assets from capital loss carryover usage, changes in the fair market value of AFS securities, and fair market value adjustments related to acquired loans, which were partially offset by increases to deferred tax assets from AMT credit and LIHTC carryovers, the return to provision adjustment, and a release of valuation allowance.

Although realization is not assured, the Company believes that the realization of the recognized deferred tax asset of \$67.5 million at September 30, 2014 is more likely than not based on expectations as to future taxable income and based on available tax planning strategies within the meaning of ASC 740, Income Taxes, that could be implemented if necessary to prevent a carryover from expiring.

At September 30, 2014 and December 31, 2013, the Company had a \$3.5 million and a \$5.6 million deferred tax valuation allowance, respectively. As of September 30, 2014, \$2.1 million relates to net capital loss carryovers from the sale of preferred stock investments and the remaining valuation allowance of \$1.4 million relates to Arizona state NOL carryovers and IRC Section 382 limitations associated with the Company's acquisition of Western Liberty Bancorp.

The deferred tax asset related to federal and state NOL carryovers outstanding at September 30, 2014 available to reduce tax liability in future years totaled \$9.3 million. This is comprised of \$8.3 million of tax benefits from federal NOL carryovers (subject to an annual limitation imposed by IRC Section 382 as discussed below) and \$1.0 million of tax benefits from Arizona state NOL carryovers that began to expire in 2013. The Company's ability to use federal NOL carryovers, as well as its ability to use certain future tax deductions called NUBILs associated with the Company's acquisitions of Western Liberty Bancorp and Centennial Bank, will be subject to separate annual limitations of \$1.8 million and \$1.6 million of deductions from taxable income, respectively. In management's opinion, it is more likely than not that the results of future operations will generate sufficient taxable income to realize all but \$1.4 million of the deferred tax benefits related to these NOL carryovers and NUBILs.

## Investments in LIHTC

The Company invests in LIHTC funds that are designed to generate a return primarily through the realization of federal tax credits.

The Company adopted the amendments to ASC 323-740, issued in ASU 2014-01, as of January 1, 2014, which revises the accounting for investments in qualified affordable housing projects. As a result, the Company has adjusted its prior period financial statements to apply the proportional amortization methodology in accounting for these investments. This impacted the balance of tax credit investments and related current and deferred tax items on the consolidated balance sheets. In accordance with ASC 323-740, the tax credit investment amortization is now presented as a component of income tax expense. Previously, the amortization expense was included as a component of non-interest income.

The following table summarizes the impact of the change in the Consolidated Financial Statements for the periods indicated:

	December 31, 2013 (in thousands)
Consolidated Balance Sheet:	
Deferred tax assets, net	
As previously reported	\$79,374
As reported under new guidance	80,688
Other assets	
As previously reported (1)	186,288

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As reported under new guidance	185,221
Stockholders' equity	
As previously reported	855,251
As reported under new guidance	855,498
(1) Includes a \$14.6 million reclassification from premises and equipment, net.	

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	Three Months Ended September 30, 2013 (in thousands)	Nine Months Ended September 30, 2013
Consolidated Income Statement:		
Non-interest income		
As previously reported	\$2,625	\$17,386
As reported under new guidance	4,129	20,690
Income tax expense		
As previously reported	9,288	22,913
As reported under new guidance	10,390	25,838
Income from continuing operations		
As previously reported	28,221	83,332
As reported under new guidance	28,623	83,711
Net income		
As previously reported	28,192	83,172
As reported under new guidance	28,594	83,551
Net income available to common stockholders		
As previously reported	27,840	82,114
As reported under new guidance	28,242	82,493
Earnings per share applicable to common stockholders--basic		
As previously reported	0.32	0.96
As reported under new guidance	0.33	0.96
Earnings per share applicable to common stockholders--diluted		
As previously reported	0.32	0.95
As reported under new guidance	0.33	0.95

The cumulative effect of adoption of this guidance at December 31, 2013 was an increase to stockholders' equity of \$0.2 million and a decrease to stockholder's equity of \$0.2 million at December 31, 2012.

Investments in LIHTC and unfunded LIHTC obligations are included as part of other assets and other liabilities, respectively, in the Consolidated Balance Sheet and total \$123.0 million and \$55.5 million, respectively, as of September 30, 2014. For the three and nine months ended September 30, 2014, \$3.0 million and \$9.3 million of amortization related to LIHTC investments was recognized as a component of income tax expense, respectively.

## 11. COMMITMENTS AND CONTINGENCIES

### Unfunded Commitments and Letters of Credit

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. They involve, to varying degrees, elements of credit risk in excess of amounts recognized in the consolidated balance sheets.

Lines of credit are obligations to lend money to a borrower. Credit risk arises when the borrower's current financial condition may indicate less ability to pay than when the commitment was originally made. In the case of standby letters of credit, the risk arises from the potential failure of the customer to perform according to the terms of a contract. In such a situation, the third party might draw on the standby letter of credit to pay for completion of the contract and the Company would look to its customer to repay these funds with interest. To minimize the risk, the Company uses the same credit policies in making commitments and conditional obligations as it would for a loan to that customer.

Standby letters of credit and financial guarantees are commitments issued by the Company to guarantee the performance of a customer to a third party in borrowing arrangements. The Company generally has recourse to

recover from the customer any amounts paid under the guarantees. Typically, letters of credit issued have expiration dates within one year.

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A summary of the contractual amounts for unfunded commitments and letters of credit are as follows:

	September 30, 2014	December 31, 2013
	(in thousands)	
Commitments to extend credit, including unsecured loan commitments of \$240,052 at September 30, 2014 and \$237,063 at December 31, 2013	\$2,128,749	\$1,878,340
Credit card commitments and financial guarantees	36,512	33,632
Standby letters of credit, including unsecured letters of credit of \$6,311 at September 30, 2014 and \$4,896 at December 31, 2013	36,836	31,271
Total	\$2,202,097	\$1,943,243

Commitments to extend credit are agreements to lend to a customer provided that there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company enters into credit arrangements that generally provide for the termination of advances in the event of a covenant violation or other event of default. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the party. The commitments are collateralized by the same types of assets used as loan collateral. The Company has exposure to credit losses from unfunded commitments and letters of credit. As funds have not been disbursed on these commitments, they are not reported as loans outstanding. Credit losses related to these commitments are not included in the allowance for credit losses reported in "Note 3. Loans, Leases and Allowance for Credit Losses" of the unaudited consolidated financial statements and are accounted for as a separate loss contingency. This loss contingency for unfunded loan commitments and letters of credit was \$2.1 million and \$2.0 million as of September 30, 2014 and December 31, 2013, respectively. Changes to this liability are adjusted through non-interest expense.

#### Concentrations of Lending Activities

The Company's lending activities are driven in large part by the customers served in the market areas where the Company has branch offices in the states of Arizona, Nevada and California. Despite the geographic concentration of lending activities, the Company does not have a single external customer from which it derives 10% or more of its revenues. The Company monitors concentrations within five broad categories: geography, industry, product, call code, and collateral. The Company's loan portfolio includes significant credit exposure to the CRE market. As of September 30, 2014 and December 31, 2013, CRE related loans accounted for approximately 54% and 58% of total loans, respectively. Substantially all of these loans are secured by first liens with an initial loan to value ratio of generally not more than 75%. Approximately 45% and 46% of these CRE loans, excluding construction and land loans, were owner occupied at September 30, 2014 and December 31, 2013, respectively.

#### Contingencies

The Company is involved in various lawsuits of a routine nature that are being handled and defended in the ordinary course of the Company's business. Expenses are being incurred in connection with these lawsuits, but in the opinion of management, based in part on consultation with outside legal counsel, the resolution of these lawsuits and associated defense costs will not have a material impact on the Company's financial position, results of operations, or cash flows.

#### Lease Commitments

The Company leases the majority of its office locations and many of these leases contain multiple renewal options and provisions for increased rents. Total rent expense of \$1.6 million and \$1.8 million was included in occupancy expenses for the three months ended September 30, 2014 and 2013, respectively. For the nine months ended September 30, 2014 and 2013, total rent expense was \$4.9 million and \$5.5 million, respectively.



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## 12. FAIR VALUE ACCOUNTING

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC 825 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 825 are described in "Note 1. Summary of Significant Accounting Policies" of these Notes to Unaudited Consolidated Financial Statements.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value is set forth below. Transfers between levels in the fair value hierarchy are recognized at the end of the reporting period.

Under ASC 825, the Company elected the FVO treatment for the junior subordinated debt and certain investment securities. This election is generally irrevocable and unrealized gains and losses on these items must be reported in earnings at each reporting date. The Company continues to account for these items under the FVO. Since adoption, there were no financial instruments purchased by the Company which met the ASC 825 fair value election criteria, and therefore, no additional instruments have been added under the FVO election.

All securities for which the fair value measurement option had been elected are included in a separate line item on the consolidated balance sheet entitled "securities measured at fair value."

For the three and nine months ended September 30, 2014 and 2013, gains and losses from fair value changes included in the consolidated income statements were as follows:

	Changes in Fair Values for Items Measured at Fair Value Pursuant to Election of the Fair Value Option			
	Unrealized Gain/(Loss) on Assets and Liabilities Measured at Fair Value, Net (in thousands)	Interest Income on Securities	Interest Expense on Junior Subordinated Debt	Total Changes Included in Current-Period Earnings
Three Months Ended September 30, 2014:				
Securities measured at fair value	\$(52)	) \$4	\$—	\$(48)
Junior subordinated debt	918	—	(443)	) 475
Total	\$866	\$4	\$(443)	) \$427
Nine Months Ended September 30, 2014:				
Securities measured at fair value	\$(36)	) \$6	\$—	\$(30)

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Junior subordinated debt	65	—	(1,307	) (1,242	)
Total	\$29	\$6	\$(1,307	) \$(1,272	)

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Pursuant to Election of the Fair Value Option

	Unrealized Gain/(Loss) on Assets and Liabilities Measured at Fair Value, Net (in thousands)	Interest Income on Securities	Interest Expense on Junior Subordinated Debt	Total Changes Included in Current-Period Earnings
Three Months Ended September 30, 2013:				
Securities measured at fair value	\$(142 )	\$1	\$—	\$(141 )
Junior subordinated debt	478	—	(460)	18
Total	\$336	\$1	\$(460)	\$(123 )
Nine Months Ended September 30, 2013:				
Securities measured at fair value	\$(196 )	\$7	\$—	\$(189 )
Junior subordinated debt	(3,229 )	—	(1,381)	(4,610 )
Total	\$(3,425 )	\$7	\$(1,381)	\$(4,799 )

The following table presents the portion of trading securities losses related to trading securities still held at the reporting date:

	Three Months Ended September 30, 2014		September 30, 2013	
	2014	2013	2014	2013
	(in thousands)			
Net gains and (losses) for the period on trading securities included in earnings	\$(52 )	\$(142 )	\$(36 )	\$(196 )
Less: net gains and (losses) recognized during the period on trading securities sold during the period	—	—	—	—
Change in unrealized gains or (losses) for the period included in earnings for trading securities held at the end of the reporting period	\$(52 )	\$(142 )	\$(36 )	\$(196 )

Interest income on securities measured at fair value is accounted for similarly to those classified as AFS and HTM. Any premiums or discounts are recognized in interest income over the term of the securities. For MBS, estimates of prepayments are considered in the constant yield calculations. Interest expense on junior subordinated debt is also determined under a constant yield calculation.

Fair value on a recurring basis

Financial assets and financial liabilities measured at fair value on a recurring basis include the following:

AFS securities: ARPS securities, trust preferred securities, corporate debt securities and CRA mutual fund investments are reported at fair value utilizing Level 1 inputs. Other securities classified as AFS are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

Securities measured at fair value: All of the Company's securities measured at fair value, the majority of which are mortgage-backed securities, are reported at fair value utilizing Level 2 inputs in the same manner as described above for AFS securities.

Independent pricing service: Our independent pricing service provides pricing information on Level 1, 2 and 3 securities, and represents the pricing source for the majority of the portfolio. Management independently evaluates fair value measurements received from our third-party pricing service through multiple review steps. First, management reviews what has transpired in the marketplace with respect to interest rates, credit spreads, volatility, mortgage rates,

among other things, and develops an expectation on changes to the securities valuations from the previous quarter. Then management obtains market values from additional sources. The pricing service provides management with observable market data, including interest rate curves and mortgage prepayment speed grids, as well as dealer quote sheets, new bond offering sheets, and historical trade documentation. Management reviews the assumptions and decides whether they are reasonable. Management may compare interest rates, credit spreads and prepayments speeds used as part of the assumptions to those that management believes are reasonable. Management may price securities using the provided assumptions to determine whether they can develop similar prices on like securities. Any discrepancies between management's review and the prices provided by the vendor are discussed with the

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vendor and the Company's other valuation advisors. Last, management selects a sample of investment securities and compares the values provided by our primary third-party pricing service to the market values obtained from secondary sources and evaluates those with notable variances.

Annually, the Company receives an SSAE 16 report from its independent pricing service attesting to the controls placed on the operations of the service from its auditor.

Interest rate swaps: Interest rate swaps are reported at fair value utilizing Level 2 inputs. The Company obtains dealer quotations to value its interest rate swaps.

Junior subordinated debt: The Company estimates the fair value of its junior subordinated debt using a discounted cash flow model, which incorporates the effect of the Company's own credit risk in the fair value of the liabilities (Level 3). The Company's cash flow assumptions were based on the contractual cash flows as the Company anticipates that it will pay the debt according to its contractual terms. During 2013, the Company established and continues to use the BB 20-Year Index adjusted for a credit risk spread as of September 30, 2014. The Company estimated the discount rate at 5.925%, which is a 569 basis point spread over 3 month LIBOR (0.235% as of September 30, 2014). As of December 31, 2013, the Company estimated the discount rate at 5.861%, which was a 562 basis point spread over 3 month LIBOR 0.246%.

The fair value of assets and liabilities measured at fair value on a recurring basis were determined using the following inputs at the periods presented:

	Fair Value Measurements at the End of the Reporting Period Using:			
	Quoted Prices in Active Markets for Identical Assets (Level 1) (in thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
September 30, 2014				
Assets:				
Measured at fair value				
Residential MBS issued by GSEs	\$—	\$1,935	\$—	\$1,935
Available-for-sale				
U.S. government sponsored agency securities	\$—	\$17,994	\$—	\$17,994
Corporate debt securities	—	96,946	—	96,946
Municipal obligations	—	307,395	—	307,395
Preferred stock	82,227	—	—	82,227
Mutual funds	37,814	—	—	37,814
Residential MBS issued by GSEs	—	907,952	—	907,952
Commercial MBS issued by GSEs	—	2,117	—	2,117
Private label residential MBS	—	53,645	—	53,645
Private label commercial MBS	—	5,336	—	5,336
Trust preferred securities	—	26,220	—	26,220
CRA investments	23,990	—	—	23,990
Collateralized debt obligations	—	1,320	6,733	8,053
Total AFS	\$144,031	\$1,418,925	\$6,733	\$1,569,689
Positive NPVs on interest rate swaps	\$—	\$29,190	\$—	\$29,190
Liabilities:				
Junior subordinated debt	\$—	\$—	\$41,793	\$41,793
Negative NPVs on interest rate swaps	\$—	\$29,875	\$—	\$29,875



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Fair Value Measurements at the End of the Reporting Period Using:

	Quoted Prices in Active Markets for Identical Assets (Level 1) (in thousands)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
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December 31, 2013

Assets:

Measured at fair value

Residential MBS issued by GSEs	\$—	\$3,036	\$—	\$3,036
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Available-for-sale

U.S. government sponsored agency securities	\$—	\$46,975	\$—	\$46,975
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Municipal obligations	—	115,665	—	115,665
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Preferred stock	61,484	—	—	61,484
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Mutual funds	36,532	—	—	36,532
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Residential MBS issued by GSEs	—	1,021,421	—	1,021,421
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Private label residential MBS	—	36,099	—	36,099
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Private label commercial MBS	—	5,433	—	5,433
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Trust preferred securities	—	23,805	—	23,805
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CRA investments	23,282	—	—	23,282
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Total AFS	\$121,298	\$1,249,398	\$—	\$1,370,696
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Positive NPVs on interest rate swaps	\$—	\$2,783	\$—	\$2,783
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Liabilities:

Junior subordinated debt	\$—	\$—	\$41,858	\$41,858
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Negative NPVs on interest rate swaps	\$—	\$4,168	\$—	\$4,168
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For the three and nine months ended September 30, 2014 and 2013, the change in Level 3 assets and liabilities measured at fair value on a recurring basis was as follows:

	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013	
	Junior Subordinated Debt (in thousands)	Available-For-Sale Securities	Junior Subordinated Debt	Available-For-Sale Securities
Beginning balance	\$(42,711)	) \$ 58	\$(39,925)	) \$ —
Transfers into Level 3	—	6,725	—	—
Total gains (losses) for the period				
Included in earnings (1)	918	(50 )	478	—
Ending balance	\$(41,793)	) \$ 6,733	\$(39,447)	) \$ —
Change in unrealized gains (losses) for the period included in earnings	\$918	\$ (50 )	\$478	\$ —

	Nine Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	Junior Subordinated Debt (in thousands)	Available-For-Sale Securities	Junior Subordinated Debt	Available-For-Sale Securities

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Beginning balance	\$ (41,858	) \$ —	\$ (36,218	) \$ —
Transfers into Level 3	—	6,783	—	—
Total gains (losses) for the period				
Included in earnings (1)	65	(50	) (3,229	) —
Ending balance	\$ (41,793	) \$ 6,733	\$ (39,447	) \$ —
Change in unrealized gains (losses) for the period included in earnings	\$ 65	\$ (50	) \$ (3,229	) \$ —

(1) Total gains (losses) for the period are included in the non-interest income line, unrealized gains (losses) on assets and liabilities measured at fair value, net.



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For Level 3 liabilities measured at fair value on a recurring basis as of September 30, 2014 and December 31, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

	September 30, 2014 (dollars in thousands)	Valuation Technique	Significant Unobservable Inputs	Input Value	
Junior subordinated debt	\$41,793	Discounted cash flow	Adjusted Corporate Bond over Treasury Index with comparable credit spread	5.925	%
Available-for-sale securities	6,733	S&P Model	Pricing indications from comparable securities		
	December 31, 2013 (dollars in thousands)	Valuation Technique	Significant Unobservable Inputs	Input Value	
Junior subordinated debt	\$41,858	Discounted cash flow	Adjusted Corporate Bond over Treasury Index with comparable credit spread	5.861	%

Fair value on a nonrecurring basis

Certain assets are measured at fair value on a nonrecurring basis. That is, the instruments are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following table presents such assets carried on the balance sheet by caption and by level within the ASC 825 hierarchy:

	Fair Value Measurements at the End of the Reporting Period Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Active Markets for Similar Assets (Level 2)	Unobservable Inputs (Level 3)
	(in thousands)			
As of September 30, 2014:				
Impaired loans with a specific valuation allowance	\$166,013	\$—	\$—	\$166,013
Impaired loans without a specific valuation allowance	330	—	—	330
Other assets acquired through foreclosure	51,787	—	—	51,787
December 31, 2013				
Impaired loans with a specific valuation allowance	\$20,474	\$—	\$—	\$20,474
Impaired loans without a specific valuation allowance	95,695	—	—	95,695
Other assets acquired through foreclosure	66,719	—	—	66,719

Impaired loans: The specific reserves for collateral dependent impaired loans are based on collateral value, net of estimated disposition costs and other identified quantitative inputs. Collateral value is determined based on third-party appraisals. Appraisals may utilize a single valuation approach or a combination of approaches, including comparable sales and the income approach. Fair value is determined, where possible, using market prices derived from an appraisal or evaluation, which are considered to be Level 2. However, certain assumptions and unobservable inputs are often used by the appraiser, therefore qualifying the assets as Level 3 in the fair value hierarchy. In some cases, adjustments are made to the appraised values due to various factors, including age of the appraisal (which are generally obtained every twelve months), age of comparables included in the appraisal and known changes in the market and in the collateral. When significant adjustments are based on unobservable inputs, such as when a current appraised value is not available or management determines the fair value of the collateral is further impaired below the

appraised value and there is no observable market price, the resulting fair value measurement has been categorized as a Level 3 measurement. These Level 3 impaired loans had an estimated fair value of \$183.5 million and \$25.8 million, respectively, at September 30, 2014 and December 31, 2013. The fair value of these Level 3 impaired loans reflects the carrying value of loans, which has been reduced by any deficit in appraised value compared to book value, estimated disposition costs, and estimated losses of similar impaired loans based on historical loss experience. Specific reserves in the allowance for loan losses for these loans were \$17.5 million and \$5.3 million, respectively, at September 30, 2014 and December 31, 2013.

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Other assets acquired through foreclosure: Other assets acquired through foreclosure consist of properties acquired as a result of, or in-lieu-of, foreclosure. Properties or other assets classified as other assets acquired through foreclosure and other repossessed property are initially reported at the fair value determined by independent appraisals using appraised value, less estimated costs to sell. Such properties are generally re-appraised every six to twelve months. There is risk for subsequent volatility. Costs relating to the development or improvement of the assets are capitalized and costs relating to holding the assets are charged to expense. The Company had \$51.8 million of such assets at September 30, 2014. Fair value is determined, where possible, using market prices derived from an appraisal or evaluation, which are considered to be Level 2. However, certain assumptions and unobservable inputs are often used by the appraiser, therefore qualifying the assets as Level 3 in the fair value hierarchy. When significant adjustments are based on unobservable inputs, such as when a current appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the resulting fair value measurement has been categorized as a Level 3 measurement.

## Credit vs. non-credit losses

Under the provisions of ASC 320, Investments-Debt and Equity Securities, OTTI is separated into the amount of total impairment related to the credit loss and the amount of the total impairment related to all other factors. The amount of the total OTTI related to the credit loss is recognized in earnings. The amount of the total impairment related to all other factors is recognized in OCI.

For the three and nine months ended September 30, 2014 and 2013, the Company determined that no securities experienced credit losses.

The following table presents a rollforward of the amount related to impairment credit losses recognized in earnings for the nine months ended September 30, 2013. As a result of the sale of these securities during the second quarter of 2013, there is no OTTI balance recognized in comprehensive income as of September 30, 2014.

Private Label Mortgage- Backed Securities	Nine Months Ended September 30, 2013 (in thousands)
Beginning balance of impairment losses held in other comprehensive income	\$(1,811 )
Current period OTTI credit losses recognized through earnings	—
Reductions for securities sold during the period	1,811
Additions or reductions in credit losses due to change of intent to sell	—
Reductions for increases in cash flows to be collected on impaired securities	—
Ending balance of net unrealized losses held in other comprehensive income	\$—

## FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair value of the Company's financial instruments is as follows:

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	September 30, 2014				
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
	(in thousands)				
Financial assets:					
Investment securities:					
AFS	\$1,569,689	\$144,031	\$1,418,925	\$6,733	\$1,569,689
Trading	1,935	—	1,935	—	1,935
Loans, net	7,820,359	—	7,445,872	166,343	7,612,215
Financial liabilities:					
Deposits	8,697,627	—	8,702,552	—	8,702,552
Customer repurchase agreements	52,957	—	52,957	—	52,957
FHLB and FRB advances	272,698	—	272,698	—	272,698
Other borrowed funds	58,084	—	—	61,074	61,074
Junior subordinated debt	41,793	—	—	41,793	41,793
Negative NPVs on interest rate swaps	29,875	—	29,875	—	29,875

	December 31, 2013				
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
	(in thousands)				
Financial assets:					
Investment securities:					
HTM	\$283,006	\$22,200	\$259,496	\$8	\$281,704
AFS	1,370,696	121,298	1,249,398	—	1,370,696
Trading	3,036	—	3,036	—	3,036
Positive NPVs on interest rate swaps	2,783	—	2,783	—	2,783
Loans, net	6,701,365	—	6,090,962	116,169	6,207,131
Financial liabilities:					
Deposits	7,838,205	—	7,842,014	—	7,842,014
Customer repurchase agreements	71,192	—	71,192	—	71,192
FHLB and FRB advances	273,879	—	273,879	—	273,879
Other borrowed funds	67,217	3,000	—	71,475	74,475
Junior subordinated debt	41,858	—	—	41,858	41,858
Negative NPVs on interest rate swaps	4,168	—	4,168	—	4,168

## Interest rate risk

The Company assumes interest rate risk (the risk to the Company's earnings and capital from changes in interest rate levels) as a result of its normal operations. As a result, the fair values of the Company's financial instruments as well as its future net interest income will change when interest rate levels change and that change may be either favorable or unfavorable to the Company.

Interest rate risk exposure is measured using interest rate sensitivity analysis to determine our change in EVE and net interest income resulting from hypothetical changes in interest rates. If potential changes to EVE and net interest income resulting from hypothetical interest rate changes are not within the limits established by the Board of Directors, the Board may direct management to adjust the asset and liability mix to bring interest rate risk within Board-approved limits. As of September 30, 2014, the Company's interest rate risk profile was within Board-approved limits.

WAB has an ALCO charged with managing interest rate risk within the Board of Directors approved limits. Limits are structured to prohibit an interest rate risk profile that does not conform to both management and Board of Directors risk

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tolerances. There is also ALCO reporting at the holding company level for reviewing interest rate risk for the Consolidated Company.

## Fair value of commitments

The estimated fair value of standby letters of credit outstanding at September 30, 2014 and December 31, 2013 was insignificant. Loan commitments on which the committed interest rates were less than the current market rate are also insignificant at September 30, 2014 and December 31, 2013.

## 13. DISPOSITIONS

## Discontinued Operations

The Company discontinued its affinity credit card business and has presented these activities as discontinued operations. During the three months ended September 30, 2014, the Company shut down its remaining affinity credit card operations. Therefore, no discontinued operations have been reported for the quarter. The following table summarizes the operating results of the discontinued operations for the periods indicated:

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2014	2013	2014	2013
	(in thousands)			
Operating revenue	\$—	\$1,105	\$(358)	\$3,376
Non-interest expenses	—	(1,155)	(1,369)	(3,653)
Loss before income taxes	—	(50)	(1,727)	(277)
Income tax benefit	—	(21)	(569)	(117)
Net loss	\$—	\$(29)	\$(1,158)	\$(160)

## 14. SEGMENTS

On December 31, 2013, the Company consolidated its three bank subsidiaries under one charter, WAB. As a result, the Company has redefined its operating segments to reflect the new organizational and internal reporting structure. The realignment of the Company's segments resulted in significant differences from the old segmentation methodology. Some of the more substantial changes, which are effective as of January 1, 2014, include the following: Loans previously participated between WAB, BON and TPB were repatriated to the originating region in Arizona, Nevada, and California.

Expansion in the number of cost centers used, which involved transfers of employees to new or different costs centers. Implementation of a funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics to correspond to the employee movements as well as the loan repatriations and other asset movements.

Implementation of a new expense allocation methodology to allocate indirect costs across all segments based on key metrics.

All of the aforementioned changes were made as of the end of 2013 and were not retrospective. Consequently, the Company determined that recasting prior year segment information to conform to the new segmentation methodology would be impracticable due to the substantial time and cost that would be involved in recasting this information. Also, given the incomparability of the reporting segments between periods, the Company determined that disclosure of the reportable segment information for the period ended September 30, 2014, as previously reported under the old basis, would not be beneficial to the reader as it does not assist the reader in better understanding the Company's performance, assessing its prospects for future net cash flows or making more informed judgments about the Company as a whole, which are the primary objectives of ASC 280-10.

The new operating segments are as follows: Arizona, Nevada, California, CBL, and Corporate & Other.

The Company's reportable segments are aggregated primarily based on geographic location, services offered and markets served. The Arizona, Nevada and California segments provide full service banking and related services to their respective markets although operations may not be domiciled in these states. The Company's CBL segment provides banking services to niche markets. These CBLs are managed centrally and are broader in geographic scope, though still predominately within our core market areas. Corporate & Other consists of corporate-related items, income and expense items not allocated to our other reportable segments, and inter-segment eliminations.

The Company's segment reporting process begins with the assignment of all loan and deposit accounts directly to the segments where these products are originated and/or serviced. Equity capital is assigned to each segment based on the risk profile of their assets and liabilities, which ranged from 0% to 12% during the period, with a funds credit provided for the use of this equity as a funding source. Any excess equity not allocated to segments based on risk is assigned to the Corporate & Other segment.

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Net interest income, provision for credit losses and non-interest expense amounts are recorded in their respective segment to the extent that the amounts are directly attributable to those segments. Net interest income is recorded in each segment on a TEB with a corresponding increase in income tax expense, which is eliminated in the Corporate & Other segment.

Further, net interest income of a reportable segment includes a funds transfer pricing process that matches assets and liabilities with similar interest rate sensitivity and maturity characteristics. Using this funds transfer pricing methodology, liquidity is transferred between "users" and "providers." A net user of funds has lending/investing in excess of deposits/borrowings and a net provider of funds has deposits/borrowings in excess of lending/investing. A segment that is a user of funds is charged for the use of funds, while a provider of funds is credited through funds transfer pricing, which is determined based on the average life of the assets or liabilities in the portfolio.

Net income amounts for each reportable segment is further derived by the use of expense allocations. Certain expenses not directly attributable to a specific segment are allocated across all segments based on key metrics, such as number of employees, average loan balances and average deposit balances. These types of expenses include information technology, operations, human resources, finance, risk management, credit administration, legal and marketing. Income taxes are applied to each segment based on the effective tax rate for the geographic location of the segment. Any difference in the corporate tax rate and the aggregate effective tax rates in the segments are adjusted in the Corporate & Other segment.

The following is a summary of selected operating segment information as of and for the three and nine months ended September 30, 2014:

	Arizona	Nevada	California	Central Business Lines	Corporate & Other	Consolidated Company
	(in millions)					
As of September 30, 2014:						
Assets:						
Cash, cash equivalents and investment securities	\$2.1	\$5.3	\$2.3	\$—	\$1,846.4	\$1,856.1
Gross loans and deferred fees, net	2,204.9	1,680.1	1,725.7	2,264.9	53.9	7,929.5
Less: allowance for credit losses	(30.4)	(23.1)	(23.8)	(31.2)	(0.7)	(109.2)
Loans, net	2,174.5	1,657.0	1,701.9	2,233.7	53.2	7,820.3
Other assets acquired through foreclosure, net	13.5	19.2	—	—	19.1	51.8
Goodwill and other intangibles, net	—	26.2	—	—	—	26.2
Other assets	44.6	69.2	41.0	20.5	359.1	534.4
Total assets	\$2,234.7	\$1,776.9	\$1,745.2	\$2,254.2	\$2,277.8	\$10,288.8
Liabilities:						
Deposits (1)	\$2,077.4	\$3,193.8	\$2,349.9	\$906.0	\$170.5	\$8,697.6
Borrowings	—	—	—	—	330.8	330.8
Other liabilities	21.2	41.7	10.8	42.1	141.5	257.3
Total liabilities	2,098.6	3,235.5	2,360.7	948.1	642.8	9,285.7
Allocated equity	236.9	209.0	197.0	203.9	156.3	1,003.1
Liabilities and stockholders' equity	\$2,335.5	\$3,444.5	\$2,557.7	\$1,152.0	\$799.1	\$10,288.8
Excess funds provided (used)	100.8	1,667.6	812.5	(1,102.2)	(1,478.7)	—

(1) Certain deposits from prior periods were re-allocated to specific segments to conform to current presentation.



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	Arizona	Nevada	California	Central Business Lines	Corporate & Other	Consolidated Company
	(in thousands)					
Three Months Ended September 30, 2014:						
Net interest income (expense)	\$28,417	\$29,880	\$25,830	\$18,861	\$(4,915)	\$98,073
Provision for (recovery of) credit losses	330	(3,040)	96	3,294	(261)	419
Net interest income (expense) after provision for credit losses	28,087	32,920	25,734	15,567	(4,654)	97,654
Non-interest income	840	2,239	957	513	1,677	6,226
Non-interest expense	(14,174)	(13,986)	(13,254)	(6,477)	(2,121)	(50,012)
Income (loss) from continuing operations before income taxes	14,753	21,173	13,437	9,603	(5,098)	53,868
Income tax expense (benefit)	5,787	7,411	5,649	3,601	(9,499)	12,949
Net income	\$8,966	\$13,762	\$7,788	\$6,002	\$4,401	\$40,919
	(in thousands)					
Nine Months Ended September 30, 2014:						
Net interest income (expense)	\$84,236	\$87,834	\$73,324	\$49,051	\$(11,697)	\$282,748
Provision for (recovery of) credit losses	1,891	(5,935)	(921)	8,931	460	4,426
Net interest income (expense) after provision for credit losses	82,345	93,769	74,245	40,120	(12,157)	278,322
Non-interest income	2,594	6,880	3,177	1,238	2,945	16,834
Non-interest expense	(40,271)	(45,248)	(39,639)	(19,625)	(7,394)	(152,177)
Income (loss) from continuing operations before income taxes	44,668	55,401	37,783	21,733	(16,606)	142,979
Income tax expense (benefit)	17,521	19,392	15,886	8,150	(26,670)	34,279
Income from continuing operations	27,147	36,009	21,897	13,583	10,064	108,700
Loss from discontinued operations, net of tax	—	—	—	—	(1,158)	(1,158)
Net income	\$27,147	\$36,009	\$21,897	\$13,583	\$8,906	\$107,542

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### Item 2. Management's Discussions and Analysis of Financial Condition and Results of Operations.

This discussion is designed to provide insight into management's assessment of significant trends related to the Company's consolidated financial condition, results of operations, liquidity, capital resources and interest rate sensitivity. This Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and the interim unaudited Consolidated Financial Statements and Notes to Unaudited Consolidated Financial Statements hereto and financial information appearing elsewhere in this report. Unless the context requires otherwise, the terms "Company," "we," and "our" refer to Western Alliance Bancorporation and its wholly-owned subsidiaries on a consolidated basis.

#### Forward-Looking Information

Certain statements contained in this Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements be covered by the safe harbor provisions for forward-looking statements. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including statements that are related to or are dependent on estimates or assumptions relating to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts.

The forward-looking statements contained in this Form 10-Q reflect our current views about future events and financial performance and involve certain risks, uncertainties, assumptions and changes in circumstances that may cause our actual results to differ significantly from historical results and those expressed in any forward-looking statement, including those risks discussed under the heading "Risk Factors" in this Form 10-Q. Risks and uncertainties include those set forth in our filings with the SEC and the following factors that could cause actual results to differ materially from those presented: 1) financial market and economic conditions adversely effecting financial performance; 2) dependency on real estate and events that negatively impact real estate; 3) high concentration of commercial real estate, construction and development and commercial and industrial loans; 4) actual credit losses may exceed expected losses in the loan portfolio; 5) the geographic concentrations of our assets increase the risks related to local economic conditions; 6) sovereign credit rating downgrades; 7) exposure of financial instruments to certain market risks may cause volatility in earnings; 8) dependence on low-cost deposits; 9) ability to borrow from the FHLB or the FRB; 10) events that further impair goodwill; 11) a change in the our creditworthiness; 12) expansion strategies may not be successful; 13) risk associated with the recent consolidation of our bank subsidiaries; 14) our ability to compete in a highly competitive market; 15) our ability to recruit and retain qualified employees, especially seasoned relationship bankers and senior management; 16) the effects of terrorist attacks or threats of war; 17) perpetration of internet fraud; 18) information security breaches; 19) reliance on other companies' infrastructure; 20) risk management policies not fully effective; 21) risks associated with new lines of businesses; 22) risk of operating in a highly regulated industry and our ability to remain in compliance; 23) failure to comply with state and federal banking agency laws and regulations; 24) changes in interest rates and increased rate competition; 25) exposure to environmental liabilities related to the properties to which we acquire title; and 26) risks related to ownership and price of our common stock.

For more information regarding risks that may cause our actual results to differ materially from any forward-looking statements, see "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013.

#### Financial Overview and Highlights

WAL is a bank holding company headquartered in Phoenix, Arizona, incorporated under the laws of the state of Delaware. WAL provides comprehensive business banking and related financial services through its wholly-owned subsidiary bank: WAB, doing business as ABA in Arizona, as FIB in Northern Nevada, as BON in Southern Nevada, as TPB in California, and as AAB throughout the U.S. In addition, the Company has one non-bank subsidiary, LVSP, which holds and manages certain non-performing loans and OREO. On July 1, 2014, all of the outstanding shares of common stock of WAEF, which was previously a subsidiary of WAL, were contributed to WAB by WAL and it is now a subsidiary of the Bank.

#### Financial Result Highlights for the Third Quarter of 2014

Net income available to common stockholders for the Company of \$40.6 million, or \$0.46 per diluted share, for the third quarter of 2014, compared to \$28.2 million, or \$0.33 per diluted share, for the third quarter of 2013. For the nine months ended September 30, 2014, net income available to common stockholders was \$106.5 million, or \$1.22 per diluted share, compared to \$82.5 million, or \$0.95 per diluted share, for the nine months ended September 30, 2013.

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The significant factors impacting earnings of the Company during the third quarter of 2014 were:

Pre-tax, pre-provision operating earnings (see Non-GAAP Financial Measures beginning on page 61) for the third quarter of 2014 increased \$9.7 million to \$51.8 million, compared to \$42.1 million for the third quarter of 2013. For the comparable nine month periods, pre-tax, pre-provision operating earnings increased \$26.1 million to \$143.5 million, compared to \$117.4 million for the nine months ended September 30, 2013.

The Company experienced loan growth of \$1.13 billion to \$7.93 billion at September 30, 2014 from \$6.80 billion at December 31, 2013.

Other assets acquired through foreclosure declined by \$14.9 million to \$51.8 million at September 30, 2014 from \$66.7 million at December 31, 2013.

The Company increased deposits by \$859.4 million to \$8.70 billion at September 30, 2014 from \$7.84 billion at December 31, 2013.

Provision for credit losses for the third quarter of 2014 was \$0.4 million, compared to zero for the third quarter of 2013. Net recoveries increased by \$1.3 million to \$2.8 million in the third quarter of 2014, compared to \$1.5 million for the third quarter of 2013. For the comparable nine month periods, provision for credit losses decreased by \$4.5 million to \$4.4 million, compared to \$8.9 million for the nine months ended September 30, 2013, as net charge-offs declined by \$11.2 million to net recoveries of \$4.7 million, compared to net charge-offs of \$6.5 million for the nine months ended September 30, 2013.

Net interest margin increased to 4.43%, compared to 4.41% for the third quarter of 2013. For the nine months ended September 30, 2014, net interest margin increased to 4.41%, compared to 4.38% for the nine months ended September 30, 2013.

Key asset quality ratios improved at September 30, 2014 compared to December 31, 2013. Nonaccrual loans and repossessed assets to total assets improved to 1.23% from 1.53% at December 31, 2013 and nonaccrual loans to gross loans improved to 0.95% at the end of the third quarter of 2014 compared to 1.11% at December 31, 2013.

Tangible book value per share, net of tax, at September 30, 2014 increased by \$1.63 to \$9.53, compared to \$7.90 at December 31, 2013.

The impact to the Company from these items and others, of both a positive and negative nature, are discussed in more detail below as they pertain to the Company's overall comparative performance for the three and nine months ended September 30, 2014.

#### Results of Operations and Financial Condition

A summary of our results of operations, financial condition and select metrics are included in the following tables:

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2014	2013	2014	2013	
	(in thousands, except per share amounts)				
Net income available to common stockholders	\$40,566	\$28,242	\$106,484	\$82,493	
Earnings per share applicable to common stockholders--basic	0.47	0.33	1.23	0.96	
Earnings per share applicable to common stockholders--diluted	0.46	0.33	1.22	0.95	
Net interest margin	4.43	% 4.41	% 4.41	% 4.38	%
Return on average assets	1.63	1.33	1.47	1.34	
Return on average tangible common equity	19.91	17.50	18.66	17.61	
			September 30, 2014	December 31, 2013	
			(in thousands)		
Total assets			\$10,288,824	\$9,307,342	
Loans, net of deferred loan fees and costs			7,929,520	6,801,415	
Total deposits			8,697,627	7,838,205	



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As a bank holding company, management focuses on key ratios in evaluating the Company's financial condition and results of operations.

**Asset Quality**

For all banks and bank holding companies, asset quality plays a significant role in the overall financial condition of the institution and results of operations. The Company measures asset quality in terms of nonaccrual loans as a percentage of gross loans and net charge-offs as a percentage of average loans. Net charge-offs are calculated as the difference between charged-off loans and recovery payments received on previously charged-off loans. The following table summarizes asset quality metrics:

	September 30, 2014	December 31, 2013		
	(in thousands)			
Non-accrual loans	\$75,092	\$75,680		
Non-performing assets	220,745	233,509		
Non-accrual loans to gross loans	0.95	%	1.11	%
Net (recoveries) charge-offs to average loans (1)	(0.15	)	0.14	

(1) Annualized for the three months ended September 30, 2014. Actual year-to-date for the twelve months ended December 31, 2013.

**Asset and Deposit Growth**

The Company's assets and liabilities are comprised primarily of loans and deposits; therefore, the ability to originate new loans and attract new deposits is fundamental to the Company's growth. Total assets increased to \$10.29 billion at September 30, 2014 from \$9.31 billion at December 31, 2013. Total loans, net of deferred loan fees and costs, increased by \$1.13 billion, or 16.6%, to \$7.93 billion as of September 30, 2014, compared to \$6.80 billion as of December 31, 2013. Total deposits increased \$859.4 million, or 11.0%, to \$8.70 billion as of September 30, 2014 from \$7.84 billion as of December 31, 2013.

**RESULTS OF OPERATIONS**

The following table sets forth a summary financial overview for the comparable periods:

	Three Months Ended September 30,		Increase	Nine Months Ended September 30,		Increase
	2014	2013	(Decrease)	2014	2013	(Decrease)
	(in thousands, except per share amounts)					
<b>Consolidated Income Statement Data:</b>						
Interest income	\$105,554	\$92,680	\$12,874	\$306,228	\$265,073	\$41,155
Interest expense	7,481	8,121	(640	) 23,480	22,159	1,321
Net interest income	98,073	84,559	13,514	282,748	242,914	39,834
Provision for credit losses	419	—	419	4,426	8,920	(4,494
Net interest income after provision for credit losses	97,654	84,559	13,095	278,322	233,994	44,328
Non-interest income	6,226	4,129	2,097	16,834	20,690	(3,856
Non-interest expense	50,012	49,675	337	152,177	145,135	7,042
Income from continuing operations before provision for income taxes	53,868	39,013	14,855	142,979	109,549	33,430
Income tax expense	12,949	10,390	2,559	34,279	25,838	8,441
Income from continuing operations	40,919	28,623	12,296	108,700	83,711	24,989
Loss from discontinued operations, net of tax	—	(29	)	(29	)	(1,158
Net income	\$40,919	\$28,594	\$12,267	\$107,542	\$83,551	\$25,987
Net income available to common stockholders	\$40,566	\$28,242	\$12,324	\$106,484	\$82,493	\$23,991
Earnings per share applicable to common stockholders--basic	\$0.47	\$0.33	\$0.14	\$1.23	\$0.96	\$0.27

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Earnings per share applicable to common stockholders--diluted	\$0.46	\$0.33	\$0.13	\$1.22	\$0.95	\$0.27
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## Non-GAAP Financial Measures

The following discussion and analysis contains financial information determined by methods other than those prescribed by GAAP. The Company's management uses these non-GAAP financial measures in their analysis of the Company's performance. These measurements typically adjust GAAP performance measures to exclude the effects of unrealized gains (losses) on assets/liabilities measured at fair value as well as other items to adjust income available to common stockholders for certain significant activities or transactions that, in management's opinion, do not reflect recurring period-to-period comparisons of the Company's performance. Management believes presentation of these non-GAAP financial measures provides useful supplemental information that is essential to a complete understanding of the operating results of the Company's core businesses. Since the presentation of these non-GAAP performance measures and their impact differ between companies, these non-GAAP disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

## Pre-Tax, Pre-Provision Operating Earnings

Pre-tax, pre-provision operating earnings adjusts the level of earnings to exclude the impact of income taxes, provision for credit losses and non-recurring or other items not considered part of the Company's core operations. Management believes that eliminating the effects of these items makes it easier to analyze underlying performance trends and enables investors to assess the Company's earnings power and ability to generate capital to cover credit losses.

The following table shows the components of pre-tax, pre-provision operating earnings for the three and nine months ended September 30, 2014 and 2013:

	Three Months Ended September		Nine Months Ended September	
	30,	2013	30,	2013
	(in thousands)			
Total non-interest income	\$6,226	\$4,129	\$16,834	\$20,690
Less:				
Gain (loss) on sales of investment securities, net	181	(1,679	) 384	(1,537
Unrealized gains (losses) on assets and liabilities measured at fair value, net	896	(7	) (145	) (3,865
Bargain purchase gain from acquisition	—	—	—	10,044
Loss on extinguishment of debt	(502	) —	(502	) —
Legal settlements	—	—	—	38
Total operating non-interest income	5,651	5,815	17,097	16,010
Add: net interest income	98,073	84,559	282,748	242,914
Net operating revenue	\$103,724	\$90,374	\$299,845	\$258,924
Total non-interest expense	\$50,012	\$49,675	\$152,177	\$145,135
Less:				
Net (gain) loss on sales / valuations of repossessed and other assets	(1,956	) 371	(4,319	) (234
Merger / restructure expenses	15	1,018	198	3,833
Total operating non-interest expense	\$51,953	\$48,286	\$156,298	\$141,536
Pre-tax, pre-provision operating earnings	\$51,771	\$42,088	\$143,547	\$117,388

## Tangible Common Equity

The following table presents financial measures related to tangible common equity. Tangible common equity represents total stockholders' equity less identifiable intangible assets, goodwill and preferred stock. Management believes that tangible common equity financial measures are useful in evaluating the Company's capital strength, financial condition, and ability to manage potential losses. In addition, management believes that these measures improve comparability to other institutions that have not engaged in acquisitions that resulted in recorded goodwill



and other intangibles.

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	September 30, 2014	December 31, 2013		
	(dollars and shares in thousands)			
Total stockholders' equity	\$ 1,003,122	\$ 855,498		
Less:				
Goodwill and intangible assets, net	26,194	27,374		
Total tangible stockholders' equity	976,928	828,124		
Less:				
Preferred stock	141,000	141,000		
Total tangible common equity	835,928	687,124		
Add:				
Deferred tax - attributed to intangible assets	1,138	1,452		
Total tangible common equity, net of tax	\$ 837,066	\$ 688,576		
Total assets	\$ 10,288,824	\$ 9,307,342		
Less:				
Goodwill and intangible assets, net	26,194	27,374		
Tangible assets	10,262,630	9,279,968		
Add:				
Deferred tax - attributed to intangible assets	1,138	1,452		
Total tangible assets, net of tax	\$ 10,263,768	\$ 9,281,420		
Tangible equity ratio	9.5	% 8.9	%	
Tangible common equity ratio	8.2	7.4		
Return on tangible common equity	19.6	18.3		
Common shares outstanding	87,849	87,186		
Tangible book value per share, net of tax	\$ 9.53	\$ 7.90		

The following table shows the components used in the calculation of the efficiency ratio, which management uses as a metric for assessing cost efficiency:

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2014	2013	2014	2013	
	(dollars in thousands)				
Total operating non-interest expense	\$ 51,953	\$ 48,286	\$ 156,298	\$ 141,536	
Divided by:					
Total net interest income	\$ 98,073	\$ 84,559	\$ 282,748	\$ 242,914	
Add:					
Tax equivalent interest adjustment	6,348	3,272	18,082	9,583	
Operating non-interest income	5,651	5,815	17,097	16,010	
Net operating revenue - tax equivalent basis	\$ 110,072	\$ 93,646	\$ 317,927	\$ 268,507	
Efficiency ratio - tax equivalent basis	47.2	% 51.6	% 49.2	% 52.7	%

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## Tier 1 Common Equity

The following tables present certain financial measures related to Tier 1 common equity, which is a component of Tier 1 risk-based capital. The FRB and other banking regulators have used Tier 1 common equity as a basis for assessing a bank's capital adequacy; therefore, management believes it is useful to assess financial condition and capital adequacy using this same basis. In addition, management believes that the classified assets to Tier 1 capital plus allowance measure is an important regulatory metric for assessing asset quality.

	September 30, 2014	December 31, 2013		
	(dollars and shares in thousands)			
Stockholders' equity	\$1,003,122	\$855,498		
Less:				
Accumulated other comprehensive income (loss)	9,483	(21,546	)	
Non-qualifying goodwill and intangibles	25,056	25,991		
Disallowed unrealized losses on equity securities	1,011	8,059		
Add:				
Qualifying trust preferred securities	48,442	48,485		
Tier 1 capital (regulatory)	\$1,016,014	\$891,479		
Less:				
Qualifying trust preferred securities	48,442	48,485		
Preferred stock	141,000	141,000		
Tier 1 common equity	\$826,572	\$701,994		
Divided by:				
Risk-weighted assets (regulatory)	\$9,216,875	\$8,016,500		
Tier 1 common equity ratio	9.0	%	8.8	%
	September 30, 2014	December 31, 2013		
	(dollars in thousands)			
Classified assets	\$241,790	\$270,375		
Divide:				
Tier 1 capital (regulatory)	1,016,014	891,479		
Plus: Allowance for credit losses	109,161	100,050		
Total Tier 1 capital plus allowance for credit losses	\$1,125,175	\$991,529		
Classified assets to Tier 1 capital plus allowance	21.5	%	27.3	%

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## Net Interest Margin

The net interest margin is reported on a TEB. A tax equivalent adjustment is added to reflect interest earned on certain municipal securities and loans that are exempt from Federal income tax. The following tables set forth the average balances and interest income on a fully TEB and interest expense for the periods indicated:

	Three Months Ended September 30, 2014			2013			
	Average Balance (dollars in thousands)	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost	
<b>Interest earning assets</b>							
Loans (1), (2), (3)	\$7,644,908	\$94,436	5.18	% \$6,306,394	\$83,994	5.44	%
Securities (1)	1,575,706	10,535	3.11	1,303,318	8,286	3.01	
Federal funds sold and other	203,068	583	1.15	364,580	400	0.44	
Total interest earning assets	9,423,682	105,554	4.75	7,974,292	92,680	4.81	
<b>Non-interest earning assets</b>							
Cash and due from banks	137,608			119,209			
Allowance for credit losses	(107,038 )			(96,672 )			
Bank owned life insurance	142,717			139,740			
Other assets	458,315			492,035			
Total assets	\$10,055,284			\$8,628,604			
<b>Interest-bearing liabilities</b>							
<b>Interest-bearing deposits:</b>							
<b>Interest-bearing transaction accounts</b>							
Interest-bearing transaction accounts	\$810,260	\$400	0.20	% \$641,695	\$376	0.23	%
Savings and money market	3,659,887	2,809	0.31	2,828,113	2,172	0.31	
Time certificates of deposit	1,763,830	1,963	0.45	1,675,482	1,684	0.40	
Total interest-bearing deposits	6,233,977	5,172	0.33	5,145,290	4,232	0.33	
<b>Borrowings</b>							
Borrowings	391,888	1,866	1.90	574,767	3,429	2.39	
Junior subordinated debt	42,701	443	4.15	39,920	460	4.61	
Total interest-bearing liabilities	6,668,566	7,481	0.45	5,759,977	8,121	0.56	
<b>Non-interest-bearing liabilities</b>							
<b>Non-interest-bearing demand deposits</b>							
Non-interest-bearing demand deposits	2,241,366			1,931,127			
Other liabilities	155,875			114,750			
Stockholders' equity	989,477			822,750			
Total liabilities and stockholders' equity	\$10,055,284			\$8,628,604			
<b>Net interest income and margin</b>							
Net interest income and margin (4)		\$98,073	4.43	%	\$84,559	4.41	%
Net interest spread (5)			4.30	%		4.25	%

(1) Yields on loans and securities have been adjusted to a TEB. The taxable-equivalent adjustment was \$6.3 million and \$3.3 million for the three months ended September 30, 2014 and 2013, respectively.

(2) Net loan fees of \$1.0 million and \$1.8 million are included in the yield computation for the three months ended September 30, 2014 and 2013, respectively.

(3) Includes nonaccrual loans.

(4) Net interest margin is computed by dividing net interest income by total average earning assets.

(5) Net interest spread represents average yield earned on interest-earning assets less the average rate paid on interest bearing liabilities.



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	Nine Months Ended September 30, 2014			2013				
	Average Balance (\$ in thousands)	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost		
Interest earning assets								
Loans (1), (2), (3)	\$7,241,557	\$271,823	5.24	% \$6,008,435	\$239,812	5.42	%	
Securities (1)	1,618,830	32,754	3.11	1,294,273	24,266	3.05		
Federal funds sold & other	235,213	1,651	0.94	392,193	995	0.34		
Total interest earnings assets	9,095,600	306,228	4.75	7,694,901	265,073	4.76		
Non-interest earning assets								
Cash and due from banks	138,898			130,258				
Allowance for credit losses	(104,427 )			(97,238 )				
Bank owned life insurance	141,825			139,687				
Other assets	450,259			440,660				
Total assets	\$9,722,155			\$8,308,268				
Interest-bearing liabilities								
Interest-bearing deposits:								
Interest bearing transaction accounts	\$789,098	\$1,169	0.20	% \$625,830	\$1,047	0.22	%	
Savings and money market	3,566,000	8,063	0.30	2,739,973	6,090	0.30		
Time certificates of deposits	1,695,130	5,535	0.44	1,570,510	4,756	0.40		
Total interest-bearing deposits	6,050,228	14,767	0.33	4,936,313	11,893	0.32		
Borrowings	458,814	7,406	2.15	526,046	8,885	2.25		
Junior subordinated debt	42,471	1,307	4.10	37,636	1,381	4.90		
Total interest-bearing liabilities	6,551,513	23,480	0.48	5,499,995	22,159	0.54		
Non-interest-bearing liabilities								
Non-interest-bearing demand deposits	2,114,361			1,895,090				
Other liabilities	120,300			110,716				
Stockholders' equity	935,981			802,467				
Total liabilities and stockholders' equity	\$9,722,155			\$8,308,268				
Net interest income and margin (4)		\$282,748	4.41	%	\$242,914	4.38	%	
Net interest spread (5)			4.27	%		4.22	%	

(1) Yields on loans and securities have been adjusted to a TEB. The taxable-equivalent adjustment was \$18.1 million and \$9.6 million for the nine months ended September 30, 2014 and 2013, respectively.

(2) Net loan fees of \$2.5 million and \$5.6 million are included in the yield computation for the nine months ended September 30, 2014 and 2013, respectively.

(3) Includes nonaccrual loans.

(4) Net interest margin is computed by dividing net interest income by total average earning assets.

(5) Net interest spread represents average yield earned on interest-earning assets less the average rate paid on interest bearing liabilities.



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	Three Months Ended September 30, 2014 versus 2013			Nine Months Ended September 30, 2014 versus 2013		
	Increase (Decrease) Due to Changes in (1)			Increase (Decrease) Due to Changes in (1)		
	Volume (in thousands)	Rate	Total	Volume	Rate	Total
<b>Interest income:</b>						
Loans	\$16,534	\$(6,092)	) \$10,442	\$46,287	\$(14,276)	) \$32,011
Investment securities	1,821	428	2,249	6,567	1,921	8,488
Federal funds sold and other	(464)	) 647	183	(1,102)	) 1,758	656
Total interest income	17,891	(5,017)	) 12,874	51,752	(10,597)	) 41,155
<b>Interest expense:</b>						
Interest bearing transaction accounts	83	(59)	) 24	242	(120)	) 122
Savings and money market	638	(1)	) 637	1,868	105	1,973
Time deposits	98	181	279	407	372	779
Short-term borrowings	(115)	) (2,086)	) (2,201)	) (26)	) (2,257)	) (2,283)
Long-term debt	(727)	) 1,365	638	(1,423)	) 2,227	804
Junior subordinated debt	29	(46)	) (17)	) 150	(224)	) (74)
Total interest expense	6	(646)	) (640)	) 1,218	103	1,321
Net increase (decrease)	\$17,885	\$(4,371)	) \$13,514	\$50,534	\$(10,700)	) \$39,834

(1) Changes due to both volume and rate have been allocated to volume changes.

Comparison of interest income, interest expense and net interest margin

The Company's primary source of revenue is interest income. Interest income for the three months ended September 30, 2014 was \$105.6 million, an increase of 13.9%, compared to \$92.7 million for the three months ended September 30, 2013. For the nine months ended September 30, 2014, interest income was \$306.2 million, compared to \$265.1 million for the nine months ended September 30, 2013. This increase was primarily the result of interest income from loans, which increased by \$10.4 million and \$32.0 million for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013. Interest income on investment securities increased \$2.2 million and \$8.5 million for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013. Average yield on interest earning assets decreased 6 and 1 basis points for three and nine months ended September 30, 2014, respectively, compared to the same period in 2013, which was the result of a decrease in yields on loans.

Interest expense for the three months ended September 30, 2014 was \$7.5 million, compared to \$8.1 million for the three months ended September 30, 2013, a decrease of \$0.6 million, or 7.9%. For the nine months ended September 30, 2014, interest expense was \$23.5 million, compared to \$22.2 million for the nine months ended September 30, 2013. The decrease in interest expense for the three-month comparable periods was the result of lower outstanding borrowings and interest rates on borrowings during the period. This decrease was partially offset by an increase in interest expense related to deposits due to a \$1.09 billion increase in average interest bearing deposits. The increase in interest expense for the nine-month comparable periods was driven by the increase in average interest bearing deposits of \$1.11 billion from the prior year. Despite this increase, the average cost of interest bearing deposits remained flat at 0.33% for the three months ended September 30, 2014 and 2013 and only increased 1 basis point from 0.32% for the nine months ended September 30, 2013. Interest paid on borrowings decreased by 49 and 10 basis points for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013. Interest paid on junior subordinated debt decreased by 46 and 80 basis points, respectively, for the three and nine months ended September 30, 2014, compared to the same periods in 2013.



Net interest income was \$98.1 million for the three months ended September 30, 2014, compared to \$84.6 million for the three months ended September 30, 2013, an increase of \$13.5 million, or 16.0%. For the nine months ended September 30, 2014, net interest income was \$282.7 million, compared to \$242.9 million for the nine months ended September 30, 2013. The increase in net interest margin of 2 and 3 basis points for the three and nine months ended September 30, 2014, respectively, compared to the same periods in 2013 was mostly due to a decrease in the average cost of funds related to short-term borrowings and junior subordinated debt.

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## Provision for Credit Losses

The provision for credit losses in each period is reflected as a reduction in earnings in that period. The provision is equal to the amount required to maintain the allowance for credit losses at a level that is adequate to absorb probable credit losses inherent in the loan portfolio. The provision for credit losses was \$0.4 million for the three months ended September 30, 2014, compared with zero for the three months ended September 30, 2013. For the nine months ended September 30, 2014, the provision for credit losses was \$4.4 million, compared to \$8.9 million for the nine months ended September 30, 2013. The provision increase for the three months ended September 30, 2013 was primarily related to loan growth. The decrease in provision for the nine months ended September 30, 2014 compared to the same period in 2013, was primarily due to an improvement in credit quality and historical credit losses as well as recent favorable recovery trends. The Company may establish an additional allowance for credit losses for the PCI loans through provision for loan losses when impairment is determined as a result of lower than expected cash flows. As of September 30, 2014 and December 31, 2013, the allowance for credit losses on PCI loans was \$0.1 million and \$0.3 million, respectively.

## Non-interest Income

The following tables present a summary of non-interest income for the periods presented:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013	Increase (Decrease)	2014	2013	Increase (Decrease)
	(in thousands)					
Service charges and fees	\$2,434	\$2,425	\$9	\$7,701	\$7,408	\$293
Income from bank owned life insurance	1,136	1,832	(696 )	3,044	3,904	(860 )
Gain (loss) on sales of investment securities, net	181	(1,679 )	1,860	384	(1,537 )	1,921
Unrealized gains (losses) on assets and liabilities measured at fair value, net	896	(7 )	903	(145 )	(3,865 )	(3,720 )
Bargain purchase gain from acquisition	—	—	—	—	10,044	(10,044 )
Loss on extinguishment of debt	(502 )	—	(502 )	(502 )	—	(502 )
Other fee revenue	892	1,015	(123 )	2,860	2,915	(55 )
Other income	1,189	543	646	3,492	1,821	1,671
Total non-interest income	\$6,226	\$4,129	\$2,097	\$16,834	\$20,690	\$(11,296 )

Total non-interest income for the three months ended September 30, 2014 compared to the same period in 2013 increased by \$2.1 million, or 50.8%. This increase primarily relates to the net gain on sale of investment securities, unrealized gains on assets and liabilities measured at fair value, and other income which were offset by the decrease in income from BOLI and loss on extinguishment of debt. The change from a net loss of \$1.7 million on sales of investment securities for the three months ended September 30, 2013 to a net gain of \$0.2 million for the three months ended September 30, 2014 relates to improved market conditions. The increase in net unrealized gains on assets and liabilities measured at fair value is primarily due to the fair value adjustment gain for junior subordinated debt of \$0.9 million for the three months ended September 30, 2014, which did not occur in the three months ended September 30, 2013. These increases are offset by the decrease in income from BOLI of \$0.7 million due to fewer death benefit claims for the three months ended September 30, 2014, compared to the same period in 2013. The increases are also offset by the loss on extinguishment of debt of \$0.5 million, which is the result of the Company's purchase of \$6.5 million of its Senior Note principal during the three months ended September 30, 2014.

Total non-interest income for the nine months ended September 30, 2014 compared to the same period in 2013 decreased by \$11.3 million, or 54.6%. The decrease primarily is due to the bargain purchase gain from the acquisition of Centennial Bank which was offset by the increases in net gain (loss) on sales of investment securities, net unrealized gain (losses) on assets and liabilities measured at fair value, and other income. The non-recurring bargain purchase gain from the acquisition of Centennial Bank of \$10.0 million during the nine months ended September 30, 2013 was not present in the same period 2014 resulting in decreased non-interest income. This decrease was offset by the increase to non-interest income from the net gain on sale of investments during the nine months ended

September 30, 2014 of \$0.4 million, compared to a net loss of \$1.5 million during the same period in 2013, which is also the result of improved market conditions. Also offsetting the decreases in non-interest income is the \$3.7 million for the decrease in net unrealized losses on assets and liabilities measured at fair value, which relates to the fair value adjustment loss for junior subordinated debt of \$0.1 million for the nine months ended September 30, 2014, compared to a loss of \$3.2 million for the same period in 2013.

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## Non-interest Expense

The following table presents a summary of non-interest expenses for the periods presented:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013	Increase (Decrease)	2014	2013	Increase (Decrease)
	(in thousands)					
Salaries and employee benefits	\$32,230	\$28,689	\$3,541	\$93,536	\$83,363	\$10,173
Occupancy	4,500	4,901	(401)	13,510	14,500	(990)
Legal, professional and directors' fees	3,022	3,438	(416)	10,853	9,010	1,843
Data processing	2,109	1,872	237	7,184	5,912	1,272
Insurance	1,996	1,884	112	6,476	6,350	126
Loan and repossessed asset expenses	1,007	1,136	(129)	3,168	3,453	(285)
Customer service	888	677	211	2,216	2,037	179
Marketing	378	585	(207)	1,443	1,962	(519)
Intangible amortization	281	597	(316)	1,180	1,791	(611)
Net (gain) loss on sales / valuations of repossessed and other assets	(1,956)	371	(2,327)	(4,319)	(234)	(4,085)
Merger / restructure expenses	15	1,018	(1,003)	198	3,833	(3,635)
Other expense	5,542	4,507	1,035	16,732	13,158	3,574
Total non-interest expense	\$50,012	\$49,675	\$337	\$152,177	\$145,135	\$7,042

Total non-interest expense for the three months ended September 30, 2014 compared to the same period in 2013 increased \$0.3 million, or 0.7%. This increase is primarily the result of an increase in salaries and employee benefits and other expense offset by the decrease in net gain on sale / valuation of repossessed and other assets and merger / restructure expenses. The increase in the salaries and employee benefits is due primarily to employment growth to support continued asset growth. The increase in other expense during the quarter primarily relates to a \$0.7 million increase from the write-off of an internal software development project that the Company is no longer pursuing. These increases are offset by the net gain on sales / valuations of repossessed and other assets of \$2.0 million during the quarter, which decreased non-interest expense by \$2.3 million, and primarily relates to an increase in sales of other real estate owned properties. Merger / restructure expenses decreased by \$1.0 million as these expenses relate to the acquisition of Centennial Bank during 2013.

Total non-interest expense for the nine months ended September 30, 2014 compared to the same period in 2013 increased \$7.0 million, or 4.9%. This increase is primarily caused by increases in salaries and employee benefits, legal, professional and directors' fees, data processing, and other expense offset by the decrease in net gain on sale / valuation of repossessed and other assets, merger / restructure expense, and occupancy expense. The increases in salaries and employee benefits is due to employment growth to support continued asset growth. The increase in legal, professional and directors' fees and data processing primarily relates to information technology initiatives. The increase in other expense primarily relates to a \$0.7 million increase related to the write-off of an internal software development project that the Company is no longer pursuing, a \$0.6 million increase in off balance sheet provision, and an overall increase in general operational expenses. These increases are offset by the \$4.1 million decrease in non-interest expense from the increase in the net gain on sales / valuations of repossessed and other assets due to an increase in other real estate owned property sales compared to the nine months ended September 30, 2013. Merger / restructure expenses decreased by \$3.6 million as these expenses relate to the acquisition of Centennial Bank during 2013. Further, occupancy decreased \$1.0 million due to a decrease in rent and repairs and maintenance expenses.

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## Discontinued Operations

The Company discontinued its affinity credit card business and has presented these activities as discontinued operations. During the three months ended September 30, 2014, the Company shut down its remaining affinity credit card operations. Therefore, no discontinued operations have been reported for the quarter. The following table summarizes the operating results of the discontinued operations for the periods indicated:

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2014	2013	2014	2013
	(in thousands)			
Operating revenue	\$—	\$1,105	\$(358)	) \$3,376
Non-interest expenses	—	(1,155)	) (1,369)	) (3,653)
Loss before income taxes	—	(50)	) (1,727)	) (277)
Income tax benefit	—	(21)	) (569)	) (117)
Net loss	\$—	\$(29)	) \$(1,158)	) \$(160)

## Business Segment Results

On December 31, 2013, the Company consolidated its three bank subsidiaries under one charter, Western Alliance Bank. As a result, the Company has redefined its operating segments to reflect the new organizational and internal reporting structure. The realignment of the Company's segments resulted in significant differences from the old segmentation methodology. Consequently, the Company determined that recasting prior year segment information to conform to the new segmentation methodology would be impracticable due to the substantial time and cost that would be involved in recasting this information. Also, given the incomparability of the reporting segments between periods, the Company determined that disclosure of the reportable segment information for the period ended September 30, 2014, as previously reported under the old basis, would not be beneficial to the reader as it does not assist the reader in better understanding the Company's performance, assessing its prospects for future net cash flows or making more informed judgments about the Company as a whole, which are the primary objectives of ASC 280-10.

The new operating segments are as follows: Arizona, Nevada, California, CBL and Corporate & Other.

Arizona reported a gross loan balance of \$2.20 billion at September 30, 2014, an increase of \$73.9 million during the quarter and an increase of \$180.3 million during the nine months ended September 30, 2014. In addition, total deposits at September 30, 2014 were \$2.08 billion, a decrease of \$38.0 million during the quarter and an increase of \$77.1 million during the nine months ended September 30, 2014. Pre-tax income was \$14.8 million and \$44.7 million for the three and nine months ended September 30, 2014, respectively.

Nevada reported a gross loan balance of \$1.68 billion at September 30, 2014, a decrease of \$2.5 million during the quarter and a decrease of \$74.3 million during the nine months ended September 30, 2014. In addition, total deposits at September 30, 2014 were \$3.19 billion, an increase of \$6.0 million during the quarter and an increase of \$271.2 million during the nine months ended September 30, 2014. Pre-tax income was \$21.2 million and \$55.4 million for the three and nine months ended September 30, 2014, respectively.

California reported a gross loan balance of \$1.73 billion at September 30, 2014, an increase of \$30.9 million during the quarter and an increase of \$110.5 million during the nine months ended September 30, 2014. In addition, total deposits at September 30, 2014 were \$2.35 billion, an increase of \$288.8 million during the quarter and an increase of \$405.1 million during the nine months ended September 30, 2014. Pre-tax income was \$13.4 million and \$37.8 million for the three and nine months ended September 30, 2014, respectively.

CBL reported a gross loan balance of \$2.26 billion at September 30, 2014, an increase of \$313.4 million during the quarter and an increase of \$914.3 million during the nine months ended September 30, 2014. In addition, total deposits at September 30, 2014 were \$906.0 million, an increase of \$19.7 million during the quarter and an increase of \$138.1 million during the nine months ended September 30, 2014. Pre-tax income was \$9.6 million and \$21.7 million for the three and nine months ended September 30, 2014, respectively.

Table of Contents**BALANCE SHEET ANALYSIS**

Total assets increased \$981.5 million, or 10.5%, to \$10.29 billion at September 30, 2014, compared to \$9.31 billion at December 31, 2013. The increase in assets primarily relates to the increase in loans of \$1.13 billion, or 16.6%, to \$7.93 billion.

Total liabilities increased \$833.9 million, or 9.9%, to \$9.29 billion at September 30, 2014, compared to \$8.45 billion at December 31, 2013. The increase in liabilities is due to the increase in total deposits of \$859.4 million, or 11.0%, to \$8.70 billion.

Total stockholders' equity increased by \$147.6 million, or 17.3%, to \$1.00 billion at September 30, 2014, compared to \$855.5 million at December 31, 2013. The increase in stockholders' equity is the result of net income available to common stockholders of \$106.5 million for the nine months ended September 30, 2014, the movement of AOCI due to the increase in unrealized gains on AFS securities from a loss position, and the transfer of all of the Company's HTM securities to AFS during the second quarter 2014. In addition, to support the Company's continued growth, we raised \$2.6 million in net proceeds from the issuance of 115,866 shares of common stock through our ATM public offering.

**Investment securities**

Investment securities are classified at the time of acquisition as either HTM, AFS, or trading based upon various factors, including asset/liability management strategies, liquidity and profitability objectives, and regulatory requirements. HTM securities are carried at amortized cost, adjusted for amortization of premiums or accretion of discounts. AFS securities are securities that may be sold prior to maturity based upon asset/liability management decisions. Investment securities identified as AFS are carried at fair value. Unrealized gains or losses on AFS securities are recorded as AOCI in stockholders' equity. Amortization of premiums or accretion of discounts on MBS is periodically adjusted for estimated prepayments. Investment securities measured at fair value are reported at fair value, with unrealized gains and losses included in current period earnings.

The investment securities portfolio of the Company is utilized as collateral for borrowings, required collateral for public deposits and customer repurchase agreements, and to manage liquidity, capital and interest rate risk.

The following table summarizes the carrying value of the investment securities portfolio at September 30, 2014 and December 31, 2013:

	September 30, 2014	December 31, 2013
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