

CATHAY GENERAL BANCORP
Form 10-Q
August 09, 2018

Table of Contents

UNITED STATES

securities and exchange commission

Washington, D.C. 20549

form 10-q

quarterly report pursuant to section 13 or 15(d) of THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

OR

transition report pursuant to section 13 or 15 (d) of the SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-31830

Cathay General Bancorp

(Exact name of registrant as specified in its charter)

Delaware	95-4274680
(State of other jurisdiction of incorporation	(I.R.S.
or organization)	Employer
	Identification
	No.)
777 North Broadway, Los Angeles, California	90012
(Address of principal executive offices)	(Zip Code)

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Registrant's telephone number, including area code: (213) 625-4700

(Former name, former address and former fiscal year, if changed since last report)

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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

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

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

Yes No

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

Common stock, \$.01 par value, 81,255,708 shares outstanding as of July 31, 2018.

Table of Contents

CATHAY GENERAL BANCORP AND SUBSIDIARIES

2ND quarter 2018 REPORT ON FORM 10-Q

table of contents

<u>PART I – FINANCIAL INFORMATION</u>	3
Item 1. <u>FINANCIAL STATEMENTS (Unaudited)</u>	3
<u>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)</u>	6
Item 2. <u>MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	40
Item 3. <u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	63
Item 4. <u>CONTROLS AND PROCEDURES</u>	64
<u>PART II – OTHER INFORMATION</u>	65
Item 1. <u>LEGAL PROCEEDINGS</u>	65
Item 1A. <u>RISK FACTORS</u>	66
Item 2. <u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	66
Item 3. <u>DEFAULTS UPON SENIOR SECURITIES</u>	67
Item 4. <u>MINE SAFETY DISCLOSURES</u>	67
Item 5. <u>OTHER INFORMATION</u>	67
Item 6. <u>EXHIBITS</u>	67
<u>SIGNATURES</u>	68

Table of Contents

Forward-Looking Statements

In this Quarterly Report on Form 10-Q, the term “Bancorp” refers to Cathay General Bancorp and the term “Bank” refers to Cathay Bank. The terms “Company,” “we,” “us,” and “our” refer to Bancorp and the Bank collectively.

The statements in this report include forward-looking statements within the meaning of the applicable provisions of the Private Securities Litigation Reform Act of 1995 regarding management’s beliefs, projections, and assumptions concerning future results and events. We intend such forward-looking statements to be covered by the safe harbor provision for forward-looking statements in these provisions. All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including statements about anticipated future operating and financial performance, financial position and liquidity, growth opportunities and growth rates, growth plans, acquisition and divestiture opportunities, business prospects, strategic alternatives, business strategies, financial expectations, regulatory and competitive outlook, loan and deposit growth, investment and expenditure plans, financing needs and availability, level of nonperforming assets, and other similar forecasts and statements of expectation and statements of assumptions underlying any of the foregoing. Words such as “aims,” “anticipates,” “believes,” “can,” “continue,” “could,” “estimates,” “expects,” “hopes,” “intends,” “may,” “optimistic,” “plans,” “potential,” “possible,” “seeks,” “shall,” “should,” “will,” and variations of these words and similar expressions are intended to identify these forward-looking statements. Forward-looking statements by us are based on estimates, beliefs, projections, and assumptions of management and are not guarantees of future performance. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience and our present expectations or projections. Such risks and uncertainties and other factors include, but are not limited to, adverse developments or conditions related to or arising from:

- U.S. and international business and economic conditions;
- possible additional provisions for loan losses and charge-offs;
- credit risks of lending activities and deterioration in asset or credit quality;
- extensive laws and regulations and supervision that we are subject to, including potential supervisory action by bank supervisory authorities;
- increased costs of compliance and other risks associated with changes in regulation, including the implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”);
- higher capital requirements from the implementation of the Basel III capital standards;
- compliance with the Bank Secrecy Act and other money laundering statutes and regulations;
- potential goodwill impairment;
- liquidity risk;
- fluctuations in interest rates;
- risks associated with acquisitions and the expansion of our business into new markets;
- inflation and deflation;
- real estate market conditions and the value of real estate collateral;
- environmental liabilities;

our ability to compete, including against larger competitors;

1

Table of Contents

our ability to retain key personnel;
successful management of reputational risk;
natural disasters and geopolitical events;
general economic or business conditions in Asia, and other regions where the Bank has operations;
failures, interruptions, or security breaches of our information systems;
our ability to adapt our systems to technological changes;
risk management processes and strategies;
adverse results in legal proceedings;
the impact of regulatory enforcement actions, if any;
certain provisions in our charter and bylaws that may affect acquisition of the Company;
changes in accounting standards or tax laws and regulations;
market disruption and volatility;
fluctuations in the Bancorp's stock price;
restrictions on dividends and other distributions by laws and regulations and by our regulators and our capital structure;
issuances of preferred stock;
capital level requirements and successfully raising additional capital, if needed, and the resulting dilution of interests of holders of our common stock; and
the soundness of other financial institutions.

These and other factors are further described in Bancorp's Annual Report on Form 10-K for the year ended December 31, 2017 (Item 1A in particular), other reports and registration statements filed with the Securities and Exchange Commission ("SEC"), and other filings Bancorp makes with the SEC from time to time. Actual results in any future period may also vary from the past results discussed in this report. Given these risks and uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which speak to the date of this report. We have no intention and undertake no obligation to update any forward-looking statement or to publicly announce any revision of any forward-looking statement to reflect future developments or events, except as required by law.

Bancorp's filings with the SEC are available at the website maintained by the SEC at <http://www.sec.gov>, or by request directed to Cathay General Bancorp, 9650 Flair Drive, El Monte, California 91731, Attention: Investor Relations (626) 279-3296.

Table of Contents**PART I – FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS (Unaudited)****CATHAY GENERAL BANCORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)**

(In thousands, except share and per share data)	June 30, 2018	December 31, 2017
Assets		
Cash and due from banks	\$ 195,392	\$ 247,056
Short-term investments and interest bearing deposits	208,749	292,745
Cash and cash equivalents	404,141	539,801
Securities available-for-sale (amortized cost of \$1,510,142 at June 30, 2018 and \$1,336,345 at December 31, 2017)	1,475,949	1,333,626
Loans held for sale	-	8,000
Loans	13,348,737	12,870,290
Less: Allowance for loan losses	(121,899)	(123,279)
Unamortized deferred loan fees, net	(3,248)	(3,245)
Loans, net	13,223,590	12,743,766
Equity securities	23,131	-
Federal Home Loan Bank stock	17,250	23,085
Other real estate owned, net	8,220	9,442
Affordable housing investments and alternative energy partnerships, net	308,464	272,871
Premises and equipment, net	102,415	103,064
Customers' liability on acceptances	22,366	13,482
Accrued interest receivable	48,178	45,307
Goodwill	372,189	372,189
Other intangible assets, net	7,462	8,062
Other assets	184,391	167,491
Total assets	\$ 16,197,746	\$ 15,640,186
Liabilities and Stockholders' Equity		
Deposits		
Non-interest-bearing demand deposits	\$ 2,835,314	\$ 2,783,127
Interest-bearing deposits:		
Demand deposits	1,381,617	1,410,519

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Money market deposits	2,263,991	2,248,271
Savings deposits	790,125	857,199
Time deposits	5,833,499	5,390,777
Total deposits	13,104,546	12,689,893
Securities sold under agreements to repurchase	50,000	100,000
Advances from the Federal Home Loan Bank	480,000	430,000
Other borrowings of affordable housing investments	17,382	17,481
Long-term debt	194,136	194,136
Deferred payments from acquisition	36,015	35,404
Acceptances outstanding	22,366	13,482
Other liabilities	228,468	186,486
Total liabilities	14,132,913	13,666,882
Commitments and contingencies	-	-
Stockholders' Equity		
Common stock, \$0.01 par value, 100,000,000 shares authorized, 89,466,326 issued and 81,255,683 outstanding at June 30, 2018, and 89,104,022 issued and 80,893,379 outstanding at December 31, 2017	895	891
Additional paid-in-capital	937,224	932,874
Accumulated other comprehensive loss, net	(22,921)	(2,511)
Retained earnings	1,389,224	1,281,639
Treasury stock, at cost (8,210,643 shares at June 30, 2018, and at December 31, 2017)	(239,589)	(239,589)
Total equity	2,064,833	1,973,304
Total liabilities and equity	\$ 16,197,746	\$ 15,640,186

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents**CATHAY GENERAL BANCORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND****COMPREHENSIVE INCOME****(Unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	(In thousands, except share and per share data)			
Interest and Dividend Income				
Loans receivable, including loan fees	\$ 158,659	\$ 129,836	\$ 309,949	\$ 254,746
Investment securities	7,208	4,719	13,666	9,125
Federal Home Loan Bank stock	380	298	776	710
Deposits with banks	1,273	776	2,829	1,852
Total interest and dividend income	167,520	135,629	327,220	266,433
Interest Expense				
Time deposits	18,730	10,769	34,458	21,751
Other deposits	4,832	4,698	9,418	9,144
Securities sold under agreements to repurchase	608	1,065	1,322	2,615
Advances from Federal Home Loan Bank	885	305	1,856	593
Long-term debt	2,163	1,440	4,245	2,864
Deferred payments from acquisition	271	-	547	-
Total interest expense	27,489	18,277	51,846	36,967
Net interest income before reversal for credit losses	140,031	117,352	275,374	229,466
Reversal for credit losses	-	-	(3,000)	(2,500)
Net interest income after reversal for credit losses	140,031	117,352	278,374	231,966
Non-Interest Income				
Net losses from equity securities	(1,124)	-	(4,971)	-
Securities gains/(losses), net	-	3	-	(463)
Letters of credit commissions	1,376	1,193	2,651	2,316
Depository service fees	1,241	1,344	2,686	2,852
Gain from acquisition	-	-	340	-
Other operating income	6,274	3,612	12,371	8,165
Total non-interest income	7,767	6,152	13,077	12,870
Non-Interest Expense				
Salaries and employee benefits	30,600	26,145	60,977	52,016
Occupancy expense	5,170	4,722	10,622	9,421
Computer and equipment expense	2,611	2,528	5,705	5,252

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Professional services expense	5,730	5,343	11,769	9,599
Data processing service expense	3,151	2,396	6,370	4,928
FDIC and regulatory assessments	2,142	2,189	4,177	4,709
Marketing expense	3,400	1,859	4,258	2,730
Other real estate owned (income)/expense	(3)	317	(215)	378
Amortization of investments in low income housing and alternative energy partnerships	5,113	6,224	10,874	11,074
Amortization of core deposit intangibles	280	173	514	345
Acquisition and integration costs	1,735	-	1,904	-
Other operating expense	3,159	4,762	7,104	8,092
Total non-interest expense	63,088	56,658	124,059	108,544
Income before income tax expense	84,710	66,846	167,392	136,292
Income tax expense	11,046	15,431	29,912	35,936
Net income	\$73,664	\$51,415	\$137,480	\$100,356
Other comprehensive income, net of tax				
Unrealized holding (losses)/gains on securities available-for-sale	(2,751)	2,774	(14,265)	2,278
Unrealized holding gain/(loss) on cash flow hedge derivatives	736	(550)	2,929	(251)
Less: reclassification adjustments for gains/(losses) included in net income	-	2	-	(268)
Total other comprehensive (loss)/gain, net of tax	(2,015)	2,222	(11,336)	2,295
Total other comprehensive income	\$71,649	\$53,637	\$126,144	\$102,651
Net income per common share:				
Basic	\$0.91	\$0.64	\$1.69	\$1.26
Diluted	\$0.90	\$0.64	\$1.68	\$1.25
Cash dividends paid per common share	\$0.24	\$0.21	\$0.48	\$0.42
Average common shares outstanding				
Basic	81,236,315	79,840,188	81,180,160	79,772,268
Diluted	81,774,986	80,562,607	81,727,977	80,488,305

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents**CATHAY GENERAL BANCORP AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)**

	Six months ended June 30	
	2018	2017
	(In thousands)	
Cash Flows from Operating Activities		
Net income	\$137,480	\$100,356
Adjustments to reconcile net income to net cash provided by operating activities:		
Reversal for credit losses	(3,000)	(2,500)
Provision for losses on other real estate owned	-	483
Deferred tax liability	2,432	12,227
Depreciation and amortization	3,868	3,504
Net gains on sale and transfer of other real estate owned	(459)	(317)
Proceeds from sales of loans	8,000	7,500
Amortization on alternative energy partnerships, venture capital and other investments	(405)	1,682
Net loss on sales and calls of securities	-	438
Amortization/accretion of security premiums/discounts, net	1,719	1,293
Unrealized loss on equity securities	4,971	-
Stock based compensation and stock issued to officers as compensation	4,054	3,107
Net change in accrued interest receivable and other assets	(8,043)	603
Gain on acquisition	(340)	-
Net change in other liabilities	(129)	1,857
Net cash provided by operating activities	150,148	130,233
Cash Flows from Investing Activities		
Purchase of investment securities available-for-sale	(448,805)	(349,550)
Proceeds from sale of investment securities available-for-sale	-	99,541
Proceeds from repayments, maturities and calls of investment securities available-for-sale	257,339	198,619
Purchase of Federal Home Loan Bank stock	(5,430)	-
Redemptions of Federal Home Loan Bank stock	11,265	-
Net increase in loans	(474,900)	(369,751)
Purchase of premises and equipment	(2,706)	(1,718)
Proceeds from sales of other real estate owned	2,785	1,399
Net (increase)/decrease in investment in affordable housing and alternative energy partnerships	(19,201)	(16,685)
Net cash used for investing activities	(679,653)	(438,145)
Cash Flows from Financing Activities		
Net increase/(decrease) in deposits	414,198	(211,228)
	(50,000)	(200,000)

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Net decrease in federal funds purchased and securities sold under agreements to repurchase		
Advances from Federal Home Loan Bank	2,450,000	795,000
Repayment of Federal Home Loan Bank borrowings	(2,400,000)	(670,000)
Cash dividends paid	(38,966)	(33,524)
Proceeds from issuance of other borrowings	20,000	-
Proceeds from shares issued under Dividend Reinvestment Plan	1,325	1,233
Proceeds from exercise of stock options	838	877
Taxes paid related to net share settlement of RSUs	(3,550)	(5,118)
Net cash provided by (used in) financing activities	393,845	(322,760)
Decrease in cash and cash equivalents	(135,660)	(630,672)
Cash and cash equivalents, beginning of the period	539,801	1,185,084
Cash and cash equivalents, end of the period	\$404,141	\$554,412
Supplemental disclosure of cash flow information		
Cash paid during the period:		
Interest	\$49,606	\$39,259
Income taxes paid	\$31,589	\$30,096
Non-cash investing and financing activities:		
Net change in unrealized holding loss on securities available-for-sale, net of tax	\$(14,265)	\$2,546
Net change in unrealized holding loss on cash flow hedge derivatives	\$2,929	\$(251)
Transfers to other real estate owned from loans held for investment	\$715	\$726

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

CATHAY GENERAL BANCORP AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Business

Cathay General Bancorp (“Bancorp”) is the holding company for Cathay Bank (the “Bank” and, together, with Bancorp, the “Company”), eight limited partnerships investing in affordable housing investments in which the Bank is the sole limited partner, Asia Realty Corp. and GBC Venture Capital, Inc. Bancorp also owns 100% of the common stock of five statutory business trusts created for the purpose of issuing capital securities. The Bank was founded in 1962 and offers a wide range of financial services. As of June 30, 2018, the Bank operates 26 branches in Southern California, 14 branches in Northern California, 12 branches in New York State, three branches in Illinois, three branches in Washington State, two branches in Texas, one branch in Massachusetts, New Jersey, Maryland and Nevada, one branch in Hong Kong, and a representative office in Beijing, Shanghai and Taipei. Deposit accounts at the Hong Kong branch are not insured by the Federal Deposit Insurance Corporation (the “FDIC”).

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the interim periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. For further information, refer to the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

The preparation of the condensed consolidated financial statements in accordance with GAAP requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. The Company expects that the most significant estimates subject to change are the allowance for loan losses.

In the condensed consolidated statement of cash flows, the amounts for the six months ended June 30, 2017 have been corrected in the current year and differ from the previously reported amounts of \$135.0 million for net cash provided by investing activities, \$57.5 million for decrease in cash and cash equivalents, \$218.0 million for cash and cash equivalents, beginning of period and \$160.5 million for cash and cash equivalents, end of period.

Table of Contents

3. Recent Accounting Pronouncements

Accounting Standards adopted in 2018

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers (Topic 606).” The new guidance replaces existing revenue recognition guidance for contracts to provide goods or services to customers and amends existing guidance related to recognition of gains and losses on the sale of certain nonfinancial assets such as real estate. ASU 2014-09 clarifies the principles for recognizing revenue and replaces nearly all existing revenue recognition guidance in U.S. GAAP. Quantitative and qualitative disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers are also required. ASU 2014-09 as amended by ASU 2015-14, ASU 2016-08, ASU 2016-10 and ASU 2016-12, is effective for interim and annual periods beginning after December 15, 2017 and is applied on either a modified retrospective or full retrospective basis. Our revenue is primarily comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09, and non-interest income. Accordingly, the majority of the Company’s revenues will not be affected. In addition, the new standard does not materially impact the timing or measurement of the Company’s revenue recognition as it is consistent with the Company’s existing accounting for contracts within the scope of the new standard. The Company adopted this guidance as of January 1, 2018 using the modified retrospective method where there was no cumulative effect adjustment to retained earnings as a result of adopting this new standard. In addition, the standard did not have a material impact on our consolidated financial statements. The Company has provided a disaggregation of the significant categories of revenues within the scope of this guidance and expanded the qualitative disclosures of the Company’s noninterest income. See footnote 17 - Revenue from Contracts with Customers for additional information.

In January 2016, the FASB issued ASU 2016-01, “Financial Instruments Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” This update requires an entity to measure equity investments with readily determinable fair values at fair value with changes in fair value recognized in net income. Equity investment without readily determinable fair values will be measured at fair value either upon the occurrence of an observable price change or upon identification of an impairment and any amount by which the carrying value exceeding the fair value will be recognized as an impairment in net income. This update also requires an entity to disclose fair value of financial instruments measured at amortized cost on the balance sheet to measure that fair value using the exit price option. In addition, this update requires separate presentation in comprehensive income for changes in the fair value of a liability and in the balance sheet by measurement category and form of financial asset. ASU 2016-01 becomes effective for interim and annual periods beginning after December 15, 2017. The adoption of the amendment resulted in approximately \$8.6 million being reclassified from accumulated other comprehensive income to retained earnings, representing an increase to retained earnings as of January 1, 2018, and reduced pre-tax income by \$1.1 million for the three months ended June 30, 2018 and \$5.0 million for the six months ended June 30, 2018. See footnote 7 – Investment Securities. Also, beginning in the first quarter of 2018, the Company is adopting the exit price notion on fair value measurement of its loan portfolio. As a result of this fair value change, the prior-year figures shown for loans on footnote - 13 for comparative purposes will no longer be comparable.

Table of Contents

In February 2018, FASB issued ASU 2018-02 to help organizations address certain stranded income tax effects in accumulated other comprehensive income (“AOCI”) resulting from the Tax Cuts and Jobs Act of 2017 (the “Tax Legislation”). The amendment provides financial statement preparers with an option to reclassify stranded tax effects within AOCI to retained earnings in each period in which the effect of the changes in the U.S. federal corporate income tax rate in the Tax Legislation (or portion thereof) is recorded. The amendment also includes disclosure requirements regarding the issuer’s accounting policy for releasing income tax effects from AOCI. The amendment is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early adoption is permitted, and organizations should apply the provisions of the amendment either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Legislation is recognized. The Company has elected to reclassify the income tax effects of the Tax Legislation from accumulated other comprehensive income to retained earnings effective January 1, 2018. This resulted in the reclassification of \$515,000 from accumulated other comprehensive income to retained earnings, representing an increase to retained earnings as of January 1, 2018. See footnote 18 – Stockholders Equity.

Other Accounting Standards

In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842),” which is intended to increase transparency and comparability in the accounting for lease transactions. ASU 2016-02 requires lessees to recognize all leases longer than twelve months on the consolidated balance sheet as lease assets and lease liabilities and quantitative and qualitative disclosures regarding key information about leasing arrangements. Lessor accounting is largely unchanged. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years with an option to early adopt. ASU 2016-02 mandates a modified retrospective transition method for all entities. The Company is evaluating the impact of ASU 2016-02 and has determined that the majority of our leases are operating leases. We expect, upon adoption, that the Company will record a liability for the remaining obligation under the lease agreements and a corresponding right-of-use asset in its consolidated financial statements. ASU 2016-02 will be effective for us on January 1, 2019 and will require transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” This update requires an entity to use a broader range of reasonable and supportable forecasts, in addition to historical experience and current conditions, to develop an expected credit loss estimate for financial assets and net investments that are not accounted for at fair value through net income. Credit losses relating to available-for-sale debt securities should be recorded through an allowance for credit losses to the amount by which fair value is below amortized cost. ASU 2016-13 becomes effective for interim and annual periods beginning after December 15, 2019. The Company has designated a management team and begun its implementation efforts by identifying key interpretive issues, assessing its processes and identifying the system requirements against the new guidance to determine what modifications may be required. The implementation efforts also involve, but are not limited to, assessing potential macroeconomic factors that will be used to determine the reasonable and supportable forecast period. The Company has not yet determined the effect of ASU 2016-13 on its accounting policies or the impact on the Company’s consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, “Intangibles—Goodwill and Other (Topic 350)”: Simplifying the Test for Goodwill Impairment.” This update simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. Adoption of this update is on a prospective basis and the amendments in this update are to be applied to annual periods beginning after December 15, 2019. Adoption of ASU 2017-04 is not expected to have a significant impact on the Company’s consolidated financial statements.

Table of Contents

In March 2017, the FASB issued ASU 2017-08, “Receivables- Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities.” This update amends the amortization period for certain purchased callable debt securities held at a premium. The amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. This update affects all entities that hold investments in callable debt securities that have an amortized cost basis in excess of the amount that is repayable by the issuer at the earliest call date. This update is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Adoption of ASU 2017-08 is not expected to have a significant impact on the Company’s consolidated financial statements.

In July 2017, the FASB issued ASU 2017-11, “Earnings per Share (Topic 260), Distinguishing Liabilities from Equity (Topic 480) and Derivatives and Hedging (Topic 815).” There are two parts to this update. Part I of this update addresses the complexity of accounting for certain financial instruments with down round features. Down round features are features of certain equity-linked instruments that result in the strike price being reduced on the basis of the pricing of future equity offerings. Part II of this update addresses the difficulty in navigating topic 480, Distinguishing Liabilities from Equity, because of the existence of extensive pending content in the FASB Accounting Standards Codification. This pending content is the result of the indefinite deferral of accounting requirements about mandatorily redeemable financial instruments of certain nonpublic entities and certain mandatorily redeemable noncontrolling interests. The amendments in this update are effective for fiscal years beginning after December 15, 2020. Early adoption is permitted for all entities, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in part I of this update should be applied in either of the following ways: (i) Retrospectively to outstanding financial instruments with a down round feature by means of a cumulative-effect adjustment to the statement of financial position as of the beginning of the first fiscal year and interim periods in which the pending content that links to this paragraph is effective; or (ii) Retrospectively to outstanding financial instruments with a down round feature for each prior reporting period presented in accordance with the guidance on accounting changes in paragraphs 250-10-45-5 through 45-10. The amendments to Part II of this update do not require any transition guidance because those amendments do not have an accounting effect. The Company is currently evaluating the impact on its consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, “Derivatives and Hedging (Topic 815)”, which targeted improvements to accounting for hedging activities. The amendments in this update better align an entity’s risk management activities and financial reporting for hedging relationships through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. To meet that objective, the amendments expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. The Company is currently evaluating the impact on its consolidated financial statements.

Table of Contents

4. Acquisition

On July 14, 2017, the Company completed the acquisition of SinoPac Bancorp, the parent of Far East National Bank (“FENB”), pursuant to a Stock Purchase Agreement, dated as of July 8, 2016, by and between the Company and Bank SinoPac Co. Ltd. Under the terms of the Stock Purchase Agreement, the Company purchased all of the issued and outstanding share capital of SinoPac Bancorp for an aggregate purchase price of \$351.6 million plus additional post closing payments based on the realization of certain assets of FENB. The Company issued 926,192 shares of common stock as consideration and the remainder of the consideration is payable in cash of which \$100 million was deferred and paid on November 14, 2017 and \$35.4 million was deferred and will be released over the next three years. On December 12, 2017, additional cash consideration of \$4.1 million was paid based on the realized gain from the sale of the building that housed FENB’s former Alhambra, California branch. SinoPac Bancorp was merged into Cathay General Bancorp on July 17, 2017 and subsequently, on October 27, 2017, FENB was merged into Cathay Bank. The acquisition allowed the Company to expand its number of branches in California. Prior to the closing of the acquisition, FENB operated nine branches in California, and a representative office in Beijing. The acquisition is accounted for as a business combination, subject to the provisions of ASC 805-10-50, Business Combinations.

The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the July 14, 2017 acquisition date. We have included the financial results of the business combinations in the condensed consolidated statement of income beginning on the acquisition date. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the acquisition date. We made significant estimates and exercised significant judgement in estimating fair values and accounting for such acquired assets and liabilities. The assets and liabilities have been accounted for under the acquisition method of accounting.

Table of Contents

The fair value of the assets and the liabilities acquired as of July 14, 2017 are shown below:

	SinoPac Bancorp
Assets acquired:	
Cash and cash equivalents	\$ 166,932
Short-term investments	122,000
Securities available-for-sale	88,044
FHLB and FRB stock	19,890
Loans	705,792
Premises and equipment	6,239
Cash surrender value of life insurance	46,083
Deferred tax assets, net	40,690
Core deposit intangible	6,122
Accrued interest receivable and other assets	10,689
Total assets acquired	1,212,481
Liabilities assumed:	
Deposits	813,888
Advances from the Federal Home Loan Bank	30,000
Accrued interest payable and other liabilities	8,512
Total liabilities assumed	852,400
Net assets acquired	\$ 360,081
Cash paid	\$ 284,984
Fair value of common stock issued	34,862
Total consideration paid	\$ 319,846
Purchase price payable to SinoPac	34,267
Total consideration	\$ 354,113
Gain from acquisition	\$ 5,968

The table above reflects net purchase price adjustments of \$340,000 related to contingent consideration and imputed interest adjustments made during the six months ended June 30, 2018.

Table of Contents**5. Earnings per Share**

Basic earnings per share excludes dilution and is computed by dividing net income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock and resulted in the issuance of common stock that then shared in earnings. Outstanding stock options and restricted stock units with anti-dilutive effect were not included in the computation of diluted earnings per share. The following table sets forth earnings per common share calculations:

(Dollars in thousands, except share and per share data)	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Net income	\$73,664	\$51,415	\$137,480	\$100,356
Weighted-average shares:				
Basic weighted-average number of common shares outstanding	81,236,315	79,840,188	81,180,160	79,772,268
Dilutive effect of weighted-average outstanding common share equivalents				
Warrants	278,080	410,677	286,718	413,625
Options	-	24,169	-	29,002
Restricted stock units	260,591	287,573	261,099	273,410
Diluted weighted-average number of common shares outstanding	81,774,986	80,562,607	81,727,977	80,488,305
Average stock options and restricted stock units with anti-dilutive effect	6,521	-	22,624	9,895
Earnings per common share:				
Basic	\$0.91	\$0.64	\$1.69	\$1.26
Diluted	\$0.90	\$0.64	\$1.68	\$1.25

6. Stock-Based Compensation

Under the Company's equity incentive plans, directors and eligible employees may be granted incentive or non-statutory stock options, restricted stock units ("RSUs") and/or awarded non-vested stock. As of June 30, 2018, there were no stock options outstanding.

There were 35,880 and 37,540 stock option shares exercised in the six months ended June 30, 2018 and 2017, respectively. The Company received \$838,000 from the exercise of stock options for 35,880 shares at \$23.37 per share that had an aggregate intrinsic value of \$718,000 during the six months ended June 30, 2018 compared to \$877,000 from the exercise of stock options that had an aggregate intrinsic value of \$534,000 during the six months ended June 30, 2017.

RSUs are granted under the Company's long-term incentive plan at no cost to the recipient. RSUs generally vest ratably over three years or cliff vest after one or three years of continued employment from the date of the grant. While a portion of RSUs are time-vesting awards, others vest subject to the attainment of specified performance goals referred to as "Performance-based RSUs." All RSUs are subject to forfeiture until vested.

Performance-based RSUs are granted at the target amount of awards. Based on the Company's attainment of specified performance goals and consideration of market conditions, the number of shares that vest can be adjusted to a minimum of zero and to a maximum of 150% of the target. The amount of performance-based RSUs that are eligible to vest is determined at the end of each performance period and is then added together to determine the total number of performance shares that are eligible to vest. Performance-based RSUs generally cliff vest three years from the date of grant.

Table of Contents

Compensation costs for the time-based awards are based on the quoted market price of the Company's stock at the grant date. Compensation costs associated with performance-based RSUs are based on grant date fair value, which considers both market and performance conditions. Compensation costs of both time-based and performance-based awards are recognized on a straight-line basis from the grant date until the vesting date of each grant.

The following table presents restricted stock unit activity during the six months ended June 30, 2018:

	Time-Based RSUs		Performance-Based RSUs	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Balance at December 31, 2017	221,738	32.72	339,872	33.52
Granted	128,589	43.36	55,455	39.46
Vested	(65,721)	41.59	(68,459)	41.22
Forfeited	(8,774)	35.29	-	-
Balance at June 30, 2018	275,832	35.48	326,868	32.91

The compensation expense recorded for RSUs was \$1.9 million for the three months ended June 30, 2018, compared to \$1.4 million in the same period a year ago. For the six months ended June 30, 2018 and 2017, compensation expense recorded relating to the RSUs was \$3.4 million and \$2.6 million, respectively. Unrecognized stock-based compensation expense related to RSUs was \$13.3 million and \$10.6 million as of June 30, 2018 and 2017, respectively. These costs are expected to be recognized over the next 2.1 years and 2.2 years for time-based and performance-based RSUs, respectively.

As of June 30, 2018, 2,591,461 shares were available under the Company's 2005 Incentive Plan (as Amended and Restated) for future grants.

Tax benefit from share-based payment arrangements of \$0.8 million reduced income tax expense in the first six months of 2018 compared to \$2.6 million in the same period a year ago.

Table of Contents**7. Investment Securities**

Securities available-for-sale were \$1.5 billion as of June 30, 2018, compared to \$1.3 billion as of December 31, 2017.

The following tables reflect the amortized cost, gross unrealized gains, gross unrealized losses, and fair value of securities available-for-sale as of June 30, 2018, and investment securities as of December 31, 2017:

	June 30, 2018			
	Amortized Cost (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Debt Securities Available-for-Sale				
U.S. treasury securities	\$348,677	\$ 8	\$ 141	\$348,544
U.S. government agency entities	8,397	-	208	8,189
U.S. government sponsored entities	400,000	-	16,041	383,959
Mortgage-backed securities	676,855	189	18,756	658,288
Collateralized mortgage obligations	1,233	-	30	1,203
Corporate debt securities	74,980	786	-	75,766
Total	\$1,510,142	\$ 983	\$ 35,176	\$1,475,949

	December 31, 2017			
	Amortized Cost (In thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available-for-Sale				
U.S. treasury securities	\$249,877	\$ -	\$ 357	\$249,520
U.S. government agency entities	9,047	11	70	8,988
U.S. government sponsored entities	400,000	-	9,664	390,336
State and municipal securities	1,944	-	30	1,914
Mortgage-backed securities	577,987	241	6,259	571,969
Collateralized mortgage obligations	1,533	-	17	1,516
Corporate debt securities	80,007	1,291	17	81,281
Mutual funds	6,500	-	270	6,230
Preferred stock of government sponsored entities	5,842	4,260	-	10,102
Other equity securities	3,608	8,162	-	11,770
Total	\$1,336,345	\$ 13,965	\$ 16,684	\$1,333,626

The amortized cost and fair value of investment securities as of June 30, 2018, by contractual maturities, are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or repayment penalties.

	Securities	
	Available-For-Sale	
	Amortized	Fair value
	cost	
	(In thousands)	
Due in one year or less	\$358,743	\$358,622
Due after one year through five years	465,994	450,736
Due after five years through ten years	4,478	4,314
Due after ten years	680,927	662,277
Total	\$1,510,142	\$1,475,949

Table of Contents

There were no sales of mortgage-backed securities during the first six months of 2018 and the first six months of 2017. Proceeds from repayments, maturities and calls of mortgage-backed securities were \$50.4 million and \$28.6 million for the six months ended June 30, 2018 and 2017, respectively. There were no sales of other investment securities during the first six months of 2018, compared to proceeds of \$99.5 million from the sale of other investment securities during the first six months of 2017. Proceeds from maturities and calls of other investment securities were \$206.9 million during the six months ended June 30, 2018, compared to \$170.0 million during the same period a year ago. There were no gains or losses on sales of investment securities during the six months ended June 30, 2018, compared to \$438,000 of losses in the same period a year ago. There were no other than temporary impairment write-downs recorded during the first six months of 2018, compared to \$25,000 recorded during the first six months of 2017.

The adoption of ASU 2016-01 resulted in approximately \$8.6 million being reclassified from accumulated other comprehensive income to retained earnings, representing an increase to retained earnings as of January 1, 2018. For the six months ended, June 30, 2018, the Company recognized a net loss of \$5.0 million due to the decrease in fair value of equity investments with readily determinable fair values. Equity securities were \$23.1 million as of June 30, 2018, compared to \$28.1 million as of December 31, 2017.

Table of Contents

The tables below show the fair value and unrealized losses of the temporarily impaired securities in our investment securities portfolio as of June 30, 2018, and December 31, 2017:

	June 30, 2018					
	Temporarily impaired securities					
	Less than 12 months		12 months or longer		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
(In thousands)						
Debt Securities Available-for-Sale						
U.S. treasury securities	\$ 124,463	\$ 49	\$ 49,906	\$ 92	\$ 174,369	\$ 141
U.S. government agency entities	8,189	208	-	-	8,189	208
U.S. government sponsored entities	-	-	383,959	16,041	383,959	16,041
Mortgage-backed securities	465,499	12,349	160,485	6,407	625,984	18,756
Collateralized mortgage obligations	1,203	30	-	-	1,203	30
Total debt securities	\$ 599,354	\$ 12,636	\$ 594,350	\$ 22,540	\$ 1,193,704	\$ 35,176
Equity Securities						
Preferred stock of government sponsored entities	7,480	2,623	-	-	7,480	2,623
Mutual funds	-	-	6,082	148	6,082	148
Other equity securities	9,569	2,200	-	-	9,569	2,200
Total equity securities	\$ 17,049	\$ 4,823	\$ 6,082	\$ 148	\$ 23,131	\$ 4,971

	December 31, 2017					
	Temporarily impaired securities					
	Less than 12 months		12 months or longer		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
(In thousands)						
Securities Available-for-Sale						
U.S. treasury securities	\$ 199,823	\$ 62	\$ 49,697	\$ 295	\$ 249,520	\$ 357
U.S. government agency entities	5,711	70	-	-	5,711	70
U.S. government sponsored entities	-	-	390,336	9,664	390,336	9,664
State and municipal securities	1,914	30	-	-	1,914	30
Mortgage-backed securities	342,436	3,147	178,617	3,112	521,053	6,259
Collateralized mortgage obligations	1,516	17	-	-	1,516	17
Corporate debt securities	5,015	17	-	-	5,015	17
Mutual funds	-	-	6,230	270	6,230	270

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Total	\$556,415	\$ 3,343	\$624,880	\$ 13,341	\$1,181,295	\$ 16,684
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As of June 30, 2018, the Company had unrealized losses on available-for-sale securities of \$35.2 million. The unrealized losses on these securities were primarily attributed to yield curve movement, together with widened liquidity spreads and credit spreads. The issuers have not, to the Company's knowledge, established any cause for default on these securities. Management believes the impairment was temporary and, accordingly, no impairment loss on these securities has been recognized in our condensed consolidated statements of operations. The Company expects to recover the amortized cost basis of its securities and has no intent to sell, and will not be required to sell, available-for-sale securities that have declined below their cost before their anticipated recovery.

Investment securities having a carrying value of \$158.1 million as of June 30, 2018, and \$272.2 million as of December 31, 2017, were pledged to secure public deposits, other borrowings, treasury tax and loan, and securities sold under agreements to repurchase.

Table of Contents**8. Loans**

Most of the Company's business activities are with customers located in the high-density Asian-populated areas of Southern and Northern California; New York City, New York; Dallas and Houston, Texas; Seattle, Washington; Boston, Massachusetts; Chicago, Illinois; Edison, New Jersey; Rockville, Maryland; Las Vegas, Nevada, and Hong Kong. The Company has no specific industry concentration, and generally its loans are secured by real property or other collateral of the borrowers. The Company generally expects loans to be paid off from the operating profits of the borrowers, from refinancing by other lenders, or through sale by the borrowers of the secured collateral.

The types of loans in the Company's condensed consolidated balance sheets as of June 30, 2018, and December 31, 2017, were as follows:

	June 30, 2018	December 31, 2017
	(In thousands)	
Commercial loans	\$2,576,649	\$2,461,266
Residential mortgage loans	3,378,875	3,062,050
Commercial mortgage loans	6,615,791	6,482,695
Real estate construction loans	581,917	678,805
Equity lines	191,445	180,304
Installment & other loans	4,060	5,170
Gross loans	\$13,348,737	\$12,870,290
Allowance for loan losses	(121,899)	(123,279)
Unamortized deferred loan fees	(3,248)	(3,245)
Total loans, net	\$13,223,590	\$12,743,766
Loans held for sale	\$-	\$8,000

As of June 30, 2018, recorded investment in impaired loans totaled \$137.2 million and was comprised of non-accrual loans, excluding loans held for sale, of \$52.7 million and accruing troubled debt restructured loans ("TDRs") of \$84.5 million. As of December 31, 2017, recorded investment in impaired loans totaled \$117.4 million and was comprised of non-accrual loans, excluding loans held for sale, of \$48.8 million and accruing TDRs of \$68.6 million. For impaired loans, the amounts previously charged off represent 6.5% as of June 30, 2018, and 7.2% as of December 31, 2017, of the contractual balances for impaired loans.

Table of Contents

The following table presents the average balance and interest income recognized related to impaired loans for the periods indicated:

	Impaired Loans				Interest Income Recognized			
	Average Recorded Investment							
	Three months ended		Six months ended		Three months ended		Six months ended	
	June 30, 2018	2017	June 30, 2018	2017	June 30, 2018	2017	2018	2017
	(In thousands)							
Commercial loans	\$46,763	\$19,376	\$45,978	\$21,345	\$498	\$86	\$825	\$171
Real estate construction loans	8,378	42,752	8,258	29,912	-	356	-	696
Commercial mortgage loans	64,004	60,295	61,316	60,847	633	445	1,264	898
Residential mortgage loans and equity lines	14,664	15,172	14,189	15,854	93	107	186	211
Total impaired loans	\$133,809	\$137,595	\$129,741	\$127,958	\$1,224	\$994	\$2,275	\$1,976

The following table presents impaired loans and the related allowance for loan losses as of the dates indicated:

	Impaired Loans			December 31, 2017		
	June 30, 2018			Unpaid		
	Unpaid			Unpaid		
	Principal	Recorded	Allowance	Principal	Recorded	Allowance
	Balance	Investment		Balance	Investment	
	(In thousands)					
With no allocated allowance						
Commercial loans	\$51,143	\$49,521	\$-	\$43,483	\$42,702	\$-
Real estate construction loans	8,821	8,040	-	8,821	8,185	-
Commercial mortgage loans	41,970	34,508	-	37,825	31,029	-
Residential mortgage loans and equity lines	6,551	6,543	-	1,301	1,301	-
Subtotal	\$108,485	\$98,612	\$-	\$91,430	\$83,217	\$-
With allocated allowance						
Commercial loans	\$3,247	\$3,218	\$2,463	\$891	\$793	\$43
Commercial mortgage loans	27,495	27,445	1,036	21,733	21,635	1,738
Residential mortgage loans and equity lines	9,143	7,939	334	13,022	11,708	353
Subtotal	\$39,885	\$38,602	\$3,833	\$35,646	\$34,136	\$2,134
Total impaired loans	\$148,370	\$137,214	\$3,833	\$127,076	\$117,353	\$2,134

Table of Contents

The following tables present the aging of the loan portfolio by type as of June 30, 2018, and as of December 31, 2017:

	June 30, 2018			Non-accrual Loans	Total Past Due	Loans Not Past Due	Total
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due				
(In thousands)							
Type of Loans:							
Commercial loans	\$9,537	\$34,500	\$ -	\$ 19,212	\$63,249	\$2,513,400	\$2,576,649
Real estate construction loans	-	-	-	8,040	8,040	573,877	581,917
Commercial mortgage loans	841	14,350	-	17,154	32,345	6,583,446	6,615,791
Residential mortgage loans and equity lines	423	1,542	-	8,322	10,287	3,560,033	3,570,320
Installment and other loans	-	-	-	-	-	4,060	4,060
Total loans	\$10,801	\$50,392	\$ -	\$ 52,728	\$113,921	\$13,234,816	\$13,348,737
December 31, 2017							
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Non-accrual Loans	Total Past Due	Loans Not Past Due	Total
(In thousands)							
Type of Loans:							
Commercial loans	\$11,079	\$5,192	\$ -	\$ 14,296	\$30,567	\$2,430,699	\$2,461,266
Real estate construction loans	3,028	-	-	8,185	11,213	667,592	678,805
Commercial mortgage loans	17,573	5,602	-	19,820	42,995	6,439,700	6,482,695
Residential mortgage loans and equity lines	6,613	732	-	6,486	13,831	3,228,523	3,242,354
Installment and other loans	103	-	-	-	103	5,067	5,170
Total loans	\$38,396	\$11,526	\$ -	\$ 48,787	\$98,709	\$12,771,581	\$12,870,290

The determination of the amount of the allowance for loan losses for impaired loans is based on management's current judgment about the credit quality of the loan portfolio and takes into consideration known relevant internal and

external factors that affect collectability when determining the appropriate level for the allowance for loan losses. The nature of the process by which the Bank determines the appropriate allowance for loan losses requires the exercise of considerable judgment. This allowance evaluation process is also applied to troubled debt restructurings since they are considered to be impaired loans. The allowance for loan losses and the reserve for off-balance sheet credit commitments are significant estimates that can and do change based on management's process in analyzing the loan portfolio and on management's assumptions about specific borrowers, underlying collateral, and applicable economic and environmental conditions, among other factors.

A troubled debt restructuring is a formal modification of the terms of a loan when the lender, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower. The concessions may be granted in various forms, including a change in the stated interest rate, a reduction in the loan balance or accrued interest, or an extension of the maturity date that causes significant delay in payment.

TDRs on accrual status are comprised of the loans that have, pursuant to the Bank's policy, performed under the restructured terms and have demonstrated sustained performance under the modified terms for six months before being returned to accrual status. The sustained performance considered by management pursuant to its policy includes the periods prior to the modification if the prior performance met or exceeded the modified terms. This would include cash paid by the borrower prior to the restructure to set up interest reserves.

Table of Contents

As of June 30, 2018, accruing TDRs were \$84.5 million and non-accrual TDRs were \$30.3 million compared to accruing TDRs of \$68.6 million and non-accrual TDRs of \$33.4 million as of December 31, 2017. The Company allocated specific reserves of \$1.1 million to accruing TDRs and \$71,000 to non-accrual TDRs as of June 30, 2018, and \$1.9 million to accruing TDRs and \$83,000 to non-accrual TDRs as of December 31, 2017. The following tables present TDRs that were modified during the three and six months ended June 30, 2018 and 2017, their specific reserves as of June 30, 2018 and 2017, and charge-offs for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30, 2018			June 30, 2018	
	No. of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Charge-offs	Specific Reserve
Commercial loans	15	\$ 5,127	\$ 5,127	\$ -	\$ -
Total	15	\$ 5,127	\$ 5,127	\$ -	\$ -

	Three months ended June 30, 2017			June 30, 2017	
	No. of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Charge-offs	Specific Reserve
Commercial loans	1	\$ 500	\$ 500	\$ -	\$ -
Total	1	\$ 500	\$ 500	\$ -	\$ -

	Six months ended June 30, 2018			June 30, 2018	
	No. of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Charge-offs	Specific Reserve
Commercial loans	18	\$ 7,590	\$ 7,590	\$ -	\$ -

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Commercial mortgage loans	6	14,287	14,287	-	126
Residential mortgage loans	2	801	801	-	8
Total	26	\$ 22,678	\$ 22,678	\$ -	\$ 134

	Six months ended June 30, 2017			June 30, 2017	
	Pre-Modification No. of Outstanding Recorded Contracts Investment (Dollars in thousands)	Post-Modification Outstanding Recorded Investment		Charge-offs	Specific Reserve
Commercial loans	1	\$ 500	\$ 500	\$ -	\$ -
Real estate construction loans	2	27,683	27,683	-	-
Total	3	\$ 28,183	\$ 28,183	\$ -	\$ -

Modifications of the loan terms during the first six months of 2018 were in the form of extensions of maturity dates, which ranged from three to twelve months from the modification date.

We expect that the TDRs on accruing status as of June 30, 2018, which were all performing in accordance with their restructured terms, will continue to comply with the restructured terms because of the reduced principal or interest payments on these loans. A summary of TDRs by type of concession and by type of loan, as of June 30, 2018, and December 31, 2017, is shown below:

Accruing TDRs	June 30, 2018		Rate	
	Payment Rate	Deferral Reduction	Reduction and Payment	Total
	(In thousands)			
Commercial loans	\$33,528	\$ -	\$ -	\$33,528
Commercial mortgage loans	17,610	7,474	19,715	44,799
Residential mortgage loans	3,110	330	2,720	6,160
Total accruing TDRs	\$54,248	\$ 7,804	\$ 22,435	\$84,487

Table of Contents**June 30, 2018**

Non-accrual TDRs	Payment Deferral	Rate Reduction and Payment Deferral	Total
	(In thousands)		
Commercial loans	\$13,721	\$ -	\$13,721
Commercial mortgage loans	3,936	10,462	14,398
Residential mortgage loans	2,110	118	2,228
Total non-accrual TDRs	\$19,767	\$ 10,580	\$30,347

December 31, 2017

Accruing TDRs	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
	(In thousands)			
Commercial loans	\$29,199	\$ -	\$ -	\$29,199
Commercial mortgage loans	11,504	5,871	15,468	32,843
Residential mortgage loans	3,416	335	2,772	6,523
Total accruing TDRs	\$44,119	\$ 6,206	\$ 18,240	\$68,565

December 31, 2017

Non-accrual TDRs	Payment Deferral	Rate Reduction	Rate Reduction and Payment Deferral	Total
	(In thousands)			
Commercial loans	\$12,944	\$ -	\$ -	\$12,944

Commercial mortgage loans	6,231	1,677	11,113	19,021
Residential mortgage loans	1,297	-	154	1,451
Total non-accrual TDRs	\$20,472	\$ 1,677	\$ 11,267	\$33,416

The activity within our TDRs for the periods indicated is shown below:

Accruing TDRs	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	(In thousands)			
Beginning balance	\$82,785	\$80,419	\$68,566	\$65,393
New restructurings	5,127	500	22,447	28,183
Restructured loans restored to accrual status	-	-	2,318	-
Payments	(2,855)	(1,100)	(6,746)	(5,695)
Restructured loans placed on non-accrual status	(570)	-	(2,098)	(5,822)
Expiration of loan concession upon renewal	-	-	-	(2,240)
Ending balance	\$84,487	\$79,819	\$84,487	\$79,819

Table of Contents

Non-accrual TDRs	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	(In thousands)			
Beginning balance	\$31,195	\$32,779	\$33,415	\$29,722
New restructurings	-	-	231	-
Restructured loans placed on non-accrual status	570	-	2,098	5,822
Charge-offs	(161)	(497)	(161)	(1,546)
Payments	(1,257)	(2,237)	(2,918)	(3,227)
Foreclosures	-	-	-	(726)
Restructured loans restored to accrual status	-	-	(2,318)	-
Ending balance	\$30,347	\$30,045	\$30,347	\$30,045

The Company considers a loan to be in payment default once it is 60 to 90 days contractually past due under the modified terms. The Company did not have any loans that were modified as a TDR during the previous twelve months and which had subsequently defaulted as of June 30, 2018.

Under the Company's internal underwriting policy, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification in order to determine whether a borrower is experiencing financial difficulty.

As of June 30, 2018, there were no commitments to lend additional funds to those borrowers whose loans had been restructured, were considered impaired, or were on non-accrual status.

As part of the on-going monitoring of the credit quality of our loan portfolio, the Company utilizes a risk grading matrix to assign a risk grade to each loan. The risk rating categories can be generally described by the following grouping for non-homogeneous loans:

Pass/Watch – These loans range from minimal credit risk to lower than average, but still acceptable, credit risk.

Special Mention – Borrower is fundamentally sound and loan is currently protected but adverse trends are apparent that, if not corrected, may affect ability to repay. Primary source of loan repayment remains viable but there is increasing reliance on collateral or guarantor support.

Substandard – These loans are inadequately protected by current sound net worth, paying capacity, or collateral. Well-defined weaknesses exist that could jeopardize repayment of debt. Loss may not be imminent, but if weaknesses are not corrected, there is a good possibility of some loss.

Doubtful – The possibility of loss is extremely high, but due to identifiable and important pending events (which may strengthen the loan), a loss classification is deferred until the situation is better defined.

Loss – These loans are considered uncollectible and of such little value that to continue to carry the loan as an active asset is no longer warranted.

Table of Contents

The following tables present the loan portfolio by risk rating as of June 30, 2018, and as of December 31, 2017:

	June 30, 2018				
	Pass/Watch	Special Mention	Substandard	Doubtful	Total
	(In thousands)				
Commercial loans	\$2,374,736	\$117,809	\$84,104	\$-	\$2,576,649
Real estate construction loans	527,600	46,277	8,040	-	581,917
Commercial mortgage loans	6,193,626	312,503	109,662	-	6,615,791
Residential mortgage loans and equity lines	3,557,644	-	12,676	-	3,570,320
Installment and other loans	4,060	-	-	-	4,060
Total gross loans	\$12,657,666	\$476,589	\$214,482	\$-	\$13,348,737
Loans held for sale	\$-	\$-	\$-	\$-	\$-

	December 31, 2017				
	Pass/Watch	Special Mention	Substandard	Doubtful	Total
	(In thousands)				
Commercial loans	\$2,281,698	\$118,056	\$61,503	\$9	\$2,461,266
Real estate construction loans	616,411	54,209	8,185	-	678,805
Commercial mortgage loans	6,004,258	308,924	169,513	-	6,482,695
Residential mortgage loans and equity lines	3,232,606	-	9,748	-	3,242,354
Installment and other loans	5,170	-	-	-	5,170
Total gross loans	\$12,140,143	\$481,189	\$248,949	\$9	\$12,870,290
Loans held for sale	\$-	\$-	\$8,000	\$-	\$8,000

The following table presents the balance in the allowance for loan losses by portfolio segment and based on impairment method as of June 30, 2018, and as of December 31, 2017:

	Real Estate Commercial Loans	Real Estate Construction Loans	Commercial Mortgage Loans	Residential Mortgage Loans and Equity Lines	Installment and Other Loans	Total

(In thousands)

June 30, 2018**Loans individually evaluated for impairment**

Allowance	\$2,463	\$ -	\$ 1,036	\$ 334	\$ -	\$3,833
Balance	\$52,739	\$ 8,040	\$ 61,953	\$ 14,482	\$ -	\$137,214

Loans collectively evaluated for impairment

Allowance	\$52,716	\$ 20,663	\$ 32,940	\$ 11,728	\$ 19	\$118,066
Balance	\$2,523,910	\$ 573,877	\$ 6,553,838	\$ 3,555,838	\$ 4,060	\$13,211,523

Total allowance	\$55,179	\$ 20,663	\$ 33,976	\$ 12,062	\$ 19	\$121,899
Total balance	\$2,576,649	\$ 581,917	\$ 6,615,791	\$ 3,570,320	\$ 4,060	\$13,348,737

December 31, 2017**Loans individually evaluated for impairment**

Allowance	\$43	\$ -	\$ 1,738	\$ 353	\$ -	\$2,134
Balance	\$43,495	\$ 8,185	\$ 52,664	\$ 13,009	\$ -	\$117,353

Loans collectively evaluated for impairment

Allowance	\$49,753	\$ 24,838	\$ 35,872	\$ 10,660	\$ 22	\$121,145
Balance	\$2,417,771	\$ 670,620	\$ 6,430,031	\$ 3,229,345	\$ 5,170	\$12,752,937

Total allowance	\$49,796	\$ 24,838	\$ 37,610	\$ 11,013	\$ 22	\$123,279
Total balance	\$2,461,266	\$ 678,805	\$ 6,482,695	\$ 3,242,354	\$ 5,170	\$12,870,290

Table of Contents

The following tables detail activity in the allowance for loan losses by portfolio segment for the three and six months ended June 30, 2018, and June 30, 2017. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

Three months ended June 30, 2018 and 2017

	Real Estate		Commercial	Residential	Installment	
	Commercial	Construction	Mortgage	Mortgage	and	
	Loans	Loans	Loans	Loans	Other	Total
	(In thousands)					
March 31, 2018 Ending Balance	\$54,597	\$ 21,864	\$ 34,230	\$ 11,372	\$ 21	122,084
Provision/(credit) for possible credit losses	920	(1,245)	(533)	860	(2)	-
Charge-offs	(488)	-	(161)	(229)	-	(878)
Recoveries	150	44	440	59	-	693
Net (charge-offs)/recoveries	(338)	44	279	(170)	-	(185)
June 30, 2018 Ending Balance	\$55,179	\$ 20,663	\$ 33,976	\$ 12,062	\$ 19	\$121,899
March 31, 2017 Ending Balance	\$47,276	\$ 19,768	\$ 35,960	\$ 12,526	\$ 14	\$115,544
Provision/(credit) for possible credit losses	(340)	(1,971)	477	1,831	3	-
Charge-offs	(527)	-	-	-	-	(527)
Recoveries	335	47	403	7	-	792
Net (charge-offs)/recoveries	(192)	47	403	7	-	265
June 30, 2017 Ending Balance	\$46,744	\$ 17,844	\$ 36,840	\$ 14,364	\$ 17	\$115,809

Six months ended June 30, 2018 and 2017

	Real Estate		Commercial	Residential	Installment	
	Commercial	Construction	Mortgage	Mortgage	and	
	Loans	Loans	Loans	Loans	Other	Total
	(In thousands)					
2018 Beginning Balance	\$49,796	\$ 24,838	\$ 37,610	\$ 11,013	\$ 22	\$123,279
Provision/(credit) for possible credit losses	4,827	(4,263)	(4,696)	1,135	(3)	(3,000)

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Charge-offs	(507)	-	(161)	(229)	-	(897)
Recoveries	1,063	88	1,223	143	-	2,517
Net recoveries	556	88	1,062	(86)	-	1,620
June 30, 2018 Ending Balance	\$55,179	\$ 20,663	\$ 33,976	\$ 12,062	\$ 19	\$121,899
Reserve for impaired loans	\$2,463	\$ -	\$ 1,036	\$ 334	\$ -	\$3,833
Reserve for non-impaired loans	\$52,716	\$ 20,663	\$ 32,940	\$ 11,728	\$ 19	\$118,066
Reserve for off-balance sheet credit commitments	\$1,606	\$ 1,207	\$ 77	\$ 190	\$ 8	\$3,088
2017 Beginning Balance	\$49,203	\$ 23,268	\$ 34,864	\$ 11,620	\$ 11	\$118,966
(Credit)/provision for possible credit losses	(1,556)	(5,520)	1,840	2,729	7	(2,500)
Charge-offs	(1,730)	-	(555)	-	-	(2,285)
Recoveries	826	96	691	15	-	1,628
Net (charge-offs)/recoveries	(904)	96	136	15	-	(657)
June 30, 2017 Ending Balance	\$46,743	\$ 17,844	\$ 36,840	\$ 14,364	\$ 18	\$115,809
Reserve for impaired loans	\$144	-	\$ 1,019	\$ 398	-	\$1,561
Reserve for non-impaired loans	\$46,599	\$ 17,844	\$ 35,821	\$ 13,966	\$ 18	\$114,248
Reserve for off-balance sheet credit commitments	\$2,583	\$ 1,707	\$ 74	\$ 143	\$ 6	\$4,513

Table of Contents

9. Commitments and Contingencies

The Company is involved in various litigation concerning transactions entered into in the normal course of business. Management, after consultation with legal counsel, does not believe that the resolution of such litigation will have a material effect upon its consolidated financial condition, results of operations, or liquidity taken as a whole. Although the Company establishes accruals for legal proceedings when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated, the Company does not have accruals for all legal proceedings where there is a risk of loss. In addition, amounts accrued may not represent the ultimate losses to the Company from the legal proceedings in question. Thus, ultimate losses may be higher or lower, and possibly significantly so, than the amounts accrued for legal loss contingencies.

In the normal course of business, the Company becomes a party to financial instruments with off-balance sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit in the form of loans, or through commercial or standby letters of credit and financial guarantees. These instruments represent varying degrees of exposure to risk in excess of the amounts included in the accompanying condensed consolidated balance sheets. The contractual or notional amount of these instruments indicates a level of activity associated with a particular class of financial instrument and is not a reflection of the level of expected losses, if any.

10. Borrowed Funds

Securities Sold Under Agreements to Repurchase. Securities sold under agreements to repurchase were \$50 million with a weighted average rate of 2.98% as of June 30, 2018, compared to \$100 million with a weighted average rate of 2.86% as of December 31, 2017. Final maturity for the fixed rate non-callable securities sold under agreements to repurchase was \$50.0 million in July 2018.

These transactions are accounted for as collateralized financing transactions and recorded at the amounts at which the securities were sold. The Company may have to provide additional collateral for the repurchase agreements, as necessary. The underlying collateral pledged for the repurchase agreements consists of U.S. Treasury securities and mortgage-backed securities with a fair value of \$55.4 million as of June 30, 2018, and \$108.4 million as of December 31, 2017.

Borrowing from the Federal Home Loan Bank ("FHLB"). As of June 30, 2018, over-night borrowings from the FHLB were \$160 million at a rate of 2.08% compared to \$325 million at a rate of 1.41% as of December 31, 2017. As

of June 30, 2018, the advances from the FHLB were \$320 million at a rate of 1.78% compared to \$105 million at a rate of 1.41% as of December 31, 2017. As of June 30, 2018, FHLB advances of \$245 million will mature in July 2018, \$5 million in October 2018, \$50 million in December 2019, and \$20 million in May 2023.

Other Borrowing. Pursuant to the Stock Purchase Agreement with Bank SinoPac Co. Ltd, \$35.2 million of the purchase price were held back at a floating rate of three-month LIBOR rate plus 150 basis points and 50%, 30%, and 20% will be disbursed annually over three years on the anniversary dates, respectively. As of June 30, 2018, the outstanding balance was \$36.0 million with a rate of 2.8% compared to \$35.2 million at December 31, 2017.

Long-term Debt. On October 12, 2017, the Bank entered into a term loan agreement of \$75.0 million with U.S. Bank. The loan has a floating rate of one-month LIBOR plus 175 basis points. As of June 30, 2018, the term loan has an interest rate of 3.750% compared to 3.125% at December 31, 2017. The principal amount of the long-term debt from U.S. Bank is due and payable in consecutive quarterly installments of \$4.7 million each on the last day of each calendar quarter commencing December 31, 2018, with the final installment due and payable on October 12, 2020. The U.S. Bank loan proceeds were used to fund a portion of our acquisition of SinoPac Bancorp.

Table of Contents

11. Income Taxes

The effective tax rate for the first six months of 2018 was 17.9% compared to 26.4% for the first six months of 2017. The reduction in the effective tax rate was primarily due to the Tax Legislation, which reduced the Company's Federal corporate tax rate from 35% to 21% effective January 1, 2018, an alternative energy investment made in the second quarter and the impact of low income housing tax credits.

As of December 31, 2017, the Company had income tax refunds receivable of \$7.2 million. These income tax receivables are included in other assets in the accompanying condensed consolidated balance sheets.

The Company's tax returns are open for audit by the Internal Revenue Service back to 2014 and by the California Franchise Tax Board back to 2013.

It is reasonably possible that unrecognized tax benefits could change significantly over the next twelve months. The Company does not expect that any such changes would have a material impact on its annual effective tax rate.

12. Fair Value Measurements

The Company determined the fair values of our financial instruments based on the following:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable prices in active markets for similar assets or liabilities; prices for identical or similar assets or liabilities in markets that are not active; directly observable market inputs for substantially the full term of the asset and liability; market inputs that are not directly observable but are derived from or corroborated by observable market data.

Level 3 - Unobservable inputs based on the Company's own judgment about the assumptions that a market participant would use.

The Company uses the following methodologies to measure the fair value of its financial assets and liabilities on a recurring basis:

Securities Available for Sale. For certain U.S. Treasury securities, the Company measures the fair value based on quoted market prices in active exchange markets at the reporting date, a Level 1 measurement. The Company also measures securities by using quoted market prices for similar securities or dealer quotes, a Level 2 measurement. This category generally includes U.S. Government agency securities, state and municipal securities, mortgage-backed securities (“MBS”), commercial MBS, collateralized mortgage obligations, asset-backed securities, corporate bonds and trust preferred securities.

Warrants. The Company measures the fair value of warrants based on unobservable inputs based on assumptions and management judgment, a Level 3 measurement.

Foreign Exchange Contracts. The Company measures the fair value of foreign exchange contracts based on dealer quotes, a Level 2 measurement.

Table of Contents

Interest Rate Swaps. Fair value of interest rate swaps is derived from third party models with observable market data, a Level 2 measurement.

Assets measured at estimated fair value on a non-recurring basis:

Certain assets or liabilities are required to be measured at estimated fair value on a nonrecurring basis subsequent to initial recognition. Generally, these adjustments are the result of lower-of-cost-or-fair value or other impairment write-downs of individual assets. In determining the estimated fair values during the period, the Company determined that substantially all the changes in estimated fair value were due to declines in market conditions versus instrument specific credit risk. For the six months ended June 30, 2018 and December 31, 2017, there were no material adjustments to fair value for the Company's assets and liabilities measured at fair value on a nonrecurring basis in accordance with GAAP.

Table of Contents

The following tables present the Company's hierarchy for its assets and liabilities measured at fair value on a recurring basis as of June 30, 2018, and December 31, 2017:

June 30, 2018	Fair Value Measurements Using			Total at
	Level 1	Level 2	Level 3	Fair Value
	(In thousands)			
Assets				
Debt securities available-for-sale				
U.S. Treasury securities	\$348,544	\$-	\$-	\$348,544
U.S. government agencies	-	8,189	-	8,189
U.S. government sponsored entities	-	383,959	-	383,959
Mortgage-backed securities	-	658,288	-	658,288
Collateralized mortgage obligations	-	1,203	-	1,203
Corporate debt securities	-	75,766	-	75,766
Total debt securities available-for-sale	348,544	1,127,405	-	1,475,949
Equity securities				
Preferred stock of government sponsored entities	7,480	-	-	7,480
Mutual funds	6,082	-	-	6,082
Other equity securities	9,569	-	-	9,569
Total equity securities	23,131	-	-	23,131
Warrants	-	-	176	176
Interest rate swaps	-	14,801	-	14,801
Foreign exchange contracts	-	389	-	389
Total assets	\$371,675	\$1,142,595	\$176	\$1,514,446
Liabilities				
Option contracts	\$-	\$9	\$-	\$9
Interest rate swaps	-	157	-	157
Foreign exchange contracts	-	2,083	-	2,083
Total liabilities	\$-	\$2,249	\$-	\$2,249

December 31, 2017	Fair Value Measurements Using			Total at
	Level 1	Level 2	Level 3	Fair Value

(In thousands)

Assets

Securities available-for-sale				
U.S. Treasury securities	\$249,520	\$-	\$-	\$249,520
U.S. government agency entities	-	8,988	-	8,988
U.S. government sponsored entities	-	390,336	-	390,336
State and municipal securities	-	1,914	-	1,914
Mortgage-backed securities	-	571,969	-	571,969
Collateralized mortgage obligations	-	1,516	-	1,516
Corporate debt securities	-	81,281	-	81,281
Mutual funds	6,230	-	-	6,230
Preferred stock of government sponsored entities	10,102	-	-	10,102
Other equity securities	11,770	-	-	11,770
Total securities available-for-sale	277,622	1,056,004	-	1,333,626
Warrants	-	-	91	91
Interest rate swaps	-	5,218	-	5,218
Foreign exchange contracts	-	1,832	-	1,832
Total assets	\$277,622	\$1,063,054	\$ 91	\$1,340,767

Liabilities

Option contracts	\$-	\$9	\$-	\$9
Interest rate swaps	-	2,699	-	2,699
Foreign exchange contracts	-	453	-	453
Total liabilities	\$-	\$3,161	\$-	\$3,161

Table of Contents

The Company measured the fair value of its warrants on a recurring basis using significant unobservable inputs. The fair value of warrants was \$176,000 as of June 30, 2018, compared to \$91,000 as of December 31, 2017. The fair value adjustment of warrants was included in other operating income in the second quarter of 2018. The significant unobservable inputs in the Black-Scholes option pricing model for the fair value of warrants are their expected life ranging from 1 to 6 years, risk-free interest rate from 2.48% to 3.12%, and stock volatility from 8.19% to 12.80%.

For financial assets measured at fair value on a nonrecurring basis that were still reflected in the condensed consolidated balance sheet as of June 30, 2018, the following tables provide the level of valuation assumptions used to determine each adjustment, the carrying value of the related individual assets as of June 30, 2018, and December 31, 2017, and the total gains and losses for the periods indicated:

	As of June 30, 2018			Total at Fair Value	Total (Gains)/Losses				
	Fair Value Measurements Using		Level 3		June 30, 2018	For the Three Months Ended		For the Six Months Ended	
	Level 1	Level 2				June 30, 2017	June 30, 2018	June 30, 2017	June 30, 2018
(In thousands)									
Assets									
Impaired loans by type:									
Commercial loans	\$-	\$-	\$755	\$755	\$-	\$497	\$-	\$1,273	
Commercial mortgage loans	-	-	26,409	26,409	-	-	-	250	
Residential mortgage loans and equity lines	-	-	7,605	7,605	-	-	-	-	
Total impaired loans	-	-	34,769	34,769	-	497	-	1,523	
Other real estate owned ⁽¹⁾	-	4,363	4,343	8,706	(33)	212	-	249	
Investments in venture capital and private company stock	-	-	2,383	2,383	91	166	264	352	
Total assets	\$-	\$4,363	\$41,495	\$45,858	\$58	\$875	\$264	\$2,124	

(1) Other real estate owned balance of \$8.2 million in the condensed consolidated balance sheet is net of estimated disposal costs.

As of December 31, 2017	Fair Value Measurements	Total at	Total Losses	
			For the Twelve Months Ended	For the Six Months Ended

	Using			Fair Value	December	December
	Level 1	Level 2	Level 3		31, 2017	31, 2016
Assets						
Impaired loans by type:						
Commercial loans	\$-	\$-	\$18,097	\$18,097	\$25	\$ 322
Commercial mortgage loans	-	-	31,459	31,459	-	-
Residential mortgage loans and equity lines	-	-	11,355	11,355	-	-
Total impaired loans	-	-	60,911	60,911	25	322
Other real estate owned ⁽¹⁾	-	5,677	4,322	9,999	457	9
Investments in venture capital and private company stock	-	-	2,583	2,583	392	976
Total assets	\$-	\$5,677	\$67,816	\$73,493	\$874	\$ 1,307

(1) Other real estate owned balance of \$9.4 million in the Consolidated Balance Sheets is net of estimated disposal costs.

The significant unobservable (Level 3) inputs used in the fair value measurement of collateral for collateral-dependent impaired loans was primarily based on the appraised value of collateral adjusted by estimated sales cost and commissions. The Company generally obtains new appraisal reports every twelve months. As the Company's primary objective in the event of default would be to monetize the collateral to settle the outstanding balance of the loan, less marketable collateral would receive a larger discount. During the reported periods, collateral discounts ranged from 55% in the case of accounts receivable collateral to 65% in the case of inventory collateral.

Table of Contents

The significant unobservable inputs used in the fair value measurement of loans held for sale was primarily based on the quoted price or sale price adjusted by estimated sales cost and commissions.

The significant unobservable inputs used in the fair value measurement of other real estate owned (“OREO”) was primarily based on the appraised value of OREO adjusted by estimated sales cost and commissions. The Company applies estimated sales cost and commissions ranging from 3% to 6% of the collateral value of impaired loans, quoted price, or loan sale price of loans held for sale, and appraised value of OREO.

13. Fair Value of Financial Instruments

The Company uses the following methods and assumptions to estimate the fair value of each class of financial instruments.

Cash and Cash Equivalents. For cash and cash equivalents, the carrying amount was assumed to be a reasonable estimate of fair value, a Level 1 measurement.

Short-term Investments and interest bearing deposits. For short-term investments and interest bearing deposits, the carrying amount was assumed to be a reasonable estimate of fair value, a Level 1 measurement.

Securities Purchased under Agreements to Resell. The fair value of securities purchased under agreements to resell is based on dealer quotes, a Level 2 measurement.

Securities. For securities, including securities held-to-maturity, available-for-sale, and for trading, fair values were based on quoted market prices at the reporting date. If a quoted market price was not available, fair value was estimated using quoted market prices for similar securities or dealer quotes. For certain actively traded agency preferred stock, U.S. Treasury securities, and other equity securities, the Company measures the fair value based on quoted market prices in active exchange markets at the reporting date, a Level 1 measurement. The Company also measures securities by using quoted market prices for similar securities or dealer quotes, a Level 2 measurement. This category generally includes U.S. Government agency securities, state and municipal securities, mortgage-backed securities (“MBS”), commercial MBS, collateralized mortgage obligations, asset-backed securities, and corporate bonds.

Loans Held for Sale. The Company records loans held for sale at fair value based on quoted prices from third party sources, or appraisal reports adjusted by sales commission assumptions.

Loans. Fair values were estimated for portfolios of loans with similar financial characteristics. Each loan category was further segmented into fixed and adjustable rate interest terms and by performing and non-performing categories. The fair values were based primarily on third-party vendor pricing to determine fair values based on the exit price notion.

The fair value of performing loans was calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan, a Level 3 measurement.

The fair value of impaired loans was calculated based on the net realizable fair value of the collateral or the observable market price of the most recent sale or quoted price from loans held for sale. The Company does not record loans at fair value on a recurring basis. Nonrecurring fair value adjustments to collateral dependent impaired loans are recorded based on the current appraised value or adjusted appraised value of the collateral, a Level 2 or Level 3 measurement.

Table of Contents

FHLB Stock. These securities can only be redeemed or sold at their par value and only to the respective issuing government-supported institution or to another member institution. Management considers these non-marketable equity securities to be long-term investments. Accordingly, when evaluating these securities for impairment, management considers the ultimate recoverability of the par value rather than recognizing temporary declines in value.

Deposit Liabilities. The fair value of demand deposits, savings accounts, and certain money market deposits was assumed to be the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit was estimated using the rates currently offered for deposits with similar remaining maturities, a Level 3 measurement.

Securities Sold under Agreements to Repurchase. The fair value of securities sold under agreements to repurchase is based on dealer quotes, a Level 2 measurement.

Advances from FHLB. The fair value of the advances is based on quotes from the FHLB to settle the advances, a Level 2 measurement.

Other Borrowings. This category includes borrowings from other financial institutions. The fair value of other borrowings is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk, a Level 3 measurement.

Long-term Debt. The fair value of long-term debt is estimated based on the quoted market prices or dealer quotes, a Level 2 measurement.

Currency Option and Foreign Exchange Contracts. The Company measures the fair value of currency option and foreign exchange contracts based on dealer quotes, a Level 2 measurement.

Interest Rate Swaps. Fair value of interest rate swaps is derived from third party models with observable market data, a Level 2 measurement.

Off-Balance-Sheet Financial Instruments. The fair value of commitments to extend credit, standby letters of credit, and financial guarantees written were estimated using the fees currently charged to enter into similar agreements,

taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. The fair value of guarantees and letters of credit was based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. The fair value of off-balance-sheet financial instruments was based on the assumptions that a market participant would use, a Level 3 measurement.

Fair value was estimated in accordance with ASC Topic 825. Fair value estimates were made at specific points in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Bank's financial instruments, fair value estimates were based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates were subjective in nature and involved uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Table of Contents

The following table presents the carrying and notional amounts and estimated fair value of financial instruments as of June 30, 2018, and as of December 31, 2017:

	June 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash and due from banks	\$ 195,392	\$ 195,392	\$ 247,056	\$ 247,056
Short-term investments and interest bearing deposits	208,749	208,749	292,745	292,745
Securities available-for-sale	1,475,949	1,475,949	1,333,626	1,333,626
Equity securities	23,131	23,131	-	-
Loans held for sale	-	-	8,000	8,000
Loans, net ⁽¹⁾	13,223,590	13,190,937	12,743,766	12,663,049
Investment in Federal Home Loan Bank stock	17,250	17,250	23,085	23,085
Warrants	176	176	91	91

	Notional		Notional	
	Amount	Fair Value	Amount	Fair Value
Foreign exchange contracts	\$62,687	\$389	\$108,530	\$1,832
Interest rate swaps	726,879	14,801	514,159	5,218

Financial Liabilities	Carrying		Carrying	
	Amount	Fair Value	Amount	Fair Value
Deposits	\$ 13,104,546	\$ 13,121,255	\$ 12,689,893	\$ 12,700,674
Securities sold under agreements to repurchase	50,000	50,041	100,000	100,163
Advances from Federal Home Loan Bank	480,000	479,511	430,000	429,482
Other borrowings	53,397	52,276	52,885	51,075
Long-term debt	194,136	141,473	194,136	141,865

	Notional		Notional	
	Amount	Fair Value	Amount	Fair Value
Option contracts	\$ 1,654	\$9	\$1,014	\$9
Foreign exchange contracts	92,014	2,083	32,127	453
Interest rate swaps	23,655	157	145,399	2,699

	Notional		Notional	
	Amount	Fair Value	Amount	Fair Value

Off-Balance Sheet Financial Instruments

Commitments to extend credit	\$2,559,651	\$(2,389)	\$2,366,368	\$(7,224)
Standby letters of credit	169,823	(1,787)	140,814	(1,805)
Other letters of credit	35,196	(28)	27,353	(52)
Bill of lading guarantees	1,440	(1)	24	(0)

(1) In accordance with the prospective adoption of ASU 2016-01, the fair value of loans as of June 30, 2018 was measured using an exit price notion. The fair value of loans as of December 31, 2017 was measured using an entry price notion.

Table of Contents

The following tables present the level in the fair value hierarchy for the estimated fair values of financial instruments as of June 30, 2018, and December 31, 2017.

	As of June 30, 2018			
	Estimated			
	Fair Value			
	Measurement	Level 1	Level 2	Level 3
	(In thousands)			
Financial Assets				
Cash and due from banks	\$ 195,392	\$ 195,392	\$-	\$-
Short-term investments and interest bearing deposits	208,749	208,749	-	-
Debt securities available-for-sale	1,475,949	348,544	1,127,405	-
Equity securities	23,131	23,131	-	-
Loans, net ⁽¹⁾	13,190,937	-	-	13,190,937
Investment in Federal Home Loan Bank stock	17,250	-	17,250	-
Warrants	176	-	-	176
Financial Liabilities				
Deposits	13,121,255	-	-	13,121,255
Securities sold under agreement to repurchase	50,041	-	50,041	-
Advances from Federal Home Loan Bank	479,511	-	479,511	-
Other borrowings	52,276	-	-	52,276
Long-term debt	141,473	-	141,473	-

	As of December 31, 2017			
	Estimated			
	Fair Value			
	Measurement	Level 1	Level 2	Level 3
	(In thousands)			
Financial Assets				
Cash and due from banks	\$ 247,056	\$ 247,056	\$-	\$-
Short-term investments and interest bearing deposits	292,745	292,745	-	-
Securities available-for-sale	1,333,626	277,622	1,056,004	-
Loans held-for-sale	8,000	-	-	8,000
Loans, net ⁽¹⁾	12,663,049	-	-	12,663,049
Investment in Federal Home Loan Bank stock	23,085	-	23,085	-
Warrants	91	-	-	91
Financial Liabilities				
Deposits	12,700,674	-	-	12,700,674
Securities sold under agreement to repurchase	100,163	-	100,163	-
Advances from Federal Home Loan Bank	429,482	-	429,482	-
Other borrowings	51,075	-	-	51,075
Long-term debt	141,865	-	141,865	-

(1) In accordance with the prospective adoption of ASU 2016-01, the fair value of loans as of June 30, 2018 was measured using an exit price notion. The fair value of loans as of December 31, 2017 was measured using an entry price notion.

14. Goodwill and Goodwill Impairment

The Company's policy is to assess goodwill for impairment at the reporting unit level on an annual basis or between annual assessments if a triggering event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Impairment is the condition that exists when the carrying amount of goodwill exceeds its implied fair value.

As of June 30, 2018, the Company's market capitalization was above book value and there was no triggering event that required the Company to assess goodwill for impairment as of an interim date.

Table of Contents

15. Financial Derivatives

It is the policy of the Company not to speculate on the future direction of interest rates. However, the Company enters into financial derivatives in order to seek mitigation of exposure to interest rate risks related to our interest-earning assets and interest-bearing liabilities. We believe that these transactions, when properly structured and managed, may provide a hedge against inherent interest rate risk in the Company's assets or liabilities and against risk in specific transactions. In such instances, the Company may enter into interest rate swap contracts or other types of financial derivatives. Prior to considering any hedging activities, we seek to analyze the costs and benefits of the hedge in comparison to other viable alternative strategies. All hedges must be approved by the Bank's Investment Committee.

The Company follows ASC Topic 815 that establishes accounting and reporting standards for financial derivatives, including certain financial derivatives embedded in other contracts, and hedging activities. It requires the recognition of all financial derivatives as assets or liabilities in the Company's consolidated balance sheet and measurement of those financial derivatives at fair value. The accounting treatment of changes in fair value is dependent upon whether or not a financial derivative is designated as a hedge and, if so, the type of hedge. Fair value is determined using third-party models with observable market data. For derivatives designated as cash flow hedges, changes in fair value are recognized in other comprehensive income and are reclassified to earnings when the hedged transaction is reflected in earnings. For derivatives designated as fair value hedges, changes in the fair value of the derivatives are reflected in current earnings, together with changes in the fair value of the related hedged item if there is a highly effective correlation between changes in the fair value of the interest rate swaps and changes in the fair value of the underlying asset or liability that is intended to be hedged. If there is not a highly effective correlation between changes in the fair value of the interest rate swap and changes in the fair value of the underlying asset or liability that is intended to be hedged, then only the changes in the fair value of the interest rate swaps are reflected in the Company's consolidated financial statements.

In May 2014, the Bancorp entered into interest rate swap contracts in the notional amount of \$119.1 million for a period of ten years. The objective of these interest rate swap contracts, which were designated as hedging instruments in cash flow hedges, was to hedge the quarterly interest payments on the Bancorp's \$119.1 million of Junior Subordinated Debentures that had been issued to five trusts, throughout the ten-year period beginning in June 2014 and ending in June 2024, from the risk of variability of these payments resulting from changes in the three-month LIBOR interest rate. The Bancorp pays a weighted average fixed interest rate of 2.61% and receives a variable interest rate of the three-month LIBOR at a weighted average rate of 2.33%. As of June 30, 2018, the notional amount of cash flow interest rate swaps was \$119.1 million and their unrealized gain of \$1.2 million, net of taxes, was included in other comprehensive income compared to unrealized loss of \$2.4 million at June 30, 2017. The amount of periodic net settlement of interest rate swaps included in interest expense was \$123,000 for the three months ended June 30, 2018, compared to \$439,000 for the same quarter a year ago. For the six months ended June 30, 2018, the periodic net settlement of interest rate swaps included in interest expense was \$396,000 compared to \$0.9 million for the same period in 2017. As of June 30, 2018, and 2017, the ineffective portion of these interest rates swaps was not significant.

Table of Contents

As of June 30, 2018, the Bank's outstanding interest rate swap contracts had a notional amount of \$631.4 million for various terms from two to ten years. The Bank entered into these interest rate swap contracts that are matched to individual fixed-rate commercial real estate loans in the Bank's loan portfolio. These contracts have been designated as hedging instruments to hedge the risk of changes in the fair value of the underlying commercial real estate loans due to changes in interest rates. The swap contracts are structured so that the notional amounts reduce over time to match the contractual amortization of the underlying loan and allow prepayments with the same pre-payment penalty amounts as the related loan. The Bank pays a weighted average fixed rate of 4.7% and receives a variable rate of the one-month LIBOR rate plus a weighted average spread of 271 basis points, or at a weighted average rate of 4.7%. As of June 30, 2018, and June 30, 2017, the notional amount of fair value interest rate swaps was \$631.4 million and \$446.1 million with net unrealized gains of \$13.0 million and \$1.0 million, respectively, included in other non-interest income. The amount of periodic net settlement of interest rate swaps reducing interest income was zero for the three months ended June 30, 2018, compared to \$651,000 for the same period a year ago. The amount of periodic net settlement of interest rate swaps reducing interest income was \$229,000 for the six months ended June 30, 2018, compared to \$1.4 million for the same period a year ago. As of June 30, 2018, and 2017, the ineffective portion of these interest rate swaps was not significant.

Interest rate swap contracts involve the risk of dealing with institutional derivative counterparties and their ability to meet contractual terms. Institutional counterparties must have a strong credit profile and be approved by the Company's Board of Directors. The Company's credit exposure on interest rate swaps is limited to the net favorable value and interest payments of all swaps by each counterparty. Credit exposure may be reduced by the amount of collateral pledged by the counterparty. The Bancorp's interest rate swaps have been assigned by the counterparties to a derivatives clearing organization and daily margin is indirectly maintained with the derivatives clearing organization. Cash posted as collateral by the Bancorp related to derivative contracts totaled \$361,000 as of June 30, 2018 and \$4.5 million as of December 31, 2017.

The Company enters into foreign exchange forward contracts with various counterparties to mitigate the risk of fluctuations in foreign currency exchange rates for foreign exchange certificates of deposit or foreign exchange contracts entered into with our clients. These contracts are not designated as hedging instruments and are recorded at fair value in our consolidated balance sheet. Changes in the fair value of these contracts as well as the related foreign exchange certificates of deposit and foreign exchange contracts are recognized immediately in net income as a component of non-interest income. Period end gross positive fair values are recorded in other assets and gross negative fair values are recorded in other liabilities. At June 30, 2018, the notional amount of option contracts totaled \$1.7 million with a net negative fair value of \$9,000. At June 30, 2018, spot, forward, and swap contracts in the total notional amount of \$62.7 million had a positive fair value of \$389,000. Spot, forward, and swap contracts in the total notional amount of \$92.7 million had a negative fair value of \$2.1 million at June 30, 2018. At December 31, 2017, the notional amount of option contracts totaled \$1.0 million with a net negative fair value of \$9,000. At December 31, 2017, spot, forward, and swap contracts in the total notional amount of \$108.5 million had a positive fair value of \$1.8 million. Spot, forward, and swap contracts in the total notional amount of \$32.1 million had a negative fair value of \$453,000 at December 31, 2017.

Table of Contents**16. Balance Sheet Offsetting**

Certain financial instruments, including resell and repurchase agreements, securities lending arrangements and derivatives, may be eligible for offset in the condensed consolidated balance sheets and/or subject to master netting arrangements or similar agreements. The Company's securities sold with agreements to repurchase and derivative transactions with upstream financial institution counterparties are generally executed under International Swaps and Derivative Association master agreements that include "right of set-off" provisions. In such cases, there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Company does not generally offset such financial instruments for financial reporting purposes.

Financial instruments that are eligible for offset in the condensed consolidated balance sheets, as of June 30, 2018, and December 31, 2017, are presented in the following table:

	Gross Amounts	Offset in the Balance Sheet	Net Amounts Presented in the Balance Sheet	Financial Instruments	Collateral Positions	Net Amount
	Gross Amounts Not Offset in the Balance Sheet					
	(In thousands)					
June 30, 2018						
Assets:						
Derivatives	\$14,801	\$ -	\$14,801	\$-	\$-	\$14,801
Liabilities:						
Securities sold under agreements to repurchase	\$50,000	\$ -	\$50,000	\$-	\$(50,000)	\$-
Derivatives	\$157	\$ -	\$157	\$-	\$(157)	\$-
December 31, 2017						
Assets:						
Derivatives	\$5,218	\$ -	\$5,218	\$-	\$-	\$5,218
Liabilities:						
Securities sold under agreements to repurchase	\$100,000	\$ -	\$100,000	\$-	\$(100,000)	\$-
Derivatives	\$2,699	\$ -	\$2,699	\$-	\$(2,699)	\$-

17. Revenue from Contracts with Customers

On January 1, 2018, the Company adopted ASU 2014-09, Revenue from Contracts with Customers - Topic 606 and all subsequent ASUs that modified ASC 606, Revenue from Contracts with Customers. The Company adopted ASC 606 using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. The new standard did not materially impact the timing or measurement of the Company's revenue recognition as it is consistent with the Company's existing accounting for contracts within the scope of the new standard. There was no cumulative effect adjustment to retained earnings as a result of adopting this new standard.

Table of Contents

The following is a summary of revenue from contracts with customers that are in-scope and not in-scope under Topic 606:

	Three months Ended June 30, 2018		Six months Ended June 30, 2018	
	2018	2017	2018	2017
	(In thousands)			
Non-interest income, in-scope⁽¹⁾:				
Fees and service charges on deposit accounts	\$2,076	\$2,245	\$4,394	\$4,757
Wealth management fees	1,423	574	2,724	1,553
Other service fees ⁽²⁾	3,516	3,180	6,764	6,349
Total in-scope noninterest income	7,015	5,999	13,882	12,659
Noninterest income, not in-scope⁽³⁾	752	153	(805)	211
Total noninterest income	\$7,767	\$6,152	\$13,077	\$12,870

(1) There were no adjustments to the Company's financial statements recorded as a result of the adoption of ASC 606. For comparability, the Company has adjusted prior period amounts to conform to the periods presentation.

(2) Other service fees comprise of fees related to letters of credit, wire fees, fees on foreign exchange transactions and other immaterial individual revenue streams.

(3) These amounts primarily represent revenue from contracts with customers that are out of the scope of ASC 606.

The major revenue streams by fee type that are within the scope of ASC 606 presented in the above tables are described in additional detail below:

Fees and Services Charges on Deposit Accounts

Fees and service charges on deposit accounts include charges for analysis, overdraft, cash checking, ATM, and safe deposit activities executed by our deposit clients, as well as interchange income earned through card payment networks for the acceptance of card based transactions. Fees earned from our deposit clients are governed by contracts that provide for overall custody and access to deposited funds and other related services, and can be terminated at will by either party. Fees received from deposit clients for the various deposit activities are recognized as revenue once the performance obligations are met. The adoption of ASU 2014-09 had no impact to the recognition of fees and service charges on deposit accounts.

Wealth Management Fees

The Company employs financial consultants to provide investment planning services for customers including wealth management services, asset allocation strategies, portfolio analysis and monitoring, investment strategies, and risk management strategies. The fees the Company earns are variable and are generally received monthly. The Company recognizes revenue for the services performed at quarter end based on actual transaction details received from the broker dealer the Company engages.

Practical Expedients and Exemptions

The Company applies the practical expedient in ASC 606-10-50-14 and does not disclose the value of unsatisfied performance obligations as the Company's contracts with customers generally have a term that is less than one year, are open-ended with a cancellation period that is less than one year, or allow the Company to recognize revenue in the amount to which the Company has the right to invoice.

Table of Contents

In addition, given the short term nature of the Company's contracts, the Company also applies the practical expedient in ASC 606-10-32-18 and does not adjust the consideration from customers for the effects of a significant financing component, if at contract inception, the period between when the entity transfers the goods or services and when the customer pays for that good or service is one year or less.

18. Stockholders' Equity

Total equity was \$2.1 billion as of June 30, 2018, an increase of \$91.5 million, from \$1.97 billion as of December 31, 2017, primarily due to net income of \$137.5 million partially offset by common stock cash dividends of \$39.0 million and decreases in other comprehensive income of \$11.3 million.

The U.S. Treasury received warrants to purchase common stock of 1,846,374 shares at an exercise price of \$20.96 as part of the Company's participation in the U.S. Treasury Troubled Asset Relief Program Capital Purchase Program. As a result of the anti-dilution adjustments under the warrant, the exercise price at December 31, 2017, has been adjusted to \$20.41 and the number of warrants increased by 1.03%. At June 30, 2018, 578,238 warrants remain exercisable compared to 943,327 warrants at December 31, 2017.

Activity in accumulated other comprehensive income, net of tax, and reclassification out of accumulated other comprehensive income for the three months and six months ended June 30, 2018, and June 30, 2017, was as follows:

	Three months ended June 30, 2018			Three months ended June 30, 2017		
	Pre-tax	Tax expense/ (benefit)	Net-of-tax	Pre-tax	Tax expense/ (benefit)	Net-of-tax
	(In thousands)					
Beginning balance, loss, net of tax						
Securities available-for-sale			\$ (21,333)			\$ (1,771)
Cash flow hedge derivatives			427			(1,871)
Total			\$ (20,906)			\$ (3,642)
Net unrealized (losses)/gains arising during the period						
Securities available-for-sale	\$ (3,905)	\$ (1,154)	\$ (2,751)	\$ 4,786	\$ 2,012	\$ 2,774

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Cash flow hedge derivatives	1,045	309	736	(949)	(399)	(550)
Total	(2,860)	(845)	(2,015)	3,837	1,613	2,224

Reclassification adjustment for net gains in net income

Securities available-for-sale	-	-	-	(3)	(1)	(2)
Cash flow hedge derivatives	-	-	-	-	-	-
Total	-	-	-	(3)	(1)	(2)

Total other comprehensive (loss)/income

Securities available-for-sale	(3,905)	(1,154)	(2,751)	4,783	2,011	2,772
Cash flow hedge derivatives	1,045	309	736	(949)	(399)	(550)
Total	\$(2,860)	\$(845)	\$(2,015)	\$3,834	\$ 1,612	\$ 2,222

Ending balance, (loss)/gain, net of tax

Securities available-for-sale						\$ (24,084)		\$ 1,001
Cash flow hedge derivatives						1,163		(2,421)
Total						\$ (22,921)		\$ (1,420)

Table of Contents

	Six months ended June 30, 2018			Six months ended June 30, 2017		
	Pre-tax	Tax expense/ (benefit)	Net-of-tax	Pre-tax	Tax expense/ (benefit)	Net-of-tax
	(In thousands)					
Beginning balance, loss, net of tax						
Securities available-for-sale			\$ (1,060)			\$ (1,545)
Cash flow hedge derivatives			(1,451)			(2,170)
Total			\$ (2,511)			\$ (3,715)
Reclassification adjustment for stranded tax effects of Tax Legislation ⁽¹⁾						
Securities available-for-sale	-	200	(200)	-	-	-
Cash flow hedge derivatives	-	315	(315)	-	-	-
Total	-	515	(515)	-	-	-
Reclassification adjustment for equity securities ⁽²⁾						
Equity securities	(12,151)	(3,592)	(8,559)	-	-	-
Net unrealized (losses)/gains arising during the period						
Securities available-for-sale	\$ (20,251)	\$ (5,986)	\$ (14,265)	\$ 3,930	\$ 1,652	\$ 2,278
Cash flow hedge derivatives	4,158	1,229	2,929	(433)	(182)	(251)
Total	(16,093)	(4,757)	(11,336)	3,497	1,470	2,027
Reclassification adjustment for net losses in net income						
Securities available-for-sale	-	-	-	463	195	268
Cash flow hedge derivatives	-	-	-	-	-	-
Total	-	-	-	463	195	268
Total other comprehensive (loss)/income						
Securities available-for-sale	(20,251)	(5,986)	(14,265)	4,393	1,847	2,546
Cash flow hedge derivatives	4,158	1,229	2,929	(433)	(182)	(251)
Total	\$ (16,093)	\$ (4,757)	\$ (11,336)	\$ 3,960	\$ 1,665	\$ 2,295
Ending balance, (loss)/gain, net of tax						
Securities available-for-sale			\$ (24,084)			\$ 1,001
Cash flow hedge derivatives			1,163			(2,421)
Total			\$ (22,921)			\$ (1,420)

(1) These amounts were recorded as of January 1, 2018 as a result of the adoption of ASU 2018-2.

(2) This amount was recorded as of January 1, 2018 as a result of the adoption of ASU 2016-1.

19. Stock Repurchase Program

On February 1, 2016, the Company's Board of Directors approved a new stock repurchase program to buy back up to \$45.0 million of our common stock. The Company did not repurchase any shares under the February 2016 repurchase program in 2017 and for the six months ended June 30, 2018. As of June 30, 2018, and December 31, 2017, the Company may repurchase up to \$7.5 million of its common stock under the February 2016 repurchase program.

20. Subsequent Events

The Company has evaluated the effect of events that have occurred subsequent to June 30, 2018, through the date of issuance of the consolidated financial statements, and there have been no material events that would require recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

Table of Contents

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion is based on the assumption that the reader has access to and has read the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Critical Accounting Policies

The discussion and analysis of the Company's financial condition and results of operations are based upon its unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these condensed consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues, and expenses, and related disclosures of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Management of the Company considers the following to be critical accounting policies:

Accounting for the allowance for loan losses involves significant judgments and assumptions by management, which have a material impact on the carrying value of net loans. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances as described in "Allowance for Credit Losses" under "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Highlights

Total loans increased \$334.2 million, or 10.3% annualized, to \$13.3 billion for the quarter.

Net interest margin for the second quarter increased to 3.83% compared to 3.63% in the second quarter of 2017 and 3.75% in the first quarter of 2018.

Diluted earnings per share increased 40.6% to \$0.90 per share for the second quarter of 2018 compared to \$0.64 per share for the same quarter a year ago.

Quarterly Statement of Operations Review

Net Income

Net income for the quarter ended June 30, 2018, was \$73.7 million, an increase of \$22.3 million, or 43.4%, compared to net income of \$51.4 million for the same quarter a year ago. Diluted earnings per share for the quarter ended June 30, 2018, was \$0.90 compared to \$0.64 for the same quarter a year ago. Second quarter of 2018 net income included \$1.7 million in acquisition and integration costs related to the FENB acquisition and a \$1.1 million decrease in the fair value of equity securities.

Return on average stockholders' equity was 14.51% and return on average assets was 1.88% for the quarter ended June 30, 2018, compared to a return on average stockholders' equity of 10.96% and a return on average assets of 1.48% for the same quarter a year ago.

Table of Contents**Financial Performance**

	Three months ended	
	June 30, 2018	June 30, 2017
Net income (in millions)	\$73.7	\$51.4
Basic earnings per common share	\$0.91	\$0.64
Diluted earnings per common share	\$0.90	\$0.64
Return on average assets	1.88 %	1.48 %
Return on average total stockholders' equity	14.51 %	10.96 %
Efficiency ratio	42.69 %	45.88 %

Net Interest Income Before Provision for Credit Losses

Net interest income before provision for credit losses increased \$22.6 million, or 19.3%, to \$140.0 million during the second quarter of 2018, compared to \$117.4 million during the same quarter a year ago. The increase was due primarily to an increase in interest income from loans and securities, offset by increases in interest expense from time deposits and long-term debt.

The net interest margin was 3.83% for the second quarter of 2018, compared to 3.63% for the second quarter of 2017, and 3.75% for the first quarter of 2018.

For the second quarter of 2018, the yield on average interest-earning assets was 4.58%, the cost of funds on average interest-bearing liabilities was 1.03%, and the cost of interest-bearing deposits was 0.92%. In comparison, for the second quarter of 2017, the yield on average interest-earning assets was 4.19%, the cost of funds on average interest-bearing liabilities was 0.78%, and the cost of interest-bearing deposits was 0.68%. The increase in the yield on average interest earning assets resulted mainly from higher rates on loans. The net interest spread, defined as the difference between the yield on average interest-earning assets and the cost of funds on average interest-bearing liabilities, was 3.55% for the quarter ended June 30, 2018, compared to 3.41% for the same quarter a year ago.

Table of Contents

The following table sets forth information concerning average interest-earning assets, average interest-bearing liabilities, and the average yields and rates paid on those assets and liabilities for the three months ended June 30, 2018, and 2017. Average outstanding amounts included in the table are daily averages.

Interest-Earning Assets and Interest-Bearing Liabilities

(Dollars in thousands)	Three months ended June 30, 2018			2017		
	Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)	Average Balance	Interest Income/ Expense	Average Yield/ Rate (1)(2)
Interest earning assets:						
Total loans and leases ⁽¹⁾	\$ 13,020,212	\$ 158,659	4.89 %	\$ 11,388,057	\$ 129,836	4.57 %
Investment securities	1,368,718	7,208	2.11	1,260,646	4,719	1.50
Federal Home Loan Bank stock	17,489	380	8.73	17,250	298	6.93
Interest bearing deposits	274,569	1,273	1.86	302,224	776	1.03
Total interest-earning assets	14,680,988	167,520	4.58	12,968,177	135,629	4.19
Non-interest earning assets:						
Cash and due from banks	203,197			200,765		
Other non-earning assets	988,066			915,151		
Total non-interest earning assets	1,191,263			1,115,916		
Less: Allowance for loan losses	(122,213)			(115,838)		
Deferred loan fees	(3,252)			(4,043)		
Total assets	\$ 15,746,786			\$ 13,964,212		
Interest bearing liabilities:						
Interest bearing demand accounts	\$ 1,381,065	\$ 678	0.20	\$ 1,260,575	\$ 534	0.17
Money market accounts	2,201,162	3,744	0.68	2,304,586	3,774	0.66
Savings accounts	804,064	410	0.20	794,450	390	0.20
Time deposits	5,848,849	18,730	1.28	4,722,920	10,769	0.91
Total interest-bearing deposits	10,235,140	23,562	0.92	9,082,531	15,467	0.68
Securities sold under agreements to repurchase	83,517	608	2.92	150,000	1,065	2.85
Other borrowings	237,231	1,156	1.95	103,538	305	1.18
Long-term debt	194,136	2,163	4.47	119,136	1,440	4.86
Total interest-bearing liabilities	10,750,024	27,489	1.03	9,455,205	18,277	0.78
Non-interest bearing liabilities:						
Demand deposits	2,760,643			2,440,181		
Other liabilities	199,445			186,372		
Total equity	2,036,674			1,882,454		
Total liabilities and equity	\$ 15,746,786			\$ 13,964,212		
Net interest spread			3.55 %			3.41 %
Net interest income		\$ 140,031			\$ 117,352	
Net interest margin			3.83 %			3.63 %

- (1) Yields and amounts of interest earned include loan fees. Non-accrual loans are included in the average balance.
- (2) Calculated by dividing net interest income by average outstanding interest-earning assets.

Table of Contents

The following table summarizes the changes in interest income and interest expense attributable to changes in volume and changes in interest rates:

Taxable-Equivalent Net Interest Income — Changes Due to Volume and Rate⁽¹⁾

(In thousands)	Three months ended June 30, 2018-2017		
	Increase (Decrease) in Net Interest Income Due to:		
	Changes in Volume	Changes in Rate	Total Change
Interest-earning assets:			
Loans and leases	\$19,474	\$9,350	\$28,824
Investment securities	433	2,056	2,489
Federal Home Loan Bank stock	4	78	82
Deposits with other banks	(77)	574	497
Total changes in interest income	19,834	12,058	31,892
Interest-bearing liabilities:			
Interest bearing demand accounts	54	90	144
Money market accounts	(173)	143	(30)
Savings accounts	5	16	21
Time deposits			