

COLUMBIA BANKING SYSTEM INC  
Form 10-Q  
May 06, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015.

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 0-20288

COLUMBIA BANKING SYSTEM, INC.  
(Exact name of issuer as specified in its charter)

Washington 91-1422237  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

1301 A Street 98402-2156  
Tacoma, Washington (Zip Code)  
(Address of principal executive offices)

(253) 305-1900  
(Issuer's telephone number, including area code)  
(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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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

The number of shares of common stock outstanding at April 30, 2015 was 57,692,047.



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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## CONSOLIDATED BALANCE SHEETS

Columbia Banking System, Inc.

(Unaudited)

	March 31, 2015	December 31, 2014
(in thousands)		
<b>ASSETS</b>		
Cash and due from banks	\$177,026	\$171,221
Interest-earning deposits with banks	71,575	16,949
Total cash and cash equivalents	248,601	188,170
Securities available for sale at fair value (amortized cost of \$1,981,977 and \$2,087,069, respectively)	2,007,159	2,098,257
Federal Home Loan Bank stock at cost	33,004	33,365
Loans held for sale	3,545	1,116
Loans, net of unearned income of (\$53,867) and (\$59,374), respectively	5,450,895	5,445,378
Less: allowance for loan and lease losses	70,234	69,569
Loans, net	5,380,661	5,375,809
FDIC loss-sharing asset	14,644	15,174
Interest receivable	29,088	27,802
Premises and equipment, net	172,958	172,090
Other real estate owned	23,299	22,190
Goodwill	382,537	382,537
Other intangible assets, net	28,642	30,459
Other assets	228,764	231,877
Total assets	\$8,552,902	\$8,578,846
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits:		
Noninterest-bearing	\$3,260,376	\$2,651,373
Interest-bearing	3,814,589	4,273,349
Total deposits	7,074,965	6,924,722
Federal Home Loan Bank advances	36,559	216,568
Securities sold under agreements to repurchase	96,852	105,080
Other borrowings	—	8,248
Other liabilities	100,083	96,053
Total liabilities	7,308,459	7,350,671
Commitments and contingent liabilities		
Shareholders' equity:		
	March 31, 2015	December 31, 2014
(in thousands)		
Preferred stock (no par value)		
Authorized shares	2,000	2,000
Issued and outstanding	9	9
Common stock (no par value)		
Authorized shares	63,033	63,033
Issued and outstanding	57,699	57,437
Retained earnings	241,592	234,498
Accumulated other comprehensive income	14,286	5,621

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Total shareholders' equity	1,244,443	1,228,175
Total liabilities and shareholders' equity	\$8,552,902	\$8,578,846
See accompanying Notes to unaudited Consolidated Financial Statements.		

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## CONSOLIDATED STATEMENTS OF INCOME

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended	
	March 31,	
	2015	2014
	(in thousands except per share amounts)	
Interest Income		
Loans	\$70,822	\$65,541
Taxable securities	7,526	6,752
Tax-exempt securities	3,042	2,618
Deposits in banks	27	14
Total interest income	81,417	74,925
Interest Expense		
Deposits	748	752
Federal Home Loan Bank advances	159	114
Other borrowings	146	119
Total interest expense	1,053	985
Net Interest Income	80,364	73,940
Provision for loan and lease losses	1,209	1,922
Net interest income after provision for loan and lease losses	79,155	72,018
Noninterest Income		
Service charges and other fees	14,869	12,936
Merchant services fees	2,040	1,870
Investment securities gains, net	721	223
Bank owned life insurance	1,078	965
Change in FDIC loss-sharing asset	150	(4,819)
Other	3,909	2,833
Total noninterest income	22,767	14,008
Noninterest Expense		
Compensation and employee benefits	39,100	31,338
Occupancy	7,993	8,244
Merchant processing	977	980
Advertising and promotion	931	769
Data processing and communications	4,984	3,520
Legal and professional fees	2,507	2,169
Taxes, licenses and fees	1,232	1,180
Regulatory premiums	1,221	1,176
Net cost (benefit) of operation of other real estate owned	(1,246)	) 146
Amortization of intangibles	1,817	1,580
Other	7,218	6,284
Total noninterest expense	66,734	57,386
Income before income taxes	35,188	28,640
Income tax provision	10,827	8,796
Net Income	\$24,361	\$19,844
Earnings per common share		
Basic	\$0.42	\$0.38
Diluted	\$0.42	\$0.37

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Dividends paid per common share	\$0.30	\$0.12
Weighted average number of common shares outstanding	56,965	51,097
Weighted average number of diluted common shares outstanding	56,978	52,433

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Net income as reported	\$24,361	\$19,844
Other comprehensive income, net of tax:		
Unrealized gain from securities:		
Net unrealized holding gain from available for sale securities arising during the period, net of tax of (\$5,338) and (\$4,049)	9,376	7,119
Reclassification adjustment of net gain from sale of available for sale securities included in income, net of tax of \$262 and \$81	(459)	(142)
Net unrealized gain from securities, net of reclassification adjustment	8,917	6,977
Pension plan liability adjustment:		
Net unrealized loss from unfunded defined benefit plan liability arising during the period, net of tax of \$159 and \$0	(280)	—
Amortization of unrecognized net actuarial loss included in net periodic pension cost, net of tax of (\$16) and (\$13)	28	24
Pension plan liability adjustment, net	(252)	24
Other comprehensive income	8,665	7,001
Total comprehensive income	\$33,026	\$26,845

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Columbia Banking System, Inc.

(Unaudited)

	Preferred Stock		Common Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity	
	Number of Shares	Amount	Number of Shares	Amount				
	(in thousands)							
Balance at January 1, 2015	9	\$2,217	57,437	\$985,839	\$234,498	\$ 5,621	\$1,228,175	
Net income	—	—	—	—	24,361	—	24,361	
Other comprehensive income	—	—	—	—	—	8,665	8,665	
Issuance of common stock - stock option and other plans	—	—	17	428	—	—	428	
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	273	862	—	—	862	
Purchase and retirement of common stock	—	—	(28	) (781	) —	—	(781	)
Preferred dividends	—	—	—	—	(31	) —	(31	)
Cash dividends paid on common stock	—	—	—	—	(17,236	) —	(17,236	)
Balance at March 31, 2015	9	\$2,217	57,699	\$986,348	\$241,592	\$ 14,286	\$1,244,443	
Balance at January 1, 2014	9	\$2,217	51,265	\$860,562	\$202,514	\$ (12,044	) \$1,053,249	
Net income	—	—	—	—	19,844	—	19,844	
Other comprehensive income	—	—	—	—	—	7,001	7,001	
Issuance of common stock - cashless exercise of warrants	—	—	1,140	—	—	—	—	
Issuance of common stock - stock option and other plans	—	—	19	405	—	—	405	
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	197	680	—	—	680	
Purchase and retirement of common stock	—	—	(21	) (522	) —	—	(522	)
Preferred dividends	—	—	—	—	(12	) —	(12	)
Cash dividends paid on common stock	—	—	—	—	(6,154	) —	(6,154	)
Balance at March 31, 2014	9	\$2,217	52,600	\$861,125	\$216,192	\$ (5,043	) \$1,074,491	

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended March 31,	
	2015	2014 (1)
	(in thousands)	
Cash Flows From Operating Activities		
Net Income	\$24,361	\$19,844
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan and lease losses	1,209	1,922
Stock-based compensation expense	862	680
Depreciation, amortization and accretion	7,735	8,972
Investment securities gain, net	(721	) (223
Net realized (gain) loss on sale of other assets	(306	) 8
Net realized gain on sale of other real estate owned	(1,736	) (1,659
Write-down on other real estate owned	197	1,580
Net change in:		
Loans held for sale	(2,429	) 735
Interest receivable	(1,286	) (1,394
Interest payable	(79	) (13
Other assets	(4,531	) 5,714
Other liabilities	3,680	(649
Net cash provided by operating activities	26,956	35,517
Cash Flows From Investing Activities		
Loans originated and acquired, net of principal collected	(12,443	) (64,065
Purchases of:		
Securities available for sale	(11,362	) (10,787
Premises and equipment	(4,032	) (4,930
Proceeds from:		
FDIC reimbursement on loss-sharing asset	1,138	539
Sales of securities available for sale	57,243	6,441
Principal repayments and maturities of securities available for sale	54,451	36,530
Sales of loans held for investments and other assets	7,745	337
Sales of other real estate and other personal property owned (1)	5,067	11,205
Payments to FDIC related to loss-sharing asset	(479	) (2,217
Net cash provided by (used in) investing activities	97,328	(26,947
Cash Flows From Financing Activities		
Net increase in deposits	150,243	84,941
Net decrease in sweep repurchase agreements	(8,228	) —
Proceeds from:		
Federal Home Loan Bank advances	624,000	587,000
Federal Reserve Bank borrowings	—	50
Exercise of stock options	428	405
Payments for:		
Repayment of Federal Home Loan Bank advances	(804,000	) (617,000
Repayment of Federal Reserve Bank borrowings	—	(50
Common stock dividends	(17,236	) (6,154
Preferred stock dividends	(31	) (12
Repayment of other borrowings	(8,248	) —

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Purchase and retirement of common stock	(781	)	(522	)
Net cash provided by (used in) financing activities	(63,853	)	48,658	
Increase in cash and cash equivalents	60,431		57,228	
Cash and cash equivalents at beginning of period	188,170		179,561	
Cash and cash equivalents at end of period	\$248,601		\$236,789	
Supplemental Information:				
Cash paid during the period for:				
Cash paid for interest	\$1,132		\$999	
Cash paid for income tax	\$13		\$10	
Non-cash investing and financing activities				
Loans transferred to other real estate owned	\$4,692		\$5,751	

(1) Reclassified to conform to the current period's presentation. The reclassification was limited to removing the separate line item for "Sales of covered other real estate owned" and including the prior period activity in the line item for sales of other real estate and other personal property owned.

See accompanying Notes to unaudited Consolidated Financial Statements.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Columbia Banking System, Inc.

1. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The interim unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. The consolidated financial statements include the accounts of Columbia Banking System, Inc. (“we”, “our”, “Columbia” or the “Company”) and its subsidiaries, including its wholly owned banking subsidiary Columbia State Bank (“Columbia Bank” or the “Bank”) and West Coast Trust Company, Inc. (“West Coast Trust”). All intercompany transactions and accounts have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of the results for the interim periods presented have been included. The results of operations for the three months ended March 31, 2015 are not necessarily indicative of results to be anticipated for the year ending December 31, 2015. The accompanying interim unaudited consolidated financial statements should be read in conjunction with the financial statements and related notes contained in the Company’s 2014 Annual Report on Form 10-K.

Due to the timing of the acquisition of Intermountain Community Bancorp (“Intermountain”) on November 1, 2014, our results of operations for the three month period ended March 31, 2015 include the acquisition for the entire three month period, however the prior year period’s results of operations do not include the acquisition. See Note 3, Business Combinations, for further information regarding this acquisition.

Significant Accounting Policies

The significant accounting policies used in preparation of our consolidated financial statements are disclosed in our 2014 Annual Report on Form 10-K. There have not been any changes in our significant accounting policies compared to those contained in our 2014 Form 10-K disclosure for the year ended December 31, 2014.

2. Accounting Pronouncements Recently Issued

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-05, Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement. The Update provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer’s accounting for service contracts. ASU No. 2015-05 is effective for interim and annual reporting periods beginning after December 15, 2015. The Company is currently assessing the impact that this guidance will have on its consolidated financial statements, but does not expect the guidance to have a material impact on the Company’s consolidated financial statements.

In June 2014, the FASB issued ASU 2014-11, Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The Update changes the accounting for repurchase-to-maturity transactions and linked repurchase financings to secured borrowing accounting, which is consistent with accounting for other repurchase agreements. Additionally, the amendment requires new disclosures on transfers accounted for as sales in transactions that are economically similar to repurchase agreements and requires increased transparency on collateral pledged in secured borrowings. The amendments in this update will be effective for the first interim or annual period beginning after December 31, 2014, with the exception of the collateral disclosures which will be effective for interim periods beginning after March 15, 2015. Early application is not permitted. The Company does not expect the guidance to have a material impact on the Company’s consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. The guidance in this update supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition, and most industry-specific guidance throughout the industry topics of the codification. For public companies, this update will be effective for interim and annual periods beginning after December 15, 2016. The Company is currently assessing the impact that this guidance will have on its consolidated financial statements, but does not expect the guidance to have a material

impact on the Company's consolidated financial statements.

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## 3. Business Combinations

On November 1, 2014, the Company completed its acquisition of Intermountain. The Company paid \$131.9 million in total consideration to acquire 100% of the equity interests of Intermountain. The primary reason for the acquisition was to expand the Company's geographic footprint into the state of Idaho, consistent with its ongoing growth strategy. The assets acquired and liabilities assumed have been accounted for under the acquisition method of accounting. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the November 1, 2014 acquisition date. Initial accounting for deferred taxes was incomplete as of March 31, 2015. The amount currently recognized in the financial statements has been determined provisionally as the final Intermountain Community Bancorp tax return has not yet been completed. The fair value of the net assets acquired totaled \$93.4 million, including \$736.8 million of deposits, \$502.6 million of loans and \$10.9 million of other intangible assets. Goodwill of \$38.6 million was recorded as part of the acquisition. The goodwill is not deductible for income tax purposes.

The operating results of the Company reported herein include the operating results produced by the acquired assets and assumed liabilities for the period January 1, 2015 to March 31, 2015. Disclosure of the amount of Intermountain's revenue and net income (excluding integration costs) included in Columbia's consolidated income statement is impracticable due to the integration of the operations and accounting for this acquisition.

For illustrative purposes only, the following table presents certain unaudited pro forma information for the three month period ended March 31, 2014. This unaudited pro forma information was calculated as if Intermountain had been acquired as of the beginning of the year prior to the date of acquisition. The unaudited pro forma information combines the historical results of Intermountain with the Company's consolidated historical results and includes certain adjustments reflecting the estimated impact of certain fair value adjustments for the respective period. The pro forma information is not indicative of what would have occurred had the acquisition occurred as of the beginning of the year prior to the acquisition. In particular, no adjustments have been made to eliminate the impact of other-than-temporary impairment losses and losses recognized on the sale of securities that may not have been necessary had the investment securities been recorded at fair value as of the beginning of the year prior to the date of acquisition. The unaudited pro forma information does not consider any changes to the provision for credit losses resulting from recording loan assets at fair value. Additionally, Columbia expects to achieve further operating cost savings and other business synergies, including revenue growth, as a result of the acquisition which are not reflected in the pro forma amounts that follow. As a result, actual amounts would have differed from the unaudited pro forma information presented.

	Unaudited Pro Forma Three Months Ended March 31, 2014 (in thousands except per share)
Total revenues (net interest income plus noninterest income)	\$97,488
Net income	\$21,078
Earnings per share - basic	\$0.38
Earnings per share - diluted	\$0.37

In connection with the Intermountain acquisition, Columbia recognized \$2.9 million in acquisition-related expenses for the three month period ended March 31, 2015 and recognized no acquisition-related expenses for the three month period ended March 31, 2014. In addition, related to the acquisition of West Coast Bancorp ("West Coast") which was completed on April 1, 2013, Columbia recognized \$72 thousand and \$966 thousand in acquisition-related expenses for the three month periods ended March 31, 2015 and 2014, respectively.

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The following table shows the impact of the acquisition-related expenses related to the acquisition of Intermountain for the three months ended March 31, 2015 to the various components of noninterest expense:

	Three Months Ended March 31, 2015 (in thousands)
Noninterest Expense	
Compensation and employee benefits	\$273
Occupancy	499
Advertising and promotion	96
Data processing and communications	1,558
Legal and professional fees	385
Other	91
Total impact of acquisition-related costs to noninterest expense	\$2,902

See Note 2, Business Combinations, in Item 8 of our 2014 Form 10-K for additional details related to the Intermountain acquisition.

## 4. Securities

The following table summarizes the amortized cost, gross unrealized gains and losses and the resulting fair value of securities available for sale:

	Amortized Cost  (in thousands)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
March 31, 2015				
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$1,093,576	\$13,765	\$(4,641)	) \$1,102,700
State and municipal securities	486,969	15,434	(732)	) 501,671
U.S. government agency and government-sponsored enterprise securities	375,230	2,551	(983)	) 376,798
U.S. government securities	20,918	—	(140)	) 20,778
Other securities	5,284	40	(112)	) 5,212
Total	\$1,981,977	\$31,790	\$(6,608)	) \$2,007,159
December 31, 2014				
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$1,160,378	\$10,219	\$(8,210)	) \$1,162,387
State and municipal securities	483,578	14,432	(1,526)	) 496,484
U.S. government agency and government-sponsored enterprise securities	416,919	856	(4,069)	) 413,706
U.S. government securities	20,910	—	(411)	) 20,499
Other securities	5,284	20	(123)	) 5,181
Total	\$2,087,069	\$25,527	\$(14,339)	) \$2,098,257

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Proceeds from sales of securities available-for-sale were \$57.2 million and \$6.4 million for the three months ended March 31, 2015 and 2014, respectively. The following table provides the gross realized gains and losses on the sales of securities for the periods indicated:

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Gross realized gains	\$730	\$223
Gross realized losses	(9	) —
Net realized gains	\$721	\$223

The scheduled contractual maturities of investment securities available for sale at March 31, 2015 are presented as follows:

	March 31, 2015	
	Amortized Cost	Fair Value
	(in thousands)	
Due within one year	\$15,480	\$15,601
Due after one year through five years	404,752	406,989
Due after five years through ten years	526,230	534,584
Due after ten years	1,030,231	1,044,773
Other securities with no stated maturity	5,284	5,212
Total investment securities available-for-sale	\$1,981,977	\$2,007,159

The following table summarizes the carrying value of securities pledged as collateral to secure public deposits, borrowings and other purposes as permitted or required by law:

	March 31, 2015
	(in thousands)
Washington and Oregon State to secure public deposits	\$323,771
Federal Reserve Bank to secure borrowings	36,945
Other securities pledged	156,385
Total securities pledged as collateral	\$517,101

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The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2015 and December 31, 2014:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(in thousands)					
March 31, 2015						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$94,304	\$(634)	\$213,050	\$(4,007)	\$307,354	\$(4,641)
State and municipal securities	45,809	(227)	31,597	(505)	77,406	(732)
U.S. government agency and government-sponsored enterprise securities	999	(1)	178,013	(982)	179,012	(983)
U.S. government securities	1,050	(1)	19,728	(139)	20,778	(140)
Other securities	—	—	2,843	(112)	2,843	(112)
Total	\$142,162	\$(863)	\$445,231	\$(5,745)	\$587,393	\$(6,608)
December 31, 2014						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$258,825	\$(1,287)	\$279,015	\$(6,924)	\$537,840	\$(8,211)
State and municipal securities	71,026	(543)	44,148	(982)	115,174	(1,525)
U.S. government agency and government-sponsored enterprise securities	105,250	(518)	216,221	(3,551)	321,471	(4,069)
U.S. government securities	—	—	19,450	(411)	19,450	(411)
Other securities	2,313	(2)	2,834	(121)	5,147	(123)
Total	\$437,414	\$(2,350)	\$561,668	\$(11,989)	\$999,082	\$(14,339)

At March 31, 2015, there were 77 U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations securities in an unrealized loss position, of which 34 were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2015.

At March 31, 2015, there were 66 state and municipal government securities in an unrealized loss position, of which 32 were in a continuous loss position for 12 months or more. The unrealized losses on state and municipal securities were caused by interest rate changes or widening of market spreads subsequent to the purchase of the individual securities. Management monitors published credit ratings of these securities for adverse changes. As of March 31, 2015, none of the rated obligations of state and local government entities held by the Company had a below investment grade credit rating. Because the credit quality of these securities are investment grade and the Company does not intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2015.

At March 31, 2015, there were 18 U.S. government agency and government-sponsored enterprise securities in an unrealized loss position, 14 of which were in a continuous loss position for 12 months or more. The decline in fair

value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2015.

At March 31, 2015, there were four U.S. government securities in an unrealized loss position, two of which were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell

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these securities before the recovery of amortized cost basis, which may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2015.

At March 31, 2015, there was one other security in an unrealized loss position, which was in a continuous unrealized loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates and the additional risk premium investors are demanding for investment securities with these characteristics. The Company does not consider this investment to be other-than-temporarily impaired at March 31, 2015 as it has the intent and ability to hold the investment for sufficient time to allow for recovery in the market value.

## 5. Loans

The Company's loan portfolio includes originated and purchased loans. Originated loans and purchased loans for which there was no evidence of credit deterioration at their acquisition date and it was probable that we would be able to collect all contractually required payments are referred to collectively as loans, excluding purchased credit impaired loans. Purchased loans for which there was, at acquisition date, evidence of credit deterioration since their origination and it was probable that we would be unable to collect all contractually required payments are referred to as purchased credit impaired loans, or "PCI loans."

The following is an analysis of the loan portfolio by major types of loans (net of unearned income):

	March 31, 2015			December 31, 2014		
	Loans, excluding PCI loans (in thousands)	PCI Loans	Total	Loans, excluding PCI loans	PCI Loans	Total
Commercial business	\$2,139,873	\$46,335	\$2,186,208	\$2,119,565	\$44,505	\$2,164,070
Real estate:						
One-to-four family residential	173,739	26,601	200,340	175,571	26,993	202,564
Commercial and multifamily residential	2,374,454	118,230	2,492,684	2,363,541	128,769	2,492,310
Total real estate	2,548,193	144,831	2,693,024	2,539,112	155,762	2,694,874
Real estate construction:						
One-to-four family residential	124,017	3,797	127,814	116,866	4,021	120,887
Commercial and multifamily residential	119,880	2,238	122,118	134,443	2,321	136,764
Total real estate construction	243,897	6,035	249,932	251,309	6,342	257,651
Consumer	352,960	22,638	375,598	364,182	23,975	388,157
Less: Net unearned income	(53,867 )	—	(53,867 )	(59,374 )	—	(59,374 )
Total loans, net of unearned income	5,231,056	219,839	5,450,895	5,214,794	230,584	5,445,378
Less: Allowance for loan and lease losses	(53,703 )	(16,531 )	(70,234 )	(53,233 )	(16,336 )	(69,569 )
Total loans, net	\$5,177,353	\$203,308	\$5,380,661	\$5,161,561	\$214,248	\$5,375,809
Loans held for sale	\$3,545	\$—	\$3,545	\$1,116	\$—	\$1,116

At March 31, 2015 and December 31, 2014, the Company had no material foreign activities. Substantially all of the Company's loans and unfunded commitments are geographically concentrated in its service areas within the states of Washington, Oregon and Idaho.

The Company has made loans to executive officers and directors of the Company and related interests. These loans are made on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and do not involve more than the normal risk of collectability. The aggregate dollar amount of these loans was \$12.7 million at March 31, 2015 and \$13.2 million at December 31, 2014. During the first three months of 2015, there were no advances and repayments totaled \$430 thousand.

At March 31, 2015 and December 31, 2014, \$1.30 billion and \$1.08 billion of commercial and residential real estate loans were pledged as collateral on Federal Home Loan Bank of Seattle ("FHLB") borrowings and additional borrowing

capacity. The Company has also pledged \$47.0 million and \$46.0 million of commercial loans to the Federal Reserve Bank for additional borrowing capacity at March 31, 2015 and December 31, 2014, respectively.

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The following is an analysis of nonaccrual loans as of March 31, 2015 and December 31, 2014:

	March 31, 2015		December 31, 2014	
	Recorded Investment Nonaccrual Loans (in thousands)	Unpaid Principal Balance Nonaccrual Loans	Recorded Investment Nonaccrual Loans	Unpaid Principal Balance Nonaccrual Loans
Commercial business:				
Secured	\$17,240	\$ 20,573	\$16,552	\$ 21,453
Unsecured	189	211	247	269
Real estate:				
One-to-four family residential	4,429	6,109	2,822	5,680
Commercial & multifamily residential:				
Commercial land	1,616	1,560	821	1,113
Income property	887	887	3,200	5,521
Owner occupied	1,995	2,036	3,826	5,837
Real estate construction:				
One-to-four family residential:				
Land and acquisition	871	871	95	112
Residential construction	1,263	1,263	370	370
Commercial & multifamily residential:				
Owner occupied	470	489	480	489
Consumer	2,868	3,799	2,939	3,930
Total	\$31,828	\$ 37,798	\$31,352	\$ 44,774

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Loans, excluding purchased credit impaired loans

The following is an aging of the recorded investment of the loan portfolio as of March 31, 2015 and December 31, 2014:

	Current Loans	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Nonaccrual Loans	Total Loans
March 31, 2015	(in thousands)						
Commercial business:							
Secured	\$2,024,277	\$11,910	\$1,874	\$58	\$13,842	\$17,240	\$2,055,359
Unsecured	78,351	492	120	67	679	189	79,219
Real estate:							
One-to-four family residential	164,962	771	124	21	916	4,429	170,307
Commercial & multifamily residential:							
Commercial land	186,904	4,303	355	264	4,922	1,616	193,442
Income property	1,305,595	2,502	560	—	3,062	887	1,309,544
Owner occupied	841,551	2,206	435	—	2,641	1,995	846,187
Real estate construction:							
One-to-four family residential:							
Land and acquisition	15,860	67	—	—	67	871	16,798
Residential construction	104,378	—	—	4	4	1,263	105,645
Commercial & multifamily residential:							
Income property	62,958	—	—	—	—	—	62,958
Owner occupied	54,969	—	—	—	—	470	55,439
Consumer	331,566	1,509	193	22	1,724	2,868	336,158
Total	\$5,171,371	\$23,760	\$3,661	\$436	\$27,857	\$31,828	\$5,231,056
	Current Loans	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Nonaccrual Loans	Total Loans
December 31, 2014	(in thousands)						
Commercial business:							
Secured	\$2,004,418	\$5,137	\$6,149	\$1,372	\$12,658	\$16,552	\$2,033,628
Unsecured	79,661	185	—	—	185	247	80,093
Real estate:							
One-to-four family residential	167,197	1,700	45	—	1,745	2,822	171,764
Commercial & multifamily residential:							
Commercial land	187,470	1,454	34	—	1,488	821	189,779
Income property	1,294,982	3,031	786	—	3,817	3,200	1,301,999
Owner occupied	839,689	937	289	—	1,226	3,826	844,741
Real estate construction:							

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One-to-four family residential:							
Land and acquisition	15,462	953	—	—	953	95	16,510
Residential construction	97,821	326	—	4	330	370	98,521
Commercial & multifamily residential:							
Income property	73,783	—	—	—	—	—	73,783
Owner occupied	57,470	—	994	—	994	480	58,944
Consumer	341,032	933	118	10	1,061	2,939	345,032
Total	\$5,158,985	\$14,656	\$8,415	\$1,386	\$24,457	\$31,352	\$5,214,794

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The following is an analysis of impaired loans as of March 31, 2015 and December 31, 2014:

	Recorded Investment of Loans Collectively for Contingency Provision (in thousands)	Recorded Investment of Loans Individually Measured for Specific Impairment	Impaired Loans With Recorded Allowance			Impaired Loans Without Recorded Allowance	
			Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance
<b>March 31, 2015</b>							
Commercial business:							
Secured	\$2,044,486	\$ 10,873	\$96	\$ 96	\$ 24	\$10,777	\$12,986
Unsecured	79,219	—	—	—	—	—	—
Real estate:							
One-to-four family residential	166,129	4,178	420	461	115	3,758	4,220
Commercial & multifamily residential:							
Commercial land	192,972	470	—	—	—	470	470
Income property	1,307,556	1,988	—	—	—	1,988	2,355
Owner occupied	839,157	7,030	578	578	24	6,452	8,944
Real estate construction:							
One-to-four family residential:							
Land and acquisition	15,818	980	109	108	67	871	871
Residential construction	104,752	893	—	—	—	893	893
Commercial & multifamily residential:							
Income property	62,958	—	—	—	—	—	—
Owner occupied	55,439	—	—	—	—	—	—
Consumer	335,474	684	—	—	—	684	895
Total	\$5,203,960	\$ 27,096	\$1,203	\$ 1,243	\$ 230	\$25,893	\$31,634
<b>December 31, 2014</b>							
Commercial business:							
Secured	\$2,023,104	\$ 10,524	\$99	\$ 99	\$ 25	\$10,425	\$12,410
Unsecured	80,091	2	2	2	2	—	—
Real estate:							
One-to-four family residential	169,619	2,145	424	465	120	1,721	2,370
Commercial & multifamily residential:							
Commercial land	189,779	—	—	—	—	—	—
Income property	1,295,650	6,349	—	—	—	6,349	10,720
Owner occupied	835,895	8,846	582	582	27	8,264	12,732
Real estate construction:							

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One-to-four family residential:

Land and acquisition	16,401	109	109	109	67	—	—
Residential construction	98,521	—	—	—	—	—	—
Commercial & multifamily residential:							
Income property	73,783	—	—	—	—	—	—
Owner occupied	58,944	—	—	—	—	—	—
Consumer	344,908	124	—	—	—	124	201
Total	\$5,186,695	\$ 28,099	\$1,216	\$ 1,257	\$ 241	\$26,883	\$38,433

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The following table provides additional information on impaired loans for the three month periods indicated:

	Three Months Ended March 31,			
	2015		2014	
	Average Recorded Investment Impaired Loans (in thousands)	Interest Recognized on Impaired Loans	Average Recorded Investment Impaired Loans	Interest Recognized on Impaired Loans
Commercial business:				
Secured	\$10,698	\$7	\$6,232	\$17
Unsecured	1	—	31	—
Real estate:				
One-to-four family residential	3,162	13	1,856	13
Commercial & multifamily residential:				
Commercial land	235	—	111	—
Income property	4,168	10	6,436	62
Owner occupied	7,938	234	10,140	241
Real estate construction:				
One-to-four family residential:				
Land and acquisition	544	1	1,569	1
Residential construction	446	—	—	—
Consumer	404	2	163	2
Total	\$27,596	\$267	\$26,538	\$336

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There were no troubled debt restructurings (“TDR”) during the three months ended March 31, 2015. The following is an analysis of loans classified as TDR during the three months ended March 31, 2014:

	Three months ended March 31, 2014		
	Number of TDR Modifications	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(dollars in thousands)	
Commercial business:			
Secured	2	\$ 546	\$ 546
Real estate:			
One-to-four family residential	2	494	494
Commercial and multifamily residential:			
Income property	1	143	126
Total	5	\$ 1,183	\$ 1,166

The Company’s loans classified as TDR are loans that have been modified or the borrower has been granted special concessions due to financial difficulties that, if not for the challenges of the borrower, the Company would not otherwise consider. The TDR modifications or concessions are made to increase the likelihood that these borrowers with financial difficulties will be able to satisfy their debt obligations as amended. The concessions granted in the restructurings completed in the three month period ending March 31, 2014 largely consisted of maturity extensions, interest rate modifications or a combination of both. In limited circumstances, a reduction in the principal balance of the loan could also be made as a concession. Credit losses for loans classified as TDR are measured on the same basis as impaired loans. For impaired loans, an allowance is established when the collateral value less selling costs (or discounted cash flows or observable market price) of the impaired loan is lower than the recorded investment of that loan.

The Company had no commitments to lend additional funds on loans classified as TDR as of March 31, 2015 and December 31, 2014. The Company did not have any loans modified as TDR that defaulted within twelve months of being modified as TDR during the three month periods ended March 31, 2015 and 2014.

#### Purchased Credit Impaired Loans (“PCI Loans”)

PCI loans are accounted for under ASC 310-30 and initially measured at fair value based on expected future cash flows over the life of the loans. Loans that have common risk characteristics are aggregated into pools. The Company remeasures contractual and expected cash flows, at the pool-level, on a quarterly basis.

Contractual cash flows are calculated based upon the loan pool terms after applying a prepayment factor. Calculation of the applied prepayment factor for contractual cash flows is the same as described below for expected cash flows. Inputs to the determination of expected cash flows include cumulative default and prepayment data as well as loss severity and recovery lag information. Cumulative default and prepayment data are calculated via a transition matrix. The transition matrix is a matrix of probability values that specifies the probability of a loan pool transitioning into a particular delinquency state (e.g. 0-30 days past due, 31 to 60 days, etc.) given its delinquency state at the remeasurement date. Loss severity factors are based upon either actual charge-off data within the loan pools or industry averages and recovery lags are based upon the collateral within the loan pools.

The excess of cash flows expected to be collected over the initial fair value of purchased credit impaired loans is referred to as the accretable yield and is accreted into interest income over the estimated life of the acquired loans using the effective yield method. Other adjustments to the accretable yield include changes in the estimated remaining life of the acquired loans, changes in expected cash flows and changes of indices for acquired loans with variable interest rates.

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The following is an analysis of our PCI loans, net of related allowance for losses and remaining valuation discounts as of March 31, 2015 and December 31, 2014:

	March 31, 2015	December 31, 2014
	(in thousands)	
Commercial business	\$52,115	\$50,334
Real estate:		
One-to-four family residential	31,127	31,981
Commercial and multifamily residential	127,952	140,398
Total real estate	159,079	172,379
Real estate construction:		
One-to-four family residential	4,026	4,353
Commercial and multifamily residential	2,501	2,588
Total real estate construction	6,527	6,941
Consumer	25,390	26,814
Subtotal of PCI loans	243,111	256,468
Less:		
Valuation discount resulting from acquisition accounting	23,272	25,884
Allowance for loan losses	16,531	16,336
PCI loans, net of allowance for loan losses	\$203,308	\$214,248

The following table shows the changes in accretable yield for PCI loans for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Balance at beginning of period	\$73,849	\$103,907
Accretion	(6,319)	(10,569)
Disposals	(1,093)	(2,826)
Reclassifications from nonaccretable difference	2,289	11,031
Balance at end of period	\$68,726	\$101,543

#### 6. Allowance for Loan and Lease Losses and Unfunded Commitments and Letters of Credit

##### Loans, excluding PCI loans

We maintain an allowance for loan and lease losses (“ALLL”) to absorb losses inherent in the loan portfolio. The size of the ALLL is determined through quarterly assessments of the probable estimated losses in the loan portfolio. Our methodology for making such assessments and determining the adequacy of the ALLL includes the following key elements:

1. General valuation allowance consistent with the Contingencies topic of the FASB ASC.
2. Classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with the Receivables topic of the FASB ASC.
3. The unallocated allowance provides for other factors inherent in our loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally comprises less than 5% of the allowance. The unallocated amount is reviewed quarterly based on trends in credit losses, the results of credit reviews and overall economic trends.

The general valuation allowance is calculated quarterly using quantitative and qualitative information about specific loan classes. The minimum required level with respect to which an entity develops a methodology to determine its ALLL is by general categories of loans, such as commercial business, real estate, and consumer. However, the Company’s methodology in determining its ALLL is prepared in a more detailed manner at the loan class level, utilizing specific categories such as commercial business secured, commercial business unsecured, real estate

commercial land, and real estate income property multifamily. The quantitative information uses historical losses from a specific loan class and incorporates the loan's risk rating migration from origination to the point of loss based upon the consideration of an appropriate look back period.

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A loan's risk rating is primarily determined based upon the borrower's ability to fulfill its debt obligation from a cash flow perspective. In the event there is financial deterioration of the borrower, the borrower's other sources of income or repayment are also considered, including recent appraisal values for collateral dependent loans. The qualitative information takes into account general economic and business conditions affecting our marketplace, seasoning of the loan portfolio, duration of the business cycle, etc. to ensure our methodologies reflect the current economic environment and other factors as using historical loss information exclusively may not give an accurate estimate of inherent losses within the Company's loan portfolio.

When a loan is deemed to be impaired, the Company has to determine if a specific valuation allowance is required for that loan. The specific valuation allowance is a reserve, calculated at the individual loan level, for each loan determined to be both, impaired and containing a value less than its recorded investment. The Company measures the impairment based on the discounted expected future cash flows, observable market price, or the fair value of the collateral less selling costs if the loan is collateral dependent or if foreclosure is probable. The specific reserve for each loan is equal to the difference between the recorded investment in the loan and its determined impairment value. The ALLL is increased by provisions for loan and lease losses ("provision") charged to expense, and is reduced by loans charged off, net of recoveries or a recovery of previous provisions. While the Company's management believes the best information available is used to determine the ALLL, changes in market conditions could result in adjustments to the ALLL, affecting net income, if circumstances differ from the assumptions used in determining the ALLL.

We have used the same methodology for ALLL calculations during the three months ended March 31, 2015 and 2014. Adjustments to the percentages of the ALLL allocated to loan categories are made based on trends with respect to delinquencies and problem loans within each class of loans. The Company reviews the ALLL quantitative and qualitative methodology on a quarterly basis and makes adjustments when appropriate. The Company continues to strive towards maintaining a conservative approach to credit quality and will continue to make revisions to our ALLL as necessary to maintain adequate reserves. The Company carefully monitors the loan portfolio and continues to emphasize the importance of credit quality.

Once it is determined that all or a portion of a loan balance is uncollectable, and the amount can be reasonably estimated, the uncollectable portion of the loan is charged-off.

**PCI Loans**

Purchased credit impaired loans that have common risk characteristics are aggregated into loan pools. When required, we record impairment, at the pool-level, to adjust the pool's carrying value to its net present value of expected future cash flows. Quarterly, we re-measure expected loan pool cash flows. If, due to credit deterioration, the present value of expected cash flows is less than carrying value, we reduce the loan pool's carrying value by adjusting the ALLL with an impairment charge to earnings which is recorded as provision for loan losses. If credit quality improves and the present value of expected cash flows exceeds carrying value, we increase the loan pool's carrying value by recapturing previously recorded ALLL, if any. See Note 5, Loans, for further discussion of the accounting for PCI loans.

Credit losses attributable to draws on purchased credit impaired loans, advanced subsequent to the loan purchase date, are accounted for under ASC 450-20 and those amounts are also subject to the Company's internal and external credit review. An ALLL is estimated in a similar manner as loans, excluding PCI loans, and a provision for loan losses is charged to earnings as necessary.

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The following tables show a detailed analysis of the ALLL for the three months ended March 31, 2015 and 2014:

	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Three months ended March 31, 2015	(in thousands)						
Commercial business:							
Secured	\$25,923	\$(1,386 )	\$512	\$712	\$25,761	\$24	\$25,737
Unsecured	927	(40 )	106	19	1,012	—	1,012
Real estate:							
One-to-four family residential	2,281	(8 )	12	(921 )	1,364	115	1,249
Commercial & multifamily residential:							
Commercial land	799	—	—	28	827	—	827
Income property	9,159	—	3,252	(3,971 )	8,440	—	8,440
Owner occupied	5,007	—	9	596	5,612	24	5,588
Real estate construction:							
One-to-four family residential:							
Land and acquisition	1,197	—	2	(173 )	1,026	67	959
Residential construction	1,860	—	26	(96 )	1,790	—	1,790
Commercial & multifamily residential:							
Income property	622	—	3	202	827	—	827
Owner occupied	434	—	—	65	499	—	499
Consumer	3,180	(891 )	273	273	2,835	—	2,835
Purchased credit impaired	16,336	(4,100 )	1,686	2,609	16,531	—	16,531
Unallocated	1,844	—	—	1,866	3,710	—	3,710
Total	\$69,569	\$(6,425 )	\$5,881	\$1,209	\$70,234	\$230	\$70,004
	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Three months ended March 31, 2014	(in thousands)						
Commercial business:							
Secured	\$31,027	\$(198 )	\$448	\$(2,476 )	\$28,801	\$1,521	\$27,280
Unsecured	696	(35 )	42	43	746	27	719
Real estate:							
One-to-four family residential	1,252	(207 )	28	121	1,194	133	1,061
Commercial & multifamily residential:							
Commercial land	489	—	17	73	579	—	579
Income property	9,234	—	13	860	10,107	—	10,107
Owner occupied	3,605	(1,023 )	9	1,969	4,560	38	4,522
Real estate construction:							
One-to-four family residential:							
Land and acquisition	610	—	39	(69 )	580	71	509
Residential construction	822	—	3	(129 )	696	—	696
Commercial & multifamily residential:							
Income property	285	—	—	35	320	—	320
Owner occupied	58	—	—	96	154	—	154

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Consumer	2,547	(727	) 253	564	2,637	3	2,634
Purchased credit impaired	20,174	(4,273	) 1,806	2,422	20,129	—	20,129
Unallocated	1,655	—	—	(1,587	) 68	—	68
Total	\$72,454	\$(6,463	) \$2,658	\$ 1,922	\$70,571	\$1,793	\$68,778

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Changes in the allowance for unfunded commitments and letters of credit, a component of other liabilities in the consolidated balance sheet, are summarized as follows:

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Balance at beginning of period	\$2,655	\$2,505
Net changes in the allowance for unfunded commitments and letters of credit	—	(50 )
Balance at end of period	\$2,655	\$2,455

**Risk Elements**

The extension of credit in the form of loans or other credit products to individuals and businesses is one of our principal business activities. Our policies and applicable laws and regulations require risk analysis as well as ongoing portfolio and credit management. We manage our credit risk through lending limit constraints, credit review, approval policies and extensive, ongoing internal monitoring. We also manage credit risk through diversification of the loan portfolio by type of loan, type of industry and type of borrower and by limiting the aggregation of debt to a single borrower.

Risk ratings are reviewed and updated whenever appropriate, with more periodic reviews as the risk and dollar value of loss on the loan increases. In the event full collection of principal and interest is not reasonably assured, the loan is appropriately downgraded and, if warranted, placed on nonaccrual status even though the loan may be current as to principal and interest payments. Additionally, we assess whether an impairment of a loan warrants specific reserves or a write-down of the loan.

Pass loans are generally considered to have sufficient sources of repayment in order to repay the loan in full in accordance with all terms and conditions. Special mention loans have potential weaknesses that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Company's credit position at some future date. Loans with a risk rating of Substandard or worse are reported as classified loans in our ALLL analysis. We review these loans to assess the ability of our borrowers to service all interest and principal obligations and, as a result, the risk rating may be adjusted accordingly. Substandard loans reflect loans where a loss is possible if loan weaknesses are not corrected. Doubtful loans have a high probability of loss, however, the amount of loss has not yet been determined. Loss loans are considered uncollectable and when identified, are charged off.

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The following is an analysis of the credit quality of our loan portfolio, excluding PCI loans, as of March 31, 2015 and December 31, 2014:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
March 31, 2015	(in thousands)					
Loans, excluding PCI loans:						
Commercial business:						
Secured	\$1,995,680	\$19,210	\$40,469	\$—	\$—	\$2,055,359
Unsecured	78,498	—	721	—	—	79,219
Real estate:						
One-to-four family residential	162,448	1,465	6,394	—	—	170,307
Commercial and multifamily residential:						
Commercial land	187,519	3,459	2,464	—	—	193,442
Income property	1,301,779	3,517	4,248	—	—	1,309,544
Owner occupied	828,244	1,757	16,186	—	—	846,187
Real estate construction:						
One-to-four family residential:						
Land and acquisition	16,180	166	452	—	—	16,798
Residential construction	103,257	680	1,708	—	—	105,645
Commercial and multifamily residential:						
Income property	62,958	—	—	—	—	62,958
Owner occupied	54,563	—	876	—	—	55,439
Consumer	331,413	—	4,745	—	—	336,158
Total	\$5,122,539	\$30,254	\$78,263	\$—	\$—	5,231,056
Less:						
Allowance for loan and lease losses						53,703
Loans, excluding PCI loans, net						\$5,177,353
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2014	(in thousands)					
Loans, excluding PCI loans:						
Commercial business:						
Secured	\$1,963,210	\$15,790	\$54,628	\$—	\$—	\$2,033,628
Unsecured	79,534	—	559	—	—	80,093
Real estate:						
One-to-four family residential	163,914	55	7,795	—	—	171,764
Commercial and multifamily residential:						
Commercial land	183,701	4,217	1,861	—	—	189,779
Income property	1,287,729	5,885	8,385	—	—	1,301,999
Owner occupied	825,694	7,876	11,171	—	—	844,741
Real estate construction:						
One-to-four family residential:						
Land and acquisition	15,307	167	1,036	—	—	16,510
Residential construction	96,031	909	1,581	—	—	98,521
Commercial and multifamily residential:						

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Income property	73,783	—	—	—	—	73,783
Owner occupied	58,055	—	889	—	—	58,944
Consumer	339,695	68	5,269	—	—	345,032
Total	\$5,086,653	\$34,967	\$93,174	\$—	\$—	5,214,794
Less:						
Allowance for loan and lease losses						53,233
Loans, excluding PCI loans, net						\$5,161,561

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The following is an analysis of the credit quality of our PCI loan portfolio as of March 31, 2015 and December 31, 2014:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
March 31, 2015	(in thousands)					
PCI loans:						
Commercial business:						
Secured	\$39,919	\$1,040	\$9,060	\$—	\$—	\$50,019
Unsecured	2,057	—	39	—	—	2,096
Real estate:						
One-to-four family residential	27,881	—	3,246	—	—	31,127
Commercial and multifamily residential:						
Commercial land	8,739	—	1,668	—	—	10,407
Income property	45,298	—	12,031	—	—	57,329
Owner occupied	56,004	336	3,876	—	—	60,216
Real estate construction:						
One-to-four family residential:						
Land and acquisition	1,452	—	894	—	—	2,346
Residential construction	732	—	948	—	—	1,680
Commercial and multifamily residential:						
Income property	1,359	—	224	—	—	1,583
Owner occupied	918	—	—	—	—	918
Consumer	23,431	—	1,959	—	—	25,390
Total	\$207,790	\$1,376	\$33,945	\$—	\$—	243,111
Less:						
Valuation discount resulting from acquisition accounting						23,272
Allowance for loan losses						16,531
PCI loans, net						\$203,308
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2014	(in thousands)					
PCI loans:						
Commercial business:						
Secured	\$37,927	\$937	\$9,223	\$—	\$—	\$48,087
Unsecured	2,156	—	91	—	—	2,247
Real estate:						
One-to-four family residential	28,822	—	3,159	—	—	31,981
Commercial and multifamily residential:						
Commercial land	9,104	—	6,240	—	—	15,344
Income property	51,435	1,892	7,186	—	—	60,513
Owner occupied	58,629	346	5,566	—	—	64,541
Real estate construction:						
One-to-four family residential:						
Land and acquisition	1,595	—	913	—	—	2,508
Residential construction	741	—	1,104	—	—	1,845

Commercial and multifamily  
residential:

Income property	1,435	—	227	—	—	1,662
Owner occupied	926	—	—	—	—	926
Consumer	24,037	—	2,777	—	—	26,814
Total	\$216,807	\$3,175	\$36,486	\$—	\$—	256,468
Less:						
Valuation discount resulting from acquisition accounting						25,884
Allowance for loan losses						16,336
PCI loans, net						\$214,248

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## 7. Other Real Estate Owned (“OREO”)

The following tables set forth activity in OREO for the three months ended March 31, 2015 and 2014:

	Three Months Ended March	
	31,	2014
	2015	2014
	(in thousands)	
Balance, beginning of period	\$22,190	\$35,927
Transfers in	4,692	5,751
Valuation adjustments	(197	) (1,580
Proceeds from sale of OREO property	(5,122	) (11,205
Gain on sale of OREO, net	1,736	1,659
Balance, end of period	\$23,299	\$30,552

At March 31, 2015, the carrying amount of foreclosed residential real estate properties held as a result of obtaining physical possession was \$2.1 million and the recorded investment of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings were in process was \$2.7 million.

## 8. FDIC Loss-sharing Asset and Covered Assets

We are a party to eight loss-sharing agreements with the FDIC relating to four FDIC-assisted acquisitions. Such agreements cover a substantial portion of losses incurred on acquired covered loans and OREO. The loss-sharing agreements relate to the acquisitions of (1) Columbia River Bank in January 2010, (2) American Marine Bank in January 2010, (3) Summit Bank in May 2011, and (4) First Heritage Bank in May 2011. Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries up to specified amounts. With respect to loss-sharing agreements for two acquisitions completed in 2010, after those specified amounts, the FDIC will absorb 95% of losses and share in 95% of loss recoveries. The loss-sharing provisions of the agreements for commercial and single-family mortgage loans are in effect for five and ten years, respectively and the loss recovery provisions are in effect for eight and ten years, respectively. The loss-sharing provisions for the Columbia River Bank and American Marine Bank non-single family covered assets were effective through the end of the current quarter. Accordingly, further activity will be limited to recoveries through the first quarter of 2020 for assets covered by these loss-sharing agreements.

Ten years and forty-five days after the applicable acquisition dates, the Bank must pay to the FDIC a clawback in the event the losses from the acquisitions fail to reach stated levels. The amount of the clawback is determined by a formula specified in each individual loss-sharing agreement. As of March 31, 2015, the net present value of the Bank’s estimated clawback liability was \$4.2 million, which was included in other liabilities on the consolidated balance sheets.

At March 31, 2015, the FDIC loss-sharing asset was comprised of a \$10.6 million FDIC indemnification asset and a \$4.0 million FDIC receivable. The indemnification asset represents the cash flows the Company expects to collect from the FDIC under the loss-sharing agreements and the FDIC receivable represents amounts from the FDIC for which the Company has requested reimbursement but has not yet received reimbursement.

For PCI loans, the Company remeasures contractual and expected cash flows on a quarterly basis. When the quarterly remeasurement process results in a decrease in expected cash flows due to an increase in expected credit losses, impairment is recorded. As a result of this impairment, for loans covered by loss-share agreements with respect to which the loss-sharing provisions are still effective, the indemnification asset is increased to reflect anticipated future cash to be received from the FDIC. Consistent with the loss-sharing agreements between the Company and the FDIC, the amount of the increase to the indemnification asset is measured as 80% of the resulting impairment.

Alternatively, when the quarterly remeasurement results in an increase in expected future cash flows due to a decrease in expected credit losses, the nonaccretable difference decreases and the effective yield of the related loan portfolio is increased. As a result of the improved expected cash flows, for loans covered by loss-share agreements with respect to which the loss-sharing provisions are still effective, the indemnification asset would be reduced first by the amount of any impairment previously recorded and, second, by increased amortization over the remaining life of the related loss-sharing agreement.



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The following table shows a detailed analysis of the FDIC loss-sharing asset for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Balance at beginning of period	\$ 15,174	\$ 39,846
Adjustments not reflected in income:		
Cash payments to (from) the FDIC	(659	) 1,678
FDIC reimbursable losses (recoveries), net	(21	) 132
Adjustments reflected in income:		
Amortization, net	(2,294	) (6,452
Loan impairment	1,532	1,938
Sale of other real estate	(420	) (756
Write-downs of other real estate	1,071	516
Other	261	(65
Balance at end of period	\$ 14,644	\$ 36,837

The following table presents information about the composition of the FDIC loss-sharing asset, the clawback liability, and the non-single family and the single family covered assets as of the date indicated:

	March 31, 2015				
	Columbia River Bank	American Marine Bank	Summit Bank	First Heritage Bank	Total
	(in thousands)				
FDIC loss-sharing asset	\$ 2,124	\$ 4,824	\$ 4,162	\$ 3,534	\$ 14,644
Clawback liability	\$ 4,063	\$ 136	\$ —	\$ —	\$ 4,199
Non-single family covered assets	\$ 107,135	\$ 16,914	\$ 13,856	\$ 22,763	\$ 160,668
Single family covered assets	\$ 9,994	\$ 26,391	\$ 6,322	\$ 2,479	\$ 45,186

## Loss-sharing expiration dates:

Non-single family	First Quarter 2015	First Quarter 2015	Second Quarter 2016	Second Quarter 2016
Single family	First Quarter 2020	First Quarter 2020	Second Quarter 2021	Second Quarter 2021

## Loss recovery expiration dates:

Non-single family	First Quarter 2018	First Quarter 2018	Second Quarter 2019	Second Quarter 2019
Single family	First Quarter 2020	First Quarter 2020	Second Quarter 2021	Second Quarter 2021

## 9. Goodwill and Other Intangible Assets

In accordance with the Intangibles – Goodwill and Other topic of the FASB ASC, goodwill is not amortized but is reviewed for potential impairment at the reporting unit level. Management analyzes its goodwill for impairment on an annual basis on July 31 and between annual tests in certain circumstances such as material adverse changes in legal, business, regulatory and economic factors. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value.

The core deposit intangible (“CDI”) is evaluated for impairment if events and circumstances indicate a possible impairment. The CDI is amortized on an accelerated basis over an estimated life of 10 years.



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The following table sets forth activity for goodwill and other intangible assets for the periods indicated:

	Three Months Ended March 31,	
	2015	2014
	(in thousands)	
Goodwill		
Total goodwill (1)	\$382,537	\$343,952
Other intangible assets, net		
Core deposit intangible:		
Gross core deposit intangible balance at beginning of period (1)	58,598	47,698
Accumulated amortization at beginning of period	(29,058)	(22,765)
Core deposit intangible, net at beginning of period	29,540	24,933
CDI current period amortization	(1,817)	(1,579)
Total core deposit intangible, net at end of period	27,723	23,354
Intangible assets not subject to amortization	919	919
Other intangible assets, net at end of period	28,642	24,273
Total goodwill and other intangible assets at end of period	\$411,179	\$368,225

(1) See Note 3, Business Combinations, for additional information regarding goodwill and intangible assets recorded related to the acquisition of Intermountain on November 1, 2014.

The following table provides the estimated future amortization expense of core deposit intangibles for the remaining nine months ending December 31, 2015 and the succeeding four years:

	Amount (in thousands)
Year ending December 31,	
2015	\$5,065
2016	5,945
2017	4,913
2018	3,855
2019	2,951

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## 10. Derivatives and Balance Sheet Offsetting

The Company periodically enters into certain commercial loan interest rate swap agreements in order to provide commercial loan customers the ability to convert from variable to fixed interest rates. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to a swap agreement. This swap agreement effectively converts the customer's variable rate loan into a fixed rate. The Company then enters into a corresponding swap agreement with a third-party in order to offset its exposure on the variable and fixed components of the customer agreement. As the interest rate swap agreements with the customers and third parties are not designated as hedges under the Derivatives and Hedging topic of the FASB ASC, the instruments are marked to market in earnings. The notional amount of open interest rate swap agreements at March 31, 2015 and December 31, 2014 was \$222.9 million and \$215.6 million, respectively. During the current quarter, a mark-to-market loss of \$5 thousand was recorded to other noninterest expense. There was no earnings impact for the three month period ending March 31, 2014.

The following table presents the fair value of derivatives not designated as hedging instruments at March 31, 2015 and December 31, 2014:

Asset Derivatives		December 31, 2014		Liability Derivatives		December 31, 2014	
March 31, 2015		March 31, 2015		March 31, 2015		December 31, 2014	
Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
(in thousands)							
Interest rate contracts	Other assets \$ 14,244	Other assets	\$ 11,800	Other liabilities	\$ 14,300	Other liabilities	\$ 11,851

The Company is party to interest rate contracts and repurchase agreements that are subject to enforceable master netting arrangements or similar agreements. Under these agreements, the Company may have the right to net settle multiple contracts with the same counterparty. The following tables show the gross interest rate swap agreements and repurchase agreements in the consolidated balance sheets and the respective collateral received or pledged in the form of other financial instruments, which are generally marketable securities. The collateral amounts in these tables are limited to the outstanding balances of the related asset or liability. Therefore, instances of overcollateralization are not shown.

	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets/Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets Collateral Posted	Net Amount
March 31, 2015 (in thousands)					
Assets					
Interest rate contracts	\$ 14,244	\$—	\$ 14,244	\$—	\$ 14,244
Liabilities					
Interest rate contracts	\$ 14,300	\$—	\$ 14,300	\$(14,300)	\$—
Repurchase agreements	\$ 96,852	\$—	\$ 96,852	\$(96,852)	\$—
December 31, 2014					
Assets					
Interest rate contracts	\$ 11,800	\$—	\$ 11,800	\$—	\$ 11,800
Liabilities					
Interest rate contracts	\$ 11,851	\$—	\$ 11,851	\$(11,851)	\$—
Repurchase agreements	\$ 105,080	\$—	\$ 105,080	\$(105,080)	\$—

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## 11. Shareholders' Equity

Preferred Stock. In conjunction with the 2013 acquisition of West Coast, the Company issued 8,782 shares of mandatorily convertible cumulative participating preferred stock, Series B ("Series B Preferred Stock"). The Series B Preferred Stock is not subject to the operation of a sinking fund. The Series B Preferred Stock is not redeemable by the Company and is perpetual with no maturity. The holders of Series B Preferred Stock have no general voting rights. If the Company declares and pays a dividend to its common shareholders, it must declare and pay to its holders of Series B Preferred Stock, on the same date, a dividend in an amount per share of the Series B Preferred Stock that is intended to provide such holders dividends in the amount they would have received if shares of Series B Preferred Stock had been converted into common stock as of that date. The outstanding shares of Series B Preferred Stock are convertible into 102,363 shares of Company common stock.

Dividends. On January 29, 2015, the Company declared a quarterly cash dividend of \$0.16 per common share and common share equivalent for holders of preferred stock, and a special cash dividend of \$0.14 per common share and common share equivalent for holders of preferred stock, both payable on February 25, 2015 to shareholders of record at the close of business on February 11, 2015.

Subsequent to quarter end, on April 22, 2015, the Company declared a regular quarterly cash dividend of \$0.18 per common share and common share equivalent for holders of preferred stock, and a special cash dividend of \$0.16 per common share and common share equivalent for holders of preferred stock, both payable on May 20, 2015 to shareholders of record at the close of business on May 6, 2015.

The payment of cash dividends is subject to federal regulatory requirements for capital levels and other restrictions. In addition, the cash dividends paid by Columbia Bank to the Company are subject to both federal and state regulatory requirements.

## 12. Accumulated Other Comprehensive Income (Loss)

The following table shows changes in accumulated other comprehensive income (loss) by component for the three month periods ended March 31, 2015 and 2014:

	Unrealized Gains and Losses on Available-for-Sale Securities (1) (in thousands)	Unrealized Gains and Losses on Pension Plan Liability (1)	Total (1)
Three months ended March 31, 2015			
Beginning balance	\$7,462	\$(1,841)	) \$5,621
Other comprehensive income (loss) before reclassifications	9,376	(280)	) 9,096
Amounts reclassified from accumulated other comprehensive income (loss) (2)	(459)	) 28	(431)
Net current-period other comprehensive income (loss)	8,917	(252)	) 8,665
Ending balance	\$16,379	\$(2,093)	) \$14,286
Three months ended March 31, 2014			
Beginning balance	\$(10,108)	) \$(1,936)	) \$(12,044)
Other comprehensive income before reclassifications	7,119	—	) 7,119
Amounts reclassified from accumulated other comprehensive income (2)	(142)	) 24	(118)
Net current-period other comprehensive income	6,977	24	) 7,001
Ending balance	\$(3,131)	) \$(1,912)	) \$(5,043)

(1) All amounts are net of tax. Amounts in parenthesis indicate debits.

(2) See following table for details about these reclassifications.



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The following table shows details regarding the reclassifications from accumulated other comprehensive income (loss) for the three month periods ended March 31, 2015 and 2014:

	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)		Affected line Item in the Consolidated Statement of Income
	Three Months Ended March 31, 2015	2014	
(in thousands)			
Unrealized gains and losses on available-for-sale securities			
Investment securities gains	\$721	\$223	Investment securities gains, net
	721	223	Total before tax
	(262)	(81)	) Income tax provision
	\$459	\$142	Net of tax
Amortization of pension plan liability			
Actuarial losses	\$(44)	\$(37)	Compensation and employee benefits
	(44)	(37)	) Total before tax
	16	13	Income tax benefit
	\$(28)	\$(24)	) Net of tax

### 13. Fair Value Accounting and Measurement

The Fair Value Measurements and Disclosures topic of the FASB ASC defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value. We hold fixed and variable rate interest-bearing securities, investments in marketable equity securities and certain other financial instruments, which are carried at fair value. Fair value is determined based upon quoted prices when available or through the use of alternative approaches, such as matrix or model pricing, when market quotes are not readily accessible or available. The valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our own market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices for identical instruments in active markets that are accessible at the measurement date.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

Fair values are determined as follows:

Securities at fair value are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors. These fair value calculations are considered a Level 2 input method under the provisions of the Fair Value Measurements and Disclosures topic of the FASB ASC for all securities other than U.S. Treasury notes, which are considered a Level 1 input method.

Interest rate contract positions are valued in models, which use as their basis, readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

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The following table sets forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis at March 31, 2015 and December 31, 2014 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Fair value (in thousands)	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
March 31, 2015	(in thousands)			
Assets				
Securities available for sale:				
U.S. government agency and government-sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$ 1,102,700	\$—	\$ 1,102,700	\$—
State and municipal debt securities	501,671	—	501,671	—
U.S. government agency and government-sponsored enterprise securities	376,798	—	376,798	—
U.S. government securities	20,778	20,778	—	—
Other securities	5,212	—	5,212	—
Total securities available for sale	\$ 2,007,159	\$ 20,778	\$ 1,986,381	\$—
Other assets (Interest rate contracts)	\$ 14,244	\$—	\$ 14,244	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$ 14,300	\$—	\$ 14,300	\$—
	Fair value	Fair Value Measurements at Reporting Date Using		
	(in thousands)	Level 1	Level 2	Level 3
December 31, 2014	(in thousands)			
Assets				
Securities available for sale:				
U.S. government agency and government-sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$ 1,162,387	\$—	\$ 1,162,387	\$—
State and municipal debt securities	496,484	—	496,484	—
U.S. government agency and government-sponsored enterprise securities	413,706	—	413,706	—
U.S. government securities	20,499	20,499	—	—
Other securities	5,181	—	5,181	—
Total securities available for sale	\$ 2,098,257	\$ 20,499	\$ 2,077,758	\$—
Other assets (Interest rate contracts)	\$ 11,800	\$—	\$ 11,800	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$ 11,851	\$—	\$ 11,851	\$—

There were no transfers between Level 1 and Level 2 of the valuation hierarchy during the three month periods ended March 31, 2015 and 2014. The Company recognizes transfers between levels of the valuation hierarchy based on the valuation level at the end of the reporting period.

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## Nonrecurring Measurements

Certain assets and liabilities are measured at fair value on a nonrecurring basis after initial recognition such as loans measured for impairment and OREO. The following methods were used to estimate the fair value of each such class of financial instrument:

**Impaired loans**—A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, a loan's observable market price, or the fair market value of the collateral less estimated costs to sell if the loan is a collateral-dependent loan. Generally, the Company utilizes the fair market value of the collateral to measure impairment. The impairment evaluations are performed in conjunction with the ALLL process on a quarterly basis by officers in the Special Credits group, which reports to the Chief Credit Officer. The Real Estate Appraisal Services Department ("REASD"), which also reports to the Chief Credit Officer, is responsible for obtaining appraisals from third-parties or performing internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness.

**Other real estate owned**—OREO is real property that the Bank has taken ownership of in partial or full satisfaction of a loan or loans. OREO is generally measured based on the property's fair market value as indicated by an appraisal or a letter of intent to purchase. OREO is initially recorded at the fair value less estimated costs to sell. This amount becomes the property's new basis. Any fair value adjustments based on the property's fair value less estimated costs to sell at the date of acquisition are charged to the ALLL, or in the event of a write-up without previous losses charged to the ALLL, a credit to earnings is recorded. Management periodically reviews OREO in an effort to ensure the property is recorded at its fair value, net of estimated costs to sell. Any fair value adjustments subsequent to acquisition are charged or credited to earnings. The initial and subsequent evaluations are performed by officers in the Special Credits group, which reports to the Chief Credit Officer. The REASD obtains appraisals from third-parties for OREO and performs internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness. The following tables set forth information related to the Company's assets that were measured using fair value estimates on a nonrecurring basis during the current and prior year quarterly periods:

	Fair value at March 31, 2015 (in thousands)	Fair Value Measurements at Reporting Date			Losses During the
		Level 1	Level 2	Level 3	Three Months Ended March 31, 2015
OREO	\$1,429	\$ —	\$ —	\$ 1,429	\$ 197
	\$1,429	\$ —	\$ —	\$ 1,429	\$ 197
	Fair value at March 31, 2014 (in thousands)	Fair Value Measurements at Reporting Date			Losses During the
		Level 1	Level 2	Level 3	Three Months Ended March 31, 2014
Impaired loans	\$2,094	\$ —	\$ —	\$ 2,094	\$ 1,387
OREO (1)	6,125	—	—	6,125	1,303
	\$8,219	\$ —	\$ —	\$ 8,219	\$ 2,690

(1) Reclassified to conform to the current period's presentation. The reclassification was limited to combining historically reported "Noncovered OREO" and "Covered OREO" into one line item for OREO.

The losses on impaired loans disclosed above represent the amount of the specific reserve and/or charge-offs during the period applicable to loans held at period end. The amount of the specific reserve is included in the allowance for loan and lease losses. The losses on OREO disclosed above represent the write-downs taken at foreclosure that were charged to the allowance for loan and lease losses, as well as subsequent changes in any valuation allowances from updated appraisals that were recorded to earnings.



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## Quantitative information about Level 3 fair value measurements

The range and weighted-average of the significant unobservable inputs used to fair value our Level 3 nonrecurring assets, along with the valuation techniques used, are shown in the following table:

	Fair value at March 31, 2015 (dollars in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average) (1)
OREO	\$1,429	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)

(1) Discount applied to appraisal value, letter of intent to purchase, or stated value (in the case of accounts receivable, inventory and equipment).

(2) Quantitative disclosures are not provided for OREO because there were no adjustments made to the appraisal value during the current period.

	Fair value at March 31, 2014 (dollars in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average) (1)
Impaired loans	\$990	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)
Impaired loans - other collateral (3)	1,104	Fair Market Value of Collateral	Adjustment to Stated value	0% - 100% (68%)
OREO	6,125	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A (2)

(1) Discount applied to appraisal value, letter of intent to purchase, or stated value (in the case of accounts receivable, inventory and equipment).

(2) Quantitative disclosures are not provided for impaired loans collateralized by real estate and OREO because there were no adjustments made to the appraisal value during the current period.

(3) Other collateral consists of accounts receivable, inventory and equipment.

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## Fair value of financial instruments

Because broadly traded markets do not exist for most of the Company's financial instruments, the fair value calculations attempt to incorporate the effect of current market conditions at a specific time. These determinations are subjective in nature, involve uncertainties and matters of significant judgment and do not include tax ramifications; therefore, the results cannot be determined with precision, substantiated by comparison to independent markets and may not be realized in an actual sale or immediate settlement of the instruments. There may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results. For all of these reasons, the aggregation of the fair value calculations presented herein do not represent, and should not be construed to represent, the underlying value of the Company.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and due from banks and interest-earning deposits with banks—The fair value of financial instruments that are short-term or reprice frequently and that have little or no risk are considered to have a fair value that approximates carrying value (Level 1).

Securities available for sale—Securities at fair value, other than U.S. Treasury Notes, are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors (Level 2). U.S. Treasury Notes are priced using quotes in active markets (Level 1).

Federal Home Loan Bank stock—The fair value is based upon the par value of the stock which equates to its carrying value (Level 2).

Loans—Loans are not recorded at fair value on a recurring basis. Nonrecurring fair value adjustments are periodically recorded on impaired loans that are measured for impairment based on the fair value of collateral. For most performing loans, fair value is estimated using expected duration and lending rates that would have been offered on March 31, 2015 or December 31, 2014, for loans which mirror the attributes of the loans with similar rate structures and average maturities. The fair values resulting from these calculations are reduced by an amount representing the change in estimated fair value attributable to changes in borrowers' credit quality since the loans were originated. For nonperforming loans, fair value is estimated by applying a valuation discount based upon loan sales data from the FDIC. For PCI loans, fair value is estimated by discounting the expected future cash flows using a lending rate that would have been offered on March 31, 2015 (Level 3).

FDIC loss-sharing asset —The fair value of the FDIC loss-sharing asset is estimated based on discounting the expected future cash flows using an estimated market rate (Level 3).

Interest rate contracts—Interest rate swap positions are valued in models, which use readily observable market parameters as their basis (Level 2).

Deposits—For deposits with no contractual maturity, the fair value is equal to the carrying value (Level 1). The fair value of fixed maturity deposits is based on discounted cash flows using the difference between the deposit rate and current market rates for deposits of similar remaining maturities (Level 2).

FHLB advances—The fair value of FHLB advances is estimated based on discounting the future cash flows using the market rate currently offered (Level 2).

Repurchase Agreements—The fair value of term repurchase agreements is estimated based on discounting the future cash flows using the market rate currently offered. The carrying amount of sweep repurchase agreements approximates their fair values due to the short period of time between repricing dates (Level 2).

Other Borrowings— Other borrowings are trust preferred obligations assumed by the Company in the Intermountain acquisition. The fair value is estimated as the carrying value as these obligations are redeemable and a market participant would expect redemption in the near-term (Level 2).

Other Financial Instruments—The majority of our commitments to extend credit and standby letters of credit carry current market interest rates if converted to loans, as such, carrying value is assumed to equal fair value.

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The following tables summarize carrying amounts and estimated fair values of selected financial instruments as well as assumptions used by the Company in estimating fair value at March 31, 2015 and December 31, 2014:

	March 31, 2015				
	Carrying Amount (in thousands)	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and due from banks	\$ 177,026	\$ 177,026	\$ 177,026	\$—	\$—
Interest-earning deposits with banks	71,575	71,575	71,575	—	—
Securities available for sale	2,007,159	2,007,159	20,778	1,986,381	—
FHLB stock	33,004	33,004	—	33,004	—
Loans held for sale	3,545	3,545	—	3,545	—
Loans	5,380,661	5,540,202	—	—	5,540,202
FDIC loss-sharing asset	14,644	4,918	—	—	4,918
Interest rate contracts	14,244	14,244	—	14,244	—
<b>Liabilities</b>					
Deposits	\$ 7,074,965	\$ 7,069,844	\$ 6,577,549	\$ 492,295	\$—
FHLB Advances	36,559	37,413	—	37,413	—
Repurchase agreements	96,852	97,868	—	97,868	—
Interest rate contracts	14,300	14,300	—	14,300	—
	December 31, 2014				
	Carrying Amount (in thousands)	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and due from banks	\$ 171,221	\$ 171,221	\$ 171,221	\$—	\$—
Interest-earning deposits with banks	16,949	16,949	16,949	—	—
Securities available for sale	2,098,257	2,098,257	20,499	2,077,758	—
FHLB stock	33,365	33,365	—	33,365	—
Loans held for sale	1,116	1,116	—	1,116	—
Loans	5,375,809	5,516,286	—	—	5,516,286
FDIC loss-sharing asset	15,174	4,054	—	—	4,054
Interest rate contracts	11,800	11,800	—	11,800	—
<b>Liabilities</b>					
Deposits	\$ 6,924,722	\$ 6,921,804	\$ 6,416,017	\$ 505,787	\$—
FHLB Advances	216,568	217,296	—	217,296	—
Repurchase agreements	105,080	106,171	—	106,171	—
Interest rate contracts	11,851	11,851	—	11,851	—

## 14. Earnings per Common Share

The Company applies the two-class method of computing basic and diluted EPS. Under the two-class method, EPS is determined for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. The Company issues restricted shares under share-based compensation plans and preferred shares which qualify as participating securities.

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The following table sets forth the computation of basic and diluted earnings per share for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
	(in thousands except per share)	
Basic EPS:		
Net income	\$24,361	\$19,844
Less: Earnings allocated to participating securities		
Preferred shares	43	40
Nonvested restricted shares	225	169
Earnings allocated to common shareholders	\$24,093	\$19,635
Weighted average common shares outstanding	56,965	51,097
Basic earnings per common share	\$0.42	\$0.38
Diluted EPS:		
Earnings allocated to common shareholders (1)	\$24,093	\$19,639
Weighted average common shares outstanding	56,965	51,097
Dilutive effect of equity awards	13	1,336
Weighted average diluted common shares outstanding	56,978	52,433
Diluted earnings per common share	\$0.42	\$0.37
Potentially dilutive share options that were not included in the computation of diluted EPS because to do so would be anti-dilutive	53	83

(1) Earnings allocated to common shareholders for basic and diluted EPS may differ under the two-class method as a result of adding common stock equivalents for options and warrants to dilutive shares outstanding, which alters the ratio used to allocate earnings to common shareholders and participating securities for the purposes of calculating diluted EPS.

#### 15. Subsequent Event

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Nonrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date.

On April 23, 2015 the Company filed an amendment to its amended and restated articles of incorporation (following shareholder approval on April 22, 2015) providing for an increase in the number of authorized common shares from 63,032,681 to 115,000,000.

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

This discussion should be read in conjunction with the unaudited consolidated financial statements of Columbia Banking System, Inc. (referred to in this report as "we", "our", "Columbia" and "the Company") and notes thereto presented elsewhere in this report and with the December 31, 2014 audited consolidated financial statements and its accompanying notes included in our Annual Report on Form 10-K. In the following discussion, unless otherwise noted, references to increases or decreases in average balances in items of income and expense for a particular period and balances at a particular date refer to the comparison with corresponding amounts for the period or date one year earlier.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, expectations and intentions that are not historical facts, and statements identified by words such as "expects," "anticipates," "intends," "plans," "believes," "should," "projects," "seeks," "estimates" or the negative version of those or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are based on current beliefs and expectations of management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. In addition to the factors set forth in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report and the factors set forth in the section titled "Risk Factors" in the Company's Form 10-K, the following factors, among others, could cause actual results to differ materially from the anticipated results expressed or implied by the forward-looking statements:

- local and national economic conditions could be less favorable than expected or could have a more direct and pronounced effect on us than expected and adversely affect our ability to continue internal growth and maintain the quality of our earning assets;
- the local housing/real estate markets where we operate and make loans could face challenges;
- the risks presented by the economy, which could adversely affect credit quality, collateral values, including real estate collateral, investment values, liquidity and loan originations and loan portfolio delinquency rates;
- the efficiencies and enhanced financial and operating performance we expect to realize from investments in personnel, acquisitions and infrastructure may not be realized;
- the ability to complete future acquisitions and to successfully integrate acquired entities (including Intermountain Community Bancorp ("Intermountain") into Columbia;
- interest rate changes could significantly reduce net interest income and negatively affect funding sources;
- projected business increases following strategic expansion or opening of new branches could be lower than expected;
- changes in the scope and cost of Federal Deposit Insurance Corporation ("FDIC") insurance and other coverages;
- the impact of acquired loans on our earnings;
- changes in accounting principles, policies, and guidelines applicable to bank holding companies and banking;
- changes in laws and regulations affecting our businesses, including changes in the enforcement and interpretation of such laws and regulations by applicable governmental and regulatory agencies;
- competition among financial institutions could increase significantly;
- continued consolidation in the Pacific Northwest financial services industry resulting in the creation of larger financial institutions that may have greater resources could change the competitive landscape;
- the goodwill we have recorded in connection with acquisitions could become impaired, which may have an adverse impact on our earnings and capital;
- the reputation of the financial services industry could deteriorate, which could adversely affect our ability to access markets for funding and to acquire and retain customers;
- our ability to identify and address cyber-security risks, including security breaches, "denial of service attacks," "hacking" and identity theft;
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any material failure or interruption of our information and communications systems or inability to keep pace with technological changes;  
our ability to effectively manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk and regulatory and compliance risk;  
the effect of geopolitical instability, including wars, conflicts and terrorist attacks;  
our profitability measures could be adversely affected if we are unable to effectively manage our capital; and  
the effects of any damage to our reputation resulting from developments related to any of the items identified above.

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You should take into account that forward-looking statements speak only as of the date of this report. Given the described uncertainties and risks, we cannot guarantee our future performance or results of operations and you should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under federal securities laws.

### CRITICAL ACCOUNTING POLICIES

Management has identified the accounting policies related to the ALLL, business combinations, PCI loans, FDIC loss-sharing asset and the valuation and recoverability of goodwill as critical to an understanding of our financial statements. These policies and related estimates are discussed in “Item 7. Management Discussion and Analysis of Financial Condition and Results of Operation” under the headings “Allowance for Loan and Lease Losses”, “Business Combinations”, “Purchased Credit Impaired Loans”, “FDIC Loss-Sharing Asset” and “Valuation and Recoverability of Goodwill” in our 2014 Annual Report on Form 10-K. There have not been any material changes in our critical accounting policies as compared to those disclosed in our 2014 Annual Report on Form 10-K.

### RESULTS OF OPERATIONS

Our results of operations are dependent to a large degree on our net interest income. We also generate noninterest income through service charges and fees, merchant services fees, and bank owned life insurance. Our operating expenses consist primarily of compensation and employee benefits, occupancy, merchant card processing, data processing and legal and professional fees. Like most financial institutions, our interest income and cost of funds are affected significantly by general economic conditions, particularly changes in market interest rates, and by government policies and actions of regulatory authorities.

On November 1, 2014, the Company completed its acquisition of Intermountain. The Company acquired approximately \$964.4 million in assets, including \$502.6 million in loans measured at fair value, and approximately \$736.8 million in deposits. Due to the timing of this acquisition, our results of operations for the three month period ended March 31, 2015 include the acquisition for the entire period, however the prior year period does not include the acquisition. See Note 3 to the Consolidated Financial Statements in “Item 1. Financial Statements (unaudited)” of this report for further information regarding this acquisition.

### Earnings Summary

The Company reported net income for the first quarter of \$24.4 million or \$0.42 per diluted common share, compared to \$19.8 million or \$0.37 per diluted common share for the first quarter of 2014. The increase in net income for the current quarter compared to the prior year period was due to a combination of higher net interest income and noninterest income, partially offset by higher noninterest expense. These fluctuations were primarily