TriState Capital Holdings, Inc.
Form 10-Q
May 01, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

_____

FORM 10-Q

_____

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

For the 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: 001-35913

_____

TRISTATE CAPITAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

_____

Pennsylvania (State or other jurisdiction of incorporation or organization)	20-4929029 (I.R.S. Employer Identification No.)
One Oxford Centre 301 Grant Street, Suite 2700 Pittsburgh, Pennsylvania 15219 (Address of principal executive offices) (Zip Code)	
(412) 304-0304 (Registrant's telephone number, including area code)	

_____

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ý 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) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ý 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. (Check one):

Large accelerated filer	¨	Accelerated filer	ý
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	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 ý No

As of April 20, 2015, there were 28,008,462 shares of the registrant's common stock, no par value, outstanding.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in thousands)	March 31, 2015	December 31, 2014
ASSETS		
Cash	$1,403	$411
Interest-earning deposits with other institutions	108,897	99,551
Federal funds sold	4,254	5,748
Cash and cash equivalents	114,554	105,710
Investment securities available-for-sale, at fair value (cost: $152,657 and $167,232, respectively)	152,429	166,572
Investment securities held-to-maturity, at cost (fair value: $37,990 and $40,113, respectively)	37,221	39,591
Total investment securities	189,650	206,163
Loans held-for-investment	2,477,130	2,400,052
Allowance for loan losses	(21,205)	(20,273)
Loans receivable, net	2,455,925	2,379,779
Accrued interest receivable	6,159	6,279
Investment management fees receivable	6,442	6,818
Federal Home Loan Bank stock	4,130	5,730
Goodwill and other intangibles, net	51,985	52,374
Office properties and equipment, net	4,312	4,128
Bank owned life insurance	53,714	53,323
Deferred tax asset, net	11,591	11,874
Prepaid expenses and other assets	17,649	14,679
Total assets	$2,916,111	$2,846,857
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Deposits	$2,441,956	$2,336,953
Borrowings	125,000	165,000
Accrued interest payable on deposits and borrowings	1,098	1,735
Accrued earnout liability related to Chartwell acquisition	17,236	17,236
Other accrued expenses and other liabilities	22,652	20,543
Total liabilities	2,607,942	2,541,467
Shareholders' Equity:		
Preferred stock, no par value; Shares authorized - 150,000, Shares issued - none	—	—
Common stock, no par value; Shares authorized - 45,000,000; Shares issued - 28,995,695 and 28,739,779, respectively; Shares outstanding - 28,008,462 and 28,060,888, respectively	280,895	280,895
Additional paid-in capital	9,692	9,253

Retained earnings	27,671	22,615
Accumulated other comprehensive income (loss), net	(345)	(627)
Treasury stock (987,233 and 678,891 shares, respectively)	(9,744)	(6,746)
Total shareholders' equity	308,169	305,390
Total liabilities and shareholders' equity	$2,916,111	$2,846,857

See accompanying notes to unaudited condensed consolidated financial statements.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except per share data)	Three Months Ended March 31, 2015	2014
Interest income:		
Loans	$19,100	$17,324
Investments	792	833
Interest-earning deposits	103	151
Total interest income	19,995	18,308
Interest expense:		
Deposits	2,892	2,425
Borrowings	647	21
Total interest expense	3,539	2,446
Net interest income	16,456	15,862
Provision for loan losses	925	608
Net interest income after provision for loan losses	15,531	15,254
Non-interest income:		
Investment management fees	7,655	2,454
Service charges	163	130
Net gain on the sale of investment securities available-for-sale	17	1,014
Swap fees	317	154
Commitment and other fees	507	494
Other income	399	234
Total non-interest income	9,058	4,480
Non-interest expense:		
Compensation and employee benefits	11,414	8,238
Premises and occupancy costs	1,122	905
Professional fees	876	900
FDIC insurance expense	468	408
General insurance expense	294	253
State capital shares tax	273	314
Travel and entertainment expense	526	435
Data processing expense	262	223
Intangible amortization expense	389	130
Other operating expenses	1,478	986
Total non-interest expense	17,102	12,792
Income before tax	7,487	6,942
Income tax expense	2,431	2,326
Net income	$5,056	$4,616
Earnings per common share:		
Basic	$0.18	$0.16
Diluted	$0.18	$0.16

See accompanying notes to unaudited condensed consolidated financial statements.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)	Three Months Ended March 31, 2015	2014
Net income	$5,056	$4,616
Other comprehensive income (loss):		
Increase in unrealized holding gains net of tax of $(171) and $(710), respectively	293	1,273
Reclassification adjustment for gains included in net income, net of tax of $6 and $363, respectively	(11)	(651)
Other comprehensive income (loss)	282	622
Total comprehensive income	$5,338	$5,238

See accompanying notes to unaudited condensed consolidated financial statements.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars in thousands)	Common Stock	Additional Paid-in-Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss), net	Treasury Stock	Total Shareholders' Equity
Balance, December 31, 2013	$280,531	$ 8,471	$6,687	$(1,744)	$—	$293,945
Net income	—	—	4,616	—	—	4,616
Other comprehensive income (loss)	—	—	—	622	—	622
Stock-based compensation	—	199	—	—	—	199
Balance, March 31, 2014	$280,531	$ 8,670	$11,303	$(1,122)	$—	$299,382
Balance, December 31, 2014	$280,895	$ 9,253	$22,615	$(627)	$(6,746)	$305,390
Net income	—	—	5,056	—	—	5,056
Other comprehensive income (loss)	—	—	—	282	—	282
Purchase of treasury stock	—	—	—	—	(2,998)	(2,998)
Stock-based compensation	—	439	—	—	—	439
Balance, March 31, 2015	$280,895	$ 9,692	$27,671	$(345)	$(9,744)	$308,169

See accompanying notes to unaudited condensed consolidated financial statements.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Cash Flows from Operating Activities:		
Net income	$5,056	$4,616
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and intangible amortization expense	724	423
Amortization of deferred financing costs	51	—
Provision for loan losses	925	608
Stock-based compensation expense	439	199
Net gain on the sale of investment securities available-for-sale	(17)	(1,014)
Net amortization of premiums and discounts	213	474
Decrease (increase) in investment management fees receivable	376	(1,431)
Decrease in accrued interest receivable	120	143
Increase (decrease) in accrued interest payable	(637)	8
Bank owned life insurance income	(391)	(314)
Decrease in income taxes payable	—	(160)
Decrease (increase) in prepaid income taxes	717	(1,106)
Other, net	(1,512)	(3,252)
Net cash provided by (used in) operating activities	6,064	(806)
Cash Flows from Investing Activities:		
Purchase of investment securities available-for-sale	(53)	—
Purchase of investment securities held-to-maturity	(2,663)	—
Proceeds from the sale of investment securities available-for-sale	9,734	24,424
Principal repayments and maturities of investment securities available-for-sale	4,746	3,649
Principal repayments and maturities of investment securities held-to-maturity	5,000	—
Net redemption of Federal Home Loan Bank stock	1,600	—
Net increase in loans held-for-investment	(77,071)	(71,657)
Proceeds from loan sales	—	1,089
Additions to office properties and equipment	(518)	(154)
Acquisition, net of acquired cash	—	(42,912)
Net cash used in investing activities	(59,225)	(85,561)
Cash Flows from Financing Activities:		
Net increase in deposit accounts	105,003	231,258
Net decrease in Federal Home Loan Bank advances	(40,000)	—
Purchase of treasury stock	(2,998)	—
Net cash provided by financing activities	62,005	231,258
Net change in cash and cash equivalents during the period	8,844	144,891
Cash and cash equivalents at beginning of the period	105,710	146,558
Cash and cash equivalents at end of the period	$114,554	$291,449

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(Dollars in thousands)	Three Months Ended March 31, 2015	2014
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the year for:		
Interest	$4,126	$2,439
Income taxes	$1,596	$3,592
Acquisition of non-cash assets and liabilities:		
Assets acquired	$—	$6,351
Liabilities assumed	$—	$1,647
Other non-cash activity:		
Loan foreclosures and repossessions	$396	$—
Contingent consideration	$—	$15,465

See accompanying notes to unaudited condensed consolidated financial statements.

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TRISTATE CAPITAL HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

[1] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NATURE OF OPERATION
TriState Capital Holdings, Inc. ("we", "us", "our" or the “Company”) is a registered bank holding company pursuant to the Bank Holding Company Act of 1956, as amended. The Company has three wholly-owned subsidiaries: TriState Capital Bank (the “Bank”), a Pennsylvania-chartered state bank; Chartwell Investment Partners, Inc. ("Chartwell"), a registered investment advisor; and Chartwell TSC Securities Corp. ("CTSC Securities"), which is applying to be registered as a broker/dealer with the Securities and Exchange Commission ("SEC") and Financial Industry Regulatory Authority ("FINRA"). Chartwell Investment Partners, Inc. was established through the acquisition of substantially all the assets of Chartwell Investment Partners, LP, which was effective March 5, 2014.

The Bank was established to serve the commercial banking and private banking needs of middle-market businesses and high-net-worth individuals. Chartwell provides investment management services to institutional, sub-advisory, and separately managed account clients. CTSC Securities was capitalized in May 2014, with a primary business of providing distribution and marketing efforts for the proprietary investment products provided by Chartwell, including shares of mutual funds advised and/or administered by Chartwell and private funds advised and/or administered by Chartwell.

Regulatory approval was received and the Bank commenced operations on January 22, 2007. The Company and the Bank are subject to regulatory examination by the Federal Deposit Insurance Corporation (“FDIC”), the Pennsylvania Department of Banking and Securities, and the Federal Reserve. Chartwell is a registered investment advisor regulated by the SEC. CTSC Securities, once registered, will be a broker/dealer regulated by the SEC and FINRA.

The Bank conducts business through its main office located in Pittsburgh, Pennsylvania, as well as its four additional representative offices in Cleveland, Ohio; Philadelphia, Pennsylvania; Princeton, New Jersey; and New York, New York. Chartwell conducts business through its office located in Berwyn, Pennsylvania and CTSC Securities will conduct business through its office located in Pittsburgh, Pennsylvania.

USE OF ESTIMATES
The preparation of financial statements in conformity with generally accepted accounting principles (“GAAP”) in the United States of America requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of related revenue and expense during the reporting period. Although our current estimates contemplate current conditions and how we expect them to change in the future, it is reasonably possible that actual conditions could be worse than those anticipated in the estimates, which could materially affect the financial results of our operations and financial condition.

The material estimates that are particularly susceptible to significant changes relate to the determination of the allowance for loan losses, evaluation of goodwill and other intangible assets for impairment, and deferred income taxes and its related recoverability, which are discussed later in this section.

CONSOLIDATION
The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, the Bank, Chartwell (since the acquisition on March 5, 2014) and CTSC Securities (since its initial capitalization in May 2014), after elimination of inter-company accounts and transactions. The accounts of the Bank, in turn, include its wholly-owned subsidiary, Meadowood Asset Management, LLC, after elimination of inter-company accounts and

transactions. The unaudited consolidated financial statements of the Company presented herein have been prepared pursuant to rules of the Securities and Exchange Commission for quarterly reports on form 10-Q and do not include all of the information and note disclosures required by GAAP for a full year presentation. In the opinion of management, all adjustments (consisting of normal recurring adjustments) and disclosures, considered necessary for the fair presentation of the accompanying consolidated financial statements, have been included. Interim results are not necessarily reflective of the results of the entire year. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2014, included in the Company's Annual Report on Form 10-K.

CASH AND CASH EQUIVALENTS

For purposes of reporting cash flows, the Company has defined cash and cash equivalents as cash, interest-earning deposits with other institutions, federal funds sold, and short-term investments which have an original maturity of 90 days or less.

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INVESTMENT SECURITIES

The Company's investments are classified as either: (1) held-to-maturity – debt securities that the Company intends to hold until maturity and are reported at amortized cost; (2) trading securities – debt and certain equity securities bought and held principally for the purpose of selling them in the near term and reported at fair value, with unrealized gains and losses included in earnings; or (3) available-for-sale – debt and certain equity securities not classified as either held-to-maturity or trading securities and reported at fair value, with changes in fair value reported as a component of accumulated other comprehensive income (loss).

The cost of securities sold is determined on a specific identification basis. Amortization of premiums and accretion of discounts are recorded as interest income from investments over the life of the security utilizing the level yield method. We evaluate impaired investment securities quarterly to determine if impairments are temporary or other-than-temporary. For impaired debt securities, management first determines whether it intends to sell or if it is more-likely than not that it will be required to sell the impaired securities. This determination considers current and forecasted liquidity requirements, regulatory and capital requirements and securities portfolio management. If the Company intends to sell a security with a fair value below amortized cost or if it is more-likely than not that it will be required to sell such a security before recovery, an other-than-temporary impairment ("OTTI") charge is recorded through current period earnings for the full decline in fair value below amortized cost. For debt securities that the Company does not intend to sell or it is more likely than not that it will not be required to sell before recovery, an OTTI charge is recorded through current period earnings for the amount of the valuation decline below amortized cost that is attributable to credit losses. The remaining difference between the debt security's fair value and amortized cost (that is, the decline in fair value not attributable to credit losses) is recognized in other comprehensive income (loss), in the consolidated statement of comprehensive income as well as the shareholders' equity section of the consolidated statement of financial condition, on an after-tax basis.

LOANS

Loans and leases are stated at unpaid principal balances, net of deferred loan fees and costs. Interest income on loans is accrued at the contractual rate on the principal amount outstanding and includes the amortization of deferred loan fees and costs. Deferred loan fees and costs are amortized to interest income over the life of the loan, taking into consideration scheduled payments and prepayments.

The Company considers a loan to be a Troubled Debt Restructuring ("TDR") when there is a concession made to a financially troubled borrower without adequate consideration provided to the Company. Once a loan is deemed to be a TDR, the Company considers whether the loan should be placed in non-accrual status. In assessing accrual status, the Company considers the likelihood that repayment and performance according to modified terms will be achieved, as well as the borrower's historical payment performance. A loan is designated and reported as TDR until such loan is either paid-off or sold, unless the restructuring agreement specifies an interest rate equal to or greater than the rate that would be accepted at the time of the restructuring for a new loan with comparable risk and it is fully expected that the remaining principal and interest will be collected according to the restructured agreement.

The recognition of interest income on a loan is discontinued when, in management's opinion, it is probable the borrower is unable to meet payments as they become due or when the loan becomes 90 days past due, whichever occurs first. All unpaid accrued interest on such loans is reversed. Such interest ultimately collected is applied to reduce principal if there is doubt about the collectability of principal. If a borrower brings a loan current for which accrued interest has been reversed, then the recognition of interest income on the loan is resumed, once the loan has been current for a period of six consecutive months or greater.

The Company is a party to financial instruments with off-balance sheet risk (commitments to extend credit) in the normal course of business to meet the financing needs of its customers. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the commitment. Commitments

generally have fixed expiration dates or other termination clauses (i.e. demand loans) and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis using the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The amount of collateral obtained, if deemed necessary by the Company upon extension of a commitment, is based on management's credit evaluation of the borrower.

OTHER REAL ESTATE OWNED

Real estate, other than bank premises, is recorded at the lower of the related original loan balance or fair value less estimated selling costs at the time of acquisition. Fair value is determined based on an independent appraisal. Expenses related to holding the property are charged against earnings in the current period. Depreciation is not recorded on the other real estate owned (“OREO”) properties.

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ALLOWANCE FOR LOAN LOSSES

The allowance for loan losses is established through provisions for loan losses that are charged to operations. Loans are charged against the allowance for loan losses when management believes that the principal is uncollectible. If, at a later time, amounts are recovered with respect to loans previously charged off, the recovered amount is credited to the allowance for loan losses.

The allowance is appropriate, in management's judgment, to cover probable losses inherent in the loan portfolio as of March 31, 2015 and December 31, 2014. Management’s judgment takes into consideration general economic conditions, diversification and seasoning of the loan portfolio, historic loss experience, identified credit problems, delinquency levels and adequacy of collateral. Although management believes it has used the best information available to it in making such determinations, and that the present allowance for loan losses is adequate, future adjustments to the allowance may be necessary, and net income may be adversely affected if circumstances differ substantially from the assumptions used in determining the level of the allowance. In addition, as an integral part of their periodic examination, certain regulatory agencies review the adequacy of the Bank’s allowance for loan losses and may direct the Bank to make additions to the allowance based on their judgments about information available to them at the time of their examination.

The components of the allowance for loan losses represent estimates based upon Accounting Standards Codification (“ASC”) Topic 450, Contingencies, and ASC Topic 310, Receivables. ASC Topic 450 applies to homogeneous loan pools such as consumer installment, residential mortgages, consumer lines of credit and commercial loans that are not individually evaluated for impairment under ASC Topic 310. ASC Topic 310 is applied to commercial and consumer loans that are individually evaluated for impairment.

Under ASC Topic 310, a loan is impaired, based upon current information and events, in management's opinion, when it is probable that the loan will not be repaid according to its original contractual terms, including both principal and interest, or if a loan is designated as a TDR. Management performs individual assessments of impaired loans to determine the existence of loss exposure based upon future cash flows or where a loan is collateral dependent, based upon the fair value of the collateral less estimated selling costs.

In estimating probable loan loss under ASC Topic 450 management considers numerous factors, including historical charge-off rates and subsequent recoveries. Management also considers, but is not limited to, qualitative factors that influence our credit quality, such as delinquency and non-performing loan trends, changes in loan underwriting guidelines and credit policies, as well as the results of internal loan reviews. Finally, management considers the impact of changes in current local and regional economic conditions in the markets that we serve. Assessment of relevant economic factors indicates that some of the Company’s primary markets historically tend to lag the national economy, with local economies in our primary market areas also improving or weakening, as the case may be, but at a more measured rate than the national trends.

Management bases the computation of the allowance for loan losses under ASC Topic 450 on two factors: the primary factor and the secondary factor. The primary factor is based on the inherent risk identified by management within each of the Company's three loan portfolios based on the historical loss experience of each loan portfolio and the loss emergence period. Management has developed a methodology that is applied to each of the three primary loan portfolios, consisting of commercial and industrial, commercial real estate and private banking. As the loan loss history, mix and risk ratings of each loan portfolio change, the primary factor adjusts accordingly. The allowance for loan losses related to the primary factor is based on our estimates as to probable losses for each loan portfolio. The secondary factor is intended to capture risks related to events and circumstances that management believes may impact the performance of the loan portfolio. Although this factor is more subjective in nature, the methodology focuses on internal and external trends in pre-specified categories (risk factors) and applies a quantitative percentage which drives the secondary factor. There are nine risk factors and each risk factor is assigned a reserve level, based on

management's judgment as to the probable impact of each risk factor on each loan portfolio and is monitored on a quarterly basis. As the trend in any risk factor changes, a corresponding change occurs in the reserve associated with each respective risk factor, such that the secondary factor remains current to changes in each loan portfolio.

The Company also maintains a reserve for losses on unfunded commitments. This reserve is reflected as a component of other liabilities and, in management’s judgment, is sufficient to cover probable losses inherent in the commitments. Management tracks the level and trends in unused commitments and takes into consideration the same factors as those considered for purposes of the allowance for loan losses on outstanding loans.

INVESTMENT MANAGEMENT FEES

The Company recognizes investment management fee revenue when the advisory services are performed. Fees are based on assets under management and are calculated pursuant to individual client contracts. Investment management fees are generally paid on a quarterly basis. In a limited number of cases, the Company may earn a performance fee based on investment performance

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achieved versus a stated benchmark. In such cases, performance fees are not recognized until the end of the stated measurement period. Performance fees are included in investment management fee revenue in the consolidated statements of income.

Investment management fees receivable represent amounts due for contractual investment management services provided to the Company's clients, primarily institutional investors, mutual funds and individual investors. Management performs credit evaluations of its customers' financial condition when it is deemed to be necessary, and does not require collateral. The Company provides an allowance for uncollectible accounts based on specifically identified receivables. Investment management fees receivable are considered delinquent when payment is not received within contractual terms and are charged off against the allowance for uncollectible accounts when management determines that recovery is unlikely and the Company ceases its collection efforts. There was no bad debt expense recorded for the three months ended March 31, 2015 and 2014, and there was no allowance for uncollectible accounts recorded as of March 31, 2015 and December 31, 2014.

FEDERAL HOME LOAN BANK STOCK

The Company is a member of the Federal Home Loan Bank of Pittsburgh ("FHLB"). Member institutions are required to invest in FHLB stock. The stock is carried at cost, which approximates its liquidation value, and it is evaluated for impairment based on the ultimate recoverability of the par value. The following matters are considered by management when evaluating the FHLB stock for impairment: the ability of the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB; the impact of legislative and regulatory changes on the institution and its customer base; and the Company's intent and ability to hold its FHLB stock for the foreseeable future. Management believes the Company's holdings in the FHLB stock are ultimately recoverable at par value, as of March 31, 2015. Cash and stock dividends are reported as non-interest income, in the consolidated statements of income.

BUSINESS COMBINATIONS

We account for business combinations using the acquisition method of accounting. Under this method of accounting, the acquired company's net assets are recorded at fair value as of the date of acquisition, and the results of operations of the acquired company are combined with our results from that date forward. Acquisition costs are expensed when incurred. The difference between the purchase price and the fair value of the net assets acquired (including identified intangibles) is recorded as goodwill.

GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Other intangible assets represent purchased assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights. Other intangible assets that have finite lives, such as trade name, client relationships and non-compete agreements are amortized over their estimated useful lives and subject to periodic impairment testing. Other intangible assets are amortized on a straight-line basis over their estimated useful lives which range from four to twenty years. Goodwill and other intangible assets are subject to impairment testing at the reporting unit level, which is conducted at least annually.

OFFICE PROPERTIES AND EQUIPMENT

Office properties and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets, except for leasehold improvements which are amortized over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter. Estimated useful lives are dependent upon the nature and condition of the asset and range from three to ten years. Repairs and maintenance are charged to expense as incurred, while improvements which extend the useful life are capitalized and depreciated to operating expense over the estimated remaining life of the asset. When the Bank receives an allowance for improvements to be made to one of its leased offices, we record the allowance as a deferred

liability and recognize it as a reduction to rent expense over the life of the related lease.

BANK OWNED LIFE INSURANCE

Bank owned life insurance (“BOLI”) policies on certain officers and employees are recorded at net cash surrender value on the consolidated statements of financial condition. Upon termination of the BOLI policy the Company receives the cash surrender value. BOLI benefits are payable to the Company upon death of the insured. Changes in net cash surrender value are recognized as non-interest income or expense in the consolidated statements of income.

DEPOSITS

Deposits are stated at principal outstanding and interest on deposits is accrued and charged to expense daily and is paid or credited in accordance with the terms of the respective accounts.

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BORROWINGS

The Company records FHLB advances and subordinated notes payable at their principal amount. Interest expense is recognized based on the coupon rate of the obligations. Costs associated with the acquisition of subordinated notes payable are amortized over the expected term of the borrowing.

EARNINGS PER COMMON SHARE

Basic earnings per common share ("EPS") is computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the period, excluding non-vested restricted stock. Diluted EPS reflects the potential dilution of upon the exercise of stock options and vesting of restricted stock awards granted utilizing the treasury stock method.

INCOME TAXES

The Company utilizes the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the tax effects of differences between the financial statement and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities with regard to a change in tax rates is recognized in income in the period that includes the enactment date. Management assesses all available evidence to determine the amount of deferred tax assets that are more-likely-than-not to be realized. The available evidence used in connection with the assessments includes taxable income in prior periods, projected taxable income, potential tax planning strategies and projected reversals of deferred tax items. These assessments involve a degree of subjectivity and may undergo significant change. Changes to the evidence used in the assessments could have a material adverse effect on the Company’s results of operations in the period in which they occur. It is the Company’s policy to recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense in the consolidated statement of income.

FAIR VALUE MEASUREMENT

Fair value is defined as the exchange price that would be received to sell an asset or paid to transfer a liability in a principal or most advantageous market for the asset or liability in an orderly transaction between market participants as of the measurement date, using assumptions market participants would use when pricing an asset or liability. An orderly transaction assumes exposure to the market for a customary period for marketing activities prior to the measurement date and not a forced liquidation or distressed sale. Fair value measurement and disclosure guidance provides a three-level hierarchy that prioritizes the inputs of valuation techniques used to measure fair value into three broad categories:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 – Observable inputs such as quoted prices for similar assets and liabilities in active markets, quoted prices for similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies, and similar techniques that use significant unobservable inputs.

Fair value may be recorded for certain assets and liabilities every reporting period on a recurring basis or under certain circumstances, on a non-recurring basis.

STOCK-BASED COMPENSATION

The Company accounts for its stock-based compensation awards based on estimated fair values, for all share-based awards, including stock options and restricted stock, made to employees and directors.

The Company accounts for stock-based employee compensation in accordance with the fair value recognition provisions of ASC 718, Compensation – Stock Compensation. As a result, compensation cost for all share-based payments is based on the grant-date fair value estimated in accordance with ASC 718. The value of the portion of the award that is ultimately expected to vest is included in stock-based employee compensation cost in the consolidated statement of income and recorded as a component of additional paid-in capital, for equity-based awards. Compensation expense for all awards is recognized on a straight-line basis over the requisite service period for the entire grant.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)
Unrealized holding gains and the non-credit component of losses on the Company's investment securities available-for-sale are included in accumulated other comprehensive income (loss), net of applicable income taxes. Also included in accumulated other comprehensive income (loss) is the remaining unamortized balance of the unrealized holding gains (non-credit losses), net of

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applicable income taxes, that existed on the transfer date for investment securities reclassified into the held-to-maturity category from the available-for-sale category.

TREASURY STOCK

The repurchase of the Company's common stock is recorded at cost. At the time of reissuance, the treasury stock account is reduced using the average cost method. Gains and losses on the reissuance of common stock are recorded in additional paid-in capital, to the extent additional paid-in capital from any previous net gains on treasury share transactions exists. Any net deficiency is charged to retained earnings.

RECENT ACCOUNTING DEVELOPMENTS

In April 2015, the FASB issued Accounting Standards Update ("ASU") 2015-03, "Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs." This AUS requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. For public business entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption of the amendments in this update is permitted for financial statements that have not been previously issued. An entity should apply the new guidance on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. Upon transition, an entity is required to comply with the applicable disclosures for a change in an accounting principle. These disclosures include the nature of and reason for the change in accounting principle, the transition method, a description of the prior-period information that has been retrospectively adjusted, and the effect of the change on the financial statement line items (that is, debt issuance cost asset and the debt liability). The adoption of ASU 2015-03 is not expected to have a material impact on the Company’s consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis." This ASU changes the way reporting enterprises evaluate whether (a) they should consolidate limited partnerships and similar entities, (b) fees paid to a decision maker or service provider are variable interests in a variable interest entity (VIE), and (c) variable interests in a VIE held by related parties of the reporting enterprise require the reporting enterprise to consolidate the VIE. It also eliminates the VIE consolidation model based on majority exposure to variability that applied to certain investment companies and similar entities. The new guidance excludes money market funds that are required to comply with Rule 2a-7 of the Investment Company Act of 1940 and similar entities from the U.S. GAAP consolidation requirements. The new consolidation guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. At the effective date, all previous consolidation analyses that the guidance affects must be reconsidered. This includes the consolidation analyses for all VIEs and for all limited partnerships and similar entities that previously were consolidated by the general partner even though the entities were not VIEs. Early adoption is permitted, including early adoption in an interim period. If a reporting enterprise chooses to early adopt in an interim period, adjustments resulting from the revised consolidation analyses must be reflected as of the beginning of the fiscal year that includes that interim period. The adoption of ASU 2015-02 is not expected to have a material impact on the Company’s consolidated financial statements.

In January 2015, the FASB issued ASU No. 2015-01, "Income Statement - Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items." This ASU eliminates the concept of extraordinary items from U.S. GAAP as part of its simplification initiative. The ASU does not affect disclosure guidance for events or transactions that are unusual in nature or infrequent in their occurrence. The ASU is effective for interim and annual periods in fiscal years beginning after December 15, 2015. The ASU allows prospective or retrospective application. Early adoption is permitted if applied from the beginning of

the fiscal year of adoption. The effective date is the same for both public entities and all other entities. The adoption of ASU 2015-01 is not expected to have a material impact on the Company’s consolidated financial statements.

In November 2014, the FASB issued ASU 2014-16, "Derivatives and Hedging (Topic 815)," which will require an entity to determine the nature of the host contract by considering the economic characteristics and risks of the entire hybrid financial instrument issued in the form of a share, including the embedded derivative feature that is being evaluated for separate accounting from the host contract when evaluating whether the host contract is more akin to debt or equity. In evaluating the stated and implied substantive terms and features, the existence or omission of any single term or feature does not necessarily determine the economic characteristics and risks of the host contract. Although an individual term or feature may weigh more heavily in the evaluation on the basis of facts and circumstances, an entity should use judgment based on an evaluation of all the relevant terms and features. This update is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The effects of initially adopting the amendments should be applied on a modified retrospective basis to existing hybrid financial instruments issued in the form of a share as of the beginning of the fiscal year for which the amendment is effective. Retrospective application is permitted to all relevant prior periods. Early adoption, including

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adoption in an interim period, is permitted. If an entity early adopts the amendments in an interim period, any adjustments shall be reflected as of the beginning of the fiscal year that includes that interim period. The adoption of ASU 2014-16 is not expected to have a material impact on the Company's consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern." This ASU describes how an entity's management should assess whether there are conditions and events that raise substantial doubt about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued. Management should consider both quantitative and qualitative factors in making its assessment. If after considering management's plans, substantial doubt about an entity's going concern is alleviated, an entity shall disclose information in the footnotes that enables the users of the financial statements to understand the events that raised the going concern and how management's plan alleviated this concern. If after considering management's plans, substantial doubt about an entity's going concern is not alleviated, the entity shall disclose in the footnotes indicating that a substantial doubt about the entity's going concern exists within one year of the date of the issued financial statements. Additionally, the entity shall disclose the events that led to this going concern and management's plans to mitigate them. The new standard applies to all entities for the first annual period ending after December 15, 2016, and for annual and interim periods thereafter. Early application is permitted. The adoption of ASU 2014-15 is not expected to have a material impact on the Company's consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, "Accounting for Share-Based Payments When the Terms of an Award Provide That a Performing Target Could Be Achieved after the Requisite Service Period." This ASU requires a reporting entity to treat a performance target that affects vesting and that could be achieved after the requisite service period as a performance condition. A reporting entity should apply FASB ASC Topic 718, Compensation-Stock Compensation, to awards with performance conditions that affect vesting. This update is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015, for all entities. Early adoption is permitted. ASU 2014-12 may be adopted either prospectively for share-based payment awards granted or modified on or after the effective date, or retrospectively, using a modified retrospective approach. The modified retrospective approach would apply to share-based payment awards outstanding as of the beginning of the earliest annual period presented in the financial statements on adoption, and to all new or modified awards thereafter. The adoption of ASU 2014-12 is not expected to have a material impact on the Company's consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)." This ASU implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of this update is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 establishes a five-step model which entities must follow to recognize revenue and removes inconsistencies and weaknesses in existing guidance. This update is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The adoption of ASU 2014-09 is not expected to have a material impact on the Company's consolidated financial statements.

RECLASSIFICATION

Certain items previously reported have been reclassified to conform with the current year's reporting presentation and are considered immaterial.

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[2] INVESTMENT SECURITIES

Investment securities available-for-sale and held-to-maturity are comprised of the following:

	March 31, 2015			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Estimated Fair Value
Investment securities available-for-sale:				
Corporate bonds	$23,275	$16	$32	$23,259
Trust preferred securities	17,480	—	478	17,002
Non-agency mortgage-backed securities	9,518	—	44	9,474
Agency collateralized mortgage obligations	55,021	117	89	55,049
Agency mortgage-backed securities	30,512	454	118	30,848
Agency debentures	8,688	17	—	8,705
Equity securities (short-duration, high-yield-bond mutual fund)	8,163	—	71	8,092
Total investment securities available-for-sale	152,657	604	832	152,429
Investment securities held-to-maturity:				
Corporate bonds	14,451	474	—	14,925
Municipal bonds	22,770	302	7	23,065
Total investment securities held-to-maturity	37,221	776	7	37,990
Total	$189,878	$1,380	$839	$190,419

	December 31, 2014			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Estimated Fair Value
Investment securities available-for-sale:				
Corporate bonds	$31,833	$3	$168	$31,668
Trust preferred securities	17,446	—	645	16,801
Non-agency mortgage-backed securities	11,617	—	32	11,585
Agency collateralized mortgage obligations	56,984	127	248	56,863
Agency mortgage-backed securities	32,564	502	186	32,880
Agency debentures	8,678	59	—	8,737
Equity securities (short-duration, high-yield-bond mutual fund)	8,110	—	72	8,038
Total investment securities available-for-sale	167,232	691	1,351	166,572
Investment securities held-to-maturity:				
Corporate bonds	14,452	335	—	14,787
Agency debentures	5,000	1	—	5,001
Municipal bonds	20,139	201	15	20,325
Total investment securities held-to-maturity	39,591	537	15	40,113
Total	$206,823	$1,228	$1,366	$206,685

Interest income on investment securities included $648,000 in taxable interest income, $90,000 in non-taxable interest income and $54,000 in dividend income for the three months ended March 31, 2015, as compared to taxable interest income of $743,000 and non-taxable interest income of $90,000, for the three months ended March 31, 2014. There was no dividend income on investment securities during the three months ended March 31, 2014.

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As of March 31, 2015, the contractual maturities of the debt securities are:

	March 31, 2015			
	Available-for-Sale		Held-to-Maturity	
(Dollars in thousands)	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	$—	$—	$—	$—
Due from one to five years	27,275	27,261	8,219	8,587
Due from five to ten years	6,420	6,437	23,683	23,974
Due after ten years	110,799	110,639	5,319	5,429
Total debt securities	$144,494	$144,337	$37,221	$37,990

Included in the $110.6 million fair value of debt securities available-for-sale with a contractual maturity due after ten years as of March 31, 2015, were $95.1 million, or 86.0%, in floating-rate securities.

Prepayments may shorten the contractual lives of the collateralized mortgage obligations and mortgage-backed securities.

Proceeds from the sale of investment securities available-for-sale during the three months ended March 31, 2015 and 2014, were $9.7 million and $24.4 million, respectively. Gross gains of $34,000 and $1.0 million were realized on these sales and reclassified out of accumulated other comprehensive income (loss) during the three months ended March 31, 2015 and 2014, respectively. There were $17,000 and $1,000 in gross losses realized during the three months ended March 31, 2015 and 2014, on investment securities available-for-sale.

Investment securities available-for-sale of $7.7 million, as of March 31, 2015, were held in safekeeping at the FHLB and were included in the calculation of borrowing capacity.

The following tables show the fair value and gross unrealized losses on investment securities available-for-sale and held-to-maturity, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position as of March 31, 2015 and December 31, 2014, respectively:

	March 31, 2015					
	Less than 12 Months		12 Months or More		Total	
(Dollars in thousands)	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Investment securities available-for-sale:						
Corporate bonds	$20,611	$32	$—	$—	$20,611	$32
Trust preferred securities	12,627	374	4,375	104	17,002	478
Non-agency mortgage-backed securities	9,474	44	—	—	9,474	44
Agency collateralized mortgage obligations	8,891	17	30,016	72	38,907	89
Agency mortgage-backed securities	—	—	11,777	118	11,777	118
Equity securities	8,092	71	—	—	8,092	71
Total investment securities available-for-sale	59,695	538	46,168	294	105,863	832
Investment securities held-to-maturity:						
Municipal bonds	1,191	7	—	—	1,191	7
Total investment securities held-to-maturity	1,191	7	—	—	1,191	7
Total temporarily impaired securities	$60,886	$545	$46,168	$294	$107,054	$839

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	December 31, 2014					
	Less than 12 Months		12 Months or More		Total	
(Dollars in thousands)	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Investment securities available-for-sale:						
Corporate bonds	$26,723	$145	$2,263	$23	$28,986	$168
Trust preferred securities	12,601	376	4,200	269	16,801	645
Non-agency mortgage-backed securities	11,585	32	—	—	11,585	32
Agency collateralized mortgage obligations	9,317	45	30,327	203	39,644	248
Agency mortgage-backed securities	—	—	12,073	186	12,073	186
Equity securities	8,038	72	—	—	8,038	72
Total investment securities available-for-sale	72,264	670	48,863	681	121,127	1,351
Investment securities held-to-maturity:						
Municipal bonds	2,857	2	1,446	13	4,303	15
Total investment securities held-to-maturity	2,857	2	1,446	13	4,303	15
Total temporarily impaired securities	$75,121	$672	$50,309	$694	$125,430	$1,366

The change in the fair values of our municipal bonds, agency debentures and agency mortgage-backed securities are primarily the result of interest rate fluctuations. To assess for impairment on municipal bonds, corporate bonds, single-issuer trust preferred securities, non-agency mortgage-backed securities and certain equity securities, management evaluates the underlying issuer's financial performance and the related credit rating information through a review of publicly available financial statements and other publicly available information. This review did not identify any issues related to the ultimate repayment of principal and interest on these securities. In addition, the Company has the ability and intent to hold the securities in an unrealized loss position until recovery of their amortized cost. Based on this, the Company considers all of the unrealized losses to be temporary impairment losses. Within the available-for-sale portfolio, there were 24 positions, aggregating to $832,000 in unrealized losses that were temporarily impaired as of March 31, 2015, of which eight positions were in an unrealized loss position for more than twelve months totaling $294,000. As of December 31, 2014, there were 27 positions, aggregating to $1.4 million in unrealized losses that were temporarily impaired, of which nine positions were in an unrealized loss position for more than twelve months totaling $681,000. Within the held-to-maturity portfolio, there were two positions, aggregating to $7,000 in unrealized losses that were temporarily impaired as of March 31, 2015, of which no positions were in an unrealized loss position for more than twelve months. As of December 31, 2014, there were five positions, aggregating to $15,000 in unrealized losses that were temporarily impaired, of which two positions were in an unrealized loss position for more than twelve months totaling $13,000.

There were no investment securities classified as trading securities outstanding as of March 31, 2015 and December 31, 2014, respectively. There was no activity in investment securities classified as trading during the three months ended March 31, 2015 and 2014.

[3] LOANS RECEIVABLE, NET

We generate loans through our middle-market banking and private banking channels. These channels provide risk diversification and offer significant growth opportunities. The middle-market banking channel consists of our commercial and industrial ("C&I") and commercial real estate ("CRE") loan portfolios that serve middle-market businesses. The private banking channel includes loans secured by cash, marketable securities and other asset-based loans to executives, high-net-worth individuals, trusts and businesses, many of whom we source through referral relationships with independent broker/dealers, wealth managers, family offices, trust companies and other financial intermediaries.

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Loans receivable by channel was comprised of the following:

(Dollars in thousands)	March 31, 2015 Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Loans held-for-investment, before deferred fees	$659,399	$756,616	$1,062,205	$2,478,220
Less: net deferred loan (fees) costs	(1,505)	(2,227)	2,642	(1,090)
Loans held-for-investment, net of deferred fees	657,894	754,389	1,064,847	2,477,130
Less: allowance for loan losses	(14,191)	(4,973)	(2,041)	(21,205)
Loans receivable, net	$643,703	$749,416	$1,062,806	$2,455,925

(Dollars in thousands)	December 31, 2014 Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Loans held-for-investment, before deferred fees	$679,274	$735,531	$986,898	$2,401,703
Less: net deferred loan (fees) costs	(1,781)	(2,274)	2,404	(1,651)
Loans held-for-investment, net of deferred fees	677,493	733,257	989,302	2,400,052
Less: allowance for loan losses	(13,501)	(4,755)	(2,017)	(20,273)
Loans receivable, net	$663,992	$728,502	$987,285	$2,379,779

The Company's customers have unused loan commitments. Often these commitments are not fully utilized and therefore the total amount does not necessarily represent future cash requirements. The amount of unfunded commitments, including standby letters of credit, as of March 31, 2015 and December 31, 2014, was $1.0 billion and $973.4 million, respectively. The interest rate for each commitment is based on the prevailing market conditions at the time of funding. The lending commitment maturities as of March 31, 2015, were as follows: $701.5 million in one year or less; $185.9 million in one to three years; and $147.4 million in greater than three years. The reserve for losses on unfunded commitments was $584,000 and $555,000 as of March 31, 2015 and December 31, 2014, respectively, which includes reserves for probable losses on unfunded loan commitments, including standby letters of credit and also risk participations.

On March 14, 2014, we entered into a loan purchase agreement to acquire $219.7 million (including fees and interest receivable) of loans secured by cash and marketable securities that are included in our private banking channel loan portfolio. This transaction closed on April 11, 2014.

As of March 31, 2015 and December 31, 2014, the Company had loans in the process of origination totaling approximately $65.5 million and $18.7 million, respectively, which extend over varying periods of time with the majority being disbursed within a 30 to 60 day period.

The Company issues standby letters of credit in the normal course of business. Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Standby letters of credit generally are contingent upon the failure of the customer to perform according to the terms of the underlying contract with the third party. The Company would be required to perform under the standby letters of credit when drawn upon by the guaranteed party in the case of non-performance by the Company’s customer. Collateral may be obtained based on management’s credit assessment of the customer. The unfunded commitments amount related to standby letters of credit as of March 31, 2015 and December 31, 2014, included in the total listed above, is $77.1 million and $89.3 million, respectively, of which a portion is collateralized. Should the Company be obligated to perform under the standby letters of credit the Company will seek recourse from the customer for reimbursement of amounts paid. As of March 31, 2015, $22.8 million (in the aggregate) in standby letters of credit will expire within one year, while the

remaining standby letters of credit will expire in periods greater than one year. During the three months ended March 31, 2015 and 2014, there were no draws on standby letters of credit. Most of these commitments are expected to expire without being drawn upon and the total amount does not necessarily represent future cash requirements. The probable liability for losses on standby letters of credit was included in the reserve for losses on unfunded commitments.

The Company has entered into risk participation agreements with financial institution counterparties for interest rate swaps related to loans in which we are a participant. The risk participation agreements provide credit protection to the financial institution counterparties should the customers fail to perform on their interest rate derivative contracts. The potential liability for outstanding obligations was included in the reserve for losses on unfunded commitments.

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[4] ALLOWANCE FOR LOAN LOSSES

Our allowance for loan losses represents our estimate of probable loan losses inherent in the loan portfolio at a specific point in time. This estimate includes losses associated with specifically identified loans, as well as estimated probable credit losses inherent in the remainder of the loan portfolio. Additions are made to the allowance through both periodic provisions charged to income and recoveries of losses previously incurred. Reductions to the allowance occur as loans are charged off or when the credit history of any of the three loan portfolios improves. Management evaluates the adequacy of the allowance at least quarterly, and in doing so relies on various factors including, but not limited to, assessment of historical loss experience, delinquency and non-accrual trends, portfolio growth, underlying collateral coverage and current economic conditions. This evaluation is subjective and requires material estimates that may change over time. The calculation of the allowance for loan losses takes into consideration the inherent risk identified within each of the Company's three primary loan portfolios, commercial and industrial, commercial real estate and private banking. In addition, management takes into account the historical loss experience of each loan portfolio, to ensure that the resultant allowance for loan losses is sufficient to cover probable losses inherent in such loan portfolios. Refer to Note 1, Summary of Significant Accounting Policies, for more details on the Company's allowance for loan losses policy.

The following discusses key characteristics and risks within each primary loan portfolio:

Middle-Market Banking: Commercial and Industrial Loans. This loan portfolio includes primarily loans made to service companies or manufacturers generally for the purpose of production, operating capacity, accounts receivable, inventory or equipment financing, acquisitions and recapitalizations. Cash flow from the borrower's operations is the primary source of repayment for these loans, except for certain commercial loans that are secured by cash and marketable securities.

The industry of the borrower is an important indicator of risk, but there are also more specific risks depending on the condition of the local/regional economy. Collateral for these types of loans often do not have sufficient value in a distressed or liquidation scenario to satisfy the outstanding debt. Any C&I loans collateralized by cash and marketable securities are treated the same as private banking loans for purposes of the allowance for loan loss calculation. In addition, shared national credit loans which also involve a private equity sponsor are combined as a homogeneous group and evaluated separately based on the historical loss trend of such loans.

Middle-Market Banking: Commercial Real Estate Loans. This loan portfolio includes loans secured by commercial purpose real estate, including both owner occupied properties and investment properties for various purposes including office, retail, industrial, multifamily and hospitality. Individual project cash flows as well as global cash flows from the developer are the primary sources of repayment for these loans. Also included are commercial construction loans to finance the construction or renovation of structures as well as to finance the acquisition and development of raw land for various purposes. The increased level of risk of these loans is generally confined to the construction period. If there are problems, the project may not be completed, and as such, may not provide sufficient cash flow on its own to service the debt or have sufficient value in a liquidation to cover the outstanding principal.

The underlying purpose/collateral of the loans is an important indicator of risk for this loan portfolio. Additional risks exist and are dependent on several factors such as the condition of the local/regional economy, whether or not the project is owner occupied, and the type of project and the experience and resources of the developer.

Private Banking Channel Loans. Our private banking lending activities are conducted on a national basis. This loan portfolio includes primarily loans made to high-net-worth individuals and/or trusts and businesses that may be secured by cash, marketable securities, residential property or other financial assets, as well as unsecured loans and lines of credit. The primary sources of repayment for these loans are the income and/or assets of the borrower.

The underlying collateral is the most important indicator of risk for this loan portfolio. In addition, the condition of the local economy and the local housing market can also have a significant impact on this portfolio, since low demand and/or declining home values can limit the ability of borrowers to sell a property and satisfy the debt.

Management further assesses risk within each loan portfolio using key inherent risk differentiators. The components of the allowance for loan losses represent estimates based upon ASC Topic 450, Contingencies, and ASC Topic 310, Receivables. ASC Topic 450 applies to homogeneous loan pools such as consumer installment, residential mortgages and consumer lines of credit, as well as commercial loans that are not individually evaluated for impairment under ASC Topic 310. Impaired loans are individually evaluated for impairment under ASC Topic 310.

On a monthly basis, management monitors various credit quality indicators for both the commercial and consumer loan portfolios, including delinquency, non-performing status, changes in risk ratings, changes in the underlying performance of the borrowers and other relevant factors. On a daily basis, the Company prices and monitors the collateral of non-purpose margin loans secured by cash and marketable securities within the private banking channel. Refer to Note 1, Summary of Significant Accounting Policies, for the Company’s policy for determining past due status of loans.

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Management continually monitors the loan portfolio through its internal risk rating system. Loan risk ratings are assigned based upon the creditworthiness of the borrower. Loan risk ratings are reviewed on an ongoing basis according to internal policies. Loans within the pass rating are believed to have a lower risk of loss than loans risk rated as special mention, substandard and doubtful, which are believed to have an increasing risk of loss.

The Company's risk ratings are consistent with regulatory guidance and are as follows:

Non-Rated – Loans to individuals and trusts are not individually risk rated, unless they are fully secured by liquid assets or cash, or have an exposure of $250,000 or greater and have certain actionable covenants, such as a liquidity covenant or a financial reporting covenant. In addition, commercial loans with an exposure of less than $500,000 are not required to be individually risk rated. Any loan, regardless of size, is risk rated if it is secured by marketable securities or if it becomes a criticized loan. The majority of the private banking loans that are not risk rated are residential mortgages and home equity loans. We monitor the performance of non-rated loans through ongoing reviews of payment delinquencies. These loans comprised 3.8% and 4.3% of the total loan portfolio, as of March 31, 2015 and December 31, 2014, respectively. For loans that are not risk-rated, the most important indicators of risk are the existence of collateral, the type of collateral and for consumer real estate loans, whether the Bank has a first or second lien position.

Pass – The loan is currently performing in accordance with its contractual terms.

Special Mention – A special mention loan has potential weaknesses that warrant management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects or in our credit position at some future date. Economic and market conditions, beyond the customer's control, may in the future necessitate this classification.

Substandard – A substandard loan is not adequately protected by the net worth and/or paying capacity of the obligor or by the collateral pledged, if any. Substandard loans have a well-defined weakness, or weaknesses that jeopardize the liquidation of the debt. These loans are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful – A doubtful loan has all the weaknesses inherent in a loan categorized as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

The following tables present the recorded investment in loans by credit quality indicator:

	March 31, 2015			
(Dollars in thousands)	Commercial and Industrial	Commercial Real Estate	Private Banking	Total Loans
Non-rated	$64	$—	$94,609	$94,673
Pass	605,388	751,168	967,650	2,324,206
Special mention	18,414	309	461	19,184
Substandard	29,151	2,912	2,127	34,190
Doubtful	4,877	—	—	4,877
Total loans	$657,894	$754,389	$1,064,847	$2,477,130

	December 31, 2014			
(Dollars in thousands)				Total Loans

	Commercial and Industrial	Commercial Real Estate	Private Banking	
Non-rated	$129	$—	$104,228	$104,357
Pass	617,396	729,066	881,235	2,227,697
Special mention	26,105	693	1,667	28,465
Substandard	28,916	3,498	2,172	34,586
Doubtful	4,947	—	—	4,947
Total loans	$677,493	$733,257	$989,302	$2,400,052

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Changes in the allowance for loan losses were as follows for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31, 2015			
(Dollars in thousands)	Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Balance, beginning of period	$13,501	$4,755	$2,017	$20,273
Provision for loan losses	683	218	24	925
Charge-offs	—	—	—	—
Recoveries	7	—	—	7
Balance, end of period	$14,191	$4,973	$2,041	$21,205

	Three Months Ended March 31, 2014			
(Dollars in thousands)	Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Balance, beginning of period	$11,881	$5,104	$2,011	$18,996
Provision for loan losses	1,822	(1,184)	(30)	608
Charge-offs	(852)	—	—	(852)
Recoveries	—	—	—	—
Balance, end of period	$12,851	$3,920	$1,981	$18,752

There were no charge-offs and there was a recovery of $7,000 on one C&I loan for the three months ended March 31, 2015. Charge-offs of $852,000 for the three months ended March 31, 2014, included one C&I loan and there were no recoveries.

The following tables present the age analysis of past due loans segregated by class of loan:

	March 31, 2015					
(Dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Loans Past Due 90 Days or More	Total Past Due	Current	Total Loans
Commercial and industrial	$6,405	$—	$380	$6,785	$651,109	$657,894
Commercial real estate	—	—	2,912	2,912	751,477	754,389
Private banking	301	640	1,202	2,143	1,062,704	1,064,847
Total loans	$6,706	$640	$4,494	$11,840	$2,465,290	$2,477,130

	December 31, 2014					
(Dollars in thousands)	30-59 Days Past Due	60-89 Days Past Due	Loans Past Due 90 Days or More	Total Past Due	Current	Total Loans
Commercial and industrial	$547	$524	$263	$1,334	$676,159	$677,493
Commercial real estate	—	—	3,498	3,498	729,759	733,257
Private banking	—	1,775	109	1,884	987,418	989,302
Total loans	$547	$2,299	$3,870	$6,716	$2,393,336	$2,400,052

Non-Performing and Impaired Loans

Management monitors the delinquency status of the loan portfolio on a monthly basis. Loans were considered non-performing when interest and principal were 90 days or more past due or management has determined that it is probable the borrower is unable to meet payments as they become due. The risk of loss is generally highest for

non-performing loans.

Management determines loans to be impaired when, based upon current information and events, it is probable that the loan will not be repaid according to the original contractual terms of the loan agreement, including both principal and interest, or if a loan is designated

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as a TDR. Refer to Note 1, Summary of Significant Accounting Policies, for the Company's policy on evaluating loans for impairment and interest income.

The following tables present the Company's investment in loans considered to be impaired and related information on those impaired loans:

	As of and for the Three Months Ended March 31, 2015				
(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial and industrial	$21,277	$31,715	$6,470	$21,592	$—
Commercial real estate	—	—	—	—	—
Private banking	640	734	640	656	—
Total with a related allowance recorded	21,917	32,449	7,110	22,248	—
Without a related allowance recorded:					
Commercial and industrial	3,276	4,669	—	3,248	7
Commercial real estate	2,912	9,067	—	3,108	—
Private banking	1,385	1,632	—	1,385	—
Total without a related allowance recorded	7,573	15,368	—	7,741	7
Total:					
Commercial and industrial	24,553	36,384	6,470	24,840	7
Commercial real estate	2,912	9,067	—	3,108	—
Private banking	2,025	2,366	640	2,041	—
Total	$29,490	$47,817	$7,110	$29,989	$7

	As of and for the Twelve Months Ended December 31, 2014				
(Dollars in thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial and industrial	$24,402	$34,459	$4,902	$27,014	$—
Commercial real estate	—	—	—	—	—
Private banking	681	767	681	746	—
Total with a related allowance recorded	25,083	35,226	5,583	27,760	—
Without a related allowance recorded:					
Commercial and industrial	791	2,013	—	953	27
Commercial real estate	3,498	9,705	—	3,498	—
Private banking	1,388	1,632	—	1,444	—
Total without a related allowance recorded	5,677	13,350	—	5,895	27
Total:					
Commercial and industrial	25,193	36,472	4,902	27,967	27
Commercial real estate	3,498	9,705	—	3,498	—
Private banking	2,069	2,399	681	2,190	—
Total	$30,760	$48,576	$5,583	$33,655	$27

Impaired loans as of March 31, 2015 and December 31, 2014, were $29.5 million and $30.8 million, respectively. There was no interest income recognized on these loans for the three months ended March 31, 2015, and the twelve months ended December 31, 2014, while these loans were on non-accrual status. As of March 31, 2015 and December 31, 2014, there were no loans 90 days or more past due and still accruing interest income.

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Impaired loans were evaluated using the fair value of the collateral as the measurement method or an evaluation of estimated losses, based on a discounted cash flow method, for non-collateral dependent loans. Based on those evaluations, as of March 31, 2015, there were specific reserves totaling $7.1 million, which were included in the $21.2 million allowance for loan losses. Also included in impaired loans were three C&I loans, one CRE loan and three private banking loans with a combined balance of $7.6 million as of March 31, 2015, with no corresponding specific reserve since these loans had a net realizable value which management believes will be recovered from the borrower.

As of December 31, 2014, there were specific reserves totaling $5.6 million, which were included in the $20.3 million allowance for loan losses. Also included in impaired loans were two C&I loans, two CRE loans and three private banking loans with a combined balance of $5.7 million as of December 31, 2014, with no corresponding specific reserve since these loans had a net realizable value which management believes will be recovered from the borrower.

The following tables present the allowance for loan losses and recorded investment in loans by class:

	March 31, 2015			
(Dollars in thousands)	Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Allowance for loan losses:				
Individually evaluated for impairment	$6,470	$—	$640	$7,110
Collectively evaluated for impairment	7,721	4,973	1,401	14,095
Total allowance for loan losses	$14,191	$4,973	$2,041	$21,205
Portfolio loans:				
Individually evaluated for impairment	$24,553	$2,912	$2,025	$29,490
Collectively evaluated for impairment	633,341	751,477	1,062,822	2,447,640
Total portfolio loans	$657,894	$754,389	$1,064,847	$2,477,130

	December 31, 2014			
(Dollars in thousands)	Commercial and Industrial	Commercial Real Estate	Private Banking	Total
Allowance for loan losses:				
Individually evaluated for impairment	$4,902	$—	$681	$5,583
Collectively evaluated for impairment	8,599	4,755	1,336	14,690
Total allowance for loan losses	$13,501	$4,755	$2,017	$20,273
Portfolio loans:				
Individually evaluated for impairment	$25,193	$3,498	$2,069	$30,760
Collectively evaluated for impairment	652,300	729,759	987,233	2,369,292
Total portfolio loans	$677,493	$733,257	$989,302	$2,400,052

Troubled Debt Restructuring

The following table provides additional information on the Company’s loans designated as troubled debt restructurings:

(Dollars in thousands)	March 31, 2015	December 31, 2014
Aggregate recorded investment of impaired loans with terms modified through a troubled debt restructuring:		
Performing loans accruing interest	$564	$528
Non-accrual loans	20,388	14,107

Total troubled debt restructurings	$20,952	$14,635

Of the non-accrual loans as of March 31, 2015, six C&I loans and two residential mortgage loans were designated by the Company as TDRs. There was also one C&I loan that was still accruing interest and designated by the Company as a performing TDR as of March 31,

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2015. The aggregate recorded investment of these loans was $21.0 million. There were unused commitments of $492,000 on these loans as of March 31, 2015, of which $39,000 was related to an accruing TDR.

Of the non-accrual loans as of December 31, 2014, three C&I loans, one CRE loan and two residential mortgage loans were designated by the Company as TDRs. There was also one C&I loan that was still accruing interest and designated by the Company as a performing TDR as of December 31, 2014. The aggregate net carrying value of these loans was $14.6 million. There were unused commitments of $175,000 on these loans as of December 31, 2014, of which $54,000 was related to an accruing TDR.

The modifications made to restructured loans typically consist of an extension or reduction of the payment terms, or the deferral of principal payments. There was one private banking loan for $1.1 million that was modified as a TDR within twelve months of the corresponding balance sheet date with a payment default during the three months ended March 31, 2015. This loan was already in non-accrual status and is fully secured by residential property. There were no payment defaults during the three months ended March 31, 2014, for loans modified as TDRs within twelve months of the corresponding balance sheet date.

The financial effects of modifications made to loans designated as TDRs during the three months ended March 31, 2015, were as follows:

	Three Months Ended March 31, 2015				
(Dollars in thousands)	Count	Recorded Investment at the time of Modification	Current Recorded Investment	Allowance for Loan Losses at the time of Modification	Current Allowance for Loan Losses
Commercial and industrial:					
Extended term and deferred principal	1	$433	$398	$433	$398
Deferred principal	2	6,849	6,544	1,500	1,947
Total	3	$7,282	$6,942	$1,933	$2,345

There were no modifications made during the three months ended March 31, 2014.

Other Real Estate Owned

During the three months ended March 31, 2015, we acquired a property related to an impaired loan for $396,000 based on the appraised value, less estimated selling costs. As of March 31, 2015 and December 31, 2014, the balance of the other real estate owned portfolio was $1.8 million and $1.4 million, respectively.

[5] DEPOSITS

(Dollars in thousands)	Interest Rate Range as of March 31, 2015	Weighted Average Interest Rate as of		Balance as of	
		March 31, 2015	December 31, 2014	March 31, 2015	December 31, 2014
Demand and savings accounts:					
Noninterest-bearing checking accounts	—	—	—	$193,060	$177,606
Interest-bearing checking accounts	0.00 to 0.50%	0.43%	0.42%	118,364	75,679
Money market deposit accounts	0.05 to 0.85%	0.39%	0.39%	1,269,738	1,244,921
Total demand and savings accounts				1,581,162	1,498,206

Time deposits	0.05 to 5.21%	0.76	%	0.69	%	860,794	838,747
Total deposit balance						$2,441,956	$2,336,953
Average rate paid on interest-bearing accounts		0.53	%	0.51	%		

As of March 31, 2015 and December 31, 2014, the Bank had total brokered deposits of $951.0 million and $882.6 million, respectively. The amount for brokered deposits includes reciprocal Certificate of Deposit Account Registry Service® ("CDARS®") and reciprocal Insured Cash Sweep® ("ICS®") accounts totaling $452.2 million and $419.1 million as of March 31, 2015 and December 31, 2014, respectively.

As of March 31, 2015 and December 31, 2014, time deposits with balances of $100,000 or more, excluding brokered certificates of deposit, amounted to $395.8 million and $376.6 million, respectively.

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The contractual maturity of time deposits, including brokered deposits, is as follows:

(Dollars in thousands)	March 31, 2015	December 31, 2014
12 months or less	$691,028	$722,752
12 months to 24 months	133,956	111,865
24 months to 36 months	35,661	4,130
36 months to 48 months	149	—
48 months to 60 months	—	—
Over 60 months	—	—
Total	$860,794	$838,747

Interest expense on deposits is as follows:

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Interest-bearing checking accounts	$120	$6
Money market deposit accounts	1,220	880
Time deposits	1,552	1,539
Total interest expense on deposits	$2,892	$2,425

[6] BORROWINGS

As of March 31, 2015 and December 31, 2014, borrowings were comprised of the following:

(Dollars in thousands)	March 31, 2015			December 31, 2014		
	Interest Rate	Ending Balance	Maturity Date	Interest Rate	Ending Balance	Maturity Date
FHLB borrowings:						
Issued 3/31/2015	0.36	% $15,000	4/1/2015		$—	
Issued 4/7/2014	0.34	% 25,000	4/7/2015	0.34	% 25,000	4/7/2015
Issued 4/7/2014	0.38	% 25,000	6/8/2015	0.38	% 25,000	6/8/2015
Issued 4/7/2014	0.44	% 25,000	9/8/2015	0.44	% 25,000	9/8/2015
Issued 5/5/2014		—		0.33	% 25,000	2/5/2015
Issued 12/31/2014		—		0.27	% 30,000	1/2/2015
Subordinated notes payable	5.75	% 35,000	7/1/2019	5.75	% 35,000	7/1/2019
Total		$125,000			$165,000	

In June 2014, we completed a private placement of subordinated notes payable, raising $35.0 million. The subordinated notes have a term of 5 years at a fixed rate of 5.75%. The proceeds qualify as Tier 2 capital for the holding company, under federal regulatory capital rules. The proceeds will help fund continued growth and ensure that the Company and its Bank subsidiary maintain their adequate and well capitalized positions, respectively, and may be used to invest in the Bank and Chartwell, and for other general corporate purposes.

The Bank's borrowing capacity is based on the collateral value of certain securities held in safekeeping at the FHLB and loans pledged to the FHLB. The Bank submits a quarterly Qualified Collateral Report (“QCR”) to the FHLB to update the value of the loans pledged. As of March 31, 2015, the Bank’s borrowing capacity is based on the information provided in the December 31, 2014, QCR filing. As of March 31, 2015, the Bank had securities held in safekeeping at the FHLB with a fair value of $7.7 million, combined with pledged loans of $609.0 million, for a total borrowing capacity of $343.5 million, net of $90.0 million outstanding in advances from the FHLB as reflected in the table above. As of December 31, 2014, there was $130.0 million outstanding in advances from the FHLB. When the

Bank borrows from the FHLB, interest is charged at the FHLB's posted rates at the time of the borrowing.

The Bank maintains an unsecured line of credit of $10.0 million with M&T Bank and an unsecured line of credit of $20.0 million with Texas Capital Bank. As of March 31, 2015, the full amount of these established lines were available to the Bank.

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[7] REGULATORY CAPITAL

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory – and possibly additional discretionary – actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weighting, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the tables below) of Common Equity Tier 1 ("CET 1"), Tier 1 and Total risk-based capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). As of March 31, 2015, TriState Capital Holdings, Inc. and TriState Capital Bank exceeded all capital adequacy requirements to which they are subject.

Financial depository institutions are categorized as well capitalized if they meet minimum Total risk-based, Tier 1 risk-based, CET 1 risk-based and Tier 1 leverage ratios (Tier 1 capital to average assets) as set forth in the tables below. Based upon the information in the most recently filed Call Report, the Bank exceeded the capital ratios necessary to be well capitalized under the regulatory framework for prompt corrective action. There have been no conditions or events since the filing of the most recent Call Report that management believes have changed the Bank's capital, as presented below.

In December 2010, the Basel Committee released a final framework for a strengthened set of capital requirements, known as Basel III. In July 2013, final rules implementing the Basel III capital accord were adopted by the federal banking agencies. When fully phased in, Basel III, which began phasing in on January 1, 2015, will replace the existing regulatory capital rules for the Company and the Bank. The Basel III final rules required new minimum capital ratio standards, established a new common equity tier 1 to total risk-weighted assets ratio, subjected banking organizations to certain limitations on capital distributions and discretionary bonus payments and established a new standardized approach for risk weightings. The overall net impact of applying Basel III regulatory rules to the Company and the Bank was an increase to the risk-based capital ratios as of March 31, 2015. This increase resulted primarily from the reduced risk-weighted capital treatment for certain of the Bank's private banking channel non-purpose margin loans, which are over-collateralized by liquid and marketable securities that are priced and monitored daily.

The following tables set forth certain information concerning the Company's and the Bank's regulatory capital as of March 31, 2015 and December 31, 2014:

	March 31, 2015								
	Actual			For Capital Adequacy Purposes			To be Well Capitalized Under Prompt Corrective Action Provisions		
(Dollars in thousands)	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total risk-based capital ratio									
Company	$317,335	14.39	%	$176,470	8.00	%	N/A	N/A	
Bank	$297,178	13.65	%	$174,209	8.00	%	$217,761	10.00	%
Tier 1 risk-based capital ratio									

Company	$267,570	12.13	%	$132,353	6.00	%	N/A	N/A	
Bank	$275,389	12.65	%	$130,657	6.00	%	$174,209	8.00	%
Common equity tier 1 risk-based capital ratio									
Company	$267,570	12.13	%	$99,264	4.50	%	N/A	N/A	
Bank	$275,389	12.65	%	$97,993	4.50	%	$141,545	6.50	%
Tier 1 leverage ratio									
Company	$267,570	9.42	%	$113,600	4.00	%	N/A	N/A	
Bank	$275,389	9.80	%	$112,433	4.00	%	$140,542	5.00	%

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	December 31, 2014							
	Actual			For Capital Adequacy Purposes			To be Well Capitalized Under Prompt Corrective Action Provisions	
(Dollars in thousands)	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total risk-based capital ratio									
Company	$302,217	11.02	%	$219,458	8.00	%	N/A	N/A	
Bank	$291,388	10.69	%	$218,013	8.00	%	$272,516	10.00	%
Tier 1 risk-based capital ratio									
Company	$253,389	9.24	%	$109,729	4.00	%	N/A	N/A	
Bank	$270,560	9.93	%	$109,007	4.00	%	$163,510	6.00	%
Tier 1 leverage ratio									
Company	$253,389	9.21	%	$110,088	4.00	%	N/A	N/A	
Bank	$270,560	9.88	%	$109,498	4.00	%	$136,872	5.00	%

As part of its operating and financial strategies, the Company has not paid dividends to its holders of its common shares since its inception in 2007.

[8] EMPLOYEE BENEFIT PLANS

The Company participates in a qualified 401(k) defined contribution plan under which eligible employees may contribute a percentage of their salary, at their discretion. Beginning in 2011 and continuing through 2015, the Company automatically contributed three percent of the employee’s base salary to the individual’s 401(k) plan, subject to IRS limitations. Full-time employees and certain part-time employees are eligible to participate upon the first month following their first day of employment or having attained age 21, whichever is later. The Company’s contribution expense was $187,000 and $125,000 for the three months ended March 31, 2015 and 2014, respectively, including incidental administrative fees paid to a third party administrator of the plan.

On February 28, 2013, the Company entered into a supplemental executive retirement plan (“SERP”) for the Chairman and Chief Executive Officer. The benefits will be earned over a five year period with the projected payments for this SERP of $25,000 per month for 180 months commencing the later of retirement or 60 months. For the three months ended March 31, 2015 and 2014, the Company recorded expense related to SERP of $192,000 and $141,000, respectively, utilizing a discount rate of 2.98% and 3.56%, respectively, and the recorded liability related to the SERP plan was $1.5 million and $1.3 million as of March 31, 2015 and December 31, 2014, respectively.

[9] STOCK TRANSACTIONS

In October 2014, the Board of Directors authorized the repurchase of up to $10 million, or up to 1,000,000 shares, of the Company’s common stock through December 31, 2015. The Company repurchased a total of 678,891 shares for approximately $6.7 million during the three months ended December 31, 2014, at an average cost of $9.94 per share. The Company repurchased a total of 308,342 shares for approximately $3.0 million during the three months ended March 31, 2015, at an average cost of $9.72 per share.

The tables below show the changes in the common shares during the periods indicated.

	Number of Common Shares Outstanding
Balance, December 31, 2013	28,690,279

Issuance of restricted common stock	—
Purchase of treasury stock	—
Balance, March 31, 2014	28,690,279
Balance, December 31, 2014	28,060,888
Issuance of restricted common stock	255,916
Purchase of treasury stock	(308,342)
Balance, March 31, 2015	28,008,462

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[10] EARNINGS PER COMMON SHARE

The computation of basic and diluted earnings per common share for the periods presented is as follows:

	Three Months Ended March 31,	
(Dollars in thousands, except per share data)	2015	2014
Net income available to common shareholders	$5,056	$4,616
Basic shares	27,891,931	28,690,279
Non-vested restricted stock - dilutive	2,398	—
Stock options - dilutive	59,415	494,099
Diluted shares	27,953,744	29,184,378
Earnings per common share:		
Basic	$0.18	$0.16
Diluted	$0.18	$0.16

	Three Months Ended March 31,	
	2015	2014
Anti-dilutive shares [1]	2,345,393	362,732

(1) Included stock options and non-vested restricted stock not considered for the calculation of diluted EPS as their inclusion would have been anti-dilutive.

[11] DERIVATIVES AND HEDGING ACTIVITY

RISK MANAGEMENT OBJECTIVE OF USING DERIVATIVES

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its debt funding and through the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company’s derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company’s known or expected cash receipts related to certain of the Company’s fixed-rate loan assets. The Company also has derivatives that are a result of a service the Company provides to certain qualifying customers while at the same time the Company enters into an offsetting derivative transaction in order to eliminate its interest rate risk exposure resulting from such transactions.

FAIR VALUES OF DERIVATIVE INSTRUMENTS ON THE STATEMENTS OF FINANCIAL CONDITION

The tables below present the fair value of the Company’s derivative financial instruments as well as their classification on the consolidated statements of financial condition as of March 31, 2015 and December 31, 2014:

	Asset Derivatives as of March 31, 2015		Liability Derivatives as of March 31, 2015	
(Dollars in thousands)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate products	Other assets	$—	Other liabilities	$389
Derivatives not designated as hedging instruments:				
Interest rate products	Other assets	$8,644		$9,384

Other liabilities

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(Dollars in thousands)	Asset Derivatives as of December 31, 2014 Balance Sheet Location	Fair Value	Liability Derivatives as of December 31, 2014 Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:				
Interest rate products	Other assets	$—	Other liabilities	$442
Derivatives not designated as hedging instruments:				
Interest rate products	Other assets	$6,327	Other liabilities	$6,849

FAIR VALUE HEDGES OF INTEREST RATE RISK

The Company is exposed to changes in the fair value of certain of its fixed-rate obligations due to changes in benchmark interest rates, which relate predominantly to LIBOR. Interest rate swaps designated as fair value hedges involve the receipt of variable rate payments from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of March 31, 2015, the Company had five interest rate swaps, with a notional amount of $7.4 million that were designated as fair value hedges of interest rate risk associated with the Company's fixed-rate loan assets. The notional amounts for the derivatives express the face amount of the positions, however, credit risk was considered insignificant for three months ended March 31, 2015 and 2014. There were no counterparty default losses on derivatives for the three months ended March 31, 2015 and 2014.

For the five derivatives that were designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings by applying the "fair value long haul" method. The Company includes the gain or loss on the hedged items in the same line item as the offsetting loss or gain on the related derivatives. During the three months ended March 31, 2015, the Company recognized no gains in non-interest income related to hedge ineffectiveness as compared to gains of $3,000 during the three months ended March 31, 2014. The Company also recognized a decrease to interest income of $82,000 and $83,000 for the three months ended March 31, 2015 and 2014, respectively, related to the Company's fair value hedges, which includes net settlements on the derivatives, and any amortization adjustment of the basis in the hedged items.

NON-DESIGNATED HEDGES

The Company does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain customers. The Company executes interest rate derivatives with its commercial banking customers to facilitate their respective risk management strategies. Those derivatives are simultaneously and economically hedged by offsetting derivatives that the Company executes with a third party, such that the Company eliminates its interest rate exposure resulting from such transactions. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. As of March 31, 2015, the Company had 118 derivative transactions with an aggregate notional amount of $413.4 million related to this program. During the three months ended March 31, 2015 and 2014, the Company recognized net losses of $217,000 and $105,000, respectively, related to changes in fair value of the derivatives not designated in hedging relationships.

EFFECT OF DERIVATIVE INSTRUMENTS IN THE STATEMENTS OF INCOME

The tables below present the effect of the Company's derivative financial instruments in the consolidated statements of income for the periods presented:

(Dollars in thousands)	Three Months Ended March 31, 2015	2014

Derivatives designated as hedging instruments:	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	
Interest rate products	Interest income	$(82)	$(83)
	Non-interest income	—	3
Total		$(82)	$(80)

Derivatives not designated as hedging instruments:	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	
Interest rate products	Non-interest income	$(217)	$(105)
Total		$(217)	$(105)

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CREDIT-RISK-RELATED CONTINGENT FEATURES

The Company has agreements with each of its derivative counterparties that contain a provision where, if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

The Company has agreements with certain of its derivative counterparties that contain a provision where, if either the Company or the counterparty fails to maintain its status as a well/adequately capitalized institution, then the Company or the counterparty could be required to terminate any outstanding derivative positions and settle its obligations under the agreement.

As of March 31, 2015, the termination value of derivatives, including accrued interest, in a net liability position related to these agreements was $9.7 million. As of March 31, 2015, the Company has minimum collateral posting thresholds with certain of its derivative counterparties and has posted collateral of $9.0 million. If the Company had breached any of these provisions as of March 31, 2015, it could have been required to settle its obligations under the agreements at their termination value.

[12] DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are based on the present value of expected future cash flows, quoted market prices of similar financial instruments, if available, and other valuation techniques. These valuations are significantly affected by discount rates, cash flow assumptions, and risk assumptions used. Therefore, fair value estimates may not be substantiated by comparison to independent markets and are not intended to reflect the proceeds that may be realized in an immediate settlement of instruments. Accordingly, the aggregate fair value amounts presented below do not represent the underlying value of the Company.

FAIR VALUE MEASUREMENTS

In accordance with U.S. GAAP the Company must account for certain financial assets and liabilities at fair value on a recurring and non-recurring basis. The Company utilizes a three-level fair value hierarchy of valuation techniques to estimate the fair value of its financial assets and liabilities based on whether the inputs to those valuation techniques are observable or unobservable. The fair value hierarchy gives the highest priority to quoted prices with readily available independent data in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable market inputs (Level 3). When various inputs for measurement fall within multiple levels of the fair value hierarchy, the lowest level input that has a significant impact on fair value measurement is used.

Financial assets and liabilities are categorized based upon the following characteristics or inputs to the valuation techniques:

- Level 1 – Financial assets and liabilities for which inputs are observable and are obtained from reliable quoted prices for identical assets or liabilities in actively traded markets. This is the most reliable fair value measurement and includes, for example, active exchange-traded equity securities.
- Level 2 – Financial assets and liabilities for which values are based on quoted prices in markets that are not active or for which values are based on similar assets or liabilities that are actively traded. Level 2 also includes pricing models in which the inputs are corroborated by market data, for example, matrix pricing.
- Level 3 – Financial assets and liabilities for which values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Level 3 inputs include assumptions of a source independent of the reporting entity or the reporting entity’s own assumptions that are supported by little or no market activity or observable inputs.

The Company is responsible for the valuation process and as part of this process may use data from outside sources in establishing fair value. The Company performs due diligence to understand the inputs used or how the data was calculated or derived. The Company corroborates the reasonableness of external inputs in the valuation process.

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RECURRING FAIR VALUE MEASUREMENTS

The following tables represent assets and liabilities measured at fair value on a recurring basis as of March 31, 2015 and December 31, 2014:

	March 31, 2015			
(Dollars in thousands)	Level 1	Level 2	Level 3	Total Assets / Liabilities at Fair Value
Financial assets:				
Investment securities available-for-sale:				
Corporate bonds	$—	$23,259	$—	$23,259
Trust preferred securities	—	17,002	—	17,002
Non-agency mortgage-backed securities	—	9,474	—	9,474
Agency collateralized mortgage obligations	—	55,049	—	55,049
Agency mortgage-backed securities	—	30,848	—	30,848
Agency debentures	—	8,705	—	8,705
Equity securities	8,092	—	—	8,092
Interest rate swaps	—	8,644	—	8,644
Total financial assets	8,092	152,981	—	161,073
Financial liabilities:				
Interest rate swaps	—	9,773	—	9,773
Total financial liabilities	$—	$9,773	$—	$9,773

	December 31, 2014			
(Dollars in thousands)	Level 1	Level 2	Level 3	Total Assets / Liabilities at Fair Value
Financial assets:				
Investment securities available-for-sale:				
Corporate bonds	$—	$31,668	$—	$31,668
Trust preferred securities	—	16,801	—	16,801
Non-agency mortgage-backed securities	—	11,585	—	11,585
Agency collateralized mortgage obligations	—	56,863	—	56,863
Agency mortgage-backed securities	—	32,880	—	32,880
Agency debentures	—	8,737	—	8,737
Equity securities	8,038	—	—	8,038
Interest rate swaps	—	6,327	—	6,327
Total financial assets	8,038	164,861	—	172,899
Financial liabilities:				
Interest rate swaps	—	7,291	—	7,291
Total financial liabilities	$—	$7,291	$—	$7,291

INVESTMENT SECURITIES

Generally, investment securities are valued using pricing for similar securities, recently executed transactions, and other pricing models utilizing observable inputs. The valuations for debt and equity securities are classified as either Level 1 or Level 2. U.S. Treasury Notes and equity securities (including mutual funds) are classified as Level 1 because these securities are in actively traded markets. Investment securities within Level 2 include corporate bonds,

single-issuer trust preferred securities, municipal bonds, non-agency mortgage-backed securities, collateralized mortgage obligations and mortgage-backed securities issued by U.S. government agencies and U.S. government agency debentures.

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INTEREST RATE SWAPS
The fair value is estimated using inputs that are observable or that can be corroborated by observable market data and, therefore, are classified as Level 2. These fair value estimations include primarily market observable inputs such as the forward LIBOR swap curve.

NON-RECURRING FAIR VALUE MEASUREMENTS

Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances, such as when there is evidence of impairment.

The following tables represent the balances of assets measured at fair value on a non-recurring basis as of March 31, 2015 and December 31, 2014:

	March 31, 2015			
(Dollars in thousands)	Level 1	Level 2	Level 3	Total Assets at Fair Value
Loans measured for impairment, net	$—	$—	$22,380	$22,380
Other real estate owned	—	—	1,766	1,766
Total assets	$—	$—	$24,146	$24,146

	December 31, 2014			
(Dollars in thousands)	Level 1	Level 2	Level 3	Total Assets at Fair Value
Loans measured for impairment, net	$—	$—	$25,177	$25,177
Other real estate owned	—	—	1,370	1,370
Total assets	$—	$—	$26,547	$26,547

As of March 31, 2015, the Company recorded $7.1 million of specific reserves to the allowance for loan losses as a result of adjusting the fair value of the collateral for certain collateral dependent impaired loans to $7.6 million, and as a result of adjusting the value based upon the discounted cash flow to $14.8 million as of March 31, 2015.

As of December 31, 2014, the Company recorded $5.6 million of specific reserves to allowance for loan losses as a result of adjusting the fair value of the collateral for certain collateral dependent impaired loans to $7.6 million, and as a result of adjusting the value based upon the discounted cash flow to $17.6 million as of December 31, 2014.

The Company obtains updated appraisals for collateral dependent impaired loans and other real estate owned on an annual basis, unless circumstances require a more frequent appraisal.

IMPAIRED LOANS
A loan is considered impaired when management determines it is probable that all of the principal and interest due under the original terms of the loan may not be collected or if a loan is designated as a TDR. Impairment is measured based on the fair value of the underlying collateral or discounted cash flows when collateral does not exist. Our policy is to obtain appraisals on collateral supporting impaired loans on an annual basis, unless circumstances dictate a shorter time frame. Appraisals are reduced by estimated costs to sell the collateral, and, under certain circumstances, additional factors that may arise and which may cause us to believe our recovered value may be less than the independent appraised value. Accordingly, impaired loans are classified as Level 3. The Company measures impairment on all loans for which it has established specific reserves as part of the allocated allowance component of the allowance for loan losses.

OTHER REAL ESTATE OWNED

Real estate owned is comprised of property acquired through foreclosure or voluntarily conveyed by borrowers. These assets are recorded on the date acquired at the lower of the related original loan balance or fair value, less estimated disposition costs, with the fair value being determined by appraisal. Our policy is to obtain appraisals on collateral supporting OREO on an annual basis, unless circumstances dictate a shorter time frame. Appraisals are reduced by estimated costs to sell the collateral, and, under certain circumstances, additional factors that may arise and which may cause us to believe our recovered value may be less than the independent appraised value. Subsequently, foreclosed assets are valued at the lower of the amount recorded at acquisition date or fair value, less estimated disposition costs. Accordingly, real estate owned is classified as Level 3.

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LEVEL 3 VALUATION

The following tables present additional quantitative information about assets measured at fair value on a recurring and non-recurring basis and for which we have utilized Level 3 inputs to determine fair value as of March 31, 2015 and December 31, 2014:

	March 31, 2015				
(Dollars in thousands)	Fair Value	Valuation Techniques [1]	Significant Unobservable Inputs	Weighted Average Discount Rate	
Loans measured for impairment, net	$7,572	Appraisal value	Discount due to salability conditions	2	%
Loans measured for impairment, net	$14,808	Discounted cash flow	Discount due to restructured nature of operations	7	%
Other real estate owned	$1,766	Appraisal value	Discount due to salability conditions	10	%

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which may include level 3 inputs that are not identifiable, or by using the discounted cash flow method if the loan is not collateral dependent.

	December 31, 2014				
(Dollars in thousands)	Fair Value	Valuation Techniques [1]	Significant Unobservable Inputs	Weighted Average Discount Rate	
Loans measured for impairment, net	$7,559	Appraisal value or Market multiple	Discount due to salability conditions	10	%
Loans measured for impairment, net	$17,618	Discounted cash flow	Discount due to restructured nature of operations	10	%
Other real estate owned	$1,370	Appraisal value	Discount due to salability conditions	10	%

(1) Fair value is generally determined through independent appraisals or market multiple of the underlying collateral, which may include level 3 inputs that are not identifiable, or by using the discounted cash flow method if the loan is not collateral dependent.

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FAIR VALUE OF FINANCIAL INSTRUMENTS

A summary of the carrying amounts and estimated fair values of financial instruments is as follows:

(Dollars in thousands)	March 31, 2015			December 31, 2014	
	Fair Value Level	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:					
Cash and cash equivalents	1	$114,554	$114,554	$105,710	$105,710
Investment securities available-for-sale: debt	2	144,337	144,337	158,534	158,534
Investment securities available-for-sale: equity	1	8,092	8,092	8,038	8,038
Investment securities held-to-maturity	2	37,221	37,990	39,591	40,113
Loans held-for-investment, net	3	2,455,925	2,455,388	2,379,779	2,376,075
Accrued interest receivable	2	6,159	6,159	6,279	6,279
Investment management fees receivable	2	6,442	6,442	6,818	6,818
Federal Home Loan Bank stock	2	4,130	4,130	5,730	5,730
Bank owned life insurance	2	53,714	53,714	53,323	53,323
Interest rate swaps	2	8,644	8,644	6,327	6,327
Other real estate owned	3	1,766	1,766	1,370	1,370
Financial liabilities:					
Deposits	2	$2,441,956	$2,442,648	$2,336,953	$2,337,734
Borrowings	2	125,000	125,511	165,000	165,163
Interest rate swaps	2	9,773	9,773	7,291	7,291

During the three months ended March 31, 2015 and 2014, there were no transfers between fair value Levels 1, 2 or 3.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments as of March 31, 2015 and December 31, 2014:

CASH AND CASH EQUIVALENTS
The carrying amount approximates fair value.

INVESTMENT SECURITIES
The fair values of investment securities available-for-sale, held-to-maturity and trading are based on quoted market prices for the same or similar securities, recently executed transactions and pricing models.

LOANS HELD-FOR-INVESTMENT
The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Fair value as determined here does not represent an exit price. Impaired loans are generally valued at the fair value of the associated collateral.

ACCRUED INTEREST RECEIVABLE
The carrying amount approximates fair value.

INVESTMENT MANAGEMENT FEES RECEIVABLE
The carrying amount approximates fair value.

FEDERAL HOME LOAN BANK STOCK

The carrying value of our FHLB stock, which is a marketable equity investment, approximates fair value.

BANK OWNED LIFE INSURANCE

The Company owns general account bank owned life insurance. The fair value of the general account BOLI is based on the insurance contract net cash surrender value.

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OTHER REAL ESTATE OWNED
Real estate owned is recorded on the date acquired at the lower of the related original loan balance or fair value, less estimated disposition costs, with the fair value being determined by appraisal. Subsequently, foreclosed assets are valued at the lower of the amount recorded at acquisition date or fair value, less estimated disposition costs.

DEPOSITS
The fair value of demand deposits is the amount payable on demand as of the reporting date, i.e., their carrying amounts. The fair value of fixed maturity certificates of deposit is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

BORROWINGS
The fair value of our borrowings is calculated by discounting scheduled cash flows through the estimated maturity using period end market rates for borrowings of similar remaining maturities.

INTEREST RATE SWAPS
The fair value of interest rate swaps are estimated through the assistance of an independent third party and compared to the fair value determined by the swap counterparty to establish reasonableness.

OFF-BALANCE SHEET INSTRUMENTS
Fair values for the Company's off-balance sheet instruments, which consist of lending commitments, standby letters of credit and risk participation agreements related to interest rate swap agreements, are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. Management believes that the fair value of these off-balance sheet instruments is not significant.

[13] CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table shows the changes in accumulated other comprehensive income (loss), for the periods presented:

	Three Months Ended March 31,	
	2015	2014
(Dollars in thousands)	Unrealized Gains and Losses on Investment Securities	Unrealized Gains and Losses on Investment Securities
Balance, beginning of period	$(627)	$(1,744)
Increase (decrease) in unrealized holding gains (losses)	293	1,273
Gains reclassified from other comprehensive income (loss) [1]	(11)	(651)
Net other comprehensive income (loss)	282	622
Balance, end of period	$(345)	$(1,122)

(1) Consists of net realized gains on sales of investment securities available-for-sale of $17,000 and $1.0 million, net of income tax expense of $6,000 and $363,000 for the three months ended March 31, 2015 and 2014, respectively.

[14] CONTINGENT LIABILITIES

The Company is not subject to any asserted claims nor is it aware of any unasserted claims. In the opinion of management, there are no potential claims that would have a material adverse effect on the Company's financial position, liquidity or results of operations.

[15] SEGMENTS

Since the Chartwell acquisition on March 5, 2014, the Company now operates two reportable segments: Bank and Investment Management.

The Bank segment provides commercial banking and private banking services to middle-market businesses and high-net-worth individuals through the TriState Capital Bank subsidiary. The Bank segment also includes general operating expenses of the Company, which includes the parent company activity as well as eliminations and adjustments which are necessary for purposes of reconciliation to the consolidated amounts.

The Investment Management segment provides advisory and sub-advisory investment management services to primarily institutional plan sponsors through the Chartwell Investment Partners, Inc. subsidiary and also provides distribution and marketing efforts for Chartwell's proprietary investment products through the Chartwell TSC Securities Corp. subsidiary.

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The following tables provide financial information for the two segments of the Company as of and for the periods indicated.

(Dollars in thousands)	March 31, 2015	December 31, 2014
Assets:	(unaudited)	
Bank	$2,851,835	$2,784,368
Investment management	64,276	62,489
Total assets	$2,916,111	$2,846,857

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014		
(Dollars in thousands)	Bank	Investment Management	Consolidated	Bank	Investment Management	Consolidated
Income statement data:	(unaudited)			(unaudited)		
Interest income	$19,995	$—	$19,995	$18,308	$—	$18,308
Interest expense	3,539	—	3,539	2,446	—	2,446
Net interest income	16,456	—	16,456	15,862	—	15,862
Provision for loan losses	925	—	925	608	—	608
Net interest income after provision for loan losses	15,531	—	15,531	15,254	—	15,254
Non-interest income:						
Investment management fees	—	7,655	7,655	—	2,454	2,454
Net gain on the sale of investment securities available-for-sale	17	—	17	1,014	—	1,014
Other non-interest income	1,385	1	1,386	1,012	—	1,012
Total non-interest income	1,402	7,656	9,058	2,026	2,454	4,480
Non-interest expense:						
Intangible amortization expense	—	389	389	—	130	130
Other non-interest expense	11,215	5,498	16,713	10,863	1,799	12,662
Total non-interest expense	11,215	5,887	17,102	10,863	1,929	12,792
Income before tax	5,718	1,769	7,487	6,417	525	6,942
Income tax expense	1,743	688	2,431	2,105	221	2,326
Net income	$3,975	$1,081	$5,056	$4,312	$304	$4,616

The Investment Management segment activity began on March 5, 2014, upon closing of the Chartwell acquisition.

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

This section presents management's perspective on our financial condition and results of operations and highlights material changes to the financial condition and results of operations as of and for the three months ended March 31, 2015. The following discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements and related notes contained herein and our consolidated financial statements and notes thereto and Management's Discussion and Analysis included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2015.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of section 27A of the Securities Act and section 21E of the Exchange Act. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continu “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would” and “outlook,” or the negative version of those words comparable of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- Deterioration of our asset quality;
- Our ability to prudently manage our growth and execute our strategy;
- Changes in the value of collateral securing our loans;
- Business and economic conditions generally and in the financial services industry, nationally and within our local market area;
- Changes in management personnel;
- Our ability to maintain important deposit customer relationships, our reputation and otherwise avoid liquidity risks;
- Our ability to provide investment management performance competitive with our peers and benchmarks;
- Operational risks associated with our business;
- Volatility and direction of market interest rates;
- Increased competition in the financial services industry, particularly from regional and national institutions;
- Changes in the laws, rules, regulations, interpretations or policies relating to financial institutions, accounting, tax, trade, monetary and fiscal matters;
- Further government intervention in the U.S. financial system;
- Natural disasters and adverse weather, acts of terrorism, an outbreak of hostilities or other international or domestic calamities, and other matters beyond our control; and
- Other factors that are discussed in the section entitled “Risk Factors,” in our Annual Report on Form 10-K, filed with the SEC on February 23, 2015, which is accessible at www.sec.gov.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in this document. If one or more events related to these or other risks or uncertainties materialize,

or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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General

We are a bank holding company that now operates through two reporting segments: Bank and Investment Management. The Bank segment generates most of its revenue from interest on loans and investments, loan-related fees and deposit-related fees. Its primary source of funding for loans is deposits. Its largest expenses are interest on these deposits and salaries and related employee benefits. The Investment Management segment originated through the acquisition of substantially all of the assets of Chartwell Investment Partners, LP which was consummated on March 5, 2014, and the recent formation of Chartwell TSC Securities Corp., which is applying to be registered as a broker/dealer with the SEC and FINRA. The Investment Management segment generates most of its revenue from investment management fees earned on assets under management and its largest expenses are salaries and related employee benefits.

The following discussion and analysis presents our financial condition and results of operations on a consolidated basis, except where significant segment disclosures are necessary to better explain the operations of each segment and related variances. In particular, the discussion and analysis of non-interest income and non-interest expense is reported by segment.

We measure our performance primarily through our total revenue; earnings per common share; pre-tax, pre-provision net revenue; ratio of allowance for loan losses to total loans; assets under management; return on average assets; return on average equity; the efficiency ratio of the Bank segment; and net interest margin, among other metrics, while maintaining appropriate regulatory leverage and risk-based capital ratios.

Executive Overview

TriState Capital Holdings, Inc. ("we", "us", "our" or the "Company") is a bank holding company headquartered in Pittsburgh, Pennsylvania. The Company has three wholly owned subsidiaries: TriState Capital Bank (the "Bank"), a Pennsylvania chartered bank; Chartwell Investment Partners, Inc. ("Chartwell"), a registered investment advisor; and Chartwell TSC Securities Corp. ("CTSC Securities"), which is applying to be registered as a broker/dealer with the SEC and FINRA. Through our bank subsidiary, we serve middle-market businesses in our primary markets throughout the states of Pennsylvania, Ohio, New Jersey and New York. We also serve high-net-worth individuals on a national basis through our private banking channel. We market and distribute our products and services through a scalable branchless banking model, which creates significant operating leverage throughout our business as we continue to grow. Through our investment management subsidiary, we provide investment management services to institutional, sub-advisory, managed account and private clients on a national basis. Our broker/dealer subsidiary, once registered, will provide additional distribution and marketing efforts for Chartwell's proprietary investment products.

For the three months ended March 31, 2015, our net income was $5.1 million compared to $4.6 million for the same period in 2014, an increase of $440,000, or 9.5%, primarily due to the net impact of (1) a $594,000, or 3.7%, increase in our net interest income, (2) an increase in provision for loan losses of $317,000, (3) an increase in non-interest income of $4.6 million largely related to investment management fees, higher swap fees and FHLB dividends partially offset by lower net gain on the sale of investment securities available-for-sale, (4) an increase of $4.3 million in our non-interest expense largely related to the addition of Chartwell and (5) a $105,000 increase in income taxes.

Our diluted EPS was $0.18 for the three months ended March 31, 2015, compared to $0.16 for the same period in 2014. The increase is a result of an increase of $440,000, or 9.5%, in our net income and lower dilutive average shares largely related to the purchase of treasury stock.

Our annualized return on average assets was 0.71% for the three months ended March 31, 2015, as compared to 0.80% for the same period in 2014 due to lower net interest margin. Our annualized return on average equity was 6.66%, for the three months ended March 31, 2015, as compared to 6.29% for the same period in 2014.

For the three months ended March 31, 2015, the Bank's efficiency ratio was 62.86%, as compared to 64.11% (adjusted for non-recurring acquisition costs), for the same period in 2014, primarily as a result of higher total revenue outpacing our increase in expenses for the three months ended March 31, 2015. Our non-interest expense to average assets for the three months ended March 31, 2015, was 2.41%, compared to 2.22%, for the same period in 2014. The increase is due to the addition of Chartwell operating expenses since the closing of the Chartwell acquisition in March 2014.

For the three months ended March 31, 2015, total revenue increased $6.2 million, or 31.9%, to $25.5 million from $19.3 million for the same period in 2014, driven by two additional months of Chartwell's revenue and growth in our loan income and swap fees. Pre-tax, pre-provision net revenue increased $1.9 million, or 28.4%, to $8.4 million for the three months ended March 31, 2015, from $6.5 million for the same period in 2014, primarily resulting from the Chartwell acquisition.

Our annualized net interest margin was 2.44% for the three months ended March 31, 2015, as compared to 2.86%, for the same period in 2014. The most significant factor driving net interest margin compression has been our shift toward lower-risk assets, most notably

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the marketable-securities-backed private banking loan portfolio that the Bank has made its fastest growing channel. In addition, net interest margin was impacted by the additional interest expense from our June 2014 subordinated debt placement.

TriState Capital Holdings' total risk-based capital ratio increased to 14.39% as of March 31, 2015, from 11.02% as of December 31, 2014. TriState Capital Bank's total risk-based capital ratio increased to 13.65% as of March 31, 2015, from 10.69% as of December 31, 2014. The increase in the risk-based capital ratios are primarily due to the new Basel III capital rules effective January 1, 2015. The Company benefits from risk-weighted capital treatment recognizing the lower-risk profile of our private banking channel non-purpose margin loans, which are over-collateralized by cash and marketable securities that are priced and monitored daily. This implementation had the favorable net effect of making $70 million of regulatory capital available to the Bank in the first quarter of 2015.

Total assets of $2.9 billion as of March 31, 2015, increased $69.3 million, or 9.9% on an annualized basis, from December 31, 2014. Total loans grew by $77.1 million to $2.5 billion as of March 31, 2015, an annualized increase of 13.0% from December 31, 2014, as a result of growth in our private banking and commercial real estate loan portfolios. Total deposits increased $105.0 million, or 18.2% on an annualized basis, to $2.4 billion as of March 31, 2015, from December 31, 2014.

Non-performing assets to total assets decreased to 1.05% as of March 31, 2015, from 1.11% as of December 31, 2014, due to $910,000 in paydowns to non-performing loans during the three months ended March 31, 2015. Annualized net charge-offs to average loans for the three months ended March 31, 2015, was 0.00%, as compared to 0.19% for the same period in 2014.

The allowance for loan losses to total loans increased to 0.86% as of March 31, 2015, from 0.84% as of December 31, 2014. The allowance for loan losses to non-performing loans increased to 73.31% as of March 31, 2015, from 67.06% as of December 31, 2014. This change was primarily due to increased reserves on non-performing loans as of March 31, 2015. Provision for loan losses was $925,000 for the three months ended March 31, 2015, as compared to $608,000 for the same period in 2014.

Our book value per common share increased $0.12 or 1.1%, to $11.00 as of March 31, 2015, from $10.88 as of December 31, 2014, largely as a result of our net income. Our tangible equity to tangible assets ratio decreased to 8.94% as of March 31, 2015, from 9.05% as of December 31, 2014, primarily the result of the purchase of treasury stock.

Non-GAAP Financial Measures

The information set forth above contains certain financial information determined by methods other than in accordance with GAAP. These non-GAAP financial measures are "tangible equity," "tangible equity to tangible assets," "total revenue," "pre-tax, pre-provision net revenue," and "efficiency ratio." Although we believe these non-GAAP financial measures provide a greater understanding of our business, these measures are not necessarily comparable to similar measures that may be presented by other companies.

"Tangible equity" is defined as shareholders' equity reduced by intangible assets, including goodwill, if any. We believe this measure is important to management and investors to better understand and assess changes from period to period in shareholders' equity exclusive of changes in intangible assets. Goodwill, an intangible asset that is recorded in a business purchase combination, has the effect of increasing both equity and assets, while not increasing our tangible equity or tangible assets.

“Tangible equity to tangible assets” is defined as the ratio of shareholders' equity reduced by intangible assets, divided by total assets reduced by intangible assets. We believe this measure is important to many investors who are interested in relative changes from period to period in equity and total assets, each exclusive of changes in intangible assets.

“Total revenue” is defined as net interest income and non-interest income, excluding gains and losses on the sale of investment securities available-for-sale. We believe adjustments made to our operating revenue allow management and investors to better assess our operating revenue by removing the volatility that is associated with certain other items that are unrelated to our core business.

“Pre-tax, pre-provision net revenue” is defined as net income, without giving effect to loan loss provision and income taxes, and excluding gains and losses on the sale of investment securities available-for-sale. We believe this measure is important because it allows management and investors to better assess our performance in relation to our core operating revenue, excluding the volatility that is associated with provision for loan losses or other items that are unrelated to our core business.

“Efficiency ratio” is defined as non-interest expense divided by our total revenue. “Efficiency ratio, as adjusted” is defined as non-interest expense, excluding non-recurring expenses associated with the Chartwell acquisition and intangible amortization expense, where applicable, divided by our total revenue. We believe this measure, particularly at the Bank, allows management and investors to better assess our operating expenses in relation to our core operating revenue by removing the volatility that is associated with certain one-time items and other discrete items that are unrelated to our core business.

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(Dollars in thousands, except share and per share data)	March 31, 2015	December 31, 2014
Tangible equity to tangible assets:		
Total shareholders' equity	$308,169	$305,390
Less: intangible assets	51,985	52,374
Tangible equity	$256,184	$253,016
Total assets	$2,916,111	$2,846,857
Less: intangible assets	51,985	52,374
Tangible assets	$2,864,126	$2,794,483
Tangible equity to tangible assets	8.94%	9.05%

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Pre-tax, pre-provision net revenue:		
Net interest income	$16,456	$15,862
Total non-interest income	9,058	4,480
Less: net gain on the sale of investment securities available-for-sale	17	1,014
Total revenue	25,497	19,328
Less: total non-interest expense	17,102	12,792
Pre-tax, pre-provision net revenue	$8,395	$6,536
Efficiency ratio:		
Total non-interest expense (numerator)	$17,102	$12,792
Total revenue (denominator)	$25,497	$19,328
Efficiency ratio	67.07%	66.18%
Efficiency ratio, as adjusted:		
Less: non-recurring expenses [1]	$—	$45
Less: intangible amortization expenses	389	130
Total non-interest expense, as adjusted (numerator)	$16,713	$12,617
Total revenue (denominator)	$25,497	$19,328
Efficiency ratio, as adjusted	65.55%	65.28%

[1] Nonrecurring expenses include costs associated with the Chartwell transaction.

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BANK SEGMENT

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Bank pre-tax, pre-provision net revenue:		
Net interest income	$16,456	$15,862
Total non-interest income	1,402	2,026
Less: net gain on the sale of investment securities available-for-sale	17	1,014
Total revenue	17,841	16,874
Less: total non-interest expense	11,215	10,863
Pre-tax, pre-provision net revenue	$6,626	$6,011
Bank efficiency ratio:		
Total non-interest expense (numerator)	$11,215	$10,863
Total revenue (denominator)	$17,841	$16,874
Efficiency ratio	62.86 %	64.38 %
Bank efficiency ratio, as adjusted:		
Less: non-recurring expenses [1]	$—	$45
Total non-interest expense, as adjusted (numerator)	$11,215	$10,818
Total revenue (denominator)	$17,841	$16,874
Efficiency ratio, as adjusted	62.86 %	64.11 %

[1] Nonrecurring expenses include costs associated with the Chartwell transaction.

Results of Operations

Net Interest Income

Net interest income represents the difference between the interest and fees earned on interest-earning assets and the interest paid on interest-bearing liabilities. Net interest income is affected by changes in the volume of interest-earning assets and interest-bearing liabilities and changes in interest yields earned and rates paid. Maintaining consistent spreads between earning assets and interest-bearing liabilities is significant to our financial performance because net interest income comprised 64.5% and 82.1% of total revenue for the three months ended March 31, 2015 and 2014, respectively.

The table below reflects an analysis of net interest income, on a fully taxable equivalent basis, for the periods indicated. The adjustment to convert certain income to a fully taxable equivalent basis consists of dividing tax exempt income by one minus the statutory federal income tax rate of 35.0%.

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Interest income	$19,995	$18,308
Fully taxable equivalent adjustment	58	58
Interest income adjusted	20,053	18,366
Less: interest expense	3,539	2,446
Net interest income adjusted	$16,514	$15,920
Yield on earning assets	2.96 %	3.30 %
Cost of interest-bearing liabilities	0.60 %	0.52 %
Net interest spread	2.36 %	2.78 %
Net interest margin [1]	2.44 %	2.86 %

(1) Net interest margin is calculated on a fully taxable equivalent basis.

The following table provides information regarding the average balances and yields earned on interest-earning assets and the average balances and rates paid on interest-bearing liabilities for the three months ended March 31, 2015 and 2014. Non-accrual loans are included in the calculation of the average loan balances, while interest collected on non-accrual loans is recorded as a reduction to principal. Where

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applicable, interest income and yield are reflected on a fully taxable equivalent basis, and have been adjusted based on the statutory federal income tax rate of 35.0%.

	Three Months Ended March 31,							
	2015				2014			
(Dollars in thousands)	Average Balance	Interest Income [1]/ Expense	Average Yield/ Rate		Average Balance	Interest Income [1]/ Expense	Average Yield/ Rate	
Assets								
Interest-earning deposits	$118,761	$102	0.35	%	$181,784	$150	0.33	%
Federal funds sold	5,807	1	0.07	%	7,567	1	0.05	%
Investment securities available-for-sale	161,484	488	1.23	%	187,882	664	1.43	%
Investment securities held-to-maturity	35,744	352	3.99	%	25,253	217	3.48	%
Total loans	2,425,211	19,110	3.20	%	1,857,570	17,334	3.78	%
Total interest-earning assets	2,747,007	20,053	2.96	%	2,260,056	18,366	3.30	%
Other assets	133,204				73,251			
Total assets	$2,880,211				$2,333,307			
Liabilities and Shareholders' Equity								
Interest-bearing deposits:								
Interest-bearing checking accounts	$115,543	$120	0.42	%	$24,106	$6	0.10	%
Money market deposit accounts	1,259,148	1,220	0.39	%	961,955	880	0.37	%
Time deposits (excluding CDARS®)	442,402	987	0.90	%	466,372	986	0.86	%
CDARS® time deposits	422,955	565	0.54	%	420,170	553	0.53	%
Borrowings:								
FHLB borrowing	100,389	93	0.38	%	20,222	21	0.42	%
Subordinated notes payable	35,000	554	6.42	%	—	—	—	%
Total interest-bearing liabilities	2,375,437	3,539	0.60	%	1,892,825	2,446	0.52	%
Noninterest-bearing deposits	161,850				125,772			
Other liabilities	35,147				16,924			
Shareholders' equity	307,777				297,786			
Total liabilities and shareholders' equity	$2,880,211				$2,333,307			
Net interest income [1]		$16,514				$15,920		
Net interest spread			2.36	%			2.78	%
Net interest margin [1]			2.44	%			2.86	%

[1] Net interest income and net interest margin are calculated on a fully taxable equivalent basis.

Net Interest Income for the Three Months Ended March 31, 2015 and 2014. Net interest income, calculated on a fully taxable equivalent basis, increased $594,000 or 3.7%, to $16.5 million for the three months ended March 31, 2015, from $15.9 million for the same period in 2014. The increase in net interest income for the three months ended March 31, 2015, was primarily attributable to a $487.0 million, or 21.5%, increase in average interest-earning assets driven largely by loan growth, while net interest margin decreased to 2.44% for the three months ended March 31, 2015, as compared to 2.86% for the same period in 2014. The increase in net interest income reflects an increase of $1.7 million, or 9.2%, in interest income, partially offset by an increase of $1.1 million, or 44.7%, in interest expense.

The increase in interest income was primarily the result of an increase in average total loans of $567.6 million, or 30.6%, which is our primary earning asset and the Bank's core business, as well as an increase of $10.5 million in average investment securities held-to-maturity, partially offset by a decrease of $26.4 million, or 14.1%, in average investment securities available-for-sale, a decrease of 58 basis points in yield on our loans and a decrease of 20 basis

points in yield on investment securities available-for-sale. The most significant factor of the declining yield on our loan portfolio has been our shift toward lower-risk assets, most notably the marketable-securities-backed private banking loan portfolio that the Bank has made its fastest growing channel. The overall yield on interest-earning assets declined 34 basis points to 2.96% for the three months ended March 31, 2015, as compared to 3.30% for the same period in 2014, primarily as a result of the lower yield on loans, driven largely by the increase in our private banking portfolio.

Interest expense on interest-bearing liabilities of $3.5 million, for the three months ended March 31, 2015, increased $1.1 million or 44.7% from the same period in 2014 as a result of an increase of $482.6 million or 25.5% in average interest-bearing liabilities for the three months ended March 31, 2015, coupled with an increase of eight basis points in the average rate paid on our average interest-bearing

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liabilities compared to the same period in 2014. The increase in average rate paid was reflective of increases in rates paid in all interest-bearing deposit categories and the issuance of subordinated debt, partially offset by a shift in our deposit mix. The increase in average interest-bearing liabilities was driven primarily by an increase of $297.2 million, or 30.9%, in average money market deposit accounts and an increase of $91.4 million, in average interest-bearing checking accounts, an increase in average FHLB borrowings of $80.2 million and the $35.0 million issuance of subordinated debt.

The following table analyzes the dollar amount of the change in interest income and interest expense with respect to the primary components of interest-earning assets and interest-bearing liabilities. The table shows the amount of the change in interest income or interest expense caused by either changes in outstanding balances or changes in interest rates for the three months ended March 31, 2015 and 2014. The effect of a change in balances is measured by applying the average rate during the first period to the balance (“volume”) change between the two periods. The effect of changes in rate is measured by applying the change in rate between the two periods to the average volume during the first period.

	Three Months Ended March 31, 2015 over 2014		
(Dollars in thousands)	Yield/Rate	Volume	Change[1]
Increase (decrease) in:			
Interest income:			
Interest-earning deposits	$6	$(54)	$(48)
Federal funds sold	—	—	—
Investment securities available-for-sale	(89)	(87)	(176)
Investment securities held-to-maturity	35	100	135
Total loans	(2,975)	4,751	1,776
Total increase (decrease) in interest income	(3,023)	4,710	1,687
Interest expense:			
Interest-bearing deposits:			
Interest-bearing checking accounts	52	62	114
Money market deposit accounts	55	285	340
Time deposits (excluding CDARS®)	53	(52)	1
CDARS® time deposits	8	4	12
Borrowings:			
FHLB borrowing	(2)	74	72
Subordinated notes payable	—	554	554
Total increase (decrease) in interest expense	166	927	1,093
Total increase (decrease) in net interest income	$(3,189)	$3,783	$594

(1) The change in interest income and expense due to change in composition and applicable yields and rates has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

Provision for Loan Losses

The provision for loan losses represents our determination of the amount necessary to be charged against the current period's earnings to maintain the allowance for loan losses at a level that is considered adequate in relation to the estimated losses inherent in the loan portfolio. For additional information regarding our allowance for loan losses, see “Allowance for Loan Losses.”

Provision for Loan Losses for the Three Months Ended March 31, 2015 and 2014. We recorded a $925,000 and $608,000 provision for loan losses for the three months ended March 31, 2015 and 2014, respectively. The provision for the three months ended March 31, 2015, was comprised of the net increase of $1.6 million in specific reserves on non-performing commercial and industrial loans and an increase of $218,000 in the general reserve of the commercial real estate portfolio due to growth, partially offset by a decrease of $878,000 in commercial and industrial general reserves primarily due to overall decreases in this loan portfolio. The provision for loan losses for the three months ended March 31, 2014, was the result of an increase in specific reserves on commercial and industrial loans (of which a portion was subsequently charged-off) partially offset by a decrease in specific reserves on one commercial and industrial loan which paid off and a decrease in the general reserve of the commercial real estate portfolio.

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Non-Interest Income

Non-interest income is an important component of our revenue and it is comprised primarily of investment management fees for Chartwell coupled with fees generated from loan and deposit relationships with our Bank customers, including swap transactions. In addition, from time to time as opportunities arise, we sell portions of our investment securities available-for-sale portfolio. Gains or losses experienced on these sales are less predictable than many of the other components of our non-interest income because the amount of realized gains or losses is impacted by a number of factors, including the nature of the security sold, the purpose of the sale, the interest rate environment and other market conditions.

The following table presents the components of our non-interest income for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014		
(Dollars in thousands)	Bank	Investment Management	Consolidated	Bank	Investment Management	Consolidated
Investment management fees	$—	$7,655	$7,655	$—	$2,454	$2,454
Service charges	163	—	163	130	—	130
Net gain on the sale of investment securities available-for-sale	17	—	17	1,014	—	1,014
Swap fees	317	—	317	154	—	154
Commitment and other fees	507	—	507	494	—	494
Other income [1]	398	1	399	234	—	234
Total non-interest income	$1,402	$7,656	$9,058	$2,026	$2,454	$4,480

(1) Other income includes such items as income from BOLI, unrealized gain (loss) on swaps, FHLB stock dividends, gain on the sale of loans and other general operating income.

Non-Interest Income for the Three Months Ended March 31, 2015 and 2014. Our non-interest income was $9.1 million for the three months ended March 31, 2015, an increase of $4.6 million, or 102.2%, from $4.5 million for the same period in 2014, primarily related to increases in investment management fees, swap fees and other income partially offset by lower net gain on the sale of investment securities available-for-sale.

Investment Management Segment:

- Investment management fees were $7.7 million for the three months ended March 31, 2015, which represented three months of revenue for Chartwell, as compared to $2.5 million for the three months ended March 31, 2014, which represented only one month of revenue for Chartwell. Assets under management increased $133.0 million to $8.1 billion as of March 31, 2015, as compared to $8.0 billion as of March 31, 2014.

Bank Segment:

- Net gain on the sale of investment securities available-for-sale was $17,000 for the three months ended March 31, 2015, compared to $1.0 million for the same period in 2014.

- Swap fees of $317,000 for the three months ended March 31, 2015, increased $163,000, as compared to $154,000 for the same period in 2014, driven by fluctuations in customer demand for long-term interest rate protection. The level and frequency of income associated with swap transactions can vary materially from period to period, based on customers' expectations of market conditions.

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Other income of $398,000 for the three months ended March 31, 2015, increased $164,000, as compared to $234,000 for the same period in 2014, primarily due to $192,000 higher dividends on FHLB stock and $77,000 higher income from BOLI as a result of an increase in our investment, partially offset by $105,000 lower income resulting from a decrease in the fair values of our swaps.

Non-Interest Expense

Our non-interest expense represents the operating cost of maintaining and growing our business. The largest portion of non-interest expense for each segment is compensation and employee benefits, which include employee payroll expense as well as the cost of incentive compensation, benefit plans, health insurance and payroll taxes, all of which are impacted by the growth in our employee base, coupled with increases in the level of compensation and benefits of our existing employees.

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The following table presents the components of our non-interest expense by operating segment for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31, 2015			Three Months Ended March 31, 2014		
(Dollars in thousands)	Bank	Investment Management	Consolidated	Bank	Investment Management	Consolidated
Compensation and employee benefits	$6,838	$4,576	$11,414	$6,746	$1,492	$8,238
Premises and occupancy costs	935	187	1,122	844	61	905
Professional fees	780	96	876	885	15	900
FDIC insurance expense	468	—	468	408	—	408
General insurance expense	245	49	294	241	12	253
State capital shares tax	273	—	273	314	—	314
Travel and entertainment expense	360	166	526	357	78	435
Data processing expense	262	—	262	223	—	223
Intangible amortization expense	—	389	389	—	130	130
Other operating expenses [1]	1,054	424	1,478	845	141	986
Total non-interest expense	$11,215	$5,887	$17,102	$10,863	$1,929	$12,792
Full-time equivalent employees [2]	133	53	186	125	47	172

(1) Other operating expenses includes such items as investor relations, charitable contributions, telephone, marketing, loan-related expenses, employee-related expenses and other general operating expenses.

(2) Full-time equivalent employees shown are as of the end of the periods presented.

Non-Interest Expense for the Three Months Ended March 31, 2015 and 2014. Our non-interest expense for the three months ended March 31, 2015, increased $4.3 million, or 33.7%, as compared to the same period in 2014, of which $352,000 relates to the increase in expenses of the Bank segment and $4.0 million relates to the increase in expenses of the Investment Management segment, which commenced activity on March 5, 2014. The significant changes in each segment's expenses are described below.

Investment Management Segment:

- Non-interest expense for the Investment Management segment increased by $4.0 million for the three months ended March 31, 2015, to $5.9 million which represented three months of Chartwell's expenses as compared to $1.9 million for the same period in 2014, which represented only one month of expenses.

Bank Segment:

- Premise and occupancy costs increased $91,000 for the three months ended March 31, 2015, compared to the same period in 2014 due to increases in rent expense and depreciation related to the expansion of the Pittsburgh office.

- Professional fees decreased $105,000 for the three months ended March 31, 2015, compared to the same period in 2014 due to lower legal fees and investment advisory fees.

- FDIC insurance expense increased $60,000 for the three months ended March 31, 2015, as compared to the same period in 2014, largely related to increased asset levels.

- Other operating expenses for the three months ended March 31, 2015, increased by $209,000, compared to the same period in 2014, largely related to higher charitable contributions.

Income Taxes

We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the tax effects of differences between the financial statement and tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities with regard to a change in tax rates is recognized in income in the period that includes the enactment date. We evaluate whether it is more likely than not that we will be able to realize the benefit of identified deferred tax assets.

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Income Taxes for the Three Months Ended March 31, 2015 and 2014. For the three months ended March 31, 2015, we recognized income tax expense of $2.4 million or 32.5% of income before tax, as compared to income tax expense of $2.3 million, or 33.5%, of income before tax, for the same period in 2014. Our effective tax rate of 32.5% for the three months ended March 31, 2015, increased as compared to the effective tax rate of 30.4% for the year ended December 31, 2014, as a result of estimated income related to the Investment Management segment. Our effective tax rate for the three months ended March 31, 2014, was not indicative of the full year effective tax rate for 2014 due to tax credits generated later in the year.

Financial Condition

Our total assets as of March 31, 2015, were $2.9 billion which was an increase of $69.3 million or 9.9% on an annualized basis, from December 31, 2014, driven primarily by growth in our loan portfolio. As of March 31, 2015, our loan portfolio increased $77.1 million or 13.0% on an annualized basis, to $2.5 billion, as compared to December 31, 2014. Total investment securities decreased $16.5 million or 32.5% on an annualized basis, to $189.7 million, as of March 31, 2015, from $206.2 million, as of December 31, 2014, as a result of the net activity of sales, repayments and purchases of certain securities. Cash and cash equivalents increased $8.8 million, to $114.6 million, as of March 31, 2015, from $105.7 million, as of December 31, 2014. Our total deposits increased $105.0 million, or 18.2% on an annualized basis, to $2.4 billion as of March 31, 2015, to fund loan growth and pay down borrowings. Borrowings decreased $40.0 million, to $125.0 million, as of March 31, 2015, compared to December 31, 2014. Our shareholders' equity increased $2.8 million to $308.2 million as of March 31, 2015, compared to $305.4 million as of December 31, 2014. This increase was primarily the result of $5.1 million in net income, an increase of $282,000 in other comprehensive income (loss), which represents the change in the unrealized loss on our investment portfolio (net of deferred taxes) and the impact of $439,000 in stock-based compensation, offset by the purchase of $3.0 million in treasury stock.

Loans

The Bank's primary source of income is interest on loans. Our loan portfolio consists primarily of loans to our private banking clients, commercial and industrial loans, and real estate loans secured by commercial properties. Our loan portfolio represents the highest yielding component of our earning asset base.

The following table presents the composition of our loan portfolio by channel, as of the dates indicated:

(Dollars in thousands)	March 31, 2015	Percent of Total Loans	December 31, 2014	Percent of Total Loans
Private banking channel loans	$1,064,847	43.0 %	$989,302	41.2 %
Middle-market banking channel loans:				
Commercial and industrial	657,894	26.6 %	677,493	28.2 %
Commercial real estate	754,389	30.4 %	733,257	30.6 %
Total middle-market banking channel loans	1,412,283	57.0 %	1,410,750	58.8 %
Total loans	$2,477,130	100.0 %	$2,400,052	100.0 %

Total loans. Total loans increased by $77.1 million or 13.0% on an annualized basis, to $2.5 billion as of March 31, 2015, as compared to December 31, 2014. Our growth for the three months ended March 31, 2015, was comprised of an increase in private banking loans of $75.5 million or 31.0% annualized, a decrease in commercial and industrial loans of $19.6 million or 11.7% annualized, and an increase in commercial real estate loans of $21.1 million or 11.7% annualized.

Primary Loan Categories by Channel

Private Banking Channel Loans. Our private banking loans include personal and commercial loans, which are sourced through our private banking channel that operates on a national basis. These loans consist primarily of loans made to high-net-worth individuals and/or trusts and businesses that may be secured by cash, marketable securities, residential property or other financial assets. The primary source of repayment for these loans is the income and assets of the borrower. We also have a limited number of unsecured loans and lines of credit in our private banking channel loan portfolio.

As of March 31, 2015 there was $899.2 million or 84.4% of private banking channel loans that were secured by cash and marketable securities as compared to $803.5 million or 81.2%, as of December 31, 2014. The growth in loans secured by cash and marketable securities is expected to continue as a result of our strategy to focus on this portion of our private banking business as we believe these loans tend to have a lower risk profile. On a daily basis, we price and monitor the collateral of these non-purpose margin loans secured by cash and marketable securities.

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Loans sourced through our private banking channel also include loans for commercial and business purposes, a majority of which are secured by cash and marketable securities. The table below includes all loans made through our private banking channel, by collateral type, as of the dates indicated.

(Dollars in thousands)	March 31, 2015	December 31, 2014
Private banking channel loans:		
Secured by real estate	$143,552	$161,568
Secured by cash and marketable securities	899,182	803,453
Other	22,113	24,281
Total private banking channel loans	$1,064,847	$989,302

Middle-Market Banking - Commercial and Industrial Loans. Our commercial and industrial loan portfolio primarily includes loans made to service companies or manufacturers generally for the purpose of production, operating capacity, accounts receivable, inventory, equipment financing, acquisitions and recapitalizations. Cash flow from the borrower's operations is the primary source of repayment for these loans.

Middle-Market Banking - Commercial Real Estate Loans. Our commercial real estate loan portfolio includes loans secured by commercial purpose real estate, including both owner occupied properties and investment properties for various purposes including office, retail, industrial, multifamily and hospitality. Also included are commercial construction loans to finance the construction or renovation of structures as well as to finance the acquisition and development of raw land for various purposes. The cash flow from income producing properties or the sale of property from construction and development loans are the primary sources of repayment for these loans.

As of March 31, 2015, $535.2 million of total commercial real estate loans were at a floating rate and $219.1 million were at a fixed rate, as compared to $512.5 million and $220.8 million, respectively, as of December 31, 2014.

Loan Maturities and Interest Rate Sensitivity

The following table presents the contractual maturity ranges and the amount of such loans with fixed and adjustable rates in each maturity range as of the date indicated.

	March 31, 2015			
(Dollars in thousands)	One Year or Less	One to Five Years	Greater Than Five Years	Total
Loan maturity:				
Commercial and industrial	$101,732	$515,761	$40,401	$657,894
Commercial real estate	134,168	416,618	203,603	754,389
Private banking	886,845	116,402	61,600	1,064,847
Total loans	$1,122,745	$1,048,781	$305,604	$2,477,130
Interest rate sensitivity:				
Fixed interest rates	$87,723	$223,399	$124,902	$436,024
Floating or adjustable interest rates	1,035,022	825,382	180,702	2,041,106
Total loans	$1,122,745	$1,048,781	$305,604	$2,477,130

Interest Reserve Loans

As of March 31, 2015, loans with interest reserves totaled $81.1 million, which represented 3.3% of total loans, as compared to $73.9 million or 3.1% as of December 31, 2014, due to the 11.7% growth in the commercial real estate

portfolio. Certain loans reserve a portion of the proceeds to be used to pay interest due on the loan. These loans with interest reserves are common for construction and land development loans. The use of interest reserves is based on the feasibility of the project, the creditworthiness of the borrower and guarantors, and the loan to value coverage of the collateral. The interest reserve may be used by the borrower, when certain financial conditions are met, to draw loan funds to pay interest charges on the outstanding balance of the loan. When drawn, the interest is capitalized and added to the loan balance, subject to conditions specified during the initial underwriting and at the time the credit is approved. We have effective and ongoing procedures and controls for monitoring compliance with loan covenants for advancing funds and determining

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default conditions. In addition, most of our construction lending is performed within our geographic footprint and our lenders are familiar with trends in the local real estate market.

Allowance for Loan Losses

Our allowance for loan losses represents our estimate of probable loan losses inherent in the loan portfolio at a specific point in time. This estimate includes losses associated with specifically identified loans, as well as estimated probable credit losses inherent in the remainder of the loan portfolio. Additions are made to the allowance through both periodic provisions charged to income and recoveries of losses previously incurred. Reductions to the allowance occur as loans are charged off or when the credit history of any of the three loan portfolios improves. Management evaluates the adequacy of the allowance at least quarterly. This evaluation is subjective and requires material estimates that may change over time.

The components of the allowance for loan losses represent estimates based upon ASC Topic 450, Contingencies, and ASC Topic 310, Receivables. ASC Topic 450 applies to homogeneous loan pools such as consumer installment, residential mortgages and consumer lines of credit, as well as commercial loans that are not individually evaluated for impairment under ASC Topic 310. ASC Topic 310 is applied to commercial and consumer loans that are individually evaluated for impairment.

Under ASC Topic 310, a loan is impaired when, based upon current information and events, it is probable that the loan will not be repaid according to its original contractual terms, including both principal and interest or if a loan is designated as a TDR. Management performs individual assessments of impaired loans to determine the existence of loss exposure and, where applicable, based upon the fair value of the collateral less estimated selling costs where a loan is collateral dependent.

In estimating probable loan loss under ASC Topic 450 we consider numerous factors, including historical charge-off rates and subsequent recoveries. We also consider, but are not limited to, qualitative factors that influence our credit quality, such as delinquency and non-performing loan trends, changes in loan underwriting guidelines and credit policies, as well as the results of internal loan reviews. Finally, we consider the impact of changes in current local and regional economic conditions in the markets that we serve. Assessment of relevant economic factors indicates that some of our primary markets historically tend to lag the national economy, with local economies in those primary markets also improving or weakening, as the case may be, but at a more measured rate than the national trends.

We base the computation of the allowance for loan losses under ASC Topic 450 on two factors: the primary factor and the secondary factor. The primary factor is based on the inherent risk identified within each of the Company's three loan portfolios based on the historical loss experience of each loan portfolio and the loss emergence period. Management has developed a methodology that is applied to each of our three primary loan portfolios, consisting of commercial and industrial, commercial real estate and private banking. As the loan loss history, mix and risk rating of each loan portfolio change, the primary factor adjusts accordingly. The allowance for loan losses related to the primary factor is based on our estimates as to probable losses for each loan portfolio. The secondary factor is intended to capture risks related to events and circumstances that management believes may impact the performance of the loan portfolio. Although this factor is more subjective in nature, the methodology focuses on internal and external trends in pre-specified categories (risk factors) and applies a quantitative percentage which drives the secondary factor. We have identified nine risk factors and each risk factor is assigned a reserve level, based on management's judgment, as to the probable impact on each loan portfolio and is monitored on a quarterly basis. As the trend in each risk factor changes, a corresponding change occurs in the reserve associated with each respective risk factor, such that the secondary factor remains current to changes in each loan portfolio. Potential problem loans are identified and monitored through frequent, formal review processes. Updates are presented to our board of directors as to the status of loan quality at least quarterly.

The following table summarizes the allowance for loan losses, as of the dates indicated:

(Dollars in thousands)	March 31, 2015	December 31, 2014
General reserves	$14,095	$14,690
Specific reserves	7,110	5,583
Total allowance for loan losses	$21,205	$20,273
Allowance for loan losses to total loans	0.86 %	0.84 %

As of March 31, 2015, we had specific reserves totaling $7.1 million related to five commercial and industrial loans and one private banking loan, with an aggregated total outstanding balance of $21.9 million. All of these loans were on non-accrual status as of March 31, 2015.

As of December 31, 2014, we had specific reserves totaling $5.6 million related to six commercial and industrial loans and one private banking loan, with an aggregated total outstanding balance of $25.1 million. All of these loans were on non-accrual status as of December 31, 2014.

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The following table summarizes allowance for loan losses by loan category and percentage of loans, as of the dates indicated:

	March 31, 2015			December 31, 2014		
(Dollars in thousands)	Reserve	Percent of Reserve	Percent of Loans	Reserve	Percent of Reserve	Percent of Loans
Commercial and industrial	$14,191	66.9%	26.6%	$13,501	66.6%	28.2%
Commercial real estate	4,973	23.5%	30.4%	4,755	23.5%	30.6%
Private banking	2,041	9.6%	43.0%	2,017	9.9%	41.2%
Total allowance for loan losses	$21,205	100.0%	100.0%	$20,273	100.0%	100.0%

Allowance for Loan Losses as of March 31, 2015 and December 31, 2014. Our allowance for loan losses increased to $21.2 million, or 0.86%, of total loans as of March 31, 2015, as compared to $20.3 million, or 0.84% of total loans, as of December 31, 2014. The increase in the total reserve was primarily attributable to an increase in the specific reserves for the commercial and industrial loan portfolio and an increase in the general reserves for the commercial real estate portfolio partially offset by a decrease in the general reserves for the commercial and industrial loan portfolio.

Our allowance for loan losses related to commercial and industrial loans increased $690,000, to $14.2 million as of March 31, 2015, as compared to $13.5 million as of December 31, 2014. This increase was primarily attributable to an increase of $1.6 million in specific reserves related to two non-accrual loans, offset by a decrease of $878,000 in general reserves due to overall decreases in the commercial and industrial loan portfolio. Our allowance for loan losses related to commercial real estate loans increased by $218,000, to $5.0 million as of March 31, 2015, as compared to $4.8 million as of December 31, 2014. This increase to the commercial real estate general reserve was primarily attributable to the loan growth in this portfolio. Our allowance for loan losses related to private banking loans only increased $24,000, to $2.0 million as of March 31, 2015, from December 31, 2014, related to growth in this portfolio offset by its continued overall high credit quality.

Net Charge-Offs

Our charge-off policy for commercial and private banking loans requires that loans and other obligations that are not collectible be promptly charged off in the month the loss becomes probable, regardless of the delinquency status of the loan. We recognize a partial charge-off when we have determined that the value of the collateral is less than the remaining ledger balance at the time of the evaluation. A loan or obligation is not required to be charged off, regardless of delinquency status, if (1) we have determined there exists sufficient collateral to protect the remaining loan balance and (2) there exists a strategy to liquidate the collateral. We may also consider a number of other factors to determine when a charge-off is appropriate, including:

- The status of a bankruptcy proceeding;
- The value of collateral and probability of successful liquidation; and
- The status of adverse proceedings or litigation that may result in collection.

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The following table provides an analysis of the allowance for loan losses and net charge-offs for the periods indicated:

	Three Months Ended March 31,	
(Dollars in thousands)	2015	2014
Beginning balance	$20,273	$18,996
Charge-offs:		
Commercial and industrial	—	(852)
Commercial real estate	—	—
Private banking	—	—
Total charge-offs	—	(852)
Recoveries:		
Commercial and industrial	7	—
Commercial real estate	—	—
Private banking	—	—
Total recoveries	7	—
Net (charge-offs) recoveries	7	(852)
Provision for loan losses	925	608
Ending balance	$21,205	$18,752
Net loan charge-offs to average total loans [(1)]	— %	0.19 %
Provision for loan losses to average total loans [(1)]	0.15 %	0.13 %
Allowance for loan losses to net loan charge-offs [(1)]	n/m	542.70 %
Provision for loan losses to net loan charge-offs [(1)]	n/m	71.36 %

[(1)] Interim period ratios are annualized.
n/m: Not meaningful

Net Charge-Offs for the Three Months Ended March 31, 2015. Our net loan recoveries of $7,000, or 0.00% of average loans on an annualized basis, for the three months ended March 31, 2015, was related to one commercial and industrial loan.

Net Charge-Offs for the Three Months Ended March 31, 2014. Our net loan charge-offs of $852,000, or 0.19% of average loans on an annualized basis, for the three months ended March 31, 2014, was related to one commercial and industrial loan.

Non-Performing Assets

Non-performing assets consist of non-performing loans and other real estate owned. Non-performing loans consist of loans that are on non-accrual status. OREO is real property acquired through foreclosure on the collateral underlying defaulted loans and includes in-substance foreclosures. We initially record OREO at the lower of the related original loan balance or fair value, less estimated costs to sell the assets. We account for TDRs in accordance with ASC 310, Receivables.

Our policy is to place loans in all categories on non-accrual status when collection of interest or principal is doubtful, or when interest or principal payments are 90 days or more past due. There were no loans 90 days or more past due and still accruing interest as of March 31, 2015 and December 31, 2014, and there was no interest income recognized on these loans for the three months ended March 31, 2015 and 2014, while these loans were on non-accrual. As of March 31, 2015, non-performing loans were $28.9 million or 1.17% of total loans, compared to $30.2 million or 1.26% of total loans, as of December 31, 2014. We had specific reserves of $7.1 million and $5.6 million as of March 31, 2015 and December 31, 2014, respectively on these non-performing loans. The net loan balance of our non-performing loans was 46.2% and 51.3% of the original loan balance after payments, charge-offs and specific

reserves as of March 31, 2015 and December 31, 2014, respectively.

For additional information on our non-performing loans for March 31, 2015 and December 31, 2014, refer to Note 4, Allowance for Loan Losses, to our consolidated financial statements.

Once the determination is made that a foreclosure is necessary, the loan is reclassified as “in-substance foreclosure” until a sale date and title to the property is finalized. Once we own the property, it is maintained, marketed, rented and sold to repay the original loan. Historically, foreclosure trends in our loan portfolio have been low due to the seasoning of our portfolio. Any loans that are modified or extended are reviewed for potential classification as a TDR loan. For borrowers that are experiencing financial difficulty, we complete

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a process that outlines the terms of the modification, the reasons for the proposed modification and documents the current status of the borrower.

We had non-performing assets of $30.7 million, or 1.05% of total assets, as of March 31, 2015, as compared to $31.6 million, or 1.11% of total assets, as of December 31, 2014. The decrease in non-performing assets was the result of $910,000 in paydowns to non-performing loans in 2015. This decrease was considered within the assessment of the determination of the allowance for loan losses. As of March 31, 2015, we had three OREO properties totaling $1.8 million.

The following table summarizes our non-performing assets as of the dates indicated:

(Dollars in thousands)	March 31, 2015	December 31, 2014
Non-performing loans:		
Commercial and industrial	$23,989	$24,665
Commercial real estate	2,912	3,498
Private banking	2,025	2,069
Total non-performing loans	$28,926	$30,232
Other real estate owned	1,766	1,370
Total non-performing assets	$30,692	$31,602
Non-performing troubled debt restructured loans [(1)]	$20,388	$14,107
Performing troubled debt restructured loans	$564	$528
Non-performing loans to total loans	1.17 %	1.26 %
Allowance for loan losses to non-performing loans	73.31 %	67.06 %
Non-performing assets to total assets	1.05 %	1.11 %

(1) Included in total non-performing loans.

Potential Problem Loans

Potential problem loans are those loans that are not categorized as non-performing loans, but where current information indicates that the borrower may not be able to comply with repayment terms. Among other factors, we monitor past due status as an indicator of credit deterioration and potential problem loans. A loan is considered past due when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. To the extent that loans become past due, we assess the potential for loss on such loans as we would with other problem loans and consider the effect of any potential loss in determining any provision for probable loan losses. We also assess alternatives to maximize collection of any past due loans, including and without limitation, restructuring loan terms, requiring additional loan guarantee(s) or collateral or other planned action.

For additional information on the age analysis of past due loans segregated by class of loan for March 31, 2015 and December 31, 2014, refer to Note 4, Allowance for Loan Losses, to our unaudited condensed consolidated financial statements.

On a monthly basis, we monitor various credit quality indicators for our loan portfolio, including delinquency, non-performing status, changes in risk ratings, changes in the underlying performance of the borrowers and other relevant factors.

We also monitor the loan portfolio through an internal risk rating system on a periodic basis. Loan risk ratings are assigned based upon the creditworthiness of the borrower. Loan risk ratings are reviewed on an ongoing basis

according to internal policies. Loans within the pass rating are viewed to have a lower risk of loss than loans that are risk rated as special mention, substandard and doubtful, which are viewed to have an increasing risk of loss. Our internal risk ratings are consistent with regulatory guidance.

For additional information on the definitions of our internal risk rating and the recorded investment in loans by credit quality indicator for March 31, 2015 and December 31, 2014, refer to Note 4, Allowance for Loan Losses, to our unaudited condensed consolidated financial statements.

Investment Securities

We utilize investment activities to enhance net interest income while supporting interest rate risk management and liquidity management. Our securities portfolio consists of available-for-sale securities, held-to-maturity securities and from time to time, securities held for trading purposes. Securities purchased with the intent to sell under trading activity are recorded at fair value and changes to fair value are recognized in the consolidated statement of income. Securities categorized as available-for-sale are recorded at fair value and changes

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in the fair value of these securities are recognized as a component of total shareholders' equity, within accumulated other comprehensive income (loss), net of deferred taxes. Securities categorized as held-to-maturity are debt securities that the Company intends to hold until maturity and are reported at amortized cost.

On a quarterly basis, we determine the fair market value of our investment securities based on information provided by multiple external sources. In addition, on a quarterly basis, we conduct an internal evaluation of changes in the fair market value of our investment securities to gain a level of comfort with the market value information received from the external sources.

Securities, like loans, are subject to interest rate and credit risk. In addition, by their nature, securities classified as available-for-sale or trading are also subject to fair value risks that could negatively affect the level of liquidity available to us, as well as shareholders' equity. Since March 31, 2014, the Bank has engaged Chartwell to provide securities portfolio advisory services, subject to the investment parameters set forth in our investment policy.

As of March 31, 2015 and December 31, 2014, we reported securities in available-for-sale and held-to-maturity categories. In general, fair value is based upon quoted market prices of identical assets, when available. Where sufficient data is not available to produce a fair valuation, fair value is based on broker quotes for similar assets. Quarterly, we validate the prices received from these third parties by comparing them to prices provided by a different independent pricing service. We have also reviewed the detailed valuation methodologies provided to us by our pricing services. Broker quotes may be adjusted to ensure that financial instruments are recorded at fair value. Adjustments may include unobservable parameters, among other things.

We perform a quarterly review of our investment securities to identify those that may indicate other-than-temporary impairment. Our policy for OTTI is based upon a number of factors, including but not limited to, the length of time and extent to which the estimated fair value has been less than cost, the financial condition of the underlying issuer, the ability of the issuer to meet contractual obligations, the likelihood of the investment security's ability to recover any decline in its estimated fair value and whether we intend to sell the investment security or if it is more likely than not that we will be required to sell the investment security prior to its recovery. If the financial markets experience deterioration, charges to income could occur in future periods.

Our available-for-sale securities portfolio consists of U.S. government agency obligations, mortgage-backed securities, corporate bonds, single-issuer trust preferred securities, all with varying contractual maturities, and certain equity securities. Our held-to-maturity portfolio consists of certain municipal bonds and corporate bonds while our trading portfolio, when active, consists of U.S. Treasury Notes, also with varying contractual maturities. However, these maturities do not necessarily represent the expected life of the securities as the securities may be called or paid down without penalty prior to their stated maturities. The effective duration of our securities portfolio as of March 31, 2015, was approximately 1.6, where duration is defined as the approximate percentage change in price for a 100 basis point change in rates. No investment in any of these securities exceeds any applicable limitation imposed by law or regulation. Our Asset/Liability Management Committee (“ALCO”) reviews the investment portfolio on an ongoing basis to ensure that the investments conform to our investment policy.

Available-for-Sale Investment Securities. We held $152.4 million in investment securities available-for-sale as of March 31, 2015, a decrease of $14.1 million, or 34.4% annualized, from December 31, 2014. This decrease was attributable to the sale of certain corporate bonds and an agency mortgage-backed security during the three months ended March 31, 2015.

On a fair value basis, 80.2% of our available-for-sale investment securities as of March 31, 2015, were floating-rate securities for which yields increase or decrease based on changes in market interest rates. As of December 31, 2014, floating-rate securities comprised 74.6% of our available-for-sale investment securities.

On a fair value basis, 62.1% of our available-for-sale investment securities as of March 31, 2015, were agency securities, which tend to have a lower risk profile, while the remainder of the portfolio was comprised of certain corporate bonds, single-issuer trust preferred securities, non-agency commercial mortgage-backed securities, and certain equity securities. As of December 31, 2014, agency securities comprised 59.1% of our available-for-sale investment securities.

Held-to-Maturity Investment Securities. We held $37.2 million and $39.6 million in investment securities held-to-maturity as of March 31, 2015 and December 31, 2014, respectively. The decrease of $2.4 million was attributable to the repayment of a called agency debenture partially offset by purchases of municipal securities during the three months ended March 31, 2015. As part of our asset and liability management strategy, we determined that we have the intent and ability to hold these bonds until maturity, and these securities were reported at amortized cost, as of March 31, 2015.

Trading Investment Securities. We held no investment securities trading as of March 31, 2015 and December 31, 2014. From time to time, we may identify opportunities in the marketplace to generate supplemental income from trading activity, principally based on the volatility of U.S. Treasury Notes with maturities up to ten years. The level and frequency of income generated from these transactions can vary materially based upon market conditions.

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The following tables summarize the amortized cost and fair value of investment securities available-for-sale and held-to-maturity, as of the dates indicated:

	March 31, 2015			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Estimated Fair Value
Investment securities available-for-sale:				
Corporate bonds	$23,275	$16	$32	$23,259
Trust preferred securities	17,480	—	478	17,002
Non-agency mortgage-backed securities	9,518	—	44	9,474
Agency collateralized mortgage obligations	55,021	117	89	55,049
Agency mortgage-backed securities	30,512	454	118	30,848
Agency debentures	8,688	17	—	8,705
Equity securities	8,163	—	71	8,092
Total investment securities available-for-sale	152,657	604	832	152,429
Investment securities held-to-maturity:				
Corporate bonds	14,451	474	—	14,925
Municipal bonds	22,770	302	7	23,065
Total investment securities held-to-maturity	37,221	776	7	37,990
Total	$189,878	$1,380	$839	$190,419

	December 31, 2014			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Estimated Fair Value
Investment securities available-for-sale:				
Corporate bonds	$31,833	$3	$168	$31,668
Trust preferred securities	17,446	—	645	16,801
Non-agency mortgage-backed securities	11,617	—	32	11,585
Agency collateralized mortgage obligations	56,984	127	248	56,863
Agency mortgage-backed securities	32,564	502	186	32,880
Agency debentures	8,678	59	—	8,737
Equity securities	8,110	—	72	8,038
Total investment securities available-for-sale	167,232	691	1,351	166,572
Investment securities held-to-maturity:				
Corporate bonds	14,452	335	—	14,787
Agency debentures	5,000	1	—	5,001
Municipal bonds	20,139	201	15	20,325
Total investment securities held-to-maturity	39,591	537	15	40,113
Total	$206,823	$1,228	$1,366	$206,685

The change in the fair values of our municipal bonds, agency debentures and agency mortgage-backed securities are primarily the result of interest rate fluctuations. To assess for impairment on its municipal bonds, corporate bonds, single-issuer trust preferred securities, non-agency mortgage-backed securities and certain equity securities, management evaluates the underlying issuer's financial performance and related credit rating information through a review of publicly available financial statements. This review did not identify any issues related to the ultimate repayment of principal and interest on these securities. In addition, the Company has the ability and intent to hold the securities in an unrealized loss position until recovery of their amortized cost. Based on this, the Company considers

all of the unrealized losses to be temporary impairment losses.

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The following table sets forth the fair value, maturities and approximated weighted average yield, calculated on a fully taxable equivalent basis, based on estimated annual income divided by the average amortized cost of our available-for-sale and held-to-maturity debt securities portfolios as of March 31, 2015. Expected maturities will differ from contractual maturities because issuers and/or borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	March 31, 2015														
	Less Than One Year		One to Five Years			Five to 10 Years			Greater Than 10 Years			Total			
(Dollars in thousands)	Amount	Yield	Amount	Yield		Amount	Yield		Amount	Yield		Amount	Yield		
Investment securities available-for-sale:															
Corporate bonds	$—	— %	$23,259	0.84	%	$—	—	%	$—	—	%	$23,259	0.84	%	
Trust preferred securities	—	— %	—	—	%	—	—	%	17,002	2.10	%	17,002	2.10	%	
Non-agency mortgage-backed securities	—	— %	—	—	%	—	—	%	9,474	0.79	%	9,474	0.79	%	
Agency collateralized mortgage obligations	—	— %	—	—	%	1,734	0.68	%	53,315	0.60	%	55,049	0.60	%	
Agency mortgage-backed securities	—	— %	—	—	%	—	—	%	30,848	1.48	%	30,848	1.48	%	
Agency debentures	—	— %	4,002	1.35	%	4,703	1.77	%	—	—	%	8,705	1.58	%	
Total investment securities available-for-sale	—		27,261			6,437			110,639			144,337			
Weighted average yield		— %		0.91	%		1.48	%		1.09	%		1.08	%	
Investment securities held-to-maturity:															
Corporate bonds	—	— %	5,350	6.38	%	9,575	5.34	%	—	—	%	14,925	5.70	%	
Municipal bonds	—	— %	3,237	1.95	%	14,399	2.64	%	5,429	3.08	%	23,065	2.65	%	
Total investment securities held-to-maturity	—		8,587			23,974			5,429			37,990			
Weighted average yield		— %		4.64	%		3.72	%		3.08	%		3.83	%	
Total debt securities	$—		$35,848			$30,411			$116,068			$182,327			
Weighted average yield		— %		1.78	%		3.24	%		1.19	%		1.64	%	

The table above excludes equity securities because they have an indefinite maturity. For additional information regarding our investment securities portfolios, refer to Note 2, Investment Securities, to our unaudited condensed consolidated financial statements.

Deposits

Deposits are our primary source of funds to support our earning assets and we source deposits through multiple channels. We have focused on creating and growing diversified, stable, and low all-in cost deposit channels without operating through a traditional branch network. These sources primarily include deposits from high-net-worth individuals, family offices, trust companies, wealth management firms, middle-market businesses and their executives, and other financial institutions. We compete for deposits by offering a range of products and services to our customers, at competitive rates. We believe that our deposit base is stable, diversified and provides a low all-in cost. We further believe we have the ability to attract new deposits that will contribute to funding our projected loan growth.

As of March 31, 2015, we consider approximately 80.0% of our total deposits to be relationship-based deposits. Some of our relationship-based deposits, including reciprocal time deposits placed through Promontory's CDARS® service and demand deposits placed through Promontory's ICS® service, have been classified for regulatory purposes as brokered deposits.

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The table below depicts average balances of and rates paid on our deposit portfolio broken out by major deposit category, for the three months ended March 31, 2015 and 2014.

(Dollars in thousands)	Three Months Ended March 31, 2015 Average Amount	Average Rate Paid	2014 Average Amount	Average Rate Paid
Interest-bearing checking accounts	$115,543	0.42 %	$24,106	0.10 %
Money market deposit accounts	1,259,148	0.39 %	961,955	0.37 %
Time deposits (excluding CDARS®)	442,402	0.90 %	466,372	0.86 %
CDARS® time deposits	422,955	0.54 %	420,170	0.53 %
Total average interest-bearing deposits	2,240,048	0.52 %	1,872,603	0.53 %
Noninterest-bearing deposits	161,850	—	125,772	—
Total average deposits	$2,401,898	0.49 %	$1,998,375	0.49 %

Average Deposits for the Three Months Ended March 31, 2015 and 2014. For the three months ended March 31, 2015, our average total deposits were $2.4 billion, representing an increase of $403.5 million, or 20.2%, from the same period in 2014. The deposit growth was driven by increases in noninterest and interest-bearing checking accounts, money market deposit accounts and CDARS® time deposit accounts, partially offset by a decrease in time deposits. Our average cost of interest-bearing deposits of 0.52%, for the three months ended March 31, 2015, decreased from 0.53%, for the same period in 2014, as our mix of average interest-bearing deposits improved due to an increase in lower cost deposits. Average money market deposits increased to 56.2% of total average interest-bearing deposits, for the three months ended March 31, 2015, from 51.4% for the same period in 2014. Average time deposits decreased to 19.7% of total average interest-bearing deposits for the three months ended March 31, 2015, compared to 24.9% for the same period in 2014. Average CDARS® time deposits decreased to 18.9% of total average interest-bearing deposits, for the three months ended March 31, 2015, from 22.4% for the same period in 2014. The shift in our deposit mix to lower rate deposits was the result of management's strategy to focus on growth of lower cost deposits while maintaining stability in our deposit base. Average noninterest-bearing deposits increased $36.1 million or 28.7% in the three months ended March 31, 2015, from $125.8 million for the three months ended March 31, 2014, to $161.9 million, and the average cost of deposits remained consistent at 0.49% for the three months ended March 31, 2015 and 2014.

Certificates of Deposits and Other Time Deposits

Maturities of time deposits of $100,000 or more outstanding are summarized below, as of March 31, 2015.

(Dollars in thousands)	March 31, 2015
Months to maturity:	
Three months or less	$208,243
Over three to six months	176,045
Over six to 12 months	240,718
Over 12 months	162,466
Total	$787,472

Borrowings

Deposits are the primary source of funds for our lending and investment activities, as well as the Bank's general business purposes. As an alternative source of liquidity, we may obtain advances from the FHLB of Pittsburgh, sell investment securities subject to our obligation to repurchase them, purchase Federal funds or engage in overnight borrowings from the FHLB or our correspondent banks.

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The following table presents certain information with respect to our borrowings, as of March 31, 2015 and December 31, 2014.

	March 31, 2015					December 31, 2014				
(Dollars in thousands)	Amount	Rate	Maximum Balance at Any Month End	Average Balance During the Period	Original Term	Amount	Rate	Maximum Balance at Any Month End	Average Balance During the Period	Original Term
Short-term FHLB borrowings	$15,000	0.36 %	$15,000	$15,667	1-9 days	$30,000	0.27 %	$60,000	$11,959	1-9 days
Long-term FHLB borrowings:										
Issued 9/25/2012	—	— %	—	—		—	0.42 %	20,000	14,630	2 years
Issued 4/7/2014	25,000	0.34 %	25,000	25,000	12 months	25,000	0.34 %	25,000	18,425	12 months
Issued 4/7/2014	25,000	0.38 %	25,000	25,000	14 months	25,000	0.38 %	25,000	18,425	14 months
Issued 4/7/2014	25,000	0.44 %	25,000	25,000	17 months	25,000	0.44 %	25,000	18,425	17 months
Issued 5/5/2014	—	— %	25,000	9,722	9 months	25,000	0.33 %	25,000	16,506	9 months
Subordinated notes payable	35,000	5.75 %	35,000	35,000	5 years	35,000	5.75 %	35,000	20,041	5 years
Total borrowings	$125,000	1.89 %	$150,000	$135,389		$165,000	1.49 %	$215,000	$118,411	

In June 2014, we completed a private placement of subordinated notes payable, raising $35.0 million. The subordinated notes have a term of 5 years at a fixed rate of 5.75%. The proceeds qualify as Tier 2 capital for the holding company, under federal regulatory capital rules. The proceeds will help fund continued growth and ensure that the Company and its Bank subsidiary maintain their adequate and well capitalized positions, respectively, and may be used to invest in the Bank and Chartwell, and for other general corporate purposes.

Liquidity

We evaluate liquidity both at the holding company level and at the Bank level. As of March 31, 2015, the Bank and Chartwell subsidiaries represent our only material assets. Our primary sources of funds at the parent company level are cash on hand, dividends paid to us from the Bank and Chartwell subsidiaries and the net proceeds from the issuance of our debt or equity securities. As of March 31, 2015, our primary liquidity needs at the parent company level were the estimated earn-out consideration related to the Chartwell acquisition of $17.2 million and the semi-annual interest payments on the subordinated notes payable. All other liquidity needs were minimal and related to reimbursing the Bank for management, accounting and financial reporting services provided by bank personnel. For the three months ended March 31, 2015, the parent company paid approximately $1.1 million related to interest payments on the subordinated notes. For the three months ended March 31, 2014, the parent company paid approximately $45 million related to the Chartwell acquisition. We believe that our cash on hand at the parent company level coupled with the dividend paying capacity of the Bank and Chartwell, were adequate to fund any foreseeable parent company obligations as of March 31, 2015.

Our goal in liquidity management at the Bank level is to satisfy the cash flow requirements of depositors and borrowers, as well as our operating cash needs. These requirements include the payment of deposits on demand at their contractual maturity, the repayment of borrowings as they mature, the payment of our ordinary business obligations, the ability to fund new and existing loans and other funding commitments, and the ability to take advantage of new business opportunities. Our ALCO has established an asset/liability management policy designed to achieve and maintain earnings performance consistent with long-term goals while maintaining acceptable levels of interest rate risk, well capitalized regulatory status and adequate levels of liquidity. The ALCO has also established a contingency funding plan to address liquidity crisis conditions. The ALCO is designated as the body responsible for monitoring and implementation of these policies. The ALCO, which includes members of executive management, reviews liquidity on a frequent basis and approves significant changes in strategies that affect balance sheet or cash flow positions.

Our principal sources of asset liquidity are cash and cash due from banks, interest-earning deposits with banks, federal funds sold, unpledged securities available-for-sale, loan repayments (scheduled and unscheduled) and earnings. Liability liquidity sources include a stable deposit base, the ability to renew maturing certificates of deposit, borrowing availability at the FHLB of Pittsburgh, unsecured lines with other financial institutions, access to the brokered deposit market including CDARS®, and the ability to raise debt and equity. Customer deposits are an important source of liquidity which depends on the confidence of those customers in us, supported by our capital position and the protection provided by FDIC insurance.

We measure and monitor liquidity on an ongoing basis, which allows us to more effectively understand and react to trends in our balance sheet. In addition, the ALCO uses a variety of methods to monitor our liquidity position, including a liquidity gap, which measures potential sources and uses of funds over future periods. Policy guidelines have been established for a variety of liquidity-related

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performance metrics, such as net loans to deposits, brokered funding composition, cash to total loans and duration of time deposits, among others, all of which are utilized in measuring and managing our liquidity position. The ALCO performs contingency funding and capital stress analyses at least semi-annually to determine our ability to meet potential liquidity and capital needs under various stress scenarios.

We believe that our liquidity position continues to be strong as evidenced by our ability to generate strong growth in deposits. As a result, we are minimally reliant on borrowings as evidenced by our ratio of total deposits to total assets of 83.7% and 82.1% as of March 31, 2015 and December 31, 2014, respectively. As of March 31, 2015, we had available liquidity of $605.4 million, or 20.8% of total assets. These sources consisted of liquid assets (cash and cash equivalents, and investment securities available-for-sale or trading and not pledged under the FHLB borrowing capacity), totaling $231.9 million, or 8.0% of total assets, coupled with secondary sources of liquidity (the ability to borrow from the FHLB and correspondent bank lines) totaling $373.5 million, or 12.8% of total assets. Available cash excludes pledged accounts for derivative and letter of credit transactions and the reserve balance requirement at the Federal Reserve.

The following table shows our available liquidity, by source, as of the dates indicated:

(Dollars in thousands)	March 31, 2015	December 31, 2014
Available cash	$87,152	$77,215
Unpledged investment securities available-for-sale	144,734	158,361
Net borrowing capacity	373,465	364,205
Total liquidity	$605,351	$599,781

For the three months ended March 31, 2015, we generated $6.1 million of cash from operating activities, compared to $806,000 of cash utilized for the same period in 2014. This increase in cash flow was primarily the result of net income of $5.1 million for the three months ended March 31, 2015, and changes in working capital items largely related to timing.

Investing activities resulted in a net cash outflow of $59.2 million, for the three months ended March 31, 2015, as compared to a net cash outflow of $85.6 million for the same period in 2014. The outflows for the three months ended March 31, 2015, were primarily due to net loan growth of $77.1 million, partially offset by proceeds, principal repayments and maturities from the sale of investment securities totaling $19.5 million. The outflows for the three months ended March 31, 2014, included $71.7 million in net loan growth and the Chartwell acquisition net of cash totaling $42.9 million, partially offset by proceeds, principal repayments and maturities of investment securities totaling $28.1 million.

Financing activities resulted in a net inflow of $62.0 million for the three months ended March 31, 2015, compared to a net inflow of $231.3 million for the same period in 2014, as a result of decreased FHLB borrowings of $40.0 million more than offset by the net increase in deposits of $105.0 million for the three months ended March 31, 2015, compared to $231.3 million in deposits for the three months ended March 31, 2014.

We continue to evaluate the potential impact on liquidity management by regulatory proposals, including those being established under the Dodd-Frank Act, as government regulators continue the final rule-making process.

Capital Resources

The access to and cost of funding for new business initiatives, the ability to engage in expanded business activities, the ability to pay dividends, the level of deposit insurance costs and the level and nature of regulatory oversight depend, in part, on our capital position.

The assessment of capital adequacy depends on a number of factors, including asset quality, liquidity, earnings performance, changing competitive conditions and economic forces. We seek to maintain a strong capital base to support our growth and expansion activities, to provide stability to current operations and to promote public confidence.

Shareholders' Equity. Shareholders' equity increased to $308.2 million as of March 31, 2015, compared to $305.4 million as of December 31, 2014. The $2.8 million increase during the three months ended March 31, 2015, was attributable to net income of $5.1 million, the impact of $439,000 in stock-based compensation and an increase of $282,000 in accumulated other comprehensive income (loss), offset by the purchase of $3.0 million in treasury stock.

Regulatory Capital. As of March 31, 2015 and December 31, 2014, TriState Capital Holdings, Inc. and TriState Capital Bank were in compliance with all applicable regulatory capital requirements, and TriState Capital Bank was categorized as well capitalized for purposes of the FDIC's prompt corrective action regulations. As we employ our capital and continue to grow our operations, our regulatory capital levels may decrease depending on our level of earnings. However, we expect to monitor and control our growth in order to remain

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categorized as well capitalized under the applicable regulatory guidelines and in compliance with all regulatory capital standards applicable to us.

In December 2010, the Basel Committee released a final framework for a strengthened set of capital requirements, known as Basel III. In July 2013, final rules implementing the Basel III capital accord were adopted by the federal banking agencies. When fully phased in, Basel III, which began phasing in on January 1, 2015, will replace the existing regulatory capital rules for the Company and the Bank. The Basel III final rules required new minimum capital ratio standards, established a new common equity tier 1 to total risk-weighted assets ratio, subjected banking organizations to certain limitations on capital distributions and discretionary bonus payments and established a new standardized approach for risk weightings. The overall net impact of applying Basel III regulatory rules to the Company and the Bank was an increase to the risk-based capital ratios as of March 31, 2015. This increase resulted primarily from the reduced risk-weighted capital treatment for certain of the Bank's private banking channel non-purpose margin loans, which are over-collateralized by liquid and marketable securities that are priced and monitored daily.

The following tables present the actual capital amounts and regulatory capital ratios for the Company and the Bank as of the dates indicated:

	March 31, 2015								
	Actual			For Capital Adequacy Purposes			To be Well Capitalized Under Prompt Corrective Action Provisions		
(Dollars in thousands)	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total risk-based capital ratio									
Company	$317,335	14.39	%	$176,470	8.00	%	N/A	N/A	
Bank	$297,178	13.65	%	$174,209	8.00	%	$217,761	10.00	%
Tier 1 risk-based capital ratio									
Company	$267,570	12.13	%	$132,353	6.00	%	N/A	N/A	
Bank	$275,389	12.65	%	$130,657	6.00	%	$174,209	8.00	%
Common equity tier 1 risk-based capital ratio									
Company	$267,570	12.13	%	$99,264	4.50	%	N/A	N/A	
Bank	$275,389	12.65	%	$97,993	4.50	%	$141,545	6.50	%
Tier 1 leverage ratio									
Company	$267,570	9.42	%	$113,600	4.00	%	N/A	N/A	
Bank	$275,389	9.80	%	$112,433	4.00	%	$140,542	5.00	%

	December 31, 2014								
	Actual			For Capital Adequacy Purposes			To be Well Capitalized Under Prompt Corrective Action Provisions		
(Dollars in thousands)	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total risk-based capital ratio									
Company	$302,217	11.02	%	$219,458	8.00	%	N/A	N/A	
Bank	$291,388	10.69	%	$218,013	8.00	%	$272,516	10.00	%
Tier 1 risk-based capital ratio									
Company	$253,389	9.24	%	$109,729	4.00	%	N/A	N/A	
Bank	$270,560	9.93	%	$109,007	4.00	%	$163,510	6.00	%

Tier 1 leverage ratio									
Company	$253,389	9.21	%	$110,088	4.00	%	N/A	N/A	
Bank	$270,560	9.88	%	$109,498	4.00	%	$136,872	5.00	%

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Contractual Obligations and Commitments

The following table presents significant fixed and determinable contractual obligations of principal, interest and expenses that may require future cash payments as of the date indicated.

	March 31, 2015				
(Dollars in thousands)	One Year or Less	One to Three Years	Three to Five Years	Greater Than Five Years	Total
Deposits without a stated maturity	$1,581,162	$—	$—	$—	$1,581,162
Certificates and other time deposits	691,028	169,617	149	—	860,794
Borrowings	90,000	—	35,000	—	125,000
Interest payments on time deposits and borrowings	4,453	5,693	4,025	—	14,171
Operating leases	2,181	3,403	3,128	2,035	10,747
Earnout liability related to Chartwell acquisition	17,236	—	—	—	17,236
Total contractual obligations	$2,386,060	$178,713	$42,302	$2,035	$2,609,110

Off-Balance Sheet Arrangements

In the normal course of business, we enter into various transactions that are not included in our consolidated balance sheets in accordance with GAAP. These transactions include commitments to extend credit in the ordinary course of business to approved customers.

Generally, loan commitments have been granted on a temporary basis for working capital or commercial real estate financing requirements or may be reflective of loans in various stages of funding. These commitments are recorded on our financial statements as they are funded. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Loan commitments include unused commitments for open end lines secured by one to four family residential properties and commercial properties, commitments to fund loans secured by commercial real estate, construction loans, business lines of credit and other unused commitments.

Standby letters of credit are written conditional commitments issued by us to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, we would be entitled to seek recovery from the customer.

We minimize our exposure to loss under loan commitments and standby letters of credit by subjecting them to credit approval and monitoring procedures. The effect on our revenues, expenses, cash flows and liquidity of the unused portions of these commitments cannot be reasonably predicted because while the borrower has the ability to draw upon these commitments at any time, these commitments often expire without being drawn upon. There is no guarantee that the lines of credit will be used. The following table is a summary of the total notional amount of unused loan commitments and standby letters of credit outstanding as of the date indicated.

	March 31, 2015				
(Dollars in thousands)	One Year or Less	One to Three Years	Three to Five Years	Greater Than Five Years	Total
Unused loan commitments (based on availability)	$678,618	$160,463	$100,021	$18,547	$957,649
Standby letters of credit	22,846	25,464	28,721	107	77,138
Total off-balance sheet arrangements	$701,464	$185,927	$128,742	$18,654	$1,034,787

Market Risk

Market risk refers to potential losses arising from changes in interest rates, foreign exchange rates, equity prices and commodity prices. Our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact the level of both income and expense recorded on most of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which have a short term to maturity. Because of the nature of our operations, we are not subject to foreign exchange or commodity price risk. From time to time we do hold market risk sensitive instruments for trading purposes. The summary information provided in this section should be read in conjunction with our unaudited condensed consolidated financial statements and related notes.

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Interest rate risk is comprised of re-pricing risk, basis risk, yield curve risk and option risk. Re-pricing risk arises from differences in the cash flow or re-pricing between asset and liability portfolios. Basis risk arises when asset and liability portfolios are related to different market rate indexes, which do not always change by the same amount or at the same time. Yield curve risk arises when asset and liability portfolios are related to different maturities on a given yield curve; when the yield curve changes shape, the risk position is altered. Option risk arises from embedded options within asset and liability products as certain borrowers have the option to prepay their loans when rates fall, while certain depositors can redeem their certificates when rates rise.

Our ALCO actively measures and manages interest rate risk. The ALCO is responsible for the formulation and implementation of strategies to improve balance sheet positioning and earnings, and reviewing our interest rate sensitivity position. This involves devising policy guidelines, risk measures and limits, and managing the amount of interest rate risk and its effect on net interest income and capital.

We utilize an asset/liability model to measure and manage interest rate risk. The specific measurement tools used by management on at least a quarterly basis include net interest income simulation, economic value of equity and gap analysis. All are static measures that do not incorporate assumptions regarding future business. All are also measures of interest rate sensitivity used to help us develop strategies for managing exposure to interest rate risk rather than projecting future earnings.

In our view, all three measures also have specific benefits and shortcomings. Net interest income (“NII”) simulation explicitly measures exposure to earnings from changes in market rates of interest but does not provide a long-term view. Economic value of equity (“EVE”) helps identify changes in optionality and price over a longer term horizon but its liquidation perspective does not convey the earnings-based measures that are typically the focus of managing and valuing a going concern. Gap analysis compares the difference between the amount of interest-earning assets and interest-bearing liabilities subject to re-pricing over a period of time but only captures a single rate environment. Reviewing these various measures collectively helps management obtain a comprehensive view of our interest risk rate profile.

The following NII simulation and EVE metrics were calculated using rate shocks which represent immediate rate changes that move all market rates by the same amount instantaneously. The variance percentages represent the change between the NII simulation and EVE calculated under the particular rate scenario versus the NII simulation and EVE calculated assuming market rates as of the dates indicated.

	March 31, 2015			December 31, 2014	
(Dollars in thousands)	Amount Change from Base Case	Percent Change from Base Case	ALCO Guidelines	Amount Change from Base Case	Percent Change from Base Case
Net interest income:					
+300	$12,742	18.65 %	-20.00 %	$10,185	15.18 %
+200	$8,315	12.17 %	-15.00 %	$6,529	9.73 %
+100	$3,850	5.63 %	-10.00 %	$2,833	4.22 %
–100	$2,868	4.20 %	-10.00 %	$2,986	4.45 %
Economic value of equity:					
+300	$(15,502)	(5.05)%	+/-30.00%	$(19,523)	(6.48)%
+200	$(10,111)	(3.29)%	+/-20.00%	$(13,107)	(4.35)%
+100	$(5,069)	(1.65)%	+/-10.00%	$(6,926)	(2.30)%
–100	$3,817	1.24 %	+/-10.00%	$4,766	1.58 %

Given the relatively low current interest rate environment, it is our strategy to continue to manage an asset sensitive interest rate risk position in our net interest income measure. Therefore, rising rates are expected to have a positive effect on net interest income versus net interest income if rates remain unchanged. The results of the EVE calculation, while demonstrating liability sensitivity, indicate a relatively low level of interest rate risk.

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The following gap analysis presents the amounts of interest-earning assets and interest-bearing liabilities that are subject to re-pricing within the periods indicated.

	Interest Rate Sensitivity Period March 31, 2015							
(Dollars in thousands)	Less Than 90 Days	91 to 180 Days	181 to 365 Days	One to Three Years	Three to Five Years	Greater Than Five Years	Non-Sensitive	Total Balance
Assets:								
Interest-earning deposits	$108,897	$—	$—	$—	$—	$—	$—	$108,897
Federal funds sold	4,254	—	—	—	—	—	—	4,254
Total investment securities	117,994	8,719	7,777	12,533	17,687	25,741	(801)	189,650
Total loans	1,990,056	27,873	82,309	206,209	128,371	14,260	28,052	2,477,130
Other assets	—	—	—	—	—	—	136,180	136,180
Total assets	$2,221,201	$36,592	$90,086	$218,742	$146,058	$40,001	$163,431	$2,916,111
Liabilities:								
Transaction accounts	$1,388,102	$—	$—	$—	$—	$—	$193,060	$1,581,162
Certificates of deposit	229,584	199,135	262,309	169,617	149	—	—	860,794
Borrowings	65,000	25,000	—	—	35,000	—	—	125,000
Other liabilities	—	—	—	—	—	—	40,986	40,986
Total liabilities	1,682,686	224,135	262,309	169,617	35,149	—	234,046	2,607,942
Equity	—	—	—	—	—	—	308,169	308,169
Total liabilities and equity	$1,682,686	$224,135	$262,309	$169,617	$35,149	$—	$542,215	$2,916,111
Interest rate sensitivity gap	$538,515	$(187,543)	$(172,223)	$49,125	$110,909	$40,001	$(378,784)	
Cumulative interest rate sensitivity gap	$538,515	$350,972	$178,749	$227,874	$338,783	$378,784		
Cumulative interest rate sensitive assets to rate sensitive liabilities	132.0	%118.4	%108.2	%109.7	%114.3	%116.0	%111.8	%
Cumulative gap to total assets	18.5	%12.0	%6.1	%7.8	%11.6	%13.0	%	

The cumulative twelve-month ratio of interest rate sensitive assets to interest rate sensitive liabilities increased to 108.2% as of March 31, 2015, from 105.5% as of December 31, 2014.

Various loans across our portfolio have floating-rate index floors. As of March 31, 2015, there were $111.2 million in loans with a maturity greater than one year and an index floor rate greater than the current index rate. Of this amount, $75.7 million have an index floor rate less than 100 basis points above the current index rate. These loans are allocated to the less than 90 days bucket in our gap analysis since we believe they would behave more like floating-rate loans given a 100 basis point upward shock in interest rates. The remaining $35.5 million have an index floor rate greater than 100 basis points above the current index rate. These loans are allocated to the one to three years bucket in our gap analysis since we believe they would behave more like fixed-rate loans given a 100 basis point upward shock in interest rates.

Additionally, in all of these analyses (NII, EVE and gap), we use what we believe is a conservative treatment of non-maturity, interest-bearing deposits. In our gap analysis, the allocation of non-maturity, interest-bearing deposits is fully reflected in the less than 90 days maturity category. The allocation of non-maturity, noninterest-bearing deposits is fully reflected in the non-sensitive category. In taking this approach, we provide ourselves with no benefit from a potential time-lag in the rate increase of our non-maturity, interest-bearing deposits.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures about market risk are presented under the caption “Market Risk” in Part I, Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of March 31, 2015. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2015.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2015, that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time the Company is a party to various litigation matters incidental to the conduct of its business. During the three months ended March 31, 2015, the Company was not a party to any legal proceedings the resolution of which management believes would have a material adverse effect on the Company's business, future prospects, financial condition, liquidity, results of operation, cash flows or capital levels.

ITEM 1A. RISK FACTORS

There are risks, many beyond our control, which could cause our results to differ significantly from management's expectations. Any of the risks described in our Annual Report on Form 10-K for the period ended December 31, 2014, or in this Quarterly Report on Form 10-Q could, by itself or together with one or more other factors, adversely affect our business, results of operations or financial condition. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, results of operations or financial condition.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

None.

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Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The table below sets forth information regarding the Company's purchases of its common stock during its fiscal quarter ended March 31, 2015:

	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs*	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs*
January 1, 2015 - January 31, 2015	—	$—	—	
February 1, 2015 - February 28, 2015	156,683	9.91	156,683	
March 1, 2015 - March 31, 2015	151,659	9.53	151,659	
Total	308,342	$9.72	308,342	12,767

* On October 22, 2014, the Company announced that its Board of Directors had approved a share repurchase program of up to $10 million, authorizing TriState Capital Holdings, Inc. to repurchase up to 1,000,000 shares of its common stock from time to time on the open market or in privately negotiated transactions. The program will expire on December 31, 2015.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.
101	The following materials from TriState Capital Holdings, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2015, formatted in XBRL: (i) the Unaudited Condensed Consolidated Statements of Financial Condition, (ii) the Unaudited Condensed Consolidated Statements of Income, (iii) the Unaudited Condensed Consolidated Statements of Comprehensive Income, (iv) the Unaudited Condensed Consolidated Statements of Changes in Shareholders' Equity, (v) the Unaudited Condensed Consolidated Statements of Cash Flows and (vi) the Notes to Unaudited Condensed Consolidated Financial Statements.*

* This information is deemed furnished, not filed.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TRISTATE CAPITAL HOLDINGS, INC.

By /s/ James F. Getz
James F. Getz
Chairman, President and Chief Executive Officer

By /s/ Mark L. Sullivan
Mark L. Sullivan
Vice Chairman and Chief Financial Officer

Date: May 1, 2015

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EXHIBIT INDEX

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.
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