National Bank Holdings Corp
Form 10-K
February 27, 2015

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

FORM 10-K

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

For the fiscal year ended December 31, 2014

OR

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

For the transition period from to

Commission File Number: 001-35654

NATIONAL BANK HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

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

7800 East Orchard Road, Suite 300, Greenwood Village, Colorado 80111
(Address of principal executive offices) (Zip Code)

Registrant’s telephone, including area code:
(720) 529-3336

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

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

Securities registered pursuant to section 12(g) of the Act:
None

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

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

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

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

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

Large accelerated filer ý	Accelerated filer o

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

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

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

As of June 30, 2014, the aggregate market value of the registrant’s common stock held by non-affiliates of the registrant was approximately $825,000,000 based on the closing sale price as reported on the New York Stock Exchange.

APPLICABLE ONLY TO CORPORATE ISSUERS:

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

As of February 26, 2015, NBHC had outstanding 36,822,179 shares of Class A voting common stock and 385,729 shares of Class B non-voting common stock, each with $0.01 par value per share, excluding 956,585 shares of restricted Class A common stock issued but not yet vested.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2015 Annual Meeting of Shareholders to be filed within 120 days of December 31, 2014 will be incorporated by reference into Part III of this form 10-K.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

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

- our ability to execute our business strategy, as well as changes in our business strategy or development plans;
- business and economic conditions generally and in the financial services industry;
- economic, market, operational, liquidity, credit and interest rate risks associated with our business;
- effects of any changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board;
- changes imposed by regulatory agencies to increase our capital to a level greater than the current level required for well-capitalized financial institutions (including the impact of the joint final rules promulgated by the Federal Reserve Board, Office of the Comptroller of the Currency and the FDIC revising certain regulatory capital requirements to align with the Basel III capital standards and meet certain requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act);
- effects of inflation, as well as, interest rate, securities market and monetary supply fluctuations;
- changes in the economy or supply-demand imbalances affecting local real estate values;
- changes in consumer spending, borrowings and savings habits;
- our ability to identify potential candidates for, obtain regulatory approval for, and consummate, acquisitions of financial institutions on attractive terms, or at all;
- our ability to integrate acquisitions and to achieve synergies, operating efficiencies and/or other expected benefits within expected time-frames, or at all, or within expected cost projections, and to preserve the goodwill of acquired financial institutions;
- our ability to achieve organic loan and deposit growth and the composition of such growth;
- changes in sources and uses of funds, including loans, deposits and borrowings;
- increased competition in the financial services industry, nationally, regionally or locally, resulting in, among other things, lower returns;
- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;
- the trading price of shares of the Company's stock;
- our ability to realize deferred tax assets or the need for a valuation allowance;
- continued consolidation in the financial services industry;
- our ability to maintain or increase market share and control expenses;
- costs and effects of changes in laws and regulations and of other legal and regulatory developments, including, but not limited to, changes in regulation that affect the fees that we charge, the resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations, reviews or other inquiries;
- technological changes;
- the timely development and acceptance of new products and services and perceived overall value of these products and services by our clients;
- changes in our management personnel and our continued ability to hire and retain qualified personnel;

- ability to implement and/or improve operational management and other internal risk controls and processes and our reporting system and procedures;
- regulatory limitations on dividends from our bank subsidiary;
- changes in estimates of future loan reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

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

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

PART I: FINANCIAL INFORMATION

Item 1. BUSINESS.

Summary

National Bank Holdings Corporation ("NBHC" or the "Company") is a bank holding company that was incorporated in the State of Delaware in June 2009 and is headquartered immediately south of Denver, in Greenwood Village, Colorado. Our primary operations are conducted through our wholly owned subsidiary, NBH Bank, N.A., referred to as the "Bank", or "NBH Bank", through which we provide a variety of banking products to both commercial and consumer clients. We service our clients through a network of 97 banking centers, with the majority of those banking centers located in the greater Kansas City area and Colorado, and through online and mobile banking products. As of December 31, 2014, we had $4.8 billion in assets,$2.2 billion in loans, $3.8 billion in deposits and $794.6 million in shareholders’ equity.

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

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

Our Acquisitions

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

On December 10, 2010, we completed our acquisition, without FDIC assistance, of a portion of the franchise of Bank Midwest from Dickinson Financial Corporation, that consisted of select performing loans and client deposits, and included 39 banking centers, 25 of which are in the greater Kansas City region and 14 of which are located elsewhere in Missouri. As a result of these acquisitions, at June 30, 2014 (the last date as of which data are available), we were the seventh largest depository institution in the Kansas City MSA ranked by deposits with a 3.6% deposit market share according to SNL Financial.

We expanded into the Colorado market through two complementary acquisitions beginning with the purchase of selected assets and the assumption of selected liabilities of Bank of Choice, a state-chartered commercial bank based in Greeley, Colorado, from the FDIC on July 22, 2011. In connection with this acquisition, we also acquired 16 banking centers. On October 21, 2011, we acquired selected assets and assumed selected liabilities of Community Banks of Colorado, a state chartered bank based in Greenwood Village, Colorado, from the FDIC. In connection with this transaction, we acquired 36 banking centers in Colorado and four in California (and later exited the California banking centers on December 31, 2013). The Community Banks of Colorado acquisition enhanced our penetration into the Colorado market, giving us a combined network of 50 banking centers in that state and ranking us as the 14th

largest depository institution by deposits with a 1.4% deposit market share as of June 30, 2014 (the last date as of which data are available) according to SNL Financial.

On January 30, 2015, we announced the signing of a definitive merger agreement with Pine River Bank Corporation, the parent company of Pine River Bank. This Colorado market fill-in transaction consists of four banking centers with $135 million in assets in southwest Colorado. The Pine River transaction is currently expected to close in the third quarter of 2015.

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

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

(1) Commercial Shared-Loss Agreement.
(2) Single Family Shared-Loss Agreement and Commercial Shared-Loss Agreement.
(3) During the fourth quarter of 2013, the four California banking centers acquired with the Community Banks of Colorado acquisition and 32 retirement centers acquired with the Hillcrest Bank acquisition were closed.

We believe that we have established critical mass in our current markets and have structured acquisitions that limit our credit risk, which has positioned us for attractive returns. Further details of our acquisitions appear below.

Hillcrest Bank

The Hillcrest Bank acquisition gave the Company assets with a fair value of $1.4 billion, including $781 million of loans, $235 million of marketable investment securities, $134 million of cash and cash equivalents, and $226 million of other assets. Liabilities with a fair value of $1.3 billion were also assumed, including $1.2 billion of non-brokered deposits, $84 million of Federal Home Loan Bank ("FHLB") advances, and $21 million of other liabilities. The acquisition excluded deposits of $250 million that were retained by the FDIC, and the FDIC made a cash contribution of $183 million to us as part of the transaction.

The FDIC agreed to absorb a portion of all future credit losses and workout expenses through a loss sharing arrangement that covers single-family mortgage loans for a period of 10 years and commercial loans, including other real estate owned ("OREO"), for a period of five years (excluding $3.1 million in consumer loans as of the date of acquisition). As of the date of acquisition, 99.6% of the loans and all of the OREO acquired in the Hillcrest Bank transaction were covered by FDIC loss sharing agreements. The coverage amounts are subject to loss thresholds as follows (in thousands):

Commercial			Single family		
Tranche	Loss Threshold	Loss-Coverage Percentage	Tranche	Loss Threshold	Loss-Coverage Percentage
1	Up to $295,592	60%	1	Up to $4,618	60%
2	$295,593-405,293	—%	2	$4,618-8,191	30%
3	>$405,293	80%	3	>$8,191	80%

Bank Midwest

Through the Bank Midwest acquisition, we acquired assets with a fair value of $2.4 billion, including $882 million of loans, $1.4 billion of cash and cash equivalents and $174 million of other assets. We did not acquire any non-accrual loans or OREO in this transaction. Liabilities with a fair value of $2.4 billion were also assumed, including $2.4 billion of non-brokered deposits and $40 million of other liabilities. In connection with the Bank Midwest acquisition, we established a newly chartered national bank, NBH Bank, N.A., originally with the name "Bank Midwest, N.A.," to hold the acquired assets.

Bank of Choice

Through the Bank of Choice acquisition, we acquired assets with a fair value of $950 million, including $361 million of loans, $134 million of marketable investment securities, $402 million of cash and cash equivalents, and $53 million of other assets. Liabilities with a fair value of $889 million were also assumed, including $760 million of non-brokered deposits, $117 million of FHLB advances, and $12 million of other liabilities.

We did not enter into a loss sharing agreement with the FDIC on the Bank of Choice acquisition, but rather the FDIC contributed a payment of $274 million, consisting of a $172 million asset discount and approximately $102 million for the difference in liabilities assumed and assets acquired.

Community Banks of Colorado

The Community Banks of Colorado acquisition gave the Company assets with a fair value of $1.2 billion, including $755 million of loans, $11 million of marketable investment securities, $250 million of cash and cash equivalents, and $212 million of other assets. Liabilities with a fair value of $1.2 billion were also assumed, including $1.2 billion of non-brokered deposits, $16 million of FHLB advances, and $17 million of other liabilities.

The FDIC agreed to absorb a portion of all future credit losses and workout expenses through a loss sharing arrangement that covers the large majority of the Community Bank of Colorado’s commercial loans and OREO ($480 million) for a term of five years. As of the date of acquisition, 61.8% of loans and 83.5% of OREO in the Community Banks of Colorado transaction were covered by loss sharing agreements with the FDIC.The loss sharing arrangement does not cover any losses on single-family residential loans or selected commercial real estate loans. The loss sharing thresholds on the Community Banks of Colorado covered assets are summarized as follows (in thousands):

Tranche	Loss Threshold	Loss-Coverage Percentage
1	Up to $204,194	80%
2	$204,195-308,020	30%
3	>$308,020	80%

All of our acquisitions were accounted for under the acquisition method of accounting, and accordingly, all assets acquired and liabilities assumed were recorded at their respective acquisition date fair values and the fair value discounts on loans are being accreted over the lives of the loans as an adjustment to yield, with the exception of any non-accretable difference, as is described in our application of critical accounting policies. The Hillcrest Bank commercial loss sharing agreement with the FDIC is scheduled to expire during the fourth quarter of 2015 and the Community Banks of Colorado loss sharing agreement is scheduled to expire during the fourth quarter of 2016. The individual indemnification assets associated with each loss sharing agreement must be reduced to zero by the end of the loss sharing agreements, either through claims for losses or through write-downs of the indemnification asset. Additionally, within 45 days of the end of each loss sharing agreement, we may be required to reimburse the FDIC in the event that our losses on covered assets do not reach specified thresholds, which is recorded on our consolidated statements of financial condition as a clawback liability. Both the application of the acquisition method of accounting and the loss sharing agreements with the FDIC are discussed in more detail in "Management's Discussion and Analysis" and in the notes to the consolidated financial statements.

The Restructuring

In connection with the Hillcrest Bank and Bank Midwest acquisitions, we established two newly chartered banks, Hillcrest Bank, N.A. and Bank Midwest, N.A. Subsequently, Bank Midwest, N.A. acquired Bank of Choice and Community Banks of Colorado. In November 2011, we merged Hillcrest Bank, N.A. into Bank Midwest, N.A., consolidating our banking operations under a single charter. We changed the legal name of Bank Midwest, N.A. to NBH Bank, N.A., which we refer to as “NBH Bank” or the “Bank,” on May 20, 2012. Through our subsidiary NBH Bank, we operate under the following brand names: Bank Midwest in Kansas and Missouri, Community Banks of Colorado in Colorado and Hillcrest Bank in Texas. We believe that conducting our banking operations under a single charter streamlines our operations and enables us to more effectively and efficiently execute our growth strategy. On March 26, 2012, we changed our legal name from NBH Holdings Corp. to National Bank Holdings Corporation.

Market Area

We completed two acquisitions during the fourth quarter of 2010 and two acquisitions in 2011 and entered our markets, which are broadly defined as Colorado and the greater Kansas City region, and we have signed a definitive merger agreement to acquire four additional banking centers in southwest Colorado through the Pine River transaction that is expected to close in the third quarter of 2015. We are the fifth largest banking center network among Colorado-based banks ranked by deposits as of June 30, 2014 (the last date as of which data are available), according to SNL Financial. In the greater Kansas City MSA, we are the seventh largest banking center network. Other major MSAs in which we operate include Dallas-Fort Worth-Arlington, Texas and Austin-Round Rock, Texas. The table below describes certain key statistics regarding our presence in these markets as of June 30, 2014 (the last date as of which data are available).

States	Deposit Market Share Rank(1)	Banking Centers(1)	Deposits (millions)(1)	Deposit Market Share(1)	
Missouri	10	33	$1,852.2	1.4	%
Colorado	14	50	1,528.2	1.4	
Kansas	24	12	569.2	0.9	

MSAs	Deposit Market Share Rank(1)	Banking Centers(1)	Deposits (millions)(1)	Deposit Market Share(1)	
Kansas City, MO-KS	7	30	$1,681.4	3.6	%
Denver-Aurora-Lakewood, CO	16	13	642.3	1.0	
Saint Joseph, MO-KS	3	4	227.2	10.7	
Greeley, CO	6	5	186.5	5.7	
Maryville, MO	2	3	150.5	27.9	
Kirksville, MO	2	2	121.5	18.7	
Glenwood Springs, CO	6	3	112.7	5.0	

(1) Note: Excludes our Texas operations and MSAs in which we have less than $100 million in deposits.
Source: SNL Financial as of June 30, 2014, except Banking Centers, which reflects the most recently available data.
We believe that our established presence positions us well for growth opportunities in our markets. We believe that these markets have highly attractive demographic, economic and competitive dynamics that are consistent with our objectives and favorable to executing our organic growth strategy and provide attractive acquisition opportunities. The table below describes certain key demographic statistics regarding our markets.

	Deposits (billions)	# of Businesses (thousands)	Population (millions)	Unemployment Rate(1)		Population Growth(2)		Median Household Income	Top 3 Competitor Combined Deposit Market Share	
Denver, CO	$65.2	115	2.7	3.9	%	24.3	%	$60,887	55	%
Front Range, CO(3)	89.0	183	4.3	4.0		26.0		60,282	54	
Kansas City, MO-KS MSA	46.6	76	2.1	5.0		12.1		55,763	40	
U.S.				5.8		12.7		51,579	52	(4)

(1) Unemployment data is as of November 30, 2014.
(2) For the period 2000 through 2014.
(3) CO Front Range is a population weighted average of the following Colorado MSAs: Denver, Boulder, Colorado Springs, Fort Collins and Greeley.
(4) Based on U.S. Top 20 MSAs (determined by population).
Source: SNL Financial as of December 31, 2014, except Deposits and Top 3 Competitor Combined Deposit Market Shares, which reflects data as of June 30, 2014.

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

that would complement our breadth of products and services and benefit from our leadership, operating infrastructure and scale while welcoming our approach to local branding and leadership. The table below highlights potential in-footprint acquisition opportunities:

Asset Size Range	# of Banks	Assets ($billion)	# of Private Banks	Private Assets ($billion)
$1 billion - $5 billion	28	$52.5	19	$34.1
$500 million - $1 billion	41	27.9	37	25.3
$250 million - $500 million	79	26.3	79	14.1
Total opportunities	148	$106.7	135	$73.5

Source: SNL Financial based on financial information as of September 30, 2014. Includes opportunities in CO, KS and MO.

Our Business Strategy

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

- Focus on client-centered, relationship-driven banking strategy. Our commercial relationship managers focus on small and mid-sized businesses with an advisory approach that emphasizes understanding the client's business and offering a complete array of loan, deposit and treasury management products and services. Our commercial relationship managers are supported by treasury management teams in each of their markets, which allows us to more effectively deliver a comprehensive suite of products and services to our clients and further deepen our banking relationships. Our consumer bankers focus on knowing their clients in order to best meet their financial needs, offering a full complement of loan, deposit and online banking solutions.
- Expansion of commercial banking, small business banking and specialty businesses. We have made significant investments in our commercial relationship managers, as well as developed significant capabilities across our small business banking and several specialty commercial banking offerings. Our specialized commercial banking teams are focused on structured and asset-based loans to middle market companies, as well as the energy, agriculture, government and non-profit sectors. Our strategy is to originate a high-quality loan portfolio that is diversified across industries and granular in loan size. We believe we are well-positioned to leverage our operating and risk management infrastructure through organic growth and we intend to continue to add or repurpose our commercial relationship managers to higher growth opportunities and markets in order to drive increased profitability.
- Expansion through organic growth and enhanced product offerings. We believe that our focus on serving consumers and small- to mid-sized businesses, coupled with our enhanced product offerings, will provide an expanded revenue base and new sources of fee income. We conduct regular market and competitive analysis to determine which products and services are best suited for our clients. Our teams also continue to enhance cross-selling strategies in order to deepen client relationships, which we believe will further increase our organic loan origination volumes and attract new transaction accounts that offer lower cost of funds and higher fee generating activity.
- Continue to strengthen profitability through organic growth and operating efficiencies. We have consolidated our acquired banks under one charter and continue to utilize our comprehensive underwriting and risk management processes while maintaining local branding, leadership and decision making. We have integrated all of our acquired banks onto one operating platform that that has allowed us to support growth and realize operating efficiencies throughout our enterprise. Our growth strategy is focused on organic initiatives in order to accelerate our growth in profitability. Key priorities to strengthen profitability include the continued ramp-up of loan production, lowering our cost of funds, implementing additional fee-based business initiatives and further enhancing operational efficiencies.
- Pursue disciplined acquisitions. We expect that acquisitions will continue to be a component of our growth strategy and we intend to carefully select acquisition opportunities that we believe have stable core franchises, have significant local market share or will add asset generation capabilities or fee income streams while structuring the transactions to limit risk. Further, we seek transactions that offer opportunities for clear financial benefits with valuations that have acceptable levels of earnings accretion, tangible book value dilution/earn-back, and internal rates of return. We believe that we are a skilled acquirer with a team of executives and board members that have significant experience

completing and integrating mergers and acquisitions. We believe that we utilize a comprehensive and conservative due diligence process that is strongly focused on areas of risk and opportunity. We seek to acquire financial services franchises in markets that exhibit attractive demographic attributes and we believe that our focus on attractive markets will provide long-term opportunities for organic growth. Our focus is on our primary markets of Colorado, Missouri and Kansas, including whole banks and banking center divestitures. Additionally, we seek specialty businesses to complement our asset generation and fee income business while leveraging our risk management, operational and control infrastructure. We may utilize our stock in addition to cash as consideration in future acquisitions.

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

Products and Services

Through NBH Bank, our primary business is to offer a full range of traditional banking products and financial services to both our commercial and consumer clients, who are predominantly located in Colorado, Missouri, Kansas and Texas. We conduct our banking business through 97 banking centers, with 50 of those located in Colorado, 45 in the greater Kansas City region and two in Texas. Our distribution network also includes 106 ATMs, fully integrated online banking and mobile banking services. We offer a full array of lending products to cater to our clients' needs, including, but not limited to, small business loans, equipment loans, term loans, asset-backed loans, letters of credit, commercial lines of credit, commercial real estate loans, small business loans, residential mortgage loans, home equity and consumer loans. We also offer traditional depository products, including commercial and consumer checking accounts, non-interest-bearing demand accounts, money market deposit accounts, savings accounts and time deposit accounts and treasury management services.

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

Lending Activities

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

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

Our credit policy also provides detailed procedures for making loans to individuals along with the regulatory requirements to ensure that all loan applications are evaluated subject to our fair lending policy. Our credit policy addresses the common credit standards for making loans to individuals, the credit analysis and financial statement requirements, the collateral requirements,

including insurance coverage where appropriate, as well as the documentation required. Our ability to analyze a borrower's current financial health and credit history, as well as the value of collateral as a secondary source of repayment, when applicable, are significant factors in determining the creditworthiness of loans to individuals. We have also adopted formal credit policies regarding our underwriting procedures for other loans including commercial and commercial real estate loans. We require various levels of internal approvals based on the characteristics of such loans, including the size, nature of the exposure and type of collateral if any. We believe that the procedures required by our credit policies enhance internal responsibility and accountability for underwriting decisions and permit us to monitor the performance of credit decisioning. For more detail on our credit policies, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-Financial Condition-Asset Quality."
Commercial and Industrial Loans. We originate commercial and industrial loans and leases, including working capital loans, equipment loans, structured and asset-based loans, government and non-profit loans, energy loans and other commercial loans and leases. The terms of these loans vary by purpose and by type of underlying collateral, if any.

Working capital loans generally have terms of up to one year, are usually secured by accounts receivable and inventory and carry the personal guarantees of the principals of the business. Equipment loans are generally secured by the financed equipment at advance rates that we believe are appropriate for the equipment type. As of December 31, 2014, substantially all of our commercial and industrial loans were secured.
Real Estate Loans. Our real estate loans consist of commercial real estate loans and residential real estate loans. Commercial real estate loans, or CRE loans, consist of loans to finance the purchase of commercial real estate, loans to support working capital needs of businesses that are secured by commercial real estate and construction and development loans. Our CRE loans include loans on 1-4 family construction properties, commercial properties such as office buildings, strip malls, or free-standing commercial properties, multi-family and investor properties and raw land development loans.

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

We seek to reduce the risks associated with commercial mortgage lending by focusing our lending in our primary markets. Outside of owner-occupied CRE loans that are repaid through the cash flows generated by the borrowers' business operations, commercial real estate is not a focus in our lending strategy.
Residential real estate loans consist of loans secured by the primary or secondary residence of the borrower. These loans consist of closed loans, which are typically amortizing over a 10 to 30 year term. We also offer open-ended home equity loans, which are loans secured by secondary financing on residential real estate. Our loan-to-value benchmark for these loans is below 80% at inception along with satisfactory debt-to-income ratios. We do not originate or purchase negatively amortizing or sub-prime residential loans.
Agricultural Loans. Agricultural loans consist of loans to farmers and other agricultural businesses to finance agricultural production. The principal source of repayment on these loans is the crops sold at the end of the harvest season. Agricultural loans include term loans to finance agricultural land and equipment, as well as short-term lines to support crop production. Loans to finance agricultural land are amortized over 15 to 25 years, typically with three to five year maturities. Loans to finance agricultural equipment are amortized over five to ten years, typically with three to five year maturities. Pricing may be fixed rate or variable rate priced over LIBOR or the prime rate as published in the Wall Street Journal.
Consumer Loans. We offer a variety of consumer loans, including loans to banking center clients for consumer and business purposes, to meet client demand and to increase the yield on our loan portfolio. All of our newly originated loans are on a direct to consumer basis. Consumer loans are structured as small personal lines of credit and term loans,

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

Deposit Products and Other Funding Sources

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

Financial Products & Services

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

Competition

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

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

We recognize that there are banks with which we compete that have greater financial resources, access to more capital and higher lending capacity than we do and offer a wider range of deposit and lending instruments than we do. However, given our existing capital base, we expect to be able to meet the majority of small- to medium-sized business and consumer credit needs. As of December 31, 2014, our NBH Bank, N.A. legal lending limit to any one client relationship was $88.8 million and our house limit to any one client relationship was $30.0 million.

Associates

At December 31, 2014, we had 943 full-time associates and 113 part-time associates.

SUPERVISION AND REGULATION

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

As a bank holding company, we are subject to inspection, examination, supervision and regulation by the Federal Reserve. Our bank subsidiary is subject to supervision and regulation by the Office of the Comptroller of the Currency (“OCC”). In addition, we expect that any additional businesses that we may invest in or acquire will be regulated by various state and/or federal banking regulators, including the OCC, the Federal Reserve and the FDIC.

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

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

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

National Bank Holdings Corporation as a Bank Holding Company

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

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

NBH Bank, N.A. as a National Bank

NBH Bank, N.A. (the “Bank” or “NBH Bank”, formerly Bank Midwest, N.A.) is a national association, chartered under federal law, and, as such, is subject to supervision and examination by the OCC, NBH Bank’s primary banking regulator. NBH Bank’s deposits are insured by the FDIC through the DIF, in the manner and to the extent provided by law. As an insured bank, NBH Bank is subject to the provisions of the Federal Deposit Insurance Act, as amended (the “FDI Act”) and the FDIC’s implementing regulations thereunder, and may also be subject to supervision and examination by the FDIC under certain circumstances.

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

NBH Bank is subject to specific requirements pursuant to the OCC Operating Agreement it entered into with the OCC in connection with our acquisition of Bank Midwest (the "OCC Operating Agreement"). The OCC Operating Agreement, among other things, requires NBH Bank to maintain total capital at least equal to 12% of risk-weighted assets, tier 1 capital at least equal to 11% of risk-weighted assets and tier 1 capital at least equal to 10% of adjusted total assets. Since the fourth quarter of 2013, the OCC Operating Agreement has permitted us to seek the OCC's non-objection to reduce capital levels and to pay dividends. The OCC Operating Agreement also requires that NBH Bank provide notice to, and obtain non-objection from, the OCC with respect to any additional failed bank acquisitions from the FDIC or other types of acquisitions. In addition, the OCC Operating Agreement required NBH Bank to submit a comprehensive business plan to the OCC and requires NBH Bank not to significantly deviate from its business plan without the OCC's non-objection.

NBH Bank (and, with respect to certain provisions, the Company) is also subject to a FDIC Order, dated November 4, 2010 (the "FDIC Order"), issued in connection with the FDIC's approval of our application for deposit insurance following the Bank Midwest acquisition. The FDIC Order currently requires, among other things, that NBH Bank have an audit committee of the Board of Directors comprised of at least three directors, none of whom are officers of the Bank and all of whom are independent, and make disclosures to proposed directors and shareholders of NBH Bank concerning the interests of any insider in any transaction by the Bank.

A failure by us or NBH Bank to comply with the requirements of the OCC Operating Agreement or the FDIC Order, or the objection by the OCC or the FDIC to any materials or information submitted pursuant to the OCC Operating Agreement or the FDIC Order, could prevent us from executing our business strategy and materially and adversely affect us. As of December 31, 2014, NBH Bank was in compliance with all of the material terms of the OCC Operating Agreement and FDIC Order.

We filed a comprehensive three-year business plan with the OCC in connection with the organization and operation of Bank Midwest, N.A. (now NBH Bank, N.A.). The OCC issued supervisory non-objection with respect to the plan on March 22, 2011 and our board of directors subsequently adopted the plan. We have provided to the OCC updates to the plan each subsequent year.

We have implemented a quarterly monitoring and reporting process to remain in compliance with the comprehensive business plan and the requirements of the OCC Operating Agreement and FDIC Order. We also file a written quarterly status report to the OCC regarding our compliance with the OCC Operating Agreement.

Broad Supervision, Examination and Enforcement Powers

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

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

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

FDIC Statement of Policy on Qualifications for Failed Bank Acquisitions

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

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

For those institutions and investors to which it applies, the FDIC Policy Statement imposes the following provisions, among others. First, institutions are required to maintain a ratio of tier 1 common equity to total assets of at least 10% for a period of three years, and thereafter maintain a capital level sufficient to be “well capitalized” under regulatory standards during the remaining period of ownership of the investors. This amount of capital exceeds the amount otherwise required under applicable regulatory requirements. Second, investors that collectively own 80% or more of two or more depository institutions are required to pledge to the FDIC their proportionate interests in each institution to indemnify the FDIC against any losses it incurs in connection with the failure of one of the institutions. Third, institutions are prohibited from extending credit to investors and to affiliates of investors. Fourth, investors may not employ ownership structures that use entities domiciled in bank secrecy jurisdictions. The FDIC has interpreted this prohibition to apply to a wide range of non-U.S. jurisdictions. In its guidance, the FDIC has required that non-U.S. investors subject to the FDIC Policy Statement invest through a U.S. subsidiary and adhere to certain requirements related to record keeping and information sharing. Fifth, investors are prohibited from selling or otherwise transferring the securities they hold for three years after acquisition without FDIC approval. These transfer restrictions do not apply to open-ended investment companies that are registered under the Investment Company Act, issue redeemable securities and allow investors to redeem on demand. Sixth, investors may not employ complex and functionally opaque ownership structures to invest in institutions. Seventh, investors that own 10% or more of the equity of a failed institution are not eligible to bid for that institution in an FDIC auction. Eighth, investors may be required to provide information to the FDIC regarding the investors and all entities in their ownership chains, such as information regarding the size of the capital fund or funds, their diversification, their return profiles, their marketing documents, their management teams and their business models. Ninth, the FDIC Policy Statement does not replace or substitute for otherwise applicable regulations or statutes.

Regulatory Capital Requirements

In General

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

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

Under the guidelines, capital is compared with the relative risk related to the balance sheet. To derive the risk included in the balance sheet, a risk weighting is applied to each balance sheet asset and off-balance sheet item, primarily based

on the relative credit risk of the asset or counterparty. The revised capital rules also modified the risk-weights applied to particular on and off balance sheet assets.
The revised capital rules require banks and bank holding companies to maintain a minimum common equity tier 1 capital ratio of 4.5%, a total tier 1 capital ratio of 6%, a total capital ratio of 8%, and a leverage ratio of 4%. Bank holding companies will

ultimately be required to hold a capital conservation buffer of common equity tier 1 capital of 2.5% to avoid limitations on capital distributions and executive compensation payments. Most of these new capital ratios became effective as of January 1, 2015.

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

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

Prompt Corrective Action

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

Bank Holding Companies as a Source of Strength

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

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

The Dodd-Frank Act codified the requirement that holding companies, like the Company, serve as a source of financial strength for their subsidiary depository institutions, by providing financial assistance to its insured depository institution subsidiaries in the event of financial distress. Under the source of strength requirement imposed by the Federal Reserve and codified in the Dodd-Frank Act, the Company could be required to provide financial assistance to NBH Bank should it experience financial distress. If the capital of NBH Bank were to become impaired, the OCC could assess the Company for the deficiency. If we failed to pay the assessment within three months, the OCC could order the sale of our stock in NBH Bank to cover the deficiency.

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

Dividend Restrictions

The Company is a legal entity separate and distinct from its subsidiaries. Because the Company's consolidated net income consists largely of the net income of NBH Bank, the Company's ability to pay dividends depends upon its receipt of dividends from its subsidiary. The ability of a bank to pay dividends and make other distributions is limited by federal and state law. The specific limits depend on a number of factors, including the bank's type of charter, recent earnings, recent dividends, level of capital and regulatory status. The regulators are authorized, and under certain circumstances are required, to determine that the payment of dividends or other distributions by a bank would be an unsafe or unsound practice and to prohibit that payment. For example, the FDI Act generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be undercapitalized.

Dividends that may be paid by a national bank without the express approval of the OCC are limited in the aggregate for any calendar year to that bank's retained net profits for the preceding two calendar years plus retained net profits up to the date of any dividend declaration in the current calendar year. Retained net profits, as defined by the OCC, consist of net income less dividends declared during the period. State-chartered subsidiary banks are also subject to state regulations that limit dividends. Non-bank subsidiaries are also limited by certain federal and state statutory provisions and regulations covering the amount of dividends that may be paid in any given year.

Currently, the OCC Operating Agreement imposes certain restrictions on payment of dividends by NBH Bank to the Company, including by requiring prior non-objection from the OCC before any distribution is made.

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

Depositor Preference

The FDI Act provides that, in the event of the "liquidation or other resolution" of an insured depository institution, the claims of depositors of the institution (including the claims of the FDIC as subrogee of insured depositors) and certain claims for administrative expenses of the FDIC as a receiver will have priority over other general unsecured claims against the institution. If our insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, nondeposit creditors, including us, with respect to any extensions of credit they have made to such insured depository institution.

Liability of Commonly Controlled Institutions

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

Limits on Transactions with Affiliates

Federal law restricts the amount and the terms of both credit and non-credit transactions (generally referred to as "Covered Transactions") between a bank and its non-bank affiliates. Covered Transactions with any single affiliate may not exceed 10% of the capital stock and surplus of the bank, and Covered Transactions with all affiliates may not exceed, in the aggregate, 20% of the bank's capital and surplus. For a bank, capital stock and surplus refers to the bank's tier 1 and tier 2 capital, as calculated under the risk-based capital guidelines (which were revised in 2013), plus the balance of the allowance for credit losses excluded from tier 2 capital. The bank's transactions with all of its affiliates in the aggregate are limited to 20% of the foregoing capital. In addition, in connection with Covered Transactions that are extensions of credit, the bank may be required to hold collateral to provide added security to the bank, and the types of permissible collateral may be limited. The Dodd-Frank Act generally enhances the restrictions on transactions with affiliates, including an expansion of what types of transactions are Covered Transactions to include credit exposures related to derivatives, repurchase agreements and securities lending arrangements and an increase in the amount of time for which collateral requirements regarding Covered Transactions must be satisfied. As of December 31, 2014, the Company did not have any outstanding Covered Transactions.

Regulatory Notice and Approval Requirements for Acquisitions of Control

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

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

Anti-Money Laundering Requirements

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

Consumer Laws and Regulations

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

Settlement Procedures Act.

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

The Dodd-Frank Act created a new independent Consumer Finance Protection Bureau (the “Consumer Bureau”) that has broad authority to regulate and supervise retail financial services activities of banks and various non-bank providers. The Consumer Bureau has authority to promulgate regulations, issue orders, guidance and policy statements, conduct examinations and bring enforcement actions with regard to consumer financial products and services. In general, however, banks with assets of $10 billion or less, such as NBH Bank, will continue to be examined for consumer compliance by their primary bank regulator.

The Community Reinvestment Act

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

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

Reserve Requirements

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

Deposit Insurance Assessments

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

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

The Dodd-Frank Act changed the deposit insurance assessment framework, primarily by basing assessments on an institution’s average total consolidated assets less average tangible equity (subject to risk-based adjustments that would further reduce the assessment base for custodial banks) rather than domestic deposits, shifting a greater portion of the aggregate assessments to large banks, as described in detail below. The Dodd-Frank Act also eliminated the upper limit for the reserve ratio designated by the FDIC each year, increased the minimum designated reserve ratio of the DIF from 1.15% to 1.35% of the estimated amount of total insured deposits by September 30, 2020, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds.

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

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

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

Interstate Banking for State and National Banks

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

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

Changes in Laws, Regulations or Policies and the Dodd-Frank Act

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

The Dodd-Frank Act, which was signed into law in 2010, continues to have a broad impact on the financial services industry, imposing significant regulatory and compliance changes, increased capital, leverage and liquidity requirements and numerous other provisions designed to improve supervision and oversight of the financial services sector. In addition to certain implications of the Dodd-Frank Act discussed above, the following items are also key provisions of the Dodd-Frank Act:

- Limitation on Federal Preemption. The Dodd-Frank Act may reduce the ability of national banks to rely upon federal preemption of state consumer financial laws. The Dodd-Frank Act also eliminates the extension of preemption under the National Bank Act to operating subsidiaries of national banks. The Dodd-Frank Act authorizes state enforcement authorities to bring lawsuits under non-preempted state law against national banks and authorizes suits by state attorney generals against national banks to enforce rules issued by the Consumer Bureau.
- Mortgage Loan Origination and Risk Retention. The Dodd-Frank Act imposes new standards for mortgage loan originations on all lenders, including banks, in an effort to require steps to verify a borrower’s ability to repay. The Dodd-Frank Act also generally requires lenders or securitizers to retain an economic interest in the credit risk relating to loans the lender sells or mortgages and other asset-backed securities that the securitizer issues. The risk retention requirement generally will be 5%, but could be increased or decreased by regulation.
- Corporate Governance. The Dodd-Frank Act addresses many investor protection, corporate governance and executive compensation matters that will affect most U.S. publicly traded companies, including the Company. The Dodd-Frank Act: (1) grants shareholders of U.S. publicly traded companies an advisory vote on executive compensation (unless exempted by the Jumpstart Our Business Startups Act (the “JOBS Act”)); (2) enhances independence requirements for compensation committee members and advisors; (3) requires companies listed on national securities exchanges to adopt incentive-based compensation clawback policies for executive officers; and (4) provides the U.S. Securities and Exchange Commission (the “SEC”) with authority to adopt proxy access rules that would allow shareholders of publicly traded companies to nominate candidates for election as a director and have those nominees included in a company’s proxy materials.

Many of the requirements of the Dodd-Frank Act will continue to be implemented over time, and most will be subject to regulations implemented over the course of several years. Given the uncertainty surrounding the manner in which many of the Dodd-Frank Act’s provisions will be implemented by the various regulatory agencies and through regulations, the full extent of the impact on our operations is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage requirements or otherwise materially and adversely affect us.

More Information

Our website is www.nationalbankholdings.com. We make available free of charge, through our website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the SEC. In addition, the public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Item 1A. RISK FACTORS.

Risks Relating to Our Banking Operations

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

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

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

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

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

Our business and operations are sensitive to general business and economic conditions in the United States and in our two core markets in Colorado and the greater Kansas City region. If the economies in our core markets, or the U.S. economy more generally, are unable to continue to steadily emerge from the recession that began in 2007 or we experience worsening economic conditions, including industry-specific conditions, we could be materially and adversely affected. Weak economic

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conditions may be characterized by deflation, fluctuations in debt and equity capital markets, including a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on loans, residential and commercial real estate price declines and lower home sales and commercial activity, and further or prolonged pressure on energy prices. All of these factors would be detrimental to our business. Our business is significantly affected by monetary and related policies of the U.S. federal government, its agencies and government-sponsored entities. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control and could have a material adverse effect on us.

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

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

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

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

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

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

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

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

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

Our loss sharing agreements impose restrictions on the operation of our business and extensive record-keeping requirements, and failure to comply with the terms of our loss sharing agreements with the FDIC may result in significant losses.

A portion of our revenue is derived from assets acquired in Hillcrest Bank and Community Banks of Colorado transactions. Certain of the loans, commitments and foreclosed assets acquired in those transactions are covered by the loss sharing agreements, which provide that a significant portion of the losses related to those covered assets will be borne by the FDIC. We may, however, experience difficulties in complying with the requirements of the loss sharing agreements, including the extensive record-keeping and documentation relating to the status and reimbursement of covered assets. The required terms of the agreements are extensive and failure to comply with any of the terms could result in a specific asset or group of assets losing their loss sharing coverage. Additionally, complying with the extensive requirements to avail ourselves of the loss sharing coverage could take management time and attention away from other aspects of running our business.

Our loss sharing agreements also impose limitations on the manner in which we manage loans covered by loss sharing. For example, under the loss sharing agreements, we may not, without FDIC consent, sell a covered loan even if in the ordinary course of our business we determine that taking such action would be advantageous for us. These restrictions could impair our ability to manage problem loans, extend the amount of time that such loans remain on our balance sheet and increase the amount of our losses.

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

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

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

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

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

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

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

We have historically taken a conservative investment strategy with our securities portfolio, with concentrations of securities that are primarily backed by government sponsored enterprises. In the future, we may seek to increase yields through more aggressive strategies, which may include a greater percentage of corporate securities and structured credit products. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. These factors include, but are not limited to, rating agency actions in respect of the securities, defaults by the issuer or with respect to the underlying securities, and changes in market interest rates and instability in the capital markets. These factors, among others, could cause other-than-temporary impairments and realized and/or unrealized losses in future periods and declines in other comprehensive income, which could have a material adverse effect on us. The process for determining whether impairment of a security is other-than-temporary usually requires complex, subjective judgments about the future financial performance and liquidity of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

As a publicly traded company, we are required to file periodic reports containing our consolidated financial statements with the SEC within a specified time following the completion of quarterly and annual periods. We also are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 concerning internal control over financial reporting. We may experience difficulty in meeting the SEC’s reporting requirements. Any failure by us to file our periodic reports with the SEC in a timely manner could harm our reputation and cause investors and potential investors to lose confidence in us and reduce the market price of our common stock.

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

Risks Relating to our Growth Strategy

We may not be able to effectively manage our growth.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Risks Relating to the Regulation of Our Industry

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

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

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

In addition, the Dodd-Frank Act restricts the ability of banks to engage in certain proprietary trading or to sponsor or invest in private equity or hedge funds (i.e., the Volcker Rule). The Dodd-Frank Act also contains provisions designed to limit the ability of insured depository institutions, their holding companies and their affiliates to conduct certain swaps and derivatives activities and to take certain principal positions in financial instruments.

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

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

We are subject to extensive regulation, supervision, and legislation that govern almost all aspects of our operations. Intended to protect clients, depositors and the DIF, these laws and regulations, among other matters, prescribe minimum capital requirements, impose limitations on the business activities in which we can engage (including foreclosure and collection practices), limit the dividends or distributions that we can pay, restrict the ability of institutions to guarantee our debt, and impose certain specific accounting requirements on us that may be more restrictive and may result in greater or earlier charges to earnings or reductions in our capital than GAAP. Compliance with laws and regulations can be difficult and costly, and changes to laws and regulations often impose additional compliance costs. Our failure to comply with these laws and regulations, even if the failure follows good faith effort or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines and other penalties, any of which could materially and adversely affect us. Further, any new laws, rules and regulations could make compliance more difficult or expensive and also materially and adversely affect us.

We are subject to substantial regulatory limitations that limit the way in which we may operate our business.

Our bank subsidiary, NBH Bank, is subject to specific requirements pursuant to the OCC Operating Agreement entered into in connection with our acquisition of certain assets of Bank Midwest, N.A. The OCC Operating Agreement requires, among other things, that the Bank provide notice to, and obtain non-objection from, the OCC with respect to any potential acquisition transactions (a) from the FDIC as a receiver of failed institution, (b) as part of a transaction in which the FDIC provides assistance, (c) as part of a transaction pursuant to the Bank Merger Act (which we refer to as the "BMA"), involving the probable failure of one or more depository institutions, (d) as part of a transaction pursuant to the 10-day/5-day emergency provisions of the BMA, or (e) in any other manner. Additionally, the OCC Operating Agreement imposes certain restrictions on payment of dividends by the Bank to the Company, including by requiring prior non-objection from the OCC before any distribution is made. Also, the OCC Operating Agreement requires that the Bank maintain total capital at least equal to 12% of risk-weighted assets, tier 1 capital at least equal to 11% of risk-weighted assets and tier 1 capital at least equal to 10% of adjusted total assets.

The Bank (and, with respect to certain provisions, the Company) is also subject to the FDIC Order issued in connection with the FDIC's approval of our application for deposit insurance for the Bank.

A failure by us or the Bank to comply with the requirements of the OCC Operating Agreement or the FDIC Order, or the objection by the OCC or the FDIC to any materials or information submitted pursuant to the OCC Operating Agreement or the FDIC Order, could prevent us from executing our business strategy and materially and adversely affect us.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Item 1B. UNRESOLVED STAFF COMMENTS.

None

Item 2. PROPERTIES.

Our principal executive offices are located in the Denver Tech Center area immediately south of Denver, Colorado. We also have approximately 70,000 square feet of office and operations space in Kansas City, Missouri. At December 31, 2014, we operated 50 banking centers in Colorado, 45 in Kansas and Missouri, and two in Texas. Of these banking centers, 21 locations were leased and 76 were owned. Prior to their closure at the conclusion of business on December 31, 2013, we also operated four banking centers in California and 32 limited-service retirement center locations, 20 locations in Kansas and Missouri and six locations each in Texas and Colorado. See note 25 to our consolidated financial statements for further information regarding banking center closures.

Item 3. LEGAL PROCEEDINGS.

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

Item 4. MINE SAFETY DISCLOSURES.

None.

PART II

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

Common Stock Data

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

Year	Quarter	High	Low	Cash Dividends
2014	First	$21.48	$18.77	$0.05
	Second	$20.61	$18.50	$0.05
	Third	$20.89	$18.94	$0.05
	Fourth	$19.95	$18.11	$0.05
2013	First	$19.75	$17.85	$0.05
	Second	$19.82	$17.69	$0.05
	Third	$21.39	$18.55	$0.05
	Fourth	$21.88	$19.86	$0.05
2012	First	$—	$—	$—
	Second	$—	$—	$—
	Third	$20.25	$19.23	$—
	Fourth	$19.92	$17.90	$0.05

The last sale price of our common stock on the NYSE was $18.54 per share on February 26, 2015. The Company had 112 shareholders of record as of February 26, 2015. Management estimates that the number of beneficial owners is significantly greater.

In October 2012, we commenced the payment of a $0.05 per share quarterly dividend to holders of our common stock. As a bank holding company, any dividends paid to us by our bank subsidiary are subject to various federal and state regulatory limitations and also subject to the ability of our bank subsidiary to pay dividends to us. The OCC Operating Agreement imposes certain restrictions on payment of dividends by the Bank to the Company, including requiring prior non-objection from the OCC before any distribution is made. During the fourth quarter of 2013, the OCC permitted the Bank to pay a dividend of $313.0 million to the Company. Other than dividends from the Bank paid as noted above, the cash held by the Company and any future financing at the holding company level, we do not have, and do not expect to have in the near future, liquidity sources at the holding company level to pay dividends to our common shareholders. In addition, in the future, we and our bank subsidiary may enter into credit agreements or other financing arrangements that prohibit or otherwise restrict our ability to declare or pay cash dividends. Any determination to pay cash dividends in the future will be at the unilateral discretion of our board of directors and will depend on a variety of considerations, including, without limitation, our historical and projected financial condition, liquidity and results of operations, capital levels, tax considerations, statutory and regulatory prohibitions and other limitations, general economic conditions and other factors deemed relevant by our board of directors. See "Risk Factors—Our ability to pay dividends is subject to regulatory limitations and our bank subsidiary's ability to pay dividends to us is also subject to regulatory limitations."

Performance Graph

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

Index	Period Ending 9/19/2012	12/31/2012	6/28/2013	12/31/2013	6/30/2014	12/31/2014
NBH	100.00	98.92	103.17	112.63	105.47	103.18
KBW Regional Banking Index	100.00	95.19	113.65	139.76	138.29	143.16
Russell 2000 Index	100.00	99.74	115.56	138.46	142.88	145.24

The following table sets forth information about our repurchases of our common stock during the fourth quarter of 2014:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid Per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1-October 31, 2014 (1)	3,284	$18.46	—	$ 50,017,342
November 1-November 30, 2014 (2)	991,100	$19.43	991,100	$ 30,741,121
November 1-November 30, 2014 (1)	7,104	$19.18	—	$ 30,741,121
December 1-December 31, 2014	—	$—	—	$ 30,741,121
Total	1,001,488	$19.15	991,100	$ 30,741,121

(1) These represent shares surrendered to the Company as part of a net vesting of restricted stock awards.

(2) These share repurchases were part of publicly announced, Board approved, stock repurchase authorizations.

Item 6. SELECTED FINANCIAL DATA.

The following table sets forth summary selected historical financial information as of and for the five years ended December 31, 2014. The summary selected historical consolidated financial information set forth below is derived from our audited consolidated financial statements.

Although we were incorporated on June 16, 2009, we did not have any substantive operations prior to the Hillcrest Bank acquisition on October 22, 2010. We consummated the Bank Midwest acquisition on December 10, 2010, the Bank of Choice acquisition on July 22, 2011 and the Community Banks of Colorado acquisition on October 21, 2011, all of which were significant acquisitions. All acquisitions were accounted for using the acquisition method. Due to the timing of the acquisitions and the acquisition method of accounting, comparability may be limited. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The summary selected historical consolidated financial data set forth below should be read together with our consolidated financial statements and the related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this annual report. Such information is not necessarily indicative of anticipated future results.

Summary of Selected Historical Consolidated Financial Data

	December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Consolidated Balance Sheet Information (unaudited, $ in thousands):					
Cash and cash equivalents	$256,979	$ 189,460	$ 769,180	$ 1,628,137	$ 1,907,730
Investment securities available-for-sale (at fair value)	1,479,214	1,785,528	1,718,028	1,862,699	1,254,595
Investment securities held-to-maturity	530,590	641,907	577,486	6,801	—
Non-marketable securities	27,045	31,663	32,996	29,117	17,800
Loans (including covered loans) [1]	2,162,409	1,854,094	1,832,702	2,268,435	1,563,561
Allowance for loan losses	(17,613)	(12,521)	(15,380)	(11,527)	(48)
Loans, net	2,144,796	1,841,573	1,817,322	2,256,908	1,563,513
Loans held for sale	5,146	5,787	5,368	5,616	5,309
FDIC indemnification asset, net	39,082	64,447	86,923	223,402	161,395
Other real estate owned	29,120	70,125	94,808	120,636	54,078
Premises and equipment, net	106,341	115,219	121,436	87,315	37,320
Goodwill and other intangible assets, net	76,513	81,859	87,205	92,553	79,715
Other assets	124,820	86,547	100,023	38,842	24,066
Total assets	$4,819,646	$ 4,914,115	$ 5,410,775	$ 6,352,026	$ 5,105,521
Deposits	3,766,188	3,838,309	4,200,719	5,063,053	3,473,339
Other liabilities	258,883	178,014	119,497	200,244	638,423
Total liabilities	4,025,071	4,016,323	4,320,216	5,263,297	4,111,762
Total shareholders' equity	794,575	897,792	1,090,559	1,088,729	993,759
Total liabilities and shareholders' equity	$4,819,646	$ 4,914,115	$ 5,410,775	$ 6,352,026	$ 5,105,521

	As of and for the years ended December 31,				
	2014	2013	2012	2011	2010
Consolidated Statement of Operations Data:					
Interest income	$184,662	$195,475	$233,485	$197,159	$21,422
Interest expense	14,413	16,514	29,234	41,696	5,512
Net interest income	170,249	178,961	204,251	155,463	15,910
Provision for loan losses	6,209	4,296	27,995	20,002	88
Net interest income after provision for loan losses	164,040	174,665	176,256	135,461	15,822
Bargain purchase gain	—	—	—	60,520	37,778
Non-interest income	(1,696)	20,177	37,379	28,966	4,385
Non-interest expense	150,003	183,965	209,598	155,538	48,981
Income before income taxes	12,341	10,877	4,037	69,409	9,004
Provision for income before taxes	3,165	3,950	4,580	27,446	2,953
Net income (loss)	$9,176	$6,927	$(543)	$41,963	$6,051
Share Information (2):					
Earnings (loss) per share, basic	$0.22	$0.14	$(0.01)	$0.81	$0.11
Earnings (loss) per share, diluted	$0.22	$0.14	$(0.01)	$0.81	$0.11
Book value per share	$20.43	$19.99	$20.84	$20.87	$19.13
Tangible book value per share (3)	$18.63	$18.27	$19.23	$19.13	$17.60
Tangible common equity to tangible assets (3)	15.25%	16.97%	18.89%	15.94%	18.19%
Weighted average common shares outstanding, basic	42,404,609	50,790,410	52,214,175	51,978,744	53,000,454
Weighted average common shares outstanding, diluted	42,421,014	50,824,422	52,214,175	52,104,021	53,000,454
Common shares outstanding	38,884,953	44,918,336	52,327,672	52,157,697	51,936,280

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

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

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

	As of and for the years ended December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Key Ratios					
Return on average assets	0.19 %	0.13 %	(0.01)%	0.81 %	0.44 %
Return on average tangible assets (1)	0.26 %	0.20 %	0.05 %	0.88 %	0.44 %
Return on average equity	1.07 %	0.67 %	(0.05)%	4.01 %	0.62 %
Return on average tangible common equity (1)	1.58 %	1.06 %	0.27 %	4.62 %	0.62 %
Return on risk weighted assets	0.37 %	0.33 %	(0.03)%	2.21 %	0.46 %
Interest-earning assets to interest-bearing liabilities (end of period) (2)	137.36 %	137.05 %	134.44 %	127.91 %	129.91 %
Loans to deposits ratio (end of period)	57.55 %	48.46 %	43.76 %	44.91 %	45.17 %
Average equity to average assets	17.68 %	20.07 %	18.91 %	20.26 %	71.45 %
Non-interest bearing deposits to total deposits (end of period)	19.45 %	17.59 %	16.14 %	13.41 %	9.39 %
Net interest margin (3)	3.83 %	3.81 %	3.98 %	3.40 %	1.21 %
Net interest margin(fully taxable equivalent)(1)(3)	3.85 %	3.81 %	3.98 %	3.40 %	1.21 %
Interest rate spread (4)	3.72 %	3.68 %	3.81 %	3.17 %	(0.02)%
Yield on earning assets	4.15 %	4.16 %	4.55 %	4.31 %	1.63 %
Yield on earning assets (fully taxable equivalent) (1)(2)	4.17 %	4.16 %	4.55 %	4.31 %	1.63 %
Cost of interest bearing liabilities (2)	0.45 %	0.48 %	0.74 %	1.15 %	1.65 %
Cost of deposits	0.37 %	0.41 %	0.64 %	1.05 %	1.51 %
Non-interest expense to average assets	3.08 %	3.55 %	3.62 %	3.01 %	3.56 %
Efficiency ratio (1)(5)	85.82 %	89.70 %	84.53 %	61.72 %	84.34 %
Efficiency ratio (fully taxable equivalent)(1)	85.35 %	89.70 %	84.53 %	61.72 %	84.34 %
Dividend payout ratio	90.91 %	142.86 %	NM	0.00 %	0.00 %
Asset Quality Data (6) (7) (8)					
Non-performing loans to total loans	0.50 %	1.31 %	1.26 %	1.66 %	0.00 %
Covered non-performing loans to total non-performing loans	12.18 %	68.89 %	26.15 %	34.74 %	0.00 %
Non-performing assets to total assets	0.85 %	1.94 %	2.20 %	2.52 %	1.06 %
Covered non-performing assets to total non-performing assets	48.56 %	58.50 %	43.68 %	56.83 %	100.00 %
Allowance for loan losses to total loans	0.81 %	0.68 %	0.84 %	0.51 %	0.00 %
Allowance for loan losses to total non-covered loans	0.89 %	0.81 %	1.26 %	0.88 %	0.01 %
Allowance for loan losses to non-performing loans	162.89 %	51.43 %	66.53 %	30.52 %	0.00 %
Net charge-offs to average loans	0.05 %	0.41 %	1.20 %	0.51 %	0.00 %

(1) Ratio represents non-GAAP financial measure. See non-GAAP reconciliation on page 37.
(2) Interest earning assets include assets that earn interest/accretion or dividends, except for the FDIC indemnification asset, which is not part of interest earning assets. Any market value adjustments on investment securities are excluded from interest-earning assets. Interest bearing liabilities include liabilities that must be paid interest.
(3) Net interest margin represents net interest income, including accretion income on interest earning assets, as a percentage of average interest earning assets.
(4) Interest rate spread represents the difference between the weighted average yield on interest earning assets and the weighted average cost of interest bearing liabilities.
(5) The efficiency ratio represents non-interest expense, less intangible asset amortization, as a percentage of net interest income plus non-interest income on a fully taxable basis.
(6) Non-performing loans were redefined during the third quarter of 2014 to only include non-accrual loans and restructured loans on non-accrual, and exclude any loans accounted for under ASC 310-30 in which the pool is still performing. All previous periods have been restated.
(7) Non-performing assets include non-performing loans, other real estate owned and other repossessed assets.
(8) Total loans are net of unearned discounts and fees.

About Non-GAAP Financial Measures

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

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

A reconciliation of our non-GAAP financial measures to the comparable GAAP financial measures is as follows (in thousands, except share and per share information).

	As of and for the years ended December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Total shareholders’ equity	$794,575	$897,792	$1,090,559	$1,088,729	$993,759
Less: goodwill and intangible assets, net	(76,513)	(81,859)	(87,205)	(92,553)	(79,715)
Add: deferred tax liability related to goodwill	6,222	4,671	3,121	1,571	113
Tangible common equity (non-GAAP)	$724,284	$820,604	$1,006,475	$997,747	$914,157
Total assets	$4,819,646	$4,914,115	$5,410,775	$6,352,026	$5,105,521
Less: goodwill and intangible assets, net	(76,513)	(81,859)	(87,205)	(92,553)	(79,715)
Add: deferred tax liability related to goodwill	6,222	4,671	3,121	1,571	113
Tangible assets (non-GAAP)	$4,749,355	$4,836,927	$5,326,691	$6,261,044	$5,025,919
Tangible common equity to tangible assets calculations:					
Total shareholders’ equity to total assets	16.49 %	18.27 %	20.16 %	17.14 %	19.46 %
Less: impact of goodwill and intangible assets, net	(1.24)%	(1.30)%	(1.27)%	(1.20)%	(1.27)%
Tangible common equity to tangible assets (non-GAAP)	15.25 %	16.97 %	18.89 %	15.94 %	18.19 %
Common book value per share calculations:					
Total shareholders' equity	$794,575	$897,792	$1,090,559	$1,088,729	$993,759
Divided by: ending shares outstanding	38,884,953	44,918,336	52,327,672	52,157,697	51,936,280
Common book value per share	$20.43	$19.99	$20.84	$20.87	$19.13
Tangible common book value per share calculations:					
Tangible common equity (non-GAAP)	$724,284	$820,604	$1,006,475	$997,747	$914,157
Divided by: ending shares outstanding	38,884,953	44,918,336	52,327,672	52,157,697	51,936,280
Tangible common book value per share (non-GAAP)	$18.63	$18.27	$19.23	$19.13	$17.60
Tangible common book value per share, excluding accumulated other comprehensive income (loss) calculations:					
Tangible common equity (non-GAAP)	$724,284	$820,604	$1,006,475	$997,747	$914,157
	(5,839)	6,756	(40,573)	(47,022)	(6,085)

Less: accumulated other comprehensive (income) loss, net of tax					
Tangible common book value, excluding accumulated other comprehensive income (loss), net of tax (non-GAAP)	718,445	827,360	965,902	950,725	908,072
Divided by: ending shares outstanding	38,884,953	44,918,336	52,327,672	52,157,697	51,936,280
Tangible common book value per share, excluding accumulated other comprehensive income (loss), net of tax (non-GAAP)	$18.48	$18.42	$18.46	$18.23	$17.48

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Return on Average Tangible Assets and Return on Average Tangible Equity

	As of and for the years ended				
	December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Net income	$9,176	$6,927	$(543)	$41,963	$6,051
Add: impact of core deposit intangible amortization expense, after tax	3,260	3,235	3,233	2,635	—
Net income adjusted for impact of core deposit intangible amortization expense, after tax	$12,436	$10,162	$2,690	$44,598	$6,051
Average assets	$4,867,929	$5,175,210	$5,786,762	$5,166,172	$1,376,163
Less: average goodwill and intangible assets, net of deferred tax asset related to goodwill	(73,074)	(79,964)	(86,841)	(80,248)	(6,637)
Average tangible assets (non-GAAP)	$4,794,855	$5,095,246	$5,699,921	$5,085,924	$1,369,526
Average shareholder's equity	$860,691	$1,038,753	$1,093,998	$1,045,459	$983,270
Less: average goodwill and intangible assets, net of deferred tax asset related to goodwill	(73,074)	(79,964)	(86,841)	(80,248)	(6,637)
Average tangible common equity (non-GAAP)	$787,617	$958,789	$1,007,157	$965,211	$976,633
Return on average assets	0.19%	0.13%	(0.01)%	0.81%	0.44%
Return on average tangible assets (non-GAAP)	0.26%	0.20%	0.05%	0.88%	0.44%
Return on average equity	1.07%	0.67%	(0.05)%	4.01%	0.62%
Return on average tangible common equity (non-GAAP)	1.58%	1.06%	0.27%	4.62%	0.62%

Fully Taxable Equivalent Yield on Earning Assets and Net Interest Margin

	As of and for the years ended				
	December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Interest income	$184,662	$195,475	$233,485	$197,159	$21,422
Add: impact of taxable equivalent adjustment	930	—	—	—	—
Interest income, fully taxable equivalent (non-GAAP)	$185,592	$195,475	$233,485	$197,159	$21,422
Net interest income	$170,249	$178,961	$204,251	$155,463	$15,910
Add: impact of taxable equivalent adjustment	930	—	—	—	—
Net interest income, fully taxable equivalent (non-GAAP)	$171,179	$178,961	$204,251	$155,463	$15,910

Average earning assets	4,446,903		4,698,552		5,130,836		4,571,331		1,310,348	
Yield on earning assets	4.15	%	4.16	%	4.55	%	4.31	%	1.63	%
Yield on earning assets, fully taxable equivalent (non-GAAP)	4.17	%	4.16	%	4.55	%	4.31	%	1.63	%
Net interest margin	3.83	%	3.81	%	3.98	%	3.40	%	1.21	%
Net interest margin, fully taxable equivalent (non-GAAP)	3.85	%	3.81	%	3.98	%	3.40	%	1.21	%

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Adjusted Efficiency Ratio

	As of and for the years ended				
	December 31, 2014	December 31, 2013	December 31, 2012	December 31, 2011	December 31, 2010
Net interest income	$170,249	$178,961	$204,251	$155,463	$15,910
Add: impact of taxable equivalent adjustment	930	—	—	—	—
Net interest income, fully taxable equivalent (non-GAAP)	$171,179	$178,961	$204,251	$155,463	$15,910
Non-interest income (expense)	$(1,696)	$20,177	$37,379	$89,486	$42,163
Non-interest expense	$150,003	$183,965	$209,598	$155,538	$48,981
Less: core deposit intangible asset amortization	(5,344)	(5,346)	(5,344)	(4,359)	—
Non-interest expense, adjusted for core deposit intangible asset amortization	$144,659	$178,619	$204,254	$151,179	$48,981
Efficiency ratio	85.82%	89.70%	84.53%	61.72%	84.34%
Efficiency ratio, fully taxable equivalent (non-GAAP)	85.35%	89.70%	84.53%	61.72%	84.34%

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

The following management's discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes as of and for the years ended December 31, 2014, 2013, and 2012, and with the other financial and statistical data presented in this annual report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions that may cause actual results to differ materially from management's expectations. Factors that could cause such differences are discussed in the section entitled "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" and should be read herewith.

Readers are cautioned that meaningful comparability of current period financial information to prior periods may be limited. Following our Hillcrest Bank acquisition on October 22, 2010, we completed three additional acquisitions: Bank Midwest on December 10, 2010, Bank of Choice on July 22, 2011 and Community Banks of Colorado on October 21, 2011. As a result, our operating results are limited to the periods since these acquisitions. Additionally, in accordance with Accounting Standards Codification ("ASC") Topic 805, Business Combinations, the assets acquired and liabilities assumed were recorded at fair value at their respective dates of acquisition. The comparability of data is compromised by the FDIC loss sharing agreements in place that cover a portion of losses incurred on certain assets acquired in the Hillcrest Bank and the Community Banks of Colorado acquisitions.

In May 2012, we changed the name of Bank Midwest, N.A. to NBH Bank, N.A. ("NBH Bank" or the "Bank") and all references to NBH Bank, N.A. should be considered synonymous with references to Bank Midwest, N.A. prior to the name change.

Overview

National Bank Holdings Corporation is a bank holding company formed in 2009. Through our subsidiary, NBH Bank, we provide a variety of banking products to both commercial and consumer clients through a network of 97 banking centers, located in Colorado, the greater Kansas City area and Texas, and through online and mobile banking products. We operate under the following brand names: Community Banks of Colorado in Colorado, Bank Midwest in Kansas and Missouri, and Hillcrest Bank in Texas.

In just over four years, we have completed the acquisition and integration of four problem or failed banks, three of which were FDIC-assisted. We have transformed these four banks into one collective banking operation with steadily increasing organic growth, prudent underwriting, and meaningful market share with continued opportunity for expansion. Our long-term business model utilizes our organic development infrastructure, low-risk balance sheet, continuous operational development and a disciplined acquisition strategy to create value and provide opportunities for growth.

As of December 31, 2014, we had $4.8 billion in assets, $2.2 billion in loans, $3.8 billion in deposits and $0.8 billion in equity. We believe that our established presence positions us well for growth opportunities. Our focus is on building strong banking relationships with small to mid-sized businesses and consumers, while maintaining a low risk profile designed to generate reliable income streams and attractive returns. Through our acquisitions, we have established a solid financial services franchise with a sizable presence for deposit gathering and client relationship building necessary for growth.

Operating Highlights and Key Challenges

Our operations resulted in the following highlights as of and for the year ended December 31, 2014 (except as noted):

Strategy execution

- Strong organic growth - increased loan originations 21.7% over the prior year.
- Maintained a conservatively structured loan portfolio - credit quality is strong.
- Opportunistic capital management - repurchased 6.1 million shares at attractive prices.
- Announced in January 2015 the Colorado market fill-in acquisition of Pine River Bank Corporation, which is expected to close in the third quarter of 2015.
- Maintained focus on expenses and enhancing operational efficiencies - 2014 non-interest expenses down 18.5% from prior year.

Loan portfolio

- Total loans ended 2014 at $2.2 billion, a 16.6% increase since December 31, 2013.
- Organic loan originations totaled $869.2 million, a 21.7% increase from 2013.
- Strategic loans at December 31, 2014 increased a strong $456.6 million, or 30.4%, since December 31, 2013.

- Strategic loans comprised $2.0 billion, or 90.7% of loans outstanding.
- Successfully exited $148.2 million, or 42.4%, of the non-strategic loan portfolio during 2014.

Credit quality

- Non 310-30 loans

Net charge-offs in the non 310-30 loan portfolio declined to just 0.06% during 2014.
Credit quality remained strong, as 90 days past dues and non-accruing loans decreased to just 0.59%.
Loss-share coverage on 12.2% of non-performing non 310-30 loans.

- ASC 310-30 loans

Added a net $43.7 million to accretable yield for the acquired loans accounted for under ASC 310-30.

A $14.8 million covered commercial and industrial loan pool that had previously been on non-accrual status at December 31, 2013 was returned to accrual status during the first quarter of 2014 due to improved performance and predictability of cash flows within that pool.

Client deposit funded balance sheet

- Average demand deposits continued solid growth, increasing $40.6 million, or 6.1%, as a result of our strategic focus on relationship banking.
- Average transaction deposits and client repurchase agreements increased $37.1 million, or 1.5%, from December 31, 2013.
- Transaction account balances improved to 64.0% of total deposits as of December 31, 2014 from 61.0% at December 31, 2013.
- Total deposits decreased $72.1 million, or 1.9%, as higher-cost time deposits declined $138.6 million, or 9.3%.
- Continued a strongly client-funded balance sheet, with total deposits and client repurchase agreements comprising 96.9% of total liabilities as of December 31, 2014.

Revenues and expenses

- Net interest margin widened to 3.85% on a fully taxable equivalent basis during 2014, from 3.81% during 2013, driven by a three basis point decrease in the cost of interest bearing liabilities coupled with a one basis point widening in the yield on interest earning assets.
- The yield on our loan portfolio was 6.60% during 2014, compared to 7.92% during 2013, as a result of the declining balances of higher-yielding purchased loans.
- Cost of deposits decreased four basis points to 0.37% during 2014 from 0.41% during 2013, due to a $186.0 million decrease in time deposits as we focused on market-rate time deposits and in developing banking relationships.
- Non-interest income for 2014 totaled a negative $1.7 million as a result of $27.7 million of FDIC indemnification asset amortization and $8.9 million of FDIC loss-share related expenses, attributable to strong covered asset performance.
- Operating costs (defined as non-interest expenses before problem loan/OREO workout expenses/(income), the benefit of the change in the warrant liability, contract termination expenses and banking center closure related expenses) declined $12.4 million, or 7.6%, during 2014, compared to 2013. The decrease in operating costs was attributable to operating efficiency improvements and banking center closures.
- Problem loan/OREO expenses/(income) resulted in income of $(1.9) million for 2014, decreasing $18.5 million from the same period in 2013. The decline is a result of strong OREO property sales and lower problem asset balances.

Strong capital position

- As of December 31, 2014, our consolidated tier 1 leverage ratio was 15.0% and our consolidated tier 1 risk-based capital ratio was 28.9%.
- The after-tax accretable yield on ASC 310-30 loans plus the after-tax yield on the FDIC indemnification asset, net, in excess of 4.0%, an approximate yield on new loan originations, and discounted at 5%, adds $0.83 per share to our tangible book value per share as of December 31, 2014.
- Tangible common book value per share was $18.63 at December 31, 2014, before consideration of the excess accretable yield value of $0.83 per share.
- During 2014, we repurchased 6.1 million shares, or 13.53% of outstanding shares, at a weighted average price of $19.63 per share. Since early 2013 and through February 26, 2015, we have repurchased 15.3 million shares, or 29.2% of outstanding shares, at an attractive weighted average price of $19.50 per share.

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- On February 11, 2015, we announced that the board of directors approved a new authorization to repurchase from time to time another $50.0 million of the Company’s common stock.

Key Challenges

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

General economic conditions improved modestly during 2014, but were somewhat dampened by the uncertainty about the strength of the recovery, both nationally and in our markets. Residential real estate values have largely recovered from their lows and commercial real estate property fundamentals continued to improve in our markets and nationally across all property types and classes. We consider this with guarded optimism. A significant portion of our loan portfolio is secured by real estate and any deterioration in real estate values or credit quality or elevated levels of non-performing assets would ultimately have a negative impact on the quality of our loan portfolio.

Oil and gas prices declined significantly during 2014, and the full impact to the broad economy, to banks in general, and to us, is yet to be determined. Energy loans comprise 8.1% of our total loans and prolonged or further pricing pressure on oil and gas could lead to increased credit stress in our energy portfolio. Suppressed energy prices are putting more money into consumers pockets in the short term, but the decline could have unpredictable secondary impacts such as job losses in industries tied to energy, increased spending habits, lower borrowing needs, higher transaction deposit balances or a number of other effects that are difficult to isolate or quantify.

Our total loan balances increased $308.3 million during 2014, or 16.6%, on the strength of $869.2 million of loan originations, partially offset by loan paydowns, particularly in our non-strategic portfolio. Our acquired loans generally have produced higher yields than our originated loans due to the recognition of accretion of fair value adjustments and accretable yield. The tepid economic recovery and intense loan competition have kept interest rates low during 2014, limiting the yields we have been able to obtain on originated loans. During 2014, our weighted average yield on loan originations was 3.78%, which is significantly lower than our 2014 weighted average yield of our loan portfolio of 6.60%. We expect downward pressure on the yields on our total loan portfolio to the extent that our originated loan portfolio does not provide sufficient yields to replace the high yields on the acquired loan portfolio as they pay down or pay off. Growth in our interest income will ultimately be dependent on our ability to generate sufficient volumes of high-quality originated loans.

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

Performance Overview

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

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

Asset quality - We monitor the asset quality of our loans and OREO through a variety of metrics, and we work to resolve problem assets in an efficient manner. Specifically, we monitor the resolution of problem loans through payoffs, pay downs, troubled debt restructurings and foreclosure activity. We marked all of our acquired assets to fair

value at the date of their respective acquisitions, taking into account our estimation of credit quality.
Many of the loans that we acquired in the Hillcrest Bank, Bank of Choice and Community Banks of Colorado acquisitions had deteriorated credit quality at the respective dates of acquisition. These loans are accounted for under ASC Topic 310-30, Loans

and Debt Securities Acquired with Deteriorated Credit Quality. This guidance is described more fully below under "Application of Critical Accounting Policies" and in note 2 in our consolidated financial statements.
Our evaluation of traditional credit quality metrics and the allowance for loan losses ("ALL") levels, especially when compared to industry averages or to other financial institutions, takes into account that any credit quality deterioration that existed at the date of acquisition was considered in the original valuation of those assets on our balance sheet. Additionally, certain of these assets are covered by loss sharing agreements. All of these factors limit the comparability of our credit quality and ALL levels to peers or other financial institutions.
Deposit balances - We monitor our deposit levels by type, market and rate. Our loans are funded through our deposit base, and we seek to optimize our deposit mix in order to provide reliable, low-cost funding sources.
Liquidity - We monitor liquidity based on policy limits and through projections of sources and uses of cash. In order to test the adequacy of our liquidity, we routinely perform various liquidity stress test scenarios that incorporate wholesale funding maturities, if any, certain deposit run-off rates and access to borrowings. We manage our liquidity primarily through our balance sheet mix, including our cash and our investment security portfolio, and the interest rates that we offer on our loan and deposit products, coupled with contingency funding plans as necessary.
Capital - We monitor our capital levels, including evaluating the effects of share repurchases and potential acquisitions, to ensure continued compliance with regulatory requirements and with the OCC Operating Agreement that we entered into in connection with our Bank Midwest acquisition, which is described under "Supervision and Regulation". We review our tier 1 leverage capital ratios, our tier 1 risk-based capital ratios and our total risk-based capital ratios on a regular basis.
Within our consolidated results of operations, we specifically evaluate the following:
Net interest income - Net interest income represents the amount by which interest income on interest earning assets exceeds interest expense incurred on interest bearing liabilities. We generate interest income through interest and dividends on loans, investment securities and interest bearing bank deposits. Our acquired loans have generally provided higher yields than our originated loans due to the recognition of accretion of fair value adjustments and accretable yield, and as a result, we have historically had downward pressure on our interest income. While there is still some volatility in our interest income due to the nature of our portfolio, solid loan originations are helping to stabilize interest income by offsetting the decrease in interest income from the higher yielding purchased loans with the interest income earned on new loan originations. We incur interest expense on our interest bearing deposits, repurchase agreements and on our FHLB advances, and we would also incur interest expense on any future borrowings, including any debt assumed in acquisitions. We strive to maximize our interest income by acquiring and originating loans and investing excess cash in investment securities. Furthermore, we seek to minimize our interest expense through low-cost funding sources, thereby maximizing our net interest income.

Provision for loan losses - The provision for loan losses includes the amount of expense that is required to maintain the ALL at an adequate level to absorb probable losses inherent in the non 310-30 loan portfolio at the balance sheet date. Additionally, we incur a provision for loan losses on loans accounted for under ASC 310-30 as a result of a decrease in the net present value of the expected future cash flows during the periodic remeasurement of the cash flows associated with these pools of loans. The determination of the amount of the provision for loan losses and the related ALL is complex and involves a high degree of judgment and subjectivity to maintain a level of ALL that is considered by management to be appropriate under GAAP.
Non-interest income - Non-interest income consists of service charges, bank card fees, gains on sales of mortgages, gains on sales of investment securities, gains on previously charged-off acquired loans, OREO related write-ups and other income and other non-interest income. Also included in non-interest income is FDIC indemnification asset amortization and other FDIC loss sharing income (expense), which consists of reimbursement of costs related to the resolution of covered assets, and amortization of our clawback liability. For additional information, see "Application of Critical Accounting Policies-Acquisition Accounting Application and the Valuation of Assets Acquired and Liabilities Assumed" and note 2 in our consolidated financial statements. Due to fluctuations in the amortization rates on the FDIC indemnification asset and the amortization of the clawback liability and due to varying levels of expenses and income related to the resolution of covered assets, the FDIC loss sharing income is not consistent on a period-to-period basis.

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

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

Application of Critical Accounting Policies

We use accounting principles and methods that conform to GAAP and general banking practices. We are required to apply significant judgment and make material estimates in the preparation of our financial statements and with regard to various accounting, reporting and disclosure matters. Assumptions and estimates are required to apply these principles where actual measurement is not possible or practical. The most significant of these estimates relate to the fair value determination of assets acquired and liabilities assumed in business combinations and the application of acquisition accounting, the accounting for acquired loans and the related FDIC indemnification asset and the determination of the ALL. These critical accounting policies and estimates are summarized below, and are further analyzed with other significant accounting policies in note 2, “Summary of Significant Accounting Policies” in the notes to our consolidated financial statements for the year ended December 31, 2014.

Valuation of Assets Acquired and Liabilities Assumed and Acquisition Accounting Application

We account for business combinations under the acquisition method of accounting in accordance with ASC 805 Business Combinations. Assets acquired and liabilities assumed are measured and recorded at fair value at the date of acquisition, including any identifiable intangible assets. The initial fair values are determined in accordance with the guidance provided in ASC 820, Fair Value Measurements and Disclosures. If the fair value of net assets acquired exceeds the fair value of consideration paid, a bargain purchase gain is recognized at the date of acquisition. Conversely, if the consideration paid exceeds the fair value of the net assets acquired, goodwill is recognized at the acquisition date. The determination of fair value requires the use of estimates and significant judgment is required. Fair values are subject to refinement for up to one year after the closing date of an acquisition as information relative to closing date fair values becomes available. Any change in the acquisition date fair value of assets acquired and liabilities assumed may materially affect our financial position, results of operations and liquidity.

The determination of the fair value of loans acquired takes into account credit quality deterioration and probability of loss; therefore, the related ALL is not carried forward. We segregate loans based on the accounting treatment into (a) loans accounted for under ASC 310-30 and (b) loans excluded from ASC 310-30, which also includes our originated loans. We further segregate total loans into two separate categories: (a) loans receivable—covered and (b) loans receivable—non-covered, both of which are more fully described below.

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

Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Deposit liabilities and the related depositor relationship intangible assets, known as the core deposit intangible assets, may be exchanged in observable exchange transactions. As a result, the core deposit intangible asset is considered identifiable, because the separability criterion has been met. The fair value of core deposit intangible assets is determined based on a discounted cash flow methodology that considers primary asset attributes such as expected client runoff rates, cost of the deposit base, and reserve requirements.

An FDIC indemnification asset is recognized when the FDIC contractually indemnifies, in whole or in part, us for a particular uncertainty. The recognition and measurement of an indemnification asset is based on the related indemnified items. We recognize an indemnification asset at the same time that the indemnified item is recognized and we measure it on the same basis as the indemnified items, subject to collectability or contractual limitations on the indemnified amounts.

Under FDIC loss sharing agreements, we may be required to return a portion of cash received from the FDIC at acquisition in the event that losses do not reach a specified threshold, based on the initial discount less cumulative servicing amounts for the covered assets acquired. Such liabilities are referred to as clawback liabilities and are considered to be contingent consideration as they require the return of a portion of the initial consideration in the event that certain contingencies are met. We recognize clawback liabilities that represent contingent consideration at fair value at the date of acquisition. The clawback liabilities are included in due to FDIC in the accompanying consolidated statements of financial condition, and are periodically re-measured. Any changes in value are reflected in both the carrying amount of the clawback liability and the related amortization that is recognized through FDIC loss sharing income in the consolidated statements of operations until the contingency is resolved.

Accounting for Acquired Loans and the Related FDIC Indemnification Asset

Included in our loan portfolio are covered loans, which consist of loans acquired in the Hillcrest Bank and Community Banks of Colorado transactions that are covered by FDIC loss sharing agreements, and non-covered loans, which consist of originated and acquired loans that are not covered by loss sharing agreements. The covered loan portfolio has significantly different risk characteristics due to the financial statement implications, which are summarized below.

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

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

Loan pools accounted for under ASC 310-30 are periodically remeasured to determine expected future cash flows. In determining the expected cash flows, we evaluate the credit profile, contractual interest rates, collateral values and expected prepayments of the loan pools. Prepayment assumptions are based on statistical models that take into account factors such as the loan interest rate, credit profile of the borrowers, the years in which the loans were originated, and whether the loans were fixed or variable rate loans. Decreases to the expected future cash flows in the applicable pool generally result in an immediate provision for loan losses charged to the consolidated statements of operations. Conversely, subsequent increases in the expected future cash flows result in a transfer from the non-accretable difference to the accretable yield, which is then accreted as a yield adjustment over the remaining life of the pool once any previously recorded impairment expense has been recouped. These cash flow estimations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.

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

The fair value of covered loans and covered OREO does not include the estimated fair value of the expected reimbursement of cash flows from the FDIC for the losses on these covered assets, as those cash flows are measured and recorded separately in the FDIC indemnification asset. The indemnification assets were recorded at fair value on the respective dates of acquisition, and considered the estimated fair value of anticipated reimbursements from the FDIC for expected losses on covered assets, subject to the loss thresholds and any contractual limitations in the loss sharing agreements. Fair value was estimated using the net present value of projected cash flows related to the loss sharing agreements based on the expected reimbursements for losses and the applicable loss sharing percentages. These cash flows are discounted to reflect the uncertainty of the timing of the loss sharing reimbursement from the FDIC and the discount is amortized using the effective interest method in connection with the expected speed of reimbursements and is limited to the lesser of the contractual term of the indemnification agreement or the remaining life of the indemnified assets. This amortization is included in FDIC indemnification asset amortization in the consolidated statements of operations. The expected indemnification asset cash flows are remeasured in conjunction with the periodic remeasurement of cash flows on covered loans and covered OREO. Improvements in cash flow expectations on covered loans and covered OREO generally result in a related decline in the expected indemnification cash flows from the FDIC and are recognized immediately in earnings to the extent that they relate to a reversal of a previously recorded valuation allowance related to the covered assets. Any remaining decreases in expected cash flows are reflected prospectively as a negative yield adjustment on the indemnification asset consistent with the approach taken to recognize increases in expected cash flows on the covered loans accounted for under ASC 310-30. Conversely, declines in cash flow expectations on covered loans and covered OREO generally result in an increase in the expected indemnification asset cash flows from the FDIC and are reflected as both a decrease in the FDIC indemnification asset amortization and an increase to the balance of the indemnification asset in the current period. As indemnified assets are resolved, the indemnification asset is reduced by the amount claimed by us from the FDIC and a corresponding claim receivable is recorded in other assets in the consolidated statements of financial condition until cash is received from the FDIC.

Allowance for Loan Losses

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

Financial Condition

Total assets were $4.8 billion at December 31, 2014 compared to $4.9 billion at December 31, 2013, a decrease of $0.1 billion, or 1.9%. The decrease in total assets was primarily attributable to the successful repurchase of 6.1 million of our outstanding shares for $119.4 million. We continued our strategy of remixing our earning assets during 2014, using the run-off from the investment securities portfolio and non-strategic loans to fund loan growth. Total loans were $2.2 billion at December 31, 2014, and grew $308.3 million, or 16.6%, from December 31, 2013. We originated $869.2 million of loans during 2014, which grew the balances in our strategic portfolio $456.6 million from December 31, 2013 to December 31, 2014, or 30.4%. We reduced our non-strategic loan portfolio to $201.7 million at December 31, 2014, a decrease of $148.2 million from December 31, 2013, or 42.4%, which was a reflection of our successful workout progress on acquired problem loans (many of which were covered). Our FDIC indemnification asset decreased $25.4 million during 2014, primarily as a result of amortization that resulted from an increase in actual and expected cash flows on the underlying covered assets, resulting in lower expected reimbursements from the FDIC. Strong OREO sales late in the fourth quarter of 2014, coupled with a relatively flat loan growth during that quarter, resulted in a $67.5 million increase in cash and cash equivalents at December 31, 2014 compared to December 31, 2013. Other assets increased $38.3 million due to the purchase of $44.2 million of bank-owned life insurance during 2014. Total deposits of $3.8 billion at December 31, 2014 decreased $72.1 million from December 31, 2013. Lower-cost demand, savings, and money market ("transaction") deposits increased $66.5 million and was more than offset by a $138.6 million decrease in time deposits as we continued to focus our deposit base on clients who were interested in market-rate time deposits and in developing a banking relationship, coupled with the California banking center and limited-service retirement center exits on December 31, 2013.

Total assets at December 31, 2013 were $4.9 billion compared to $5.4 billion at December 31, 2012, a decrease of $0.5 billion. The decrease in total assets was driven by a $0.6 billion decrease in cash and cash equivalents, as we utilized cash to repurchase $146.7 million of our common stock. Also contributing to the decrease in cash was the run-off of $0.3 billion of time deposits, as many of these clients were single-service, highly rate-sensitive clients of the problem banks we acquired. We also utilized available cash and purchased $945.8 million of investment securities during 2013. Total non-strategic loan balances decreased $360.6 million, which was a reflection of our workout progress on acquired troubled loans (many of which were covered). We also originated $714.0 million loans during 2013, which offset normal client payments and grew the loan balances in our strategic portfolio at an annualized rate of 34.0%. As a result, total loan balances increased $21.4 million, after having reached an important loan balance inflection point during the third quarter of 2013, whereby total loan balances began growing for the first time in our Company's short history, as organic loan originations began outpacing the resolution of acquired troubled loans. Our FDIC indemnification asset decreased $22.5 million during 2013 as a result of $17.6 million of payments from and claims submitted to the FDIC for reimbursement on continued workout progress on our covered loans and OREO. The actual and expected cash flows increased on covered assets, and resulted in a net reclassification of $73.7 million of non-accretable difference to accretable yield during the period, which is being accreted to income over the remaining life of the loan pools. Total deposits decreased $362.4 million, driven by a $257.0 million decline in time deposits, as we sought to retain only those depositors who were interested in market-rate deposits and developing a banking relationship and as we continued our focus on migrating toward a client-based deposit mix with higher concentrations of lower cost demand, savings and money market (“transaction”) deposits. Also contributing to the decline in total deposits was our exit of four California banking centers and 32 limited-service retirement centers during the fourth quarter of 2013. Shareholders' equity declined $192.8 million during 2013 and was primarily impacted by the repurchase of 7.4 million of our shares outstanding, or 14.2%, at a weighted average price of $19.77. Also contributing to the decrease in total equity was a $47.3 million decline in accumulated other comprehensive income (loss), net of tax, as a result of market value fluctuations.

Investment Securities
Available-for-sale
Total investment securities available-for-sale were $1.5 billion at December 31, 2014, compared to $1.8 billion at December 31, 2013, a decrease of $306.3 million, or 17.2%. During 2014, maturities and pay downs of available-for-sale securities totaled $327.4 million. There were no purchases of available-for-sale securities during 2014.
Total investment securities available-for-sale were $1.8 billion at December 31, 2013, compared to $1.7 billion at December 31, 2012, an increase of $0.1 billion, or 3.9%. During 2013, we purchased $694.0 million of available-for-sale mortgage backed securities, which was largely funded by $550.0 million of maturities and paydowns during 2013.
Our available-for-sale investment securities portfolio is summarized as follows for the periods indicated (in thousands):

	December 31, 2014						December 31, 2013					
	Amortized cost	Fair value	Percent of portfolio		Weighted average yield		Amortized cost	Fair value	Percent of portfolio		Weighted average yield	
Asset-backed securities	$—	$—	0.00	%	0.00	%	$4,534	$4,537	0.26	%	0.61	%
Mortgage-backed securities ("MBS"):												
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	395,244	404,215	27.33	%	2.11	%	490,321	494,990	27.72	%	2.22	%
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	1,088,834	1,074,580	72.64	%	1.75	%	1,320,998	1,285,582	72.00	%	1.83	%
Other securities	419	419	0.03	%	0.00	%	419	419	0.02	%	0.00	%
Total investment securities available-for-sale	$1,484,497	$1,479,214	100.00	%	1.85	%	$1,816,272	$1,785,528	100.00	%	1.94	%

As of December 31, 2014, 100.0% of the available-for-sale investment portfolio was backed by mortgages as compared to 99.7% at December 31, 2013. The residential mortgage pass-through securities portfolio is comprised of both fixed rate and adjustable rate Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA") and Government National Mortgage Association ("GNMA") securities. The other mortgage-backed securities are comprised of securities backed by FHLMC, FNMA and GNMA securities.
At December 31, 2014 and December 31, 2013, adjustable rate securities comprised 7.4% and 7.8%, respectively, of the available-for-sale MBS portfolio. The remainder of the portfolio was comprised of fixed rate amortizing securities with 10 to 30 year contractual maturities, with a weighted average coupon of 2.2% per annum, at December 31, 2014 and December 31, 2013.
The available-for-sale investment portfolio included $21.8 million and $49.2 million of gross unrealized losses at December 31, 2014 and December 31, 2013, respectively, which were partially offset by $16.5 million and $18.4 million of gross unrealized gains, respectively. In addition to the U.S. Government agency or sponsored enterprise

backings of our MBS portfolio, we believe any unrecognized losses are a result of prevailing interest rates, and as such, we do not believe that any of the securities with unrealized losses were other-than-temporarily-impaired.

The estimated weighted average life of the available-for-sale MBS portfolio as of December 31, 2014 and December 31, 2013 was 3.5 years and 3.9 years, respectively, the decrease of which is due to an adjustment in expected prepayment speeds and aging of the portfolio. This estimate is based on various assumptions, including repayment characteristics and portfolio aging, and actual results may differ. As of December 31, 2014, the duration of the total available-for-sale investment portfolio was 3.2 years. As of December 31, 2013, the duration of the total available-for-sale investment portfolio was 3.6 years.

Held-to-maturity

At December 31, 2014, we held $530.6 million of held-to-maturity investment securities, compared to $641.9 million at December 31, 2013, a decrease of $111.3 million, or 17.3%. During 2014, we did not purchase any held-to-maturity securities, however, during 2013 we purchased $251.8 million of held-to-maturity securities.

Held-to-maturity investment securities are summarized as follows as of the date indicated (in thousands):

	December 31, 2014			
	Amortized cost	Fair value	Percent of portfolio	Weighted average yield
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$422,622	$428,323	79.65 %	3.25 %
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	107,968	106,314	20.35 %	1.68 %
Total investment securities held-to-maturity	$530,590	$534,637	100.00 %	2.93 %

	December 31, 2013			
	Amortized cost	Fair value	Percent of portfolio	Weighted average yield
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$513,090	$511,489	79.93 %	3.31 %
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	128,817	124,916	20.07 %	1.70 %
Total investment securities held-to-maturity	$641,907	$636,405	100.00 %	2.99 %

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

The fair value of the held-to-maturity investment portfolio was $534.6 million and $636.4 million, at December 31, 2014 and December 31, 2013, respectively, and included $4.0 million of net unrealized gains and $5.5 million of net unrealized losses for the respective periods.

The estimated weighted average life of the held-to-maturity investment portfolio was 3.4 years as of December 31, 2014 and 3.8 years as of December 31, 2013. As of December 31, 2014, the duration of the total held-to-maturity investment portfolio was 3.2 years and the duration of the entire investment securities portfolio was 3.2 years. As of December 31, 2013, the duration of the total held-to-maturity investment portfolio was 3.5 years and the duration of the entire investment securities portfolio was 3.6 years.

Non-marketable securities

Non-marketable securities include Federal Reserve Bank ("FRB") stock and FHLB stock. At December 31, 2014 and December 31, 2013, we held $19.5 million and $25.0 million, respectively, of FRB stock. At December 31, 2014 and December 31, 2013 we held $7.6 million and $6.6 million of FHLB stock, respectively. We hold these securities in accordance with debt and regulatory requirements. These are restricted securities which lack a market and are therefore carried at cost.

Loans Overview

At December 31, 2014, our loan portfolio was comprised of new loans that we have originated and loans that were acquired in connection with our four acquisitions to date. The majority of the loans acquired in the Hillcrest Bank and

Community Banks of Colorado transaction are covered by loss sharing agreements with the FDIC.

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

Consistent with differences in the accounting, the loan portfolio is presented in two categories: (i) ASC 310-30 loans and (ii) non 310-30 loans. The portfolio is further stratified based on (i) loans covered by FDIC loss sharing agreements, or “covered loans,” and (ii) loans that are not covered by FDIC loss sharing agreements, or “non-covered loans.” Additionally, inherent in the nature of acquiring problem banks, only certain of our acquired clients conform to our long-term business model of in-market, relationship-oriented banking clients. We have developed a management tool to evaluate the progress of working out the problem loans acquired in our FDIC-assisted acquisitions and the progress of organic loan growth, whereby we have designated loans as “strategic” or “non-strategic.” Strategic loans include all originated loans in addition to those acquired loans inside our operating markets that meet our credit risk profile. Identification as strategic for acquired loans was made at the time of acquisition. Criteria utilized in the designation of a loan as “strategic” include (a) geography, (b) total relationship with borrower and (c) credit metrics commensurate with our current underwriting standards. At December 31, 2014, strategic loans totaled $2.0 billion and had strong credit quality as represented by a non-accrual loans ratio of 0.4%. We believe this presentation of our loan portfolio provides a meaningful basis to understand the underlying drivers of changes in our loan portfolio balances.

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

To analyze:	We look at:
Loan growth and production efforts	Strategic balances and loan originations
Workout efforts of our purchased non-strategic portfolio	Non-strategic balances and accretable yield
Risk mitigants of our non-performing loans	FDIC loss-share coverage and fair value marks
Interest income	Non 310-30 yields and 310-30 yields

For information regarding the loan portfolio composition and the breakdown of the portfolio between ASC 310-30 loans, non 310-30 loans, along with the amounts that are covered and non-covered, see note 6.

Strategic loans comprised 90.7% of the total loan portfolio at December 31, 2014, compared to 81.1% at December 31, 2013. The table below shows the loan portfolio composition categorized between strategic and non-strategic at the respective dates (in thousands):

	December 31, 2014			December 31, 2013		
	Strategic	Non-strategic	Total	Strategic	Non-strategic	Total
Commercial	$765,114	$30,282	$795,396	$411,589	$71,906	$483,495
Agriculture	135,559	1,972	137,531	154,811	5,141	159,952
Owner-occupied commercial real estate	140,729	19,228	159,957	123,386	30,306	153,692
Commercial real estate	275,311	126,326	401,637	210,265	210,263	420,528
Residential real estate	610,583	22,117	632,700	570,455	29,469	599,924
Consumer	33,371	1,817	35,188	33,599	2,904	36,503
Total	$1,960,667	$201,742	$2,162,409	$1,504,105	$349,989	$1,854,094

Our loan portfolio totaled $2.2 billion at December 31, 2014 and increased $308.3 million from December 31, 2013. The 16.6% increase in total loans was primarily driven by a $456.6 million increase in our strategic loan portfolio, partially offset by a $148.2 million decrease in our non-strategic loan portfolio. The increase in strategic loans of $456.6 million, or 30.4%, at December 31, 2014 compared to December 31, 2013, was driven by strong loan originations. We have successfully continued to generate new relationships with individuals and small to mid-sized businesses. We have experienced particularly strong loan growth in our commercial portfolio, which at December 31, 2014, was comprised of energy-related loans of $175.5 million, public administration-related loans of $106.9 million, manufacturing-related loans of $103.8 million, finance and insurance-related loans of $82.4 million, and a variety of smaller subcategories of commercial and industrial loans. Our enterprise-level, dedicated special asset resolution team has had continued success working out non-strategic loans acquired in our FDIC-assisted transactions, which complimented the repayment of non-strategic loans that do not conform to our business model of in-market, relationship-oriented loans with credit metrics commensurate with our current underwriting standards.

Included in our commercial loans are energy related loans that comprised 8.1% of total loans and 4.0% of interest earning assets at December 31, 2014. Energy production (loans to companies engaged in exploration and production), energy midstream (loans to companies that engage in consolidation, storage, and transportation of oil and gas) and energy services (loans to companies that provide products and services to oil/gas companies), made up 44.2%, 26.4%

and 29.4%, respectively, of the total energy related portfolio at December 31, 2014. We have an experienced energy banking team, which includes an in-house petroleum geologist and we have maintained a disciplined approach to energy lending that includes carefully selected clients based on strong balance sheets, low leverage and quality management and we perform regular reviews. The average loan balance per relationship in the energy sector was $7.0 million and these loans had strong credit quality at December 31, 2014. Energy prices declined significantly during 2014 and prolonged or further pricing pressure could increase stress on our energy clients and ultimately the credit quality of this portfolio. However, the capital and liquidity of our energy clients, as well as the conservative loan structures, should protect us against significant credit loss.

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

The table below shows the geographic breakout of our loan portfolio at December 31, 2014 and December 31, 2013, based on the domicile of the borrower or, in the case of collateral-dependent loans, the geographic location of the collateral (in thousands):

	December 31, 2014			December 31, 2013		
	Loan balance	Percent of loan portfolio		Loan balance	Percent of loan portfolio	
Colorado	$850,778	39.3	%	$710,967	38.3	%
Missouri	518,623	24.0	%	537,267	29.0	%
Texas	248,262	11.5	%	186,870	10.1	%
Kansas	228,612	10.6	%	194,044	10.5	%
California	44,694	2.1	%	45,370	2.4	%
Other	271,440	12.5	%	179,576	9.7	%
Total	$2,162,409	100.0	%	$1,854,094	100.0	%

New loan origination is a direct result of our ability to recruit and retain top banking talent, connect with clients in our markets and provide needed services at competitive rates. New loan originations of $869.2 million during 2014, were up $155.2 million, or 21.7% from the same period of the prior year as a result of continued market penetration. The following table represents new loan originations during 2014 and 2013 (in thousands):

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

	Fourth quarter 2013	Third quarter 2013	Second quarter 2013	First quarter 2013	Total 2013
Commercial	$159,931	$80,833	$24,982	$15,150	$280,896
Agriculture	23,610	5,689	22,901	9,446	61,646
Owner-occupied commercial real estate	6,380	21,226	7,577	18,236	53,419
Commercial real estate	14,579	28,855	23,976	18,513	85,923
Residential real estate	36,113	51,749	86,161	45,808	219,831
Consumer	3,594	3,326	3,157	2,211	12,288
Total	$244,207	$191,678	$168,754	$109,364	$714,003

The tables below show the contractual maturities of our loans for the dates indicated (in thousands):

	December 31, 2014			
	Due within 1 Year	Due after 1 but within 5 Years	Due after 5 Years	Total
Commercial	$118,569	$502,622	$174,205	$795,396
Agriculture	36,769	49,032	51,730	137,531
Owner-occupied commercial real estate	19,048	65,963	74,946	159,957
Commercial real estate	93,040	222,984	85,613	401,637
Residential real estate	22,678	37,900	572,122	632,700
Consumer	12,899	16,115	6,174	35,188
Total loans	$303,003	$894,616	$964,790	$2,162,409
Covered	$112,202	$46,152	$35,343	$193,697
Non-covered	190,801	848,464	929,447	1,968,712
Total loans	$303,003	$894,616	$964,790	$2,162,409

	December 31, 2013			
	Due within 1 Year	Due after 1 but within 5 Years	Due after 5 Years	Total
Commercial	$128,368	$297,120	$58,007	$483,495
Agriculture	32,258	80,681	47,013	159,952
Owner-occupied commercial real estate	20,382	72,839	60,472	153,693
Commercial real estate	135,673	205,046	79,808	420,527
Residential real estate	36,085	52,079	511,760	599,924
Consumer	14,284	15,281	6,938	36,503
Total loans	$367,050	$723,046	$763,998	$1,854,094
Covered	$175,452	$96,216	$37,729	$309,397
Non-covered	191,598	626,830	726,269	1,544,697
Total loans	$367,050	$723,046	$763,998	$1,854,094

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

	December 31, 2014					
	Fixed		Variable		Total	
	Balance	Weighted average rate	Balance	Weighted average rate	Balance	Weighted average rate
Commercial	$222,448	3.80 %	$443,305	3.63 %	$665,753	3.68 %
Agriculture	45,721	4.83 %	37,533	4.58 %	83,254	4.72 %
Owner-occupied commercial real estate	68,723	4.31 %	44,482	4.10 %	113,205	4.23 %
Commercial real estate	118,724	4.59 %	109,117	3.41 %	227,841	4.02 %
Residential real estate	341,833	3.48 %	236,365	3.59 %	578,198	3.53 %
Consumer	13,828	5.32 %	4,591	3.95 %	18,419	4.97 %
Total loans with > 1 year maturity	$811,277	3.91 %	$875,393	3.66 %	$1,686,670	3.78 %
Covered	$814	3.47 %	$13,873	2.87 %	$14,687	2.91 %
Non-covered	810,463	3.91 %	861,520	3.67 %	1,671,983	3.79 %
Total loans with > 1 year maturity	$811,277	3.91 %	$875,393	3.66 %	$1,686,670	3.78 %

	December 31, 2013					
	Fixed		Variable		Total	
	Balance	Weighted average rate	Balance	Weighted average rate	Balance	Weighted average rate
Commercial	$76,521	4.36 %	$248,795	3.79 %	$325,316	3.93 %
Agriculture	68,701	5.02 %	35,898	4.47 %	104,599	4.83 %
Owner-occupied commercial real estate	59,939	4.61 %	31,492	4.19 %	91,431	4.46 %
Commercial real estate	92,418	4.62 %	83,678	3.81 %	176,096	4.29 %
Residential real estate	316,083	3.49 %	208,361	3.64 %	524,444	3.55 %
Consumer	10,683	6.24 %	4,617	4.20 %	15,300	5.63 %
Total loans with > 1 year maturity	$624,345	4.11 %	$612,841	3.80 %	$1,237,186	3.96 %
Covered	$11,044	3.74 %	$7,057	5.97 %	$18,101	4.54 %
Non-covered	613,301	4.11 %	605,784	3.78 %	1,219,085	3.95 %
Total loans with > 1 year maturity	$624,345	4.11 %	$612,841	3.80 %	$1,237,186	3.96 %

Accretable Yield

At December 31, 2014, the accretable yield balance was $113.5 million compared to $130.6 million at December 31, 2013. We re-measure the expected cash flows of all 28 remaining loan pools accounted for under ASC 310-30 utilizing the same cash flow methodology used at the time of acquisition. During 2014 and 2013, we reclassified a net $43.7 million and $73.7 million, respectively, from non-accretable difference to accretable yield, as a result of these remeasurements. The accretable yield balance at December 31, 2013 includes $1.6 million of accretable yield related to a loan pool that was put on non-accrual status during 2013. During 2014, a full recovery of the carrying value of this pool was realized and resulted in this pool being returned to accrual status after improved performance and predictability of cash flows within that pool. During 2013, two of the loan pools accounted for under ASC 310-30 paid-off early. The early pay-off of one of these pools resulted in an immediate recognition of $2.5 million of accretion on loans accounted for under ASC 310-30. During 2014, none of the loan pools accounted for under ASC 310-30 paid off early.

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

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	December 31, 2014	December 31, 2013
Remaining accretable yield on loans accounted for under ASC 310-30	$113,463	$130,624
Remaining accretable fair value mark on loans not accounted for under ASC 310-30	7,618	10,755
Total remaining accretable yield and fair value mark	$121,081	$141,379

Loss Share Coverage

We have two loss sharing agreements with the FDIC for the assets related to the Hillcrest Bank acquisition and a separate loss sharing agreement that covers certain assets related to the Community Banks of Colorado acquisition, whereby the FDIC will reimburse us for a portion of the losses and expenses incurred as a result of the resolution and disposition of the covered assets of these banks. The categories, and the respective loss thresholds and coverage amounts related to the Hillcrest Bank loss sharing agreement are as follows (in thousands):

Commercial			Single family		
Tranche	Loss Threshold	Loss-Coverage Percentage	Tranche	Loss Threshold	Loss-Coverage Percentage
1	Up to $295,592	60%	1	Up to $4,618	60%
2	$295,593-405,293	0%	2	$4,618-8,191	30%
3	>$405,293	80%	3	>$8,191	80%

The categories, and the respective loss thresholds and coverage amounts related to the Community Banks of Colorado commercial loss sharing agreement are as follows (in thousands):

Tranche	Loss Threshold	Loss-Coverage Percentage
1	Up to $204,194	80%
2	$204,195-308,020	30%
3	>$308,020	80%

Under the Hillcrest Bank and Community Banks of Colorado loss sharing agreements, the reimbursable losses from the FDIC are based on the book value of the related covered assets as determined by the FDIC at the date of acquisition, and the FDIC's book value does not necessarily correlate with our book value of the same assets. This difference is primarily because we recorded the assets at fair value at the date of acquisition in accordance with applicable accounting guidance.

As of December 31, 2014, we had incurred $201.3 million of estimated losses on our Hillcrest Bank covered assets since the beginning of the loss sharing agreement as measured by the FDIC's book value, substantially all of which was related to the commercial assets. The Hillcrest Bank loss sharing agreement covers losses incurred through the fourth quarter of 2015. As of December 31, 2014, there were 140 remaining covered assets totaling $76.3 million. Of these, there were 48 covered loans with carrying values of $32.9 million that were either past due or that have scheduled maturities after the end of the loss share term, and there were eight covered OREO assets with carrying values of $5.9 million. With regard to our Community Banks of Colorado loss sharing agreement, as of December 31, 2014, we had incurred approximately $134.9 million of estimated losses. The claims filed are subject to review and approval, including extensive audits, by the FDIC or its assigned agents for compliance with the terms in the loss sharing agreements. The Community Banks of Colorado loss sharing agreement covers losses through the fourth quarter of 2016.

Asset Quality

All of the assets acquired in our acquisitions were marked to fair value at the date of acquisition, and the fair value adjustments to loans included a credit quality component. We utilize traditional credit quality metrics to evaluate the overall credit quality of our loan portfolio; however, our credit quality ratios are limited in their comparability to industry averages or to other financial institutions because:

1. Any asset quality deterioration that existed at the date of acquisition was considered in the original fair value adjustments; and
2. 48.6% of our non-performing assets (by dollar amount) at December 31, 2014 were covered by loss sharing agreements with the FDIC.

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

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

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

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

Non-performing Assets

Non-performing assets consist of covered and non-covered non-accrual loans, troubled debt restructurings on non-accrual, OREO and other repossessed assets. Non-accrual loans and troubled debt restructurings on non-accrual accounted for under ASC 310-30, as described below, may be excluded from our non-performing assets to the extent that the cash flows of the loan pools are still estimable. During the third quarter of 2014, we revised our definition of non-performing assets and non-performing loans to exclude accruing loans 90 days past due and accruing troubled debt restructurings to more accurately align the financial metrics related to non-performing assets and non-performing loans with our financial results. Prior period information has been modified for this revision.

Our non-performing assets included $1.3 million and $16.8 million of covered loans and $18.5 million and $38.8 million of covered OREO at December 31, 2014 and December 31, 2013, respectively. In addition to being covered by loss sharing agreements, these assets were marked to fair value at the time of acquisition, mitigating much of our loss potential on these non-performing assets. As a result, the levels of our non-performing assets are not fully comparable to those of our peers or to industry benchmarks.

Loans accounted for under ASC 310-30 were recorded at fair value based on cash flow projections that considered the deteriorated credit quality and expected losses. These loans are accounted for on a pool basis and any non-payment of contractual principal or interest is considered in our periodic re-measurement of the expected future cash flows. To the extent that we decrease our cash flow projections, we record an immediate impairment expense through the provision for loan losses. We recognize any increases to our cash flow projections on a prospective basis through an increase to the pool's yield over its remaining life once any previously recorded impairment expense has been recouped. As a result of this accounting treatment, these pools may be considered to be performing, even though some or all of the individual loans within the pools may be contractually past due.

During 2013, we identified one covered commercial and industrial loan pool accounted for under ASC 310-30, that had a balance of $14.8 million at December 31, 2013, for which the cash flows were not reasonably estimable. In accordance with the guidance in ASC 310-30, this pool was put on non-accrual status. During 2014, this loan pool was returned to accrual status due to improved performance and predictability of cash flows within that pool. All other loans accounted for under ASC 310-30 were classified as performing assets at December 31, 2013.

All loans accounted for under ASC 310-30 were classified as performing assets at December 31, 2014, as the carrying values of the respective loan or pool of loans cash flows were considered estimable and probable of collection. Therefore, interest income, through accretion of the difference between the carrying value of the loans in the pool and the pool's expected future cash flows, is being recognized on all acquired loans accounted for under ASC 310-30.

The following table sets forth the non-performing assets as of the dates presented (in thousands):

	December 31, 2014			December 31, 2013			December 31, 2012			Dec
	Non-covered	Covered	Total	Non-covered	Covered	Total	Non-covered	Covered	Total	Nor
Non-accrual loans:										
Commercial	$110	$111	$221	$474	$15,098	$15,572	$276	$1,271	$1,547	$64
Agriculture	130	—	130	153	—	153	186	44	230	29
Owner-occupied commercial real estate	385	—	385	467	—	467	1,994	1,141	3,135	758
Commercial real estate	222	—	222	1,131	—	1,131		—	1,400	5,09
Residential real estate	2,845	—	2,845	3,437	—	3,437	3,936	—	3,936	1,83
Consumer	37	—	37	10	—	10	—	—	—	1
Total non-accrual loans	3,729	111	3,840	5,672	15,098	20,770	7,792	2,456	10,248	8,36
Restructured loans on non-accrual	5,767	1,206	6,973	1,901	1,673	3,574	9,308	3,563	12,871	16,2
Total non-performing loans	9,496	1,317	10,813	7,573	16,771	24,344	17,100	6,019	23,119	24,6
OREO	10,653	18,467	29,120	31,300	38,825	70,125	49,297	45,511	94,808	43,5
Other repossessed assets	829	20	849	784	302	1,086	800	531	1,331	873
Total non-performing assets	$20,978	$19,804	$40,782	$39,657	$55,898	$95,555	$67,197	$52,061	$119,258	$69
Loans 90 days or more past due and still accruing interest	$188	$75	$263	$14	$115	$129	$25	$—	$25	$32
Accruing restructured loans[(1)]	$9,489	$9,786	$19,275	$5,891	$5,714	$11,605	$12,673	$5,047	$17,720	$10
ALL			$17,613			$12,521			$15,380	
Total non-performing	0.48 %	0.68 %	0.50 %	0.49 %	5.42 %	1.31 %	1.11 %	1.95 %	1.26 %	2.00

loans to non-covered, covered and total loans, respectively										
Loans 90 days or more past due and still accruing interest to non-covered, covered and total loans, respectively	0.01 %	0.04 %	0.01 %	0.00 %	0.04 %	0.01 %	0.00 %	0.00 %	0.00 %	0.0[illegible]
Total non-performing assets to total assets			0.85 %			1.94 %			2.20 %	
ALL to non-performing loans			162.89 %			51.43 %			66.53 %	

(1) Includes restructured loans less than 90 days past due and still accruing.

From December 31, 2013 to December 31, 2014, total non-performing loans decreased $13.5 million. Non-covered non-performing loans increased $1.9 million from December 31, 2013 to December 31, 2014, primarily due to an increase of $3.9 million in non-covered restructured loans on non-accrual. The primary driver was one restructured non 310-30 loan relationship in the commercial segment, totaling $3.6 million at December 31, 2014, that was placed on non-accrual status during 2014. The loans in this relationship were fully secured and current as to principal and interest payments at December 31, 2014. The increase in non-covered non-performing loans was more than offset by a $15.5 million decrease in covered non-performing loans as a result of the previously mentioned 310-30 loan pool that was returned to accrual status during 2014.

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

OREO balances were $29.1 million at December 31, 2014 and exclude $8.1 million of minority interest in participated OREO in connection with the repossession of collateral on loans for which we were not the lead bank and we do not have a controlling interest. These properties have been repossessed by the lead banks and we have recorded our receivable due from the lead banks in other assets as minority interest in participated OREO. During 2014, $4.5 million of OREO was foreclosed on or otherwise repossessed and $56.5 million of OREO was sold. The OREO sales resulted in $1.1 million of net non-covered gains and $12.0 million of net covered gains that are subject to reimbursement to the FDIC at the applicable loss-share coverage percentage. OREO write-downs of $2.1 million were recorded during 2014, of which $1.2 million, or 56.7%, were covered by FDIC loss sharing agreements.

OREO balances were $70.1 million at December 31, 2013 and include $4.2 million of participant interests in OREO in connection with our repossession of collateral on loans for which we were the lead bank and we have controlling interest and exclude $10.6 million of minority interest in participated OREO in connection with the repossession of collateral on loans for which we were not the lead bank and do not have a controlling interest. During 2013, $40.0 million of OREO was foreclosed on or otherwise repossessed and $61.3 million of OREO was sold. The OREO sales resulted in $1.2 million of non-covered gains and $5.7 million of covered gains that are subject to reimbursement to the FDIC at the applicable loss-share coverage percentage. OREO write-downs of $10.3 million were recorded during 2013, of which $6.8 million, or 66.2%, were covered by FDIC loss sharing agreements.

The following tables represents the carrying value of our accruing and non-accrual loans compared to the unpaid principal balance ("UPB") as of December 31, 2014 (in thousands):

	Accruing Unpaid principal balance	Carrying value	Carrying value/UPB	Non-accrual Unpaid principal balance	Carrying value	Carrying value/UPB	Total Unpaid principal balance	Carrying value	Carrying value/UPB
Non 310-30 loans									
Commercial	$771,655	$768,226	99.6 %	$7,333	$4,214	57.5 %	$778,988	$772,440	99.2 %
Agriculture	118,401	117,973	99.6 %	526	495	94.1 %	118,927	118,468	99.6 %
Commercial real estate	371,245	368,198	99.2 %	45,943	1,066	2.3 %	417,188	369,264	88.5 %
Residential real estate	589,871	587,128	99.5 %	8,089	4,811	59.5 %	597,960	591,939	99.0 %
Consumer	30,426	30,426	100.0 %	311	227	73.0 %	30,737	30,653	99.7 %
Total non 310-30 loans	1,881,598	1,871,951	99.5 %	62,202	10,813	17.4 %	1,943,800	1,882,764	96.9 %
Covered non 310-30 loans	32,656	31,505	96.5 %	37,220	1,316	3.5 %	69,876	32,821	47.0 %
Non-covered non 310-30 loans	1,848,942	1,840,446	99.5 %	24,982	9,497	38.0 %	1,873,924	1,849,943	98.7 %
Total non 310-30 loans	1,881,598	1,871,951	99.5 %	62,202	10,813	17.4 %	1,943,800	1,882,764	96.9 %
Loans accounted for under ASC 310-30									
Commercial	53,636	22,956	42.8 %	—	—	0.0 %	53,636	22,956	42.8 %
Agriculture	23,477	19,063	81.2 %	—	—	0.0 %	23,477	19,063	81.2 %
Commercial real estate	317,677	192,330	60.5 %	—	—	0.0 %	317,677	192,330	60.5 %
Residential real estate	54,667	40,761	74.6 %	—	—	0.0 %	54,667	40,761	74.6 %
Consumer	12,149	4,535	37.3 %	—	—	0.0 %	12,149	4,535	37.3 %
Total loans accounted for under ASC 310-30	461,606	279,645	60.6 %	—	—	0.0 %	461,606	279,645	60.6 %
Covered loans accounted for under ASC 310-30	288,597	160,876	55.7 %	—	—	0.0 %	288,597	160,876	55.7 %
Non-covered loans accounted for under ASC 310-30	173,009	118,769	68.6 %	—	—	0.0 %	173,009	118,769	68.6 %
Total loans accounted for under ASC 310-30	461,606	279,645	60.6 %	—	—	0.0 %	461,606	279,645	60.6 %

Total loans	$2,343,204	$2,151,596	91.8	%	$62,202	$10,813	17.4	%	$2,405,406	$2,162,409	89.9	%
Total covered	$321,253	$192,381	59.9	%	$37,220	$1,316	3.5	%	$358,473	$193,697	54.0	%
Total non-covered	2,021,951	1,959,215	96.9	%	24,982	9,497	38.0	%	2,046,933	1,968,712	96.2	%
Total loans	$2,343,204	$2,151,596	91.8	%	$62,202	$10,813	17.4	%	$2,405,406	$2,162,409	89.9	%

Past Due Loans

Past due status is monitored as an indicator of credit deterioration. Covered and non-covered loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. Loans that are 90 days or more past due and not accounted for under ASC 310-30 are put on non-accrual status unless the loan is well secured and in the process of collection. Pooled loans accounted for under ASC 310-30 that are 90 days or more past due and still accreting are included in loans 90 days or more past due and still accruing interest and are generally considered to be performing as is further described above under “Non-Performing Assets.” One covered loan pool accounted for under ASC 310-30 that was put on non-accrual during 2013 was included in non-accrual loans at December 31, 2013, but was excluded from non-accrual loans at December 31, 2014 as the pool was again considered performing. The table below shows the past due status of loans accounted for under ASC 310-30 and loans not accounted for under ASC 310-30, based on contractual terms of the loans as of December 31, 2014 and December 31, 2013 (in thousands):

	December 31, 2014			December 31, 2013		
	ASC 310-30 loans	Non ASC 310-30 loans	Total loans	ASC 310-30 loans	Non ASC 310-30 loans	Total loans
Loans 30-89 days past due and still accruing interest	$7,016	$1,142	$8,158	$11,245	$2,854	$14,099
Loans 90 days past due and still accruing interest	33,834	263	34,097	55,864	129	55,993
Non-accrual loans	—	3,840	3,840	14,827	5,943	20,770
Restructured loans on non-accrual	—	6,973	6,973	—	3,574	3,574
Total past due and non-accrual loans	$40,850	$12,218	$53,068	$81,936	$12,500	$94,436
Total past due covered loans	$35,707	$1,392	$37,099	$63,603	$2,284	$65,887
Total 90 days past due and still accruing interest and non-accrual loans to 310-30 loans, non 310-30 loans and total loans, respectively	12.10 %	0.59 %	2.08 %	15.68 %	0.69 %	4.33 %
Total non-accrual loans to 310-30 loans, non 310-30 loans and total loans, respectively	0.00 %	0.57 %	0.50 %	3.29 %	0.68 %	1.31 %
% of total past due and non-accrual loans that carry fair value adjustments	100.00 %	34.66 %	84.96 %	100.00 %	52.23 %	93.68 %
% of total past due and non-accrual loans that are covered by FDIC loss sharing agreements	87.41 %	11.39 %	69.91 %	77.63 %	18.27 %	69.77 %

Loans 30-89 days past due and still accruing interest decreased by $5.9 million from December 31, 2013 to December 31, 2014 and loans 90 days or more past due and still accruing interest decreased $21.9 million at December 31, 2014 compared to December 31, 2013, for a collective decrease in total past due loans of $27.8 million. Non-accrual loans (including restructured loans on non-accrual) decreased $13.5 million from December 31, 2013 to December 31, 2014. The decrease in non-accrual loans was primarily because of the covered commercial and industrial loan pool accounted for under ASC 310-30 that was on non-accrual status at December 31, 2013, with a balance $14.8 million, was returned to accrual status during 2014. This decrease was partially offset by the addition to non-accrual status of one restructured loan relationship in the commercial segment, totaling $3.6 million at December 31, 2014. The loans in this relationship were fully secured and current as to principal and interest payments at December 31, 2014.

Loans 30-89 days past due and still accruing interest decreased $8.9 million at December 31, 2013 compared to December 31, 2012. Loans 90 days or more past due and still accruing interest decreased $90.8 million at December 31, 2013 compared to December 31, 2012. The collective decrease in past due loans of $99.7 million is reflective of improved credit quality in the broader loan portfolio and the successful workout strategies employed by our special assets division during the period. Non-accrual loans (including restructured loans on non-accrual) increased just $1.2 million from December 31, 2012 to December 31, 2013 primarily due to the addition of the covered commercial and industrial loan pool accounted for under ASC 310-30, totaling $14.8 million, to non-accrual status during the period. Non-accrual loans not accounted for under ASC 310-30 decreased $13.6 million during the period primarily due to resolution of certain assets and foreclosures during the period.

Allowance for Loan Losses

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

In accordance with the applicable guidance for business combinations, acquired loans were recorded at their acquisition date fair values, which were based on expected future cash flows and included an estimate for future loan losses, therefore no ALL was recorded as of the acquisition date. Any estimated losses on acquired loans that arise after the acquisition date are reflected in a charge to the provision for loan losses. Losses incurred on covered loans are reimbursable at the applicable loss share percentages in accordance with the loss sharing agreements with the FDIC. Accordingly, any provision for loan losses relating to covered loans is partially offset by a corresponding increase to the FDIC indemnification asset and FDIC loss sharing income in non-interest income.

Loans accounted for under the accounting guidance provided in ASC 310-30 have been grouped into pools based on the predominant risk characteristics of purpose and/or type of loan. The timing and receipt of expected principal, interest and any other cash flows of these loans are periodically remeasured and the expected future cash flows of the collective pools are compared to the carrying value of the pools. To the extent that the expected future cash flows of each pool is less than the book value of the pool, an allowance for loan losses will be established through a charge to the provision for loan losses and, for loans covered by loss sharing agreements with the FDIC, a related adjustment to the FDIC indemnification asset for the portion of the loss that is covered by the loss sharing agreements. If the remeasured expected future cash flows are greater than the book value of the pools, then the improvement in the expected future cash flows is accreted into interest income over the remaining expected life of the loan pool. During 2014 and 2013, these re-measurements resulted in overall increases in expected cash flows in certain loan pools, which, absent previous valuation allowances within the same pool, are reflected in increased accretion as well as an increased amount of accretable yield and are recognized over the expected remaining lives of the underlying loans as an adjustment to yield.

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

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

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

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

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

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

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

- concentrations; and
- other.

Management derives an estimated annual loss rate adjusted for an estimated loss emergence period based on historical loss data categorized by segment and class. The loss rates are applied at the loan segment and class level. Our historical loss history began in 2012 and has resulted in minimal losses in our originated portfolio. In order to address this lack of historical data, we incorporate not only our own historical loss rates since the beginning of 2012, but we also utilize peer historical loss data, including a 20-quarter historical average net charge-off ratio on each loan type, relying on the Uniform Bank Performance Reports compiled by the Federal Financial Institutions Examinations Council ("FFIEC"). We may also apply a long-term estimated default rate to pass rated credits as necessary to account for inherent risks to the portfolio. While we use our own loss history and peer loss history for both purchased and originated loans, we assign a higher portion of our own loss history to our purchased loans, because those loans are more seasoned and more of the actual losses in the portfolio have historically been in the purchased portfolio. For originated loans, we assign an equal portion of the peer loss history, as we believe that this is likely more indicative of losses inherent in the portfolio.

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

Non 310-30 ALL

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

During 2013, we recorded $3.5 million of provision for loan losses for loans not accounted for under ASC 310-30, as we provided for $3.0 million of net loan charge-offs and loan growth. During the year, $1.5 million, $0.5 million, and $0.4 million, of the $3.0 million of net charge-offs were from the commercial, residential real estate, and commercial real estate segments, respectively. At December 31, 2013, there were eight impaired loans that carried specific reserves totaling $0.9 million.

310-30 ALL

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

The ALL for ASC 310-30 loans totaled $1.3 million at December 31, 2013, compared to $4.7 million at December 31, 2012. During 2013, loans accounted for under ASC 310-30 and associated with the commercial real estate and consumer loan pools that had previous valuation allowances of $1.3 million were reversed as a result of increases in expected cash flows. In addition, loans associated with the commercial, agriculture, and residential real estate pools experienced net impairments of $2.1 million as a result of decreases in expected cash flows. The aforementioned activity resulted in a net provision of $0.8 million during 2013 for loans accounted for under ASC 310-30. Additionally, $4.1 million of 310-30 loans were charged-off during 2013, $2.8 million of which was from the commercial real estate segment.

After considering the above mentioned factors, we believe that the ALL of $17.6 million and $12.5 million was adequate to cover probable losses inherent in the loan portfolio at December 31, 2014 and December 31, 2013, respectively. However, it is likely that future adjustments to the ALL will be necessary and any changes to the assumptions, circumstances or estimates used in determining the ALL could adversely affect the Company's results of operations, liquidity or financial condition.

The following schedule presents, by class stratification, the changes in the ALL during the periods listed (in thousands). We began operations in 2010 and did not record an ALL during that time period.

	As of and for the years ended							
	December 31, 2014			December 31, 2013			December 31, 2012	
	ASC 310-30 loans	Non 310-30 loans	Total	ASC 310-30 loans	Non 310-30 loans	Total	ASC 310-30 loans	Non 310-loans
Beginning ALL	$1,280	$11,241	$12,521	$4,652	$10,728	$15,380	$2,188	$9,339
Charge-offs:								
Commercial	(3)	(507)	(510)	(496)	(1,654)	(2,150)	(216)	(3,140
Agriculture	—	—	—	(221)	—	(221)	(144)	(8
Commercial real estate	—	—	—	(2,801)	(943)	(3,744)	(15,578)	(2,605
Residential real estate	—	(739)	(739)	(623)	(882)	(1,505)	(872)	(1,132
Consumer	(36)	(783)	(819)	—	(1,001)	(1,001)	(19)	(1,502
Total charge-offs	(39)	(2,029)	(2,068)	(4,141)	(4,480)	(8,621)	(16,829)	(8,387
Recoveries	—	951	951	—	1,466	1,466	275	799
Net charge-offs	(39)	(1,078)	(1,117)	(4,141)	(3,014)	(7,155)	(16,554)	(7,588
Provision (recoupment) for loan loss	(520)	6,729	6,209	769	3,527	4,296	19,018	8,977
Ending ALL	$721	$16,892	$17,613	$1,280	$11,241	$12,521	$4,652	$10,728
Ratio of annualized net charge-offs to average total loans during the period, respectively	0.01%	0.06%	0.05%	0.67%	0.27%	0.41%	1.56%	0.79
Ratio of ALL to total loans outstanding at period end, respectively	0.26%	0.90%	0.81%	0.28%	0.80%	0.68%	0.57%	1.06
Ratio of ALL to total non-covered loans outstanding at period end, respectively	0.61%	0.91%	0.89%	0.67%	0.83%	0.81%	1.58%	1.15
Ratio of ALL to total non-performing loans at period end, respectively	0.00%	156.22%	162.89%	8.63%	118.11%	51.43%	0.00%	46.40
Ratio of ALL to total non-performing,	0.00%	177.89%	185.48%	0.00%	148.44%	165.34%	0.00%	62.83

non-covered loans at period end, respectively								
Total loans	$279,645	$1,882,764	$2,162,409	$450,880	$1,403,214	$1,854,094	$822,021	$1,010,68
Average total loans outstanding during the period	$361,806	$1,688,197	$2,050,003	$620,709	$1,128,545	$1,749,254	$1,058,092	$962,147
Total non-covered loans	$118,769	$1,849,943	$1,968,712	$191,516	$1,353,181	$1,544,697	$294,073	$930,407
Total non-performing loans	$—	$10,813	$10,813	$14,827	$9,517	$24,344	$—	$23,119
Total non-performing, covered loans	$—	$1,317	$1,317	$14,827	$1,944	$16,771	$—	$6,045

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

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

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

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

	December 31, 2011					
	Total loans	% of total loans		Related ALL	% of ALL	
Commercial	$372,931	16.4	%	$2,959	25.7	%
Agriculture	151,403	6.7	%	282	2.4	%
Commercial real estate	1,152,478	50.6	%	3,389	29.4	%
Residential real estate	522,885	23.0	%	4,121	35.8	%
Consumer and overdrafts	74,354	3.3	%	776	6.7	%
Total	$2,274,051	100.0	%	$11,527	100.0	%

	December 31, 2010						
	Total loans	% of total loans		Related ALL	% of ALL	
Commercial	$256,003	16.3	%	$—	0.0	%
Agriculture	61,278	3.9	%	—	0.0	%
Commercial real estate	927,543	59.1	%	—	0.0	%
Residential real estate	295,910	18.9	%	—	0.0	%
Consumer and overdrafts	28,136	1.8	%	48	100.0	%
Total	$1,568,870	100.0	%	$48	100.0	%

The ALL allocated to commercial loans increased to 48.8% at December 31, 2014 from 34.0% at December 31, 2013 largely due to provisions of $6.7 million added during the period for loan growth in the non 310-30 commercial portfolio.

FDIC Indemnification Asset and Clawback Liability

At December 31, 2014, the FDIC indemnification asset was $39.1 million, compared to $64.4 million at December 31, 2013. In 2014, we recognized $27.7 million of amortization on the FDIC indemnification asset as the performance of our covered assets improved. The amortization resulted from an increase in actual and expected cash flows on the underlying covered assets, resulting in lower expected reimbursements from the FDIC. The increase in expected cash flows from these underlying assets is primarily reflected in the increased accretable yield on loans accounted for under ASC 310-30, as most of the FDIC covered assets are accounted for under this guidance. The carrying value of the FDIC indemnification asset was increased by $2.0 million during 2014 as a result of FDIC loss share submissions. During 2014, we paid a net $2.0 million in net loss-share payments to the FDIC for the aforementioned submissions. The loss claims filed are subject to review and approval, including extensive audits, by the FDIC or its assigned agents for compliance with the terms in the loss sharing agreements.

During 2013, we recognized $19.0 million of amortization related to the FDIC indemnification asset as a result of improved performance of our covered assets. We also reduced the carrying value of the FDIC indemnification asset by $17.6 million as a result of claims filed with the FDIC. During 2013, we received $77.0 million in loss-share payments from the FDIC.

Within 45 days of the end of each of the loss sharing agreements with the FDIC, we may be required to reimburse the FDIC in the event that our losses on covered assets do not reach the second tranche in each related loss sharing agreement, based on the initial discount received less cumulative servicing amounts for the covered assets acquired. At December 31, 2014 and December 31, 2013, this clawback liability was carried at $36.3 million and $32.5 million, respectively, and is included in Due to FDIC in our consolidated statements of financial condition.

Other Assets

Significant components of other assets were as follows as of the periods indicated (in thousands):

	December 31, 2014	December 31, 2013
Deferred tax asset	$45,506	$37,474
Accrued income taxes receivable	5,743	16,558
Bank-owned life insurance	44,242	—
Minority interest in participated other real estate owned	8,082	10,627
Accrued interest on loans	7,199	6,134
Accrued interest on interest bearing bank deposits and investment securities	4,266	5,221
Other assets	9,782	10,533
Total other assets	$124,820	$86,547

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

Other assets decreased $13.5 million, or 13.5%, during 2013. The decrease was largely attributable to a $59.3 million decline in FDIC indemnification-claimed, as the 2012 claims were paid and no billings were outstanding at December 31, 2013. Accrued income taxes receivable and the deferred tax assets increased $46.8 million from December 31, 2012 to December 31, 2013 primarily as a result of unrealized losses on our available-for-sale securities portfolio, the decline in the FDIC indemnification-claimed asset and the deferral of deductions for certain costs into future periods in accordance with applicable tax laws.

Other Liabilities

Significant components of other liabilities were as follows as of the dates indicated (in thousands):

	December 31, 2014	December 31, 2013
Accrued expenses	$15,192	$15,425
Pending loan purchase settlement	10,038	5,063
Accrued contract termination expenses	4,110	—
Accrued interest payable	3,608	3,058
Warrant liability	3,328	6,281
Participant interest in other real estate owned	—	4,243
Other liabilities	7,044	2,515
Total other liabilities	$43,320	$36,585

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

We have outstanding warrants to purchase 830,750 shares of our common stock, which are classified as a liability and included in other liabilities in our consolidated statements of financial condition. We revalue the warrants at the end of each reporting period using a Black-Scholes model and any change in fair value is reported in the statements of operations as “loss (gain) from change in fair value of warrant liability” in non-interest expense in the period in which the change occurred. The warrant liability decreased $3.0 million during 2014 to $3.3 million. The value of the warrant liability, and the expense that results from an increase to this liability, is correlated to our stock price. Accordingly, an increase in our stock price generally results in an increase in the warrant liability and the associated expense and vice versa. More information on the accounting and measurement of the warrant liability can be found in notes 2 and 17 in our consolidated financial statements.

Other liabilities increased $2.0 million during 2013, or 5.9%. Included in total other liabilities is accrued income taxes payable which decreased by $5.0 million, primarily due to tax payments made during the period. During 2013, we continued to lower the interest rates paid on our deposits, coupled with the shift from higher-cost time deposits to lower cost transaction accounts. The lower cost mix of deposits resulted in a decrease in accrued interest payable of $1.2 million, or 27.9%, during the period. Accrued expenses ended December 31, 2013 at $15.4 million and increased $3.2 million, or 25.8%, from December 31, 2012, primarily due to expenses accrued in connection with our announcement to integrate 32 limited-service retirement center locations (acquired in our 2010 purchase of Hillcrest Bank) and exit of four banking centers in Northern California (acquired in our 2011 purchase of Community Banks of Colorado).

Deposits

Deposits from banking clients serve as a primary funding source for our banking operations and our ability to gather and manage deposit levels is critical to our success. Deposits not only provide a low cost funding source for our loans, but also provide a foundation for the client relationships that are critical to future loan growth. The following table presents information regarding our deposit composition at December 31, 2014 and December 31, 2013 (in thousands):

	December 31, 2014			December 31, 2013		
Non-interest bearing demand deposits	$732,580	19.5	%	$674,989	17.6	%
Interest bearing demand deposits	386,121	10.3	%	386,762	10.1	%
Savings accounts	255,246	6.8	%	198,444	5.1	%
Money market accounts	1,035,190	27.4	%	1,082,427	28.2	%
Total transaction deposits	2,409,137	64.0	%	2,342,622	61.0	%
Time deposits < $100,000	859,910	22.8	%	971,431	25.3	%
Time deposits > $100,000	497,141	13.2	%	524,256	13.7	%
Total time deposits	1,357,051	36.0	%	1,495,687	39.0	%
Total deposits	$3,766,188	100.0	%	$3,838,309	100.0	%

The following table shows scheduled maturities of certificates of deposit with denominations greater than or equal to $100,000 as of December 31, 2014 (in thousands):

	December 31, 2014
Three months or less	$78,593
Over 3 months through 6 months	81,938
Over 6 months through 12 months	160,610
Thereafter	176,000
Total time deposits > $100,000	$497,141

During 2014, our total deposits decreased $72.1 million, or 1.9%. Non-interest bearing demand deposits increased to $732.6 million at December 31, 2014, an increase of 8.5%, from December 31, 2013 and time deposits decreased $138.6 million, or 9.3%, during 2014. As a result, the mix of transaction deposits to total deposits improved to 64.0% at December 31, 2014, from 61.0% at December 31, 2013 as we continued to focus our deposit base on clients who were interested in market-rate time deposits and in developing a banking relationship, coupled with the California banking center and limited-service retirement center exits on December 31, 2013. At December 31, 2014 and December 31, 2013, we had $0.9 billion and $1.0 billion, respectively, of time deposits that were scheduled to mature within 12 months. Of the $0.9 billion in time deposits scheduled to mature within 12 months, $0.3 billion were in denominations of $100,000 or more, and $0.6 billion were in denominations less than $100,000. Note 12 to the consolidated financial statements provides a maturity schedule and weighted average rates of time deposits outstanding at December 31, 2014 and December 31, 2013.

During 2013, our total deposits decreased $362.4 million, or 8.6%. During 2013 we continued to focus our deposit base on clients who were interested in market rate deposits and developing a banking relationship, rather than the highly rate-sensitive time deposit clients of the predecessor banks. As a result, our time deposits decreased $257.0 million, or 14.7%, during 2013. At December 31, 2013, the mix of transaction deposits to total deposits improved to 61.0% from 58.3% at December 31, 2012. At December 31, 2013 and December 31, 2012, we had $1.0 billion and $1.2 billion, respectively, of time deposits that were scheduled to mature within 12 months. Of the $1.0 billion in time deposits scheduled to mature within 12 months of December 31, 2013, $0.3 billion of which were in denominations of $100,000 or more, and $0.7 billion of which were in denominations less than $100,000.

Regulatory Capital

Our subsidiary bank and the holding company are subject to the regulatory capital adequacy requirements of the Federal Reserve Board, the FDIC and the OCC, as applicable. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly further discretionary actions by regulators that could have a material adverse effect on us. At December 31, 2014 and at December 31, 2013, our subsidiary bank and the consolidated holding company exceeded all capital ratio requirements under prompt corrective action and other regulatory requirements, as further detailed in note 14 of our consolidated financial statements.

Results of Operations

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

Overview of Results of Operations

Year ended 2014

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

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

Non-interest income was a negative $1.7 million during 2014 compared to income of $20.2 million during 2013, a decrease of $21.9 million. The decrease was largely due to $20.5 million lower FDIC loss-share related income. An additional $8.8 million of non-cash FDIC indemnification asset amortization and an $11.7 million decline in other FDIC loss-sharing income from the same period in 2013 was due to better performance of the underlying covered assets coupled with lower problem loan and OREO expenses. Banking fees of $30.4 million during 2014 were up $0.2 million compared to the same period in 2013 as a result of increases in bank card fees, swap fees and bank owned life insurance income and were somewhat offset by a decrease in service charges.

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

Years ended 2013 and 2012

We recorded net income of $6.9 million during 2013, compared to a net loss of $0.5 million during 2012. Net interest income declined $25.3 million from 2012 to 2013, which resulted from the lower purchased loan balances as non-strategic loans were paid off or paid down, coupled with lower yields earned on the non 310-30 loan portfolio and on the investment portfolio.

Provision for loan loss expense was $4.3 million during 2013 compared to $28.0 million during 2012, a decrease of $23.7 million. The decrease in provision was due to lower impairment charges on the ASC 310-30 loan pools due to gross cash flow improvements resulting from the Company's re-measurement of expected future cash flows on those underlying pools, coupled with improved credit quality metrics in the non 310-30 portfolio. Non-interest income was $20.2 million during 2013 compared to $37.4 million in 2012. The decrease of $17.2 million during 2013 was largely due to a $14.4 million decrease in collective FDIC indemnification asset amortization and FDIC-related loss share income as a result of lower covered OREO expenses and higher amortization of the FDIC indemnification asset, coupled with a $3.0 million decrease in gain on previously charged-off acquired loans, and a $0.7 million decrease in gain on sale of securities.

Non-interest expense totaled $184.0 million during 2013 compared to $209.6 million during 2012, a decrease of $25.6 million. Operating expense, which excludes problem loan/OREO workout expenses, warrant liability changes, IPO related expenses in 2012, and banking center closure charges in 2013, decreased $11.0 million during 2013. The year-over-year decrease in operating expenses was primarily due to lower professional fees of $7.4 million, lower salaries and benefits of $4.1 million, and lower telecommunications and data processing expenses of $1.8 million, as management continues to realize efficiencies in the business. Occupancy and equipment increased $4.1 million from 2012 to 2013 primarily because of the settlement of premises and equipment purchased from the FDIC in the first half of 2012 related to our Bank of Choice and Community Banks of Colorado acquisitions.

OREO and problem loan expenses decreased $12.2 million during 2013. The expenses have been steadily trending downward due to the resolution of purchased troubled assets throughout the year. The increase in the warrant liability expense of $2.2 million was primarily attributable to the increase in our stock price during 2013.

We recorded a net loss of $0.5 million during 2012, inclusive of initial public offering related expenses of $8.0 million, which represents our first full year with the operations of all of our acquisitions. These results reflect the increased revenues and expenses associated with our acquisitions of Bank of Choice and Community Banks of Colorado in the second half of 2011, in addition to the further build-out of our business development and operational functions that support our lending activities and the continued integration of our acquisitions. We completed the integration of Community Banks of Colorado in May 2012 and the integration of Bank of Choice in July 2012. During 2012, we continued to benefit from the strong yields on our loan portfolio while our dedicated workout group actively worked to resolve our acquired troubled assets. The activity in this resolution process is evidenced by the elevated levels of OREO related expenses and problem loan expenses. During 2012, in addition to net transfers of $47.5 million of non-accretable difference to accretable yield to be recognized in the future, we recorded $19.0 million of provision for loan losses, approximately $14.9 million of which was attributable to covered loans. The FDIC coverage of these impairments is reflected in the estimated cash flows underlying the FDIC indemnification asset.

Net Interest Income

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

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

The table below presents the components of net interest income on a fully taxable equivalent basis for the years ended December 31, 2014, 2013, and 2012 (in thousands):

	For the year ended December 31, 2014			For the year ended December 31, 2013			For the year ended December 31, 2012		
	Average balance	Interest	Average rate	Average balance	Interest	Average rate	Average Balance	Interest	Average Rate
Interest earning assets:									
ASC 310-30 loans	$361,806	$60,841	16.82%	$620,709	$76,661	12.35%	$1,058,092	$100,407	9.49%
Non 310-30 loans (1)(2)(3)(4)	1,691,253	74,565	4.41 %	1,133,895	62,387	5.50 %	968,345	69,249	7.15%
Investment securities available-for-sale	1,655,730	31,887	1.93 %	1,951,039	35,460	1.82 %	1,785,785	42,590	2.38%
Investment securities held-to-maturity	588,909	16,764	2.85 %	597,920	18,485	3.09 %	516,490	17,752	3.44%
Other securities	25,855	1,206	4.66 %	32,135	1,559	4.85 %	31,796	1,535	4.83%
Interest earning deposits and securities purchased under agreements to resell	123,350	329	0.27 %	362,854	923	0.25 %	770,328	1,952	0.25%
Total interest earning assets(4)	$4,446,903	$185,592	4.17 %	$4,698,552	$195,475	4.16 %	$5,130,836	$233,485	4.55%
Cash and due from banks	57,763			60,922			69,129		
Other assets	378,723			428,426			599,327		
Allowance for loan losses	(15,460)			(12,690)			(12,531)		
Total assets	$4,867,929			$5,175,210			$5,786,761		
Interest bearing liabilities:									
Interest bearing demand, savings and money market deposits	$1,701,344	$4,323	0.25 %	$1,719,507	$4,271	0.25 %	$1,691,645	$5,482	0.32%
Time deposits	1,421,726	9,797	0.69 %	1,607,676	12,122	0.75 %	2,192,469	23,643	1.08%
Securities sold under agreements to repurchase	99,057	129	0.13 %	84,354	121	0.14 %	52,385	109	0.21%
Federal Home Loan Bank advances	9,975	164	1.64 %	—	—	0.00 %	—	—	0.00%
Total interest bearing liabilities	$3,232,102	$14,413	0.45 %	$3,411,537	$16,514	0.48 %	$3,936,499	$29,234	0.74%
Demand deposits	700,809			660,254			641,890		
Other liabilities	74,327			64,666			114,374		

Total liabilities	4,007,238			4,136,457			4,692,763		
Shareholders’ equity	860,691			1,038,753			1,093,998		
Total liabilities and shareholders’ equity	$4,867,929			$5,175,210			$5,786,761		
Net interest income		$171,179			$178,961			$204,251	
Interest rate spread			3.72 %			3.68 %			3.81%
Net interest earning assets	$1,214,801			$1,287,015			$1,194,337		
Net interest margin(4)			3.85 %			3.81 %			3.98%
Ratio of average interest earning assets to average interest bearing liabilities	137.59 %			137.73 %			130.34 %		

(1) Originated loans are net of deferred loan fees, less costs, which are included in interest income over the life of the loan.

(2) Includes originated loans with average balances of $1.4 billion, $734.0 million, and $305.5 million, interest income of $58.1 million, $33.6 million, and $16.7 million and yields of 4.10%, 4.57%, and 5.48% for the years ended 2014, 2013, and 2012, respectively.

(3) Non 310-30 loans include loans held-for-sale. Average balances during 2014, 2013, and 2012 were $3.1 million, $5.4 million, and $6.2 million, and interest income was $267 thousand, $329 thousand, and $368 thousand for the same periods, respectively.

(4) Presented on a fully taxable equivalent basis using the statutory tax rate of 35%. The taxable equivalent adjustments included above are $930 thousand, $0, and $0 for the years ended 2014, 2013, and 2012, respectively.

Net interest income totaled $170.2 million, $179.0 million, and $204.3 million for the years ended 2014, 2013, and 2012, respectively. On a fully tax equivalent basis, net interest income totaled $171.2 million, $179.0 million, and $204.3 million for the years ended 2014, 2013, and 2012, respectively. Average interest earning assets decreased $251.6 million, or 5.4%, from 2013, largely due to the successful repurchase of $119.4 million of our shares outstanding during 2014, coupled with a reduction in the investment portfolio. A one basis point widening in the yield on interest earning assets coupled with a three basis point decrease in the cost of interest bearing liabilities, resulted in a four basis point widening of the net interest margin to 3.85% (fully taxable equivalent) during 2014 compared to 2013.

Average loans comprised $2.1 billion, or 46.2%, of total average interest earning assets during 2014, compared to $1.8 billion, or 37.3%, during 2013, and $2.0 billion, or 39.5% during 2012. The continued resolution of the acquired non-strategic loan portfolio was more than offset by strong organic growth in the strategic loan portfolio during 2014. The yield on the ASC 310-30 loan portfolio was 16.82% during 2014, compared to 12.35% during 2013, and 9.49% during 2012. This increase in yield was attributable to the effects of the favorable life-to-date transfers of non-accretable difference to accretable yield that are being accreted to interest income over the remaining life of these loan pools.

Average investment securities comprised 50.5% of total interest earning assets during 2014, compared to 54.2% during 2013, and 44.9% during 2012. The lower average balances were somewhat offset by a five basis point widening of the yields earned on the total investment portfolio during 2014. Short-term investments, comprised of the interest earning deposits and securities purchased under agreements to resell, also decreased substantially to 2.8% of interest earning assets during 2014, compared to 7.7% during 2013 and 15.0% during 2012. The decreases in the investment portfolio and short-term investments reflect the re-mixing of the interest-earning assets as we have utilized the run-off of the investment portfolio to fund loan originations and have reduced our short-term investments to fund significant share repurchases.

Average balances of interest bearing liabilities during 2014 declined $179.4 million to $3.2 billion from $3.4 billion during 2013, driven by a $186.0 million decrease in average time deposits and partially offset by a $14.7 million increase in securities sold under agreements to repurchase. During 2014, total interest expense related to interest bearing liabilities was $14.4 million, compared to $16.5 million during 2013 and $29.2 million during 2012. The $2.1 million decrease in interest expense from 2013 to 2014 was attributable to a combination of lower average balances of time deposits and lower rates paid on time deposits as we continued our strategy of transitioning high-priced time deposits to lower-cost transaction accounts coupled with our exit of the four California and 32 retirement center banking locations on December 31, 2013. We have increased our average transaction deposits (defined as total deposits less time deposits) and client repurchase agreements as a percentage of average total deposits and client repurchase agreements to 63.8% during 2014 from 60.5% during 2013. This strategy benefited the average cost of interest bearing liabilities, which decreased three basis points to 0.45% during 2014 from 0.48% during 2013.

The following table summarizes the changes in net interest income on a taxable equivalent basis by major category of interest earning assets and interest bearing liabilities, identifying changes related to volume and changes related to rates for 2014, 2013, and 2012 (in thousands):

	The year ended December 31, 2014 compared to the year ended December 31, 2013 Increase (decrease) due to			The year ended December 31, 2013 compared to the year ended December 31, 2012 Increase (decrease) due to		
	Volume	Rate	Net	Volume	Rate	Net
Interest income:						
ASC 310-30 loans	$(43,537)	$27,717	$(15,820)	$(54,019)	$30,273	$(23,746)
Non 310-30 loans(1)(2)(3)	24,573	(12,395)	12,178	9,109	(15,971)	(6,862)
Investment securities available-for-sale	(5,687)	2,114	(3,573)	3,003	(10,133)	(7,130)
Investment securities held-to-maturity	(257)	(1,464)	(1,721)	2,517	(1,784)	733
Other securities	(293)	(60)	(353)	16	8	24
Interest earning deposits and securities purchased under agreements to resell	(639)	45	(594)	(1,037)	8	(1,029)
Total interest income	$(25,840)	$15,957	$(9,883)	$(40,411)	$2,401	$(38,010)
Interest expense:						
Interest bearing demand, savings and money market deposits	$(46)	$98	$52	$69	$(1,280)	$(1,211)
Time deposits	(1,281)	(1,044)	(2,325)	(4,409)	(7,112)	(11,521)
Securities sold under agreements to repurchase	19	(11)	8	46	(34)	12
Federal Home Loan Bank advances	164	—	164	—	—	—
Total interest expense	(1,144)	(957)	(2,101)	(4,294)	(8,426)	(12,720)
Net change in net interest income	$(24,696)	$16,914	$(7,782)	$(36,117)	$10,827	$(25,290)

(1) Originated loans are net of deferred loan fees, less costs, which are included in interest income over the life of the loan.

(2) Non 310-30 loans include loans held-for-sale. Average balances during 2014 and 2013 were $3.1 million and $5.4 million, and interest income was $267 thousand and $329 thousand for the same periods, respectively.

(3) Presented on a fully taxable equivalent basis using the statutory tax rate of 35%. The taxable equivalent adjustments included above are $930 thousand and $0 for the years ended 2014 and 2013, respectively.

Below is a breakdown of deposits and the average rates paid during the periods indicated (in thousands):

	For the three months ended									
	December 31, 2014		September 30, 2014		June 30, 2014		March 31, 2014		December 31, 2013	
	Average balance	Average rate paid	Average balance	Average rate paid	Average balance	Average rate paid	Average balance	Average rate paid	Average balance	Average rate paid
Non-interest bearing demand	$728,345	0.00%	$715,198	0.00%	$691,851	0.00%	$667,009	0.00%	$676,959	0.00%
Interest bearing demand	372,085	0.08%	375,761	0.08%	389,187	0.08%	394,452	0.09%	379,052	0.09%
Money market accounts	1,055,280	0.32%	1,062,060	0.32%	1,078,682	0.32%	1,098,041	0.32%	1,097,009	0.32%
Savings accounts	250,129	0.22%	251,871	0.23%	254,242	0.24%	224,145	0.18%	191,592	0.12%
Time deposits	1,375,779	0.70%	1,412,916	0.69%	1,435,155	0.69%	1,464,120	0.68%	1,544,223	0.70%
Total average deposits	$3,781,618	0.37%	$3,817,806	0.37%	$3,849,117	0.37%	$3,847,767	0.37%	$3,888,835	0.38%

Provision for Loan Losses

The provision for loan losses represents the amount of expense that is necessary to bring the ALL to a level that we deem appropriate to absorb probable losses inherent in the loan portfolio as of the balance sheet date. The ALL is in addition to the remaining purchase accounting marks of $7.6 million on purchased non 310-30 loans that were established at the time of acquisition. The determination of the ALL, and the resultant provision for loan losses, is subjective and involves significant estimates and assumptions.

Losses incurred on covered loans are reimbursable at the applicable loss share percentages in accordance with the loss sharing agreements with the FDIC. Accordingly, any provisions (recoupments) made that relate to covered loans are partially offset by a corresponding increase (decrease) to the FDIC indemnification asset and FDIC loss sharing income in non-interest income. Below is a summary of the provision for loan losses for the periods indicated (in thousands):

	For the years ended December 31,		
	2014	2013	2012
Provision for impairment (recoupment) of loans accounted for under ASC 310-30	$(520)	$769	$19,018
Provision for loan losses	6,729	3,527	8,977
Total provision for loan losses	$6,209	$4,296	$27,995

Provision for loan loss expense was $6.2 million during 2014, compared to $4.3 million during 2013, an increase of $1.9 million. The increase was primarily due to loan growth in our non ASC 310-30 loan portfolio as credit quality remained strong and net-charge offs on non ASC 310-30 loans were significantly lower at 0.06% during 2014 compared to 0.27% during 2013.

During 2014 and 2013, we recouped $0.5 million and recorded $0.8 million, respectively, of provision for loan losses for loans accounted for under ASC 310-30 in connection with our re-measurements of expected cash flows. The net recoupments on loans accounted for under ASC 310-30 reflect $0.6 million in recoupments during 2014 across several loan pools. Decreased expected future cash flows in our consumer pools were more than offset by provision recoupments and resulted in the net recoupment for the year. The decreases in expected future cash flows are reflected immediately in our financial statements through increased provisions for loan losses. Increases in expected future cash flows are reflected through an increase in accretable yield that is accreted to income in future periods once any previously recorded provision expense has been reversed.

The net provision for impairment on loans accounted for under ASC 310-30 during 2013 reflect $1.3 million of provision recoupment as a result of increased cash flows primarily across the commercial real estate state pool. Decreases in expected future cash flows, which result in a charge to the provision for loan losses, were experienced by the commercial, residential real estate, and agriculture pools and totaled $2.1 million. The provision recoupment of $1.3 million, when coupled with the impairment of $2.1 million related to decreased expected future cash flows, resulted in the net provision of $0.8 million for 2013.

Non-Interest Income (Expense)

The table below details the components of non-interest income during 2014, 2013, and 2012, respectively (in thousands):

	For the years ended December 31,		
	2014	2013	2012
FDIC indemnification asset amortization	$(27,741)	$(18,960)	$(13,820)
FDIC loss sharing income (expense)	(8,862)	2,811	12,069
Service charges	15,430	15,955	17,392
Bank card fees	10,123	9,956	9,699
Gain on sale of mortgages, net	1,000	1,358	1,214
Gain on sale of securities, net	—	—	674
Other non-interest income	3,810	2,901	2,912
Gain on previously charged-off acquired loans	737	1,339	4,298
OREO related write-ups and other income	3,807	4,817	2,941
Total non-interest income (expense)	$(1,696)	$20,177	$37,379

Year ended 2014

Non-interest income for 2014 was a negative $1.7 million compared to $20.2 million during 2013, a decrease of $21.9 million. The decrease was largely due to $20.5 million lower FDIC loss-share related income. An additional $8.8 million of non-cash FDIC indemnification asset amortization and an $11.7 million decline in other FDIC loss-sharing income (expense) from the same period in 2013 was the result of improved performance of the underlying covered assets coupled with higher OREO gains, both of which resulted in lower expected reimbursements from the FDIC. Most of the FDIC covered assets are accounted for in the ASC 310-30 loan pools and the benefit of the increased client cash flows is primarily captured in the corresponding increased accretion rates on ASC 310-30 loans.

FDIC loss sharing income (expense) represents the income recognized in connection with the actual reimbursement of costs/recoveries related to the resolution of covered assets by the FDIC. FDIC loss sharing income (expense) activity during 2014, 2013, and 2012 was as follows (in thousands):

	For the years ended December 31,		
	2014	2013	2012
Clawback liability amortization	$(1,364)	$(1,259)	$(1,377)
Clawback liability remeasurement	(2,509)	65	100
Reimbursement to FDIC for gain on sale of and income from covered OREO	(10,053)	(5,235)	(3,457)
Reimbursement to FDIC for recoveries	(193)	(87)	(3)
FDIC reimbursement of covered asset resolution costs	5,257	9,327	16,806
FDIC loss sharing income (expense)	$(8,862)	$2,811	$12,069

Other FDIC loss sharing income (expense) contributed to a decrease of $11.7 million to total non-interest income for 2014 from 2013. Other FDIC loss sharing income (expense) was primarily comprised of FDIC reimbursements of costs of resolution of covered assets of $5.3 million during 2014, offset with reimbursements to the FDIC for gains on sales of and income from covered OREO of $10.1 million. The activity in the FDIC loss sharing income line fluctuates based on specific loan and OREO workout circumstances and may not be consistent from period to period.

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

Gain on previously charged-off acquired loans represents recoveries on loans that were previously charged-off by the predecessor bank prior to takeover by the FDIC. During 2014, these gains were $0.7 million, compared to $1.3 million during the same period in the prior year.

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

Years ended 2013 and 2012

Non-interest income for 2013 totaled $20.2 million compared to $37.4 million during 2012. We recognized amortization of $19.0 million during 2013 and $13.8 million during 2012, related to the FDIC indemnification asset. The amortization resulted from an increase in actual and expected cash flows on the underlying covered assets, resulting in lower expected reimbursements from the FDIC. The increase in expected cash flows from these underlying assets is reflected in increased accretion rates on covered loans and is being recognized over the remaining expected lives of the underlying covered loans as an adjustment to yield.

Other FDIC loss sharing income in our statement of operations was primarily comprised of FDIC reimbursements of costs of resolution of covered assets of $9.3 million and $16.8 million during 2013 and 2012, respectively, offset with reimbursements to the FDIC for gains on sales of and income from covered OREO of $5.2 million and $3.5 million, coupled with the clawback liability remeasurement and clawback liability amortization of $1.2 million and $1.3 million, for the aforementioned periods. The activity in the FDIC loss sharing income line fluctuates based on specific loan and OREO workout circumstances and may not be consistent from period to period.

Service charges represent various fees charged to clients for banking services, including fees such as non-sufficient funds ("NSF") charges and service charges on deposit accounts. Service charges decreased $1.4 million, or 8.3%, during 2013 compared to 2012. The decrease was largely due to declines in NSF charges.

Bank card fees are comprised primarily of interchange fees on the debit cards that we have issued to our clients. Bank card fees increased slightly to $10.0 million during 2013, as compared to $9.7 million during 2012.

Gain on previously charged-off acquired loans represents recoveries on loans that were previously charged-off by the predecessor bank prior to takeover by the FDIC. During 2013, these gains totaled $1.3 million, compared to $4.3 million during 2012.

OREO related write-ups and other income include rental income and insurance proceeds received on OREO properties and write-ups to the fair-value of collateral that exceeded the loan balance at the time of foreclosure. During 2013, OREO related

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write-ups and other income totaled $4.8 million compared to $2.9 million during 2012. The primary reason for the increase was a $1.9 million increase in collective rent income and insurance proceeds.

Non-Interest Expense

The table below details non-interest expense for the periods presented (in thousands):

	For the years ended December 31,		
	2014	2013	2012
Salaries and benefits	$82,834	$90,002	$94,111
Occupancy and equipment	25,101	24,700	20,558
Telecommunications and data processing	11,927	13,073	14,857
Marketing and business development	4,571	5,280	5,540
FDIC deposit insurance	4,130	4,122	4,731
ATM/debit card expenses	3,079	4,262	4,269
Professional fees	3,257	3,734	11,156
Supplies and printing	963	1,575	2,967
Other non-interest expense	9,508	11,061	9,761
(Gain) loss from change in fair value of warrant liability	(2,953)	820	(1,385)
Intangible asset amortization	5,344	5,346	5,344
Other real estate owned expenses (income)	(5,350)	10,957	20,313
Problem loan expenses	3,482	5,644	8,532
Contract termination expenses	4,110	—	—
Banking center closure related expenses	—	3,389	—
Initial public offering related expenses	—	—	7,974
Acquisition related costs	—	—	870
Total non-interest expense	$150,003	$183,965	$209,598

Year ended 2014

Non-interest expense totaled $150.0 million during 2014 compared to $184.0 million for 2013, a decrease of $34.0 million, or 18.5%. Operating expenses, which exclude OREO expenses, problem loan expense, the impact from the change in the warrant liability, contract termination expenses, and banking center closure related expenses, totaled $150.7 million and decreased $12.4 million, or 7.6%, from 2013. We have been focused on operational streamlining and continue to seek additional efficiencies, particularly through vendor consolidations and contract negotiations.

Salaries and benefits is our largest component of non-interest expense and totaled $82.8 million in 2014, compared to $90.0 million for 2013. The 8.0% decrease in salaries and benefits during 2014 was attributable to a decrease in salaries as a result of efficiency initiatives and the exits of the California banking centers and limited-service retirement centers at December 31, 2013.

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

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

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

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Years ended 2013 and 2012

Non-interest expense totaled $184.0 million during 2013, compared to $209.6 million during 2012. During 2012, we incurred certain expenses in connection with our initial public offering. We did not sell new shares in our initial public offering, and as a result, none of those expenses were offset against any proceeds, but were expensed. Such expenses included underwriting discounts and related fees, listing fees on the New York Stock Exchange and related registration and filing fees, legal and account expenses. These expenses totaled approximately $8.0 million during 2012. Additionally, we incurred,$4.9 million stock-based compensation on awards that had a public listing vesting requirement.

Salaries and benefits totaled $90.0 million during 2013, compared to $94.1 million for 2012. The 4.4% decrease was primarily due to an $8.2 million decrease in stock-based compensation expense during 2013 compared to 2012. Stock-based compensation expense during 2012 was elevated because we incurred $4.9 million of stock-based compensation expense related to our initial public offering.

Occupancy and equipment expense totaled $24.7 million for 2013, an increase of $4.1 million over 2012. The increase was driven by an increase in depreciation expense as a result of the purchase and subsequent depreciation of the premises and equipment purchased from the FDIC in the first half of 2012 related to our Bank of Choice and Community Banks of Colorado acquisitions.

Professional fees totaled $3.7 million during 2013 and decreased $7.4 million from 2012. Professional fees were elevated during 2012 primarily due to professional fees incurred in conjunction with our acquisitions of Bank of Choice in the third quarter of 2011 and Community Banks of Colorado during the fourth quarter of 2011. Additionally, we have outsourced fewer professional functions as we have built out our internal management functions.

Telecommunications and data processing expense totaled $13.1 million during 2013, compared to $14.9 million for 2012, a decrease of $1.8 million. During 2012, telecommunications and data processing expense was elevated due to the conversions of Bank of Choice and Community Banks of Colorado to our data processing platforms.

During 2013, we incurred $11.0 million of OREO related expenses and $5.6 million of problem loan expenses. Of the collective OREO and problem loan expenses incurred during 2013, $10.3 million were covered by loss sharing agreements with the FDIC. During 2012, we incurred $20.3 million of OREO related expenses and $8.5 million of problem loan expenses. Of the $28.8 million in collective OREO and problem loan expenses incurred during 2012, $15.0 million was covered by loss sharing agreements with the FDIC.

On September 30, 2013, the Company announced plans to integrate 32 limited-service retirement center locations and exit four banking centers as of December 31, 2013. Included in the 2013 operating results are $3.4 million of expenses in connection with the closures, including $3.3 million related to facilities expense. Valuation adjustments to banking center properties and fixed assets account for $2.5 million of the facilities expense and $0.8 million of the facilities expense relates to lease costs.

Income taxes

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

Certain stock-based compensation awards have market-based vesting/exercisability criteria. For restricted stock with market-based vesting, the target share prices of the Company's stock that is required for vesting range from $25.00 to $34.00 per share. The strike prices for options range from $18.09 to $20.54, with a large portion of the awards having strike prices of $20.00. Due to our current stock price, these stock-based compensation awards may expire unexercised or may be exercised at an intrinsic value that is less than the fair value recorded at the time of grant, and therefore, the related tax benefits may not be realizable in future periods. In this case, upon the expiration or exercise (or forfeiture in the case of the restricted stock with market-based vesting criteria) of these awards, any related remaining deferred tax asset would be written off through a charge to income tax expense. In particular, certain awards granted to former executives are expected to expire in 2015 and may result in the write-off of the related deferred tax asset of up to $2.0 million, with the majority of these awards expiring in the second quarter of 2015. Similar expirations resulted in the write-off of $1.0 million of deferred tax assets to income tax expense in

2014. As of December 31, 2014, we had $13.5 million of deferred tax assets related to stock-based compensation, $9.7 million of which is associated with executive officers still employed by the Company.

ASC 740 also requires the projected realization of tax benefits related to uncertain tax positions to be evaluated based upon the likelihood of successfully defending those positions. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. Interest and penalties on uncertain tax positions are recognized as a component of other non-interest expense. If our assessment of whether a tax position meets or no longer meets the more likely than not threshold were to change, adjustments to income tax benefits may be required. As of December 31, 2014 and 2013, we have not identified any uncertain tax positions.

Income tax expense totaled $3.2 million for 2014, as compared to $4.0 million for 2013, and $4.6 million for 2012. These amounts equate to effective tax rates of 25.6%, 36.3%, and 113.4% for the respective periods.

The decrease in the effective tax rate for 2014 compared to 2013 was attributable to the non-taxable changes in the fair value of the warrant liability, continued increases in tax-exempt lending and a reduction in our state tax rate associated with tax planning implemented during the third quarter of 2014, somewhat offset by an increase in tax expense related to the write-off of deferred tax assets related to expired stock-based compensation. The decrease in the effective tax rate for 2013 compared to 2012 is primarily attributable to the non-deductibility of $8.0 million of initial public offering related charges incurred in 2012. Additional information regarding income taxes can be found in note 20 of our consolidated financial statements.

Our marginal tax rate (the rate we pay on each incremental dollar of earnings) is approximately 38%. However, our effective tax rate (income tax expense divided by income before income taxes) for a given period is driven largely by income and expense items that are non-taxable or non-deductible in the calculation of income tax expense. Due to the impact of the non-deductible expenses discussed above, our effective tax rate of 113.4% at December 31, 2012 was inflated and therefore not comparable to subsequent years.

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

Liquidity and Capital Resources

Liquidity is monitored and managed to ensure that sufficient funds are available to operate our business and pay our obligations to depositors and other creditors, while providing ample available funds for opportunistic and strategic investments. On-balance sheet liquidity is represented by our cash and cash equivalents and unencumbered investment securities, and is detailed in the table below as of December 31, 2014 and December 31, 2013 (in thousands):

	December 31, 2014	December 31, 2013
Cash and due from banks	$61,461	$67,420
Due from Federal Reserve Bank of Kansas City	185,463	107,894
Interest bearing bank deposits	10,055	14,146
Unencumbered investment securities, at fair value	1,651,395	2,177,239
Total	$1,908,374	$2,366,699

Cash and cash equivalents increased $67.5 million from December 31, 2013 to December 31, 2014, largely as a result of several OREO sales late in the fourth quarter and relatively flat loans, coupled with the cash provided by routine investment securities pay downs. Total on-balance sheet liquidity decreased $458.3 million from December 31, 2013 to December 31, 2014. The decrease was largely due to a reduction in unencumbered available-for-sale and held-to-maturity securities balances.

Our primary sources of funds are deposits from clients, prepayments and maturities of loans and investment securities, the sale of investment securities, FHLB advances and the funds provided from operations. As a member of the Des Moines FHLB, the Bank has access to term financing. During 2014, we borrowed $40.0 million from the Des Moines FHLB. During 2013, we entered into a master repurchase agreement with a large financial institution and we anticipate that, through this agreement, we would have access to a significant amount of liquidity. We anticipate having access to other third party funding sources, including the ability to raise funds through the issuance of shares of our common stock or other equity or equity-related securities, incurrence of debt, and federal funds purchased, that may also be a source of liquidity. We anticipate that these sources of liquidity will provide adequate funding and liquidity for at least a 12 month period.

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

Our primary investing activities are originations and pay-offs and pay downs of loans and purchases and sales of investment securities. At December 31, 2014, pledgeable investment securities represented our largest source of liquidity. Our available-for-sale investment securities are carried at fair value and our held-to-maturity securities are carried at amortized cost. Our collective investment securities portfolio totaled \$2.0 billion at December 31, 2014, inclusive of pre-tax net unrealized losses of \$5.3 million on the available-for-sale securities portfolio. Additionally, our held-to-maturity securities portfolio had \$4.0 million of pre-tax net unrealized gains at December 31, 2014. The gross unrealized gains and losses are detailed in note 4 of our consolidated financial statements. As of December 31, 2014, our investment securities portfolio consisted primarily of mortgage-backed securities, all of which were issued or guaranteed by U.S. Government agencies or sponsored enterprises. The anticipated repayments and marketability of these securities offer substantial resources and flexibility to meet new loan demand, reinvest in the investment securities portfolio, or provide optionality for reductions in our deposit funding base.

Our capital outlays were \$1.6 million during 2014, which were primarily for the general upkeep of our facilities and the purchase of software that will aid our associates as we grow our business. During 2013, we had \$6.8 million of capital outlays that were primarily for the build out of our corporate headquarters in Greenwood Village, Colorado. During 2012, we had \$41.1 million of capital outlays related to the development and implementation of an operating platform and the purchase of banking center assets from the FDIC subsequent to our acquisitions.

At present, financing activities primarily consist of changes in deposits and repurchase agreements, and advances from FHLB, in addition to the payment of dividends and the repurchase of our common stock. Maturing time deposits represent a potential use of funds. As of December 31, 2014, \$0.9 billion of time deposits were scheduled to mature within 12 months. Based on the current interest rate environment, market conditions, and our consumer banking strategy focusing on both lower cost transaction accounts and term deposits, we expect to replace a significant portion of those maturing time deposits with transaction deposits and market-rate time deposits.

We are members of the FHLB of Des Moines and hold \$7.6 million of FHLB stock in order to meet the requirements of our membership agreement. Through this relationship, we have pledged qualifying loans allowing us to obtain additional liquidity through FHLB advances. These FHLB advances totaled \$40.0 million at December 31, 2014, and we can obtain additional liquidity through FHLB advances if required.

NBH Bank is subject to specific dividend restrictions pursuant to the Operating Agreement with the OCC, which are further discussed under "Supervision and Regulation." At December 31, 2014, the holding company sources of funds were comprised of cash and cash equivalents on hand, which totaled \$123.1 million. The holding company may seek to borrow funds and raise capital in the future, the success and terms of which will be subject to market conditions and other factors.

Our shareholders' equity is impacted by the retention of earnings, changes in unrealized gains on securities, net of tax, share repurchases and the payment of dividends. We have agreed to maintain capital levels of at least 10% tier 1 leverage ratio, 11% tier 1 risk-based capital ratio and 12% total risk-based capital ratio at NBH Bank under the OCC Operating Agreement. At December 31, 2014 and December 31, 2013, NBH Bank and the consolidated holding company exceeded all capital requirements to which they were subject.

During 2014, the Board of Directors authorized multiple programs to repurchase shares of the Company's common stock from time to time either in open market or in privately negotiated transactions in accordance with applicable regulations of the SEC. During 2014, we repurchased 6.1 million shares of our common stock at a weighted average price of \$19.63, and all such shares are held as treasury shares. On February 11, 2015, our board of directors approved a new authorization to repurchase from time to time another \$50.0 million of the Company’s common stock, which is expected to be purchased with excess cash. Subsequent to December 31, 2014 and through February 26, 2015, we repurchased an additional 1.7 million shares. These repurchases have brought our cumulative repurchases to 29.2% of shares outstanding since we started repurchasing our shares in early 2013, at a weighted average price of $19.50 per share. We believe that our repurchases could serve to offset any future share issuances for future acquisitions. On January 22, 2015, our board of directors declared a quarterly dividend of $0.05 per common share, payable on March 13, 2015 to shareholders of record at the close of business on February 27, 2015.

Asset/Liability Management and Interest Rate Risk

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

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

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

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

Our interest rate risk model indicated that the Company was asset sensitive in terms of interest rate sensitivity at December 31, 2014. During 2014, we increased our asset sensitivity as a result of the balance sheet mix towards more variable rate assets, even after adjusting our models for the excess capital deployment. The table below illustrates the impact of an immediate and sustained 200 and 100 basis point increase and a 50 basis point decrease in interest rates on net interest income based on the interest rate risk model at December 31, 2014 and December 31, 2013:

Hypothetical shift in interest rates (in bps)	% change in projected net interest income	
	December 31, 2014	December 31, 2013
200	4.72%	4.09%
100	2.94%	2.32%
-50	-0.88%	-1.11%

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

The federal funds rate is the basis for overnight funding and the market expectations for changes in the federal funds rate influence the yield curve. The federal funds rate is currently at 0.00%-0.25% and has been since December 2008. Should interest rates decline further, net interest margin and net interest income would be compressed given the current mix of rate sensitive assets and liabilities.

As part of the asset/liability management strategy to manage primary market risk exposures expected to be in effect in future reporting periods, management has emphasized the origination of shorter duration loans as well as variable rate loans to limit the negative exposure to a rate increase. The strategy with respect to liabilities has been to emphasize transaction accounts, particularly non-interest or low interest bearing non-maturing deposit accounts which are less sensitive to changes in interest rates. In response to this strategy, non-maturing deposit accounts have grown $66.5 million during 2014, and totaled 64.0% of total deposits at December 31, 2014 compared to 61.0% at December 31, 2013. We currently have no brokered time deposits and intend to continue to focus on our strategy of increasing non-interest or low-cost interest bearing non-maturing deposit accounts.

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Off-Balance Sheet Activities

In the normal course of business, we are a party to various contractual obligations, commitments and other off-balance sheet activities that contain credit, market, and operational risk that are not required to be reflected in our consolidated financial statements. The most significant of these are the loan commitments that we enter into to meet the financing needs of clients, including commitments to extend credit, commercial and consumer lines of credit and standby letters of credit. As of December 31, 2014 and December 31, 2013, we had loan commitments totaling $485.5 million and $383.9 million, respectively, and standby letters of credit that totaled $10.0 million and $5.9 million, respectively. Unused commitments do not necessarily represent future credit exposure or cash requirements, as commitments often expire without being drawn upon. We do not anticipate any material losses arising from commitments or contingent liabilities and we do not believe that there are any material commitments to extend credit that represent risks of an unusual nature.

Contractual Obligations

In addition to the financing commitments detailed above under “Off-Balance Sheet Activities,” in the normal course of business, we enter into contractual obligations that require future cash settlement. The following table summarizes the contractual cash obligations as of December 31, 2014 and the expected timing of those payments (in thousands):

	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Federal Home Loan Bank advances	$—	$15,000	$10,000	$15,000	$40,000
Operating lease obligations	3,656	6,160	4,173	13,804	27,793
Purchase obligations	6,951	10,128	7,790	13,985	38,854
Time deposits	934,721	384,879	32,215	5,236	1,357,051
Clawback liability	—	—	—	36,338	36,338
Total	$945,328	$416,167	$54,178	$84,363	$1,500,036

Impact of Inflation and Changing Prices

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

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

The information required by this item is set forth on page 77 of Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
National Bank Holdings Corporation:

We have audited the accompanying consolidated statements of financial condition of National Bank Holdings Corporation and subsidiaries (the Company) as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, changes in shareholders’ equity, and cash flows for each of the years in the three year period ended December 31, 2014. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of National Bank Holdings Corporation and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 27, 2015 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting.

Denver, Colorado
February 27, 2015

NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Financial Condition
December 31, 2014 and 2013
(In thousands, except share and per share data)

	December 31, 2014	December 31, 2013
ASSETS		
Cash and due from banks	$61,461	$67,420
Due from Federal Reserve Bank of Kansas City	185,463	107,894
Interest bearing bank deposits	10,055	14,146
Cash and cash equivalents	256,979	189,460
Investment securities available-for-sale (at fair value)	1,479,214	1,785,528
Investment securities held-to-maturity (fair value of $534,637 and $636,405 at December 31, 2014 and December 31, 2013, respectively)	530,590	641,907
Non-marketable securities	27,045	31,663
Loans (including covered loans of $193,697 and $309,397 at December 31, 2014 and December 31, 2013, respectively)	2,162,409	1,854,094
Allowance for loan losses	(17,613)	(12,521)
Loans, net	2,144,796	1,841,573
Loans held for sale	5,146	5,787
Federal Deposit Insurance Corporation (“FDIC”) indemnification asset, net	39,082	64,447
Other real estate owned	29,120	70,125
Premises and equipment, net	106,341	115,219
Goodwill	59,630	59,630
Intangible assets, net	16,883	22,229
Other assets	124,820	86,547
Total assets	$4,819,646	$4,914,115
LIABILITIES AND SHAREHOLDERS’ EQUITY		
Liabilities:		
Deposits:		
Non-interest bearing demand deposits	$732,580	$674,989
Interest bearing demand deposits	386,121	386,762
Savings and money market	1,290,436	1,280,871
Time deposits	1,357,051	1,495,687
Total deposits	3,766,188	3,838,309
Securities sold under agreements to repurchase	133,552	99,547
Federal Home Loan Bank advances	40,000	—
Due to FDIC	42,011	41,882
Other liabilities	43,320	36,585
Total liabilities	4,025,071	4,016,323
Shareholders’ equity:		
Common stock, par value $0.01 per share: 400,000,000 shares authorized; 52,223,460 and 52,289,347 shares issued; 38,884,953 and 44,918,336 shares outstanding at December 31, 2014 and December 31, 2013, respectively	512	512
Additional paid in capital	993,212	990,216
Retained earnings	40,528	39,966
Treasury stock of 12,383,109 and 6,306,551 shares at December 31, 2014 and December 31, 2013, respectively, at cost	(245,516)	(126,146)
Accumulated other comprehensive income (loss), net of tax	5,839	(6,756)
Total shareholders’ equity	794,575	897,792

Total liabilities and shareholders’ equity	$4,819,646	$4,914,115

See accompanying notes to the consolidated financial statements.

NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
For the Years Ended December 31, 2014, 2013, 2012
(In thousands, except share and per share data)

	2014	2013	2012
Interest and dividend income:			
Interest and fees on loans	$134,476	$139,048	$169,656
Interest and dividends on investment securities	48,651	53,945	60,342
Dividends on non-marketable securities	1,206	1,559	1,535
Interest on interest-bearing bank deposits	329	923	1,952
Total interest and dividend income	184,662	195,475	233,485
Interest expense:			
Interest on deposits	14,120	16,393	29,125
Interest on borrowings	293	121	109
Total interest expense	14,413	16,514	29,234
Net interest income before provision for loan losses	170,249	178,961	204,251
Provision for loan losses	6,209	4,296	27,995
Net interest income after provision for loan losses	164,040	174,665	176,256
Non-interest income:			
FDIC indemnification asset amortization	(27,741)	(18,960)	(13,820)
FDIC loss sharing income (expense)	(8,862)	2,811	12,069
Service charges	15,430	15,955	17,392
Bank card fees	10,123	9,956	9,699
Gain on sales of mortgages, net	1,000	1,358	1,214
Gain on sale of securities, net	—	—	674
Other non-interest income	3,810	2,901	2,912
Gain on previously charged-off acquired loans	737	1,339	4,298
OREO related write-ups and other income	3,807	4,817	2,941
Total non-interest income (expense)	(1,696)	20,177	37,379
Non-interest expense:			
Salaries and benefits	82,834	90,002	94,111
Occupancy and equipment	25,101	24,700	20,558
Telecommunications and data processing	11,927	13,073	14,857
Marketing and business development	4,571	5,280	5,540
FDIC deposit insurance	4,130	4,122	4,731
ATM/debit card expenses	3,079	4,262	4,269
Professional fees	3,257	3,734	11,156
Supplies and printing	963	1,575	2,967
Other non-interest expense	9,508	11,061	9,761
(Gain) loss from the change in fair value of warrant liability	(2,953)	820	(1,385)
Intangible asset amortization	5,344	5,346	5,344
Other real estate owned expenses (income)	(5,350)	10,957	20,313
Problem loan expenses	3,482	5,644	8,532
Contract termination expenses	4,110	—	—
Banking center closure related expenses	—	3,389	—
Initial public offering related expenses	—	—	7,974
Acquisition related costs	—	—	870
Total non-interest expense	150,003	183,965	209,598
Income before income taxes	12,341	10,877	4,037
Income tax expense	3,165	3,950	4,580

Net income (loss)	$9,176	$6,927	$(543)
Income (loss) per share—basic	$0.22	$0.14	$(0.01)
Income (loss) per share—diluted	$0.22	$0.14	$(0.01)
Weighted average number of common shares outstanding:			
Basic	42,404,609	50,790,410	52,214,175
Diluted	42,421,014	50,824,422	52,214,175

See accompanying notes to the consolidated financial statements.

NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)
For the Years Ended December 31, 2014, 2013, 2012
(In thousands)

	2014	2013	2012
Net income (loss)	$9,176	$6,927	$(543)
Other comprehensive income, net of tax:			
Securities available-for-sale:			
Net unrealized gains (losses) arising during the period, net of tax (expense) benefit of ($9,694), $26,294, and $(75) for the years ended 2014, 2013, 2012, respectively.	15,765	(41,731)	83
Reclassification adjustment for net securities losses included in net income, net of tax benefit of $263 for the year ended 2012.	—	—	(411)
Reclassification adjustment for net unrealized holding gains on securities transferred between available-for-sale and held-to-maturity, net of tax expense of $15,159 for the year ended 2012.	—	—	(23,711)
	15,765	(41,731)	(24,039)
Net unrealized holding gains on securities transferred between available-for-sale to held-to-maturity:			
Net unrealized holding gains on securities transferred, net of tax expense of $15,159 for the year ended 2012.	—	—	23,711
Less: amortization of net unrealized holding gains to income, net of tax benefit of $1,950, $3,567, and $3,571 for the years ended 2014, 2013, and 2012, respectively.	(3,170)	(5,598)	(6,121)
	(3,170)	(5,598)	17,590
Other comprehensive income (loss)	12,595	(47,329)	(6,449)
Comprehensive income (loss)	$21,771	$(40,402)	$(6,992)

See accompanying notes to the consolidated financial statements.

NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Shareholders' Equity
For the Year Ended 2014, 2013, and 2012
(In thousands, except share and per share data)

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive income (loss), net	Total
Balance, December 31, 2011	$522	$994,705	$46,480	$—	$ 47,022	$1,088,729
Net loss	—	—	(543)	—	—	(543)
Stock-based compensation	—	13,078	—	—	—	13,078
Restricted stock vesting	1	—	—	—	—	1
Issuance under equity compensation plan	—	(1,589)	—	—	—	(1,589)
Repurchase of shares (240 shares)	—	—	—	(4)	—	(4)
Dividends paid ($0.05 per share)	—	—	(2,664)	—	—	(2,664)
Other comprehensive income	—	—	—	—	(6,449)	(6,449)
Balance, December 31, 2012	523	1,006,194	43,273	(4)	40,573	1,090,559
Net income	—	—	6,927	—	—	6,927
Stock-based compensation	—	4,861	—	—	—	4,861
Issuance under equity compensation plan	—	(256)	—	—	—	(256)
(Repurchase of 7,421,179 shares)/retirement of 7,421,419 treasury shares	(11)	(20,583)	—	(126,142)	—	(146,736)
Dividends paid ($.20 per share)	—	—	(10,234)	—	—	(10,234)
Other comprehensive loss	—	—	—	—	(47,329)	(47,329)
Balance, December 31, 2013	512	990,216	39,966	(126,146)	(6,756)	897,792
Net income	—	—	9,176	—	—	9,176
Stock-based compensation	—	3,572	—	—	—	3,572
Issuance under equity compensation plan	—	(576)	—	—	—	(576)
Repurchase of 6,076,558 shares	—	—	—	(119,370)	—	(119,370)
Dividends paid ($.20 per share)	—	—	(8,614)	—	—	(8,614)
Other comprehensive income	—	—	—	—	12,595	12,595
Balance, December 31, 2014	$512	$993,212	$40,528	$(245,516)	$ 5,839	$794,575

See accompanying notes to the consolidated financial statements.

NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Years Ended December 31, 2014, 2013, 2012
(In thousands)

	2014	2013	2012
Cash flows from operating activities:			
Net income (loss)	$9,176	$6,927	$(543)
Adjustments to reconcile net income to net cash used in operating activities:			
Provision for loan losses	6,209	4,296	27,995
Depreciation and amortization	15,930	15,833	12,300
Gain on sale of securities, net	—	—	(674)
Current income tax receivable	10,815	(20,498)	(17,825)
Deferred income tax asset	(15,776)	(1,618)	(23,233)
Discount accretion, net of premium amortization on securities	5,010	8,285	17,459
Loan accretion	(63,881)	(85,447)	(120,034)
Net gain on sale of mortgage loans	(1,000)	(1,358)	(1,214)
Origination of loans held for sale, net of repayments	(44,490)	(58,391)	(52,965)
Proceeds from sales of loans held for sale	45,584	57,947	49,312
Amortization of indemnification asset	27,741	18,960	13,820
Gain on the sale of other real estate owned, net	(13,126)	(6,953)	(9,563)
Impairment on other real estate owned	2,103	10,349	20,215
Impairment on fixed assets related to banking center closures	—	2,531	—
Gain on sale of fixed assets	(123)	—	—
Stock-based compensation	3,572	4,861	13,078
Increase (decrease) in due to FDIC, net	129	10,611	(36,701)
Decrease in other assets	2,737	945	2,143
Increase (decrease) in other liabilities	6,628	7,142	(24,407)
Net cash used in operating activities	(2,762)	(25,578)	(130,837)
Cash flows from investing activities:			
Purchase of Federal Home Loan Bank of Des Moines stock	(952)	—	(4,018)
Proceeds from redemption of Federal Home Loan Bank of Des Moines stock	—	1,333	139
Proceeds from redemption of Federal Reserve Bank stock	5,570	—	—
Sales of investment securities available-for-sale	—	—	20,794
Maturities of investment securities held-to-maturity	105,594	178,420	176,650
Maturities of investment securities available-for-sale	327,368	549,857	493,224
Purchase of investment securities held-to-maturity	—	(251,792)	(2,234)
Purchase of investment securities available-for-sale	—	(693,881)	(1,131,749)
Net (increase) decrease in loans	(253,102)	(26,648)	454,296
Purchase of premises and equipment, net	(1,585)	(6,801)	(41,077)
Purchase of bank-owned life insurance	(43,800)	—	—
Proceeds from sales of loans	3,607	44,958	—
Proceeds from sales of other real estate owned	56,519	61,260	102,941
(Decrease) increase in FDIC indemnification asset	(2,376)	62,807	63,368
Net cash provided by (used in) investing activities	196,843	(80,487)	132,334
Cash flows from financing activities:			
Net decrease in deposits	(72,121)	(362,410)	(862,334)
Increase in repurchase agreements	34,005	45,862	6,088
Advances from the Federal Home Loan Bank of Des Moines	40,000	—	—
Issuance under equity compensation plan	(576)	(256)	(1,588)
Payment of dividends	(8,507)	(10,139)	(2,616)

Repurchase of shares	(119,370)	(146,736)	(4)
Excess tax benefit on stock-based compensation	7	24	—
Net cash used in financing activities	(126,562)	(473,655)	(860,454)
Increase (decrease) in cash and cash equivalents	67,519	(579,720)	(858,957)
Cash and cash equivalents at beginning of the year	189,460	769,180	1,628,137
Cash and cash equivalents at end of period	$256,979	$189,460	$769,180
Supplemental disclosure of cash flow information:			
Cash paid during the period for interest	$13,863	$17,694	$36,012
Cash paid during the period for taxes	$8,119	$26,211	$45,652
Supplemental schedule of non-cash investing activities:			
Loans transferred to other real estate owned at fair value	$4,491	$39,973	$82,444
FDIC submissions transferred to (other liabilities) other assets	$(5,673)	$17,605	$135,213
Available-for-sale investment securities transferred to investment securities held-to-maturity	$—	$—	754,063
Loans purchased but not settled	$10,038	$5,063	$—

See accompanying notes to the consolidated financial statements.

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NATIONAL BANK HOLDINGS CORPORATION AND SUBSIDIARIES
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December 31, 2014, 2013, and 2012

Note 1 Basis of Presentation

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

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

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

Note 2 Summary of Significant Accounting Policies

a) Acquisition activities—The Company accounts for business combinations under the acquisition method of accounting. Assets acquired and liabilities assumed are measured and recorded at fair value at the date of acquisition, including identifiable intangible assets. If the fair value of net assets acquired exceeds the fair value of consideration paid, a bargain purchase gain is recognized at the date of acquisition. Conversely, if the consideration paid exceeds the fair value of the net assets acquired, goodwill is recognized at the acquisition date. Fair values are subject to refinement for up to a maximum of one year after the closing date of an acquisition as information relative to closing date fair values becomes available. The determination of the fair value of loans acquired takes into account credit quality deterioration and probability of loss therefore, the related ALL is not carried forward at the time of acquisition. Identifiable intangible assets are recognized separately if they arise from contractual or other legal rights or if they are separable (i.e., capable of being sold, transferred, licensed, rented, or exchanged separately from the entity). Deposit liabilities and the related depositor relationship intangible assets, known as the core deposit intangible assets, may be exchanged in observable exchange transactions. As a result, the core deposit intangible asset is considered identifiable, because the separability criterion has been met.

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

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

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

d) Non-marketable securities—Non-marketable securities include Federal Reserve Bank ("FRB") stock and Federal Home Loan Bank ("FHLB") stock. These securities have been acquired for debt or regulatory purposes and are carried at cost.

e) Loans receivable— Loans receivable include loans originated by the Company and loans that are acquired through acquisitions. Loans originated by the Company are carried at the principal amount outstanding, net of premiums, discounts, unearned income, and deferred loan fees and costs. Acquired loans are initially recorded at fair value and are accounted for under either Accounting Standards Codification ("ASC") 310-30 (see additional information below) or ASC 310, Receivables. Non-refundable loan origination and commitment fees, net of direct costs of originating or acquiring loans, and fair value adjustments for acquired loans, are deferred and recognized over the remaining lives of the related loans in accordance with ASC 310-20.

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

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

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

Loans acquired in FDIC assisted transactions that are covered under loss sharing agreements are referred to as covered loans. Pursuant to the terms of the loss sharing agreements, the FDIC will reimburse the Company for a percentage of losses on covered assets up to stated loss thresholds during the stated loss sharing coverage period. The Company must reimburse the FDIC for its share of recoveries with respect to losses for which the FDIC paid the Company a reimbursement under loss sharing agreements and for certain recoveries or gains realized during the recovery sharing periods, which generally last longer than the loss sharing coverage periods.

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

The expected cash flows of loans accounted for under ASC 310-30 are periodically remeasured utilizing the same cash flow methodology used at the time of acquisition and subsequent decreases to the expected cash flows will generally result in a provision for loan losses charge to the Company’s consolidated statements of operations. Any increases to the cash flow projections are recognized on a prospective basis through an increase to the pool’s accretion income over its remaining life once any previously recorded provision expense has been reversed. These cash flow evaluations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.
f) Loans held for sale—Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. Net unrealized losses, if any, are recognized through a valuation allowance that is recorded as a charge to income. Deferred fees and costs related to these loans are not amortized, but are recognized as part of the cost basis of the loan at the time it is sold. Gains or losses are recognized upon sale and are included in gain on sale of mortgages, net. Loans held for sale have primarily been fixed rate single-family residential mortgage loans under contract to be sold in the secondary market. In most cases, loans in this category are sold within 45 days. These loans are generally sold with the mortgage servicing rights released. Under limited circumstances, buyers may

have recourse to return a purchased loan to the Company. Recourse conditions may include early payment default, breach of representations or warranties, or documentation deficiencies.

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

The Company uses an internal risk rating system to indicate credit quality in the loan portfolio. The risk rating system is applied to all loans and uses a series of grades, which reflect management’s assessment of the risk attributable to loans based on an analysis of the borrower’s financial condition and ability to meet contractual debt service requirements. Loans that management

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perceives to have acceptable risk are categorized as "Pass" loans. The "Special Mention" loans represent loans that have potential credit weaknesses that deserve management's close attention. Special mention loans include borrowers that have potential weaknesses or unwarranted risks that, unless corrected, may threaten the borrower's ability to meet debt requirements. However, these borrowers are still believed to have the ability to respond to and resolve the financial issues that threaten their financial situation. Loans classified as "Substandard" are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard loans have a distinct possibility of loss if the deficiencies are not corrected. "Doubtful" loans are loans that management believes the collection of payments in accordance with the terms of the loan agreement is highly questionable and improbable. Loans accounted for under ASC 310-30, despite being 90 days or more past due or internally adversely classified, may be classified as performing upon and subsequent to acquisition, regardless of whether the client is contractually delinquent, if the timing and expected cash flows on such loans can be reasonably estimated and if collection of the carrying value of such loans is expected. Interest accrual is discontinued on doubtful loans and certain substandard loans that are excluded from ASC 310-30, as is more fully discussed in note 6.

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

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

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

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

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

Conversely, declines in cash flow expectations on covered loans and covered OREO generally result in an increase in the expected indemnification asset cash flows from the FDIC and are reflected as both a decrease in the FDIC indemnification asset

amortization and an increase to the balance of the indemnification asset in the current period. As indemnified assets are resolved, the indemnification asset is reduced by the amount claimed by us from the FDIC and a corresponding claim receivable is recorded in other assets in the consolidated statements of financial condition until cash is received from the FDIC. Depending on the timing of claims and covered asset resolution, the Company may also owe payments to the FDIC for the recovery of prior claims. The liability for these payments is recorded in other liabilities in the consolidated statements of financial condition until cash is paid to the FDIC.
i) Clawback liability—A clawback liability is recorded to reflect the contingent liability assumed in an FDIC-assisted transaction whereby the Company is obligated to refund a portion of cash received from the FDIC at acquisition in the event that losses do not reach a specified threshold, based on the initial discount received less cumulative servicing amounts for the covered assets acquired. Such a liability is considered to be contingent consideration as it requires a payment by the Company to the FDIC in the event that certain contingencies are met. The clawback liability was recorded at its acquisition date fair value and is included in due to FDIC in the accompanying statements of financial condition. The clawback liability is remeasured at each reporting period and any changes are reflected in both the carrying amount of the clawback liability and the related amortization that is recognized through other FDIC loss sharing income in the consolidated statements of operations until the contingency is resolved.
j) Value appreciation rights—Value appreciation rights ("VAR") may be issued in business combinations as part of the consideration transferred and a finite term is set forth in each VAR agreement. The VAR was tied to the Company's stock price and was remeasured at each reporting period based on the spread between the strike price of the VAR and the average multiple of price to tangible book value indicated by national and regional bank indices, multiplied by the maximum number of applicable units. The Company settled the VAR in 2012.
k) Premises and equipment—With the exception of premises and equipment acquired through business combinations, which are initially measured and recorded at fair value, purchased land is stated at cost, and buildings and equipment are carried at cost, including capitalized interest when appropriate, less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful life of the asset. The Company generally assigns depreciable lives of 39 years for buildings, 7 to15 years for building improvements, and 3 to 7 years for equipment. Leasehold improvements are amortized over the shorter of their estimated useful lives or remaining lease terms. Maintenance and repairs are charged to non-interest expense as incurred. The Company reviews premises and equipment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognized when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposal is less than its carrying amount. In the case of a property that is subject to an operating lease that the Company no longer expects to use, a liability is recorded equal to the remaining lease rentals, adjusted for the effects of any prepaid or deferred items recognized under the lease, and reduced by estimated sublease rentals that could be reasonably obtained for the property, even if the entity does not intend to enter into a sublease. A ratable portion of the sublease allocation is then expensed until the property is subleased.
l) Goodwill and intangible assets—Goodwill is established and recorded if the consideration given during an acquisition transaction exceeds the fair value of the net assets received. Goodwill has an indefinite useful life and is not amortized, but is evaluated annually for potential impairment, or when events or circumstances indicate a potential impairment. Such events or circumstances may include deterioration in general economic conditions, deterioration in industry or market conditions, an increased competitive environment, a decline in market-dependent multiples or metrics, declining financial performance, entity-specific events or circumstances or a sustained decrease in share price (either in absolute terms or relative to peers). The Company first evaluates potential impairment of goodwill by comparing the fair value of the reporting unit to its carrying amount. Any excess of carrying value over fair value would indicate a potential impairment and the Company would proceed to perform an additional test to determine

whether goodwill has been impaired and calculate the amount of that impairment. Intangible assets that have finite useful lives, such as core deposit intangibles, are amortized over their estimated useful lives. The Company's core deposit intangible assets represent the value of the anticipated future cost savings that will result from the acquired core deposit relationships versus an alternative source of funding.

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

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m) Other real estate owned—OREO consists of property that has been foreclosed on or repossessed by deed in lieu of foreclosure. The assets are initially recorded at the fair value of the collateral less estimated costs to sell, with any initial valuation adjustments charged to the ALL. Subsequent downward valuation adjustments, if any, in addition to gains and losses realized on sales and net operating expenses, are recorded in other non-interest expense, while any subsequent write-ups are recorded in non-interest income. Costs associated with maintaining property, such as utilities and maintenance, are charged to expense in the period in which they occur, while costs relating to the development and improvement of property are capitalized to the extent the balance does not exceed fair value. All OREO acquired through acquisition is recorded at fair value, less cost to sell, at the date of acquisition. The Company's loss sharing agreements with the FDIC cover losses and expenses incurred on OREO resulting from the covered assets in the Hillcrest Bank and Community Banks of Colorado transactions in the same manner, and are included in the same loss thresholds for the same coverage periods, as the covered loans.

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

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

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

The fair value of awards is measured using either a Black-Scholes model or a Monte Carlo simulation model, depending on the vesting requirement of each grant. Compensation expense for the portion of the awards that contain a market vesting condition is recognized over the derived service period based on the fair value of the awards on the grant date. Compensation expense for the portion of the awards that contain performance and service vesting conditions is recognized over the requisite service period based on the fair value of the awards on the grant date. In accordance with ASC 718, the Company recognized compensation expense on the grants that have vesting requirements tied to the Company's shares becoming listed on a national exchange subsequent to that vesting requirement being met. The amortization of stock-based compensation reflects any estimated forfeitures and the expense realized in subsequent periods may be adjusted to reflect the actual forfeitures realized. The outstanding stock options carry a maximum contractual term of 10 years and restricted shares carry contractual terms that range from 7-10 years, with certain awards having no defined contractual term. To the extent that any award is forfeited, surrendered, terminated, expires, or lapses without being exercised, the shares of stock subject to such award not delivered as a result thereof are again made available for awards under the Plan.

q) Warrants—The Company issued warrants to certain lead shareholders. The warrants are for a fixed number of shares and expire ten years from the date of issuance. If exercised, the Company must settle the warrants in its own stock. The exercise price and the number of warrants are subject to certain down-round provisions, whereby certain subsequent equity issuances at a price below the existing exercise price will result in a downward adjustment to the exercise price and an increase to the number of warrants, and as a result, the warrants are classified as a liability in the Company’s consolidated statements of financial condition. The Company is required to revalue the warrants at the end of each reporting period and any change in fair value is reported in the statements of operations as other non-interest expense in the period in which the change occurred. The fair value of the warrants is calculated using a Black-Scholes model.

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

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

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

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

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

The Company offers interest rate swap products to certain of its clients to manage potential changes in interest rates. Each contract between the Company and a client is offset with a contract between the Company and an institutional counterparty, thus minimizing the Company's exposure to rate changes. The Company's portfolio consists of a "matched book," and as such, changes in fair value of the swap pairs will largely offset in earnings. In accordance with applicable accounting guidance, if certain conditions are met, a derivative may be designated as (1) a hedge of the exposure to changes in the fair value of a recognized asset or liability, or of an unrecognized firm commitment, that are attributable to a particular risk (referred to as a fair value hedge) or (2) a hedge of the exposure to variability in the cash flows of a recognized asset or liability, or of a forecasted transaction, that is attributable to a particular risk (referred to as a cash flow hedge). The Company documents all hedging relationships at the inception of each hedging relationship and uses industry accepted methodologies and ranges to determine the effectiveness of each hedge. The fair value of the hedged item is calculated using the estimated future cash flows of the hedged item and applying discount rates equal to the market interest rate for the hedged item at the inception of the hedging relationship (inception benchmark interest rate plus an inception credit spread), adjusted for changes in the designated benchmark interest rate thereafter.

Note 3 Recent Accounting Pronouncements

Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure - In January 2014, the FASB issued Accounting Standards Update ("ASU") 2014-04, “Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure.” This update amends ASC Topic 310-40 and clarifies that an “in substance repossession or foreclosure” has occurred upon the creditor obtaining either legal title to the property upon completion of foreclosure, or the borrower conveying all interest in the property through completion of a deed in lieu of foreclosure. Upon occurrence, the creditor derecognizes the loan receivable and recognizes the collateralized real estate property. The amendments in the ASU will be effective for the Company for interim and annual periods beginning after December 15, 2014.

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Early adoption is permitted. Adoption of this amendment can be made using either a modified retrospective transition method or a prospective transition method. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements, results of operations or liquidity.

Revenue from Contracts with Customers - In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This update supersedes revenue recognition requirements in Topic 605, Revenue Recognition, including most industry-specific revenue recognition guidance in the FASB Accounting Standards Codification. The new guidance stipulates that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides specific steps that entities should apply in order to achieve this principle. The amendments are effective for interim and annual periods beginning January 1, 2017 and must be applied retrospectively. The Company is in the process of evaluating the impact of the ASU's adoption on the Company's consolidated financial statements.

Note 4 Investment Securities

The Company's investment securities portfolio is comprised of available-for-sale and held-to-maturity investment securities. These investment securities totaled $2.0 billion at December 31, 2014 and $2.4 billion at December 31, 2013. Included in the aforementioned $2.0 billion were $1.5 billion of available-for-sale securities and $0.5 billion of held-to-maturity securities.

Available-for-sale

Available-for-sale investment securities are summarized as follows as of the dates indicated (in thousands):

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

	December 31, 2013			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Asset backed securities	$4,534	$3	$—	$4,537
Mortgage-backed securities ("MBS"):				
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	490,321	7,670	(3,001)	494,990
	1,320,998	10,764	(46,180)	1,285,582

Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises				
Other securities	419	—	—	419
Total	$1,816,272	$18,437	$(49,181)	$1,785,528

At December 31, 2014 and December 31, 2013, mortgage-backed securities represented 100.0% and 99.7%, respectively, of the Company's available-for-sale investment portfolio and all mortgage-backed securities were backed by government sponsored

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enterprises ("GSE") collateral such as Federal Home Loan Mortgage Corporation ("FHLMC") and Federal National Mortgage Association ("FNMA"), and the government sponsored agency Government National Mortgage Association ("GNMA").

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

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

	December 31, 2013					
	Less than 12 months		12 months or more		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Mortgage-backed securities ("MBS"):						
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$283,177	$(3,000)	$13	$(1)	$283,190	$(3,001)
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	876,225	(44,101)	40,740	(2,079)	916,965	(46,180)
Total	$1,159,402	$(47,101)	$40,753	$(2,080)	$1,200,155	$(49,181)

Management evaluated all of the available-for-sale securities in an unrealized loss position and concluded that no OTTI existed at December 31, 2014 or December 31, 2013. The unrealized losses in the Company's investments issued or guaranteed by U.S. government agencies or sponsored enterprises at December 31, 2014 were caused by changes in interest rates. The Company had no intention to sell these securities before recovery of their amortized cost and believes it will not be required to sell the securities before the recovery of their amortized cost.

Certain securities are pledged as collateral for public deposits, securities sold under agreements to repurchase and to secure borrowing capacity at the Federal Reserve Bank, if needed. The fair value of available-for-sale investment securities pledged as collateral totaled $274.4 million at December 31, 2014 and $177.6 million December 31, 2013. The increase in pledged available-for-sale investment securities was primarily attributable to an increase in average deposit account balances during 2014, an increase in pledged securities for derivative instruments, as well as an increase in securities pledged to the Federal Reserve Bank. Certain investment securities may also be pledged as collateral for the line of credit at the FHLB of Des Moines; however, no investment securities were pledged for this purpose at December 31, 2014 or December 31, 2013.

Mortgage-backed securities do not have a single maturity date and actual maturities may differ from contractual maturities depending on the repayment characteristics and experience of the underlying financial instruments. The estimated weighted average life of the available-for-sale mortgage-backed securities portfolio was 3.5 years as of December 31, 2014 and 3.9 years as of December 31, 2013. This estimate is based on assumptions and actual results may differ. Other securities of $0.4 million have no stated contractual maturity date as of December 31, 2014.

Held-to-maturity

At December 31, 2014 and December 31, 2013, the Company held $530.6 million and $641.9 million of held-to-maturity

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investment securities, respectively. Held-to-maturity investment securities are summarized as follows as of the dates indicated (in thousands):

	December 31, 2014			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Mortgage-backed securities (“MBS”):				
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$422,622	$5,773	$(72)	$428,323
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	107,968	217	(1,871)	106,314
Total investment securities held-to-maturity	$530,590	$5,990	$(1,943)	$534,637

	December 31, 2013			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Mortgage-backed securities (“MBS”):				
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$513,090	$175	$(1,776)	$511,489
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	128,817	104	(4,005)	124,916
Total investment securities held-to-maturity	$641,907	$279	$(5,781)	$636,405

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

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

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	December 31, 2013					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities (“MBS”):						
Residential mortgage pass-through securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	$472,973	$(1,776)	$—	$—	$472,973	$(1,776)
Other residential MBS issued or guaranteed by U.S. Government agencies or sponsored enterprises	105,124	(4,005)	—	—	105,124	(4,005)
Total	$578,097	$(5,781)	$—	$—	$578,097	$(5,781)

Management evaluated all of the held-to-maturity securities in an unrealized loss position and concluded that no OTTI existed at December 31, 2014 or December 31, 2013. The unrealized losses in the Company's investments issued or guaranteed by U.S. government agencies or sponsored enterprises at December 31, 2014 were caused by changes in interest rates. The Company had no intention to sell these securities before recovery of their amortized cost and believes it will not be required to sell the securities before the recovery of their amortized cost.

The carrying value of held-to-maturity investment securities pledged as collateral totaled $88.3 million and $68.5 million at December 31, 2014 and December 31, 2013, respectively.

Actual maturities of mortgage-backed securities may differ from scheduled maturities depending on the repayment characteristics and experience of the underlying financial instruments. The estimated weighted average expected life of the held-to-maturity mortgage-backed securities portfolio as of December 31, 2014 and December 31, 2013 was 3.4 years and 3.8 years, respectively. This estimate is based on assumptions and actual results may differ.

Note 5 Non-marketable Securities

Non-marketable securities include Federal Reserve Bank stock and FHLB stock. At December 31, 2014, the Company held $19.5 million of Federal Reserve Bank stock, $7.5 million of FHLB Des Moines stock, and $0.1 million of FHLB San Francisco stock, for regulatory or debt facility purposes. At December 31, 2013, the Company held $25.0 million of Federal Reserve Bank stock, $6.4 million of FHLB Des Moines stock, and $0.3 million of FHLB San Francisco stock.

This stock is restricted and is carried at cost. There have been no identified events or changes in circumstances that may have an adverse effect on the investments carried at cost. Management evaluated all of the non-marketable securities and concluded that no OTTI existed at December 31, 2014 or December 31, 2013.

Note 6 Loans

The loan portfolio is comprised of loans originated by the Company and loans that were acquired in connection with the Company’s acquisitions of Bank of Choice and Community Banks of Colorado in 2011, and Hillcrest Bank and Bank Midwest in 2010. The majority of the loans acquired in the Hillcrest Bank and Community Banks of Colorado transactions are covered by loss sharing agreements with the FDIC, and covered loans are presented separately from non-covered loans due to the FDIC loss sharing agreements associated with these loans. Covered loans comprised 9.0% of the total loan portfolio at December 31, 2014, compared to 16.7% of the total loan portfolio at December 31, 2013.

The table below shows the loan portfolio composition including carrying value by segment of loans accounted for under ASC Topic 310-30 Receivables—Loans and Debt Securities Acquired with Deteriorated Credit Quality and loans not accounted for under this guidance, which includes our originated loans. The table also shows the amounts covered by the FDIC loss sharing agreements as of December 31, 2014 and December 31, 2013. The carrying value of loans are net of discounts on loans excluded from Accounting Standards Codification ("ASC") Topic 310-30, and fees and costs of $10.5 million and $13.3 million

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as of December 31, 2014 and December 31, 2013, respectively (in thousands):

	December 31, 2014				
	ASC 310-30 loans	Non 310-30 loans	Total loans	% of total	
Commercial	$22,956	$772,440	$795,396	36.8	%
Agriculture	19,063	118,468	137,531	6.4	%
Commercial real estate	192,330	369,264	561,594	26.0	%
Residential real estate	40,761	591,939	632,700	29.2	%
Consumer	4,535	30,653	35,188	1.6	%
Total	$279,645	$1,882,764	$2,162,409	100.0	%
Covered	$160,876	$32,821	$193,697	9.0	%
Non-covered	118,769	1,849,943	1,968,712	91.0	%
Total	$279,645	$1,882,764	$2,162,409	100.0	%

	December 31, 2013				
	ASC 310-30 loans	Non 310-30 loans	Total loans	% of total	
Commercial	$61,511	$421,984	$483,495	26.1	%
Agriculture	27,000	132,952	159,952	8.6	%
Commercial real estate	291,198	283,022	574,220	31.0	%
Residential real estate	63,011	536,913	599,924	32.3	%
Consumer	8,160	28,343	36,503	2.0	%
Total	$450,880	$1,403,214	$1,854,094	100.0	%
Covered	$259,364	$50,033	$309,397	16.7	%
Non-covered	191,516	1,353,181	1,544,697	83.3	%
Total	$450,880	$1,403,214	$1,854,094	100.0	%

Included in commercial loans are $175.5 million of energy-related loans at December 31, 2014. Energy prices declined significantly during 2014 and prolonged or further pricing pressure could increase stress on energy clients and ultimately the credit quality of this portfolio. However, the capital and liquidity of the borrowers, as well as the loan structures, should protect against significant credit loss.

Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement remains unpaid after the due date of the scheduled payment. During 2013, the Company determined that the cash flows of one covered commercial and industrial loan pool were no longer reasonably estimable, and in accordance with the guidance in ASC 310-30, this pool was put on non-accrual status. During 2014, this loan pool was returned to accrual status due to improved performance and predictability of cash flows within that pool. At December 31, 2014, this loan pool had a carrying value of $2.5 million. Interest income is recognized on all accruing loans accounted for under ASC 310-30 through accretion of the difference between the carrying value of the loans and the expected cash flows.

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Pooled loans accounted for under ASC 310-30 that are 90 days or more past due and still accreting are generally considered to be performing and are included in loans 90 days or more past due and still accruing. Non-accrual loans include troubled debt restructurings on non-accrual status. At December 31, 2014 and December 31, 2013, $10.8 million and $9.5 million, respectively, of loans excluded from the scope of ASC 310-30 were on non-accrual and $14.8 million of loans accounted for under ASC 310-30 were on non-accrual status at December 31, 2013. Loan delinquency for all loans is shown in the following tables at December 31, 2014 and December 31, 2013, respectively (in thousands):

	Total Loans December 31, 2014							
	30-59 days past due	60-89 days past due	Greater than 90 days past due	Total past due	Current	Total loans	Loans > 90 days past due and still accruing	Non-accrual
Loans excluded from ASC 310-30								
Commercial	$83	$97	$318	$498	$771,942	$772,440	$215	$4,215
Agriculture	47	—	10	57	118,411	118,468	10	495
Commercial real estate								
Construction	—	—	—	—	11,748	11,748	—	—
Acquisition/development	41	—	—	41	4,532	4,573	—	—
Multifamily	—	—	—	—	10,856	10,856	(1)	—
Owner-occupied	336	78	101	515	119,710	120,225	—	843
Non owner-occupied	158	—	222	380	221,482	221,862	—	222
Total commercial real estate	535	78	323	936	368,328	369,264	(1)	1,065
Residential real estate								
Senior lien	378	1,403	732	2,513	537,022	539,535	—	4,335
Junior lien	133	1	101	235	52,169	52,404	—	476
Total residential real estate	511	1,404	833	2,748	589,191	591,939	—	4,811
Consumer	266	21	39	326	30,327	30,653	39	227
Total loans excluded from ASC 310-30	$1,442	$1,600	$1,523	$4,565	$1,878,199	$1,882,764	$263	$10,813
Covered loans excluded from ASC 310-30	$17	$1,016	$152	$1,185	$31,636	$32,821	$75	$1,317
Non-covered loans excluded from ASC 310-30	1,425	584	1,371	3,380	1,846,563	1,849,943	188	9,496
Total loans excluded from ASC 310-30	$1,442	$1,600	$1,523	$4,565	$1,878,199	$1,882,764	$263	$10,813
Loans accounted for under ASC 310-30								
Commercial	$152	$—	$1,755	$1,907	$21,049	$22,956	$1,754	$—
Agriculture	—	—	367	367	18,696	19,063	367	—
Commercial real estate	564	92	31,013	31,669	160,661	192,330	31,013	—
Residential real estate	2,014	3,826	646	6,486	34,275	40,761	646	—
Consumer	369	—	54	423	4,112	4,535	54	—

Total loans accounted for under ASC 310-30	$3,099	$3,918	$33,835	$40,852	$238,793	$279,645	$33,834	$—
Covered loans accounted for under ASC 310-30	$576	$3,892	$31,239	$35,707	$125,169	$160,876	$31,238	$—
Non-covered loans accounted for under ASC 310-30	2,523	26	2,596	5,145	113,624	118,769	2,596	—
Total loans accounted for under ASC 310-30	$3,099	$3,918	$33,835	$40,852	$238,793	$279,645	$33,834	$—
Total loans	$4,541	$5,518	$35,358	$45,417	$2,116,992	$2,162,409	$34,097	$10,813
Covered loans	$593	$4,908	$31,391	$36,892	$156,805	$193,697	$31,313	$1,317
Non-covered loans	3,948	610	3,967	8,525	1,960,187	1,968,712	2,784	9,496
Total loans	$4,541	$5,518	$35,358	$45,417	$2,116,992	$2,162,409	$34,097	$10,813

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	Total Loans December 31, 2013							
	30-59 days past due	60-89 days past due	Greater than 90 days past due	Total past due	Current	Total loans	Loans > 90 days past due and still accruing	Non-accrual
Loans excluded from ASC 310-30								
Commercial	$897	$156	$555	$1,608	$420,376	$421,984	$115	$1,280
Agriculture	188	7	—	195	132,757	132,952	—	153
Commercial real estate								
Construction	316	—	—	316	5,023	5,339	—	—
Acquisition/development	45	—	—	45	7,975	8,020	—	1
Multifamily	1,003	—	—	1,003	9,681	10,684	—	1,096
Owner-occupied	52	7	21	80	93,367	93,447	—	692
Non owner-occupied	329	—	203	532	165,000	165,532	—	203
Total commercial real estate	1,745	7	224	1,976	281,046	283,022	—	1,992
Residential real estate								
Senior lien	733	415	1,062	2,210	482,381	484,591	—	5,326
Junior lien	204	—	80	284	52,038	52,322	—	519
Total residential real estate	937	415	1,142	2,494	534,419	536,913	—	5,845
Consumer	191	21	23	235	28,108	28,343	14	247
Total loans excluded from ASC 310-30	$3,958	$606	$1,944	$6,508	$1,396,706	$1,403,214	$129	$9,517
Covered loans excluded from ASC 310-30	194	60	155	409	49,624	50,033	115	1,944
Non-covered loans excluded from ASC 310-30	3,764	546	1,789	6,099	1,347,082	1,353,181	14	7,573
Total loans excluded from ASC 310-30	$3,958	$606	$1,944	$6,508	$1,396,706	$1,403,214	$129	$9,517
Loans accounted for under ASC 310-30								
Commercial	$582	$322	$4,505	$5,409	$56,102	$61,511	$4,505	$14,827
Agriculture	714	—	296	1,010	25,990	27,000	296	—
Commercial real estate	1,902	5,179	49,228	56,309	234,889	291,198	49,227	—
Residential real estate	977	977	1,817	3,771	59,240	63,011	1,817	—
Consumer	327	265	19	611	7,549	8,160	19	—
Total loans accounted for under ASC 310-30	$4,502	$6,743	$55,865	$67,110	$383,770	$450,880	$55,864	$14,827
Covered loans accounted for under ASC 310-30	$1,471	$4,949	$42,356	$48,776	$210,588	$259,364	$42,355	$14,827
Non-covered loans accounted for under ASC 310-30	3,031	1,794	13,509	18,334	173,182	191,516	13,509	—
	$4,502	$6,743	$55,865	$67,110	$383,770	$450,880	$55,864	$14,827

Total loans accounted for under ASC 310-30								
Total loans	$8,460	$7,349	$57,809	$73,618	$1,780,476	$1,854,094	$55,993	$24,344
Covered loans	$1,665	$5,009	$42,511	$49,185	$260,212	$309,397	$42,470	$16,771
Non-covered loans	6,795	2,340	15,298	24,433	1,520,264	1,544,697	13,523	7,573
Total loans	$8,460	$7,349	$57,809	$73,618	$1,780,476	$1,854,094	$55,993	$24,344

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Credit exposure for all loans as determined by the Company's internal risk rating system was as follows as of December 31, 2014 and December 31, 2013, respectively (in thousands):

	Total Loans December 31, 2014				
	Pass	Special mention	Substandard	Doubtful	Total
Loans excluded from ASC 310-30					
Commercial	$742,944	$10,166	$19,250	$80	$772,440
Agriculture	114,642	85	3,741	—	118,468
Commercial real estate					
Construction	11,748	—	—	—	11,748
Acquisition/development	4,573	—	—	—	4,573
Multifamily	10,856	—	—	—	10,856
Owner-occupied	115,178	158	4,889	—	120,225
Non owner-occupied	199,817	17,607	4,430	8	221,862
Total commercial real estate	342,172	17,765	9,319	8	369,264
Residential real estate					
Senior lien	533,630	23	5,744	138	539,535
Junior lien	51,059	—	1,345	—	52,404
Total residential real estate	584,689	23	7,089	138	591,939
Consumer	30,426	—	227	—	30,653
Total loans excluded from ASC 310-30	$1,814,873	$28,039	$39,626	$226	$1,882,764
Covered loans excluded from ASC 310-30	$21,240	$171	$11,301	$109	$32,821
Non-covered loans excluded from ASC 310-30	1,793,633	27,868	28,325	117	1,849,943
Total loans excluded from ASC 310-30	$1,814,873	$28,039	$39,626	$226	$1,882,764
Loans accounted for under ASC 310-30					
Commercial	$11,038	$282	$11,092	$544	$22,956
Agriculture	16,854	30	2,179	—	19,063
Commercial real estate	82,603	3,770	101,966	3,991	192,330
Residential real estate	29,069	1,403	10,289	—	40,761
Consumer	3,641	105	789	—	4,535
Total loans accounted for under ASC 310-30	$143,205	$5,590	$126,315	$4,535	$279,645
Covered loans accounted for under ASC 310-30	$49,856	$3,036	$103,451	$4,533	$160,876
Non-covered loans accounted for under ASC 310-30	93,349	2,554	22,864	2	118,769
Total loans accounted for under ASC 310-30	$143,205	$5,590	$126,315	$4,535	$279,645
Total loans	$1,958,078	$33,629	$165,941	$4,761	$2,162,409
Total covered	$71,096	$3,207	$114,752	$4,642	$193,697
Total non-covered	1,886,982	30,422	51,189	119	1,968,712
Total loans	$1,958,078	$33,629	$165,941	$4,761	$2,162,409

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	Total Loans December 31, 2013				
	Pass	Special mention	Substandard	Doubtful	Total
Loans excluded from ASC 310-30					
Commercial	$374,281	$9,882	$37,414	$407	$421,984
Agriculture	123,216	9,049	687	—	132,952
Commercial real estate					
Construction	5,339	—	—	—	5,339
Acquisition/development	1,366	2,247	4,407	—	8,020
Multifamily	9,588	—	1,068	28	10,684
Owner-occupied	87,984	169	5,294	—	93,447
Non owner-occupied	142,159	18,536	4,837	—	165,532
Total commercial real estate	246,436	20,952	15,606	28	283,022
Residential real estate					
Senior lien	475,041	1,495	7,620	435	484,591
Junior lien	49,874	200	2,248	—	52,322
Total residential real estate	524,915	1,695	9,868	435	536,913
Consumer	28,092	—	251	—	28,343
Total loans excluded from ASC 310-30	$1,296,940	$41,578	$63,826	$870	$1,403,214
Covered loans excluded from ASC 310-30	$22,175	$3,439	$24,005	$414	$50,033
Non-covered loans excluded from ASC 310-30	1,274,765	38,139	39,821	456	1,353,181
Total loans excluded from ASC 310-30	$1,296,940	$41,578	$63,826	$870	$1,403,214
Loans accounted for under ASC 310-30					
Commercial	$23,129	$3,221	$34,440	$721	$61,511
Agriculture	21,900	1,117	3,983	—	27,000
Commercial real estate	115,903	12,493	157,748	5,054	291,198
Residential real estate	43,904	1,098	18,009	—	63,011
Consumer	6,921	244	995	—	8,160
Total loans accounted for under ASC 310-30	$211,757	$18,173	$215,175	$5,775	$450,880
Covered loans accounted for under ASC 310-30	$100,050	$8,498	$145,041	$5,775	$259,364
Non-covered loans accounted for under ASC 310-30	111,707	9,675	70,134	—	191,516
Total loans accounted for under ASC 310-30	$211,757	$18,173	$215,175	$5,775	$450,880
Total loans	$1,508,697	$59,751	$279,001	$6,645	$1,854,094
Total covered	$122,225	$11,937	$169,046	$6,189	$309,397
Total non-covered	1,386,472	47,814	109,955	456	1,544,697
Total loans	$1,508,697	$59,751	$279,001	$6,645	$1,854,094

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Impaired Loans

Loans are considered to be impaired when it is probable that the Company will not be able to collect all amounts due in accordance with the contractual terms of the loan agreement. Impaired loans are comprised of loans excluded from ASC 310-30 on non-accrual status and troubled debt restructurings (“TDRs”) described below. If a specific allowance is warranted based on the borrower’s overall financial condition, the specific allowance is calculated based on discounted cash flows using the loan’s initial contractual effective interest rate or the fair value of the collateral less selling costs for collateral dependent loans. At December 31, 2014, the Company measured $15.1 million of impaired loans using discounted cash flows and the loan’s initial contractual effective interest rate and $8.1 million of impaired loans based on the fair value of the collateral less selling costs. Impaired loans totaling $8.9 million that individually were less than $250 thousand each, were measured through our general ALL reserves due to their relatively small size.

At December 31, 2014 and December 31, 2013, the Company’s recorded investments in impaired loans was $32.1 million and $21.6 million, respectively, of which $11.1 million and $7.7 million were covered by loss sharing agreements, for the aforementioned periods. The increase in impaired loans was primarily in the commercial loan segment, and largely the result of two relationships, the first of which totaled $3.6 million and was fully secured and current as to principal and interest payments as of December 31, 2014. The second relationship totaled $7.9 million, is covered by loss-share and is also current as to principal and interest payments as of December 31, 2014. Impaired loans had a collective related allowance for loan losses allocated to them of $0.3 million and $0.9 million at December 31, 2014 and December 31, 2013, respectively. Additional information regarding impaired loans at December 31, 2014 and December 31, 2013 is set forth in the table below (in thousands):

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	Impaired Loans December 31, 2014			December 31, 2013		
	Unpaid principal balance	Recorded investment	Allowance for loan losses allocated	Unpaid principal balance	Recorded investment	Allowance for loan losses allocated
With no related allowance recorded:						
Commercial	$16,953	$16,771	$—	$4,981	$4,981	$—
Agriculture	3,065	3,061	—	—	—	—
Commercial real estate						
Construction	—	—	—	—	—	—
Acquisition/development	—	—	—	—	—	—
Multifamily	—	—	—	987	929	—
Owner-occupied	1,164	970	—	1,872	1,655	—
Non-owner occupied	—	—	—	561	488	—
Total commercial real estate	1,164	970	—	3,420	3,072	—
Residential real estate						
Senior lien	694	248	—	506	494	—