

BANCORPSOUTH INC  
Form 10-Q  
May 02, 2016  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-12991

BANCORPSOUTH, INC.

(Exact name of registrant as specified in its charter)

Mississippi  
(State or other jurisdiction of incorporation or organization)

64-0659571  
(I.R.S. Employer Identification No.)

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One Mississippi Plaza, 201 South Spring Street

Tupelo, Mississippi  
(Address of principal executive offices)

38804  
(Zip Code)

Registrant's telephone number, including area code: (662) 680-2000

NOT APPLICABLE

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

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

Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One): Large accelerated filer  Accelerated filer  Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

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

As of April 29, 2016, the registrant had outstanding 94,435,971 shares of common stock, par value \$2.50 per share.

BANCORPSOUTH, INC.

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## PART I.

## FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

## BANCORPSOUTH, INC. AND SUBSIDIARIES

## Consolidated Balance Sheets

|  | March 31,<br>2016<br>(Unaudited) | December 31,<br>2015<br>(1) | March 31,<br>2015<br>(Unaudited) |
|--|----------------------------------|-----------------------------|----------------------------------|
| (Dollars in thousands, except per share amounts)                               |                                  |                             |                                  |
| <b>ASSETS</b>  |                                  |                             |                                  |
| Cash and due from banks  | \$ 197,538                       | \$ 154,192                  | \$ 199,337                       |
| Interest bearing deposits with other banks                                     | 148,915                          | 43,777                      | 360,469                          |
| Available-for-sale securities, at fair value                                   | 2,016,373                        | 2,082,329                   | 2,194,373                        |
| Loans and leases   | 10,475,528                       | 10,404,326                  | 9,761,555                        |
| Less: Unearned income  | 30,831                           | 31,548                      | 34,585                           |
| Allowance for credit losses  | 126,506                          | 126,458                     | 136,660                          |
| Net loans and leases   | 10,318,191                       | 10,246,320                  | 9,590,310                        |
| Loans held for sale, at fair value   | 150,046                          | 157,907                     | 186,510                          |
| Premises and equipment, net  | 306,765                          | 308,125                     | 305,335                          |
| Accrued interest receivable  | 41,401                           | 40,901                      | 42,933                           |
| Goodwill   | 291,498                          | 291,498                     | 291,498                          |
| Other identifiable intangibles   | 19,664                           | 20,545                      | 23,476                           |
| Bank-owned life insurance  | 253,427                          | 251,534                     | 246,148                          |
| Other real estate owned  | 12,685                           | 14,759                      | 27,889                           |
| Other assets   | 169,895                          | 186,775                     | 162,044                          |
| <b>TOTAL ASSETS</b>  | <b>\$ 13,926,398</b>             | <b>\$ 13,798,662</b>        | <b>\$ 13,630,322</b>             |
| <b>LIABILITIES</b>   |                                  |                             |                                  |
| Deposits:  |                                  |                             |                                  |
| Demand: Noninterest bearing  | \$ 3,103,321                     | \$ 3,031,528                | \$ 2,914,949                     |
| Interest bearing   | 5,033,565                        | 5,003,806                   | 4,979,710                        |
| Savings  | 1,506,942                        | 1,442,336                   | 1,395,857                        |
| Other time   | 1,842,869                        | 1,853,491                   | 1,962,138                        |
| Total deposits   | 11,486,697                       | 11,331,161                  | 11,252,654                       |
| Federal funds purchased and securities<br>sold under agreement to repurchase   | 431,089                          | 405,937                     | 384,829                          |
| Short-term Federal Home Loan Bank borrowings<br>and other short-term borrowing | -                                | 62,000                      | 1,500                            |
| Accrued interest payable   | 3,305                            | 3,071                       | 3,371                            |
| Junior subordinated debt securities  | 23,198                           | 23,198                      | 23,198                           |
| Long-term debt   | 67,681                           | 69,775                      | 76,055                           |

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|  |                      |                      |                      |
|--|----------------------|----------------------|----------------------|
| Other liabilities                                    | 234,635              | 248,076              | 243,507              |
| <b>TOTAL LIABILITIES</b>                             | <b>12,246,605</b>    | <b>12,143,218</b>    | <b>11,985,114</b>    |
| <b>SHAREHOLDERS' EQUITY</b>                          |                      |                      |                      |
| Common stock, \$2.50 par value per share             |                      |                      |                      |
| Authorized - 500,000,000 shares; Issued - 94,438,626 |                      |                      |                      |
| 94,162,728 and 96,544,502 shares, respectively       | 236,097              | 235,407              | 241,361              |
| Capital surplus                                      | 283,800              | 282,934              | 331,016              |
| Accumulated other comprehensive loss                 | (32,144)             | (41,825)             | (37,033)             |
| Retained earnings                                    | 1,192,040            | 1,178,928            | 1,109,864            |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>                    | <b>1,679,793</b>     | <b>1,655,444</b>     | <b>1,645,208</b>     |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>    | <b>\$ 13,926,398</b> | <b>\$ 13,798,662</b> | <b>\$ 13,630,322</b> |

(1) Derived from audited financial statements.

See accompanying notes to consolidated financial statements.

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## BANCORPSOUTH, INC. AND SUBSIDIARIES

## Consolidated Statements of Income

(Unaudited)

|   | Three months ended                           |            |
|---|--|------------|
|   | March 31,                                    |            |
|   | 2016   | 2015       |
|   | (In thousands, except for per share amounts) |            |
| <b>INTEREST REVENUE:</b>  |  |            |
| Loans and leases  | \$ 107,805                                   | \$ 102,135 |
| Deposits with other banks   | 263  | 236        |
| Available-for-sale securities:  |  |            |
| Taxable   | 5,888  | 6,844      |
| Tax-exempt  | 3,032  | 3,377      |
| Loans held for sale   | 984  | 905        |
| Total interest revenue  | 117,972                                      | 113,497    |
| <b>INTEREST EXPENSE:</b>  |  |            |
| Deposits:   |  |            |
| Interest bearing demand   | 2,163  | 2,183      |
| Savings   | 443  | 412        |
| Other time  | 3,354  | 4,007      |
| Federal funds purchased and securities sold under agreement to repurchase | 140  | 82         |
| Long-term debt  | 530  | 577        |
| Junior subordinated debt  | 183  | 163        |
| Total interest expense  | 6,813  | 7,424      |
| Net interest revenue  | 111,159                                      | 106,073    |
| Provision for credit losses   | 1,000  | (5,000)    |
| Net interest revenue, after provision for credit losses                   | 110,159                                      | 111,073    |
| <b>NONINTEREST REVENUE:</b>   |  |            |
| Mortgage lending  | 2,618  | 8,567      |
| Credit card, debit card and merchant fees                                 | 8,961  | 8,539      |
| Deposit service charges   | 11,014                                       | 11,252     |
| Security gains, net   | 2  | 14         |
| Insurance commissions   | 33,249                                       | 33,493     |
| Wealth management   | 5,109  | 6,210      |
| Other   | 4,562  | 5,240      |
| Total noninterest revenue   | 65,515                                       | 73,315     |
| <b>NONINTEREST EXPENSE:</b>   |  |            |
| Salaries and employee benefits  | 82,467                                       | 81,179     |
| Occupancy, net of rental income   | 10,273                                       | 10,194     |

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|                                     |           |           |
|-------------------------------------|-----------|-----------|
| Equipment                           | 3,765     | 3,974     |
| Deposit insurance assessments       | 2,288     | 2,311     |
| Regulatory settlement               | 10,277    | -         |
| Other                               | 33,230    | 39,275    |
| Total noninterest expense           | 142,300   | 136,933   |
| Income before income taxes          | 33,374    | 47,455    |
| Income tax expense                  | 10,825    | 15,189    |
| Net income                          | \$ 22,549 | \$ 32,266 |
|                                     |           |           |
| Earnings per share: Basic           | \$ 0.24   | \$ 0.33   |
| Diluted                             | \$ 0.24   | \$ 0.33   |
|                                     |           |           |
| Dividends declared per common share | \$ 0.10   | \$ 0.075  |

See accompanying notes to consolidated financial statements.

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BANCORPSOUTH, INC. AND SUBSIDIARIES  
 Consolidated Statements of Comprehensive Income  
 (Unaudited)

|   | Three months ended |           |
|---|--------------------|-----------|
|   | March 31,          |           |
|   | 2016               | 2015      |
|   | (In thousands)     |           |
| Net income                                | \$ 22,549          | \$ 32,266 |
| Other comprehensive income, net of tax    |                    |           |
| Unrealized gains on securities            | 8,748              | 5,543     |
| Pension and other postretirement benefits | 933                | 1,110     |
| Other comprehensive income, net of tax    | 9,681              | 6,653     |
| Comprehensive income                      | \$ 32,230          | \$ 38,919 |

See accompanying notes to consolidated financial statements.

BANCORPSOUTH, INC. AND SUBSIDIARIES  
 Consolidated Statements of Cash Flows  
 (Unaudited)

|  | Three months ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2016                            | 2015      |
|  | (In thousands)                  |           |
| <b>Operating Activities:</b>   |                                 |           |
| Net income   | \$ 22,549                       | \$ 32,266 |
| Adjustment to reconcile net income to net cash provided by (used in) operating activities: |                                 |           |
| Provision for credit losses  | 1,000                           | (5,000)   |
| Depreciation and amortization  | 6,307                           | 6,721     |
| Amortization of intangibles  | 880                             | 1,032     |
| Amortization of debt securities premium and discount, net                                  | 2,651                           | 3,332     |
| Share-based compensation expense   | 2,100                           | 1,645     |
| Security gains, net  | (2)                             | (14)      |
| Net deferred loan origination expense  | (1,583)                         | (1,523)   |
| Excess tax benefit from exercise of stock options  | (314)                           | (521)     |
| Increase in interest receivable  | (500)                           | (948)     |
| Increase (decrease) in interest payable  | 234                             | (29)      |
| Realized gain on mortgages sold  | (10,615)                        | (9,124)   |
| Proceeds from mortgages sold   | 329,730                         | 269,213   |
| Origination of mortgages held for sale   | (315,374)                       | (311,115) |
| Loss on other real estate owned, net   | 843                             | 1,394     |
| Increase in bank-owned life insurance  | (1,893)                         | (1,813)   |
| Other, net   | 2,700                           | 7,153     |
| Net cash provided by (used in) operating activities  | 38,713                          | (7,331)   |
| <b>Investing activities:</b>   |                                 |           |
| Proceeds from calls and maturities of available-for-sale securities                        | 121,593                         | 75,917    |
| Proceeds from sales of available-for-sale securities                                       | -                               | 1,110     |
| Purchases of available-for-sale securities   | (43,316)                        | (118,760) |
| Net increase in loans and leases   | (72,647)                        | (16,098)  |
| Purchases of premises and equipment  | (5,653)                         | (7,384)   |
| Proceeds from sale of premises and equipment   | 640                             | 271       |
| Purchase of bank-owned life insurance, net of proceeds from death benefits                 | -                               | 2,742     |
| Proceeds from sale of other real estate owned  | 2,562                           | 7,391     |
| Other, net   | (29)                            | (6)       |
| Net cash provided by (used in) investing activities  | 3,150                           | (54,817)  |
| <b>Financing activities:</b>   |                                 |           |
| Net increase in deposits   | 155,536                         | 280,315   |
| Net decrease in short-term debt and other liabilities                                      | (36,852)                        | (5,341)   |
| Repayment of long-term debt  | (2,094)                         | (2,093)   |
| Issuance of common stock   | 8                               | 825       |
| Repurchase of common stock   | (867)                           | (2,288)   |

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|   |            |            |
|---|------------|------------|
| Excess tax benefit from exercise of stock options | 314        | 521        |
| Payment of cash dividends                         | (9,424)    | (7,235)    |
| Net cash provided by financing activities         | 106,621    | 264,704    |
| Increase in cash and cash equivalents             | 148,484    | 202,556    |
| Cash and cash equivalents at beginning of period  | 197,969    | 357,250    |
| Cash and cash equivalents at end of period        | \$ 346,453 | \$ 559,806 |

See accompanying notes to consolidated financial statements.

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## Notes to Consolidated Financial Statements

(Unaudited)

## NOTE 1 – BASIS OF FINANCIAL STATEMENT PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying unaudited interim consolidated financial statements of BancorpSouth, Inc. (the “Company”) have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and follow general practices within the industries in which the Company operates. For further information, refer to the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial statements have been included and all such adjustments were of a normal, recurring nature. The results of operations for the three-month period ended March 31, 2016 are not necessarily indicative of the results to be expected for the full year. Certain 2015 amounts have been reclassified to conform with the 2016 presentation.

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries, BancorpSouth Bank (the “Bank”) and Gumtree Wholesale Insurance Brokers, Inc., and the Bank’s wholly-owned subsidiaries, BancorpSouth Insurance Services, Inc., BancorpSouth Municipal Development Corporation and BancorpSouth Bank Securities Corporation.

## NOTE 2 – LOANS AND LEASES

The Company’s loan and lease portfolio is disaggregated into the following segments: commercial and industrial; real estate; credit card; and all other loans and leases. The real estate segment is further disaggregated into the following classes: consumer mortgages; home equity; agricultural; commercial and industrial-owner occupied; construction, acquisition and development; and commercial real estate. A summary of gross loans and leases by segment and class as of the dates indicated follows:

|                           | March 31,<br>2016 | 2015         | December 31,<br>2015 |
|---------------------------|-------------------|--------------|----------------------|
|                           | (In thousands)    |              |                      |
| Commercial and industrial | \$ 1,720,574      | \$ 1,682,215 | \$ 1,752,273         |

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|   |               |              |               |
|---|---------------|--------------|---------------|
| Real estate                               |               |              |               |
| Consumer mortgages                        | 2,480,828     | 2,301,112    | 2,472,202     |
| Home equity                               | 605,228       | 538,042      | 589,752       |
| Agricultural                              | 239,422       | 236,898      | 259,360       |
| Commercial and industrial-owner occupied  | 1,654,577     | 1,518,153    | 1,617,429     |
| Construction, acquisition and development | 966,362       | 892,730      | 945,045       |
| Commercial real estate                    | 2,233,742     | 1,993,473    | 2,188,048     |
| Credit cards                              | 106,714       | 106,287      | 112,165       |
| All other                                 | 468,081       | 492,645      | 468,052       |
| Gross Loans Total                         | 10,475,528    | 9,761,555    | 10,404,326    |
| Less: Unearned Income                     | 30,831        | 34,585       | 31,548        |
| Net Loans                                 | \$ 10,444,697 | \$ 9,726,970 | \$ 10,372,778 |

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The following table shows the Company's loans and leases, net of unearned income, as of March 31, 2016 by segment, class and geographical location:

|   | Alabama<br>and Florida<br>Panhandle<br>(In thousands) | Arkansas     | Louisiana    | Mississippi  | Missouri   | Tennessee    | Texas   |
|---|---|--------------|--------------|--------------|------------|--------------|---------|
| Commercial and industrial                 | \$ 150,326  | \$ 188,911   | \$ 197,183   | \$ 702,459   | \$ 87,479  | \$ 120,117   | \$      |
| Real estate                               |   |              |              |              |            |              |         |
| Consumer mortgages                        | 298,267   | 327,457      | 221,327      | 805,657      | 76,343     | 277,477      | 454,311 |
| Home equity                               | 91,297  | 41,653       | 65,239       | 223,097      | 23,336     | 144,591      | 14,311  |
| Agricultural                              | 7,714   | 82,747       | 26,854       | 67,290       | 3,196      | 12,274       | 39,311  |
| Commercial and industrial-owner occupied  | 200,951   | 179,923      | 197,650      | 677,771      | 56,581     | 134,104      | 207,311 |
| Construction, acquisition and development | 114,795   | 104,591      | 66,009       | 308,487      | 23,923     | 140,730      | 207,311 |
| Commercial real estate                    | 339,339   | 362,449      | 244,741      | 599,878      | 198,505    | 179,555      | 309,311 |
| Credit cards                              | -   | -            | -            | -            | -          | -            | -       |
| All other                                 | 66,946  | 49,535       | 30,177       | 177,429      | 3,066      | 37,723       | 54,311  |
| Total                                     | \$ 1,269,635  | \$ 1,337,266 | \$ 1,049,180 | \$ 3,562,068 | \$ 472,429 | \$ 1,046,571 | \$      |

The Company's loan concentrations which exceed 10% of total loans are reflected in the preceding tables. A substantial portion of construction, acquisition and development loans are secured by real estate in markets in which the Company is located. The Company's loan policy generally prohibits the use of interest reserves on loans originated after March 2010. Certain of the construction, acquisition and development loans were structured with interest-only terms. A portion of the consumer mortgage and commercial real estate portfolios originated through the permanent financing of construction, acquisition and development loans. Future economic distress could negatively impact borrowers' and guarantors' ability to repay their debt which would make more of the Company's loans collateral dependent.

The following tables provide details regarding the aging of the Company's loan and lease portfolio, net of unearned income, by segment and class at March 31, 2016 and December 31, 2015:



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March 31, 2016

|   | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | 90+ Days<br>Past Due | Total<br>Past Due | Current       | Total<br>Outstanding | 90+ Days<br>Past Due still<br>Accruing |
|---|------------------------|------------------------|----------------------|-------------------|---------------|----------------------|--|
| (In thousands)                            |                        |                        |                      |                   |               |                      |  |
| Commercial and industrial Real estate     | \$ 3,276               | \$ 1,282               | \$ 6,355             | \$ 10,913         | \$ 1,705,564  | \$ 1,716,477         | \$ 150                                 |
| Consumer mortgages                        | 10,481                 | 4,992                  | 15,688               | 31,161            | 2,449,667     | 2,480,828            | 2,823                                  |
| Home equity                               | 2,735                  | 257                    | 1,531                | 4,523             | 600,705       | 605,228              | -                                      |
| Agricultural                              | 201                    | 38                     | -                    | 239               | 239,183       | 239,422              | -                                      |
| Commercial and industrial-owner occupied  | 1,148                  | 1,770                  | 7,138                | 10,056            | 1,644,521     | 1,654,577            | 1,297                                  |
| Construction, acquisition and development | 1,519                  | 442                    | 1,252                | 3,213             | 963,149       | 966,362              | -                                      |
| Commercial real estate                    | 10,683                 | 1,872                  | 4,809                | 17,364            | 2,216,378     | 2,233,742            | -                                      |
| Credit cards                              | 350                    | 281                    | 342                  | 973               | 105,741       | 106,714              | 297                                    |
| All other                                 | 433                    | 203                    | 100                  | 736               | 440,611       | 441,347              | -                                      |
| Total                                     | \$ 30,826              | \$ 11,137              | \$ 37,215            | \$ 79,178         | \$ 10,365,519 | \$ 10,444,697        | \$ 4,567                               |

December 31, 2015

|                                       | 30-59 Days<br>Past Due | 60-89 Days<br>Past Due | 90+ Days<br>Past Due | Total<br>Past Due | Current      | Total<br>Outstanding | 90+ Days<br>Past Due still<br>Accruing |
|---------------------------------------|------------------------|------------------------|----------------------|-------------------|--------------|----------------------|--|
| (In thousands)                        |                        |                        |                      |                   |              |                      |  |
| Commercial and industrial Real estate | \$ 2,038               | \$ 817                 | \$ 4,731             | \$ 7,586          | \$ 1,740,188 | \$ 1,747,774         | \$ 60                                  |
| Consumer mortgages                    | 13,827                 | 4,692                  | 13,604               | 32,123            | 2,440,079    | 2,472,202            | 1,655                                  |
| Home equity                           | 2,589                  | 268                    | 1,896                | 4,753             | 584,999      | 589,752              | -                                      |
| Agricultural                          | 176                    | 139                    | -                    | 315               | 259,045      | 259,360              | -                                      |
| Commercial and industrial-owner       | 1,189                  | 3,105                  | 4,034                | 8,328             | 1,609,101    | 1,617,429            | -                                      |



|   |           |           |           |           |               |               |     |       |
|---|-----------|-----------|-----------|-----------|---------------|---------------|-----|-------|
| occupied<br>Construction,<br>acquisition and<br>development | 1,017     | 207       | 2,409     | 3,633     | 941,412       | 945,045       | -   |       |
| Commercial real<br>estate                                   | 2,840     | 187       | 6,286     | 9,313     | 2,178,735     | 2,188,048     | -   |       |
| Credit cards  | 420       | 343       | 323       | 1,086     | 111,079       | 112,165       | 298 |       |
| All other   | 628       | 262       | 105       | 995       | 440,008       | 441,003       | -   |       |
| Total   | \$ 24,724 | \$ 10,020 | \$ 33,388 | \$ 68,132 | \$ 10,304,646 | \$ 10,372,778 | \$  | 2,013 |

The Company utilizes an internal loan classification system to grade loans according to certain credit quality indicators. These credit quality indicators include, but are not limited to, recent credit performance, delinquency, liquidity, cash flows, debt coverage ratios, collateral type and loan-to-value ratio. The Company's internal loan classification system is compatible with classifications used by the Federal Deposit Insurance Corporation, as well as other regulatory agencies. Loans may be classified as follows:

**Pass:** Loans which are performing as agreed with few or no signs of weakness. These loans show sufficient cash flow, capital and collateral to repay the loan as agreed.

**Special Mention:** Loans where potential weaknesses have developed which could cause a more serious problem if not corrected.

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Substandard: Loans where well-defined weaknesses exist that require corrective action to prevent further deterioration.

Doubtful: Loans having all the characteristics of Substandard and which have deteriorated to a point where collection and liquidation in full is highly questionable.

Loss: Loans that are considered uncollectible or with limited possible recovery.

Impaired: Loans for which it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement and for which a specific impairment reserve has been considered.

The following tables provide details of the Company's loan and lease portfolio, net of unearned income, by segment, class and internally assigned grade at March 31, 2016 and December 31, 2015:

|   | March 31, 2016 |                    |             |          |      |              | Total         |
|---|----------------|--------------------|-------------|----------|------|--------------|---------------|
|   | Pass           | Special<br>Mention | Substandard | Doubtful | Loss | Impaired (1) |               |
|   | (In thousands) |                    |             |          |      |              |               |
| Commercial and industrial                 | \$ 1,672,249   | \$ -               | \$ 35,633   | \$ 394   | \$ - | \$ 8,201     | \$ 1,716,477  |
| Real estate                               |                |                    |             |          |      |              |               |
| Consumer mortgages                        | 2,407,869      | -                  | 69,215      | 11       | -    | 3,733        | 2,480,828     |
| Home equity                               | 593,500        | -                  | 9,938       | -        | -    | 1,790        | 605,228       |
| Agricultural                              | 229,935        | -                  | 8,632       | -        | -    | 855          | 239,422       |
| Commercial and industrial-owner occupied  | 1,595,424      | -                  | 47,293      | -        | -    | 11,860       | 1,654,577     |
| Construction, acquisition and development | 944,533        | -                  | 15,908      | -        | -    | 5,921        | 966,362       |
| Commercial real estate                    | 2,166,616      | -                  | 49,440      | 400      | -    | 17,286       | 2,233,742     |
| Credit cards                              | 106,714        | -                  | -           | -        | -    | -            | 106,714       |
| All other                                 | 436,409        | -                  | 4,838       | 100      | -    | -            | 441,347       |
| Total                                     | \$ 10,153,249  | \$ -               | \$ 240,897  | \$ 905   | \$ - | \$ 49,646    | \$ 10,444,697 |

(1) Impaired loans are shown exclusive of accruing troubled debt restructurings ("TDRs")

|   | December 31, 2015 |                    |             |          |      |              |               |
|---|-------------------|--------------------|-------------|----------|------|--------------|---------------|
|   | Pass              | Special<br>Mention | Substandard | Doubtful | Loss | Impaired (1) | Total         |
|   | (In thousands)    |                    |             |          |      |              |               |
| Commercial and industrial Real estate     | \$ 1,721,118      | \$ -               | \$ 19,529   | \$ -     | \$ - | \$ 7,127     | \$ 1,747,774  |
| Consumer mortgages                        | 2,399,081         | -                  | 68,768      | 363      | -    | 3,990        | 2,472,202     |
| Home equity                               | 577,539           | -                  | 10,418      | -        | -    | 1,795        | 589,752       |
| Agricultural                              | 250,579           | -                  | 7,909       | -        | -    | 872          | 259,360       |
| Commercial and industrial-owner occupied  | 1,554,984         | -                  | 50,304      | -        | -    | 12,141       | 1,617,429     |
| Construction, acquisition and development | 920,372           | -                  | 17,090      | -        | -    | 7,583        | 945,045       |
| Commercial real estate                    | 2,124,448         | -                  | 45,658      | 161      | -    | 17,781       | 2,188,048     |
| Credit cards                              | 112,165           | -                  | -           | -        | -    | -            | 112,165       |
| All other                                 | 433,333           | -                  | 7,465       | 102      | -    | 103          | 441,003       |
| Total                                     | \$ 10,093,619     | \$ -               | \$ 227,141  | \$ 626   | \$ - | \$ 51,392    | \$ 10,372,778 |

(1) Impaired loans are shown exclusive of accruing troubled debt restructurings (“TDRs”)

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The following tables provide details regarding impaired loans and leases, net of unearned income, which exclude accruing TDRs by segment and class as of and for the three months ended March 31, 2016 and as of and for the year ended December 31, 2015:

|   | March 31, 2016                        |  |                                     | Average Recorded Investment Three months ended March 31, 2016 | Interest Income Recognized Three months ended March 31, 2016 |
|---|---------------------------------------|--|-------------------------------------|---|--|
|   | Recorded Investment in Impaired Loans | Unpaid Principal Balance of Impaired Loans | Related Allowance for Credit Losses |   |  |
| (In thousands)                            |                                       |  |                                     |   |  |
| With no related allowance:                |                                       |  |                                     |   |  |
| Commercial and industrial                 | \$ 6,841                              | \$ 13,772                                  | \$ -                                | \$ 6,884  | \$ 23  |
| Real estate:                              |                                       |  |                                     |   |  |
| Consumer mortgages                        | 3,733                                 | 4,468                                      | -                                   | 3,591   | 14   |
| Home equity                               | 1,790                                 | 1,790                                      | -                                   | 1,792   | 4  |
| Agricultural                              | 305                                   | 363  | -                                   | 311   | 3  |
| Commercial and industrial-owner occupied  | 10,150                                | 11,467                                     | -                                   | 10,220  | 108  |
| Construction, acquisition and development | 5,692                                 | 5,761                                      | -                                   | 5,825   | 3  |
| Commercial real estate                    | 5,014                                 | 5,884                                      | -                                   | 4,329   | 23   |
| All other                                 | -                                     | -  | -                                   | -   | -  |
| Total                                     | \$ 33,525                             | \$ 43,505                                  | \$ -                                | \$ 32,952   | \$ 178   |
| With an allowance:                        |                                       |  |                                     |   |  |
| Commercial and industrial                 | \$ 1,360                              | \$ 1,672                                   | \$ 570                              | \$ 509  | \$ 4   |
| Real estate:                              |                                       |  |                                     |   |  |
| Consumer mortgages                        | -                                     | -  | -                                   | 696   | -  |
| Home equity                               | -                                     | -  | -                                   | -   | -  |
| Agricultural                              | 550                                   | 550  | 191                                 | 550   | -  |
| Commercial and industrial-owner occupied  | 1,710                                 | 1,709                                      | 809                                 | 1,833   | -  |

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|   |           |           |          |           |        |
|---|-----------|-----------|----------|-----------|--------|
| Construction,<br>acquisition and<br>development | 229       | 229       | 4        | 1,142     | -      |
| Commercial real<br>estate                       | 12,272    | 12,693    | 696      | 12,453    | 64     |
| All other                                       | -         | -         | -        | -         | -      |
| Total   | \$ 16,121 | \$ 16,853 | \$ 2,270 | \$ 17,183 | \$ 68  |
| Total:  |           |           |          |           |        |
| Commercial and<br>industrial                    | \$ 8,201  | \$ 15,444 | \$ 570   | \$ 7,393  | \$ 27  |
| Real estate:                                    |           |           |          |           |        |
| Consumer<br>mortgages                           | 3,733     | 4,468     | -        | 4,287     | 14     |
| Home equity                                     | 1,790     | 1,790     | -        | 1,792     | 4      |
| Agricultural                                    | 855       | 913       | 191      | 861       | 3      |
| Commercial and<br>industrial-owner<br>occupied  | 11,860    | 13,176    | 809      | 12,053    | 108    |
| Construction,<br>acquisition and<br>development | 5,921     | 5,990     | 4        | 6,967     | 3      |
| Commercial real<br>estate                       | 17,286    | 18,577    | 696      | 16,782    | 87     |
| All other                                       | -         | -         | -        | -         | -      |
| Total   | \$ 49,646 | \$ 60,358 | \$ 2,270 | \$ 50,135 | \$ 246 |



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|  | December 31, 2015                              |  |  |                                   |                                  |
|--|--|--|--|-----------------------------------|----------------------------------|
|  | Recorded<br>Investment<br>in Impaired<br>Loans | Unpaid<br>Principal<br>Balance of<br>Impaired<br>Loans | Related<br>Allowance<br>for Credit<br>Losses | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
| (In thousands)                               |  |  |  |                                   |                                  |
| With no related allowance:                   |  |  |  |                                   |                                  |
| Commercial and industrial                    | \$ 7,055                                       | \$ 13,986  | \$ -   | \$ 3,749                          | \$ 95                            |
| Real estate:                                 |  |  |  |                                   |                                  |
| Consumer mortgages                           | 3,990  | 4,545  | -  | 3,579                             | 76                               |
| Home equity                                  | 1,795  | 1,795  | -  | 744                               | 7                                |
| Agricultural                                 | 322  | 380  | -  | 142                               | 6                                |
| Commercial and<br>industrial-owner occupied  | 12,141   | 13,332   | -  | 6,904                             | 226                              |
| Construction, acquisition and<br>development | 5,969  | 6,052  | -  | 3,553                             | 25                               |
| Commercial real estate                       | 5,017  | 6,879  | -  | 7,944                             | 202                              |
| All other                                    | 103  | 103  | -  | 172                               | 3                                |
| Total  | \$ 36,392                                      | \$ 47,072  | \$ -   | \$ 26,787                         | \$ 640                           |
| With an allowance:                           |  |  |  |                                   |                                  |
| Commercial and industrial                    | \$ 72  | \$ 383   | \$ 78  | \$ 3,635                          | \$ 84                            |
| Real estate:                                 |  |  |  |                                   |                                  |
| Consumer mortgages                           | -  | -  | -  | 368                               | 9                                |
| Home equity                                  | -  | -  | -  | 668                               | 15                               |
| Agricultural                                 | 550  | 550  | 159  | 47                                | -                                |
| Commercial and<br>industrial-owner occupied  | -  | -  | 326  | 1,866                             | 51                               |
| Construction, acquisition and<br>development | 1,614  | 1,614  | 677  | 300                               | -                                |
| Commercial real estate                       | 12,764   | 13,185   | 1,110  | 3,582                             | 44                               |
| All other                                    | -  | -  | -  | -                                 | -                                |
| Total  | \$ 15,000                                      | \$ 15,732  | \$ 2,350                                     | \$ 10,466                         | \$ 203                           |
| Total:                                       |  |  |  |                                   |                                  |
| Commercial and industrial                    | \$ 7,127                                       | \$ 14,369  | \$ 78  | \$ 7,384                          | \$ 179                           |
| Real estate:                                 |  |  |  |                                   |                                  |
| Consumer mortgages                           | 3,990  | 4,545  | -  | 3,947                             | 85                               |
| Home equity                                  | 1,795  | 1,795  | -  | 1,412                             | 22                               |
| Agricultural                                 | 872  | 930  | 159  | 189                               | 6                                |
| Commercial and<br>industrial-owner occupied  | 12,141   | 13,332   | 326  | 8,770                             | 277                              |
| Construction, acquisition and<br>development | 7,583  | 7,666  | 677  | 3,853                             | 25                               |
| Commercial real estate                       | 17,781   | 20,064   | 1,110  | 11,526                            | 246                              |
| All other                                    | 103  | 103  | -  | 172                               | 3                                |
| Total  | \$ 51,392                                      | \$ 62,804  | \$ 2,350                                     | \$ 37,253                         | \$ 843                           |

(1) Impaired loans are shown exclusive of accruing troubled debt restructurings (“TDRs”)

The following tables provide details regarding impaired loans and leases, net of unearned income, which include accruing TDRs, by segment and class as of and for the three months ended March 31, 2016 and as of and for the year ended December 31, 2015:

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March 31, 2016

|  | Recorded<br>Investment<br>in Impaired<br>Loans and<br>Accruing TDRs<br>(In thousands) | Unpaid Principal<br>Balance of<br>Impaired Loans<br>and<br>Accruing TDRs | Related<br>Allowance<br>for Credit<br>Losses | Average<br>Recorded<br>Investment<br>Three months<br>ended<br>March 31,<br>2016 | Interest Income<br>Recognized<br>Three months<br>ended<br>March 31,<br>2016 |
|--|---|--|--|---|---|
| With no related allowance:                   |   |  |  |   |   |
| Commercial and industrial                    | \$ 6,841  | \$ 13,772  | \$ -   | \$ 6,884  | \$ 23   |
| Real estate:                                 |   |  |  |   |   |
| Consumer mortgages                           | 3,733   | 4,468  | -  | 3,591   | 14  |
| Home equity                                  | 1,790   | 1,790  | -  | 1,792   | 4   |
| Agricultural                                 | 305   | 363  | -  | 311   | 3   |
| Commercial and<br>industrial-owner occupied  | 10,150  | 11,467   | -  | 10,220  | 108   |
| Construction, acquisition<br>and development | 5,692   | 5,761  | -  | 5,825   | 3   |
| Commercial real estate                       | 5,014   | 5,884  | -  | 4,329   | 23  |
| All other                                    | -   | -  | -  | -   | -   |
| Total  | \$ 33,525   | \$ 43,505  | \$ -   | \$ 32,952   | \$ 178  |
| With an allowance:                           |   |  |  |   |   |
| Commercial and industrial                    | \$ 2,283  | \$ 2,610   | \$ 671                                       | \$ 1,411  | \$ 14   |
| Real estate:                                 |   |  |  |   |   |
| Consumer mortgages                           | 1,170   | 1,342  | 208  | 2,254   | 12  |
| Home equity                                  | 20  | 30   | 1  | 20  | -   |
| Agricultural                                 | 577   | 577  | 196  | 582   | -   |
| Commercial and<br>industrial-owner occupied  | 6,608   | 6,821  | 998  | 7,346   | 45  |
| Construction, acquisition<br>and development | 1,614   | 1,614  | 43   | 2,538   | 10  |
| Commercial real estate                       | 12,959  | 13,593   | 1,109  | 13,214  | 72  |
| Credit card                                  | 868   | 868  | 26   | 904   | 90  |
| All other                                    | 902   | 952  | 13   | 796   | 7   |
| Total  | \$ 27,001   | \$ 28,407  | \$ 3,265                                     | \$ 29,065   | \$ 250  |
| Total:                                       |   |  |  |   |   |
| Commercial and industrial                    | \$ 9,124  | \$ 16,382  | \$ 671                                       | \$ 8,295  | \$ 37   |
| Real estate:                                 |   |  |  |   |   |
| Consumer mortgages                           | 4,903   | 5,810  | 208  | 5,845   | 26  |
| Home equity                                  | 1,810   | 1,820  | 1  | 1,812   | 4   |
| Agricultural                                 | 882   | 940  | 196  | 893   | 3   |
| Commercial and<br>industrial-owner occupied  | 16,758  | 18,288   | 998  | 17,566  | 153   |
| Construction, acquisition<br>and development | 7,306   | 7,375  | 43   | 8,363   | 13  |

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|                        |           |           |          |           |        |
|------------------------|-----------|-----------|----------|-----------|--------|
| Commercial real estate | 17,973    | 19,477    | 1,109    | 17,543    | 95     |
| Credit card            | 868       | 868       | 26       | 904       | 90     |
| All other              | 902       | 952       | 13       | 796       | 7      |
| Total                  | \$ 60,526 | \$ 71,912 | \$ 3,265 | \$ 62,017 | \$ 428 |

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|  | December 31, 2015   |  |  |                                   |                                  |  |
|--|---|--|--|-----------------------------------|----------------------------------|--|
|  | Recorded<br>Investment<br>in Impaired<br>Loans and<br>Accruing TDRs<br>(In thousands) | Unpaid Principal<br>Balance of<br>Impaired Loans<br>and<br>Accruing TDRs | Related<br>Allowance<br>for Credit<br>Losses | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |  |
| With no related allowance:                   |   |  |  |                                   |                                  |  |
| Commercial and industrial                    | \$ 7,055  | \$ 13,986  | \$ -   | \$ 3,749                          | \$ 95                            |  |
| Real estate:                                 |   |  |  |                                   |                                  |  |
| Consumer mortgages                           | 3,990   | 4,545  | -  | 3,579                             | 76                               |  |
| Home equity                                  | 1,795   | 1,795  | -  | 744                               | 7                                |  |
| Agricultural                                 | 322   | 380  | -  | 142                               | 6                                |  |
| Commercial and industrial-owner<br>occupied  | 12,141  | 13,332   | -  | 6,904                             | 226                              |  |
| Construction, acquisition and<br>development | 5,969   | 6,052  | -  | 3,553                             | 25                               |  |
| Commercial real estate                       | 5,017   | 6,879  | -  | 7,944                             | 202                              |  |
| All other                                    | 103   | 103  | -  | 172                               | 3                                |  |
| Total  | \$ 36,392   | \$ 47,072  | \$ -   | \$ 26,787                         | \$ 640                           |  |
| With an allowance:                           |   |  |  |                                   |                                  |  |
| Commercial and industrial                    | \$ 968  | \$ 1,294   | \$ 181                                       | \$ 4,251                          | \$ 114                           |  |
| Real estate:                                 |   |  |  |                                   |                                  |  |
| Consumer mortgages                           | 1,787   | 1,896  | 226  | 2,056                             | 75                               |  |
| Home equity                                  | 20  | 30   | 3  | 674                               | 15                               |  |
| Agricultural                                 | 586   | 586  | 162  | 56                                | -                                |  |
| Commercial and industrial-owner<br>occupied  | 5,900   | 6,245  | 518  | 6,816                             | 235                              |  |
| Construction, acquisition and<br>development | 3,328   | 3,328  | 721  | 1,759                             | 42                               |  |
| Commercial real estate                       | 13,616  | 14,250   | 1,217  | 7,802                             | 187                              |  |
| Credit cards                                 | 939   | 939  | 34   | 1,024                             | 102                              |  |
| All other                                    | 405   | 604  | 30   | 213                               | 7                                |  |
| Total  | \$ 27,549   | \$ 29,172  | \$ 3,092                                     | \$ 24,651                         | \$ 777                           |  |
| Total:                                       |   |  |  |                                   |                                  |  |
| Commercial and industrial                    | \$ 8,023  | \$ 15,280  | \$ 181                                       | \$ 8,000                          | \$ 209                           |  |
| Real estate:                                 |   |  |  |                                   |                                  |  |
| Consumer mortgages                           | 5,777   | 6,441  | 226  | 5,635                             | 151                              |  |
| Home equity                                  | 1,815   | 1,825  | 3  | 1,418                             | 22                               |  |
| Agricultural                                 | 908   | 966  | 162  | 198                               | 6                                |  |
| Commercial and industrial-owner<br>occupied  | 18,041  | 19,577   | 518  | 13,720                            | 461                              |  |
| Construction, acquisition and<br>development | 9,297   | 9,380  | 721  | 5,312                             | 67                               |  |

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|                        |           |           |          |           |          |
|------------------------|-----------|-----------|----------|-----------|----------|
| Commercial real estate | 18,633    | 21,129    | 1,217    | 15,746    | 389      |
| Credit cards           | 939       | 939       | 34       | 1,024     | 102      |
| All other              | 508       | 707       | 30       | 385       | 10       |
| Total                  | \$ 63,941 | \$ 76,244 | \$ 3,092 | \$ 51,438 | \$ 1,417 |

Loans considered impaired under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 310, Receivables (“FASB ASC 310”), are loans for which, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company’s recorded investment in loans considered impaired

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exclusive of accruing TDRs at March 31, 2016 and December 31, 2015 was \$49.6 million and \$51.4 million, respectively. At March 31, 2016 and December 31, 2015, \$16.1 million and \$15.0 million, respectively, of those impaired loans had a valuation allowance of \$2.3 million and \$2.4 million, respectively. The remaining balance of impaired loans of \$33.5 million and \$36.4 million at March 31, 2016 and December 31, 2015, respectively, were charged down to fair value, less estimated selling costs which approximated net realizable value. Therefore, such loans did not have an associated valuation allowance. Impaired loans that were characterized as TDRs totaled \$11.5 million and \$12.5 million at March 31, 2016 and December 31, 2015, respectively. The average recorded investment in impaired loans was \$50.1 million for the three months ended March 31, 2016 and \$37.3 million for the year ended December 31, 2015.

Non-performing loans and leases (“NPLs”) consist of non-accrual loans and leases, loans and leases 90 days or more past due and still accruing, and loans and leases that have been restructured (primarily in the form of reduced interest rates and modified payment terms) because of the borrower’s weakened financial condition or bankruptcy proceedings. The following table presents information concerning NPLs as of the dates indicated:

|   | March 31,<br>2016 | 2015      | December 31,<br>2015 |
|---|-------------------|-----------|----------------------|
|   | (In thousands)    |           |                      |
| Non-accrual loans and leases                              | \$ 81,926         | \$ 54,418 | \$ 83,028            |
| Loans and leases 90 days or more past due, still accruing | 4,567             | 1,615     | 2,013                |
| Restructured loans and leases still accruing              | 7,753             | 5,433     | 9,876                |
| Total non-performing loans and leases                     | \$ 94,246         | \$ 61,466 | \$ 94,917            |

The Bank’s policy for all loan classifications provides that loans and leases are generally placed in non-accrual status if, in management’s opinion, payment in full of principal or interest is not expected or payment of principal or interest is more than 90 days past due, unless such loan or lease is both well-secured and in the process of collection. At March 31, 2016, the Company’s geographic NPL distribution was concentrated primarily in its Arkansas and Mississippi markets. The following table presents the Company’s nonaccrual loans and leases by segment and class as of the dates indicated:

|                           | March 31,<br>2016 | 2015     | December 31,<br>2015 |
|---------------------------|-------------------|----------|----------------------|
|                           | (In thousands)    |          |                      |
| Commercial and industrial | \$ 10,248         | \$ 3,923 | \$ 8,493             |
| Real estate               |                   |          |                      |

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|   |           |           |           |
|---|-----------|-----------|-----------|
| Consumer mortgages                        | 22,968    | 21,435    | 21,637    |
| Home equity                               | 3,564     | 2,269     | 4,021     |
| Agricultural                              | 932       | 259       | 921       |
| Commercial and industrial-owner occupied  | 16,633    | 9,687     | 16,512    |
| Construction, acquisition and development | 7,720     | 5,111     | 9,130     |
| Commercial real estate                    | 19,417    | 11,107    | 21,741    |
| Credit cards                              | 188       | 118       | 188       |
| All other                                 | 256       | 509       | 385       |
| Total                                     | \$ 81,926 | \$ 54,418 | \$ 83,028 |

In the normal course of business, management will sometimes grant concessions, which would not otherwise be considered, to borrowers that are experiencing financial difficulty. Loans identified as meeting the criteria set out in FASB ASC 310 are identified as TDRs. The concessions granted most frequently for TDRs involve reductions or delays in required payments of principal and interest for a specified period, the rescheduling of payments in accordance with a bankruptcy plan or the charge-off of a portion of the loan. In most cases, the conditions of the credit also warrant nonaccrual status, even after the restructure occurs. Other conditions that warrant a loan being considered a TDR include reductions in interest rates to below market rates due to bankruptcy

plans or by the bank in an attempt to assist the borrower in working through liquidity problems. As part of the credit approval process, the restructured loans are evaluated for adequate collateral protection in determining the appropriate accrual status at the time of restructure. TDRs recorded as nonaccrual loans may generally be returned to accrual status in years after the restructure if there has been at least a six-month period of sustained repayment performance by the borrower in accordance with the terms of the restructured loan and the interest rate at the time of restructure was at or above market for a comparable loan. During the first quarter of 2016, the most common concessions that were granted involved rescheduling payments of principal and interest over a longer amortization period, granting a period of reduced principal payment or interest only payment for a limited time period, or the rescheduling of payments in accordance with a bankruptcy plan.

The following tables summarize the financial effect of TDRs recorded during the periods indicated:

Three months ended March 31, 2016

|                           | Number<br>of<br>Contracts | Pre-Modification<br>Outstanding<br>Recorded<br>Investment | Post-Modification<br>Outstanding<br>Recorded<br>Investment |
|---------------------------|---------------------------|---|--|
| (Dollars in thousands)    |                           |   |  |
| Commercial and industrial | 3                         | \$ 606  | \$ 605   |
| Real estate               |                           |   |  |
| Consumer mortgages        | 4                         | 119   | 118  |
| Commercial real estate    | 1                         | 2,726   | 362  |
| All other                 | 3                         | 716   | 713  |
| Total                     | 11                        | \$ 4,167  | \$ 1,798   |

Year ended December 31, 2015

|                           | Number<br>of<br>Contracts | Pre-Modification<br>Outstanding<br>Recorded<br>Investment | Post-Modification<br>Outstanding<br>Recorded<br>Investment |
|---------------------------|---------------------------|---|--|
| (Dollars in thousands)    |                           |   |  |
| Commercial and industrial | 11                        | \$ 1,472  | \$ 1,452   |
| Real estate               |                           |   |  |
| Consumer mortgages        | 21                        | 1,230   | 1,144  |
| Home equity               | 1                         | 20  | 20   |

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|   |    |        |        |           |
|---|----|--------|--------|-----------|
| Agricultural                              | 3  | 37     |        | 36        |
| Commercial and industrial-owner occupied  | 13 | 6,357  |        | 6,329     |
| Construction, acquisition and development | 3  | 217    |        | 215       |
| Commercial real estate                    | 9  | 12,565 |        | 12,144    |
| All other                                 | 7  | 94     |        | 88        |
| Total                                     | 68 | \$     | 21,992 | \$ 21,428 |

The tables below summarize TDRs within the previous 12 months for which there was a payment default during the period indicated (i.e., 30 days or more past due at any given time during the period indicated).



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Three months ended March 31,  
2016  
Number of Recorded  
Contracts Investment

(Dollars in thousands)

|   |   |       |       |
|---|---|-------|-------|
| Real estate                               |   |       |       |
| Consumer mortgages                        | 2 | \$    | 47    |
| Commercial and industrial-owner occupied  | 1 | 406   |       |
| Construction, acquisition and development | 1 | 14    |       |
| Commercial real estate                    | 1 | 9,335 |       |
| All other                                 | 1 | 5     |       |
| Total                                     | 6 | \$    | 9,807 |

Year ended December 31, 2015  
Number of Recorded  
Contracts Investment  
(Dollars in thousands)

|   |   |     |       |
|---|---|-----|-------|
| Commercial and industrial                 | 1 | \$  | 84    |
| Real estate                               |   |     |       |
| Consumer mortgages                        | 4 | 226 |       |
| Commercial and industrial-owner occupied  | 1 | 20  |       |
| Construction, acquisition and development | 1 | 517 |       |
| All other                                 | 2 | 197 |       |
| Total                                     | 9 | \$  | 1,044 |

NOTE 3 – ALLOWANCE FOR CREDIT LOSSES

The following tables summarize the changes in the allowance for credit losses by segment and class for the periods indicated:

|  |                                      |             |            |           |                              |
|--|--------------------------------------|-------------|------------|-----------|------------------------------|
|  | Three months ended<br>March 31, 2016 |             |            |           | Balance,<br>End of<br>Period |
|  | Balance,<br>Beginning of<br>Period   | Charge-offs | Recoveries | Provision |                              |

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|   | (In thousands) |            |          |          |            |
|---|----------------|------------|----------|----------|------------|
| Commercial and industrial                 | \$ 17,583      | \$ (140)   | \$ 212   | \$ 1,625 | \$ 19,280  |
| Real estate                               |                |            |          |          |            |
| Consumer mortgages                        | 33,198         | (710)      | 455      | 403      | 33,346     |
| Home equity                               | 6,949          | (550)      | 80       | 554      | 7,033      |
| Agricultural                              | 2,524          | (11)       | 36       | (148)    | 2,401      |
| Commercial and industrial-owner occupied  | 14,607         | (154)      | 125      | 171      | 14,749     |
| Construction, acquisition and development | 15,925         | (226)      | 272      | (1,307)  | 14,664     |
| Commercial real estate                    | 25,508         | (245)      | 683      | (533)    | 25,413     |
| Credit cards                              | 4,047          | (720)      | 181      | (268)    | 3,240      |
| All other                                 | 6,117          | (487)      | 247      | 503      | 6,380      |
| Total                                     | \$ 126,458     | \$ (3,243) | \$ 2,291 | \$ 1,000 | \$ 126,506 |

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|  | Year ended<br>December 31, 2015    |             |            |             | Balance,<br>End of<br>Period |
|--|------------------------------------|-------------|------------|-------------|------------------------------|
|  | Balance,<br>Beginning of<br>Period | Charge-offs | Recoveries | Provision   |                              |
|  | (In thousands)                     |             |            |             |                              |
| Commercial and industrial                    | \$ 21,419                          | \$ (10,022) | \$ 2,035   | \$ 4,151    | \$ 17,583                    |
| Real estate                                  |                                    |             |            |             |                              |
| Consumer mortgages                           | 40,015                             | (3,995)     | 2,693      | (5,515)     | 33,198                       |
| Home equity                                  | 9,542                              | (1,204)     | 639        | (2,028)     | 6,949                        |
| Agricultural                                 | 3,420                              | (33)        | 384        | (1,247)     | 2,524                        |
| Commercial and industrial-owner<br>occupied  | 16,325                             | (1,800)     | 2,834      | (2,752)     | 14,607                       |
| Construction, acquisition and<br>development | 9,885                              | (1,039)     | 11,727     | (4,648)     | 15,925                       |
| Commercial real estate                       | 23,562                             | (3,723)     | 1,656      | 4,013       | 25,508                       |
| Credit cards                                 | 6,514                              | (2,632)     | 658        | (493)       | 4,047                        |
| All other                                    | 11,761                             | (2,271)     | 1,108      | (4,481)     | 6,117                        |
| Total  | \$ 142,443                         | \$ (26,719) | \$ 23,734  | \$ (13,000) | \$ 126,458                   |

|  | Three months ended<br>March 31, 2015 |             |            |            | Balance,<br>End of<br>Period |
|--|--------------------------------------|-------------|------------|------------|------------------------------|
|  | Balance,<br>Beginning of<br>Period   | Charge-offs | Recoveries | Provision  |                              |
|  | (In thousands)                       |             |            |            |                              |
| Commercial and industrial                    | \$ 21,419                            | \$ (383)    | \$ 502     | \$ (517)   | \$ 21,021                    |
| Real estate                                  |                                      |             |            |            |                              |
| Consumer mortgages                           | 40,015                               | (892)       | 612        | (664)      | 39,071                       |
| Home equity                                  | 9,542                                | (498)       | 241        | 261        | 9,546                        |
| Agricultural                                 | 3,420                                | (8)         | 269        | (535)      | 3,146                        |
| Commercial and industrial-owner<br>occupied  | 16,325                               | (394)       | 550        | (817)      | 15,664                       |
| Construction, acquisition and<br>development | 9,885                                | (343)       | 604        | (233)      | 9,913                        |
| Commercial real estate                       | 23,562                               | (1,007)     | 720        | (1,773)    | 21,502                       |
| Credit cards                                 | 6,514                                | (676)       | 153        | (672)      | 5,319                        |
| All other                                    | 11,761                               | (579)       | 346        | (50)       | 11,478                       |
| Total  | \$ 142,443                           | \$ (4,780)  | \$ 3,997   | \$ (5,000) | \$ 136,660                   |

The following tables provide the allowance for credit losses by segment, class and impairment status as of the dates indicated:



|   | March 31, 2016     |     | Allowance | Allowance  |            |
|---|--------------------|-----|-----------|------------|------------|
|   | Recorded           |     | for       | for        |            |
|   | Balance of         |     | Impaired  | All        | Total      |
|   | Impaired Loans (1) |     | Loans     | Other      | Allowance  |
|   |                    |     | and       | Loans      |            |
|   |                    |     | Leases    | and        |            |
|   |                    |     |           | Leases     |            |
|   | (In thousands)     |     |           |            |            |
| Commercial and industrial Real estate     | \$ 8,201           | \$  | 570       | \$ 18,710  | \$ 19,280  |
| Consumer mortgages                        | 3,733              | -   |           | 33,346     | 33,346     |
| Home equity                               | 1,790              | -   |           | 7,033      | 7,033      |
| Agricultural                              | 855                | 191 |           | 2,210      | 2,401      |
| Commercial and industrial-owner occupied  | 11,860             | 809 |           | 13,940     | 14,749     |
| Construction, acquisition and development | 5,921              | 4   |           | 14,660     | 14,664     |
| Commercial real estate                    | 17,286             | 696 |           | 24,717     | 25,413     |
| Credit cards                              | -                  | -   |           | 3,240      | 3,240      |
| All other                                 | -                  | -   |           | 6,380      | 6,380      |
| Total                                     | \$ 49,646          | \$  | 2,270     | \$ 124,236 | \$ 126,506 |

(1) Impaired loans are shown exclusive of accruing TDRs

|   | December 31, 2015 |       | Allowance for  | Allowance for   | Total     |
|---|-------------------|-------|----------------|-----------------|-----------|
|   | Recorded          |       | Impaired Loans | All Other Loans | Allowance |
|   | Balance of        |       | and Leases     | and Leases      |           |
|   | Impaired Loans    |       |                |                 |           |
|   | (1)               |       |                |                 |           |
|   | (In thousands)    |       |                |                 |           |
| Commercial and industrial Real estate     | \$ 7,127          | \$    | 78             | \$ 17,505       | \$ 17,583 |
| Consumer mortgages                        | 3,990             | -     |                | 33,198          | 33,198    |
| Home equity                               | 1,795             | -     |                | 6,949           | 6,949     |
| Agricultural                              | 872               | 159   |                | 2,365           | 2,524     |
| Commercial and industrial-owner occupied  | 12,141            | 326   |                | 14,281          | 14,607    |
| Construction, acquisition and development | 7,583             | 677   |                | 15,248          | 15,925    |
| Commercial real estate                    | 17,781            | 1,110 |                | 24,398          | 25,508    |
| Credit cards                              | -                 | -     |                | 4,047           | 4,047     |
| All other                                 | 103               | -     |                | 6,117           | 6,117     |

|       |    |        |    |       |    |         |    |         |
|-------|----|--------|----|-------|----|---------|----|---------|
| Total | \$ | 51,392 | \$ | 2,350 | \$ | 124,108 | \$ | 126,458 |
|-------|----|--------|----|-------|----|---------|----|---------|

(1) Impaired loans are shown exclusive of accruing TDRs

Management evaluates impaired loans individually in determining the adequacy of the allowance for impaired loans. As a result of the Company individually evaluating loans of \$500,000 or more that are 60 or more days past due for impairment, further review of remaining loans collectively, as well as the corresponding potential allowance, would be immaterial in the opinion of management.

## NOTE 4 – OTHER REAL ESTATE OWNED

The following table presents the activity in other real estate owned (“OREO”) for the periods indicated:

|                                     | Three months ended<br>March 31, |           | Year ended<br>December 31, |
|-------------------------------------|---------------------------------|-----------|----------------------------|
|                                     | 2016                            | 2015      | 2015                       |
|                                     | (In thousands)                  |           |                            |
| Balance at beginning of period      | \$ 14,759                       | \$ 33,984 | \$ 33,984                  |
| Additions to foreclosed properties  |                                 |           |                            |
| New foreclosed properties           | 1,359                           | 2,804     | 7,422                      |
| Reductions in foreclosed properties |                                 |           |                            |
| Sales                               | (2,837)                         | (6,726)   | (20,649)                   |
| Writedowns                          | (596)                           | (2,173)   | (5,998)                    |
| Balance at end of period            | \$ 12,685                       | \$ 27,889 | \$ 14,759                  |

The following tables present the OREO by segment and class as of the dates indicated:

|   | March 31,      |           | December 31, |
|---|----------------|-----------|--------------|
|   | 2016           | 2015      | 2015         |
|   | (In thousands) |           |              |
| Commercial and industrial<br>Real estate  | \$ 74          | \$ 84     | \$ 84        |
| Consumer mortgages                        | 1,697          | 1,699     | 2,477        |
| Home equity                               | 594            | 101       | 101          |
| Agricultural                              | 25             | 25        | 25           |
| Commercial and industrial-owner occupied  | 1,051          | 1,990     | 1,074        |
| Construction, acquisition and development | 8,546          | 22,805    | 10,212       |
| Commercial real estate                    | 466            | 1,000     | 678          |
| All other                                 | 232            | 185       | 108          |
| Total                                     | \$ 12,685      | \$ 27,889 | \$ 14,759    |

The Company incurred total foreclosed property expenses of \$1.2 million and \$2.0 million for the three months ended March 31, 2016 and 2015, respectively. Realized net gains/losses on dispositions and holding losses on valuations of these properties, a component of total foreclosed property expenses, were approximately \$843,000 and \$1.4 million for the three months ended March 31, 2016 and 2015, respectively.





## NOTE 5 – SECURITIES

A comparison of amortized cost and estimated fair values of available-for-sale securities as of March 31, 2016 and 2015, respectively, and December 31, 2015 follows:

|  | March 31, 2016    |                              |                               |                            |
|--|-------------------|------------------------------|-------------------------------|----------------------------|
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|  | (In thousands)    |                              |                               |                            |
| U.S. Government agencies   | \$ 1,190,199      | \$ 5,974                     | \$ 6                          | \$ 1,196,167               |
| Government agency issued residential<br>mortgage-backed securities | 187,410           | 2,582                        | 251                           | 189,741                    |
| Government agency issued commercial<br>mortgage-backed securities  | 204,246           | 3,719                        | 57                            | 207,908                    |
| Obligations of states and political subdivisions                   | 384,326           | 24,219                       | 8                             | 408,537                    |
| Other  | 13,142            | 878                          | -                             | 14,020                     |
| Total  | \$ 1,979,323      | \$ 37,372                    | \$ 322                        | \$ 2,016,373               |

|  | December 31, 2015 |                              |                               |                            |
|--|-------------------|------------------------------|-------------------------------|----------------------------|
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|  | (In thousands)    |                              |                               |                            |
| U.S. Government agencies   | \$ 1,246,261      | \$ 826                       | \$ 2,447                      | \$ 1,244,640               |
| Government agency issued residential<br>mortgage-backed securities | 138,759           | 1,957                        | 176                           | 140,540                    |
| Government agency issued commercial<br>mortgage-backed securities  | 261,544           | 2,414                        | 3,265                         | 260,693                    |
| Obligations of states and political subdivisions                   | 394,769           | 22,813                       | 83                            | 417,499                    |
| Other  | 18,112            | 845                          | -                             | 18,957                     |
| Total  | \$ 2,059,445      | \$ 28,855                    | \$ 5,971                      | \$ 2,082,329               |

|  | March 31, 2015    |                              |                               |                            |
|--|-------------------|------------------------------|-------------------------------|----------------------------|
|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|  | (In thousands)    |                              |                               |                            |

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|   |              |           |          |              |
|---|--------------|-----------|----------|--------------|
| U.S. Government agencies  | \$ 1,280,055 | \$ 6,947  | \$ 21    | \$ 1,286,981 |
| Government agency issued residential mortgage-backed securities | 196,712      | 3,897     | 228      | 200,381      |
| Government agency issued commercial mortgage-backed securities  | 225,378      | 2,887     | 856      | 227,409      |
| Obligations of states and political subdivisions                | 444,059      | 27,547    | 67       | 471,539      |
| Other   | 6,790        | 1,273     | -        | 8,063        |
| Total   | \$ 2,152,994 | \$ 42,551 | \$ 1,172 | \$ 2,194,373 |

Gross gains of approximately \$2,000 and no gross losses were recognized on available-for-sale securities during the first three months of 2016, while gross gains of approximately \$14,000 and no gross losses were recognized during the first three months of 2015.

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The amortized cost and estimated fair value of available-for-sale securities at March 31, 2016 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Equity securities are considered as maturing after ten years.

|   | March 31, 2016         |                            |                              |
|---|------------------------|----------------------------|------------------------------|
|   | Amortized<br>Cost      | Estimated<br>Fair<br>Value | Weighted<br>Average<br>Yield |
|   | (Dollars in thousands) |                            |                              |
| Maturing in one year or less                | \$ 315,231             | \$ 315,568                 | 0.95 %                       |
| Maturing after one year through five years  | 974,003                | 981,205                    | 1.34                         |
| Maturing after five years through ten years | 64,033                 | 68,163                     | 5.63                         |
| Maturing after ten years                    | 234,400                | 253,788                    | 5.83                         |
| Mortgage-backed securities                  | 391,656                | 397,649                    | 2.07                         |
| Total                                       | \$ 1,979,323           | \$ 2,016,373               |                              |

The following tables summarize information pertaining to temporarily impaired available-for-sale securities with continuous unrealized loss positions at March 31, 2016 and December 31, 2015:

|   | March 31, 2016                      |                      |                     |                      |               |                      |
|---|-------------------------------------|----------------------|---------------------|----------------------|---------------|----------------------|
|   | Continuous Unrealized Loss Position |                      |                     |                      |               |                      |
|   | Less Than 12 Months                 |                      | 12 Months or Longer |                      | Total         |                      |
|   | Fair<br>Value                       | Unrealized<br>Losses | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
|   | (In thousands)                      |                      |                     |                      |               |                      |
| U.S. Government agencies  | \$ 67,127                           | \$ 6                 | \$ -                | \$ -                 | \$ 67,127     | \$ 6                 |
| Government agency issued residential mortgage-backed securities | 27,398                              | 163                  | 24,932              | 88                   | 52,330        | 251                  |
| Government agency issued commercial mortgage-backed securities  | 14,094                              | 55                   | 673                 | 2                    | 14,767        | 57                   |
| Obligations of states and political subdivisions                | 2,756                               | 3                    | 546                 | 5                    | 3,302         | 8                    |
| Total   | \$ 111,375                          | \$ 227               | \$ 26,151           | \$ 95                | \$ 137,526    | \$ 322               |



|   | December 31, 2015                   |            |                     |            |                   |          |
|---|-------------------------------------|------------|---------------------|------------|-------------------|----------|
|   | Continuous Unrealized Loss Position |            |                     |            |                   |          |
|   | Less Than 12 Months                 |            | 12 Months or Longer |            | Total             |          |
| Fair Value  | Unrealized Losses                   | Fair Value | Unrealized Losses   | Fair Value | Unrealized Losses |          |
|   | (In thousands)                      |            |                     |            |                   |          |
| U.S. Government agencies  | \$ 762,568                          | \$ 2,447   | \$ -                | \$ -       | \$ 762,568        | \$ 2,447 |
| Government agency issued residential mortgage-backed securities | 34,238                              | 176        | -                   | -          | 34,238            | 176      |
| Government agency issued commercial mortgage-backed securities  | 193,621                             | 2,710      | 31,166              | 555        | 224,787           | 3,265    |
| Obligations of states and political subdivisions                | 13,576                              | 70         | 2,856               | 13         | 16,432            | 83       |
| Total   | \$ 1,004,003                        | \$ 5,403   | \$ 34,022           | \$ 568     | \$ 1,038,025      | \$ 5,971 |

Based upon a review of the credit quality of these securities, and considering that the issuers were in compliance with the terms of the securities, management had no intent to sell these securities, and it was more likely than not that the Company would not be required to sell the securities prior to recovery of costs. Therefore, the impairments related to these securities were determined to be temporary. No other-than-temporary impairment was recorded during the first three months of 2016.

#### NOTE 6 – PER SHARE DATA

Basic earnings per share (“EPS”) are calculated using the two-class method. The two-class method provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of basic EPS. Diluted EPS is computed using the weighted-average number of shares determined for the basic EPS computation plus the shares resulting from the assumed exercise of all outstanding share-based awards using the treasury stock method. Weighted-average antidilutive stock options to purchase approximately 169,100 shares of Company common stock with a weighted average exercise price of \$23.35 per share for the three months ended March 31, 2016 were excluded from diluted shares. Antidilutive other equity awards of approximately 32,200 shares of Company common stock for the three months ended March 31, 2016 were excluded from dilutive shares. Weighted-average antidilutive stock options to purchase approximately 670,000 shares of Company common stock with a weighted average exercise price of \$24.89 per share for the three months ended March 31, 2015 were excluded from diluted shares. Antidilutive other equity awards of approximately 79,000 shares of Company common stock for the three months ended March 31, 2015 were excluded from diluted shares. The following table provides a reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the periods shown:



|   | Three months ended March 31,<br>2016     |                         |                     | 2015                  |                         |                     |
|---|--|-------------------------|---------------------|-----------------------|-------------------------|---------------------|
|   | Income<br>(Numerator)                    | Shares<br>(Denominator) | Per Share<br>Amount | Income<br>(Numerator) | Shares<br>(Denominator) | Per Share<br>Amount |
| Basic EPS   | (In thousands, except per share amounts) |                         |                     |                       |                         |                     |
| Income available to<br>common<br>shareholders   | \$ 22,549                                | 94,369                  | \$ 0.24             | \$ 32,266             | 96,360                  | \$ 0.33             |
| Effect of dilutive share-<br>based awards   | -  | 225                     |                     | -                     | 293                     |                     |
| Diluted EPS   |  |                         |                     |                       |                         |                     |
| Income available to<br>common<br>shareholders plus<br>assumed<br>exercise of all<br>outstanding<br>share-based awards | \$ 22,549                                | 94,594                  | \$ 0.24             | \$ 32,266             | 96,653                  | \$ 0.33             |

NOTE 7 – COMPREHENSIVE INCOME

The following tables present the components of other comprehensive income and the related tax effects allocated to each component for the periods indicated:

|  | Three months ended March 31,<br>2016 |     |               | 2015          |     |               |
|--|--------------------------------------|-----|---------------|---------------|-----|---------------|
|  | Before<br>tax                        | Tax | Net<br>of tax | Before<br>tax | Tax | Net<br>of tax |

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|  | amount    | effect     | amount    | amount    | effect     | amount    |
|--|-----------|------------|-----------|-----------|------------|-----------|
| Net unrealized gains on available-for-sale securities:               |           |            |           |           |            |           |
| Unrealized gains arising during holding period                       | \$ 14,169 | \$ (5,420) | \$ 8,749  | \$ 9,033  | \$ (3,481) | \$ 5,552  |
| Reclassification adjustment for net gains realized in net income (1) | (2)       | 1          | (1)       | (14)      | 5          | (9)       |
| Recognized employee benefit plan net periodic benefit cost (2)       | 1,511     | (578)      | 933       | 1,797     | (687)      | 1,110     |
| Other comprehensive income   | \$ 15,678 | \$ (5,997) | \$ 9,681  | \$ 10,816 | \$ (4,163) | \$ 6,653  |
| Net income   |           |            | 22,549    |           |            | 32,266    |
| Comprehensive income   |           |            | \$ 32,230 |           |            | \$ 38,919 |

(1) Reclassification adjustments for net gains (losses) on available-for-sale securities are reported as net security gains on the consolidated statements of income.

(2) Recognized employee benefit plan net periodic benefit cost include amortization of recognized prior service cost and recognized net loss. For more information, see Note 9 - Pension Benefits.



## NOTE 8 – GOODWILL AND OTHER INTANGIBLE ASSETS

The carrying amounts of goodwill by operating segment for the three months ended March 31, 2016 were as follows:

|                                     | Community<br>Banking | Insurance<br>Agencies | Total      |
|-------------------------------------|----------------------|-----------------------|------------|
|                                     | (In thousands)       |                       |            |
| Balance as of December 31, 2015     | \$ 217,618           | \$ 73,880             | \$ 291,498 |
| Goodwill recorded during the period | -                    | -                     | -          |
| Balance as of March 31, 2016        | \$ 217,618           | \$ 73,880             | \$ 291,498 |

The Company's policy is to assess goodwill for impairment at the reporting segment level on an annual basis or sooner if an event occurs or circumstances change which indicate that the fair value of a reporting segment is below its carrying amount. Impairment is the condition that exists when the carrying amount of goodwill exceeds its implied fair value. Accounting standards require management to estimate the fair value of each reporting segment in assessing impairment at least annually. The Company's annual assessment date is during the Company's fourth quarter. No events occurred during the first three months of 2016 that indicated the necessity of an earlier goodwill impairment assessment.

In the current economic environment, forecasting cash flows, credit losses and growth in addition to valuing the Company's assets with any degree of assurance is very difficult and subject to significant changes over very short periods of time. Management will continue to update its analysis as circumstances change. As market conditions continue to be volatile and unpredictable, impairment of goodwill related to the Company's reporting segments may be necessary in future periods.

The following tables present information regarding the components of the Company's identifiable intangible assets for the dates and periods indicated:

| As of<br>March 31, 2016     | As of<br>December 31, 2015  |
|-----------------------------|-----------------------------|
| Gross Carrying<br>Amount    | Gross Carrying<br>Amount    |
| Accumulated<br>Amortization | Accumulated<br>Amortization |

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| Amortized intangible assets:      | (In thousands) |           |           |           |
|-----------------------------------|----------------|-----------|-----------|-----------|
| Core deposit intangibles          | \$ 27,801      | \$ 23,386 | \$ 27,801 | \$ 23,269 |
| Customer relationship intangibles | 42,232         | \$ 28,154 | 49,639    | 34,922    |
| Non-solicitation intangibles      | 1,200          | \$ 717    | 1,650     | 1,042     |
| Total                             | \$ 71,233      | \$ 52,257 | \$ 79,090 | \$ 59,233 |
| Unamortized intangible assets:    |                |           |           |           |
| Trade names                       | \$ 688         | \$ -      | \$ 688    | \$ -      |

|                                     | Three months ended |          |
|-------------------------------------|--------------------|----------|
|                                     | March 31,          |          |
|                                     | 2016               | 2015     |
| Aggregate amortization expense for: | (In thousands)     |          |
| Core deposit intangibles            | \$ 117             | \$ 93    |
| Customer relationship intangibles   | 638                | 826      |
| Non-solicitation intangibles        | 125                | 113      |
| Total                               | \$ 880             | \$ 1,032 |

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The following table presents information regarding estimated amortization expense on the Company's amortizable identifiable intangible assets for the year ending December 31, 2016 and the succeeding four years:

|                                       | Core Deposit<br>Intangibles | Customer<br>Relationship<br>Intangibles | Non-<br>Solicitation<br>Intangibles | Total    |
|---------------------------------------|-----------------------------|---|-------------------------------------|----------|
| Estimated Amortization Expense:       | (In thousands)              |   |                                     |          |
| For the year ending December 31, 2016 | \$ 451                      | \$ 2,673                                | \$ 225                              | \$ 3,349 |
| For the year ending December 31, 2017 | 419                         | 2,380                                   | 200                                 | 2,999    |
| For the year ending December 31, 2018 | 390                         | 2,009                                   | 183                                 | 2,582    |
| For the year ending December 31, 2019 | 363                         | 1,689                                   | -                                   | 2,052    |
| For the year ending December 31, 2020 | 340                         | 1,314                                   | -                                   | 1,654    |

NOTE 9 – PENSION BENEFITS

The following table presents the components of net periodic benefit costs for the periods indicated:

|                               | Three months ended<br>March 31, |          |
|-------------------------------|---------------------------------|----------|
|                               | 2016                            | 2015     |
|                               | (In thousands)                  |          |
| Service cost                  | \$ 2,213                        | \$ 2,615 |
| Interest cost                 | 2,341                           | 2,588    |
| Expected return on assets     | (2,613)                         | (2,694)  |
| Recognized prior service cost | (179)                           | (179)    |
| Recognized net loss           | 1,690                           | 1,976    |
| Net periodic benefit costs    | \$ 3,452                        | \$ 4,306 |

NOTE 10 – RECENT PRONOUNCEMENTS

In September 2014, the FASB issued an ASU regarding accounting for revenue from contracts with customers. This ASU implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 was originally going to be effective for us on January 1, 2017; however, the FASB recently issued ASU 2015-14, "Revenue from Contracts with Customers (Topic 606)—Deferral of the Effective Date" which deferred the effective date of ASU 2014-09 by one year to January 1, 2018. The Company is currently evaluating the potential impact of ASU 2014-09 on the financial statements.

In December 2014, the FASB issued an ASU regarding accounting for share-based payments. This ASU requires the entities to apply existing guidance in Topic 718 to any performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. The amendments in this update are effective for interim and annual periods beginning after December 15, 2015. This ASU is not expected to have a material impact on the financial position and results of operations of the Company.

In February 2016, the FASB issued an ASU regarding accounting for leases. ASU 2016-02 requires all leases, except short-term leases, to be recognized on the lessee's balance sheet at commencement date as a lease liability for the obligation of lease payments and a right-of-use asset for the right to use/control a specified asset for the lease term. This ASU is effective for interim and annual periods beginning after December 15, 2018. This ASU is not expected to have a material impact on the financial position and results of operations of the Company.

In March 2016, the FASB issued an ASU regarding stock compensation and improvements to employee share-based payment accounting. This ASU changes five aspects of the accounting for share-based payment award transactions including 1) accounting for income taxes; 2) classification of excess tax benefits on the statement of cash flows; 3) forfeitures; 4) minimum statutory tax withholding requirements; 5) classification of employee taxes paid on the statement of cash flows when an employer withholds shares for tax-withholding purposes. This ASU is effective for interim and annual periods beginning after December 15, 2016. The Company is still assessing the affect ASU 2016-09 will have on the financial statements.

#### NOTE 11 - SEGMENT REPORTING

The Company is a financial holding company with subsidiaries engaged in the business of banking and activities closely related to banking. The Company determines reportable segments based upon the services offered, the significance of those services to the Company's financial condition and operating results and management's regular review of the operating results of those services. The Company's primary segment is Community Banking, which includes providing a full range of deposit products, commercial loans and consumer loans. The Company has also designated two additional reportable segments -- Insurance Agencies and General Corporate and Other. The Company's insurance agencies serve as agents in the sale of commercial lines of insurance and full lines of property and casualty, life, health and employee benefits products and services. The General Corporate and Other operating segment includes mortgage lending, trust services, credit card activities, investment services and other activities not allocated to the Community Banking or Insurance Agencies operating segments.

Results of operations and selected financial information by operating segment for the three-month periods ended March 31, 2016 and 2015 were as follows:

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|  | Community<br>Banking<br>(In thousands) | Insurance<br>Agencies | General<br>Corporate<br>and Other | Total         |
|--|--|-----------------------|-----------------------------------|---------------|
| Three months ended March 31, 2016:                     |  |                       |                                   |               |
| Results of Operations                                  |  |                       |                                   |               |
| Net interest revenue                                   | \$ 101,461                             | \$ 19                 | \$ 9,679                          | \$ 111,159    |
| Provision for credit losses                            | 1,119                                  | -                     | (119)                             | 1,000         |
| Net interest revenue after provision for credit losses | 100,342                                | 19                    | 9,798                             | 110,159       |
| Noninterest revenue                                    | 20,309                                 | 33,364                | 11,842                            | 65,515        |
| Noninterest expense                                    | 89,041                                 | 25,482                | 27,777                            | 142,300       |
| Income (loss) before income taxes                      | 31,610                                 | 7,901                 | (6,137)                           | 33,374        |
| Income tax expense (benefit)                           | 10,802                                 | 3,140                 | (3,117)                           | 10,825        |
| Net income (loss)                                      | \$ 20,808                              | \$ 4,761              | \$ (3,020)                        | \$ 22,549     |
| Selected Financial Information                         |  |                       |                                   |               |
| Total assets at end of period                          | \$ 10,136,464                          | \$ 210,535            | \$ 3,579,399                      | \$ 13,926,398 |
| Depreciation and amortization                          | 5,261                                  | 1,060                 | \$ 866                            | 7,187         |
| Three months ended March 31, 2015:                     |  |                       |                                   |               |
| Results of Operations                                  |  |                       |                                   |               |
| Net interest revenue                                   | \$ 96,838                              | \$ 32                 | \$ 9,203                          | \$ 106,073    |
| Provision for credit losses                            | (3,967)                                | -                     | (1,033)                           | (5,000)       |
| Net interest revenue after provision for credit losses | 100,805                                | 32                    | 10,236                            | 111,073       |
| Noninterest revenue                                    | 20,393                                 | 33,198                | 19,724                            | 73,315        |
| Noninterest expense                                    | 84,462                                 | 25,316                | 27,155                            | 136,933       |
| Income before income taxes                             | 36,736                                 | 7,914                 | 2,805                             | 47,455        |
| Income tax expense                                     | 11,607                                 | 3,146                 | 436                               | 15,189        |
| Net income   | \$ 25,129                              | \$ 4,768              | \$ 2,369                          | \$ 32,266     |
| Selected Financial Information                         |  |                       |                                   |               |
| Total assets at end of period                          | \$ 9,926,741                           | \$ 209,434            | \$ 3,494,147                      | \$ 13,630,322 |
| Depreciation and amortization                          | 5,564                                  | 1,265                 | 924                               | 7,753         |

The change in income for the General Corporate and Other division for the three months ended March 31, 2016 compared to the same periods in 2015 is mainly due to a change in mortgage lending revenue.

#### NOTE 12 – MORTGAGE SERVICING RIGHTS

Mortgage servicing rights (“MSRs”), which are recognized as a separate asset on the date the corresponding mortgage loan is sold, are recorded at fair value as determined at each accounting period end. An estimate of the fair value of the Company’s MSRs is determined utilizing assumptions about factors such as mortgage interest rates, discount rates,

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mortgage loan prepayment speeds, market trends and industry demand. Data and assumptions used in the fair value calculation related to MSR's as of the dates indicated were as follows:

|  | March 31,<br>2016      | 2015        | December 31,<br>2015 |
|--|------------------------|-------------|----------------------|
|  | (Dollars in thousands) |             |                      |
| Unpaid principal balance                           | \$6,096,220            | \$5,705,638 | \$6,011,236          |
| Weighted-average prepayment speed (CPR)            | 12.5                   | 12.4        | 10.3                 |
| Discount rate (annual percentage)                  | 9.8                    | 9.8         | 9.8                  |
| Weighted-average coupon interest rate (percentage) | 4.0                    | 4.1         | 4.0                  |
| Weighted-average remaining maturity (months)       | 320.0                  | 315.0       | 319.0                |
| Weighted-average servicing fee (basis points)      | 26.6                   | 26.5        | 26.6                 |

Because the valuation is determined by using discounted cash flow models, the primary risk inherent in valuing the MSR is the impact of fluctuating interest rates on the estimated life of the servicing revenue stream. The use of different estimates or assumptions could also produce different fair values. As of March 31, 2016, the Company had a hedge in place designed to cover approximately 3% of the MSR. The Company is susceptible to fluctuations in their value of its MSRs in changing interest rate environments.

The Company has only one class of mortgage servicing asset comprised of closed end loans for one-to-four family residences, secured by first liens. The following table presents the activity in this class for the periods indicated:

|  | 2016           | 2015      |
|--|----------------|-----------|
|  | (In thousands) |           |
| Fair value as of January 1   | \$ 57,268      | \$ 51,296 |
| Additions:   |                |           |
| Origination of servicing assets  | 2,612          | 2,499     |
| Changes in fair value:   |                |           |
| Due to payoffs/paydowns  | (1,380)        | (1,564)   |
| Due to change in valuation inputs or assumptions used in the valuation model | (7,954)        | (3,039)   |
| Other changes in fair value  | (2)            | (2)       |
| Fair value as of March 31  | \$ 50,544      | \$ 49,190 |

All of the changes to the fair value of the MSRs are recorded as part of mortgage lending noninterest revenue on the income statement. As part of mortgage lending noninterest revenue, the Company recorded contractual servicing fees of \$4.0 million and \$3.9 million and late and other ancillary fees of approximately \$745,000 and \$348,000 for the three months ended March 31, 2016 and 2015, respectively.

#### NOTE 13 – DERIVATIVE INSTRUMENTS AND OFFSETTING ASSETS AND LIABILITIES

The derivatives held by the Company include commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans. The Company's objective in obtaining the forward commitments is to mitigate the interest rate risk associated with the commitments to fund the fixed-rate mortgage loans. Both the commitments to fund fixed-rate mortgage loans and the forward commitments to sell individual fixed-rate mortgage loans are reported at fair value, with adjustments being recorded in current period earnings, and are not accounted for as hedges. At March 31, 2016, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$255.2 million with a carrying value and fair value reflecting a loss of \$1.8 million. At March 31, 2015, the notional amount of forward commitments to sell individual fixed-rate mortgage loans was \$256.8 million with a carrying value and fair value reflecting a loss of \$1.5 million. At March 31, 2016, the notional amount of commitments to fund individual fixed-rate mortgage loans was \$216.5 million with a carrying value and fair value reflecting a gain of \$6.4 million. At March 31, 2015, the notional amount of commitments to fund individual fixed-rate mortgage loans was \$174.8 million with a carrying value and fair value reflecting a gain of \$5.2 million.



The Company also enters into derivative financial instruments in the form of interest rate swaps to meet the financing, interest rate and equity risk management needs of its customers. Upon entering into these interest rate swaps to meet customer needs, the Company enters into offsetting positions to minimize interest rate and equity risk to the Company. These derivative financial instruments are reported at fair value with any resulting gain or loss recorded in current period earnings. These instruments and their offsetting positions are recorded in other assets and other liabilities on the consolidated balance sheets. As of March 31, 2016, the notional amount of customer related derivative financial instruments was \$243.2 million with an average maturity of 39 months, an average interest receive rate of 2.7% and an average interest pay rate of 5.6%. As of March 31, 2015, the notional amount of customer related derivative financial instruments was \$309.1 million with an average maturity of 46 months, an average interest receive rate of 2.5% and an average interest pay rate of 5.6%.

Certain financial instruments such as derivatives, may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements or similar agreements. The Bank's derivative transactions with upstream financial institution counterparties are generally executed under International Swaps and Derivative Association master agreements which include "right of set-off" provisions. In such cases there is generally a legally

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enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Nonetheless, the Bank does not generally offset such financial instruments for financial reporting purposes.

The following tables present components of financial instruments eligible for offsetting for the periods indicated:

|                                |    | March 31, 2016             |                        |                          | Gross Amounts Not Offset<br>in the Consolidated<br>Balance Sheet |                                    |               |  |  |  |
|--------------------------------|----|----------------------------|------------------------|--------------------------|--|------------------------------------|---------------|--|--|--|
|                                |    | Gross Amount<br>Recognized | Gross Amount<br>Offset | Net Amount<br>Recognized | Financial<br>Instruments   | Financial<br>Collateral<br>Pledged | Net<br>Amount |  |  |  |
|                                |    | (In thousands)             |                        |                          |  |                                    |               |  |  |  |
| Financial assets:              |    |                            |                        |                          |  |                                    |               |  |  |  |
| Derivatives:                   |    |                            |                        |                          |  |                                    |               |  |  |  |
| Forward commitments            | \$ | 6,436                      | \$ -                   | \$ 6,436                 | \$ -   | \$ -                               | \$ 6,436      |  |  |  |
| Loan/lease interest rate swaps |    | 17,285                     | -                      | 17,285                   | -  | -                                  | 17,285        |  |  |  |
| Total financial assets         | \$ | 23,721                     | \$ -                   | \$ 23,721                | \$ -   | \$ -                               | \$ 23,721     |  |  |  |
| Financial liabilities:         |    |                            |                        |                          |  |                                    |               |  |  |  |
| Derivatives:                   |    |                            |                        |                          |  |                                    |               |  |  |  |
| Forward commitments            | \$ | 1,804                      | \$ -                   | \$ 1,804                 | \$ -   | \$ -                               | \$ 1,804      |  |  |  |
| Loan/lease interest rate swaps |    | 17,285                     | -                      | 17,285                   | -  | (17,285)                           | -             |  |  |  |
| Repurchase arrangements        |    | 431,089                    | -                      | 431,089                  | (431,089)  | -                                  | -             |  |  |  |
| Total financial liabilities    | \$ | 450,178                    | \$ -                   | \$ 450,178               | \$ (431,089)   | \$ (17,285)                        | \$ 1,804      |  |  |  |

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December 31, 2015

|                                      | Gross Amount<br>Recognized | Gross Amount<br>Offset | Net Amount<br>Recognized | Gross Amounts Not Offset<br>in the Consolidated<br>Balance Sheet |                                    | Net<br>Amount |
|--------------------------------------|----------------------------|------------------------|--------------------------|--|------------------------------------|---------------|
|                                      |                            |                        |                          | Financial<br>Instruments   | Financial<br>Collateral<br>Pledged |               |
| (In thousands)                       |                            |                        |                          |  |                                    |               |
| Financial<br>assets:                 |                            |                        |                          |  |                                    |               |
| Derivatives:                         |                            |                        |                          |  |                                    |               |
| Forward<br>commitments               | \$ 3,894                   | \$ -                   | \$ 3,894                 | \$ -   | \$ -                               | \$ 3,894      |
| Loan/lease<br>interest rate<br>swaps | 15,856                     | -                      | 15,856                   | -  | -                                  | 15,856        |
| Total<br>financial<br>assets         | \$ 19,750                  | \$ -                   | \$ 19,750                | \$ -   | \$ -                               | \$ 19,750     |
| Financial<br>liabilities:            |                            |                        |                          |  |                                    |               |
| Derivatives:                         |                            |                        |                          |  |                                    |               |
| Forward<br>commitments               | \$ 395                     | \$ -                   | \$ 395                   | \$ -   | \$ -                               | \$ 395        |
| Loan/lease<br>interest rate<br>swaps | 15,856                     | -                      | 15,856                   | -  | (15,856)                           | -             |
| Repurchase<br>arrangements           | 405,937                    | -                      | 405,937                  | (405,937)  | -                                  | -             |
| Total<br>financial<br>liabilities    | \$ 422,188                 | \$ -                   | \$ 422,188               | \$ (405,937)   | \$ (15,856)                        | \$ 395        |

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March 31, 2015

|                                      | Gross Amount<br>Recognized | Gross Amount<br>Offset | Net Amount<br>Recognized | Gross Amounts Not Offset<br>in the Consolidated<br>Balance Sheet |                                    |               |
|--------------------------------------|----------------------------|------------------------|--------------------------|--|------------------------------------|---------------|
|                                      |                            |                        |                          | Financial<br>Instruments   | Financial<br>Collateral<br>Pledged | Net<br>Amount |
| (In thousands)                       |                            |                        |                          |  |                                    |               |
| Financial<br>assets:                 |                            |                        |                          |  |                                    |               |
| Derivatives:                         |                            |                        |                          |  |                                    |               |
| Forward<br>commitments               | \$ 5,319                   | \$ -                   | \$ 5,319                 | \$ -   | \$ -                               | \$ 5,319      |
| Loan/lease<br>interest rate<br>swaps | 22,178                     | -                      | 22,178                   | -  | -                                  | 22,178        |
| Total<br>financial<br>assets         | \$ 27,497                  | \$ -                   | \$ 27,497                | \$ -   | \$ -                               | \$ 27,497     |
| Financial<br>liabilities:            |                            |                        |                          |  |                                    |               |
| Derivatives:                         |                            |                        |                          |  |                                    |               |
| Forward<br>commitments               | \$ 1,546                   | \$ -                   | \$ 1,546                 | \$ -   | \$ -                               | \$ 1,546      |
| Loan/lease<br>interest rate<br>swaps | 22,178                     | -                      | 22,178                   | -  | (22,178)                           | -             |
| Repurchase<br>arrangements           | 384,829                    | -                      | 384,829                  | (384,829)  | -                                  | -             |
| Total<br>financial<br>liabilities    | \$ 408,553                 | \$ -                   | \$ 408,553               | \$ (384,829)   | \$ (22,178)                        | \$ 1,546      |

NOTE 14 – FAIR VALUE DISCLOSURES

“Fair value” is defined by FASB ASC 820, Fair Value Measurements (“FASB ASC 820”), as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity’s assumptions about the assumptions that market participants would use in pricing the asset or liability developed based on the best information available under the circumstances. The hierarchy is broken down into the following three levels, based on

the reliability of inputs:

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

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

#### Determination of Fair Value

The Company uses the valuation methodologies listed below to measure different financial instruments at fair value. An indication of the level in the fair value hierarchy in which each instrument is generally classified is included. Where appropriate, the description includes details of the valuation models, the key inputs to those models as well as any significant assumptions.

Available-for-sale securities. Available-for-sale securities are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are determined by matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. The Company's available-for-sale securities that are traded on an active exchange, such as the New York Stock Exchange, are classified as Level 1. Available-for-sale securities valued using matrix pricing are classified as Level 2. Available-for-sale securities valued using matrix pricing that has been adjusted to compensate for the present value of expected cash flows, market liquidity, credit quality and volatility are classified as Level 3.

Mortgage servicing rights. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value. An estimate of the fair value of the Company's MSR's is determined by utilizing assumptions about factors such as mortgage interest rates, discount rates, mortgage loan prepayment speeds, market trends and industry demand. All of the Company's MSR's are classified as Level 3. For additional information about the Company's valuation of MSR's, see Note 12, Mortgage Servicing Rights.

Derivative instruments. The Company's derivative instruments consist of commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans. Fair value of these derivative instruments is measured on a recurring basis using recent observable market prices. The Company also enters into interest rate swaps to meet the financing, interest rate and equity risk management needs of its customers. The fair value of these instruments is either an observable market price or a discounted cash flow valuation using the terms of swap agreements but substituting original interest rates with prevailing interest rates ranging from 1.8% to 4.0%. The Company also considers the associated counterparty credit risk when determining the fair value of these instruments. The Company's interest rate swaps, commitments to fund fixed-rate mortgage loans to customers and forward commitments to sell individual fixed-rate mortgage loans are classified as Level 3.

Loans held for sale. Loans held for sale are carried at fair value. The fair value of loans held for sale is based on commitments outstanding from investors as well as what secondary markets are currently offering for portfolios with similar characteristics. Therefore, loans held for sale are subjected to recurring fair value adjustments and are classified as Level 2. The Company obtains quotes, bids or pricing indications on all or part of these loans directly from the buyers. Premiums and discounts received or to be received on the quotes, bids or pricing indications are indicative of the fact that the cost is lower or higher than fair value.

Impaired loans. Loans considered impaired under FASB ASC 310 are loans for which, based on current information and events, it is probable that the creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. Impaired loans are subject to nonrecurring fair value adjustments to reflect (1) partial write-downs that are based on the observable market price or current appraised value of the collateral, or (2) the full charge-off of the loan carrying value. All of the Company's impaired loans are classified as Level 3.

Other real estate owned. OREO is carried at the lower of cost or estimated fair value, less estimated selling costs and is subject to nonrecurring fair value adjustments. Estimated fair value is determined on the basis of independent

appraisals and other relevant factors less an average of 7% for estimated selling costs. All of the Company's OREO is classified as Level 3.

Off-Balance sheet financial instruments. The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the present creditworthiness of the counterparties. The Company has reviewed the unfunded portion of commitments to extend credit as well as standby and other letters of credit, and has determined that the fair value of such financial instruments is not material. The Company classifies the estimated fair value of credit-related financial instruments as Level 3.

#### Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following tables present the balances of the assets and liabilities measured at fair value on a recurring basis as of March 31, 2016 and 2015:

|   | March 31, 2016 |              |           |              |
|---|----------------|--------------|-----------|--------------|
|   | Level 1        | Level 2      | Level 3   | Total        |
| Assets:   | (In thousands) |              |           |              |
| Available-for-sale securities:                                  |                |              |           |              |
| U.S. Government agencies  | \$ -           | \$ 1,196,167 | \$ -      | \$ 1,196,167 |
| Government agency issued residential mortgage-backed securities | -              | 189,741      | -         | 189,741      |
| Government agency issued commercial mortgage-backed securities  | -              | 207,908      | -         | 207,908      |
| Obligations of states and political subdivisions                | -              | 408,537      | -         | 408,537      |
| Other   | 810            | 13,210       | -         | 14,020       |
| Mortgage servicing rights                                       | -              | -            | 50,544    | 50,544       |
| Derivative instruments  | -              | -            | 23,479    | 23,479       |
| Loans held for sale   | -              | 150,046      | -         | 150,046      |
| Total   | \$ 810         | \$ 2,165,609 | \$ 74,023 | \$ 2,240,442 |
| Liabilities:  |                |              |           |              |
| Derivative instruments  | \$ -           | \$ -         | \$ 19,089 | \$ 19,089    |

|   | March 31, 2015 |              |           |              |
|---|----------------|--------------|-----------|--------------|
|   | Level 1        | Level 2      | Level 3   | Total        |
| Assets:   | (In thousands) |              |           |              |
| Available-for-sale securities:                                  |                |              |           |              |
| U.S. Government agencies  | \$ -           | \$ 1,286,981 | \$ -      | \$ 1,286,981 |
| Government agency issued residential mortgage-backed securities | -              | 200,381      | -         | 200,381      |
| Government agency issued commercial mortgage-backed securities  | -              | 227,409      | -         | 227,409      |
| Obligations of states and political subdivisions                | -              | 471,539      | -         | 471,539      |
| Other   | 1,214          | 6,849        | -         | 8,063        |
| Mortgage servicing rights                                       | -              | -            | 49,190    | 49,190       |
| Derivative instruments  | -              | -            | 27,145    | 27,145       |
| Loans held for sale   | -              | 186,510      | -         | 186,510      |
| Total   | \$ 1,214       | \$ 2,379,669 | \$ 76,335 | \$ 2,457,218 |
| Liabilities:  |                |              |           |              |
| Derivative instruments  | \$ -           | \$ -         | \$ 23,724 | \$ 23,724    |





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The following tables present the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the three-month periods ended March 31, 2016 and 2015:

|  | Mortgage<br>Servicing<br>Rights | Derivative<br>Instruments |
|--|---------------------------------|---------------------------|
|  | (In thousands)                  |                           |
| Balance at December 31, 2015   | \$ 57,268                       | \$ 3,257                  |
| Year to date net gains included in:  |                                 |                           |
| Net (loss) gain  | (9,336)                         | 1,133                     |
| Other comprehensive income   | -                               | -                         |
| Additions  | 2,612                           | -                         |
| Transfers in and/or out of Level 3   | -                               | -                         |
| Balance at March 31, 2016  | \$ 50,544                       | \$ 4,390                  |
| Net unrealized (losses) gains included in net income for the quarter relating to assets and liabilities held at March 31, 2016 | \$ (7,954)                      | \$ 1,133                  |

|  | Mortgage<br>Servicing<br>Rights | Derivative<br>Instruments |
|--|---------------------------------|---------------------------|
|  | (In thousands)                  |                           |
| Balance at December 31, 2014   | \$ 51,296                       | \$ 623                    |
| Year to date net gains included in:  |                                 |                           |
| Net (loss) gain  | (4,605)                         | 2,798                     |
| Other comprehensive income   | -                               | -                         |
| Additions  | 2,499                           | -                         |
| Transfers in and/or out of Level 3   | -                               | -                         |
| Balance at March 31, 2015  | \$ 49,190                       | \$ 3,421                  |
| Net unrealized (losses) gains included in net income for the quarter relating to assets and liabilities held at March 31, 2015 | \$ (3,039)                      | \$ 2,798                  |

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

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The following tables present the balances of assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2016 and 2015:

| March 31, 2016          |                |         |           |        |              |
|-------------------------|----------------|---------|-----------|--------|--------------|
|                         | Level 1        | Level 2 | Level 3   | Total  | Total Losses |
| Assets:                 | (In thousands) |         |           |        |              |
| Impaired loans          | \$ -           | \$ -    | \$ 49,646 | 49,646 | \$ (2,270)   |
| Other real estate owned | -              | -       | 12,685    | 12,685 | (7,036)      |

| March 31, 2015          |                |         |         |        |              |
|-------------------------|----------------|---------|---------|--------|--------------|
|                         | Level 1        | Level 2 | Level 3 | Total  | Total Losses |
| Assets:                 | (In thousands) |         |         |        |              |
| Impaired loans          | -              | -       | 24,837  | 24,837 | (388)        |
| Other real estate owned | -              | -       | 27,889  | 27,889 | (11,725)     |

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## Fair Value of Financial Instruments

FASB ASC 825, Financial Instruments (“FASB ASC 825”), requires that the Company disclose estimated fair values for its financial instruments. Fair value estimates, methods and assumptions are set forth below for the Company's financial instruments.

**Cash and Due From Banks.** The carrying amounts for cash and due from banks approximate fair values due to their immediate and shorter-term maturities.

**Loans and Leases.** Fair values are estimated for portfolios of loans and leases with similar financial characteristics. The fair value of loans and leases is calculated by discounting scheduled cash flows through the estimated maturity using rates the Company would currently offer customers based on the credit and interest rate risk inherent in the loan or lease. Assumptions regarding credit risk, cash flows and discount rates are judgmentally determined using available market and borrower information. Estimated maturity represents the expected average cash flow period, which in some instances is different than the stated maturity. This entrance price approach results in a calculated fair value that would be different than an exit or estimated actual sales price approach and such differences could be significant. All of the Company's loans and leases are classified as Level 3.

**Deposit Liabilities.** Under FASB ASC 825, the fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, interest-bearing demand deposits and savings, is equal to the amount payable on demand as of the reporting date. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the prevailing rates offered for deposits of similar maturities. The Company's noninterest-bearing demand deposits, interest-bearing demand deposits and savings are classified as Level 1. Certificates of deposit are classified as Level 2.

**Debt.** The carrying amounts for federal funds purchased and repurchase agreements approximate fair value because of their short-term maturity. The fair value of the Company's fixed-term Federal Home Loan Bank (“FHLB”) advances is based on the discounted value of contractual cash flows. The discount rate is estimated using the prevailing rates available for advances of similar maturities. The fair value of the Company's long-term borrowings with U.S. Bank is based on the LIBOR rates plus an interest rate spread. The fair value of the Company's junior subordinated debt is based on market prices or dealer quotes. The Company's federal funds purchased, repurchase agreements and junior subordinated debt are classified as Level 1. FHLB and U.S. Bank advances are classified as Level 2.

**Lending Commitments.** The Company's lending commitments are negotiated at prevailing market rates and are relatively short-term in nature. As a matter of policy, the Company generally makes commitments for fixed-rate loans for relatively short periods of time. Therefore, the estimated value of the Company's lending commitments approximates the carrying amount and is immaterial to the financial statements. The Company's lending commitments

are classified as Level 2. The Company's off-balance sheet commitments including letters of credit, which totaled \$92.0 million at March 31, 2016, are funded at current market rates at the date they are drawn upon. It is management's opinion that the fair value of these commitments would approximate their carrying value, if drawn upon.

The following table presents carrying and fair value information of financial instruments at March 31, 2016 and December 31, 2015:

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|   | March 31, 2016 |            | December 31, 2015 |            |
|---|----------------|------------|-------------------|------------|
|   | Carrying Value | Fair Value | Carrying Value    | Fair Value |
| Assets:   | (In thousands) |            |                   |            |
| Cash and due from banks   | \$ 197,538     | \$ 197,538 | \$ 154,192        | \$ 154,192 |
| Interest bearing deposits with other banks  | 148,915        | 148,915    | 43,777            | 43,777     |
| Available-for-sale securities   | 2,016,373      | 2,016,373  | 2,082,329         | 2,082,329  |
| Net loans and leases  | 10,318,191     | 10,458,334 | 10,246,320        | 10,331,043 |
| Loans held for sale   | 150,046        | 150,046    | 157,907           | 157,907    |
| Liabilities:  |                |            |                   |            |
| Noninterest bearing deposits  | 3,103,321      | 3,103,321  | 3,031,528         | 3,031,528  |
| Savings and interest bearing deposits   | 6,540,507      | 6,540,507  | 6,446,142         | 6,446,142  |
| Other time deposits   | 1,842,869      | 1,856,817  | 1,853,491         | 1,867,034  |
| Federal funds purchased and securities sold under agreement to repurchase and other short-term borrowings | 431,093        | 430,343    | 467,946           | 467,263    |
| Long-term debt and other borrowings   | 90,879         | 99,279     | 92,973            | 98,502     |
| Derivative instruments:   |                |            |                   |            |
| Forward commitments to sell fixed rate mortgage loans   | (1,804)        | (1,804)    | 109               | 109        |
| Commitments to fund fixed rate mortgage loans   | 6,436          | 6,436      | 3,390             | 3,390      |
| Interest rate swap position to receive  | 17,043         | 17,043     | 15,614            | 15,614     |
| Interest rate swap position to pay  | (17,285)       | (17,285)   | (15,856)          | (15,856)   |

## NOTE 15 – OTHER NONINTEREST REVENUE AND EXPENSE

The following table details other noninterest revenue for the three months ended March 31, 2016 and 2015:

|  | Three months ended |
|--|--------------------|
|  | March 31,          |
|  | 2016      2015     |

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|                                | (In thousands) |          |
|--------------------------------|----------------|----------|
| Bank-owned life insurance      | \$ 1,893       | \$ 1,899 |
| Other miscellaneous income     | 2,669          | 3,341    |
| Total other noninterest income | \$ 4,562       | \$ 5,240 |

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The following table details other noninterest expense for the three months ended March 31, 2016 and 2015:

|                                 | Three months ended<br>March 31, |           |
|---------------------------------|---------------------------------|-----------|
|                                 | 2016                            | 2015      |
|                                 | (In thousands)                  |           |
| Advertising                     | \$ 633                          | \$ 781    |
| Foreclosed property expense     | 1,181                           | 1,971     |
| Telecommunications              | 1,295                           | 1,314     |
| Public relations                | 661                             | 685       |
| Data processing                 | 6,391                           | 6,002     |
| Computer software               | 2,660                           | 2,606     |
| Amortization of intangibles     | 880                             | 1,032     |
| Legal fees                      | 4,535                           | 7,681     |
| Merger expense                  | 1                               | -         |
| Postage and shipping            | 1,117                           | 1,172     |
| Other miscellaneous expense     | 13,876                          | 16,031    |
| Total other noninterest expense | \$ 33,230                       | \$ 39,275 |

#### NOTE 16 – COMMITMENTS AND CONTINGENT LIABILITIES

The nature of the Company's business ordinarily results in a certain amount of claims, litigation, investigations and legal and administrative cases and proceedings. Although the Company and its subsidiaries have developed policies and procedures to minimize the impact of legal noncompliance and other disputes, and endeavored to provide reasonable insurance coverage, litigation and regulatory actions present an ongoing risk.

The Company and its subsidiaries are engaged in lines of business that are heavily regulated and involve a large volume of financial transactions and potential transactions with numerous customers or applicants. From time to time, borrowers, customers, former employees and other third parties have brought actions against the Company or its subsidiaries, in some cases claiming substantial damages. Financial services companies are subject to the risk of class action litigation and, from time to time, the Company and its subsidiaries are subject to such actions brought against it. Additionally, the Bank is, and management expects it to be, engaged in a number of foreclosure proceedings and other collection actions as part of its lending and leasing collections activities, which, from time to time, have resulted in counterclaims against the Bank. Various legal proceedings have arisen and may arise in the future out of claims against entities to which the Company is a successor as a result of business combinations. The Company's insurance has deductibles, and will likely not cover all such litigation or other proceedings or the costs of defense. The Company and its subsidiaries may also be subject to enforcement actions by federal or state regulators, including the Securities and Exchange Commission, the Federal Reserve, the FDIC, the Consumer Financial Protection Bureau (the "CFPB"), the Department of Justice (the "DOJ"), state attorneys general and the Mississippi Department of Banking and Consumer Finance.



When and as the Company determines it has meritorious defenses to the claims asserted, it vigorously defends against such claims. The Company will consider settlement of claims when, in management's judgment and in consultation with counsel, it is in the best interests of the Company to do so.

The Company cannot predict with certainty the cost of defense, the cost of prosecution or the ultimate outcome of litigation and other proceedings filed by or against it, its directors, management or employees, including remedies or damage awards. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with outstanding legal proceedings as well as certain threatened claims (which are not considered incidental to the ordinary conduct of the Company's business) utilizing the latest and most reliable information available. For matters where a loss is not probable or the amount of the loss cannot be estimated, no accrual is established. For matters where it is probable the Company will incur a loss and the amount can be reasonably estimated, the Company establishes an accrual for the loss. Once established, the accrual is adjusted periodically to

reflect any relevant developments. The actual cost of any outstanding legal proceedings or threatened claims, however, may turn out to be substantially higher than the amount accrued. Further, the Company's insurance will not cover all such litigation, other proceedings or claims, or the costs of defense.

While the final outcome of any legal proceedings is inherently uncertain, based on the information available, advice of counsel and available insurance coverage, management believes that the litigation-related expense of \$8.5 million accrued as of March 31, 2016 is adequate and that any incremental liability arising from the Company's legal proceedings and threatened claims, including the matters described herein and those otherwise arising in the ordinary course of business, will not have a material adverse effect on the Company's business or consolidated financial condition. It is possible, however, that future developments could result in an unfavorable outcome for or resolution of any one or more of the lawsuits in which the Company or its subsidiaries are defendants, which may be material to the Company's results of operations for a given fiscal period.

On January 5, 2016, the Bank entered into an agreement to settle a class action lawsuit filed on May 18, 2010 by an Arkansas customer of the Bank in the U.S. District Court for the Northern District of Florida. The suit challenged the manner in which overdraft fees were charged and the policies related to the posting order of debit card and ATM transactions. The suit also made a claim under Arkansas' consumer protection statute. The plaintiff was seeking to recover damages in an unspecified amount and equitable relief. As a result of this agreement, the Company recorded an expense of \$16.5 million in the fourth quarter of 2015, representing amounts to be paid in connection with the settlement net amounts the Company had already accrued for this legal proceeding in previous periods. The proposed settlement is subject to preliminary and final court approval. Pursuant to the Court's order preliminarily approving the settlement, in the first quarter of 2016 the amounts accrued for settlement were paid into settlement escrow funds. The Company can provide no assurance that such approval will occur in any specific time frame or at all.

On August 16, 2011, a shareholder filed a putative derivative action purportedly on behalf of the Company in the Circuit Court of Lee County, Mississippi, against certain current and past executive officers and members of the Board of Directors of the Company. The plaintiff in this shareholder derivative lawsuit asserts that the individual defendants violated their fiduciary duties by allegedly issuing materially false and misleading statements regarding the Company's business and financial results. The plaintiff is seeking to recover alleged damages in an unspecified amount, equitable and/or injunctive relief, and attorney's fees. A motion to dismiss filed by the defendants was granted by the Court on January 5, 2015, and the plaintiff filed a notice of appeal of that decision on February 2, 2015. On April 14, 2016, the Mississippi Supreme Court upheld the lower Court's dismissal of the case against the Company. Although the plaintiff could petition for a rehearing by the Mississippi Court, management is currently of the opinion that the outcome of this lawsuit will not have a material adverse effect on the Company's business, consolidated financial position or results of operations.

On July 31, 2014, the Company and its Chief Executive Officer and Chief Financial Officer were named in a purported class-action lawsuit filed in the U.S. District Court for the Middle District of Tennessee on behalf of certain purchasers of the Company's common stock. The complaint has subsequently been amended to add the former President and Chief Operating Officer. The complaint alleges that the defendants made misleading statements concerning the Company's expectation that it would be able to close two merger transactions within a specified time period and the Company's compliance with certain Bank Secrecy Act and anti-money laundering requirements. On July 10, 2015, the court granted in part and denied in part the defendants' motion to dismiss and dismissed the claims concerning the Company's expectations about the closing of the mergers. The plaintiff seeks class certification, an unspecified amount of damages and awards of costs and attorneys' fees and such other equitable relief as the Court may deem just and proper. No class has been certified and, at this stage of the lawsuit, management cannot determine the probability of an unfavorable outcome to the Company. Although it is not possible to predict the ultimate resolution or financial liability with respect to this litigation, management is currently of the opinion that the outcome of this lawsuit will not have a material adverse effect on the Company's business, consolidated financial position or results of operations.

The CFPB and the DOJ have been jointly investigating the Bank's fair lending program. The Bank has begun settlement discussions with the CFPB and the DOJ, but there is no guarantee that a settlement agreement will be reached. If the parties fail to reach an agreement on settlement terms, and if the CFPB and/or the DOJ determine to bring public enforcement actions, such actions could include demands for civil money penalties and/or assessments, changes to certain of the Bank's business practices and/or compliance programs, enhanced monitoring and/or customer restitution. Even though the Company and the Bank are unable at this time to determine the final terms on which these investigations will be resolved, the timing of such resolution or the impact of such resolution on the Company's pending mergers, the Company accrued a total pre-tax charge of \$13.8 million during the first quarter of 2016 to record a probable and estimable liability associated with this matter, as well as related legal and

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consulting expense, \$10.3 million of which is reflected as regulatory settlement expense and \$3.5 million of which is included in other noninterest expense. Should a final settlement be reached, the final liability could differ materially from this estimate, and if the CFPB and/or the DOJ do bring public enforcement actions, the resolution of such actions could have a materially adverse effect on the Company and the Bank's assets, business, cash flows, financial condition, liquidity, prospects and/or results of operations during the period in which any such action is resolved.

#### NOTE 17 – LONG-TERM DEBT

On August 8, 2013, the Company entered into a Credit Agreement with U.S. Bank National Association (“U.S. Bank”) as a lender and administrative agent, and First Tennessee Bank, National Association, as a lender. The Credit Agreement includes an unsecured revolving loan of up to \$25.0 million that terminated and the outstanding balance of which was payable in full on August 8, 2015, which the Bank did not renew, and an unsecured multi-draw term loan of up to \$60.0 million, which commitment terminated on February 28, 2014 and the outstanding balance of which is payable in full on August 8, 2018. The proceeds from the term loan were used to repurchase trust preferred securities, and the proceeds from the revolving loan may have been used for working capital, capital expenditures and other lawful corporate purposes. Borrowings under the Credit Agreement bear interest at a Eurocurrency or base rate plus, in each case, an applicable interest rate margin.

The Company had long-term borrowings from U.S. Bank pursuant to the Credit Agreement totaling \$37.7 million at March 31, 2016 and \$39.8 million at December 31, 2015. The Company also had long-term borrowings from FHLB of \$30.0 million at both March 31, 2016 and December 31, 2015.

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

### FORWARD-LOOKING STATEMENTS

Certain statements contained in this report may not be based upon historical facts and are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements may be identified by their reference to a future period or periods or by the use of forward-looking terminology such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “foresee,” “hope,” “intend,” “may,” “might,” “plan,” “will,” or “would” or future or conditional verb tense variations or negatives of such terms. These forward-looking statements include, without limitation, those relating to the terms, timing and closings of the proposed mergers with Ouachita Bancshares Corp. and Central Community Corporation, the Company's ability to operate its regulatory compliance programs consistent with federal, state and local laws, including its Bank Secrecy Act (“BSA”) and anti-money laundering (“AML”) compliance programs, the terms, timing and outcome of the settlement discussions in connection with the joint investigation by the Consumer Financial Protection Bureau (the “CFPB”) and the United States Department of Justice (“DOJ”) of the Company's fair lending practices, the acceptance by customers of Ouachita Bancshares Corp. and Central Community Corporation of the

Company's products and services if the proposed mergers close, the outcome of any instituted, pending or threatened material litigation, amortization expense for intangible assets, goodwill impairments, loan impairment, utilization of appraisals and inspections for real estate loans, maturity, renewal or extension of construction, acquisition and development loans, net interest revenue, fair value determinations, the amount of the Company's non-performing loans and leases, additions to OREO, credit quality, credit losses, liquidity, off-balance sheet commitments and arrangements, valuation of mortgage servicing rights, allowance and provision for credit losses, continued weakness in the economic environment, early identification and resolution of credit issues, utilization of non-GAAP financial measures, the ability of the Company to collect all amounts due according to the contractual terms of loan agreements, the Company's reserve for losses from representation and warranty obligations, the Company's foreclosure process related to mortgage loans, the resolution of non-performing loans that are collaterally dependent, real estate values, fully-indexed interest rates, interest rate risk, interest rate sensitivity, calculation of economic value of equity, impaired loan charge-offs, troubled debt restructurings, diversification of the Company's revenue stream, liquidity needs and strategies, sources of funding, net interest margin, declaration and payment of dividends, cost saving initiatives, improvement in the Company's efficiencies, operating expense trends, future acquisitions and consideration to be used therefore, the impact of litigation regarding debit card fees and the impact of certain claims and ongoing, pending or threatened litigation, administrative and investigatory matters.

The Company cautions readers not to place undue reliance on the forward-looking statements contained in this report, in that actual results could differ materially from those indicated in such forward-looking statements as a result of a variety of factors. These factors may include, but are not limited to, the Company's ability to operate its regulatory compliance programs consistent with federal, state and local laws, including its BSA/AML compliance programs, when and whether the joint investigation by the CFPB and the DOJ of the Company's fair lending practices is resolved by settlement and, if so, what terms, the ability of the Company, Ouachita Bancshares Corp. and Central Community Corporation to obtain regulatory approval of and close the proposed mergers, the potential impact upon the Company of the delay in the closings of these proposed mergers, the impact of any ongoing, pending or threatened litigation, administrative and investigatory matters involving the Company, conditions in the financial markets and economic conditions generally, the adequacy of the Company's provision and allowance for credit losses to cover actual credit losses, the credit risk associated with real estate construction, acquisition and development loans, losses resulting from the significant amount of the Company's OREO, limitations on the Company's ability to declare and pay dividends, the availability of capital on favorable terms if and when needed, liquidity risk, governmental regulation, including the Dodd-Frank Act, and supervision of the Company's operations, the short-term and long-term impact of changes to banking capital standards on the Company's regulatory capital and liquidity, the impact of regulations on service charges on the Company's core deposit accounts, the susceptibility of the Company's business to local economic and environmental conditions, the soundness of other financial institutions, changes in interest rates, the impact of monetary policies and economic factors on the Company's ability to attract deposits or make loans, volatility in capital and credit markets, reputational risk, the impact of the loss of any key Company personnel, the impact of hurricanes or other adverse weather events, any requirement that the Company write down goodwill or other intangible assets, diversification in the types of financial services the Company offers, the Company's ability to adapt its products and services to evolving industry standards and consumer preferences, competition with other financial services companies, risks in connection with completed or potential acquisitions, the Company's growth strategy, interruptions or breaches in the Company's information system security, the failure of certain third-party vendors to perform, unfavorable ratings by rating agencies, dilution caused by the Company's issuance of any additional shares of its common stock to raise capital or acquire other banks, bank holding companies, financial holding companies and insurance agencies, other factors generally understood to affect the assets, business, cash flows, financial condition, liquidity, and prospects and/or results of operations of financial services companies.

We provide greater detail regarding these and other factors elsewhere in this report including in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations, and from time to time in the Company's press and news releases, reports and other filings with the Securities and Exchange Commission ("SEC"). Forward-looking statements speak only as of the date that they were made, and, except as required by law, the Company does not undertake any obligation to update or revise forward-looking statements to reflect events or circumstances that occur after the date of this report.

## OVERVIEW

BancorpSouth, Inc. (the "Company") is a regional financial holding company headquartered in Tupelo, Mississippi with \$13.9 billion in assets at March 31, 2016. BancorpSouth Bank (the "Bank"), the Company's wholly-owned banking subsidiary, has commercial banking operations in Alabama, Arkansas, Florida, Louisiana, Mississippi, Missouri, Tennessee and Texas. The Bank's insurance agency subsidiary also operates an office in Illinois. The Bank and its insurance agency subsidiary provide commercial banking, leasing, mortgage origination and servicing, insurance, brokerage and trust services to corporate customers, local governments, individuals and other financial institutions through an extensive network of branches and offices.

Management's discussion and analysis provides a narrative discussion of the Company's financial condition and results of operations. For a complete understanding of the following discussion, please refer to the unaudited consolidated financial statements for the three-month periods ended March 31, 2016 and 2015 and the audited consolidated financial statements as of December 31, 2015 and the notes to such financial statements found under "Part I, Item 1. Financial Statements" of this report. This discussion and analysis is based on such reported financial information.

As a financial holding company, the financial condition and operating results of the Company are heavily influenced by economic trends nationally and in the specific markets in which the Company's subsidiaries provide financial services. Generally, the pressures of the national and regional economic cycle created a difficult operating environment for the financial services industry. The Company was not immune to such pressures and the economic downturn had a negative impact on the Company and its customers in all of the markets that it serves. However, the

Company's financial condition has remained stable during the first three months of 2016 as reflected by the allowance for credit losses and decreases in gross charge-offs coupled with increased loans and leases, when compared to prior periods.

Management believes that the Company is better positioned with respect to overall credit quality as evidenced by stable credit quality metrics especially when comparing March 31, 2016 to December 31, 2015. Management believes, however, that future weakness in the economic environment could adversely affect the strength of the credit quality of the Company's assets overall. Therefore, management will continue to focus on early identification and resolution of any credit issues.

The largest source of the Company's revenue is derived from the operation of its principal operating subsidiary, the Bank. The financial condition and operating results of the Bank are affected by the level and volatility of interest rates on loans, investment securities, deposits and other borrowed funds, and the impact of economic downturns on loan demand, collateral value and creditworthiness of existing borrowers. The financial services industry is highly competitive and heavily regulated. The Company's success depends on its ability to compete aggressively within its markets while maintaining sufficient asset quality and cost controls to generate net income.

The information that follows is provided to enhance comparability of financial information between periods and to provide a better understanding of the Company's operations:

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## SELECTED FINANCIAL DATA

Three months ended  
March 31,  
2016                      2015

(Dollars in thousands, except per share data)

## Earnings Summary:

|                             |            |            |
|-----------------------------|------------|------------|
| Total interest revenue      | \$ 117,972 | \$ 113,497 |
| Total interest expense      | 6,813      | 7,424      |
| Net interest revenue        | 111,159    | 106,073    |
| Provision for credit losses | 1,000      | (5,000)    |
| Noninterest revenue         | 65,515     | 73,315     |
| Noninterest expense         | 142,300    | 136,933    |
| Income before income taxes  | 33,374     | 47,455     |
| Income tax expense          | 10,825     | 15,189     |
| Net income                  | \$ 22,549  | \$ 32,266  |

## Balance Sheet - Period-end balances:

|  |               |               |
|--|---------------|---------------|
| Total assets                             | \$ 13,926,398 | \$ 13,630,322 |
| Total securities                         | 2,016,373     | 2,194,373     |
| Loans and leases, net of unearned income | 10,444,697    | 9,726,970     |
| Total deposits                           | 11,486,697    | 11,252,654    |
| Long-term debt                           | 67,681        | 76,055        |
| Total shareholders' equity               | 1,679,793     | 1,645,208     |

## Balance Sheet-Average Balances:

|  |               |               |
|--|---------------|---------------|
| Total assets                             | \$ 13,851,661 | \$ 13,457,668 |
| Total securities                         | 2,037,739     | 2,190,989     |
| Loans and leases, net of unearned income | 10,372,925    | 9,670,987     |
| Total deposits                           | 11,431,480    | 11,126,210    |
| Long-term debt                           | 67,750        | 76,078        |
| Total shareholders' equity               | 1,668,465     | 1,624,496     |

## Common Share Data:

|                               |         |         |
|-------------------------------|---------|---------|
| Basic earnings per share      | \$ 0.24 | \$ 0.33 |
| Diluted earnings per share    | 0.24    | 0.33    |
| Cash dividends per share      | 0.10    | 0.075   |
| Book value per share          | 17.79   | 17.04   |
| Tangible book value per share | 14.49   | 13.78   |
| Dividend payout ratio         | 41.85 % | 22.40 % |

## Financial Ratios (Annualized):

|  |        |        |
|--|--------|--------|
| Return on average assets                         | 0.65 % | 0.97 % |
| Return on average shareholders' equity           | 5.44   | 8.06   |
| Total shareholders' equity to total assets       | 12.06  | 12.07  |
| Tangible shareholders' equity to tangible assets | 10.05  | 9.99   |
| Net interest margin-fully taxable equivalent     | 3.56   | 3.56   |

## Credit Quality Ratios (Annualized):

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|   |        |   |        |   |
|---|--------|---|--------|---|
| Net charge-offs to average loans and leases             | 0.04   | % | 0.03   | % |
| Provision for credit losses to average loans and leases | 0.04   |   | (0.21) |   |
| Allowance for credit losses to net loans and leases     | 1.21   |   | 1.40   |   |
| Allowance for credit losses to NPLs                     | 134.23 |   | 222.33 |   |
| Allowance for credit losses to NPAs                     | 118.31 |   | 152.94 |   |
| NPLs to net loans and leases                            | 0.90   |   | 0.63   |   |
| NPAs to net loans and leases                            | 1.02   |   | 0.92   |   |
| Capital Adequacy:                                       |        |   |        |   |
| Common equity Tier 1 capital                            | 12.14  | % | 12.60  | % |
| Tier 1 capital  | 12.34  |   | 12.60  |   |
| Total capital   | 13.43  |   | 13.83  |   |
| Tier 1 leverage capital                                 | 10.61  |   | 10.30  |   |

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In addition to financial ratios based on measures defined by U.S. GAAP, the Company utilizes tangible shareholders' equity, tangible asset and tangible book value per share measures when evaluating the performance of the Company. Tangible shareholders' equity is defined by the Company as total shareholders' equity less goodwill and identifiable intangible assets. Tangible assets are defined by the Company as total assets less goodwill and identifiable intangible assets. Management believes the ratio of tangible shareholders' equity to tangible assets to be important to investors who are interested in evaluating the adequacy of the Company's capital levels. Tangible book value per share is defined by the Company as tangible shareholders' equity divided by total common shares outstanding. Management believes that tangible book value per share is important to investors who are interested in changes from period to period in book value per share exclusive of changes in intangible assets. The following table reconciles tangible shareholders' equity, tangible assets and tangible book value per share as presented above to U.S. GAAP financial measures as reflected in the Company's unaudited consolidated financial statements:

|  | March 31,<br>2016                             | 2015          |      |   |
|--|---|---------------|------|---|
|  | (Dollars in thousands, except per share data) |               |      |   |
| Tangible Assets:                                 |   |               |      |   |
| Total assets                                     | \$ 13,926,398                                 | \$ 13,630,322 |      |   |
| Less: Goodwill                                   | 291,498                                       | 291,498       |      |   |
| Other identifiable intangible assets             | 19,664  | 23,476        |      |   |
| Total tangible assets                            | \$ 13,615,236                                 | \$ 13,315,348 |      |   |
| Tangible Shareholders' Equity:                   |   |               |      |   |
| Total shareholders' equity                       | \$ 1,679,793                                  | \$ 1,645,208  |      |   |
| Less: Goodwill                                   | 291,498                                       | 291,498       |      |   |
| Other identifiable intangible assets             | 19,664  | 23,476        |      |   |
| Total tangible shareholders' equity              | \$ 1,368,631                                  | \$ 1,330,234  |      |   |
| Total common shares outstanding                  | 94,438,626                                    | 96,544,502    |      |   |
| Tangible shareholders' equity to tangible assets | 10.05   | %             | 9.99 | % |
| Tangible book value per share                    | \$ 14.49                                      | \$ 13.78      |      |   |

## FINANCIAL HIGHLIGHTS

The Company reported net income of \$22.5 million for the first quarter of 2016, compared to net income of \$32.3 million for the same quarter of 2015. A factor contributing to the decrease in net income for the three months ended March 31, 2016 was the increase in interest revenue being more than offset by the increase in noninterest expense, as noninterest expense was \$142.3 million for the first quarter of 2016, compared to \$136.9 million for the first quarter of 2015. The increase in noninterest expense for the comparable three-month periods is a result of a regulatory settlement charge of \$10.3 million being recorded in the first quarter of 2016 and no such charge occurring in the first quarter of 2015. Another factor contributing to the decrease in net income was the provision for credit losses of \$1.0 million for the three months ended March 31, 2016 compared to a negative provision of \$5.0 million for the three

months ended March 31, 2015. The negative provision for credit losses during the first quarter of 2015 reflected the impact of elevated levels of recoveries and continued improvement in portfolio credit. Net chargeoffs were \$1.0 million, or 0.04% of average loans and leases, during the first quarter of 2016, compared to net charge-offs of approximately \$783,000, or 0.03% of average loans and leases, during the first quarter of 2015.

The primary source of revenue for the Company is the net interest revenue earned by the Bank. Net interest revenue is the difference between interest earned on loans, investments and other earning assets and interest paid on deposits and other obligations. Net interest revenue was \$111.2 million for the first quarter of 2016, an increase of \$5.1 million, or 4.8%, from \$106.1 million for the first quarter of 2015. Net interest revenue is affected by the general level of interest rates, changes in interest rates and changes in the amount and composition of interest earning assets and interest-bearing liabilities. The Company's objective is to manage those assets and liabilities to maximize net interest revenue, while balancing interest rate, credit, liquidity and capital risks. The increase in net

interest revenue for the first quarter of 2016 compared to the first quarter of 2015 was primarily a result of the increase in interest revenue related to loans and leases due to the increasing loan portfolio coupled with the decrease in interest expense related to the decrease in rates paid on interest-bearing liabilities. Rates paid on interest-bearing liabilities decreased as a result of reduced average balances and rates on other time deposits.

Interest revenue increased \$4.5 million or 3.9%, in the first quarter of 2016 compared to the first quarter of 2015. The Company has managed to increase loans as new loan production more than offset loan runoff in most loan categories since March 31, 2015. The decrease in interest expense was the result of a decrease in other time deposits and the corresponding rates, which resulted in a decrease in total interest expense of approximately \$611,000, or 8.2%, in the first quarter of 2016 compared to the first quarter of 2015.

The Company attempts to diversify its revenue stream by increasing the amount of revenue received from mortgage lending operations, insurance agency activities, brokerage and securities activities and other activities that generate fee income. Management believes this diversification is important to reduce the impact of fluctuations in net interest revenue on the overall operating results of the Company. Noninterest revenue decreased \$7.8 million, or 10.6%, for the first quarter of 2016 compared to the first quarter of 2015. One of the primary contributors to the fluctuations in noninterest revenue was mortgage lending revenue. Mortgage lending revenue decreased to \$2.6 million for the first quarter of 2016 compared to \$8.6 million for the first quarter of 2015. The first quarter decrease in mortgage lending revenue was impacted by the change in MSR's. The fair value of MSR's decreased \$8.0 million during the first quarter of 2016 compared to \$3.0 million during the first quarter of 2015. Mortgage origination volume remained consistent at \$315.4 million for the first quarter of 2016 compared to \$311.1 million for the first quarter of 2015.

Insurance Commissions remained relatively stable for the first three months of 2016 compared to the first three months of 2015. Wealth management revenue decreased to \$5.1 million during the first three months ended March 31, 2016 compared to \$6.2 million during the first three months ended March 31, 2015 as a result of fewer sales of brokerage and annuity products. There were no significant non-recurring noninterest revenue items during the first three months of 2016 or 2015.

Total noninterest expense increased 3.9% to \$142.3 million for the first quarter of 2016 compared to \$136.9 million for the first quarter of 2015. The increase in noninterest expense during the first three months of 2016 compared to the first three months of 2015 was primarily a result of a pre-tax charge of \$10.3 million related to a probable and estimable liability associated with an ongoing regulatory matter. The major components of net income are discussed in more detail below.

## RESULTS OF OPERATIONS

### Net Interest Revenue

Net interest revenue is the difference between interest revenue earned on assets, such as loans, leases and securities, and interest expense paid on liabilities, such as deposits and borrowings, and continues to provide the Company with its principal source of revenue. Net interest revenue is affected by the general level of interest rates, changes in interest rates and changes in the amount and composition of interest-earning assets and interest-bearing liabilities. The Company's long-term objective is to manage interest-earning assets and interest-bearing liabilities to

maximize net interest revenue, while balancing interest rate, credit and liquidity risk. Net interest margin is determined by dividing fully taxable equivalent net interest revenue by average earning assets. For purposes of the following discussion, revenue from tax-exempt loans and investment securities has been adjusted to a fully taxable equivalent (“FTE”) basis, using an effective tax rate of 35%. The following table presents average interest earning assets, average interest-bearing liabilities, net interest revenue-FTE, net interest margin-FTE and net interest rate spread for the three months ended March 31, 2016 and 2015:

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|  | Three months ended March 31,<br>2016 |          |                | 2015               |          |                |
|--|--------------------------------------|----------|----------------|--------------------|----------|----------------|
|  | Average<br>Balance                   | Interest | Yield/<br>Rate | Average<br>Balance | Interest | Yield/<br>Rate |
| <b>ASSETS</b>  |                                      |          |                |                    |          |                |
| (Dollars in millions, yields on taxable equivalent basis)  |                                      |          |                |                    |          |                |
| Loans and leases (net of unearned income) (1)(2)   | \$ 10,372.9                          | \$ 108.7 | 4.22%          | \$ 9,671.0         | \$ 103.1 | 4.32%          |
| Loans held for sale  | 103.2                                | 1.0      | 3.83%          | 109.3              | 0.9      | 3.36%          |
| Available-for-sale securities:   |                                      |          |                |                    |          |                |
| Taxable  | 1,687.5                              | 5.9      | 1.40%          | 1,800.9            | 6.8      | 1.54%          |
| Non-taxable (3)  | 350.3                                | 4.7      | 5.36%          | 390.1              | 5.2      | 5.40%          |
| Federal funds sold, securities purchased under agreement to resell and short-term investments                                      | 316.1                                | 0.2      | 0.33%          | 426.8              | 0.2      | 0.22%          |
| Total interest earning assets and revenue  | 12,830.0                             | 120.5    | 3.78%          | 12,398.1           | 116.2    | 3.80%          |
| Other assets   | 1,148.3                              |          |                | 1,200.9            |          |                |
| Less: Allowance for credit losses  | (126.6)                              |          |                | (141.3)            |          |                |
| Total  | \$ 13,851.7                          |          |                | \$ 13,457.7        |          |                |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                                      |          |                |                    |          |                |
| Deposits:  |                                      |          |                |                    |          |                |
| Demand - interest bearing  | \$ 5,102.6                           | \$ 2.2   | 0.17%          | \$ 4,985.6         | \$ 2.2   | 0.18%          |
| Savings  | 1,468.3                              | 0.4      | 0.12%          | 1,358.6            | 0.4      | 0.12%          |
| Other time   | 1,845.7                              | 3.4      | 0.73%          | 1,974.2            | 4.0      | 0.82%          |
| Federal funds purchased, securities sold under agreement to repurchase, short-term FHLB borrowings and other short term borrowings | 441.7                                | 0.1      | 0.14%          | 401.3              | 0.1      | 0.12%          |
| Junior subordinated debt securities  | 23.2                                 | 0.2      | 3.18%          | 23.2               | 0.2      | 2.84%          |
| Long-term debt   | 67.8                                 | 0.5      | 3.08%          | 76.1               | 0.5      | 2.88%          |
| Total interest bearing liabilities and expense   | 8,949.3                              | 6.8      | 0.31%          | 8,819.0            | 7.4      | 0.34%          |
| Demand deposits - noninterest bearing  | 3,014.9                              |          |                | 2,807.8            |          |                |
| Other liabilities  | 219.0                                |          |                | 206.4              |          |                |
| Total liabilities  | 12,183.2                             |          |                | 11,833.2           |          |                |
| Shareholders' equity   | 1,668.5                              |          |                | 1,624.5            |          |                |
| Total  | \$ 13,851.7                          |          |                | \$ 13,457.7        |          |                |
| Net interest revenue-FTE   |                                      | \$ 113.7 |                |                    | \$ 108.8 |                |
| Net interest margin-FTE  |                                      |          | 3.56%          |                    |          | 3.56%          |
| Net interest rate spread   |                                      |          | 3.47%          |                    |          | 3.46%          |
| Interest bearing liabilities to interest earning assets  |                                      |          | 69.75%         |                    |          | 71.13%         |

(1) Includes taxable equivalent adjustment to interest of \$0.9 million for both the three months ended March 31, 2016 and 2015, using an effective tax rate of 35%.

(2) Includes non-accrual loans.

(3) Includes taxable equivalent adjustment to interest of \$1.7 million and \$1.9 million for the three months ended March 31, 2016 and 2015, respectively, using an effective tax rate of 35%.

Net interest revenue-FTE for the three-month period ended March 31, 2016 increased \$4.9 million, or 4.5%, compared to the same period in 2015. The increase in net interest revenue-FTE for the comparable three-month periods was primarily a result of the increase in interest revenue-FTE related to the increase in average earning assets combined with the decrease in interest expense related to the decrease in rates on interest-bearing liabilities exceeding the effects of decreased yields on earning assets and increased average interest-bearing

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liabilities. The increase in earning assets was a result of loan run-off being more than replaced with new lower yielding loans. The decrease in earning asset yields was primarily a result of declining loan yields as interest rates continue to be at historically low levels. Rates on interest-bearing liabilities decreased as a result of decreases in the average balance and rates paid on other time deposits.

Interest revenue-FTE for the three-month period ended March 31, 2016 increased \$4.3 million, or 3.7%, compared to the same period in 2015. The increase in interest revenue-FTE for this period was a result of the declining loan yields, as interest rates continued to be at historically low levels, being more than offset by loan growth noticed during the first quarter of 2016. The yield on average interest-earning assets decreased 2 basis points for the first quarter of 2016 compared to the same period in 2015. Average interest-earning assets increased \$431.9 million, or 3.5%, for the three-month period ended March 31, 2016, compared to the same period in 2015.

Interest expense for the three-month period ended March 31, 2016 decreased approximately \$600,000, or 8.1%, compared to the same period in 2015. The decrease in interest expense for these periods was a result of the decrease in other time deposits and their corresponding rates. Average rates paid on interest-bearing liabilities decreased 3 basis points for the first quarter of 2016 compared to the first quarter of 2015. Average interest-bearing liabilities increased \$130.3 million, or 1.5%, for the first quarter of 2016 compared to the first quarter of 2015. The increase in average interest-bearing liabilities for these periods was primarily a result of increases in average interest-bearing demand and savings deposits more than offsetting the decrease in other time deposits.

Net interest margin-FTE was 3.56% for both the three months ended March 31, 2016 and the three months ended March 31, 2015.

#### Interest Rate Sensitivity

The interest rate sensitivity gap is the difference between the maturity or re-pricing opportunities of interest sensitive assets and interest sensitive liabilities for a given period of time. A prime objective of the Company's asset/liability management is to maximize net interest margin while maintaining a reasonable mix of interest sensitive assets and liabilities. The following table presents the Company's interest rate sensitivity at March 31, 2016:

Interest Rate Sensitivity - Maturing or Repricing Opportunities

|  | 0 to 90<br>Days | 91 Days<br>to<br>One Year | Over One<br>Year to<br>Five Years | Over<br>Five Years |
|--|-----------------|---------------------------|-----------------------------------|--------------------|
|--|-----------------|---------------------------|-----------------------------------|--------------------|

(In thousands)

|  |                |                |              |              |
|--|----------------|----------------|--------------|--------------|
| Interest earning assets:   |                |                |              |              |
| Interest bearing deposits with banks   | \$ 148,915     | \$ -           | \$ -         | \$ -         |
| Available-for-sale and trading securities  | 137,664        | 375,051        | 1,398,595    | 105,063      |
| Loans and leases, net of unearned income   | 3,533,962      | 2,249,875      | 3,821,965    | 838,895      |
| Loans held for sale  | 150,046        | -              | -            | -            |
| Total interest earning assets  | 3,970,587      | 2,624,926      | 5,220,560    | 943,958      |
| Interest bearing liabilities:  |                |                |              |              |
| Interest bearing demand and savings deposits   | 6,540,507      | -              | -            | -            |
| Other time deposits  | 310,487        | 744,162        | 787,899      | 321          |
| Federal funds purchased and securities<br>sold under agreement to repurchase,<br>short-term FHLB borrowings and other<br>short-term borrowings | 431,089        | -              | -            | -            |
| Long-term debt and junior<br>subordinated debt securities  | -              | -              | 67,681       | 23,198       |
| Other  | 4              | -              | -            | -            |
| Total interest bearing liabilities   | 7,282,087      | 744,162        | 855,580      | 23,519       |
| Interest rate sensitivity gap  | \$ (3,311,500) | \$ 1,880,764   | \$ 4,364,980 | \$ 920,439   |
| Cumulative interest sensitivity gap  | \$ (3,311,500) | \$ (1,430,736) | \$ 2,934,244 | \$ 3,854,683 |

In the event interest rates increase after March 31, 2016, based on this interest rate sensitivity gap, the Company could experience decreased net interest revenue in the following one-year period, as the cost of funds could increase at a more rapid rate than interest revenue on interest-earning assets. However, the Company's historical repricing sensitivity on interest-bearing demand deposits and savings suggests that these deposits, while having the ability to reprice in conjunction with rising market rates, often exhibit less repricing sensitivity to a change in market rates, thereby somewhat reducing the exposure to rising interest rates. In the event interest rates decline after March 31, 2016, based on this interest rate sensitivity gap, it is possible that the Company could experience slightly increased net interest revenue in the following one-year period. However, any potential benefit to net interest revenue in a falling rate environment is mitigated by implied rate floors on interest-bearing demand deposits and savings resulting from the historically low interest rate environment. It should be noted that the balances shown in the table above are at March 31, 2016 and may not be reflective of positions at other times during the year or in subsequent periods. Allocations to specific interest rate sensitivity periods are based on the earlier of maturity or repricing dates. The elevated liability sensitivity in the 0 to 90 day category as compared to other categories was primarily a result of the Company's utilization of shorter term, lower cost deposits to fund earning assets.

As of March 31, 2016, the Bank had \$2.4 billion in variable rate loans with interest rates determined by a floor, or minimum rate. This portion of the loan portfolio had an average interest rate earned of 4.14%, an average maturity of 174 months and a fully-indexed interest rate of 4.14% at March 31, 2016. The fully-indexed interest rate is the interest rate that these loans would be earning without the effect of interest rate floors. While the Bank benefits from interest rate floors in the current interest rate environment, loans currently earning their floored interest rate may not experience an immediate impact on the interest rate earned should key indices rise. Key indices include, but are not limited to, the Bank's prime rate, the Wall Street Journal prime rate and the London Interbank Offering Rate. At

March 31, 2016, the Company had \$528.0 million, \$3.4 billion and \$701.1 million in variable rate loans with interest rates tied to the Bank's prime rate, the Wall Street Journal prime rate and the London Interbank Offering Rate, respectively. The Bank's net interest margin may be negatively impacted by the timing and magnitude of a rise in key indices.

## Interest Rate Risk Management

Interest rate risk refers to the potential changes in net interest income and Economic Value of Equity (“EVE”) resulting from adverse movements in interest rates. EVE is defined as the net present value of the balance sheet’s cash flow. EVE is calculated by discounting projected principal and interest cash flows under the current interest rate environment. The present value of asset cash flows less the present value of liability cash flows derives the net present value of the Company’s balance sheet. The Company’s Asset / Liability Committee utilizes financial simulation models to measure interest rate exposure. These models are designed to simulate the cash flow and accrual characteristics of the Company’s balance sheet. In addition, the models incorporate assumptions about the direction and volatility of interest rates, the slope of the yield curve, and the changing composition of the Company’s balance sheet arising from both strategic plans and customer behavior. Finally, management makes assumptions regarding loan and deposit growth, pricing, and prepayment speeds.

The sensitivity analysis included in the tables below delineates the percentage change in net interest income and EVE derived from instantaneous parallel rate shifts of plus and minus 400, 300, 200 and 100 basis points. The impact of minus 400, 300, 200 and 100 basis point rate shocks as of March 31, 2016 and 2015 was not considered meaningful because of the historically low interest rate environment. However, the risk exposure should be mitigated by any downward rate shifts. Variances were calculated from the base case scenario, which reflected prevailing market rates, and the net interest income forecasts used in the calculations spanned 12 months for each scenario.

For the tables below, average life assumptions and beta values for non-maturity deposits were estimated based on the historical behavior rather than assuming an average life of one day and a beta value of 1, or 100%. Historical behavior suggests that non-maturity deposits have longer average lives for which to discount expected cash flows and lower beta values for which to re-price expected cash flows. The former results in a higher premium derived from the present value calculation, while the latter results in a slower rate of change and lower change in interest rate paid given a change in market rates. Both have a positive impact on the EVE calculation for rising rate shocks. Calculations using these assumptions are designed to delineate more precise risk exposure under the various shock scenarios. While the falling rate shocks are not considered meaningful in the historically low interest rate environment, the risk profile would be negatively impacted by downward rate shifts under these assumptions.

| Rate Shock        | Net Interest Income       |                |
|-------------------|---------------------------|----------------|
|                   | % Variance from Base Case |                |
|                   | Scenario                  |                |
|                   | March 31, 2016            | March 31, 2015 |
| +400 basis points | 9.5%                      | 7.9%           |
| +300 basis points | 10.8%                     | 9.6%           |
| +200 basis points | 10.4%                     | 9.3%           |
| +100 basis points | 5.2%                      | 4.1%           |
| -100 basis points | NM                        | NM             |
| -200 basis points | NM                        | NM             |
| -300 basis points | NM                        | NM             |
| -400 basis points | NM                        | NM             |

NM=not meaningful

| Rate Shock        | Economic Value of Equity<br>% Variance from Base Case |                |
|-------------------|---|----------------|
|                   | Scenario  |                |
|                   | March 31, 2016  | March 31, 2015 |
| +400 basis points | 27.9%   | 30.6%          |
| +300 basis points | 21.5%   | 23.3%          |
| +200 basis points | 14.4%   | 14.3%          |
| +100 basis points | 6.9%  | 6.9%           |
| -100 basis points | NM  | NM             |
| -200 basis points | NM  | NM             |
| -300 basis points | NM  | NM             |
| -400 basis points | NM  | NM             |

NM=not meaningful

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In addition to instantaneous rate shocks, the Company monitors interest rate exposure through simulations of gradual interest rate changes over a 12-month time horizon. The results of these analyses are included in the following table:

|                   | Net Interest Income       |                |
|-------------------|---------------------------|----------------|
|                   | % Variance from Base Case |                |
|                   | Scenario                  |                |
| Rate Ramp         | March 31, 2016            | March 31, 2015 |
| +200 basis points | 4.5%                      | 3.6%           |
| -200 basis points | NM                        | NM             |

NM=not meaningful

#### Provision for Credit Losses and Allowance for Credit Losses

In the normal course of business, the Bank assumes risks in extending credit. The Bank manages these risks through underwriting in accordance with its lending policies, loan review procedures and the diversification of its loan and lease portfolio. Although it is not possible to predict credit losses with certainty, management regularly reviews the characteristics of the loan and lease portfolio to determine its overall risk profile and quality.

The provision for credit losses is the periodic cost of providing an allowance or reserve for estimated probable losses on loans and leases. The Board of Directors has appointed a Credit Committee, composed of senior management and loan administration staff which meets on a quarterly basis or more frequently if required to review the recommendations of several internal working groups developed for specific purposes including the allowance for loans and lease losses, impairments and charge-offs. The allowance for loan and lease losses group (“ALLL group”) bases its estimates of credit losses on three primary components: (1) estimates of inherent losses that may exist in various segments of performing loans and leases; (2) specifically identified losses in individually analyzed credits; and (3) qualitative factors that may impact the performance of the loan and lease portfolio. Factors such as financial condition of the borrower and guarantor, recent credit performance, delinquency, liquidity, cash flows, collateral type and value are used to assess credit risk. Expected loss estimates are influenced by the historical losses experienced by the Bank for loans and leases of comparable creditworthiness and structure. Specific loss assessments are performed for loans and leases of significant size and delinquency based upon the collateral protection and expected future cash flows to determine the amount of impairment under FASB ASC 310, Receivables (“FASB ASC 310”). In addition, qualitative factors such as changes in economic and business conditions, concentrations of risk, acquisitions and changes in portfolio risk resulting from regulatory changes are considered in determining the adequacy of the level of the allowance for credit losses.

Attention is paid to the quality of the loan and lease portfolio through a formal loan review process. An independent loan review department of the Bank is responsible for reviewing the credit rating and classification of individual credits and assessing trends in the portfolio, adherence to internal credit policies and procedures and other factors that may affect the overall adequacy of the allowance for credit losses. The ALLL group is responsible for ensuring that the allowance for credit losses provides coverage of both known and inherent losses. The ALLL group meets at least quarterly to determine the amount of adjustments to the allowance for credit losses. The ALLL group is composed of senior management from the Bank’s loan administration and finance departments. In 2010, the Bank established an impairment group. The impairment group is responsible for evaluating loans that have been specifically identified through various channels, including examination of the Bank’s watch list, past due listings, findings of the internal loan review department, loan officer assessments and loans to borrowers or industries known to be experiencing problems. For all loans identified, the responsible loan officer in conjunction with his or her credit administrator is

required to prepare an impairment analysis to be reviewed by the impairment group. The impairment group deems that a loan is impaired if it is probable that the Company will be unable to collect all the contractual principal and interest on the loan. The impairment group also evaluates the circumstances surrounding the loan in order to determine if the loan officer used the most appropriate method for assessing the impairment of the loan (i.e., present value of expected future cash flows, observable market price or fair value of the underlying collateral). The impairment group meets on a monthly basis.

If concessions are granted to a borrower as a result of its financial difficulties, the loan is classified as a troubled debt restructuring ("TDR") and analyzed for possible impairment as part of the credit approval process. TDRs are reserved in accordance with FASB ASC 310 in the same manner as impaired loans that are not TDRs. Should the borrower's financial condition, collateral protection or performance deteriorate, warranting reassessment of the loan rating or impairment, additional reserves may be required.

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Loans of \$500,000 or more that become 60 or more days past due are identified for review by the impairment group, which decides whether an impairment exists and to what extent a specific allowance for credit loss should be made. Loans that do not meet these requirements may also be identified by management for impairment review, particularly if the loan is a small loan that is part of a larger relationship. Loans subject to such review are evaluated as to collateral dependency, current collateral value, guarantor or other financial support and likely disposition. Each such loan is individually evaluated for impairment. The impairment evaluation of real estate loans generally focuses on the fair value of underlying collateral obtained from appraisals, as the repayment of these loans may be dependent on the liquidation of the collateral. In certain circumstances, other information such as comparable sales data is deemed to be a more reliable indicator of fair value of the underlying collateral than the most recent appraisal. In these instances, such information is used in determining the impairment recorded for the loan. As the repayment of commercial and industrial loans is generally dependent upon the cash flow of the borrower or guarantor support, the impairment evaluation generally focuses on the discounted future cash flows of the borrower or guarantor support, as well as the projected liquidation of any pledged collateral. The impairment group reviews the results of each evaluation and approves the final impairment amounts, which are then included in the analysis of the adequacy of the allowance for credit losses in accordance with FASB ASC 310. Loans identified for impairment are placed in non-accrual status.

A new appraisal is generally ordered for loans greater than \$500,000 that have characteristics of potential impairment such as delinquency or other loan-specific factors identified by management, when a current appraisal (dated within the prior 12 months) is not available or when a current appraisal uses assumptions that are not consistent with the expected disposition of the loan collateral. In order to measure impairment properly at the time that a loan is deemed to be impaired, a staff appraiser may estimate the collateral fair value based upon earlier appraisals, sales contracts, approved foreclosure bids, comparable sales, officer estimates or current market conditions until a new appraisal is received. This estimate can be used to determine the extent of the impairment on the loan. After a loan is deemed to be impaired, it is management's policy to obtain an updated appraisal on at least an annual basis. Management performs a review of the pertinent facts and circumstances of each impaired loan, such as changes in outstanding balances, information received from loan officers and receipt of re-appraisals, on a monthly basis. As of each review date, management considers whether additional impairment should be recorded based on recent activity related to the loan-specific collateral as well as other relevant comparable assets. Any adjustment to reflect further impairments, either as a result of management's periodic review or as a result of an updated appraisal, are made through recording additional loan loss provisions or charge-offs.

At March 31, 2016, impaired loans totaled \$49.6 million, which was net of cumulative charge-offs of \$10.7 million. Additionally, the Company had specific reserves for impaired loans of \$2.3 million included in the allowance for credit losses. Impaired loans at March 31, 2016 were primarily from the Company's commercial real estate and commercial and industrial-owner occupied portfolios. Impaired loan charge-offs are determined necessary when management does not anticipate any future recovery of collateral values. The loans were evaluated for impairment based on the fair value of the underlying collateral securing the loan. As part of the impairment review process, appraisals are used to determine the property values. The appraised values that are used are generally based on the disposition value of the property, which assumes Bank ownership of the property "as-is" and a 180-360 day marketing period. If a current appraisal or one with an inspection date within the past 12 months using the necessary assumptions is not available, a new third-party appraisal is ordered. In cases where an impairment exists and a current appraisal is not available at the time of review, a staff appraiser may determine an estimated value based upon earlier appraisals, the sales contract, approved foreclosure bids, comparable sales, comparable appraisals, officer estimates or current market conditions until a new appraisal is received. After a new appraisal is received, the value used in the review will be updated and any adjustments to reflect further impairments are made. Appraisals are obtained from state-certified appraisers based on certain assumptions which may include foreclosure status, bank ownership, OREO marketing period of 180-360 days, costs to sell, construction or development status and the highest and best use of the property. A staff appraiser may make adjustments to appraisals based on sales contracts, comparable sales and other pertinent information if an appraisal does not incorporate the effect of these assumptions.



When a guarantor is relied upon as a source of repayment, it is the Company's policy to analyze the strength of the guaranty. This analysis varies based on circumstances, but may include a review of the guarantor's personal and business financial statements and credit history, a review of the guarantor's tax returns and the preparation of a cash flow analysis of the guarantor. Management will continue to update its analysis on individual guarantors as circumstances change. Because of the continued weakness in the economy, subsequent analyses may result in the identification of the inability of some guarantors to perform under the agreed upon terms.

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Any loan or portion thereof which is classified as “loss” by regulatory examiners or which is determined by management to be uncollectible, because of factors such as the borrower’s failure to pay interest or principal, the borrower’s financial condition, economic conditions in the borrower’s industry or the inadequacy of underlying collateral, is charged off.

The following table provides an analysis of the allowance for credit losses for the periods indicated:

|   | Three months ended     |              |
|---|------------------------|--------------|
|   | March 31,              |              |
|   | 2016                   | 2015         |
|   | (Dollars in thousands) |              |
| Balance, beginning of period                          | \$ 126,458             | \$ 142,443   |
| Loans and leases charged off:                         |                        |              |
| Commercial and industrial                             | (140)                  | (383)        |
| Real estate   |                        |              |
| Consumer mortgages                                    | (710)                  | (892)        |
| Home equity   | (550)                  | (498)        |
| Agricultural  | (11)                   | (8)          |
| Commercial and industrial-owner occupied              | (154)                  | (394)        |
| Construction, acquisition and development             | (226)                  | (343)        |
| Commercial real estate                                | (245)                  | (1,007)      |
| Credit cards  | (720)                  | (676)        |
| All other   | (487)                  | (579)        |
| Total loans charged off                               | (3,243)                | (4,780)      |
| Recoveries:   |                        |              |
| Commercial and industrial                             | 212                    | 502          |
| Real estate   |                        |              |
| Consumer mortgages                                    | 455                    | 612          |
| Home equity   | 80                     | 241          |
| Agricultural  | 36                     | 269          |
| Commercial and industrial-owner occupied              | 125                    | 550          |
| Construction, acquisition and development             | 272                    | 604          |
| Commercial real estate                                | 683                    | 720          |
| Credit cards  | 181                    | 153          |
| All other   | 247                    | 346          |
| Total recoveries                                      | 2,291                  | 3,997        |
| Net charge-offs                                       | (952)                  | (783)        |
| Provision charged to operating expense                | 1,000                  | (5,000)      |
| Balance, end of period                                | \$ 126,506             | \$ 136,660   |
| Average loans for period                              | \$ 10,372,925          | \$ 9,670,987 |
| Ratios:   |                        |              |
| Net charge-offs to average loans (annualized)         | 0.04%                  | 0.03%        |
| Provision for credit losses to average                |                        |              |
| loans and leases, net of unearned income (annualized) | 0.04%                  | (0.21%)      |
| Allowance for credit losses to loans                  |                        |              |
| and leases, net of unearned income                    | 1.21%                  | 1.40%        |



Net chargeoffs were \$1.0 million in the first quarter of 2016 compared to approximately \$783,000 in the first quarter of 2015. Continued loan growth contributed to a provision for credit losses of \$1.0 million being recorded in the first quarter of 2016 compared to a negative \$5.0 million provision recorded in the first quarter of 2015.

Annualized net chargeoffs as a percentage of average loans and leases for the first quarter of 2016 were 0.04% and were consistent with 0.03% for the first quarter of 2015. Total charge-offs were \$3.2 million for the three-month period ended March 31, 2016 compared to \$4.8 million for the three-month period ended March 31, 2015 with 44.1% of the first three months of 2016 charge-offs being noticed in the consumer real estate and credit card portfolios. Total recoveries were \$2.3 million for the three-month period ended March 31, 2016 compared to \$4.0 million for the three-month period ended March 31, 2015 with 29.8% of the first three months 2016 recoveries being received in the commercial real estate portfolio.

A \$1.0 million provision for credit losses was recorded for the first three months of 2016 while a \$5.0 million negative provision was recorded for the first three months of 2015. The provision for credit losses for the first three months of 2016 was primarily a result of continued loan growth combined with stable credit quality metrics. The negative provision for credit losses for the first three months of 2015 was a result of improving credit trends, including the decrease in net charge-offs, fewer loans being identified for impairment, continued stabilization in values of previously impaired loans, and a significant decrease in NPLs. As of March 31, 2016 and 2015, 61% and 46%, respectively, of nonaccrual loans had been charged down to net realizable value or had specific reserves to reflect recent appraised values. As a result, impaired loans had an aggregate net book value of 82% and 84% of their contractual principal balance at March 31, 2016 and 2015, respectively.

The allowance for credit losses decreased \$10.2 million to \$126.5 million at March 31, 2016 compared to \$136.7 million at March 31, 2015. The decrease was a result of improving credit metrics since March 31, 2015, including reductions in classified loans and lower net charge-off levels.

The breakdown of the allowance by loan and lease category is based, in part, on evaluations of specific loan and lease histories and on economic conditions within specific industries or geographical areas. Accordingly, because all of these conditions are subject to change, the allocation is not necessarily indicative of the breakdown of any future allowance or losses. The following table presents (i) the breakdown of the allowance for credit losses by segment and class and (ii) the percentage of each segment and class in the loan and lease portfolio to total loans and leases at the dates indicated:

|  | March 31,<br>2016  |   | 2015                                 |   | December 31,<br>2015                 |   |   |  |
|--|--|---|--------------------------------------|---|--------------------------------------|---|---|--|
|  | Allowance<br>for<br>Credit<br>Losses<br>(Dollars in thousands) | % of<br>Total<br>Loans<br>and<br>Leases | Allowance<br>for<br>Credit<br>Losses | % of<br>Total<br>Loans<br>and<br>Leases | Allowance<br>for<br>Credit<br>Losses | % of<br>Total<br>Loans<br>and<br>Leases |   |  |
| Commercial and industrial<br>Real estate | \$19,280   | 16.4                                    | % \$21,021                           | 17.2                                    | % \$ 17,583                          | 16.8                                    | % |  |
| Consumer mortgages                       | 33,346   | 23.7                                    | 39,071                               | 23.6                                    | 33,198                               | 23.8                                    |   |  |
| Home equity                              | 7,033  | 5.8                                     | 9,546                                | 5.5                                     | 6,949                                | 5.7                                     |   |  |
| Agricultural                             | 2,401  | 2.3                                     | 3,146                                | 2.4                                     | 2,524                                | 2.5                                     |   |  |
|  | 14,749   | 15.8                                    | 15,664                               | 15.5                                    | 14,607                               | 15.5                                    |   |  |

|  |           |       |              |       |              |       |   |   |
|--|-----------|-------|--------------|-------|--------------|-------|---|---|
| Commercial and industrial-owner<br>occupied  |           |       |              |       |              |       |   |   |
| Construction, acquisition and<br>development | 14,664    | 9.2   | 9,913        | 9.2   | 15,925       | 9.1   |   |   |
| Commercial real estate                       | 25,413    | 21.3  | 21,502       | 20.4  | 25,508       | 21.0  |   |   |
| Credit cards                                 | 3,240     | 1.0   | 5,319        | 1.1   | 4,047        | 1.1   |   |   |
| All other                                    | 6,380     | 4.5   | 11,478       | 5.1   | 6,117        | 4.5   |   |   |
| Total  | \$126,506 | 100.0 | % \$ 136,660 | 100.0 | % \$ 126,458 | 100.0 | % | % |

## Noninterest Revenue

The components of noninterest revenue for the three months ended March 31, 2016 and 2015 and the corresponding percentage changes are shown in the following tables:

|   | Three months ended<br>March 31, |           | %<br>Change |
|---|---------------------------------|-----------|-------------|
|   | 2016                            | 2015      |             |
|   | (Dollars in thousands)          |           |             |
| Mortgage lending                          | \$ 2,618                        | \$ 8,567  | (69.4)%     |
| Credit card, debit card and merchant fees | 8,961                           | 8,539     | 4.9         |
| Deposit service charges                   | 11,014                          | 11,252    | (2.1)       |
| Securities gains, net                     | 2                               | 14        | (85.7)      |
| Insurance commissions                     | 33,249                          | 33,493    | (0.7)       |
| Trust income*                             | 3,430                           | 4,036     | (15.0)      |
| Annuity fees *                            | 477                             | 558       | (14.5)      |
| Brokerage commissions and fees*           | 1,202                           | 1,616     | (25.6)      |
| Bank-owned life insurance                 | 1,893                           | 1,899     | (0.3)       |
| Other miscellaneous income                | 2,669                           | 3,341     | (20.1)      |
| Total noninterest revenue                 | \$ 65,515                       | \$ 73,315 | (10.6)%     |

\* Included in Wealth Management revenue on the Consolidated Statements of Income

The Company's revenue from mortgage lending typically fluctuates as mortgage interest rates change and is primarily attributable to two activities - origination and sale of new mortgage loans and servicing of mortgage loans. Since mortgage revenue can be significantly affected by changes in the valuation of MSR's in changing interest rate environments, the Company began piloting a hedge of the change in fair value of its MSR's during the fourth quarter of 2015. The Company's normal practice is to originate mortgage loans for sale in the secondary market and to either retain or release the associated MSR's with the loan sold. The Company records MSR's at fair value on a recurring basis with subsequent remeasurement of MSR's based on change in fair value in accordance with FASB ASC 860.

In the course of conducting the Company's mortgage lending activities of originating mortgage loans and selling those loans in the secondary market, various representations and warranties are made to the purchasers of the mortgage loans. These representations and warranties also apply to underwriting the real estate appraisal opinion of value for the collateral securing these loans. Under the representations and warranties, failure by the Company to comply with the underwriting and/or appraisal standards could result in the Company being required to repurchase the mortgage loan or to reimburse the investor for losses incurred (i.e., make whole requests) if such failure cannot be cured by the Company within the specified period following discovery. During the first three months of 2016, three mortgage loans totaling approximately \$63,000 were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. A loss of approximately \$41,000 was recognized related to these repurchased or make whole loans. During 2015, 24 mortgage loans totaling \$2.0 million were repurchased or otherwise settled as a result of underwriting and appraisal standard exceptions or make whole requests. Losses of approximately \$442,000 were recognized related to these repurchased and make whole loans.

At March 31, 2016, the Company had accrued \$1.3 million for its estimate of losses from representation and warranty obligations. The reserve was based on the Company's repurchase and loss trends, and quantitative and qualitative factors that may result in anticipated losses different than historical loss trends, including loan vintage, underwriting characteristics and macroeconomic trends.

Management believes that the Company's foreclosure process related to mortgage loans continues to operate effectively and in compliance with all applicable laws. Before beginning the foreclosure process, a mortgage loan foreclosure working group of the Bank reviews the identified delinquent loan. All documents and activities related to the foreclosure process are executed in-house by mortgage department personnel.

Origination revenue, a component of mortgage lending revenue, is comprised of gains or losses from the sale of the mortgage loans originated, origination fees, underwriting fees and other fees associated with the origination of loans. Mortgage loan origination volumes of \$315.4 million and \$311.1 million produced origination revenue of \$7.2 million and \$8.9 million for the quarters ended March 31, 2016 and 2015, respectively. The

decrease in mortgage origination revenue for the three months ended March 31, 2016 compared to the three months ended March 31, 2015 is a result of the applicable changes in the locked pipelines. During the first quarter of 2016, the locked pipeline increased by \$54.0 million while during the first quarter of 2015 the locked pipeline increased \$122.0 million.

Revenue from the servicing process, another component of mortgage lending revenue, includes fees from the actual servicing of loans. Revenue from the servicing of loans was \$4.7 million and \$4.3 million for the quarters ended March 31, 2016 and 2015, respectively.

Changes in the fair value of the Company's MSR's are generally a result of changes in mortgage interest rates from the previous reporting date. An increase in mortgage interest rates typically results in an increase in the fair value of the MSR's while a decrease in mortgage interest rates typically results in a decrease in the fair value of MSR's. The fair value of MSR's is also impacted by principal payments, prepayments and payoffs on loans in the servicing portfolio. Decreases in value from principal payments, prepayments and payoffs were \$1.4 million and \$1.6 million for the quarters ended March 31, 2016 and 2015, respectively. The Company began piloting a hedge of the change in fair value of its MSR's during the fourth quarter of 2015. As of March 31, 2016, the Company had a hedge in place designed to cover approximately 3% of the MSR value. The Company is susceptible to fluctuations in their value in changing interest rate environments. Reflecting this sensitivity to interest rates, the fair value of MSR's decreased \$8.0 million and \$3.0 million for the quarters ended March 31, 2016 and 2015, respectively.

|                             | Three months ended<br>March 31, |          |             |
|-----------------------------|---------------------------------|----------|-------------|
|                             | 2016                            | 2015     | %<br>Change |
|                             | (Dollars in thousands)          |          |             |
| Mortgage lending:           |                                 |          |             |
| Origination                 | \$ 7,208                        | \$ 8,914 | (19.1)%     |
| Servicing                   | 4,744                           | 4,256    | 11.5        |
| Payoffs/Paydowns            | (1,380)                         | (1,564)  | (11.8)      |
|                             | 10,572                          | 11,606   |             |
| MSR market value adjustment | (7,954)                         | (3,039)  | NM          |
| Mortgage lending revenue    | \$ 2,618                        | \$ 8,567 | (69.4)%     |

|  | (Dollars in millions) |          |     |   |
|--|-----------------------|----------|-----|---|
|  | 2016                  | 2015     |     | % |
| Origination volume   | \$ 315                | \$ 311   | 1.3 | % |
| Outstanding principal balance of mortgage loans serviced at year-end | \$ 6,096              | \$ 5,706 | 6.8 | % |

NM=Not meaningful

Credit card, debit card and merchant fees increased slightly for the comparable three-month periods as a result of new account volume noticed since March 31, 2015. Deposit service charge revenue decreased slightly when comparing the three-month periods ended March 31, 2016 and 2015 due to modifications made on the calculation and assessment of overdraft fees since March 31, 2015.



Net security gains of approximately \$2,000 for the three-month period ended March 31, 2016 and net security gains of approximately \$14,000 for the three-month period ended March 31, 2015 were a result of sales and calls of available-for-sale securities.

Insurance commissions remained relatively stable for the first quarter of 2016 compared to the first quarter of 2015.

Trust income decreased 15.0% during the first quarter of 2016 compared to the first quarter of 2015 as a result of an executor fee taken on a large estate during the first quarter of 2015 with no similar fee noticed in the first quarter of 2016. Annuity fees decreased 14.5% for the first quarter of 2016 compared to the first quarter of 2015 as a result of less annuity sales during the first three months of 2016 compared to the first three months of 2015. Brokerage commissions and fees decreased 25.6% for the comparable three-month period as a result of decreases in sales of all brokerage products. Bank-owned life insurance remained relatively stable for the comparable three-month period. Other miscellaneous income, which includes safe deposit box rental income, gain or loss on disposal of assets, and other non-recurring revenue items decreased 20.1% for the comparable three-month period ended March 31, 2016 and 2015 primarily as a result of decreases in miscellaneous other investment income.

## Noninterest Expense

The components of noninterest expense for the three months ended March 31, 2016 and 2015 and the corresponding percentage changes are shown in the following tables:

|                                | Three months ended<br>March 31, |            | %<br>Change |
|--------------------------------|---------------------------------|------------|-------------|
|                                | 2016                            | 2015       |             |
|                                | (Dollars in thousands)          |            |             |
| Salaries and employee benefits | \$ 82,467                       | \$ 81,179  | 1.6 %       |
| Occupancy, net                 | 10,273                          | 10,194     | 0.8         |
| Equipment                      | 3,765                           | 3,974      | (5.3)       |
| Deposit insurance assessments  | 2,288                           | 2,311      | (1.0)       |
| Regulatory settlement          | 10,277                          | -          | NM          |
| Advertising                    | 633                             | 781        | (19.0)      |
| Foreclosed property expense    | 1,181                           | 1,971      | (40.1)      |
| Telecommunications             | 1,295                           | 1,314      | (1.4)       |
| Public relations               | 661                             | 685        | (3.5)       |
| Data processing                | 6,391                           | 6,002      | 6.5         |
| Computer software              | 2,660                           | 2,606      | 2.1         |
| Amortization of intangibles    | 880                             | 1,032      | (14.7)      |
| Legal fees                     | 4,535                           | 7,681      | (41.0)      |
| Merger expense                 | 1                               | -          | NM          |
| Postage and shipping           | 1,117                           | 1,172      | (4.7)       |
| Other miscellaneous expense    | 13,876                          | 16,031     | (13.4)      |
| Total noninterest expense      | \$ 142,300                      | \$ 136,933 | 3.9 %       |

NM= Not meaningful

Salaries and employee benefit expense remained relatively stable increasing 1.6% for the three months ended March 31, 2016 compared to the same period in 2015. Occupancy expense remained relatively stable for the three months ended March 31, 2016 compared to the same period in 2015. Equipment expense decreased 5.3% for the comparable three-month periods as a result of decreases in depreciation expense. Deposit insurance assessments remained relatively stable for the comparable three-month periods. A pre-tax charge of \$10.3 million was recorded during the first quarter of 2016 related to a probable and estimable liability associated with ongoing regulatory matters.

Foreclosed property expense decreased 40.1% for the comparable three months ended March 31, 2016, as a result of fewer writedowns of foreclosed property. During the first three months of 2016, the Company added \$1.4 million to OREO through foreclosures. Sales of OREO in the first three months of 2016 were \$2.8 million, resulting in a net loss of approximately \$246,000. The components of foreclosed property expense for the three months ended March

31, 2016 and 2015 and the percentage change between periods are shown in the following tables:

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|  | Three months ended<br>March 31, |          | %<br>Change |
|--|---------------------------------|----------|-------------|
|  | 2016                            | 2015     |             |
|  | (Dollars in thousands)          |          |             |
| (Gain) loss on sale of other real estate owned | \$ 246                          | \$ (779) | NM          |
| Writedown of other real estate owned           | 596                             | 2,173    | (72.6)%     |
| Other foreclosed property expense              | 339                             | 577      | (41.2)      |
| Total foreclosed property expense              | \$ 1,181                        | \$ 1,971 | (40.1)%     |

NM= Not meaningful

While the Company experienced some fluctuations in various components of other noninterest expense, the primary fluctuations included the decrease in legal fees and other miscellaneous expense for the first three months of 2016 compared to the first three months of 2015. The decrease in legal and other miscellaneous expense is a result of additional costs recorded during the first quarter of 2015 related to litigation reserves for various legal matters, consulting and compliance services with no similar costs recorded during the first quarter of 2016. These consulting and compliance services were related to BSA and AML compliance remediation.

#### Income Tax

The Company recorded income tax expense of \$10.8 million for the first quarter ended March 31, 2016 and \$15.2 million for the first quarter of 2015. The primary differences between the Company's recorded expense for the first quarter of 2016 and the expense that would have resulted from applying the U.S. statutory tax rate of 35% to the Company's pre-tax income were primarily the effects of tax-exempt income and other tax preference items.

#### FINANCIAL CONDITION

The percentage of earning assets to total assets measures the effectiveness of management's efforts to invest available funds into the most efficient and profitable uses. Earning assets at March 31, 2016 were \$12.8 billion, or 91.6% of total assets, compared with \$12.7 billion, or 91.7% of total assets, at December 31, 2015.

#### Loans and Leases

The Bank's loan and lease portfolio represents the largest single component of the Company's earning asset base, comprising 80.8% of average earning assets during the first quarter of 2016. The Bank's lending activities include both commercial and consumer loans and leases. Loan and lease originations are derived from a number of sources, including direct solicitation by the Bank's loan officers, existing depositors and borrowers, builders, attorneys, walk-in customers and, in some instances, other lenders, real estate broker referrals and mortgage loan companies. The Bank has established systematic procedures for approving and monitoring loans and leases that vary depending on the size and nature of the loan or lease, and applies these procedures in a disciplined manner. The Company's loans and leases are widely diversified by borrower and industry. Loans and leases, net of unearned income, totaled \$10.4 billion at both March 31, 2016 and December 31, 2015.

The following table shows the composition of the Company's gross loans and leases by segment and class at the dates indicated:

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|   | March 31,<br>2016 | 2015         | December 31,<br>2015 |
|---|-------------------|--------------|----------------------|
|   | (In thousands)    |              |                      |
| Commercial and industrial                 | \$ 1,720,574      | \$ 1,682,215 | \$ 1,752,273         |
| Real estate                               |                   |              |                      |
| Consumer mortgages                        | 2,480,828         | 2,301,112    | 2,472,202            |
| Home equity                               | 605,228           | 538,042      | 589,752              |
| Agricultural                              | 239,422           | 236,898      | 259,360              |
| Commercial and industrial-owner occupied  | 1,654,577         | 1,518,153    | 1,617,429            |
| Construction, acquisition and development | 966,362           | 892,730      | 945,045              |
| Commercial real estate                    | 2,233,742         | 1,993,473    | 2,188,048            |
| Credit cards                              | 106,714           | 106,287      | 112,165              |
| All other                                 | 468,081           | 492,645      | 468,052              |
| Gross Loans Total                         | 10,475,528        | 9,761,555    | 10,404,326           |
| Less: Unearned Income                     | 30,831            | 34,585       | 31,548               |
| Net Loans                                 | \$ 10,444,697     | \$ 9,726,970 | \$ 10,372,778        |

The following table shows the Company's loans and leases, net of unearned income by segment, class and geographical location as of March 31, 2016:

|   | Alabama<br>and Florida<br>Panhandle<br>(In thousands) | Arkansas     | Louisiana    | Mississippi  | Missouri   | Tennessee    | Texas   |
|---|---|--------------|--------------|--------------|------------|--------------|---------|
| Commercial and industrial                 | \$ 150,326  | \$ 188,911   | \$ 197,183   | \$ 702,459   | \$ 87,479  | \$ 120,117   | \$      |
| Real estate                               |   |              |              |              |            |              |         |
| Consumer mortgages                        | 298,267   | 327,457      | 221,327      | 805,657      | 76,343     | 277,477      | 454,000 |
| Home equity                               | 91,297  | 41,653       | 65,239       | 223,097      | 23,336     | 144,591      | 14,000  |
| Agricultural                              | 7,714   | 82,747       | 26,854       | 67,290       | 3,196      | 12,274       | 39,000  |
| Commercial and industrial-owner occupied  | 200,951   | 179,923      | 197,650      | 677,771      | 56,581     | 134,104      | 207,000 |
| Construction, acquisition and development | 114,795   | 104,591      | 66,009       | 308,487      | 23,923     | 140,730      | 207,000 |
| Commercial real estate                    | 339,339   | 362,449      | 244,741      | 599,878      | 198,505    | 179,555      | 309,000 |
| Credit cards                              | -   | -            | -            | -            | -          | -            | -       |
| All other                                 | 66,946  | 49,535       | 30,177       | 177,429      | 3,066      | 37,723       | 54,000  |
| Total                                     | \$ 1,269,635  | \$ 1,337,266 | \$ 1,049,180 | \$ 3,562,068 | \$ 472,429 | \$ 1,046,571 | \$      |