

UMPQUA HOLDINGS CORP  
Form 10-Q  
November 05, 2015

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
for the quarterly period ended: September 30, 2015

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: 001-34624

Umpqua Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

OREGON

(State or Other Jurisdiction  
of Incorporation or Organization)

93-1261319

(I.R.S. Employer Identification Number)

One SW Columbia Street, Suite 1200  
Portland, Oregon 97258

(Address of Principal Executive Offices)(Zip Code)

(503) 727-4100

(Registrant's Telephone Number, Including Area Code)

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

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, non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

Yes  No

Indicate the number of shares outstanding for each of the issuer's classes of common stock, as of the latest practical date:

Common stock, no par value: 220,217,028 shares outstanding as of October 31, 2015

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UMPQUA HOLDINGS CORPORATION

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements (unaudited)

## UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands, except shares)

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Noninterest bearing cash	\$283,773	\$282,455
Interest bearing cash and temporary investments (restricted cash of \$70,707 and \$47,717)	673,843	1,322,716
Total cash and cash equivalents	957,616	1,605,171
Investment securities		
Trading, at fair value	9,509	9,999
Available for sale, at fair value	2,482,478	2,298,555
Held to maturity, at amortized cost	4,699	5,211
Loans held for sale (\$395,421 and \$286,802, at fair value)	398,015	286,802
Loans and leases	16,387,934	15,327,732
Allowance for loan and lease losses	(130,133	) (116,167 )
Net loans and leases	16,257,801	15,211,565
Restricted equity securities	46,904	119,334
Premises and equipment, net	330,306	317,834
Goodwill	1,788,640	1,786,225
Other intangible assets, net	48,314	56,733
Residential mortgage servicing rights, at fair value	124,814	117,259
Other real estate owned	23,892	37,942
FDIC indemnification asset	892	4,417
Bank owned life insurance	297,321	294,296
Deferred tax asset, net	149,320	230,442
Other assets	241,783	228,118
Total assets	\$23,162,304	\$22,609,903
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Deposits</b>		
Noninterest bearing	\$5,207,129	\$4,744,804
Interest bearing	12,259,895	12,147,295
Total deposits	17,467,024	16,892,099
Securities sold under agreements to repurchase	323,722	313,321
Term debt	889,358	1,006,395
Junior subordinated debentures, at fair value	253,665	249,294
Junior subordinated debentures, at amortized cost	101,334	101,576
Other liabilities	291,649	269,592
Total liabilities	19,326,752	18,832,277
<b>COMMITMENTS AND CONTINGENCIES (NOTE 9)</b>		
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, no par value, shares authorized: 400,000,000 in 2015 and 2014; issued and outstanding: 220,216,672 in 2015 and 220,161,120 in 2014	3,517,751	3,519,316
Retained earnings	303,729	246,242

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Accumulated other comprehensive income	14,072	12,068
Total shareholders' equity	3,835,552	3,777,626
Total liabilities and shareholders' equity	\$23,162,304	\$22,609,903

See notes to condensed consolidated financial statements

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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 (UNAUDITED)

(in thousands, except per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>INTEREST INCOME</b>				
Interest and fees on loans and leases	\$219,488	\$223,972	\$651,979	\$536,950
Interest and dividends on investment securities:				
Taxable	11,639	12,136	34,458	34,155
Exempt from federal income tax	2,637	2,790	8,014	7,599
Dividends	113	81	382	259
Interest on temporary investments and interest bearing deposits	440	544	1,814	1,407
Total interest income	234,317	239,523	696,647	580,370
<b>INTEREST EXPENSE</b>				
Interest on deposits	7,450	6,773	21,934	16,696
Interest on securities sold under agreement to repurchase	43	54	134	298
Interest on term debt	3,629	3,586	10,585	9,223
Interest on junior subordinated debentures	3,465	3,394	10,208	8,340
Total interest expense	14,587	13,807	42,861	34,557
Net interest income	219,730	225,716	653,786	545,813
<b>PROVISION FOR LOAN AND LEASE LOSSES</b>				
Net interest income after provision for loan and lease losses	8,153	14,333	32,044	35,000
	211,577	211,383	621,742	510,813
<b>NON-INTEREST INCOME</b>				
Service charges on deposits	15,638	16,090	44,759	39,228
Brokerage revenue	5,003	4,882	14,420	13,173
Residential mortgage banking revenue, net	24,041	25,996	92,282	60,776
Gain on investment securities, net	220	902	355	1,878
Gain on loan sales	5,212	8,309	20,651	9,383
Loss on junior subordinated debentures carried at fair value	(1,590)	(1,590)	(4,717)	(3,501)
Change in FDIC indemnification asset	1,432	(2,728)	(1,053)	(13,169)
BOLI income	1,656	2,161	6,460	4,864
Other income	8,737	8,143	31,186	18,237
Total non-interest income	60,349	62,165	204,343	130,869
<b>NON-INTEREST EXPENSE</b>				
Salaries and employee benefits	105,974	102,564	324,683	251,340
Occupancy and equipment, net	37,235	33,029	104,253	78,276
Communications	4,443	3,932	15,131	11,000
Marketing	2,860	2,739	7,936	4,901
Services	10,285	14,619	35,063	33,010
FDIC assessments	3,369	3,038	9,738	7,476
(Gain) loss on other real estate owned, net	(158)	313	2,136	507
Intangible amortization	2,806	3,103	8,419	7,105
Merger related expenses	5,991	8,632	41,870	72,146
Other expenses	9,881	10,589	28,452	27,446
Total non-interest expense	182,686	182,558	577,681	493,207
Income before provision for income taxes	89,240	90,990	248,404	148,475

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Provision for income taxes	31,633	32,107	88,884	53,399
Net income	\$57,607	\$58,883	\$159,520	\$95,076

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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Continued)  
 (UNAUDITED)

(in thousands, except per share amounts)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net income	\$57,607	\$58,883	\$159,520	\$95,076
Dividends and undistributed earnings allocated to participating securities	84	142	261	338
Net earnings available to common shareholders	\$57,523	\$58,741	\$159,259	\$94,738
Earnings per common share:				
Basic	\$0.26	\$0.27	\$0.72	\$0.54
Diluted	\$0.26	\$0.27	\$0.72	\$0.54
Weighted average number of common shares outstanding:				
Basic	220,297	217,245	220,370	175,627
Diluted	220,904	218,941	221,062	176,656

See notes to condensed consolidated financial statements



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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (UNAUDITED)

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net income	\$57,607	\$58,883	\$159,520	\$95,076
Available for sale securities:				
Unrealized gains (losses) arising during the period	15,258	(8,862)	) 3,695	21,052
Reclassification adjustment for net gains realized in earnings (net of tax expense of \$88 and \$361 for the three months ended September 30, 2015 and 2014, respectively, and net of tax expense of \$142 and \$751 for the nine months ended September 30, 2015 and 2014, respectively)	(132)	) (542)	) (213)	) (1,127)
Income tax (expense) benefit related to unrealized gains	(6,103)	) 3,545	(1,478)	) (8,421)
Net change in unrealized gains (losses)	9,023	(5,859)	) 2,004	11,504
Held to maturity securities:				
Accretion of unrealized losses related to factors other than credit to investment securities held to maturity (net of tax benefit of \$37 for the nine months ended September 30, 2014)	—	—	—	57
Net change in unrealized losses related to factors other than credit	—	—	—	57
Other comprehensive income (loss), net of tax	9,023	(5,859)	) 2,004	11,561
Comprehensive income	\$66,630	\$53,024	\$161,524	\$106,637

See notes to condensed consolidated financial statements

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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
 (UNAUDITED)

(in thousands, except shares)

	Common Stock		Retained	Accumulated Other Comprehensive	
	Shares	Amount	Earnings	Income (Loss)	Total
BALANCE AT JANUARY 1, 2014	111,973,203	\$1,514,485	\$217,917	\$(4,976)	\$1,727,426
Cumulative effect adjustment			(3,509)		(3,509)
Restated balance at January 1, 2014			214,408		1,723,917
Net income, retrospectively adjusted			147,658		147,658
Other comprehensive income, net of tax				17,044	17,044
Stock issued in connection with merger <sup>(1)</sup>	104,385,087	1,989,030			1,989,030
Stock-based compensation		15,292			15,292
Stock repurchased and retired	(403,828)	(7,183)			(7,183)
Issuances of common stock under stock plans and related net tax benefit <sup>(2)</sup>	4,206,658	7,692			7,692
Cash dividends on common stock (\$0.60 per share)			(115,824)		(115,824)
Balance at December 31, 2014	220,161,120	\$3,519,316	\$246,242	\$12,068	\$3,777,626
BALANCE AT JANUARY 1, 2015	220,161,120	\$3,519,316	\$246,242	\$12,068	\$3,777,626
Net income			159,520		159,520
Other comprehensive income, net of tax				2,004	2,004
Stock-based compensation		11,275			11,275
Stock repurchased and retired	(778,579)	(14,536)			(14,536)
Issuances of common stock under stock plans and related net tax benefit	834,131	1,696			1,696
Cash dividends on common stock (\$0.46 per share)			(102,033)		(102,033)
Balance at September 30, 2015	220,216,672	\$3,517,751	\$303,729	\$14,072	\$3,835,552

(1) The amount of common stock issued in connection with the merger is net of \$784,000 of issuance costs.

(2) The shares issued include 2,889,896 of warrants exercised.

See notes to condensed consolidated financial statements

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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (UNAUDITED)

(in thousands)

	Nine Months Ended September 30,	
	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 159,520	\$ 95,076
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of investment premiums, net	18,135	15,320
Gain on sale of investment securities, net	(355	) (1,878
(Gain) loss on sale of other real estate owned, net	(646	) 301
Valuation adjustment on other real estate owned	2,782	206
Provision for loan and lease losses	32,044	35,000
Change in cash surrender value of bank owned life insurance	(6,588	) (4,008
Change in FDIC indemnification asset	1,053	13,169
Depreciation and amortization	37,716	27,299
Increase in residential mortgage servicing rights	(27,812	) (16,583
Change in residential mortgage servicing rights carried at fair value	20,257	8,393
Change in junior subordinated debentures carried at fair value	4,371	4,082
Stock-based compensation	11,275	11,597
Net decrease in trading account assets	490	724
Gain on sale of loans	(115,399	) (63,729
Change in loans held for sale carried at fair value	(5,716	) (6,894
Origination of loans held for sale	(2,703,100	) (1,523,959
Proceeds from sales of loans held for sale	2,694,945	1,638,975
Excess tax benefits from the exercise of stock options	(563	) (2,046
Change in other assets and liabilities:		
Net increase in other assets	67,919	19,847
Net increase in other liabilities	23,317	23,203
Net cash provided by operating activities	213,645	274,095
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of investment securities available for sale	(706,964	) (346,844
Proceeds from investment securities available for sale	508,428	1,116,539
Proceeds from investment securities held to maturity	481	566
Redemption of restricted equity securities	72,430	4,190
Net loan and lease originations	(1,313,156	) (792,592
Proceeds from sales of loans	246,100	284,274
Proceeds from disposals of furniture and equipment	3,571	1,923
Purchases of premises and equipment	(59,117	) (43,761
Net proceeds from (payments to) FDIC indemnification asset	1,571	(2,359
Proceeds from bank owned life insurance	4,485	681
Proceeds from sales of other real estate owned	18,747	11,768
Net cash paid in branch divestiture	—	(127,557
Cash acquired in merger, net of cash consideration paid	—	116,867
Net cash (used) provided by investing activities	\$(1,223,424	) \$223,695



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UMPQUA HOLDINGS CORPORATION AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)  
 (UNAUDITED)  
 (in thousands)

	Nine Months Ended September 30,	
	2015	2014
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase in deposit liabilities	\$578,995	\$739,173
Net increase (decrease) in securities sold under agreements to repurchase	10,401	(470,261 )
Repayment of term debt	(114,999 )	(47,003 )
Dividends paid on common stock	(99,333 )	(66,557 )
Excess tax benefits from stock based compensation	563	2,046
Proceeds from stock options exercised	1,133	5,161
Retirement of common stock	(14,536 )	(7,062 )
Net cash provided by financing activities	362,224	155,497
Net (decrease) increase in cash and cash equivalents	(647,555 )	653,287
Cash and cash equivalents, beginning of period	1,605,171	790,423
Cash and cash equivalents, end of period	\$957,616	\$1,443,710
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>		
Cash paid during the period for:		
Interest	\$50,156	\$38,955
Income taxes	\$17,334	\$6,622
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:</b>		
Change in unrealized gains on investment securities available for sale, net of taxes	\$2,004	\$11,504
Change in unrealized losses on investment securities held to maturity related to factors other than credit, net of taxes	\$—	\$57
Cash dividend declared on common stock and payable after period-end	\$35,285	\$32,684
Transfer of loans to other real estate owned	\$6,833	\$14,089
Transfer from FDIC indemnification asset to due from FDIC and other	\$2,472	\$2,194
<b>Acquisitions:</b>		
Assets acquired, including goodwill of \$1,024,335	\$—	\$9,877,740
Liabilities assumed	\$—	\$8,769,608

See notes to condensed consolidated financial statements

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 – Summary of Significant Accounting Policies

The accounting and financial reporting policies of Umpqua Holdings Corporation conform to accounting principles generally accepted in the United States of America. The accompanying interim condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All material inter-company balances and transactions have been eliminated. The condensed consolidated financial statements have not been audited. A more detailed description of our accounting policies is included in the 2014 Annual Report filed on Form 10-K. These interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes contained in the 2014 Annual Report filed on Form 10-K. All references in this report to "Umpqua," "we," "our," "us," the "Company" or similar references mean Umpqua Holdings Corporation, and include our consolidated subsidiaries where the context so requires. References to "Bank" refer to our subsidiary Umpqua Bank, an Oregon state-chartered commercial bank, and references to "Umpqua Investments" refer to our subsidiary Umpqua Investments, Inc., a registered broker-dealer and investment adviser. The Bank also has a wholly-owned subsidiary, Financial Pacific Leasing Inc., a commercial equipment leasing company.

In preparing these condensed consolidated financial statements, the Company has evaluated events and transactions subsequent to September 30, 2015 for potential recognition or disclosure. In management's opinion, all accounting adjustments necessary to accurately reflect the financial position and results of operations on the accompanying financial statements have been made. These adjustments include normal and recurring accruals considered necessary for a fair and accurate presentation. The results for interim periods are not necessarily indicative of results for the full year or any other interim period. Certain reclassifications of prior period amounts have been made to conform to current classifications.

Application of new accounting guidance

As of January 1, 2015, Umpqua adopted the Financial Accounting Standards Board's ("FASB") Accounting Standard Update ("ASU") No. 2014-01, Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Qualified Affordable Housing Projects. Application of ASU No. 2014-01 provides for a consistent accounting method for our investments in qualified affordable housing projects using a proportional amortization method. As required by ASU No. 2014-01, the new accounting methodology has been retrospectively applied resulting in changes to other non-interest income, tax expense, and net income, deferred tax asset, other assets, and retained earnings in the prior periods presented. The effect of this change was a decrease in net income of \$110,000 and \$330,000 for the three and nine months ended September 30, 2015, respectively. The effect of this change on the revised September 30, 2014 income statements was a decrease in net income of \$107,000 for the three months ended September 30, 2014 and an increase of \$102,000 for the nine months ended September 30, 2014. Retained earnings as of January 1, 2014, has been adjusted down by \$3.5 million for the effect of the retroactive application of the new standard.

As of January 1, 2015, Umpqua applied FASB ASU No. 2014-04, Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. ASU 2014-04 clarifies when a repossession or foreclosure has occurred. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. As of September 30, 2015, Umpqua had \$2.4 million of foreclosed residential real estate property held as other real estate owned. Umpqua's recorded investment in consumer mortgage loans collateralized by residential real estate property in process of foreclosure was \$4.1 million as of September 30, 2015.



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Note 2 – Business Combinations

Sterling Financial Corporation

As of the close of business on April 18, 2014, the Company completed its merger with Sterling Financial Corporation, a Washington corporation ("Sterling"). The results of Sterling's operations are included in the Company's financial results beginning April 19, 2014 and the combined company's banking operations are operating under the Umpqua Bank name and brand.

The structure of the transaction was as follows:

• Sterling merged with and into the Company (the "Merger" or the "Sterling Merger") with the Company as the surviving corporation in the Merger;

• Immediately following the Merger, Sterling's wholly owned banking subsidiary, Sterling Savings Bank, merged with and into the Bank (the "Bank Merger"), with the Bank as the surviving bank in the Bank Merger;

• Holders of shares of common stock of Sterling had the right to receive 1.671 shares of the Company's common stock and \$2.18 in cash for each share of Sterling common stock;

• Each outstanding warrant issued by Sterling converted into a warrant exercisable for 1.671 shares of the Company's common stock and \$2.18 in cash for each warrant when exercised;

• Each outstanding option to purchase a share of Sterling common stock converted into an option to purchase 1.7896 shares of the Company's common stock, subject to vesting conditions; and

• Each outstanding restricted stock unit in respect of Sterling common stock converted into a restricted stock unit in respect of 1.7896 shares of the Company common stock, subject to vesting conditions.



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A summary of the consideration paid, the assets acquired and liabilities assumed in the Merger are presented below:  
(in thousands)

	Sterling April 18, 2014
Fair value of consideration to Sterling shareholders:	
Cash paid	\$136,200
Liability recorded for warrants' cash payment per share	6,453
Fair value of common shares issued	1,939,497
Fair value of warrants, common stock options, and restricted stock exchanged	50,317
Total consideration	2,132,467
Fair value of assets acquired:	
Cash and cash equivalents	\$253,067
Investment securities	1,378,300
Loans held for sale	214,911
Loans and leases	7,123,168
Premises and equipment	116,576
Residential mortgage servicing rights	62,770
Other intangible assets	54,562
Other real estate owned	8,666
Bank owned life insurance	193,246
Deferred tax asset	300,015
Accrued interest receivable	23,553
Other assets	148,906
Total assets acquired	9,877,740
Fair value of liabilities assumed:	
Deposits	7,086,052
Securities sold under agreements to repurchase	584,746
Term debt	854,737
Junior subordinated debentures	156,171
Other liabilities	87,902
Total liabilities assumed	\$8,769,608
Net assets acquired	1,108,132
Goodwill	\$1,024,335

The primary reason for the Merger was to continue the Company's growth strategy, including expanding our geographic footprint in markets throughout the West Coast. All of the goodwill recorded has been attributed to the Community Banking segment and reporting unit. None of the goodwill will be deductible for income tax purposes.

Subsequent to acquisition, the Company repaid securities sold under agreements to repurchase acquired of \$500.0 million, funded through the sale of acquired investment securities in the second quarter of 2014. On June 20, 2014, the Company completed the required divestiture of six stores acquired in the Merger to another financial institution. The divestiture of the six stores included \$211.5 million of deposits and \$88.3 million of loans. The assets were sold at a discount of \$7.0 million, which was recorded by Sterling prior to the Merger.

As of April 18, 2014, the unpaid principal balance on purchased non-impaired loans was \$7.0 billion. The fair value of the purchased non-impaired loans was \$6.7 billion, resulting in a discount of \$230.5 million being recorded on these loans.



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The following table presents the acquired purchased impaired loans as of the acquisition date:

(in thousands)	Purchased impaired	
Contractually required principal payments	\$604,136	
Nonaccretable difference	(95,614	)
Cash flows expected to be collected	508,522	
Accretable yield	(110,757	)
Fair value of purchased impaired loans	\$397,765	

The operations of Sterling are included in our operating results beginning on April 19, 2014, and contributed an estimated net interest income of \$106.9 million and \$328.2 million and net income of \$34.7 million and \$97.6 million for the three and nine months ended September 30, 2015, respectively.

The following table provides a breakout of Merger related expense for the three and nine months ended September 30, 2015.

(in thousands)	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Personnel	\$2,665	\$10,395
Legal and professional	2,238	19,977
Contract termination	154	154
Premises and Equipment	1,473	6,738
Communication	548	1,980
Other	(1,087	) 2,626
Total Merger related expense	\$5,991	\$41,870

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The following table presents unaudited pro forma results of operations for the three and nine months ended September 30, 2014, as if the Sterling Merger had occurred on January 1, 2013. The pro forma results have been prepared for comparative purposes only and are not necessarily indicative of the results that would have been obtained had the acquisition actually occurred on January 1, 2013. The pro forma results include the impact of certain purchase accounting adjustments including accretion of loan discount, intangible assets amortization and deposit and borrowing premium accretion. These purchase accounting adjustments increased pro forma net income by \$1.6 million and \$50.5 million for the three and nine months ended September 30, 2014.

(in thousands, except per share data)	Pro Forma		
	Three Months Ended	Nine Months Ended	
	September 30, 2014	September 30, 2014	
Net interest income	\$225,715	\$682,679	(1), (2), (3)
Provision for loan and lease losses	14,333	35,000	
Non-interest income	62,163	157,134	(4), (5), (6)
Non-interest expense	179,918	565,573	(7), (8)
Income before provision for income taxes	93,627	239,240	
Provision for income taxes	33,122	88,325	
Net income	60,505	150,915	
Dividends and undistributed earnings allocated to participating securities	142	338	
Net earnings available to common shareholders	\$60,363	\$150,577	
Earnings per share:			
Basic	\$0.28	\$0.69	
Diluted	\$0.28	\$0.69	
Average shares outstanding:			
Basic	217,245	216,884	
Diluted	218,941	218,801	

(1) Includes zero and \$31.9 million of incremental loan discount accretion for the three and nine months ended September 30, 2014.

(2) Includes a reduction of interest income of zero and \$1.8 million related to investment securities premiums amortization for the three and nine months ended September 30, 2014.

(3) Includes a reduction of interest expense of zero and \$5.9 million related to deposit and borrowing premiums amortization for the three and nine months ended September 30, 2014.

(4) Includes a reduction of service charges on deposits of zero and \$1.7 million as a result of passing the \$10 billion asset threshold for the three and nine months ended September 30, 2014.

(5) Includes a loss on junior subordinated debentures carried at fair value of zero and \$1.1 million for the three and nine months ended September 30, 2014.

(6) Includes the reversal of the \$7.0 million loss on the required divestiture of six Sterling stores in connection with the Merger for the nine months ended September 30, 2014.

(7) Includes a net increase of zero and \$2.1 million of incremental core deposit intangible amortization for the three and nine months ended September 30, 2014.

(8) Includes a net decrease of \$2.6 million and \$46.1 million of merger expenses for the three and nine months ended September 30, 2014.



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## Note 3 – Investment Securities

The following table presents the amortized costs, unrealized gains, unrealized losses and approximate fair values of investment securities at September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<b>AVAILABLE FOR SALE:</b>				
Obligations of states and political subdivisions	\$314,305	\$12,974	\$(815)	) \$326,464
Residential mortgage-backed securities and collateralized mortgage obligations	2,143,275	18,866	(8,208)	) 2,153,933
Investments in mutual funds and other equity securities	2,016	65	—	2,081
	\$2,459,596	\$31,905	\$(9,023)	) \$2,482,478
<b>HELD TO MATURITY:</b>				
Residential mortgage-backed securities and collateralized mortgage obligations	\$4,699	\$582	\$(1)	) \$5,280
	\$4,699	\$582	\$(1)	) \$5,280
(in thousands)	December 31, 2014			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<b>AVAILABLE FOR SALE:</b>				
U.S. Treasury and agencies	\$213	\$16	\$—	\$229
Obligations of states and political subdivisions	325,189	14,056	(841)	) 338,404
Residential mortgage-backed securities and collateralized mortgage obligations	1,951,514	17,398	(11,060)	) 1,957,852
Investments in mutual funds and other equity securities	2,016	54	—	2,070
	\$2,278,932	\$31,524	\$(11,901)	) \$2,298,555
<b>HELD TO MATURITY:</b>				
Residential mortgage-backed securities and collateralized mortgage obligations	\$5,088	\$358	\$(15)	) \$5,431
Other investment securities	123	—	—	123
	\$5,211	\$358	\$(15)	) \$5,554

Investment securities that were in an unrealized loss position as of September 30, 2015 and December 31, 2014 are presented in the following tables, based on the length of time individual securities have been in an unrealized loss position. In the opinion of management, these securities are considered only temporarily impaired due to changes in market interest rates or the widening of market spreads subsequent to the initial purchase of the securities, and not due to concerns regarding the underlying credit of the issuers or the underlying collateral.

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September 30, 2015

(in thousands)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>AVAILABLE FOR SALE:</b>						
Obligations of states and political subdivisions	\$12,536	\$158	\$8,034	\$657	\$20,570	\$815
Residential mortgage-backed securities and collateralized mortgage obligations	463,453	3,239	312,840	4,969	776,293	8,208
Total temporarily impaired securities	\$475,989	\$3,397	\$320,874	\$5,626	\$796,863	\$9,023
<b>HELD TO MATURITY:</b>						
Residential mortgage-backed securities and collateralized mortgage obligations	\$39	\$1	\$—	\$—	\$39	\$1
Total temporarily impaired securities	\$39	\$1	\$—	\$—	\$39	\$1

December 31, 2014

(in thousands)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>AVAILABLE FOR SALE:</b>						
Obligations of states and political subdivisions	\$11,100	\$547	\$8,550	\$294	\$19,650	\$841
Residential mortgage-backed securities and collateralized mortgage obligations	220,577	815	495,096	10,245	715,673	11,060
Total temporarily impaired securities	\$231,677	\$1,362	\$503,646	\$10,539	\$735,323	\$11,901
<b>HELD TO MATURITY:</b>						
Residential mortgage-backed securities and collateralized mortgage obligations	\$224	\$15	\$—	\$—	\$224	\$15
Total temporarily impaired securities	\$224	\$15	\$—	\$—	\$224	\$15

The unrealized losses on obligations of political subdivisions were caused by changes in market interest rates or the widening of market spreads subsequent to the initial purchase of these securities. Management monitors published credit ratings of these securities and no adverse ratings changes have occurred since the date of purchase of obligations of political subdivisions which are in an unrealized loss position as of September 30, 2015. Because the decline in fair value is attributable to changes in interest rates or widening market spreads and not credit quality, and because the Bank does not intend to sell the securities in this class and it is not likely that the Bank will be required to sell these securities before recovery of their amortized cost basis, which may include holding each security until maturity, the unrealized losses on these investments are not considered other-than-temporarily impaired.

All of the available for sale residential mortgage-backed securities and collateralized mortgage obligations portfolio in an unrealized loss position at September 30, 2015 are issued or guaranteed by governmental agencies. The unrealized losses on residential mortgage-backed securities and collateralized mortgage obligations were caused by changes in market interest rates or the widening of market spreads subsequent to the initial purchase of these securities, and not concerns regarding the underlying credit of the issuers or the underlying collateral. It is expected that these securities will be settled at a price at least equal to the amortized cost of each investment. Because the decline in fair value is attributable to changes in interest rates or widening market spreads and not credit quality, and because the Bank does not intend to sell the securities in this class and it is not likely that the Bank will be required to sell these securities before recovery of their amortized cost basis, which may include holding each security until contractual maturity, these investments are not considered other-than-temporarily impaired.





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The following table presents the maturities of investment securities at September 30, 2015:

(in thousands)	Available For Sale		Held To Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>AMOUNTS MATURING IN:</b>				
Three months or less	\$13,055	\$13,108	\$—	\$—
Over three months through twelve months	82,603	83,377	9	12
After one year through five years	1,778,642	1,798,598	391	934
After five years through ten years	431,360	431,514	239	273
After ten years	151,920	153,800	4,060	4,061
Other investment securities	2,016	2,081	—	—
	\$2,459,596	\$2,482,478	\$4,699	\$5,280

The amortized cost and fair value of collateralized mortgage obligations and mortgage-backed securities are presented by expected average life, rather than contractual maturity, in the preceding table. Expected maturities may differ from contractual maturities because borrowers have the right to prepay underlying loans without prepayment penalties. The following table presents the gross realized gains and losses on the sale of securities available for sale for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended			
	September 30, 2015		September 30, 2014	
	Gains	Losses	Gains	Losses
U.S. Treasury and agencies	\$13	\$—	\$—	\$—
Obligations of states and political subdivisions	6	—	—	—
Residential mortgage-backed securities and collateralized mortgage obligations	634	433	902	—
	\$653	\$433	\$902	\$—
	Nine Months Ended			
	September 30, 2015		September 30, 2014	
	Gains	Losses	Gains	Losses
U.S. Treasury and agencies	\$13	\$—	\$—	\$—
Obligations of states and political subdivisions	6	—	3	1
Residential mortgage-backed securities and collateralized mortgage obligations	1,177	841	1,876	—
	\$1,196	\$841	\$1,879	\$1

The following table presents, as of September 30, 2015, investment securities which were pledged to secure borrowings, public deposits, and repurchase agreements as permitted or required by law:

(in thousands)	Amortized Cost	Fair Value
To Federal Home Loan Bank to secure borrowings	\$825	\$850
To state and local governments to secure public deposits	1,633,090	1,651,026
Other securities pledged principally to secure repurchase agreements	508,903	511,231
Total pledged securities	\$2,142,818	\$2,163,107



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## Note 4 – Loans and Leases

The following table presents the major types of loans and leases, net of deferred fees and costs, as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015	December 31, 2014
Commercial real estate		
Non-owner occupied term, net	\$3,148,288	\$3,290,610
Owner occupied term, net	2,655,340	2,633,864
Multifamily, net	2,961,609	2,638,618
Construction & development, net	287,757	258,722
Residential development, net	94,380	81,846
Commercial		
Term, net	1,398,346	1,396,089
LOC & other, net	1,014,523	1,029,620
Leases and equipment finance, net	679,033	523,114
Residential		
Mortgage, net	2,740,228	2,233,735
Home equity loans & lines, net	910,287	852,478
Consumer & other, net	498,143	389,036
Total loans and leases, net of deferred fees and costs	\$16,387,934	\$15,327,732

The loan balances are net of deferred fees and costs of \$42.8 million and \$26.3 million as of September 30, 2015 and December 31, 2014, respectively. Net loans include discounts on acquired loans of \$131.9 million and \$236.6 million as of September 30, 2015 and December 31, 2014, respectively. As of September 30, 2015, loans totaling \$9.4 billion were pledged to secure borrowings and available lines of credit.

The outstanding contractual unpaid principal balance of purchased impaired loans, excluding acquisition accounting adjustments, was \$599.2 million and \$770.9 million at September 30, 2015 and December 31, 2014, respectively. The carrying balance of purchased impaired loans was \$448.1 million and \$562.9 million at September 30, 2015 and December 31, 2014, respectively.

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The following table presents the changes in the accretable yield for purchased impaired loans for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30, 2015					
	Evergreen	Rainier	Nevada Security	Circle	Sterling	Total
Balance, beginning of period	\$7,057	\$43,242	\$17,453	\$422	\$97,188	\$165,362
Accretion to interest income	(1,228 )	(3,585 )	(2,107 )	(56 )	(7,456 )	(14,432 )
Disposals	(844 )	(1,468 )	(1,230 )	(69 )	(2,958 )	(6,569 )
Reclassifications from nonaccretable difference	745	872	1,992	—	1,676	5,285
Balance, end of period	\$5,730	\$39,061	\$16,108	\$297	\$88,450	\$149,646
	Three Months Ended September 30, 2014					
	Evergreen	Rainier	Nevada Security	Circle	Sterling	Total
Balance, beginning of period	\$10,576	\$56,609	\$27,837	\$965	\$104,540	\$200,527
Additions	—	—	—	—	—	—
Accretion to interest income	(1,546 )	(4,134 )	(2,798 )	(36 )	(9,743 )	(18,257 )
Disposals	(320 )	(1,051 )	(1,352 )	—	(4,111 )	(6,834 )
Reclassifications from (to) nonaccretable difference	2,213	3,260	728	(49 )	2,843	8,995
Balance, end of period	\$10,923	\$54,684	\$24,415	\$880	\$93,529	\$184,431
(in thousands)	Nine Months Ended September 30, 2015					
	Evergreen	Rainier	Nevada Security	Circle	Sterling	Total
Balance, beginning of period	\$9,466	\$49,989	\$23,666	\$796	\$117,782	\$201,699
Accretion to interest income	(3,748 )	(10,522 )	(6,822 )	(205 )	(21,567 )	(42,864 )
Disposals	(3,227 )	(4,081 )	(3,295 )	(331 )	(10,891 )	(21,825 )
Reclassifications from nonaccretable difference	3,239	3,675	2,559	37	3,126	12,636
Balance, end of period	\$5,730	\$39,061	\$16,108	\$297	\$88,450	\$149,646
	Nine Months Ended September 30, 2014					
	Evergreen	Rainier	Nevada Security	Circle	Sterling	Total
Balance, beginning of period	\$20,063	\$71,789	\$34,632	\$1,140	\$—	\$127,624
Additions	—	—	—	—	110,757	110,757
Accretion to interest income	(9,998 )	(14,671 )	(11,792 )	(211 )	(15,645 )	(52,317 )
Disposals	(5,061 )	(9,658 )	(5,258 )	—	(4,426 )	(24,403 )
Reclassifications from (to) nonaccretable difference	5,919	7,224	6,833	(49 )	2,843	22,770
Balance, end of period	\$10,923	\$54,684	\$24,415	\$880	\$93,529	\$184,431



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Loans acquired in an FDIC-assisted acquisition that are subject to a loss-share agreement are referred to as covered loans. Covered loans are reported exclusive of the cash flow reimbursements expected from the FDIC. The following table summarizes the activity related to the FDIC indemnification asset for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$432	\$11,293	\$4,417	\$23,174
Change in FDIC indemnification asset	1,432	(2,728)	(1,053)	(13,169)
Transfers to due from FDIC and other	(972)	(754)	(2,472)	(2,194)
Balance, end of period	\$892	\$7,811	\$892	\$7,811

## Loans and leases sold

In the course of managing the loan and lease portfolio, at certain times, management may decide to sell loans and leases. The following table summarizes loans and leases sold by loan portfolio during the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Commercial real estate				
Non-owner occupied term, net	\$—	\$—	\$7,181	\$14,799
Owner occupied term, net	20,003	22,884	39,963	71,128
Multifamily, net	—	35,306	435	60,508
Construction & development, net	—	—	—	566
Residential development, net	—	—	—	800
Commercial				
Term, net	1,079	4,199	4,499	30,068
LOC & other, net	—	299	—	5,361
Residential				
Mortgage, net	54,938	54,917	173,371	60,951
Home equity loans & lines, net	—	—	—	24,445
Consumer & other, net	—	—	—	7,344
Total, net of deferred fees and costs	\$76,020	\$117,605	\$225,449	\$275,970

## Note 5 – Allowance for Loan and Lease Loss and Credit Quality

The Bank's methodology for assessing the appropriateness of the Allowance for Loan and Lease Loss ("ALLL") consists of three key elements: 1) the formula allowance; 2) the specific allowance; and 3) the unallocated allowance. By incorporating these factors into a single allowance requirement analysis, we believe all risk-based activities within the loan and lease portfolios are simultaneously considered.

## Formula Allowance

When loans and leases are originated or acquired, they are assigned a risk rating that is reassessed periodically during the term of the loan or lease through the credit review process. The Bank's risk rating methodology assigns risk ratings ranging from 1 to 10, where a higher rating represents higher risk. The 10 risk rating categories are a primary factor in determining an appropriate amount for the formula allowance.

The formula allowance is calculated by applying risk factors to various segments of pools of outstanding loans and leases. Risk factors are assigned to each portfolio segment based on management's evaluation of the losses inherent within each segment. Segments or regions with greater risk of loss will therefore be assigned a higher risk factor.

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Base risk – The portfolio is segmented into loan categories, and these categories are assigned a Base risk factor based on an evaluation of the loss inherent within each segment.

Extra risk – Additional risk factors provide for an additional allocation of ALLL based on the loan and lease risk rating system and loan delinquency, and reflect the increased level of inherent losses associated with more adversely classified loans and leases.

Risk factors may be changed periodically based on management's evaluation of the following factors: loss experience; changes in the level of non-performing loans and leases; regulatory exam results; changes in the level of adversely classified loans and leases; improvement or deterioration in local economic conditions; and any other factors deemed relevant.

### Specific Allowance

Regular credit reviews of the portfolio identify loans that are considered potentially impaired. Potentially impaired loans are referred to the ALLL Committee which reviews and approves designated loans as impaired. A loan is considered impaired when, based on current information and events, we determine that we will probably not be able to collect all amounts due according to the loan contract, including scheduled interest payments. When we identify a loan as impaired, we measure the impairment using discounted cash flows or estimated note sale price, except when the sole remaining source of the repayment for the loan is the liquidation of the collateral. In these cases, we use the current fair value of the collateral, less selling costs, instead of discounted cash flows. If we determine that the value of the impaired loan is less than the recorded investment in the loan, we either recognize an impairment reserve as a specific allowance to be provided for in the allowance for loan and lease losses or charge-off the impaired balance on collateral-dependent loans if it is determined that such amount represents a confirmed loss. Loans determined to be impaired are excluded from the formula allowance so as not to double-count the loss exposure. The non-accrual impaired loans as of period-end have already been partially charged-off to their estimated net realizable value, and are expected to be resolved over the coming quarters with no additional material loss, absent further decline in market prices.

The combination of the formula allowance component and the specific allowance component represents the allocated allowance for loan and lease losses.

Management believes that the ALLL was adequate as of September 30, 2015. There is, however, no assurance that future loan and lease losses will not exceed the levels provided for in the ALLL and could possibly result in additional charges to the provision for loan and lease losses.

The reserve for unfunded commitments ("RUC") is established to absorb inherent losses associated with our commitment to lend funds, such as with a letter or line of credit. The adequacy of the ALLL and RUC are monitored on a regular basis and are based on management's evaluation of numerous factors. These factors include the quality of the current loan portfolio; the trend in the loan portfolio's risk ratings; current economic conditions; loan concentrations; loan growth rates; past-due and non-performing trends; evaluation of specific loss estimates for all significant problem loans; historical charge-off and recovery experience; and other pertinent information.

There have been no significant changes to the Bank's ALLL methodology or policies in the periods presented.



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## Activity in the Allowance for Loan and Lease Losses

The following table summarizes activity related to the allowance for loan and lease losses by loan and lease portfolio segment for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30, 2015				
	Commercial Real Estate	Commercial	Residential	Consumer & Other	Total
Balance, beginning of period	\$58,164	\$45,697	\$17,964	\$5,246	\$127,071
Charge-offs	(2,789 )	(3,266 )	(171 )	(2,250 )	(8,476 )
Recoveries	960	1,360	281	784	3,385
Provision	1,878	2,823	1,186	2,266	8,153
Balance, end of period	\$58,213	\$46,614	\$19,260	\$6,046	\$130,133
	Three Months Ended September 30, 2014				
	Commercial Real Estate	Commercial	Residential	Consumer & Other	Total
Balance, beginning of period	\$56,920	\$35,426	\$11,953	\$2,196	\$106,495
Charge-offs	(1,104 )	(4,424 )	(727 )	(1,269 )	(7,524 )
Recoveries	393	1,412	49	477	2,331
Provision	430	8,817	1,697	3,389	14,333
Balance, end of period	\$56,639	\$41,231	\$12,972	\$4,793	\$115,635
	Nine Months Ended September 30, 2015				
	Commercial Real Estate	Commercial	Residential	Consumer & Other	Total
Balance, beginning of period	\$55,184	\$41,216	\$15,922	\$3,845	\$116,167
Charge-offs	(5,618 )	(11,544 )	(617 )	(10,684 )	(28,463 )
Recoveries	2,448	3,544	420	3,973	10,385
Provision	6,199	13,398	3,535	8,912	32,044
Balance, end of period	\$58,213	\$46,614	\$19,260	\$6,046	\$130,133
	Nine Months Ended September 30, 2014				
	Commercial Real Estate	Commercial	Residential	Consumer & Other	Total
Balance, beginning of period	\$59,538	\$27,028	\$7,487	\$1,032	\$95,085
Charge-offs	(4,674 )	(13,105 )	(1,473 )	(1,838 )	(21,090 )
Recoveries	1,993	3,618	351	678	6,640
Provision (recapture)	(218 )	23,690	6,607	4,921	35,000
Balance, end of period	\$56,639	\$41,231	\$12,972	\$4,793	\$115,635

Provision expense includes amounts related to subsequent deterioration of purchased impaired loans of \$279,000 and \$1.9 million for the three and nine months ended September 30, 2015, respectively, and \$242,000 and \$1.3 million for the three and nine months ended September 30, 2014, respectively.

The valuation allowance on purchased impaired loans was reduced by recaptured provision of \$2.2 million and \$2.4 million for the three and nine months ended September 30, 2015, respectively, and \$311,000 and \$1.6 million for the three and nine months ended September 30, 2014, respectively.



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The following table presents the allowance and recorded investment in loans and leases by portfolio segment as of September 30, 2015 and 2014:

(in thousands)	September 30, 2015				Total
	Commercial Real Estate	Commercial	Residential	Consumer & Other	
Allowance for loans and leases:					
Collectively evaluated for impairment	\$54,660	\$46,087	\$18,577	\$5,978	\$125,302
Individually evaluated for impairment	533	390	—	—	923
Loans acquired with deteriorated credit quality	3,020	137	683	68	3,908
Total	\$58,213	\$46,614	\$19,260	\$6,046	\$130,133
Loans and leases:					
Collectively evaluated for impairment	\$8,741,621	\$3,050,922	\$3,589,753	\$497,107	\$15,879,403
Individually evaluated for impairment	34,734	25,709	—	—	60,443
Loans acquired with deteriorated credit quality	371,019	15,271	60,762	1,036	448,088
Total	\$9,147,374	\$3,091,902	\$3,650,515	\$498,143	\$16,387,934
(in thousands)	September 30, 2014				
	Commercial Real Estate	Commercial	Residential	Consumer & Other	Total
Allowance for loans and leases:					
Collectively evaluated for impairment	\$51,283	\$38,681	\$12,239	\$4,722	\$106,925
Individually evaluated for impairment	1,156	13	—	—	1,169
Loans acquired with deteriorated credit quality	4,200	2,537	733	71	7,541
Total	\$56,639	\$41,231	\$12,972	\$4,793	\$115,635
Loans and leases:					
Collectively evaluated for impairment	\$8,388,827	\$2,898,567	\$2,864,076	\$365,335	\$14,516,805
Individually evaluated for impairment	85,804	20,445	—	128	106,377
Loans acquired with deteriorated credit quality	522,068	37,608	74,311	2,032	636,019
Total	\$8,996,699	\$2,956,620	\$2,938,387	\$367,495	\$15,259,201

The loan and lease balances are net of net deferred loans costs of \$42.8 million and \$20.2 million at September 30, 2015 and September 30, 2014, respectively.

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## Summary of Reserve for Unfunded Commitments Activity

The following table presents a summary of activity in the RUC and unfunded commitments for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,		
	2015	2014	2015	2014	
Balance, beginning of period	\$2,864	\$4,845	\$3,539	\$1,436	
Net change to other expense	217	(457	) (458	) (1,014	)
Acquired reserve	—	—	—	3,966	
Balance, end of period	\$3,081	\$4,388	\$3,081	\$4,388	

(in thousands)

	Total
Unfunded loan and lease commitments:	
September 30, 2015	\$3,454,473
September 30, 2014	\$2,949,211

## Asset Quality and Non-Performing Loans and Leases

We manage asset quality and control credit risk through diversification of the loan and lease portfolio and the application of policies designed to promote sound underwriting and loan and lease monitoring practices. The Bank's Credit Quality Administration is charged with monitoring asset quality, establishing credit policies and procedures and enforcing the consistent application of these policies and procedures across the Bank. Reviews of non-performing, past due loans and leases and larger credits, designed to identify potential charges to the allowance for loan and lease losses, and to determine the adequacy of the allowance, are conducted on an ongoing basis. These reviews consider such factors as the financial strength of borrowers, the value of the applicable collateral, loan and lease loss experience, estimated loan and lease losses, growth in the loan and lease portfolio, prevailing economic conditions and other factors.

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## Non-Accrual Loans and Leases and Loans and Leases Past Due

The following table summarizes our non-accrual loans and leases and loans and leases past due, by loan and lease class, as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015			Total Past Due	Non-Accrual	Current & Other (1)	Total Loans and Leases
	Greater than 30 to 59 Days Past Due	60 to 89 Days Past Due	Greater than 90 Days and Accruing				
Commercial real estate							
Non-owner occupied term, net	\$3,299	\$5,264	\$177	\$8,740	\$ 2,769	\$3,136,779	\$3,148,288
Owner occupied term, net	5,156	990	596	6,742	6,195	2,642,403	2,655,340
Multifamily, net	—	—	—	—	—	2,961,609	2,961,609
Construction & development, net	918	—	—	918	—	286,839	287,757
Residential development, net	—	—	12	12	—	94,368	94,380
Commercial							
Term, net	7	101	81	189	17,038	1,381,119	1,398,346
LOC & other, net	172	334	6	512	797	1,013,214	1,014,523
Leases and equipment finance, net	2,546	2,206	892	5,644	4,190	669,199	679,033
Residential							
Mortgage, net	—	1,675	6,079	7,754	—	2,732,474	2,740,228
Home equity loans & lines, net	1,152	1,809	1,773	4,734	—	905,553	910,287
Consumer & other, net	2,608	682	351	3,641	—	494,502	498,143
Total, net of deferred fees and costs	\$15,858	\$13,061	\$9,967	\$38,886	\$ 30,989	\$16,318,059	\$16,387,934

(1) Other includes purchased credit impaired loans of \$448.1 million.

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(in thousands)	December 31, 2014			Total Past Due	Non-Accrual	Current & Other (1)	Total Loans and Leases
	Greater than 30 to 59 Days Past Due	60 to 89 Days Past Due	Greater than 90 Days and Accruing				
Commercial real estate							
Non-owner occupied term, net	\$452	\$—	\$283	\$735	\$ 8,957	\$3,280,918	\$3,290,610
Owner occupied term, net	2,304	347	—	2,651	8,292	2,622,921	2,633,864
Multifamily, net	—	512	—	512	300	2,637,806	2,638,618
Construction & development, net	1,091	—	—	1,091	—	257,631	258,722
Residential development, net	6,155	—	—	6,155	—	75,691	81,846
Commercial							
Term, net	1,098	242	3	1,343	19,097	1,375,649	1,396,089
LOC & other, net	1,637	1,155	1,223	4,015	8,825	1,016,780	1,029,620
Leases and equipment finance, net	1,482	1,695	695	3,872	5,084	514,158	523,114
Residential							
Mortgage, net	8	1,224	4,289	5,521	655	2,227,559	2,233,735
Home equity loans & lines, net	1,924	702	749	3,375	615	848,488	852,478
Consumer & other, net	2,133	498	270	2,901	216	385,919	389,036
Total, net of deferred fees and costs	\$18,284	\$6,375	\$7,512	\$32,171	\$ 52,041	\$15,243,520	\$15,327,732

(1) Other includes purchased credit impaired loans of \$562.9 million

### Impaired Loans

Loans with no related allowance reported generally represent non-accrual loans. The Bank recognizes the charge-off on impaired loans in the period it arises for collateral-dependent loans. Therefore, the non-accrual loans as of September 30, 2015 have already been written down to their estimated net realizable value and are expected to be resolved with no additional material loss, absent further decline in market prices. The valuation allowance on impaired loans primarily represents the impairment reserves on performing restructured loans, and is measured by comparing the present value of expected future cash flows on the restructured loans discounted at the interest rate of the original loan agreement to the loan's carrying value.

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The following table summarizes our impaired loans by loan class as of September 30, 2015 and December 31, 2014:  
(in thousands)

	September 30, 2015			
	Unpaid Principal Balance	Recorded Investment Without Allowance	With Allowance	Related Allowance
Commercial real estate				
Non-owner occupied term, net	\$10,753	\$2,332	\$7,975	\$148
Owner occupied term, net	11,864	4,898	6,942	211
Multifamily, net	3,519	—	3,519	68
Construction & development, net	1,091	—	1,091	11
Residential development, net	7,974	—	7,977	95
Commercial				
Term, net	27,526	19,621	2,932	216
LOC & other, net	3,512	795	2,361	174
Residential				
Mortgage, net	—	—	—	—
Home equity loans & lines, net	—	—	—	—
Consumer & other, net	—	—	—	—
Total, net of deferred fees and costs	\$66,239	\$27,646	\$32,797	\$923

	December 31, 2014			
	Unpaid Principal Balance	Recorded Investment Without Allowance	With Allowance	Related Allowance
Commercial real estate				
Non-owner occupied term, net	\$42,793	\$16,916	\$22,190	\$502
Owner occupied term, net	16,339	8,290	7,655	364
Multifamily, net	4,040	300	3,519	49
Construction & development, net	2,655	—	1,091	7
Residential development, net	9,670	—	9,675	166
Commercial				
Term, net	31,733	18,701	256	12
LOC & other, net	18,761	8,575	5,404	308
Residential				
Mortgage, net	—	—	—	—
Home equity loans & lines, net	626	—	—	—
Consumer & other, net	152	—	—	—
Total, net of deferred fees and costs	\$126,769	\$52,782	\$49,790	\$1,408

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The following table summarizes our average recorded investment and interest income recognized on impaired loans by loan class for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30, 2015		Three Months Ended September 30, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Commercial real estate				
Non-owner occupied term, net	\$10,356	\$67	\$55,246	\$573
Owner occupied term, net	11,577	49	11,686	79
Multifamily, net	3,519	32	4,830	113
Construction & development, net	1,091	6	5,288	11
Residential development, net	8,018	67	12,190	124
Commercial				
Term, net	24,272	39	18,381	4
LOC & other, net	3,473	19	3,478	13
Residential				
Mortgage, net	—	—	—	—
Home equity loans & lines, net	—	—	—	—
Consumer & other, net	—	—	64	—
Total, net of deferred fees and costs	\$62,306	\$279	\$111,163	\$917

(in thousands)	Nine Months Ended September 30, 2015		Nine Months Ended September 30, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Commercial real estate				
Non-owner occupied term, net	\$24,213	\$569	\$53,460	\$1,532
Owner occupied term, net	13,592	198	11,989	231
Multifamily, net	3,594	93	2,737	113
Construction & development, net	1,091	43	7,423	33
Residential development, net	8,820	256	14,128	373
Commercial				
Term, net	22,089	153	14,512	12
LOC & other, net	6,982	132	2,928	38
Leases, net	—	—	—	—
Residential				
Mortgage, net	—	—	—	—
Home equity loans & lines, net	—	7	—	—
Consumer & other, net	—	—	32	—
Total, net of deferred fees and costs	\$80,381	\$1,451	\$107,209	\$2,332

The impaired loans for which these interest income amounts were recognized primarily relate to accruing restructured loans.



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### Credit Quality Indicators

As previously noted, the Bank's risk rating methodology assigns risk ratings ranging from 1 to 10, where a higher rating represents higher risk. The Bank differentiates its lending portfolios into homogeneous loans and leases and non-homogeneous loans and leases. The 10 risk rating categories can be generally described by the following groupings for non-homogeneous loans and leases:

**Minimal Risk**—A minimal risk loan or lease, risk rated 1, is to a borrower of the highest quality. The borrower has an unquestioned ability to produce consistent profits and service all obligations and can absorb severe market disturbances with little or no difficulty.

**Low Risk**—A low risk loan or lease, risk rated 2, is similar in characteristics to a minimal risk loan. Margins may be smaller or protective elements may be subject to greater fluctuation. The borrower will have a strong demonstrated ability to produce profits, provide ample debt service coverage and to absorb market disturbances.

**Modest Risk**—A modest risk loan or lease, risk rated 3, is a desirable loan or lease with excellent sources of repayment and no currently identifiable risk associated with collection. The borrower exhibits a very strong capacity to repay the credit in accordance with the repayment agreement. The borrower may be susceptible to economic cycles, but will have reserves to weather these cycles.

**Average Risk**—An average risk loan or lease, risk rated 4, is an attractive loan or lease with sound sources of repayment and no material collection or repayment weakness evident. The borrower has an acceptable capacity to pay in accordance with the agreement. The borrower is susceptible to economic cycles and more efficient competition, but should have modest reserves sufficient to survive all but the most severe downturns or major setbacks.

**Acceptable Risk**—An acceptable risk loan or lease, risk rated 5, is a loan or lease with lower than average, but still acceptable credit risk. These borrowers may have higher leverage, less certain but viable repayment sources, have limited financial reserves and may possess weaknesses that can be adequately mitigated through collateral, structural or credit enhancement. The borrower is susceptible to economic cycles and is less resilient to negative market forces or financial events. Reserves may be insufficient to survive a modest downturn.

**Watch**—A watch loan or lease, risk rated 6, is still pass-rated, but represents the lowest level of acceptable risk due to an emerging risk element or declining performance trend. Watch ratings are expected to be temporary, with issues resolved or manifested to the extent that a higher or lower rating would be appropriate. The borrower should have a plausible plan, with reasonable certainty of success, to correct the problems in a short period of time.

**Special Mention**—A special mention loan or lease, risk rated 7, has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or the institution's credit position at some future date. They contain unfavorable characteristics and are generally undesirable. Loans and leases in this category are currently protected but are potentially weak and constitute an undue and unwarranted credit risk, but not to the point of a substandard classification. A special mention loan or lease has potential weaknesses, which if not checked or corrected, weaken the asset or inadequately protect the Bank's position at some future date.

**Substandard**—A substandard asset, risk rated 8, is inadequately protected by the current worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard. Loans and leases are classified as substandard

when they have unsatisfactory characteristics causing unacceptable levels of risk. A substandard loan or lease normally has one or more well-defined weaknesses that could jeopardize repayment of the debt. The likely need to liquidate assets to correct the problem, rather than repayment from successful operations is the key distinction between special mention and substandard.

Doubtful—Loans or leases classified as doubtful, risk rated 9, have all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work towards strengthening of the asset, classification as a loss (and immediate charge-off) is deferred until more exact status may be determined. Pending factors include proposed merger, acquisition, liquidation procedures, capital injection, and perfection of liens on additional collateral and refinancing plans. In certain circumstances, a doubtful rating will be temporary, while the Bank is awaiting an updated collateral valuation. In these

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cases, once the collateral is valued and appropriate margin applied, the remaining un-collateralized portion will be charged-off. The remaining balance, properly margined, may then be upgraded to substandard, however must remain on non-accrual.

Loss—Loans or leases classified as loss, risk rated 10, are considered un-collectible and of such little value that the continuance as an active Bank asset is not warranted. This rating does not mean that the loan or lease has no recovery or salvage value, but rather that the loan or lease should be charged-off now, even though partial or full recovery may be possible in the future.

Impaired—Loans are classified as impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal and interest when due, in accordance with the terms of the original loan agreement, without unreasonable delay. This generally includes all loans classified as non-accrual and troubled debt restructurings. Impaired loans are risk rated for internal and regulatory rating purposes, but presented separately for clarification.

Homogeneous loans and leases are not risk rated until they are greater than 30 days past due, and risk rating is based on the past due status of the loan or lease. The risk rating categories can be generally described by the following groupings for commercial and commercial real estate homogeneous loans and leases:

Special Mention—A homogeneous special mention loan or lease, risk rated 7, is greater than 30 to 59 days past due from the required payment date at month-end.

Substandard—A homogeneous substandard loan or lease, risk rated 8, is 60 to 89 days past due from the required payment date at month-end.

Doubtful—A homogeneous doubtful loan or lease, risk rated 9, is 90 to 179 days past due from the required payment date at month-end.

Loss—A homogeneous loss loan or lease, risk rated 10, is 180 days and more past due from the required payment date. These loans are generally charged-off in the month in which the 180 day time period elapses.

The risk rating categories can be generally described by the following groupings for residential and consumer and other homogeneous loans:

Special Mention—A homogeneous retail special mention loan, risk rated 7, is greater than 30 to 89 days past due from the required payment date at month-end.

Substandard—A homogeneous retail substandard loan, risk rated 8, is an open-end loan 90 to 180 days past due from the required payment date at month-end or a closed-end loan 90 to 120 days past due from the required payment date at month-end.

Loss—A homogeneous retail loss loan, risk rated 10, is a closed-end loan that becomes past due 120 cumulative days or an open-end retail loan that becomes past due 180 cumulative days from the contractual due date. These loans are generally charged-off in the month in which the 120 or 180 day period elapses.

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The following table summarizes our internal risk rating by loan and lease class for the loan and lease portfolio as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015						Total
	Pass/Watch	Special Mention	Substandard	Doubtful	Loss	Impaired (1)	
Commercial real estate							
Non-owner occupied term, net	\$2,947,350	\$96,196	\$93,975	\$309	\$151	\$10,307	\$3,148,288
Owner occupied term, net	2,505,149	57,875	77,522	818	2,136	11,840	2,655,340
Multifamily, net	2,935,017	6,668	16,405	—	—	3,519	2,961,609
Construction & development, net							
Residential development, net	279,830	3,705	3,131	—	—	1,091	287,757
Commercial	84,548	402	1,453	—	—	7,977	94,380
Commercial							
Term, net	1,342,019	25,180	8,051	241	302	22,553	1,398,346
LOC & other, net	982,591	9,168	19,588	2	18	3,156	1,014,523
Leases and equipment finance, net	669,200	2,546	2,206	4,571	510	—	679,033
Residential							
Mortgage, net	2,725,712	2,776	2,206	—	9,534	—	2,740,228
Home equity loans & lines, net	903,813	3,609	871	—	1,994	—	910,287
Consumer & other, net	494,459	3,299	191	—	194	—	498,143
Total, net of deferred fees and costs	\$15,869,688	\$211,424	\$225,599	\$5,941	\$14,839	\$60,443	\$16,387,934

(1) The percentage of impaired loans classified as pass/watch, special mention, substandard, doubtful, and loss was 4.0%, 4.0%, 91.7%, 0.3% and 0.0% respectively, as of September 30, 2015.

(in thousands)	December 31, 2014						Total
	Pass/Watch	Special Mention	Substandard	Doubtful	Loss	Impaired (1)	
Commercial real estate							
Non-owner occupied term, net	\$3,027,777	\$99,556	\$123,350	\$821	\$—	\$39,106	\$3,290,610
Owner occupied term, net	2,475,944	58,425	81,567	309	1,674	15,945	2,633,864
Multifamily, net	2,610,039	9,583	15,177	—	—	3,819	2,638,618
Construction & development, net							
Residential development, net	248,547	4,081	5,003	—	—	1,091	258,722
Commercial	68,789	963	2,419	—	—	9,675	81,846
Commercial							
Term, net	1,346,148	12,661	17,901	198	224	18,957	1,396,089
LOC & other, net	991,209	17,665	6,399	280	88	13,979	1,029,620
Leases and equipment finance, net	513,104	2,554	3,809	3,255	392	—	523,114
Residential							
Mortgage, net	2,215,956	2,330	4,497	—	10,952	—	2,233,735
Home equity loans & lines, net	846,277	3,271	1,079	—	1,851	—	852,478

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Consumer & other, net	385,754	2,717	198	—	367	—	389,036
Total, net of deferred fees and costs	\$ 14,729,544	\$ 213,806	\$ 261,399	\$ 4,863	\$ 15,548	\$ 102,572	\$ 15,327,732

(1) The percentage of impaired loans classified as pass/watch, special mention, substandard, doubtful, and loss was 5.6%, 15.1%, 77.9%, 0.1% and 1.3% respectively, as of December 31, 2014.

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## Troubled Debt Restructurings

At September 30, 2015 and December 31, 2014, impaired loans of \$35.7 million and \$54.8 million, respectively, were classified as accruing restructured loans. The restructurings were granted in response to borrower financial difficulty, and generally provide for a temporary modification of loan repayment terms. The restructured loans on accrual status represent the only impaired loans accruing interest. In order for a restructured loan to be considered for accrual status, the loan's collateral coverage generally will be greater than or equal to 100% of the loan balance, the loan is current on payments, and the borrower must either prefund an interest reserve or demonstrate the ability to make payments from a verified source of cash flow. Impaired restructured loans carry a specific allowance and the allowance on impaired restructured loans is calculated consistently across the portfolios.

There were no available commitments for troubled debt restructurings outstanding as of September 30, 2015 and \$1.0 million as of December 31, 2014.

The following tables present troubled debt restructurings by accrual versus non-accrual status and by loan class as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015		
	Accrual Status	Non-Accrual Status	Total Modifications
Commercial real estate, net	\$23,467	\$1,374	\$24,841
Commercial, net	8,631	9,875	18,506
Residential, net	3,608	—	3,608
Total, net of deferred fees and costs	\$35,706	\$11,249	\$46,955

  

(in thousands)	December 31, 2014		
	Accrual Status	Non-Accrual Status	Total Modifications
Commercial real estate, net	\$48,817	\$2,319	\$51,136
Commercial, net	5,404	9,541	14,945
Residential, net	615	—	615
Total, net of deferred fees and costs	\$54,836	\$11,860	\$66,696

The Bank's policy is that loans placed on non-accrual will typically remain on non-accrual status until all principal and interest payments are brought current and the prospect for future payment in accordance with the loan agreement appears relatively certain. The Bank's policy generally refers to six months of payment performance as sufficient to warrant a return to accrual status.

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The following table presents newly restructured loans that occurred during the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30, 2015					
	Rate Modifications	Term Modifications	Interest Only Modifications	Payment Modifications	Combination Modifications	Total Modifications
Commercial real estate, net	\$—	\$—	\$—	\$—	\$1,374	\$1,374
Commercial, net	—	—	—	—	8,388	8,388
Residential, net	—	—	—	—	185	185
Total, net of deferred fees and costs	\$—	\$—	\$—	\$—	\$9,947	\$9,947

	Three Months Ended September 30, 2014					
	Rate Modifications	Term Modifications	Interest Only Modifications	Payment Modifications	Combination Modifications	Total Modifications
Commercial real estate, net	\$—	\$1,088	\$—	\$—	\$—	\$1,088
Total, net of deferred fees and costs	\$—	\$1,088	\$—	\$—	\$—	\$1,088

	Nine Months Ended September 30, 2015					
	Rate Modifications	Term Modifications	Interest Only Modifications	Payment Modifications	Combination Modifications	Total Modifications
Commercial real estate, net	\$—	\$—	\$—	\$—	\$1,374	\$1,374
Commercial, net	—	—	—	—	11,737	11,737
Residential, net	—	74	—	—	3,241	3,315
Total, net of deferred fees and costs	\$—	\$74	\$—	\$—	\$16,352	\$16,426

(in thousands)	Nine Months Ended September 30, 2014					
	Rate Modifications	Term Modifications	Interest Only Modifications	Payment Modifications	Combination Modifications	Total Modifications
Commercial real estate, net	\$—	\$2,332	\$—	\$—	\$3,519	\$5,851
Residential, net	—	—	—	—	138	138
Total, net of deferred fees and costs	\$—	\$2,332	\$—	\$—	\$3,657	\$5,989

For the periods presented in the tables above, the outstanding recorded investment was the same pre and post modification.

There were \$434,000 of financing receivables modified as troubled debt restructurings within the previous 12 months for which there was a payment default during the three and nine months ended September 30, 2015. For the three and nine months ended September 30, 2014, there were none.



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## Note 6—Goodwill and Other Intangible Assets

The following tables summarize the changes in the Company's goodwill and other intangible assets for the year ended December 31, 2014, and the nine months ended September 30, 2015. Goodwill and all other intangible assets are related to the Community Banking segment.

(in thousands)	Goodwill		
	Gross	Accumulated Impairment	Total
Balance, December 31, 2013	\$877,239	\$(112,934)	)\$764,305
Net additions	1,021,920	—	1,021,920
Balance, December 31, 2014	1,899,159	(112,934)	)1,786,225
Net additions	2,415	—	2,415
Balance, September 30, 2015	\$1,901,574	\$(112,934)	)\$1,788,640

Goodwill represents the excess of the total acquisition price paid over the fair value of the assets acquired, net of the fair values of liabilities assumed. Additional information on the acquisitions and acquisition price allocations is provided in Note 2. The additions to goodwill in 2015 of \$2.4 million relate to immaterial acquisition accounting adjustments.

(in thousands)	Other Intangible Assets		
	Gross	Accumulated Amortization	Net
Balance, December 31, 2013	\$58,909	\$(46,531)	)\$12,378
Net additions	54,562	—	54,562
Amortization	—	(10,207)	) (10,207)
Balance, December 31, 2014	113,471	(56,738)	)56,733
Amortization	—	(8,419)	) (8,419)
Balance, September 30, 2015	\$113,471	\$(65,157)	)\$48,314

Intangible additions in 2014 relate to the Merger and represent the value of the core deposits, which includes all deposits except certificates of deposit. Core deposit intangible assets values were determined by an analysis of the cost differential between the core deposits inclusive of estimated servicing costs and alternative funding sources. The core deposit intangible recorded in connection with the Merger will be amortized on an accelerated basis over a period of 10 years.

The Company conducts its annual evaluation of goodwill for impairment as of its year end of December 31. Goodwill and other intangibles are required to be analyzed for impairment if certain triggering events occur. During the nine months ended September 30, 2015, management determined that no triggering events occurred that required an impairment analysis. The table below presents the forecasted amortization expense for other intangible assets acquired in all mergers:

(in thousands)	Expected Amortization
Year	
Remainder of 2015	\$2,806
2016	8,622
2017	6,756
2018	6,166

2019	5,618
Thereafter	18,346
	\$48,314

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## Note 7 – Residential Mortgage Servicing Rights

The following table presents the changes in the Company's residential mortgage servicing rights ("MSR"), which are carried at fair value, for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$ 127,206	\$ 114,192	\$ 117,259	\$ 47,765
Acquired/purchased MSR	—	—	—	62,770
Additions for new MSR capitalized	7,711	8,813	27,812	16,583
Changes in fair value:				
Due to changes in model inputs or assumptions(1)	(6,794	) (672	) (5,860	) (2,543
Other(2)	(3,309	) (3,608	) (14,397	) (5,850
Balance, end of period	\$ 124,814	\$ 118,725	\$ 124,814	\$ 118,725

(1) Principally reflects changes in discount rates and prepayment speed assumptions, which are primarily affected by changes in interest rates.

(2) Represents changes due to collection/realization of expected cash flows over time.

Information related to our residential mortgage serviced loan portfolio as of September 30, 2015 and December 31, 2014 is as follows:

(dollars in thousands)	September 30, 2015	December 31, 2014
Balance of residential mortgage loans serviced for others	\$ 12,693,451	\$ 11,590,310
MSR as a percentage of serviced loans	0.98	% 1.01

The amount of contractually specified servicing fees, late fees and ancillary fees earned, recorded in residential mortgage banking revenue, was \$7.2 million and \$20.5 million for the three and nine months ended September 30, 2015, respectively, as compared to \$6.2 million and \$14.5 million for the three and nine months ended September 30, 2014, respectively.

Key assumptions used in measuring the fair value of MSR as of September 30, 2015 and December 31, 2014 are as follows:

	September 30, 2015	December 31, 2014
Constant prepayment rate	13.69	% 12.39
Discount rate	9.19	% 9.17
Weighted average life (years)	5.9	6.4

A sensitivity analysis of the current fair value to changes in discount and prepayment speed assumptions as of September 30, 2015 and December 31, 2014 is as follows:

(in thousands)	September 30, 2015	December 31, 2014
Constant prepayment rate		
Effect on fair value of a 10% adverse change	\$(5,466	) \$(4,965
Effect on fair value of a 20% adverse change	\$(10,490	) \$(9,547
Discount rate		
Effect on fair value of a 100 basis point adverse change	\$(4,509	) \$(4,539
Effect on fair value of a 200 basis point adverse change	\$(8,680	) \$(8,771

The sensitivity analysis presents the hypothetical effect on fair value of the MSR. The effect of such hypothetical change in assumptions generally cannot be extrapolated because the relationship of the change in an assumption to the change in fair value is not linear. Additionally, in the analysis, the impact of an adverse change in one assumption is calculated independent of any impact on other assumptions. In reality, changes in one assumption may change another assumption.

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## Note 8 – Junior Subordinated Debentures

Following is information about the Company's wholly-owned trusts ("Trusts") as of September 30, 2015:

Trust Name	Issue Date	Issued Amount	Carrying Value (1)	Rate (2)	Effective Rate (3)	Maturity Date
<b>AT FAIR VALUE:</b>						
Umpqua Statutory Trust II	October 2002	\$20,619	\$15,346	Floating rate, LIBOR plus 3.35%, adjusted quarterly	4.89%	October 2032
Umpqua Statutory Trust III	October 2002	30,928	23,202	Floating rate, LIBOR plus 3.45%, adjusted quarterly	5.03%	November 2032
Umpqua Statutory Trust IV	December 2003	10,310	7,276	Floating rate, LIBOR plus 2.85%, adjusted quarterly	4.45%	January 2034
Umpqua Statutory Trust V	December 2003	10,310	7,248	Floating rate, LIBOR plus 2.85%, adjusted quarterly	4.46%	March 2034
Umpqua Master Trust I	August 2007	41,238	24,065	Floating rate, LIBOR plus 1.35%, adjusted quarterly	2.89%	September 2037
Umpqua Master Trust IB	September 2007	20,619	13,985	Floating rate, LIBOR plus 2.75%, adjusted quarterly	4.55%	December 2037
Sterling Capital Trust III	April 2003	14,433	11,263	Floating rate, LIBOR plus 3.25%, adjusted quarterly	4.55%	April 2033
Sterling Capital Trust IV	May 2003	10,310	7,960	Floating rate, LIBOR plus 3.15%, adjusted quarterly	4.50%	May 2033
Sterling Capital Statutory Trust V	May 2003	20,619	15,971	Floating rate, LIBOR plus 3.25%, adjusted quarterly	4.62%	June 2033
Sterling Capital Trust VI	June 2003	10,310	7,934	Floating rate, LIBOR plus 3.20%, adjusted quarterly	4.60%	September 2033
Sterling Capital Trust VII	June 2006	56,702	34,259	Floating rate, LIBOR plus 1.53%, adjusted quarterly	2.52%	June 2036
Sterling Capital Trust VIII	September 2006	51,547	31,462	Floating rate, LIBOR plus 1.63%, adjusted quarterly	3.22%	December 2036
Sterling Capital Trust IX	July 2007	46,392	27,020	Floating rate, LIBOR plus 1.40%, adjusted quarterly	2.81%	October 2037
Lynnwood Financial Statutory Trust I	March 2003	9,279	7,111	Floating rate, LIBOR plus 3.15%, adjusted quarterly	4.54%	March 2033
	June 2005	10,310	6,550		3.36%	June 2035

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Lynnwood Financial Statutory Trust II				Floating rate, LIBOR plus 1.80%, adjusted quarterly		
Klamath First Capital Trust I	July 2001	15,464	13,013	Floating rate, LIBOR plus 3.75%, adjusted semiannually	5.03%	July 2031
		\$379,390	\$253,665			
AT AMORTIZED COST:						
HB Capital Trust I	March 2000	\$5,310	\$6,119	10.875%	8.52%	March 2030
Humboldt Bancorp Statutory Trust I	February 2001	5,155	5,751	10.200%	8.46%	February 2031
Humboldt Bancorp Statutory Trust II	December 2001	10,310	11,177	Floating rate, LIBOR plus 3.60%, adjusted quarterly	3.15%	December 2031
Humboldt Bancorp Statutory Trust III	September 2003	27,836	30,116	Floating rate, LIBOR plus 2.95%, adjusted quarterly	2.60%	September 2033
CIB Capital Trust	November 2002	10,310	11,055	Floating rate, LIBOR plus 3.45%, adjusted quarterly	3.12%	November 2032
Western Sierra Statutory Trust I	July 2001	6,186	6,186	Floating rate, LIBOR plus 3.58%, adjusted quarterly	3.88%	July 2031
Western Sierra Statutory Trust II	December 2001	10,310	10,310	Floating rate, LIBOR plus 3.60%, adjusted quarterly	3.94%	December 2031
Western Sierra Statutory Trust III	September 2003	10,310	10,310	Floating rate, LIBOR plus 2.90%, adjusted quarterly	3.19%	September 2033
Western Sierra Statutory Trust IV	September 2003	10,310	10,310	Floating rate, LIBOR plus 2.90%, adjusted quarterly	3.19%	September 2033
		96,037	101,334			
	Total	\$475,427	\$354,999			

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- Includes acquisition accounting adjustments, net of accumulated amortization, for junior subordinated
- (1) debentures assumed in connection with previous mergers as well as fair value adjustments related to trusts recorded at fair value.
  - (2) Contractual interest rate of junior subordinated debentures.
  - (3) Effective interest rate based upon the carrying value as of September 30, 2015.

The Trusts are reflected as junior subordinated debentures in the Condensed Consolidated Balance Sheets. The common stock issued by the Trusts is recorded in other assets in the Condensed Consolidated Balance Sheets, and totaled \$14.3 million at September 30, 2015 and December 31, 2014. As of September 30, 2015, all of the junior subordinated debentures were redeemable at par, at their applicable quarterly or semiannual interest payment dates.

The Company selected the fair value measurement option for junior subordinated debentures originally issued by the Company (the Umpqua Statutory Trusts) and for junior subordinated debentures acquired from Sterling. Refer to Note 15 for discussion of the rationale for election of fair value and the approach used to fair value the selected junior subordinated debentures.

Absent changes to the significant inputs utilized in the discounted cash flow model used to measure the fair value of these instruments, the discounts will reverse over time in a manner similar to the effective interest rate method as if these instruments were accounted for under the amortized cost method. Losses recorded resulting from the change in the fair value of these instruments were \$1.6 million and \$4.7 million for the three and nine months ended September 30, 2015, respectively, and \$1.6 million and \$3.5 million for the three and nine months ended September 30, 2014, respectively.

#### Note 9 – Commitments and Contingencies

**Lease Commitments** — As of September 30, 2015, the Bank leased 277 sites under non-cancelable operating leases. The leases contain various provisions for increases in rental rates, based either on changes in the published Consumer Price Index or a predetermined escalation schedule. Substantially all of the leases provide the Company with the option to extend the lease term one or more times following expiration of the initial term.

Rent expense for the three and nine months ended September 30, 2015 was \$9.5 million and \$28.2 million and for the three and nine months ended September 30, 2014 was \$9.8 million and \$23.6 million. Rent expense was partially offset by rent income for the three and nine months ended September 30, 2015 of \$298,000 and \$527,000 and for the three and nine months ended September 30, 2014 of \$170,000 and \$441,000.

**Financial Instruments with Off-Balance-Sheet Risk** — The Company's financial statements do not reflect various commitments and contingent liabilities that arise in the normal course of the Bank's business and involve elements of credit, liquidity, and interest rate risk.

The following table presents a summary of the Bank's commitments and contingent liabilities:

(in thousands)	As of September 30, 2015
Commitments to extend credit	\$3,392,037
Commitments to extend overdrafts	\$807,044
Forward sales commitments	\$601,060
Commitments to originate residential mortgage loans held for sale	\$402,051
Standby letters of credit	\$62,436

The Bank is a party to financial instruments with off-balance-sheet credit risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and financial guarantees. Those instruments involve elements of credit and interest-rate risk similar to the risk involved in on-balance sheet items recognized in the Condensed Consolidated Balance Sheets. The contract or notional amounts of those instruments reflect the extent of the Bank's involvement in particular classes of financial instruments.

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit, and financial guarantees written, is represented by the contractual notional amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.



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Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any covenant or condition established in the applicable contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. While most standby letters of credit are not utilized, a significant portion of such utilization is on an immediate payment basis. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral varies but may include cash, accounts receivable, inventory, premises and equipment and income-producing commercial properties.

Standby letters of credit and financial guarantees written are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements, including international trade finance, commercial paper, bond financing and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank holds cash, marketable securities, or real estate as collateral supporting those commitments for which collateral is deemed necessary. The Bank was not required to perform on any financial guarantees during the three and nine months ended September 30, 2015 and September 30, 2014. At September 30, 2015, approximately \$44.4 million of standby letters of credit expire within one year, and \$18.0 million expire thereafter. Upon issuance, the Bank recognizes a liability equivalent to the amount of fees received from the customer for these standby letter of credit commitments. Fees are recognized ratably over the term of the standby letter of credit. The estimated fair value of guarantees associated with standby letters of credit was \$1.2 million as of September 30, 2015.

Residential mortgage loans sold into the secondary market are sold with limited recourse against the Company, meaning that the Company may be obligated to repurchase or otherwise reimburse the investor for incurred losses on any loans that suffer an early payment default, are not underwritten in accordance with investor guidelines or are determined to have pre-closing borrower misrepresentations. As of September 30, 2015, the Company had a residential mortgage loan repurchase reserve liability of \$2.7 million.

Legal Proceedings—The Bank owns 483,806 shares of Class B common stock of Visa Inc. which are convertible into Class A common stock at a conversion ratio of 1.6483 per Class A share. As of September 30, 2015, the closing value of the Class A shares was \$69.40 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was \$55.3 million as of September 30, 2015, and has not been reflected in the accompanying consolidated financial statements. The shares of Visa Inc. Class B common stock are restricted and may not be transferred. Visa member banks are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa Inc. may sell additional Class A shares and use the proceeds to settle litigation, thereby reducing the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class B conversion ratio will be increased to reflect that surplus.

On July 13, 2012, Visa Inc. announced that it had entered into a memorandum of understanding obligating it to enter into a settlement agreement to resolve the multi-district interchange litigation brought by the class plaintiffs in the matter styled *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, Case No. 5-MD-1720 (JG) (JO) pending in the U.S. District Court for the Eastern District of New York. The claims originally were brought by a class of U.S. retailers in 2005. The settlement was approved by the court on December 13, 2013, but that decision is currently being appealed. Visa's share of the previously agreed settlement amount was approximately \$4.4 billion. However, because of the pending appeal, the ultimate effect of this settlement on the value of the Bank's Class B common stock is unknown at this time.

In the ordinary course of business, various claims and lawsuits are brought by and against the Company and its subsidiaries, including the Bank and Umpqua Investments. In the opinion of management, there is no pending or threatened proceeding in which an adverse decision could result in a material adverse change in the Company's consolidated financial condition or results of operations.

Concentrations of Credit Risk— The Bank grants real estate mortgage, real estate construction, commercial, agricultural and installment loans and leases to customers throughout Oregon, Washington, California, Idaho, and Nevada. In management's judgment, a concentration exists in real estate-related loans, which represented approximately 79% and 80% of the Bank's loan and lease portfolio at September 30, 2015 and December 31, 2014, respectively. Commercial real estate concentrations are managed to assure wide geographic and business diversity. Although management believes such concentrations have no more than the normal risk of collectability, a substantial decline in the economy in general, material increases in interest rates, changes in tax policies, tightening credit or refinancing markets, or a decline in real estate values in the Bank's primary market areas in particular, could have an adverse impact on the repayment of these loans. Personal and business incomes, proceeds

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from the sale of real property, or proceeds from refinancing, represent the primary sources of repayment for a majority of these loans.

The Bank recognizes the credit risks inherent in dealing with other depository institutions. Accordingly, to prevent excessive exposure to any single correspondent, the Bank has established general standards for selecting correspondent banks as well as internal limits for allowable exposure to any single correspondent. In addition, the Bank has an investment policy that sets forth limitations that apply to all investments with respect to credit rating and concentrations with an issuer.

Note 10 – Derivatives

The Bank may use derivatives to hedge the risk of changes in the fair values of interest rate lock commitments, residential mortgage loans held for sale, and residential mortgage servicing rights. None of the Company's derivatives are designated as hedging instruments. Rather, they are accounted for as free-standing derivatives, or economic hedges, with changes in the fair value of the derivatives reported in income. The Company primarily utilizes forward interest rate contracts in its derivative risk management strategy.

The Bank enters into forward delivery contracts to sell residential mortgage loans or mortgage-backed securities to broker/dealers at specific prices and dates in order to hedge the interest rate risk in its portfolio of mortgage loans held for sale and its residential mortgage loan commitments. Credit risk associated with forward contracts is limited to the replacement cost of those forward contracts in a gain position. There were no counterparty default losses on forward contracts in the three and nine months ended September 30, 2015 and 2014. Market risk with respect to forward contracts arises principally from changes in the value of contractual positions due to changes in interest rates. The Bank limits its exposure to market risk by monitoring differences between commitments to customers and forward contracts with broker/dealers. In the event the Company has forward delivery contract commitments in excess of available mortgage loans, the Company completes the transaction by either paying or receiving a fee to or from the broker/dealer equal to the increase or decrease in the market value of the forward contract. At September 30, 2015, the Bank had commitments to originate mortgage loans held for sale totaling \$402.1 million and forward sales commitments of \$601.1 million, which are used to hedge both on-balance sheet and off-balance sheet exposures.

The Bank's mortgage banking derivative instruments do not have specific credit risk-related contingent features. The forward sales commitments do have contingent features that may require transferring collateral to the broker/dealers upon their request. However, this amount would be limited to the net unsecured loss exposure at such point in time and would not materially affect the Company's liquidity or results of operations.

The Bank executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting the interest rate swaps that the Bank executes with a third party, such that the Bank minimizes its net risk exposure. As of September 30, 2015, the Bank had 354 interest rate swaps with an aggregate notional amount of \$1.7 billion related to this program.

In connection with the interest rate swap program with commercial customers, the Bank has agreements with its derivative counterparties that contain a provision where if the Bank defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Bank could also be declared in default on its derivative obligations. The Bank also has agreements with its derivative counterparties that contain a provision where if the Bank fails to maintain its status as a well/adequately capitalized institution, then the counterparty could terminate the derivative positions and the Bank would be required to settle its obligations under the agreements. Similarly, the Bank could be required to settle its obligations under certain of its agreements if specific regulatory events occur, such as if the Bank were issued a prompt corrective action directive or a cease and desist order, or if certain regulatory ratios fall below specified levels. If the Bank had breached any of

these provisions at September 30, 2015, it could have been required to settle its obligations under the agreements at the termination value.

As of September 30, 2015 and December 31, 2014, the termination value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$48.4 million and \$29.0 million, respectively. The Bank has collateral posting requirements for initial or variation margins with its clearing members and clearing houses and has been required to post collateral against its obligations under these agreements of \$66.7 million and \$43.5 million as of September 30, 2015 and December 31, 2014, respectively.

The Bank incorporates credit valuation adjustments ("CVA") to appropriately reflect nonperformance risk in the fair value measurement of its derivatives. As of September 30, 2015, the net CVA decreased the settlement values of the Bank's net derivative assets by \$2.5 million. Various factors impact changes in the CVA over time, including changes in the credit spreads

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of the parties to the contracts, which are impacted by changes in market rates and volatilities, which affect the total expected exposure of the derivative instruments.

The following tables summarize the types of derivatives, separately by assets and liabilities, and the fair values of such derivatives as of September 30, 2015 and December 31, 2014:

(in thousands)	Asset Derivatives		Liability Derivatives	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Derivatives not designated as hedging instrument				
Interest rate lock commitments	\$5,466	\$2,867	\$—	\$—
Interest rate forward sales commitments	2	16	5,271	2,627
Interest rate swaps	45,134	26,327	47,520	28,158
Foreign currency derivative	6	565	5	103
Total	\$50,608	\$29,775	\$52,796	\$30,888

The fair values of the derivatives are recorded in other assets and other liabilities. The following table summarizes the types of derivatives and the gains (losses) recorded during the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Derivatives not designated as hedging instrument				
Interest rate lock commitments	\$1,783	\$(5,475)	) \$2,977	) \$1,312
Interest rate forward sales commitments	(11,383	) 1,788	(6,275	) (14,228
Interest rate swaps	(1,179	) 107	(554	) (2,893
Foreign currency derivative	(3	) (1	) (462	) 16
Total	\$(10,782	) \$(3,581	) \$(4,314	) \$(15,793

The gains and losses on the Company's mortgage banking derivatives are included in mortgage banking revenue. The gains and losses on the Company's interest rate swaps and foreign currency derivative are included in other income.

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The following table summarizes the derivatives that have a right of offset as of September 30, 2015 and December 31, 2014:

(in thousands)	Gross Amounts Not Offset in the Statement of Financial Position					
	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Statement of Financial Position	Net Amounts of Assets/Liabilities presented in the Statement of Financial Position	Financial Instruments	Collateral Posted	Net Amount
September 30, 2015						
Derivative Assets						
Interest rate swaps	\$ 45,134	\$—	\$ 45,134	\$—	\$—	\$45,134
Derivative Liabilities						
Interest rate swaps	\$ 47,520	\$—	\$ 47,520	\$—	\$(47,520 )	\$—
December 31, 2014						
Derivative Assets						
Interest rate swaps	\$ 26,327	\$—	\$ 26,327	\$(131 )	\$—	\$26,196
Derivative Liabilities						
Interest rate swaps	\$ 28,158	\$—	\$ 28,158	\$(131 )	\$(28,027 )	\$—

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## Note 11 – Shareholders' Equity and Stock Compensation

On April 18, 2014, the Company completed the Merger with Sterling. The details of the conversion of Sterling common stock, stock options, and restricted stock units are included in Note 2. The conversion resulted in the issuance of 104,385,087 shares of common stock, 994,214 restricted stock units, and 439,921 stock options granted. Additionally, the 2,960,238 outstanding Sterling warrants were converted into warrants exercisable to receive 1.671 shares of Umpqua stock per warrant, with an exercise price of \$12.88 as of the merger date. In November 2014, the warrants were net exercised in full for 2,889,896 shares and \$6.6 million, and are no longer outstanding.

At a special meeting on February 25, 2014, the Company's shareholders approved an amendment to the Company's articles of incorporation, effective on April 18, 2014, increasing the number of authorized shares of common stock to 400,000,000.

## Stock-Based Compensation

The compensation cost related to stock options, restricted stock and restricted stock units (included in salaries and employee benefits) was \$3.1 million and \$10.7 million for the three and nine months ended September 30, 2015, as compared to \$3.7 million and \$8.8 million for the three and nine months ended September 30, 2014. The total income tax benefit recognized related to stock-based compensation was \$1.2 million and \$3.9 million for the three and nine months ended September 30, 2015, respectively, as compared to \$1.4 million and \$3.4 million for the three and nine months ended September 30, 2014, respectively.

The following table summarizes information about stock option activity for the nine months ended September 30, 2015:

(in thousands, except per share data)	Nine Months Ended September 30, 2015			
	Options	Weighted-Avg Exercise Price	Weighted-Avg Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Balance, beginning of period	807	\$ 16.80		
Granted/Assumed	—	\$—		
Exercised	(80	) \$ 11.01		
Forfeited/expired	(251	) \$ 22.88		
Balance, end of period	476	\$ 14.56	4.20	\$ 1,625
Options exercisable, end of period	437	\$ 14.78	3.91	\$ 1,458

The total intrinsic value (which is the amount by which the stock price exceeded the exercise price on the date of exercise) of options exercised during the three and nine months ended September 30, 2015 was \$47,000 and \$512,000, as compared to the three and nine months ended September 30, 2014 of \$241,000 and \$3.1 million.

During the three and nine months ended September 30, 2015, the amount of cash received from the exercise of stock options was \$16 and \$195,000, respectively, as compared to the three and nine months ended September 30, 2014 of \$239,000 and \$4.5 million, respectively. Total consideration was \$117,000 and \$877,000 for the three and nine months ended September 30, 2015, respectively, as compared to the three and nine months ended September 30, 2014 of \$483,000 and \$6.7 million, respectively.

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The fair value of each option grant is estimated as of the grant date using the Black-Scholes option-pricing model. There were no stock options granted in the nine months ended September 30, 2015. The following weighted average assumptions were used to determine the fair value of stock options grants as of grant date for the nine months ended September 30, 2014:

	Nine Months Ended September 30, 2014	
Dividend yield	3.25	%
Expected life (years)	6.79	
Expected volatility	31	%
Risk-free rate	0.91	%
Weighted average fair value of options on date of grant	\$3.22	

The Company grants restricted stock periodically for the benefit of employees and directors. Restricted shares issued prior to 2011 generally vest on an annual basis over five years. Restricted shares issued since 2011 generally vest over a three year period, subject to time or time plus performance vesting conditions. The following table summarizes information about nonvested restricted share activity for the nine months ended September 30, 2015:

(in thousands, except per share data)	Nine Months Ended September 30, 2015	
	Restricted Shares Outstanding	Weighted Average Grant Date Fair Value
Balance, beginning of period	1,386	\$15.39
Granted/assumed	599	\$15.71
Released	(501	) \$14.53
Forfeited	(125	) \$15.17
Balance, end of period	1,359	\$16.14

The total fair value of restricted shares vested and released during the three and nine months ended September 30, 2015 was \$1.6 million and \$8.3 million, respectively, as compared to the three and nine months ended September 30, 2014 of \$615,000 and \$7.0 million, respectively.

The Company granted restricted stock units as a part of the 2007 Long Term Incentive Plan for the benefit of certain executive officers. In addition, the Company granted restricted stock units in connection with the acquisition of Sterling as replacement awards. Restricted stock unit grants may be subject to performance-based vesting as well as other approved vesting conditions. The total number of restricted stock units granted represents the maximum number of restricted stock units eligible to vest based upon the performance and service conditions set forth in the grant agreements.

(in thousands, except per share data)	Nine Months Ended September 30, 2015	
	Restricted Stock Units Outstanding	Weighted Average Grant Date Fair Value
Balance, beginning of period	675	\$18.03
Granted/assumed	—	\$—
Released	(253	) \$17.99
Forfeited	(143	) \$18.48
Balance, end of period	279	\$18.58





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The total fair value of restricted stock units vested and released during the three and nine months ended September 30, 2015 was \$430,000 and \$4.4 million as compared to the three and nine months ended September 30, 2014 of \$363,000 and \$6.0 million.

As of September 30, 2015, there was \$135,000 of total unrecognized compensation cost related to nonvested stock options which is expected to be recognized over a weighted-average period of 1.71 years. As of September 30, 2015, there was \$10.1 million of total unrecognized compensation cost related to nonvested restricted stock awards which is expected to be recognized over a weighted-average period of 1.35 years. As of September 30, 2015, there was \$4.6 million of total unrecognized compensation cost related to nonvested restricted stock units which is expected to be recognized over a weighted-average period of 1.77 years, assuming expected performance conditions are met.

For the three and nine months ended September 30, 2015, the Company received income tax benefits of \$700,000 and \$5.1 million, respectively, as compared to the three and nine months ended September 30, 2014 of \$469,000 and \$6.2 million, respectively, related to the exercise of non-qualified employee stock options, disqualifying dispositions on the exercise of incentive stock options, the vesting of restricted shares and the vesting of restricted stock units. In the nine months ended September 30, 2015, the Company had net excess tax benefit (tax benefit resulting from tax deductions greater than the compensation cost recognized) of \$544,000, as compared to \$1.2 million of net excess tax benefit for the nine months ended September 30, 2014.

### Note 12 – Income Taxes

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, as well as in the majority of states and in Canada. The Company acquired a \$276.8 million net deferred tax asset before acquisition accounting adjustments in the Merger, including \$238.4 million of federal and state net operating loss ("NOL") and tax credit carry-forwards. The Merger triggered an "ownership change" as defined in Section 382 of the Internal Revenue Service Code ("Section 382"). As a result of being subject to Section 382, the Company will be limited in the amount of federal NOL carry-forwards that can be used annually to offset future taxable income. The Company believes it is more likely than not that it will be able to fully realize the benefit of its federal NOL carry-forwards. The Company also believes that it is more likely than not that the benefit from certain state NOL and tax credit carry-forwards will not be realized and therefore has provided a valuation allowance of \$2.6 million against the deferred tax assets relating to these NOL and tax credit carry-forwards.

The Company had gross unrecognized tax benefits of \$2.9 million as of September 30, 2015. If recognized, the unrecognized tax benefit would reduce the 2015 annual effective tax rate by 0.7%. During the three and nine months ended September 30, 2015, the Company reversed \$21,000 and \$4,000 of interest relating to its liability for unrecognized tax benefits. Interest on unrecognized tax benefits is reported by the Company as a component of tax expense. As of September 30, 2015, the accrued interest related to unrecognized tax benefits was \$395,000.

### Note 13 – Earnings Per Common Share

Nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and are included in the computation of earnings per share pursuant to the two-class method. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. Certain of the Company's nonvested restricted stock awards qualify as participating securities.

Net earnings is allocated between the common stock and participating securities pursuant to the two-class method. Basic earnings per common share is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period, excluding participating nonvested

restricted shares.

Diluted earnings per common share is computed in a similar manner, except that first the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares, excluding the participating securities, were issued using the treasury stock method. For all periods presented, stock options, certain restricted stock awards and restricted stock units are the only potentially dilutive non-participating instruments issued by the Company. Next, we determine and include in diluted earnings per common share calculation the more dilutive effect of the participating securities using the treasury stock method or the two-class method. Undistributed losses are not allocated to the nonvested share-based payment awards (the participating securities) under the two-class method as the holders are not contractually obligated to share in the losses of the Company.

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The following is a computation of basic and diluted earnings per common share for the three and nine months ended September 30, 2015 and 2014:

(in thousands, except per share data)	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
<b>NUMERATORS:</b>				
Net income	\$57,607	\$58,883	\$159,520	\$95,076
Less:				
Dividends and undistributed earnings allocated to participating securities (1)	84	142	261	338
Net earnings available to common shareholders	\$57,523	\$58,741	\$159,259	\$94,738
<b>DENOMINATORS:</b>				
Weighted average number of common shares outstanding - basic	220,297	217,245	220,370	175,627
Effect of potentially dilutive common shares (2)	607	1,696	692	1,029
Weighted average number of common shares outstanding - diluted	220,904	218,941	221,062	176,656
<b>EARNINGS PER COMMON SHARE:</b>				
Basic	\$0.26	\$0.27	\$0.72	\$0.54
Diluted	\$0.26	\$0.27	\$0.72	\$0.54

(1) Represents dividends paid and undistributed earnings allocated to nonvested restricted stock awards.

(2) Represents the effect of the assumed exercise of stock options, vesting of non-participating restricted shares, and vesting of restricted stock units, based on the treasury stock method.

The following table presents the weighted average outstanding securities that were not included in the computation of diluted earnings per common share because their effect would be anti-dilutive for the three and nine months ended September 30, 2015 and 2014.

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Stock options	—	5	—	398

#### Note 14 – Segment Information

The Company operates two primary segments: Community Banking and Home Lending. The Community Banking segment's principal business focus is the offering of loan and deposit products to business and retail customers in its primary market areas. As of September 30, 2015, the Community Banking segment operated 381 locations throughout Oregon, Washington, California, Idaho, and Nevada.

The Home Lending segment, which operates as a division of the Bank, originates, sells and services residential mortgage loans.

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Summarized financial information concerning the Company's reportable segments and the reconciliation to the consolidated financial results is shown in the following tables:

(in thousands)

	Three Months Ended September 30, 2015		
	Community	Home	Consolidated
	Banking	Lending	
Interest income	\$204,393	\$29,924	\$234,317
Interest expense	12,269	2,318	14,587
Net interest income	192,124	27,606	219,730
Provision for loan and lease losses	7,294	859	8,153
Non-interest income	32,020	28,329	60,349
Non-interest expense	152,174	30,512	182,686
Income before income taxes	64,676	24,564	89,240
Provision for income taxes	22,925	8,708	31,633
Net income	\$41,751	\$15,856	\$57,607

(in thousands)

	Nine Months Ended September 30, 2015		
	Community	Home	Consolidated
	Banking	Lending	
Interest income	\$618,710	\$77,937	\$696,647
Interest expense	36,480	6,381	42,861
Net interest income	582,230	71,556	653,786
Provision for loan and lease losses	29,067	2,977	32,044
Non-interest income	93,845	110,498	204,343
Non-interest expense	486,514	91,167	577,681
Income before income taxes	160,494	87,910	248,404
Provision for income taxes	57,430	31,454	88,884
Net income	\$103,064	\$56,456	\$159,520

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(in thousands)	Three Months Ended September 30, 2014		
	Community	Home	Consolidated
	Banking	Lending	
Interest income	\$219,268	\$20,255	\$239,523
Interest expense	12,003	1,804	13,807
Net interest income	207,265	18,451	225,716
Provision for loan and lease losses	14,333	—	14,333
Non-interest income	30,439	31,726	62,165
Non-interest expense	160,559	21,999	182,558
Income before income taxes	62,812	28,178	90,990
Provision for income taxes	22,165	9,942	32,107
Net income	\$40,647	\$18,236	\$58,883
	Nine Months Ended September 30, 2014		
	Community	Home	Consolidated
	Banking	Lending	
Interest income	\$536,922	\$43,448	\$580,370
Interest expense	30,858	3,699	34,557
Net interest income	506,064	39,749	545,813
Provision for loan and lease losses	35,000	—	35,000
Non-interest income	64,072	66,797	130,869
Non-interest expense	445,189	48,018	493,207
Income before income taxes	89,947	58,528	148,475
Provision for income taxes	32,353	21,046	53,399
Net income	\$57,594	\$37,482	\$95,076
	September 30, 2015		
	Community	Home	Consolidated
	Banking	Lending	
Total assets	\$20,115,935	\$3,046,369	\$23,162,304
Total loans and leases	\$13,825,307	\$2,562,627	\$16,387,934
Total deposits	\$17,371,561	\$95,463	\$17,467,024
	December 31, 2014		
	Community	Home	Consolidated
	Banking	Lending	
Total assets	\$20,095,189	\$2,514,714	\$22,609,903
Total loans and leases	\$13,181,463	\$2,146,269	\$15,327,732
Total deposits	\$16,850,682	\$41,417	\$16,892,099

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## Note 15 – Fair Value Measurement

The following table presents estimated fair values of the Company's financial instruments as of September 30, 2015 and December 31, 2014, whether or not recognized or recorded at fair value in the Condensed Consolidated Balance Sheets:

(in thousands)	Level	September 30, 2015		December 31, 2014	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>FINANCIAL ASSETS:</b>					
Cash and cash equivalents	1	\$957,616	\$957,616	\$1,605,171	\$1,605,171
Trading securities	1,2	9,509	9,509	9,999	9,999
Investment securities available for sale	2	2,482,478	2,482,478	2,298,555	2,298,555
Investment securities held to maturity	3	4,699	5,280	5,211	5,554
Loans held for sale	2	398,015	398,015	286,802	286,802
Loans and leases, net	3	16,257,801	16,279,789	15,211,565	15,252,083
Restricted equity securities	1	46,904	46,904	119,334	119,334
Residential mortgage servicing rights	3	124,814	124,814	117,259	117,259
Bank owned life insurance assets	1	297,321	297,321	294,296	294,296
FDIC indemnification asset	3	892	254	4,417	2,058
Derivatives	2,3	50,608	50,608	29,775	29,775
Visa Class B common stock	3	—	52,576	—	49,663
<b>FINANCIAL LIABILITIES:</b>					
Deposits	1,2	\$17,467,024	\$17,474,312	\$16,892,099	\$16,893,890
Securities sold under agreements to repurchase	2	323,722	323,722	313,321	313,321
Term debt	2	889,358	905,454	1,006,395	1,018,948
Junior subordinated debentures, at fair value	3	253,665	253,665	249,294	249,294
Junior subordinated debentures, at amortized cost	3	101,334	75,127	101,576	73,840
Derivatives	2	52,796	52,796	30,888	30,888

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## Fair Value of Assets and Liabilities Measured on a Recurring Basis

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014:

(in thousands) Description	September 30, 2015			
	Total	Level 1	Level 2	Level 3
<b>FINANCIAL ASSETS:</b>				
Trading securities				
Obligations of states and political subdivisions	\$241	\$—	\$241	\$—
Equity securities	9,268	9,268	—	—
Investment securities available for sale				
Obligations of states and political subdivisions	326,464	—	326,464	—
Residential mortgage-backed securities and collateralized mortgage obligations	2,153,933	—	2,153,933	—
Investments in mutual funds and other equity securities	2,081	—	2,081	—
Loans held for sale, at fair value	395,421	—	395,421	—
Residential mortgage servicing rights, at fair value	124,814	—	—	124,814
Derivatives				
Interest rate lock commitments	5,466	—	—	5,466
Interest rate forward sales commitments	2	—	2	—
Interest rate swaps	45,134	—	45,134	—
Foreign currency derivative	6	—	6	—
Total assets measured at fair value	\$3,062,830	\$9,268	\$2,923,282	\$130,280
<b>FINANCIAL LIABILITIES:</b>				
Junior subordinated debentures, at fair value	\$253,665	\$—	\$—	\$253,665
Derivatives				
Interest rate forward sales commitments	5,271	—	5,271	—
Interest rate swaps	47,520	—	47,520	—
Foreign currency derivative	5	—	5	—
Total liabilities measured at fair value	\$306,461	\$—	\$52,796	\$253,665



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(in thousands) Description	December 31, 2014			
	Total	Level 1	Level 2	Level 3
<b>FINANCIAL ASSETS:</b>				
Trading securities				
Obligations of states and political subdivisions	\$ 124	\$—	\$ 124	\$—
Equity securities	5,283	5,283	—	—
Other investments securities <sup>(1)</sup>	4,592	—	4,592	—
Available for sale securities				
U.S. Treasury and agencies	229	—	229	—
Obligations of states and political subdivisions	338,404	—	338,404	—
Residential mortgage-backed securities and collateralized mortgage obligations	1,957,852	—	1,957,852	—
Investments in mutual funds and other equity securities	2,070	—	2,070	—
Loans held for sale	286,802	—	286,802	—
Residential mortgage servicing rights, at fair value	117,259	—	—	117,259
Derivatives				
Interest rate lock commitments	2,867	—	—	2,867
Interest rate forward sales commitments	16	—	16	—
Interest rate swaps	26,327	—	26,327	—
Foreign currency derivative	565	—	565	—
Total assets measured at fair value	\$2,742,390	\$5,283	\$2,616,981	\$ 120,126
<b>FINANCIAL LIABILITIES:</b>				
Junior subordinated debentures, at fair value	\$249,294	\$—	\$—	\$249,294
Derivatives				
Interest rate forward sales commitments	2,627	—	2,627	—
Interest rate swaps	28,158	—	28,158	—
Foreign currency derivative	103	—	103	—
Total liabilities measured at fair value	\$280,182	\$—	\$30,888	\$249,294

(1) Principally represents U.S. Treasury and agencies or residential mortgage-backed securities issued or guaranteed by governmental agencies.

The following methods were used to estimate the fair value of each class of financial instrument above:

**Cash and Cash Equivalents**— For short-term instruments, including noninterest bearing cash and interest bearing cash, the carrying amount is a reasonable estimate of fair value.

**Securities**— Fair values for investment securities are based on quoted market prices when available or through the use of alternative approaches, such as matrix or model pricing, or broker indicative bids, when market quotes are not readily accessible or available. Management periodically reviews the pricing information received from the third-party pricing service and compares it to a secondary pricing service, evaluating significant price variances between services to determine an appropriate estimate of fair value to report.

**Loans Held for Sale**— Fair value for residential mortgage loans held for sale is determined based on quoted secondary market prices for similar loans, including the implicit fair value of embedded servicing rights. For non-residential mortgage loans held for sale, these loans are accounted for at lower of cost or market based on the estimated sales price.

Loans and Leases— Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type, including commercial, real estate and consumer loans. Each loan category is further segregated by fixed and adjustable rate loans. The fair value of loans is calculated by discounting expected cash flows at rates which similar loans are currently being made. These amounts are discounted further by embedded probable losses expected to be realized in the portfolio.

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**Restricted Equity Securities**— The carrying value of restricted equity securities approximates fair value as the shares can only be redeemed by the issuing institution at par.

**Residential Mortgage Servicing Rights**— The fair value of mortgage servicing rights is estimated using a discounted cash flow model. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income net of servicing costs. This model is periodically validated by an independent external model validation group. The model assumptions and the MSR fair value estimates are also compared to observable trades of similar portfolios as well as to MSR broker valuations and industry surveys, as available. Management believes the significant inputs utilized are indicative of those that would be used by market participants.

**Bank Owned Life Insurance Assets**— Fair values of insurance policies owned are based on the insurance contract's cash surrender value.

**FDIC Indemnification Asset**— The FDIC indemnification asset is calculated as the expected future cash flows under the loss-share agreement discounted by a rate reflective of the creditworthiness of the FDIC as would be required from the market.

**Visa Inc. Class B Common Stock**— The fair value of Visa Class B common stock is estimated by applying a 5% discount to the value of the unredeemed Class A equivalent shares. The discount primarily represents the risk related to the further potential reduction of the conversion ratio between Class B and Class A shares and a liquidity risk premium.

**Deposits**— The fair value of deposits with no stated maturity, such as non-interest bearing deposits, savings and interest checking accounts, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

**Securities Sold under Agreements to Repurchase**— For short-term instruments, including securities sold under agreements to repurchase and federal funds purchased, the carrying amount is a reasonable estimate of fair value.

**Term Debt**— The fair value of medium term notes is calculated based on the discounted value of the contractual cash flows using current rates at which such borrowings can currently be obtained.

**Junior Subordinated Debentures**— The fair value of junior subordinated debentures is estimated using an income approach valuation technique. The significant inputs utilized in the estimation of fair value of these instruments are the credit risk adjusted spread and three month LIBOR. The credit risk adjusted spread represents the nonperformance risk of the liability, contemplating the inherent risk of the obligation. The Company periodically utilizes an external valuation firm to determine or validate the reasonableness of inputs and factors that are used to determine the fair value. The ending carrying (fair) value of the junior subordinated debentures measured at fair value represents the estimated amount that would be paid to transfer these liabilities in an orderly transaction amongst market participants. Due to credit concerns in the capital markets and inactivity in the trust preferred markets that have limited the observability of market spreads, we have classified this as a Level 3 fair value measure.

**Derivative Instruments**— The fair value of the interest rate lock commitments and forward sales commitments are estimated using quoted or published market prices for similar instruments, adjusted for factors such as pull-through rate assumptions based on historical information, where appropriate. The pull-through rate assumptions are considered Level 3 valuation inputs and are significant to the interest rate lock commitment valuation; as such, the interest rate lock commitment derivatives are classified as Level 3. The fair value of the interest rate swaps is

determined using a discounted cash flow technique incorporating credit valuation adjustments to reflect nonperformance risk in the measurement of fair value. Although the Bank has determined that the majority of the inputs used to value its interest rate swap derivatives fall within Level 2 of the fair value hierarchy, the CVA associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of September 30, 2015, the Bank has assessed the significance of the impact of the CVA on the overall valuation of its interest rate swap positions and has determined that the CVA are not significant to the overall valuation of its interest rate swap derivatives. As a result, the Bank has classified its interest rate swap derivative valuations in Level 2 of the fair value hierarchy.

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## Assets and Liabilities Measured at Fair Value Using Significant Unobservable Inputs (Level 3)

The following table provides a description of the valuation technique, significant unobservable inputs, and qualitative information about the unobservable inputs for the Company's assets and liabilities classified as Level 3 and measured at fair value on a recurring basis at September 30, 2015:

Financial Instrument	Valuation Technique	Unobservable Input	Weighted Average
Residential mortgage servicing rights	Discounted cash flow	Constant Prepayment Rate	13.69%
		Discount Rate	9.19%
		Pull-through rate	82.35%
Interest rate lock commitment	Internal Pricing Model		
Junior subordinated debentures	Discounted cash flow	Credit Spread	6.04%

Generally, any significant increases in the constant prepayment rate and discount rate utilized in the fair value measurement of the residential mortgage servicing rights will result in negative fair value adjustments (and a decrease in the fair value measurement). Conversely, a decrease in the constant prepayment rate and discount rate will result in a positive fair value adjustment (and increase in the fair value measurement).

An increase in the pull-through rate utilized in the fair value measurement of the interest rate lock commitment derivative will result in positive fair value adjustments (and an increase in the fair value measurement.) Conversely, a decrease in the pull-through rate will result in a negative fair value adjustment (and a decrease in the fair value measurement.)

Management believes that the credit risk adjusted spread utilized in the fair value measurement of the junior subordinated debentures carried at fair value is indicative of the nonperformance risk premium a willing market participant would require under current market conditions, that is, the inactive market. Management attributes the change in fair value of the junior subordinated debentures during the period to market changes in the nonperformance expectations and pricing of this type of debt, and not as a result of changes to our entity-specific credit risk. The widening of the credit risk adjusted spread above the Company's contractual spreads has primarily contributed to the positive fair value adjustments. Future contractions in the credit risk adjusted spread relative to the spread currently utilized to measure the Company's junior subordinated debentures at fair value as of September 30, 2015, or the passage of time, will result in negative fair value adjustments. Generally, an increase in the credit risk adjusted spread and/or a decrease in the three month LIBOR swap curve will result in positive fair value adjustments (and decrease the fair value measurement). Conversely, a decrease in the credit risk adjusted spread and/or an increase in the three month LIBOR swap curve will result in negative fair value adjustments (and increase the fair value measurement).

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The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the three and nine months ended September 30, 2015 and 2014.

(in thousands)

Three Months Ended September 30,	Beginning Balance	Change included in earnings	Purchases and issuances	Sales and settlements	Ending Balance	Net change in unrealized gains or (losses) relating to items held at end of period
2015						
Residential mortgage servicing rights	\$127,206	\$(10,103 )	\$7,711	\$—	\$124,814	\$(8,757 )
Interest rate lock commitment, net	4,061	1,327	12,040	(11,962 )	5,466	5,466
Junior subordinated debentures, at fair value	252,214	4,011	—	(2,560 )	253,665	4,011
2014						
Residential mortgage servicing rights	\$114,192	\$(4,280 )	\$8,813	\$—	\$118,725	\$(3,554 )
Interest rate lock commitment, net	4,405	3,250	1,929	(7,404 )	2,180	2,180
Junior subordinated debentures, at fair value	246,077	3,745	—	(2,294 )	247,528	3,745

(in thousands)

Nine Months Ended September 30,	Beginning Balance	Change included in earnings	Purchases and issuances	Sales and settlements	Ending Balance	Net change in unrealized gains or (losses) relating to items held at end of period
2015						
Residential mortgage servicing rights	\$117,259	\$(20,257 )	\$27,812	\$—	\$124,814	\$(15,072 )
Interest rate lock commitment, net	2,867	(2,321 )	42,705	(37,785 )	5,466	5,466
Junior subordinated debentures, at fair value	249,294	11,846	—	(7,475 )	253,665	11,846
2014						
Residential mortgage servicing rights	\$47,765	\$(8,393 )	\$79,353	\$—	\$118,725	\$(6,424 )
Interest rate lock commitment, net	706	(868 )	18,106	(15,764 )	2,180	2,180
Junior subordinated debentures, at fair value	87,274	8,512	156,840	(5,098 )	247,528	8,512

Losses on residential mortgage servicing rights carried at fair value are recorded in residential mortgage banking revenue within non-interest income. Gains (losses) on interest rate lock commitments carried at fair value are recorded in residential mortgage banking revenue within non-interest income. Gains (losses) on junior subordinated debentures carried at fair value are recorded in non-interest income. The contractual interest expense on the junior subordinated debentures is recorded on an accrual basis as interest on junior subordinated debentures within interest expense. Settlements related to the junior subordinated debentures represent the payment of accrued interest that is embedded in the fair value of these liabilities.

Additionally, from time to time, certain assets are measured at fair value on a nonrecurring basis. These adjustments to fair value generally result from the application of lower-of-cost-or-market accounting or write-downs of individual assets due to impairment, typically on collateral dependent loans.

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## Fair Value of Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The following table presents information about the Company's assets and liabilities measured at fair value on a nonrecurring basis for which a nonrecurring change in fair value has been recorded during the reporting period. The amounts disclosed below represent the fair values at the time the nonrecurring fair value measurements were made, and not necessarily the fair value as of the dates reported upon.

(in thousands)	September 30, 2015			
	Total	Level 1	Level 2	Level 3
Loans and leases	\$16,552	\$—	\$—	\$16,552
Other real estate owned	1,035	—	—	1,035
	\$17,587	\$—	\$—	\$17,587

  

(in thousands)	December 31, 2014			
	Total	Level 1	Level 2	Level 3
Loans and leases	\$14,720	\$—	\$—	\$14,720
Other real estate owned	12,741	—	—	12,741
	\$27,461	\$—	\$—	\$27,461

The following table presents the losses resulting from nonrecurring fair value adjustments for the three and nine months ended September 30, 2015 and 2014:

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Loans and leases	\$5,769	\$2,326	\$23,209	\$7,585
Other real estate owned	295	90	2,781	205
Total loss from nonrecurring measurements	\$6,064	\$2,416	\$25,990	\$7,790

The following provides a description of the valuation technique and inputs for the Company's assets and liabilities classified as Level 3 and measured at fair value on a nonrecurring basis. Unobservable inputs and qualitative information about the unobservable inputs are not presented as the fair value is determined by third-party information. The loans and leases amount above represents impaired, collateral dependent loans that have been adjusted to fair value. When we identify a collateral dependent loan as impaired, we measure the impairment using the current fair value of the collateral, less selling costs. Depending on the characteristics of a loan, the fair value of collateral is generally estimated by obtaining external appraisals. If we determine that the value of the impaired loan is less than the recorded investment in the loan, we recognize this impairment and adjust the carrying value of the loan to fair value through the allowance for loan and lease losses. The loss represents charge-offs or impairments on collateral dependent loans for fair value adjustments based on the fair value of collateral.

The other real estate owned amount above represents impaired real estate that has been adjusted to fair value. Other real estate owned represents real estate which the Bank has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at the lower of the carrying amount of the loan or fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan and lease losses. After foreclosure, management periodically performs valuations such that the real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Fair value adjustments on other real estate owned are recognized within net loss on real estate owned. The loss represents impairments on other real estate owned for fair value adjustments based on the fair value of the real estate.





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## Fair Value Option

The following table presents the difference between the aggregate fair value and the aggregate unpaid principal balance of loans held for sale accounted for under the fair value option as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015			December 31, 2014		
	Fair Value	Aggregate Unpaid Principal Balance	Fair Value Less Aggregate Unpaid Principal Balance	Fair Value	Aggregate Unpaid Principal Balance	Fair Value Less Aggregate Unpaid Principal Balance
Loans held for sale	\$395,421	\$377,148	\$18,273	\$286,802	\$274,245	\$12,557

Residential mortgage loans held for sale accounted for under the fair value option are measured initially at fair value with subsequent changes in fair value recognized in earnings. Gains and losses from such changes in fair value are reported as a component of residential mortgage banking revenue, net in the Consolidated Statements of Income. For the three and nine months ended September 30, 2015, the Company recorded a net increase in fair value of \$6.0 million and \$5.7 million. For the three and nine months ended September 30, 2014, the Company recorded a net decrease of \$5.7 million and a net increase \$6.9 million, representing the change in fair value reflected in earnings.

There were no nonaccrual residential mortgage loans held for sale or residential mortgage loans held for sale 90 days or more past due and still accruing interest as of September 30, 2015 and December 31, 2014, respectively.

The Company selected the fair value measurement option for existing junior subordinated debentures (the Umpqua Statutory Trusts) and for junior subordinated debentures acquired from Sterling. The remaining junior subordinated debentures were acquired through previous business combinations and were measured at fair value at the time of acquisition and subsequently measured at amortized cost.

Accounting for the selected junior subordinated debentures at fair value enables us to more closely align our financial performance with the economic value of those liabilities. Additionally, we believe it improves our ability to manage the market and interest rate risks associated with the junior subordinated debentures. The junior subordinated debentures measured at fair value and amortized cost are presented as separate line items on the balance sheet. The ending carrying (fair) value of the junior subordinated debentures measured at fair value represents the estimated amount that would be paid to transfer these liabilities in an orderly transaction amongst market participants under current market conditions as of the measurement date.

Due to inactivity in the junior subordinated debenture market and the lack of observable quotes of our, or similar, junior subordinated debenture liabilities or the related trust preferred securities when traded as assets, we utilize an income approach valuation technique to determine the fair value of these liabilities using our estimation of market discount rate assumptions. The Company monitors activity in the trust preferred and related markets, to the extent available, changes related to the current and anticipated future interest rate environment, and considers our entity-specific creditworthiness, to validate the reasonableness of the credit risk adjusted spread and effective yield utilized in our discounted cash flow model. Regarding the activity in and condition of the junior subordinated debt market, we noted no observable changes in the current period as it relates to companies comparable to our size and condition, in either the primary or secondary markets. Relating to the interest rate environment, we considered the change in slope and shape of the forward LIBOR swap curve in the current period, the effects of which did not result in a significant change in the fair value of these liabilities.



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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

## Forward-Looking Statements

This Report contains certain forward-looking statements, within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. These statements may include statements that expressly or implicitly predict future results, performance or events. Statements other than statements of historical fact are forward-looking statements. You can find many of these statements by looking for words such as "anticipates," "expects," "believes," "estimates" and "intends" and words or phrases of similar meaning. We make forward-looking statements regarding our liquidity and projected sources of funds and use of proceeds; availability of acquisition and growth opportunities; dividends; adequacy of our allowance for loan and lease losses and reserve for unfunded commitments; provision for loan and lease losses; performance of troubled debt restructurings; our commercial real estate portfolio, stress testing results and subsequent charge-offs; the FDIC indemnification asset; the benefits of the Sterling and FinPac acquisitions; cost of interest bearing deposits and pricing strategy; valuation and the potential redemption of junior subordinated debentures; tax rates; the impact, and mitigation of, LIBOR changes with respect to junior subordinated debentures; and the impact of accounting pronouncements. Forward-looking statements involve substantial risks and uncertainties, many of which are difficult to predict and are generally beyond our control. There are many factors that could cause actual results to differ materially from those contemplated by these forward-looking statements. Risks and uncertainties include those set forth in our filings with the Securities and Exchange Commission (the "SEC") and the following factors that might cause actual results to differ materially from those presented:

- our ability to attract new deposits and loans and leases;
- demand for financial services in our market areas;
- competitive market pricing factors;
- deterioration in economic conditions that could result in increased loan and lease losses;
- risks associated with concentrations in real estate related loans;
- market interest rate volatility;
- compression of our net interest margin;
- stability of funding sources and continued availability of borrowings;
- changes in legal or regulatory requirements or the results of regulatory examinations that could restrict growth;
- our ability to recruit and retain key management and staff;
- availability of, and competition for, acquisition opportunities;
- risks associated with merger and acquisition integration;
- significant decline in the market value of the Company that could result in an impairment of goodwill;
- our ability to raise capital or incur debt on reasonable terms;
- regulatory limits on the Bank's ability to pay dividends to the Company;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related rules and regulations on the Company's business operations and competitiveness, including our ability to retain and recruit executives, the Company's interest expense, FDIC deposit insurance assessments, regulatory compliance expenses, and interchange fee revenue.
- Sterling's business may not be integrated into Umpqua's successfully, or such integration may take longer to accomplish than expected;
- the anticipated benefits, growth opportunities and cost savings from the Merger may not be fully realized or may take longer to realize than expected;
- operating costs, customer losses and business disruption following the Merger, including adverse developments in relationships with employees, may be greater than expected; and
- management's time and effort will be diverted to the resolution of Merger-related issues.



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There are many factors that could cause actual results to differ materially from those contemplated by these forward-looking statements. Forward-looking statements are made as of the date of this Form 10-Q. We do not intend to update these forward-looking statements. Readers should consider any forward-looking statements in light of this explanation, and we caution readers about relying on forward-looking statements.

### General

Umpqua Holdings Corporation (referred to in this report as "we," "our," "Umpqua," and "the Company"), an Oregon corporation, is a financial holding company with two principal operating subsidiaries, Umpqua Bank (the "Bank") and Umpqua Investments, Inc. ("Umpqua Investments").

With headquarters located in Roseburg, Oregon, the Bank is considered one of the most innovative community banks in the United States and has implemented a variety of retail marketing strategies to increase revenue and differentiate itself from its competition. The Bank combines a high touch customer experience with the sophisticated products and expertise of a commercial bank. The Bank provides a wide range of banking, wealth management, mortgage and other financial services to corporate, institutional and individual customers. The Bank also has a wholly-owned subsidiary, Financial Pacific Leasing, Inc., a commercial equipment leasing company.

Umpqua Investments is a registered broker-dealer and registered investment advisor with offices in Portland, Lake Oswego, and Medford, Oregon, and Santa Rosa, California, and also offers products and services through Umpqua Bank stores. The firm is one of the oldest investment companies in the Northwest and is actively engaged in the communities it serves. Umpqua Investments offers a full range of investment products and services including: stocks, fixed income securities (municipal, corporate, and government bonds, CDs, and money market instruments), mutual funds, annuities, options, retirement planning, money management services and life insurance.

Along with its subsidiaries, the Company is subject to the regulations of state and federal agencies and undergoes periodic examinations by these regulatory agencies.

### Executive Overview

Significant items for the three and nine months ended September 30, 2015 were as follows:

#### Financial Performance

Net earnings available to common shareholders per diluted common share were \$0.26 and \$0.72 for the three and nine months ended September 30, 2015, respectively, as compared to \$0.27 and \$0.54 for the three and nine months ended September 30, 2014, respectively. Operating income per diluted common share, defined as earnings available to common shareholders before net gains or losses on junior subordinated debentures carried at fair value, net of tax and merger related expenses, net of tax, divided by the same diluted share total used in determining diluted earnings per common share, were \$0.28 and \$0.85 for the three and nine months ended September 30, 2015, respectively, as compared to operating income per diluted common share of \$0.30 and \$0.81 for the three and nine months ended September 30, 2014, respectively. Operating income per diluted share is considered a "non-GAAP" financial measure. More information regarding this measurement and reconciliation to the comparable GAAP measurement is provided under the heading Results of Operations - Overview below.

Net interest margin, on a tax equivalent basis, was 4.43% and 4.48% for the three and nine months ended September 30, 2015, respectively, as compared to 4.75% and 4.74% for the three and nine months ended September 30, 2014, respectively. The decrease in net interest margin for both the three and nine months ended September 30, 2015 were primarily driven by a lower average yield on interest earning assets.

Residential mortgage banking revenue was \$24.0 million and \$92.3 million for the three and nine months ended September 30, 2015, respectively, as compared to \$26.0 million and \$60.8 million for the three and nine months ended September 30, 2014, respectively. The decrease for the three months ended September 30, 2015, from the same period of the prior year was primarily driven by \$10.1 million in negative fair value adjustments to the mortgage servicing rights ("MSR") asset as well as a decrease in the gain on sale margin, partially offset by an increase in closed for sale mortgage volume, which increased by 21% for the three months ended September 30, 2015 as compared to the prior year same period. Closed for sale mortgage volume for the nine months ended

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September 30, 2015 increased 77% as compared to the prior year same period, which primarily drove the increase in residential mortgage banking for the nine month period.

Total gross loans and leases were \$16.4 billion as of September 30, 2015, an increase of \$1.1 billion, as compared to December 31, 2014. The increase is due to loan growth in both the residential mortgage and multifamily loan portfolios, as well as the lease and equipment finance portfolio, partially offset by portfolio loan sales of \$225.4 million.

Total deposits were \$17.5 billion as of September 30, 2015, an increase of \$574.9 million, as compared to December 31, 2014. This increase was primarily driven by an increase in non-interest bearing demand, savings and money market accounts, partially offset by a decrease in time deposits.

Total consolidated assets were \$23.2 billion as of September 30, 2015, compared to \$22.6 billion at December 31, 2014.

### Credit Quality

Non-performing assets decreased to \$64.8 million, or 0.28% of total assets, as of September 30, 2015, as compared to \$97.5 million, or 0.43% of total assets, as of December 31, 2014. Non-performing loans were \$41.0 million, or 0.25% of total loans, as of September 30, 2015, as compared to \$59.6 million, or 0.39% of total loans, as of December 31, 2014.

The provision for loan and lease losses was \$8.2 million and \$32.0 million for the three and nine months ended September 30, 2015, as compared to the \$14.3 million and \$35.0 million recognized for the three and nine months ended September 30, 2014. The decrease for the three months ended September 30, 2015 compared to the same prior year period is primarily due to a decrease in net charge-offs, as well as improved credit performance within the loan and lease portfolio. The decrease for the nine months ended September 30, 2015 as compared to the same prior year period is due to improved credit performance within the loan and lease portfolio. Net charge-offs on loans were \$5.1 million for the three months ended September 30, 2015, or 0.13% of average loans and leases (annualized), as compared to net charge-offs of \$5.2 million, or 0.14% of average loans and leases (annualized), for the three months ended September 30, 2014. Net charge-offs on loans were \$18.1 million for the nine months ended September 30, 2015, or 0.15% of average loans and leases (annualized), as compared to net charge-offs of \$14.5 million, or 0.16% of average loans and leases (annualized), for the nine months ended September 30, 2014.

### Capital and Growth Initiatives

Based on Basel III rules, the Company's total risk based capital was 14.5% and its Tier 1 common to risk weighted assets ratio was 11.5% as of September 30, 2015. As of December 31, 2014, which is based on Basel I rules, the Company's total risk based capital ratio was 15.2% and its Tier 1 common to risk weighted assets ratio was 11.5%.

Cash dividends declared in the third quarter of 2015 were \$0.16 per common share, an increase of 7% over the comparable period of the prior year.



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### Summary of Critical Accounting Policies

Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements for the year ended December 31, 2014 included in the Form 10-K filed with the SEC on February 23, 2015. Not all of these critical accounting policies require management to make difficult, subjective or complex judgments or estimates. Management believes that the following policies would be considered critical under the SEC's definition.

#### Allowance for Loan and Lease Losses and Reserve for Unfunded Commitments

The Bank performs regular credit reviews of the loan and lease portfolio to determine credit quality and adherence to underwriting standards. When loans and leases are originated, they are assigned a risk rating that is reassessed periodically during the term of the loan through the credit review process. The Bank's risk rating methodology assigns risk ratings ranging from 1 to 10, where a higher rating represents higher risk. The 10 risk rating categories are a primary factor in determining an appropriate amount for the allowance for loan and lease losses. The Bank has a management Allowance for Loan and Lease Losses ("ALLL") Committee, which is responsible for, among other things, regularly reviewing the ALLL methodology, including loss factors, and ensuring that it is designed and applied in accordance with generally accepted accounting principles. The ALLL Committee reviews and approves loans and leases recommended for impaired status. The ALLL Committee also approves removing loans and leases from impaired status. The Bank's Audit and Compliance Committee provides board oversight of the ALLL process and reviews and approves the ALLL methodology on a quarterly basis.

Each risk rating is assessed an inherent credit loss factor that determines the amount of the allowance for loan and lease losses provided for that group of loans and leases with similar risk rating. Credit loss factors may vary by region based on management's belief that there may ultimately be different credit loss rates experienced in each region.

Regular credit reviews of the portfolio also identify loans that are considered potentially impaired. Potentially impaired loans are referred to the ALLL Committee which reviews and approves designated loans as impaired. A loan is considered impaired when based on current information and events, we determine that we will probably not be able to collect all amounts due according to the loan contract, including scheduled interest payments. When we identify a loan as impaired, we measure the impairment using discounted cash flows, except when the sole remaining source of the repayment for the loan is the liquidation of the collateral. In these cases, we use the current fair value of the collateral, less selling costs, instead of discounted cash flows. If we determine that the value of the impaired loan is less than the recorded investment in the loan, we either recognize an impairment reserve as a specific component to be provided for in the allowance for loan and lease losses or charge-off the impaired balance on collateral dependent loans if it is determined that such amount represents a confirmed loss. The combination of the risk rating-based allowance component and the impairment reserve allowance component lead to an allocated allowance for loan and lease losses.

The Bank may also maintain an unallocated allowance amount to provide for other credit losses inherent in a loan and lease portfolio that may not have been contemplated in the credit loss factors. This unallocated amount generally comprises less than 5% of the allowance, but may be maintained at higher levels during times of economic conditions characterized by falling real estate values. The unallocated amount is reviewed periodically based on trends in credit losses, the results of credit reviews and overall economic trends.

The reserve for unfunded commitments ("RUC") is established to absorb inherent losses associated with our commitment to lend funds, such as with a letter or line of credit. The adequacy of the ALLL and RUC are monitored on a regular basis and are based on management's evaluation of numerous factors. These factors include the quality of the current loan portfolio; the trend in the loan portfolio's risk ratings; current economic conditions; loan concentrations; loan growth rates; past-due and non-performing trends; evaluation of specific loss estimates for all

significant problem loans; historical charge-off and recovery experience; and other pertinent information.

Management believes that the ALLL was adequate as of September 30, 2015. There is, however, no assurance that future loan losses will not exceed the levels provided for in the ALLL and could possibly result in additional charges to the provision for loan and lease losses. In addition, bank regulatory authorities, as part of their periodic examination of the Bank, may require additional charges to the provision for loan and lease losses in future periods if warranted as a result of their review. Approximately 79% of our loan portfolio is secured by real estate, and a significant decline in real estate market values may require an increase in the allowance for loan and lease losses.

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### Acquired Loans and FDIC Indemnification Asset

Acquired loans and leases are recorded at their fair value at the acquisition date. For purchased non-impaired loans, the difference between the fair value and unpaid principal balance of the loan at the acquisition date is amortized or accreted to interest income using the effective interest method over the remaining contractual period to maturity. The acquired loans that are purchased impaired loans are aggregated into pools based on individually evaluated common risk characteristics and aggregate expected cash flows were estimated for each pool. A pool is accounted for as a single asset with a single interest rate, cumulative loss rate and cash flow expectation. The cash flows expected to be received over the life of the pool were estimated by management. These cash flows were input into an accounting loan system which calculates the carrying values of the pools and underlying loans, book yields, effective interest income and impairment, if any, based on actual and projected events. Default rates, loss severity, and prepayment speeds assumptions are periodically reassessed and updated within the accounting model to update our expectation of future cash flows. The excess of the cash flows expected to be collected over a pool's carrying value is considered to be the accretable yield and is recognized as interest income over the estimated life of the loan or pool using the effective yield method. The accretable yield may change due to changes in the timing and amounts of expected cash flows. Changes in the accretable yield are disclosed quarterly.

Certain loans acquired in FDIC-assisted acquisitions are subject to loss-share agreements. The Company has elected to account for amounts receivable under the loss-share agreement as an indemnification asset. The FDIC indemnification asset is initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreement. The difference between the carrying value and the undiscounted cash flows the Company expects to collect from the FDIC will be accreted or amortized into non-interest income over the life of the FDIC indemnification asset, which is maintained at the loan pool level.

### Residential Mortgage Servicing Rights ("MSR")

The Company determines its classes of servicing assets based on the asset type being serviced along with the methods used to manage the risk inherent in the servicing assets, which includes the market inputs used to value the servicing assets. The Company measures its residential mortgage servicing assets at fair value and reports changes in fair value through earnings. Fair value adjustments encompass market-driven valuation changes and the runoff in value that occurs from the passage of time, which are separately reported. Under the fair value method, the MSR is carried in the balance sheet at fair value and the changes in fair value are reported in earnings under the caption residential mortgage banking revenue in the period in which the change occurs.

Retained mortgage servicing rights are measured at fair values as of the date of the related loan sale. We use quoted market prices when available. Subsequent fair value measurements are determined using a discounted cash flow model. In order to determine the fair value of the MSR, the present value of expected net future cash flows is estimated. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income net of servicing costs. This model is periodically validated by an independent external model validation group. The model assumptions and the MSR fair value estimates are also compared to observable trades of similar portfolios as well as to MSR broker valuations and industry surveys, as available.

### Valuation of Goodwill and Intangible Assets

Goodwill and other intangible assets with indefinite lives are not amortized but instead are periodically tested for impairment. Management performs an impairment analysis for the intangible assets with indefinite lives on an annual basis as of December 31. Additionally, goodwill and other intangible assets with indefinite lives are evaluated on an interim basis when events or circumstances indicate impairment potentially exists. The impairment analysis requires

management to make subjective judgments. Events and factors that may significantly affect the estimates include, among others, competitive forces, customer behaviors and attrition, changes in revenue growth trends, cost structures, technology, changes in discount rates and specific industry and market conditions. There can be no assurance that changes in circumstances, estimates or assumption may result in additional impairment of all, or some portion of, goodwill.

The Company performed its annual goodwill impairment analysis of the Community Banking reporting segment as of December 31, 2014. In the first step of the goodwill impairment test, the Company assessed qualitative factors to determine whether the existence of events and circumstances indicated that it is more likely than not that the indefinite-lived intangible asset is impaired, and determined no factors indicated an impairment. Based on this analysis, no further testing was determined to be necessary.

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### Stock-based Compensation

We recognize expense in the income statement for the grant-date fair value of stock options and other equity-based forms of compensation issued to employees over the employees' requisite service period (generally the vesting period). The requisite service period may be subject to performance conditions. The fair value of each grant is estimated as of the grant date using the Black-Scholes option-pricing model or a Monte Carlo simulation pricing model, as required by the features of the grants. Management assumptions utilized at the time of grant impact the fair value of the option calculated under the pricing model, and ultimately, the expense that will be recognized over the expected service period related to each option.

### Fair Value

A hierarchical disclosure framework associated with the level of pricing observability is utilized in measuring financial instruments at fair value. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments rarely traded or not quoted will generally have little or no pricing observability and a higher degree of judgment utilized in measuring fair value. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction.

### Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers (Topic 606), which creates Topic 606 and supersedes Topic 605, Revenue Recognition. In August 2015, FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606), which postponed the effective date of 2014-09. The core principle of Topic 606 is that an entity recognizes 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. In general, the new guidance requires companies to use more judgment and make more estimates than under current guidance, including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. The standard is effective for public entities for interim and annual periods beginning after December 15, 2017; early adoption is not permitted. For financial reporting purposes, the standard allows for either full retrospective adoption, meaning the standard is applied to all of the periods presented, or modified retrospective adoption, meaning the standard is applied only to the most current period presented in the financial statements with the cumulative effect of initially applying the standard recognized at the date of initial application. The Company is currently evaluating the provisions of ASU No. 2014-09 to determine the potential impact the new standard will have on the Company's consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. The ASU requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. A reporting entity should apply existing guidance in Topic 718, Compensation – Stock Compensation, as it relates to awards with performance conditions that affect vesting to account for such awards. The performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. The amendments in this ASU can be applied prospectively or

retrospectively and are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015 with early adoption permitted. The Company is currently reviewing the requirements of ASU No. 2014-12, but does not expect the ASU to have a material impact on the Company's consolidated financial statements.

In November 2014, the FASB issued ASU No. 2014-16, Derivatives and Hedging (Topic 815): Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or to Equity. The ASU clarifies how current guidance should be interpreted in evaluating the characteristics and risks of a host contract in a hybrid financial instrument issued in the form of a share. One criterion requires evaluating whether the nature of the host contract is more akin to debt or to equity and whether the economic characteristics and risks of the embedded derivative feature are "clearly and closely related" to the host contract. In making that evaluation, an issuer or investor must consider all terms and features in a hybrid financial instrument including the embedded derivative feature that is being evaluated for separate accounting or may consider all terms and features in the hybrid financial instrument except for the embedded derivative feature that is being evaluated for separate accounting. This ASU is effective for annual periods and interim periods within those annual periods

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beginning after December 15, 2015 with early adoption permitted. The Company is currently reviewing the requirements of ASU No. 2014-16.

In January 2015, the FASB issued ASU No. 2015-1, Income Statement —Extraordinary and Unusual Items (Subtopic 225-20). The objective of this ASU is to simplify the income statement presentation requirements in Subtopic 225-20 by eliminating the concept of extraordinary items. Extraordinary items are events and transactions that are distinguished by their unusual nature and by the infrequency of their occurrence. Eliminating the extraordinary classification simplifies income statement presentation by altogether removing the concept of extraordinary items from consideration. This ASU is effective for annual periods and interim periods within those annual periods beginning after December 15, 2015 with early adoption permitted. The Company does not expect this ASU to have a material impact on the Company's consolidated financial statements.

In February 2015, the FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis, which is intended to improve targeted areas of consolidation guidance for legal entities such as limited partnerships, limited liability corporations, and securitization structures (collateralized debt obligations, collateralized loan obligations, and mortgage-backed security transactions). The ASU focuses on simplifying the consolidation evaluation for reporting organizations that are required to evaluate whether they should consolidate certain legal entities by reducing the number of consolidation model from four to two, among other changes. The ASU will be effective for periods beginning after December 31, 2015, while early adoption is permitted. The Company does not expect this ASU to have a material impact on the Company's consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs. The amendments in this ASU require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected. ASU No 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. ASU No. 2015-03 should be applied on a retrospective basis. The Company is currently evaluating the impacts of this ASU on the Company's consolidated financial statements.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805). This ASU simplifies the accounting for adjustments made to provisional amounts recognized in a business combination during the measurement period. The amendments in this Update require that the acquirer recognize the adjustments to provisional amounts in the reporting period in which the adjustment amount is determined. The acquirer must also record in the same period's financial statements, the effect on earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. This ASU has a potential impact on the Company, depending on any future business combinations.

## Results of Operations

### Overview

For the three months ended September 30, 2015, net earnings available to common shareholders were \$57.5 million, or \$0.26 per diluted common share, as compared to net earnings available to common shareholders of \$58.7 million, or \$0.27 per diluted common share for the three months ended September 30, 2014. For the nine months ended September 30, 2015, net earnings available to common shareholders were \$159.3 million, or \$0.72 per diluted common share, as compared to net earnings available to common shareholders of \$94.7 million, or \$0.54 per diluted common share for the nine months ended September 30, 2014. The slight decrease in net earnings for the three months ended September 30, 2015 was due to a decline in net interest income, as well as a decline in residential mortgage

banking revenue and a decline in portfolio loan sales margin, partially offset by lower provision for loan and lease losses. The increase in net earnings for the nine months ended September 30, 2015 compared to the same period of the prior year was principally attributable to net income contribution from the operations acquired from Sterling, increased residential mortgage banking revenue resulting from the current mortgage interest rate environment, gain on sale of portfolio loans, and lower merger related expenses.

Umpqua recognizes gains or losses on our junior subordinated debentures carried at fair value resulting from the estimated market credit risk adjusted spread and changes in interest rates that do not directly correlate with the Company's operating performance. Also, Umpqua incurs significant expenses related to the completion and integration of mergers and acquisitions. Additionally, we may recognize goodwill impairment losses that have no direct effect on the Company's or the Bank's cash balances, liquidity, or regulatory capital ratios. Lastly, Umpqua may recognize one-time bargain purchase gains on certain acquisitions that are not reflective of Umpqua's on-going earnings power. Accordingly, management believes that our operating results are best measured on a comparative basis excluding the impact of gains or losses on junior subordinated



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debentures measured at fair value, net of tax, merger related expenses, net of tax, and other charges related to business combinations such as goodwill impairment charges or bargain purchase gains, net of tax. We define operating earnings as earnings available to common shareholders before gains or losses on junior subordinated debentures carried at fair value, net of tax, bargain purchase gains on acquisitions, net of tax, merger related expenses, net of tax, and goodwill impairment, and we calculate operating earnings per diluted share by dividing operating earnings by the same diluted share total used in determining diluted earnings per common share. Operating earnings and operating earnings per diluted share are considered "non-GAAP" financial measures. Although we believe the presentation of non-GAAP financial measures provides a better indication of our operating performance, readers of this report are urged to review the GAAP results as presented in the Financial Statements and Supplementary Data in Item 1 above.

The following table provides the reconciliation of earnings available to common shareholders (GAAP) to operating earnings (non-GAAP), and earnings per diluted common share (GAAP) to operating earnings per diluted share (non-GAAP) for the three and nine months ended September 30, 2015 and 2014:

## Reconciliation of Net Earnings Available to Common Shareholders to Operating Earnings

(in thousands, except per share data)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Net earnings available to common shareholders	\$57,523	\$58,741	\$159,259	\$94,738
Adjustments:				
Net loss on junior subordinated debentures carried at fair value, net of tax	954	955	2,830	2,101
Merger related expenses, net of tax	3,595	5,274	25,122	46,273
Operating earnings	\$62,072	\$64,970	\$187,211	\$143,112
Per diluted share:				
Net earnings available to common shareholders	\$0.26	\$0.27	\$0.72	\$0.54
Adjustments:				
Net loss on junior subordinated debentures carried at fair value, net of tax	0.01	0.01	0.02	0.01
Merger related expenses, net of tax	0.01	0.02	0.11	0.26
Operating earnings	\$0.28	\$0.30	\$0.85	\$0.81

The following table presents the returns on average assets, average common shareholders' equity and average tangible common shareholders' equity for the three and nine months ended September 30, 2015 and 2014. For each of the periods presented, the table includes the calculated ratios based on reported net earnings available to common shareholders and operating income as shown in the table above. Our return on average common shareholders' equity is negatively impacted as the result of capital required to support goodwill. To the extent this performance metric is used to compare our performance with other financial institutions that do not have merger and acquisition-related intangible assets, we believe it beneficial to also consider the return on average tangible common shareholders' equity. The return on average tangible common shareholders' equity is calculated by dividing net earnings available to common shareholders by average shareholders' common equity less average goodwill and intangible assets, net (excluding MSRs). The return on average tangible common shareholders' equity is considered a non-GAAP financial measure and should be viewed in conjunction with the return on average common shareholders' equity.

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## Return on Average Assets, Common Shareholders' Equity and Tangible Common Shareholders' Equity

(dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,		
	2015	2014	2015	2014	
Returns on average assets:					
Net earnings available to common shareholders	0.99	% 1.05	% 0.93	% 0.70	%
Operating earnings	1.07	% 1.16	% 1.10	% 1.06	%
Returns on average common shareholders' equity:					
Net earnings available to common shareholders	5.98	% 6.28	% 5.59	% 4.31	%
Operating earnings	6.45	% 6.94	% 6.58	% 6.51	%
Returns on average tangible common shareholders' equity:					
Net earnings available to common shareholders	11.52	% 12.46	% 10.83	% 8.37	%
Operating earnings	12.43	% 13.78	% 12.73	% 12.65	%
Calculation of average common tangible shareholders' equity:					
Average common shareholders' equity	\$3,819,303	\$3,712,813	\$3,806,719	\$2,941,341	
Less: average goodwill and other intangible assets, net	(1,838,740 )	(1,841,668 )	(1,840,875 )	(1,428,705 )	
Average tangible common shareholders' equity	\$1,980,563	\$1,871,145	\$1,965,844	\$1,512,636	

Additionally, management believes tangible common equity and the tangible common equity ratio are meaningful measures of capital adequacy. Umpqua believes the exclusion of certain intangible assets in the computation of tangible common equity and tangible common equity ratio provides a meaningful base for period-to-period and company-to-company comparisons, which management believes will assist investors in analyzing the operating results and capital of the Company. Tangible common equity is calculated as total shareholders' equity less preferred stock and less goodwill and other intangible assets, net (excluding MSR's). In addition, tangible assets are total assets less goodwill and other intangible assets, net (excluding MSR's). The tangible common equity ratio is calculated as tangible common shareholders' equity divided by tangible assets. The tangible common equity and tangible common equity ratio is considered a non-GAAP financial measure and should be viewed in conjunction with the total shareholders' equity and the total shareholders' equity ratio.

The following table provides a reconciliation of ending shareholders' equity (GAAP) to ending tangible common equity (non-GAAP), and ending assets (GAAP) to ending tangible assets (non-GAAP) as of September 30, 2015 and December 31, 2014:

## Reconciliations of Total Shareholders' Equity to Tangible Common Shareholders' Equity and Total Assets to Tangible Assets

(dollars in thousands)	September 30, 2015	December 31, 2014
Total shareholders' equity	\$3,835,552	\$3,777,626
Subtract:		
Goodwill and other intangible assets, net	1,836,954	1,842,958
Tangible common shareholders' equity	\$1,998,598	\$1,934,668
Total assets	\$23,162,304	\$22,609,903
Subtract:		

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Goodwill and other intangible assets, net	1,836,954	1,842,958		
Tangible assets	\$21,325,350	\$20,766,945		
Tangible common equity ratio	9.37	% 9.32		%

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not reviewed or audited. Although we believe these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation or as a substitute for analyses of results as reported under GAAP.

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Net Interest Income

Net interest income is the largest source of our operating income. Net interest income for the three months ended September 30, 2015 was \$219.7 million, a decrease of \$6.0 million, compared to the same period in 2014. Net interest income for the nine months ended September 30, 2015 was \$653.8 million, an increase of \$108.0 million compared to the same period in 2014. The decrease in net interest income for the three months ended September 30, 2015 as compared to the same period in 2014 is primarily attributable to a decrease in net interest margin, caused mostly by the decline in the yield on loans and leases, as well as an increase in average interest-bearing deposits. The increase in net interest income for the nine months ended September 30, 2015 as compared to the same period in 2014 is primarily attributable to increases in average loans and leases, average loans held for sale, and average investment securities available for sale, as well as an increase in discount accretion, as a result of the Sterling Merger, partially offset by the increase in average interest-bearing liabilities also primarily due to the Sterling Merger.

The net interest margin (net interest income as a percentage of average interest-earning assets) on a fully tax equivalent basis was 4.43% for the three months ended September 30, 2015, a decrease of 32 basis points as compared to the same period in 2014. The net interest margin (net interest income as a percentage of average interest-earning assets) on a fully tax equivalent basis was 4.48% for the nine months ended September 30, 2015, a decrease of 26 basis points as compared to the same period in 2014.

The decreases in the net interest margin for both periods is the result of decreased yields on earning assets, most notably the yield on loans and leases decreased by 48 basis points for the three months ended September 30, 2015 as compared to 2014, and decreased 35 basis points for the nine months ended September 30, 2015 compared to the same period of 2014. The cost of interest-bearing liabilities remained relatively unchanged.

Our net interest income is affected by changes in the amount and mix of interest-earning assets and interest-bearing liabilities, as well as changes in the yields earned on interest-earning assets and rates paid on deposits and borrowed funds.

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The following tables present condensed average balance sheet information, together with interest income and yields on average interest-earning assets, and interest expense and rates paid on average interest-bearing liabilities for the three and nine months ended September 30, 2015 and 2014:

## Average Rates and Balances

(dollars in thousands)	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014			
	Average Balance	Interest Income or Expense	Average Yields or Rates	Average Balance	Interest Income or Expense	Average Yields or Rates	
<b>INTEREST-EARNING ASSETS:</b>							
Loans held for sale	\$357,905	\$3,671	4.07 %	\$274,834	\$2,672	3.86 %	
Loans and leases (1)	16,155,792	215,817	5.30 %	15,200,893	221,300	5.78 %	
Taxable securities	2,272,676	11,752	2.07 %	2,307,732	12,217	2.12 %	
Non-taxable securities (2)	311,984	3,997	5.12 %	330,902	4,233	5.12 %	
Temporary investments and interest-bearing cash	693,114	440	0.25 %	849,399	544	0.25 %	
Total interest earning assets	19,791,471	235,677	4.72 %	18,963,760	240,966	5.04 %	
Allowance for loan and lease losses	(129,714 )			(101,307 )			
Other assets	3,281,806			3,358,546			
Total assets	\$22,943,563			\$22,220,999			
<b>INTEREST-BEARING LIABILITIES:</b>							
Interest-bearing demand deposits	\$2,080,304	\$610	0.12 %	\$1,915,562	\$239	0.05 %	
Money market deposits	6,459,215	2,385	0.15 %	5,955,880	2,080	0.14 %	
Savings deposits	1,090,296	145	0.05 %	931,899	122	0.05 %	
Time deposits	2,595,876	4,310	0.66 %	3,145,390	4,332	0.55 %	
Total interest-bearing deposits	12,225,691	7,450	0.24 %	11,948,731	6,773	0.22 %	
Repurchase agreements	329,375	43	0.05 %	327,380	54	0.07 %	
Term debt	889,742	3,629	1.62 %	1,057,527	3,586	1.35 %	
Junior subordinated debentures	353,542	3,465	3.89 %	347,567	3,394	3.87 %	
Total interest-bearing liabilities	13,798,350	14,587	0.42 %	13,681,205	13,807	0.40 %	
Non-interest-bearing deposits	5,109,047			4,558,672			
Other liabilities	216,863			268,309			
Total liabilities	19,124,260			18,508,186			
Common equity	3,819,303			3,712,813			
Total liabilities and shareholders' equity	\$22,943,563			\$22,220,999			
NET INTEREST INCOME		\$221,090			\$227,159		
NET INTEREST SPREAD			4.30 %			4.64 %	
AVERAGE YIELD ON EARNING ASSETS (1), (2)			4.72 %			5.04 %	
INTEREST EXPENSE TO EARNING ASSETS			0.29 %			0.29 %	
NET INTEREST INCOME TO EARNING ASSETS OR NET INTEREST MARGIN (1), (2)			4.43 %			4.75 %	

(1) Non-accrual loans and leases are included in the average balance.

(2)

Tax-exempt income has been adjusted to a tax equivalent basis at a 35% tax rate. The amount of such adjustment was an addition to recorded income of approximately \$1.4 million and \$1.4 million for the three months ended September 30, 2015 and 2014, respectively.

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(dollars in thousands)	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014			
	Average Balance	Interest Income or Expense	Average Yields or Rates	Average Balance	Interest Income or Expense	Average Yields or Rates	
<b>INTEREST-EARNING ASSETS:</b>							
Loans held for sale	\$329,946	\$9,202	3.73 %	\$188,646	\$5,748	4.07 %	
Loans and leases (1)	15,743,558	642,777	5.46 %	12,229,795	531,202	5.81 %	
Taxable securities	2,265,175	34,840	2.05 %	2,040,394	34,414	2.25 %	
Non-taxable securities (2)	317,787	12,151	5.10 %	293,000	11,528	5.25 %	
Temporary investments and interest bearing cash	957,210	1,814	0.25 %	743,179	1,407	0.25 %	
Total interest earning assets	19,613,676	700,784	4.78 %	15,495,014	584,299	5.04 %	
Allowance for loan and lease losses	(123,934 )			(93,053 )			
Other assets	3,313,981			2,602,355			
Total assets	\$22,803,723			\$18,004,316			
<b>INTEREST-BEARING LIABILITIES:</b>							
Interest-bearing demand deposits	\$2,072,321	\$1,328	0.09 %	\$1,633,434	\$673	0.06 %	
Money market deposits	6,330,267	6,979	0.15 %	4,958,574	4,752	0.13 %	
Savings deposits	1,043,332	366	0.05 %	786,215	302	0.05 %	
Time deposits	2,783,434	13,261	0.64 %	2,505,601	10,969	0.59 %	
Total interest-bearing deposits	12,229,354	21,934	0.24 %	9,883,824	16,696	0.23 %	
Repurchase agreements	321,761	134	0.06 %	296,483	298	0.13 %	
Term debt	935,752	10,585	1.51 %	750,414	9,223	1.64 %	
Junior subordinated debentures	352,099	10,208	3.88 %	285,469	8,340	3.91 %	
Total interest-bearing liabilities	13,838,966	42,861	0.41 %	11,216,190	34,557	0.41 %	
Non-interest-bearing deposits	4,924,464			3,653,158			
Other liabilities	233,574			193,627			
Total liabilities	18,997,004			15,062,975			
Common equity	3,806,719			2,941,341			
Total liabilities and shareholders' equity	\$22,803,723			\$18,004,316			
NET INTEREST INCOME		\$657,923			\$549,742		
NET INTEREST SPREAD			4.37 %			4.63 %	
AVERAGE YIELD ON EARNING ASSETS (1), (2)			4.78 %			5.04 %	
INTEREST EXPENSE TO EARNING ASSETS			0.30 %			0.30 %	
NET INTEREST INCOME TO EARNING ASSETS OR NET INTEREST MARGIN (1), (2)			4.48 %			4.74 %	

(1) Non-accrual loans and leases are included in the average balance.

(2) Tax-exempt income has been adjusted to a tax equivalent basis at a 35% tax rate. The amount of such adjustment was an addition to recorded income of approximately \$4.1 million and \$3.9 million for the nine months ended September 30, 2015 and 2014, respectively.





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The following tables set forth a summary of the changes in tax equivalent net interest income due to changes in average asset and liability balances (volume) and changes in average rates (rate) for the three and nine months ended September 30, 2015 as compared to the same periods in 2014. Changes in tax equivalent interest income and expense, which are not attributable specifically to either volume or rate, are allocated proportionately between both variances.

## Rate/Volume Analysis

(in thousands)

	Three Months Ended September 30, 2015 compared to 2014		
	Increase (decrease) in interest income and expense due to changes in		
	Volume	Rate	Total
<b>INTEREST-EARNING ASSETS:</b>			
Loans held for sale	\$845	\$154	\$999
Loans and leases	13,406	(18,889	) (5,483
Taxable securities	(184	) (281	) (465
Non-taxable securities (1)	(242	) 6	(236
Temporary investments and interest bearing cash	(99	) (5	) (104
Total (1)	13,726	(19,015	) (5,289
<b>INTEREST-BEARING LIABILITIES:</b>			
Interest bearing demand deposits	23	348	371
Money market deposits	182	123	305
Savings deposits	22	1	23
Time deposits	(828	) 806	(22
Repurchase agreements	—	(11	) (11
Term debt	(619	) 662	43
Junior subordinated debentures	58	13	71
Total	(1,162	) 1,942	780
Net increase in net interest income (1)	\$14,888	\$(20,957	) \$(6,069

(1) Tax exempt income has been adjusted to a tax equivalent basis at a 35% tax rate.

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(in thousands)	Nine Months Ended September 30, 2015 compared to 2014			
	Increase (decrease) in interest income and expense due to changes in			
	Volume	Rate	Total	
<b>INTEREST-EARNING ASSETS:</b>				
Loans held for sale	\$3,978	\$(524	) \$3,454	
Loans and leases	145,043	(33,468	) 111,575	
Taxable securities	3,605	(3,179	) 426	
Non-taxable securities (1)	954	(331	) 623	
Temporary investments and interest bearing cash	407	—	407	
Total (1)	153,987	(37,502	) 116,485	
<b>INTEREST-BEARING LIABILITIES:</b>				
Interest bearing demand deposits	214	441	655	
Money market	1,442	785	2,227	
Savings	92	(28	) 64	
Time deposits	1,278	1,014	2,292	
Repurchase agreements	24	(188	) (164	)
Term debt	2,139	(777	) 1,362	
Junior subordinated debentures	1,933	(65	) 1,868	
Total	7,122	1,182	8,304	
Net increase in net interest income (1)	\$146,865	\$(38,684	) \$108,181	

(1) Tax exempt income has been adjusted to a tax equivalent basis at a 35% tax rate.

#### Provision for Loan and Lease Losses

The provision for loan and lease losses was \$8.2 million and \$32.0 million for the three and nine months ended September 30, 2015, as compared to \$14.3 million and \$35.0 million for the same period in 2014. As an annualized percentage of average outstanding loans and leases, the provision for loan and lease losses recorded for the three and nine months ended September 30, 2015 was 0.20% and 0.27%, respectively, as compared to 0.37% and 0.38% in the same periods in 2014.

For the three months ended September 30, 2015, the provision for loan and lease losses decreased as compared to the three months ended September 30, 2014. The decrease is due to the decline in net charge-offs and improving portfolio quality. For the nine months ended September 30, 2015, the provision for loan and lease losses decreased, as compared to the prior year period, primarily due to improved portfolio quality, offset by the increase in the loan portfolio, as well as an increase in net charge-offs for the 2015 period. The loan portfolio increased by \$1.1 billion since December 31, 2014. Also contributing to the increase in the provision for loan and lease losses was the recording of provision on previously acquired revolving loans that were renewed. For the third quarter of 2015, \$544,000 of the provision for loan and lease losses related to previously acquired loans that were not purchased credit impaired. For the third quarter of 2014, \$781,000 of the provision for loan and lease losses related to previously acquired loans that were not purchased credit impaired. The increase in the provision relating to new originations was slightly offset by the decrease in the credit factors used in the calculation of the allowance for loan and lease losses due to the improving credit quality of the portfolio. The economy in the Pacific Northwest has improved causing the risk ratings of many of our borrowers to improve as well as the value of the underlying collateral for real estate collateral loans to improve over past quarters.

The Company recognizes the charge-off of impairment reserves on impaired loans in the period they arise for collateral-dependent loans. Therefore, the non-accrual loans of \$31.0 million as of September 30, 2015 have already been written-down to their estimated fair value, less estimated costs to sell, and are expected to be resolved with no additional material loss, absent further decline in market prices.

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## Non-Interest Income

Non-interest income for the three months ended September 30, 2015 was \$60.3 million, a decrease of \$1.8 million, or 3%, as compared to the same period in 2014. Non-interest income for the nine months ended September 30, 2015 was \$204.3 million, an increase of \$73.5 million, or 56%, as compared to the same period in 2014. The following table presents the key components of non-interest income for the three and nine months ended September 30, 2015 and 2014:

Non-Interest Income (in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2015	2014	Change Amount	Change Percent	2015	2014	Change Amount	Change Percent
Service charges on deposits	\$15,638	\$16,090	\$(452)	(3)%	\$44,759	\$39,228	\$5,531	14%
Brokerage revenue	5,003	4,882	121	2%	14,420	13,173	1,247	9%
Residential mortgage banking revenue, net	24,041	25,996	(1,955)	(8)%	92,282	60,776	31,506	52%
Gain on investment securities, net	220	902	(682)	(76)%	355	1,878	(1,523)	(81)%
Gain on loan sales	5,212	8,309	(3,097)	(37)%	20,651	9,383	11,268	120%
Loss on junior subordinated debentures carried at fair value	(1,590)	(1,590)	—	—%	(4,717)	(3,501)	(1,216)	35%
Change in FDIC indemnification asset	1,432	(2,728)	4,160	(152)%	(1,053)	(13,169)	12,116	(92)%
BOLI income	1,656	2,161	(505)	(23)%	6,460	4,864	1,596	33%
Other income	8,737	8,143	594	7%	31,186	18,237	12,949	71%
Total	\$60,349	\$62,165	\$(1,816)	(3)%	\$204,343	\$130,869	\$73,474	56%

Residential mortgage banking revenue decreased for the three months ended September 30, 2015 as compared to the same period of 2014 due to \$10.1 million in negative fair value adjustments to the MSR asset driven by an increase in expected prepayment speeds due to the recent decline in mortgage interest rates, as well as a decline in the gain on sale margin. Residential mortgage banking revenue increased for the nine months ended September 30, 2015 due to an increase in production, partially offset by negative fair value adjustments for the nine month period of \$20.3 million. The 2015 nine month period also benefited from the legacy Sterling operations contributing for the full nine months, whereas in 2014 the legacy Sterling operations only contributed to the period subsequent to the acquisition date of April 18, 2014. Closed for sale mortgage volume for the three and nine months ended September 30, 2015 was \$843.7 million and \$2.7 billion, compared to \$695.9 million and \$1.5 billion for the three and nine months ended September 30, 2014.

For the nine months ended September 30, 2015, we recorded an increase in losses on junior subordinated debentures carried at fair value of \$1.2 million over the same periods in 2014, which related to the liabilities assumed in the Sterling Merger.

The change in FDIC indemnification asset represents a change in cash flows expected to be recoverable under the loss-share agreements entered into with the FDIC in connection with FDIC-assisted acquisitions.

The gain on loan sales for the three months ended September 30, 2015 decreased by \$3.1 million due to the sales of \$76.0 million portfolio loans, which is down from loan sales of \$117.6 million for the three months ended September 31, 2014, with the largest portion of portfolio loan sales being residential mortgage loans. The gain on loan sales for the nine months ended September 30, 2015 increased by \$11.3 million due to portfolio loan sales of \$225.4 million during the period, with the majority of loan sales being residential loans.

Other income for the three and nine months ended September 30, 2015 compared to the same periods in the prior year increased by \$0.6 million and \$12.9 million, respectively, primarily due to the fluctuation in debt capital markets income.

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## Non-Interest Expense

Non-interest expense for the three months ended September 30, 2015 was \$182.7 million, relatively unchanged as compared to the same period in 2014. Non-interest expense for the nine months ended September 30, 2015 was \$577.7 million, an increase of \$84.5 million, or 17%, as compared to the same period in 2014. The following table presents the key elements of non-interest expense for the three and nine months ended September 30, 2015 and 2014:

## Non-Interest Expense

(in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,					
	2015	2014	Change Amount	Change Percent	2015	2014	Change Amount	Change Percent		
Salaries and employee benefits	\$ 105,974	\$ 102,564	\$ 3,410	3	%	\$ 324,683	\$ 251,340	\$ 73,343	29	%
Net occupancy and equipment	37,235	33,029	4,206	13	%	104,253	78,276	25,977	33	%
Communications	4,443	3,932	511	13	%	15,131	11,000	4,131	38	%
Marketing	2,860	2,739	121	4	%	7,936	4,901	3,035	62	%
Services	10,285	14,619	(4,334)	(30)	%	35,063	33,010	2,053	6	%
FDIC assessments	3,369	3,038	331	11	%	9,738	7,476	2,262	30	%
Net loss on other real estate owned	(158)	) 313	(471)	(150)	%	2,136	507	1,629	nm	
Intangible amortization	2,806	3,103	(297)	(10)	%	8,419	7,105	1,314	18	%
Merger related expenses	5,991	8,632	(2,641)	(31)	%	41,870	72,146	(30,276)	(42)	%
Other expenses	9,881	10,589	(708)	(7)	%	28,452	27,446	1,006	4	%
Total	\$ 182,686	\$ 182,558	\$ 128	—	%	\$ 577,681	\$ 493,207	\$ 84,474	17	%

nm = Not Meaningful

Salaries and employee benefits costs increased by \$3.4 million in the three months ended September 30, 2015, as compared to the same period prior year. Salaries and employee benefits costs increased by \$73.3 million in the nine months ended September 30, 2015, as compared to the same period prior year. The increase for the three months ended is primarily related to the increased variable compensation expense associated with mortgage banking operations due to the increase in originations of loans held for sale. The increase for the nine month period is primarily related to the increase in operations and personnel related to the Sterling Merger.

Net occupancy and equipment expense increased by \$4.2 million for the three months ended September 30, 2015, and increased by \$26.0 million for the nine months ended September 30, 2015, as compared to the same periods in the prior year. The increase for the nine month period is primarily as a result of operations and facilities acquired in the Sterling Merger.

FDIC assessments increased for the three and nine months ended September 30, 2015 as compared to the same periods in the prior year, primarily due to an increase in the assessment base.

We incur significant expenses in connection with the completion and integration of bank acquisitions that are not capitalizable. The merger related expenses incurred in 2014 and 2015 relate to the Sterling Merger. A detail of merger related expenses by type is included in Note 2 of the Notes to Condensed Consolidated Financial Statements.



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## Income Taxes

The Company's consolidated effective tax rate as a percentage of pre-tax income for the three and nine months ended September 30, 2015 was 35.4% and 35.8%, as compared to 35.3% and 36.0% for the three and nine months ended September 30, 2014. The effective tax rates differed from the federal statutory rate of 35% and the apportioned state rate of 4.9% (net of the federal tax benefit) principally because of the relative amount of income earned in each state jurisdiction, non-taxable income arising from bank-owned life insurance, income on tax-exempt investment securities and tax credits arising from low income housing investments.

## FINANCIAL CONDITION

## Investment Securities

Trading securities were \$9.5 million at September 30, 2015, down from \$10.0 million at December 31, 2014.

Investment securities available for sale were \$2.5 billion as of September 30, 2015, as compared to \$2.3 billion at December 31, 2014. The increase was due to \$707.0 million of purchases, partially offset by sales and paydowns of \$508.4 million.

Investment securities held to maturity were \$4.7 million as of September 30, 2015, as compared to \$5.2 million at December 31, 2014. The change primarily related to paydowns and maturities of investment securities held to maturity of \$481,000.

The following table presents the available for sale and held to maturity investment securities portfolio by major type as of September 30, 2015 and December 31, 2014:

## Investment Securities Composition

(dollars in thousands)	Investment Securities Available for Sale					
	September 30, 2015		December 31, 2014			
	Fair Value	%	Fair Value	%		%
U.S. Treasury and agencies	\$—	—	% \$229	—		%
Obligations of states and political subdivisions	326,464	13	% 338,404	15		%
Residential mortgage-backed securities and collateralized mortgage obligations	2,153,933	87	% 1,957,852	85		%
Investments in mutual funds and other equity securities	2,081	—	% 2,070	—		%
Total	\$2,482,478	100	% \$2,298,555	100		%
(dollars in thousands)	Investment Securities Held to Maturity					
	September 30, 2015		December 31, 2014			
	Amortized Cost	%	Amortized Cost	%		%
Residential mortgage-backed securities and collateralized mortgage obligations	\$4,699	100	% \$5,088	98		%
Other investment securities	—	—	% 123	2		%
Total	\$4,699	100	% \$5,211	100		%



We review investment securities on an ongoing basis for the presence of other-than-temporary impairment ("OTTI") or permanent impairment, taking into consideration current market conditions, fair value in relationship to cost, extent and nature of the change in fair value, issuer rating changes and trends, whether we intend to sell a security or if it is likely that we will be required to sell the security before recovery of our amortized cost basis of the investment, which may be maturity, and other factors.

Gross unrealized losses in the available for sale investment portfolio were \$9.0 million at September 30, 2015. This consisted primarily of unrealized losses on residential mortgage-backed securities and collateralized mortgage obligations of \$8.2

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million. The unrealized losses were primarily caused by interest rate increases subsequent to the purchase of the securities, and not credit quality. In the opinion of management, these securities are considered only temporarily impaired due to changes in market interest rates or the widening of market spreads subsequent to the initial purchase of the securities, and not due to concerns regarding the underlying credit of the issuers or the underlying collateral.

## Restricted Equity Securities

Restricted equity securities were \$46.9 million at September 30, 2015 and \$119.3 million at December 31, 2014 with the decrease attributable to redemptions of FHLB stock during the nine months ended September 30, 2015. Of the \$46.9 million at September 30, 2015, \$45.5 million represented the Bank's investment in the FHLBs of Des Moines and San Francisco. FHLB stock is carried at par and does not have a readily determinable fair value. Ownership of FHLB stock is restricted to the FHLB and member institutions, and can only be purchased and redeemed at par.

## Loans and Leases

## Loans and Leases, net

Total loans and leases outstanding at September 30, 2015 were \$16.4 billion, an increase of \$1.1 billion as compared to year-end 2014. The increase included net new loan and lease originations of \$1.3 billion, partially offset by loans sold of \$225.4 million, charge-offs of \$28.5 million, and transfers to other real estate owned of \$6.8 million during the period.

The following table presents the concentration distribution of the loan and lease portfolio, net of deferred fees and costs, as of September 30, 2015 and December 31, 2014.

## Loan and Lease Concentrations

(dollars in thousands)	September 30, 2015		December 31, 2014		
	Amount	Percentage	Amount	Percentage	
Commercial real estate					
Non-owner occupied term, net	\$3,148,288	19.2	% \$3,290,610	21.5	%
Owner occupied term, net	2,655,340	16.2	% 2,633,864	17.2	%
Multifamily, net	2,961,609	18.1	% 2,638,618	17.2	%
Construction & development, net	287,757	1.8	% 258,722	1.7	%
Residential development, net	94,380	0.6	% 81,846	0.5	%
Commercial					
Term, net	1,398,346	8.5	% 1,396,089	9.1	%
LOC & other, net	1,014,523	6.2	% 1,029,620	6.7	%
Leases and equipment finance, net	679,033	4.1	% 523,114	3.4	%
Residential					
Mortgage, net	2,740,228	16.7	% 2,233,735	14.6	%
Home equity loans & lines, net	910,287	5.6	% 852,478	5.6	%
Consumer & other, net	498,143	3.0	% 389,036	2.5	%
Total, net of deferred fees and costs	\$16,387,934	100.0	% \$15,327,732	100.0	%

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## Asset Quality and Non-Performing Assets

## Non-Performing Assets

The following table summarizes our non-performing assets and restructured loans as of September 30, 2015 and December 31, 2014:

(in thousands)	September 30, 2015	December 31, 2014		
Loans and leases on non-accrual status	\$ 30,989	\$52,041		
Loans and leases past due 90 days or more and accruing	9,967	7,512		
Total non-performing loans and leases	40,956	59,553		
Other real estate owned	23,892	37,942		
Total non-performing assets	\$64,848	\$97,495		
Restructured loans (1)	\$35,706	\$54,836		
Allowance for loan and lease losses	\$130,133	\$116,167		
Reserve for unfunded commitments	3,081	3,539		
Allowance for credit losses	\$133,214	\$119,706		
Asset quality ratios:				
Non-performing assets to total assets	0.28	% 0.43		%
Non-performing loans and leases to total loans and leases	0.25	% 0.39		%
Allowance for loan and leases losses to total loans and leases	0.79	% 0.76		%
Allowance for credit losses to total loans and leases	0.81	% 0.78		%
Allowance for credit losses to total non-performing loans and leases	325	% 201		%

(1) Represents accruing restructured loans performing according to their restructured terms.

Under acquisition accounting rules, loans (including those considered non-performing) acquired from Sterling were recorded at their estimated fair value. The Company recognized the loan portfolio acquired from Sterling at fair value as of the acquisition date, which resulted in a discount to the loan portfolio's previous carrying value. Neither the credit portion nor any other portion of the fair value mark is reflected in the reported allowance for loan losses, or related allowance coverage ratios, but we believe should be considered when comparing the current quarter ratios to similar ratios in periods prior to the acquisition of Sterling. Non-performing loans and leases to total loans and leases have declined from periods prior to the acquisition of Sterling due to the impact of the purchase credit impaired loans not being included in non-performing loans, however, these acquired loans are included in the total loans and leases. In addition, the allowance for credit loss ratios have declined from periods prior to the acquisition of Sterling due to the acquired loans being included in total loans and leases, but not having a related allowance due to the application of the credit discount.

The purchased non-credit impaired loans had remaining credit discount that is expected to accrete into interest income over the life of the loans of \$82.5 million and \$122.4 million, as of September 30, 2015 and December 31, 2014, respectively. The purchased credit impaired loan pools had remaining discount of \$49.8 million and \$66.5 million, as of September 30, 2015 and December 31, 2014, respectively.

Loans acquired with deteriorated credit quality are accounted for as purchased credit impaired pools. Typically this would include loans that were considered non-performing or restructured as of acquisition date. Accordingly, subsequent to acquisition, loans included in the purchased credit impaired pools are not reported as non-performing loans based upon their individual performance status, so the categories of nonaccrual, impaired and 90 day past due and accruing do not include any purchased credit impaired loans.



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The Bank has written down impaired, non-accrual loans as of September 30, 2015 to their estimated net realizable value and expects resolution with no additional material loss, absent further decline in market prices. The following tables summarize our non-performing loans and leases by loan type as of September 30, 2015 and December 31, 2014:

Non-Performing Loans by Type (in thousands)	September 30, 2015	December 31, 2014
Commercial real estate		
Non-owner occupied term, net	\$2,946	\$9,240
Owner occupied term, net	6,791	8,292
Multifamily, net	—	300
Residential development, net	12	—
Commercial		
Term, net	17,119	19,100
LOC & other, net	803	10,048
Leases and equipment finance, net	5,082	5,779
Residential		
Mortgage, net	6,079	4,944
Home equity loans & lines, net	1,773	1,364
Consumer & other, net	351	486
Total	\$40,956	\$59,553

The Company has performed, and will continue to perform, extensive reviews of our permanent commercial real estate portfolio, including stress testing. We performed reviews on both our non-owner and owner occupied credits to verify leasing status, to ensure the accuracy of risk ratings, and to develop proactive action plans with borrowers on projects where debt service coverage has dropped below the Bank's benchmark. There can be no assurance that any further declines in economic conditions, such as potential increases in retail or office vacancy rates, will exceed the projected assumptions utilized in the stress testing and may result in additional non-performing loans in the future.

**Restructured Loans**

At September 30, 2015 and December 31, 2014, impaired loans of \$35.7 million and \$54.8 million, respectively, were classified as performing restructured loans. The restructurings were granted in response to borrower financial difficulty, and generally provide for a temporary modification of loan repayment terms. The performing restructured loans on accrual status represent principally the only impaired loans accruing interest at September 30, 2015. In order for a restructured loan to be considered performing and on accrual status, the loan's collateral coverage generally will be greater than or equal to 100% of the loan balance, the loan must be current on payments, and the borrower must either prefund an interest reserve or demonstrate the ability to make payments from a verified source of cash flow.

A further decline in the economic conditions in our general market areas or other factors could adversely impact individual borrowers or the loan portfolio in general. Accordingly, there can be no assurance that loans will not become 90 days or more past due, become impaired or placed on non-accrual status, restructured or transferred to other real estate owned in the future.

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## Allowance for Loan and Lease Losses and Reserve for Unfunded Commitments

The ALLL totaled \$130.1 million at September 30, 2015, an increase of \$14.0 million from \$116.2 million at December 31, 2014. The following table shows the activity in the ALLL for the three and nine months ended September 30, 2015 and 2014:

## Allowance for Loan and Lease Losses

(in thousands)	Three months ended		Nine Months Ended		
	September 30,		September 30,		
	2015	2014	2015	2014	
Balance, beginning of period	\$127,071	\$106,495	\$116,167	\$95,085	
Charge-offs	(8,476)	(7,524)	(28,463)	(21,090)	)
Recoveries	3,385	2,331	10,385	6,640	)
Net charge-offs	(5,091)	(5,193)	(18,078)	(14,450)	)
Provision charged to operations	8,153	14,333	32,044	35,000	
Balance, end of period	\$130,133	\$115,635	\$130,133	\$115,635	
As a percentage of average loans and leases (annualized):					
Net charge-offs	0.13	% 0.14	% 0.15	% 0.16	%
Provision for loan and lease losses	0.20	% 0.37	% 0.27	% 0.38	%
Recoveries as a percentage of charge-offs	39.94	% 30.98	% 36.49	% 31.48	%

The increase in allowance for loan and lease losses as of September 30, 2015 compared to the same period of the prior year was primarily the result of growth in our loan and lease portfolios, partially offset by continued stabilizing credit quality characteristics of the portfolio. Additional discussion on the change in provision for loan and lease losses is provided under the heading Provision for Loan and Lease Losses above.

The following table sets forth the allocation of the allowance for loan and lease losses and percent of loans in each category to total loans and leases (excluding deferred loan fees) as of September 30, 2015 and December 31, 2014:

(dollars in thousands)	September 30, 2015		December 31, 2014		
	Amount	%	Amount	%	
Commercial real estate	\$58,213	55.9	% \$55,184	58.1	%
Commercial	46,614	18.8	% 41,216	19.2	%
Residential	19,260	22.3	% 15,922	20.2	%
Consumer & other	6,046	3.0	% 3,845	2.5	%
Allowance for loan and lease losses	\$130,133		\$116,167		

At September 30, 2015, the recorded investment in loans classified as impaired totaled \$60.4 million, with a corresponding valuation allowance (included in the allowance for loan and lease losses) of \$0.9 million. The valuation allowance on impaired loans represents the impairment reserves on performing current and former restructured loans and nonaccrual loans. At December 31, 2014, the total recorded investment in impaired loans was \$102.6 million, with a corresponding valuation allowance (included in the allowance for loan and lease losses) of \$1.4 million.

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The following table presents a summary of activity in the reserve for unfunded commitments ("RUC"):

## Summary of Reserve for Unfunded Commitments Activity

(in thousands)	Three months ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$2,864	\$4,845	\$3,539	\$1,436
Net change to other expense	217	(457)	(458)	(1,014)
Acquired reserve	—	—	—	3,966
Balance, end of period	\$3,081	\$4,388	\$3,081	\$4,388

We believe that the ALLL and RUC at September 30, 2015 are sufficient to absorb losses inherent in the loan and lease portfolio and credit commitments outstanding as of that date based on the best information available. This assessment, based in part on historical levels of net charge-offs, loan and lease growth, and a detailed review of the quality of the loan and lease portfolio, involves uncertainty and judgment. Therefore, the adequacy of the ALLL and RUC cannot be determined with precision and may be subject to change in future periods. In addition, bank regulatory authorities, as part of their periodic examination of the Bank, may require additional charges to the provision for loan and lease losses in future periods if warranted as a result of their review.

## Residential Mortgage Servicing Rights

The following table presents the key elements of our residential mortgage servicing rights portfolio for the three and nine months ended September 30, 2015 and 2014:

## Summary of Residential Mortgage Servicing Rights

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Balance, beginning of period	\$127,206	\$114,192	\$117,259	\$47,765
Acquired/purchased MSR	—	—	—	62,770
Additions for new MSR capitalized	7,711	8,813	27,812	16,583
Changes in fair value:				
Due to changes in model inputs or assumptions <sup>(1)</sup>	(6,794)	(672)	(5,860)	(2,543)
Other <sup>(2)</sup>	(3,309)	(3,608)	(14,397)	(5,850)
Balance, end of period	\$124,814	\$118,725	\$124,814	\$118,725

(1) Principally reflects changes in discount rates and prepayment speed assumptions, which are primarily affected by changes in interest rates.

(2) Represents changes due to collection/realization of expected cash flows over time.

Information related to our residential serviced loan portfolio as of September 30, 2015 and December 31, 2014 was as follows:

(dollars in thousands)	September 30, 2015	December 31, 2014
Balance of residential loans serviced for others	\$12,693,451	\$11,590,310
MSR as a percentage of serviced loans	0.98	% 1.01

Mortgage servicing rights are adjusted to fair value quarterly with the change recorded in mortgage banking revenue.





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## Goodwill and Other Intangibles Assets

At September 30, 2015 and December 31, 2014, we had goodwill of \$1.8 billion. Goodwill of \$1.0 billion was recorded during 2014 in connection with the Sterling Merger. No goodwill impairment losses have been recognized in the periods presented.

At September 30, 2015, we had other intangible assets of \$48.3 million, as compared to \$56.7 million at December 31, 2014. Other intangibles of \$54.6 million were recorded in connection with the Sterling Merger. The decrease from December 31, 2014 relates to the amortization of the other intangible assets of \$8.4 million for the nine months ended September 30, 2015.

## Deposits

Total deposits were \$17.5 billion at September 30, 2015, an increase of \$574.9 million, as compared to December 31, 2014. The increase is attributable to increases in non-maturity deposit types, offset by a decrease in total time deposits.

The following table presents the deposit balances by major category as of September 30, 2015 and December 31, 2014:

(dollars in thousands)	September 30, 2015		December 31, 2014		
	Amount	Percentage	Amount	Percentage	
Non-interest bearing	\$5,207,129	30	% \$4,744,804	28	%
Interest bearing demand	2,098,223	12	% 2,054,994	12	%
Money market	6,514,174	37	% 6,113,138	36	%
Savings	1,102,611	6	% 971,185	6	%
Time, \$100,000 or greater	1,526,795	9	% 1,765,721	10	%
Time, less than \$100,000	1,018,092	6	% 1,242,257	8	%
Total	\$17,467,024	100	% \$16,892,099	100	%

At September 30, 2015 and December 31, 2014, the Company's brokered deposits totaled \$774.4 million and \$866.2 million, respectively.

## Borrowings

At September 30, 2015, the Bank had outstanding \$323.7 million of securities sold under agreements to repurchase and no outstanding federal funds purchased balances. The Bank had outstanding term debt of \$889.4 million at September 30, 2015. Term debt outstanding as of September 30, 2015 decreased \$117.0 million since December 31, 2014. Advances from the FHLB amounted to \$888.9 million of the total term debt and are secured by investment securities and loans secured by real estate. The FHLB advances have fixed interest rates ranging from 0.54% to 7.10% and mature in 2015 through 2030.

## Junior Subordinated Debentures

We had junior subordinated debentures with carrying values of \$355.0 million and \$350.9 million at September 30, 2015 and December 31, 2014, respectively. The increase is due to the change in fair value for the junior subordinated debentures selected to be carried at fair value. As of September 30, 2015, the majority of the junior subordinated debentures had interest rates that are adjustable on a quarterly basis based on a spread over three month LIBOR. Interest expense for junior subordinated debentures increased for the nine months ended September 30, 2015, compared to the same period in 2014, primarily resulting from junior subordinated debentures assumed in the Sterling Merger.

## Liquidity and Cash Flow

The principal objective of our liquidity management program is to maintain the Bank's ability to meet the day-to-day cash flow requirements of our customers who either wish to withdraw funds or to draw upon credit facilities to meet their cash needs.

We monitor the sources and uses of funds on a daily basis to maintain an acceptable liquidity position. One source of funds includes public deposits. Individual state laws require banks to collateralize public deposits, typically as a percentage of their public deposit balance in excess of FDIC insurance. Public deposits represented 9.7% of total deposits at September 30, 2015 and 11.7% of total deposits at December 31, 2014. The amount of collateral required varies by state and may also vary by institution within each state, depending on the individual state's risk assessment of depository institutions. Changes in the

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pledging requirements for uninsured public deposits may require pledging additional collateral to secure these deposits, drawing on other sources of funds to finance the purchase of assets that would be available to be pledged to satisfy a pledging requirement, or could lead to the withdrawal of certain public deposits from the Bank. In addition to liquidity from core deposits and the repayments and maturities of loans and investment securities, the Bank can utilize established uncommitted federal funds lines of credit, sell securities under agreements to repurchase, borrow on a secured basis from the FHLB or issue brokered certificates of deposit.

The Bank had available lines of credit with the FHLB totaling \$5.0 billion at September 30, 2015, subject to certain collateral requirements, namely the amount of pledged loans and investment securities. The Bank had available lines of credit with the Federal Reserve totaling \$377.6 million, subject to certain collateral requirements, namely the amount of certain pledged loans. The Bank had uncommitted federal funds line of credit agreements with additional financial institutions totaling \$450.0 million at September 30, 2015. Availability of lines is subject to federal funds balances available for loan and continued borrower eligibility. These lines are intended to support short-term liquidity needs, and the agreements may restrict consecutive day usage.

The Company is a separate entity from the Bank and must provide for its own liquidity. Substantially all of the Company's revenues are obtained from dividends declared and paid by the Bank. There were \$109.5 million of dividends paid by the Bank to the Company in the nine months ended September 30, 2015. There are statutory and regulatory provisions that could limit the ability of the Bank to pay dividends to the Company. We believe that such restrictions will not have an adverse impact on the ability of the Company to fund its quarterly cash dividend distributions to common shareholders and meet its ongoing cash obligations, which consist principally of debt service on the outstanding junior subordinated debentures. As of September 30, 2015, the Company did not have any borrowing arrangements of its own.

As disclosed in the Consolidated Statements of Cash Flows, net cash provided by operating activities was \$213.6 million during the nine months ended September 30, 2015, with the difference between cash provided by operating activities and net income largely consisting of originations of loans held for sale of \$2.7 billion, offset by proceeds from the sale of loans held for sale of \$2.7 billion. This compares to net cash provided by operating activities of \$274.1 million during the nine months ended September 30, 2014, with the difference between cash provided by operating activities and net income largely consisting originations of loans held for sale of \$1.5 billion, offset by proceeds from the sale of loans held for sale of \$1.6 billion.

Net cash of \$1.2 billion used by investing activities during the nine months ended September 30, 2015 consisted principally of purchases of investment securities available for sale of \$707.0 million, net loan originations of \$1.3 billion, offset by proceeds from investment securities available for sale of \$508.4 million and proceeds from sale of loans and leases of \$246.1 million. This compares to net cash of \$223.7 million provided by investing activities during the nine months ended September 30, 2014, which consisted principally of proceeds from investment securities available for sale of \$1.1 billion, proceeds from the sale of loans and leases of \$284.3 million, and net cash received from acquisitions of \$116.9 million, partially offset by purchases of investment securities available for sale of \$346.8 million, net loan originations of \$792.6 million, and net cash paid in branch divestiture of \$127.6 million.

Net cash of \$362.2 million provided by financing activities during the nine months ended September 30, 2015 primarily consisted of \$579.0 million increase in net deposits, offset by the dividends paid on common stock of \$99.3 million, and the \$115.0 million repayment of term debt. This compares to net cash of \$155.5 million used in financing activities during the nine months ended September 30, 2014, which consisted primarily of a net decrease in securities sold under agreements to repurchase of \$470.3 million and \$66.6 million in dividends paid on common stock, offset by a \$739.2 million increase in net deposits.

Although we expect the Bank's and the Company's liquidity positions to remain satisfactory during 2015, it is possible that our deposit balance for 2015 may not be maintained at previous levels due to pricing pressure or, in order to generate deposit growth, our pricing may need to be adjusted in a manner that results in increased interest expense on deposits.

#### Off-balance-Sheet Arrangements

Information regarding Off-Balance-Sheet Arrangements is included in Note 9 of the Notes to Condensed Consolidated Financial Statements.

#### Concentrations of Credit Risk

Information regarding Concentrations of Credit Risk is included in Note 9 of the Notes to Condensed Consolidated Financial Statements.

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## Capital Resources

Shareholders' equity at September 30, 2015 was \$3.8 billion, an increase of \$57.9 million from December 31, 2014. The increase in shareholders' equity during the nine months ended September 30, 2015 was principally due to net income for the period offset by declared common dividends.

The following table shows the Company's consolidated and the Bank's capital adequacy ratios compared to the regulatory minimum capital ratio and the regulatory minimum capital ratio needed to qualify as a "well-capitalized" institution, as calculated under regulatory guidelines of Basel III at September 30, 2015 and as calculated under regulatory guidelines of Basel I at December 31, 2014:

(dollars in thousands)	Actual		For Capital		To be Well			
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
As of September 30, 2015								
Total Capital								
(to Risk Weighted Assets)								
Consolidated	\$2,508,183	14.48	% \$1,385,927	8.00	% \$1,732,408	10.00	%	
Umpqua Bank	\$2,328,637	13.49	% \$1,380,591	8.00	% \$1,725,738	10.00	%	
Tier I Capital								
(to Risk Weighted Assets)								
Consolidated	\$2,029,107	11.71	% \$1,039,445	6.00	% \$1,039,445	8.00	%	
Umpqua Bank	\$2,195,549	12.72	% \$1,035,443	6.00	% \$1,380,591	8.00	%	
Tier I Common								
(to Risk Weighted Assets)								
Consolidated	\$1,983,360	11.45	% \$779,584	4.50	% \$1,126,065	6.50	%	
Umpqua Bank	\$2,195,549	12.72	% \$776,582	4.50	% \$1,121,730	6.50	%	
Tier I Capital								
(to Average Assets)								
Consolidated	\$2,029,107	9.64	% \$841,897	4.00	% \$1,052,371	5.00	%	
Umpqua Bank	\$2,195,549	10.44	% \$841,582	4.00	% \$1,051,977	5.00	%	
As of December 31, 2014								
Total Capital								
(to Risk Weighted Assets)								
Consolidated	\$2,391,267	15.20	% \$1,258,198	8.00	% \$1,572,747	10.00	%	
Umpqua Bank	\$2,181,776	13.90	% \$1,255,819	8.00	% \$1,569,774	10.00	%	
Tier I Capital								
(to Risk Weighted Assets)								
Consolidated	\$2,271,563	14.44	% \$629,099	4.00	% \$943,648	6.00	%	
Umpqua Bank	\$2,062,151	13.14	% \$627,910	4.00	% \$941,864	6.00	%	
Tier I Capital								
(to Average Assets)								
Consolidated	\$2,271,563	10.99	% \$827,128	4.00	% \$1,033,910	5.00	%	
Umpqua Bank	\$2,062,151	9.96	% \$828,061	4.00	% \$1,035,076	5.00	%	

The phase-in period for the final rules that revise the regulatory capital rules to incorporate certain revisions by the Basel Committee on Banking Supervision to the Basel capital framework ("Basel III") began for the Company on

January 1, 2015, with full compliance with the final rules in their entirety required to be phased in on January 1, 2019.

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The final rules, among other things, include a new common equity Tier 1 capital ("CET1") to risk-weighted assets ratio, including a capital conservation buffer, which will gradually increase from 4.5% on January 1, 2015 to 7.0% on January 1, 2019. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% on January 1, 2015 to 8.5% on January 1, 2019, as well as require a minimum leverage ratio of 4.0%.

Under the final rules, as Umpqua grew above \$15.0 billion in assets as a result of an acquisition, the combined trust preferred security debt issuances are required to be phased out of Tier 1 and into Tier 2 capital (75% starting in the first quarter of 2015 and 100% starting in the first quarter of 2016). The final rules also provide for a number of adjustments to and deductions from the new CET1. Under Basel III, the effects of certain accumulated other comprehensive items are not excluded; however, the Company and the Bank have made a one-time permanent election to continue to exclude these items in order to avoid significant variations in the level of capital depending on the impact of interest rate fluctuations on the fair value of the Company's securities portfolio. In addition, deductions include, for example, the requirement that mortgage servicing rights, certain deferred tax assets not dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1.

The Company's dividend policy considers, among other things, earnings, regulatory capital levels, the overall payout ratio and expected asset growth to determine the amount of dividends declared, if any, on a quarterly basis. There is no assurance that future cash dividends on common shares will be declared or increased. The following table presents cash dividends declared and dividend payout ratios (dividends declared per common share divided by basic earnings per common share) for the three and nine months ended September 30, 2015 and 2014:

## Cash Dividends and Payout Ratios per Common Share

	Three months ended September 30,		Nine months ended September 30,		
	2015	2014	2015	2014	
Dividend declared per common share	\$0.16	\$0.15	\$0.46	\$0.45	
Dividend payout ratio	62	% 56	% 64	% 83	%

As of September 30, 2015, a total of 11.5 million shares are available for repurchase under the Company's current share repurchase plan. In June 2015, the Company repurchased 360,000 shares and in August 2015, the Company repurchased 150,000 shares under this plan. The Board of Directors approved an extension of the repurchase plan to 2017. The timing and amount of future repurchases will depend upon the market price for our common stock, securities laws restricting repurchases, asset growth, earnings, and our capital plan. In addition, our stock plans provide that option and award holders may pay for the exercise price and tax withholdings in part or whole by tendering previously held shares.

## Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our assessment of market risk as of September 30, 2015 indicates there are no material changes in the quantitative and qualitative disclosures from those in our Annual Report on Form 10-K for the year ended December 31, 2014.

## Item 4. Controls and Procedures

Our management, including our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer, has concluded that our disclosure controls and procedures are effective in timely alerting them to information relating to us that is required to be included in our periodic filings with the SEC. The disclosure controls and procedures were

last evaluated by management as of September 30, 2015.

No change in our internal controls occurred during the third quarter of 2015 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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## Part II. OTHER INFORMATION

## Item 1. Legal Proceedings

Due to the nature of our business, we are involved in legal proceedings that arise in the ordinary course of our business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our consolidated financial position, results of operations or cash flows.

The Company assumed, as successor-in-interest to Sterling, the defense of litigation matters pending against Sterling. Sterling previously reported that on December 11, 2009, a putative securities class action complaint captioned City of Roseville Employees' Retirement System v. Sterling Financial Corp., et al., No. CV 09-00368-EFS, was filed in the United States District Court for the Eastern District of Washington against Sterling and certain of its current and former officers. On June 18, 2010, lead plaintiff filed a consolidated complaint alleging that the defendants violated sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 10b-5 by making false and misleading statements concerning Sterling's business and financial results. Plaintiffs sought unspecified damages and attorneys' fees and costs. On August 30, 2010, Sterling moved to dismiss the Complaint, and the court granted the motion to dismiss without prejudice on August 5, 2013. On October 11, 2013, the lead plaintiff filed an amended consolidated complaint with the same defendants, class period, alleged violations, and relief sought. On January 24, 2014, Sterling moved to dismiss the amended consolidated complaint, and on September 17, 2014, the court entered an order dismissing the amended consolidated complaint in its entirety with no further leave to amend. On October 24, 2014, plaintiffs filed a Notice of Appeal to the U.S. Court of Appeals for the Ninth Circuit from the district court's order granting the motion to dismiss the amended consolidated complaint. Appellant filed its opening brief on April 3, 2015 and the Company filed its reply brief on June 17, 2015; additional appellate briefing was filed in the third quarter 2015.

See Note 9 of the Notes to the Condensed Consolidated Financial Statements for a discussion of the Company's involvement in litigation pertaining to Visa Inc.

## Item 1A. Risk Factors

In addition to the other information set forth in this report, including the updated risk factors stated below, you should carefully consider the factors discussed under "Part I--Item 1A--Risk Factors" in our Form 10-K for the year ended December 31, 2014. These factors could materially and adversely affect our business, financial condition, liquidity, results of operations and capital position, and could cause our actual results to differ materially from our historical results or the results contemplated by the forward-looking statements contained in this report. There have been no material changes from the risk factors described in our Form 10-K.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable

(b) Not applicable

(c) The following table provides information about repurchases of common stock by the Company during the quarter ended September 30, 2015:

Period	Total number of Common Shares Purchased (1)	Average Price Paid per Common Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (2)	Maximum Number of Remaining Shares that May be Purchased at Period End under the
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				Plan
7/1/15-7/31/15	24,413	\$18.06	—	11,653,429
8/1/15-8/31/15	150,489	\$16.79	150,000	11,503,429
9/1/15-9/30/15	610	\$16.78	—	11,503,429
Total for quarter	175,512	\$16.97	150,000	

(1) Common shares repurchased by the Company during the quarter consist of cancellation of 18,440 shares to be issued upon vesting of restricted stock awards and 7,072 shares to be issued upon vesting of restricted stock units to pay withholding taxes. During the three months ended September 30, 2015, 150,000 shares were repurchased pursuant to the Company's publicly announced corporate stock repurchase plan described in (2) below.

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The Company's share repurchase plan, which was first approved by its Board of Directors and announced in August 2003, was amended on September 29, 2011 to increase the number of common shares available for repurchase under the plan to 15 million shares. The repurchase program was extended in April 2013 to run through (2) June 2015, but was recently extended to July 31, 2017 by the Board of Directors. As of September 30, 2015, a total of 11.5 million shares remained available for repurchase. The timing and amount of future repurchases will depend upon the market price for our common stock, laws and regulations restricting repurchases, asset growth, earnings, and our capital plan.

Item 3. Defaults upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

Not applicable

Item 6. Exhibits

The exhibits filed as part of this Report and exhibits incorporated herein by reference to other documents are listed in the Exhibit Index to this Report, which follows the signature page.

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SIGNATURES

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

UMPQUA HOLDINGS CORPORATION  
(Registrant)

Dated November 5, 2015

/s/ Raymond P. Davis  
Raymond P. Davis  
President and Chief Executive Officer

Dated November 5, 2015

/s/ Ronald L. Farnsworth  
Ronald L. Farnsworth  
Executive Vice President/ Chief Financial Officer and  
Principal Financial Officer

Dated November 5, 2015

/s/ Neal T. McLaughlin  
Neal T. McLaughlin  
Executive Vice President/Treasurer and  
Principal Accounting Officer

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EXHIBIT INDEX

Exhibit # Description

- 3.1 (a) Restated Articles of Incorporation, as amended
- 3.2 (b) Bylaws, as amended
- 4.1 (c) Specimen Common Stock Certificate
- 4.2 The Company agrees to furnish upon request to the Commission a copy of each instrument defining the rights of holders of senior and subordinated debt of the Company.
- 10.1 (d) Employment Agreement by and between Umpqua Holdings Corporation and Chief Credit Officer David Shotwell dated July 1, 2015
- 31.1 Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002
- 31.3 Certification of Principal Accounting Officer under Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certification of Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101.INS XBRL Instance Document \*

101.SCH XBRL Taxonomy Extension Schema Document \*

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document \*

101.DEF XBRL Taxonomy Extension Definition Linkbase Document \*

101.LAB XBRL Taxonomy Extension Label Linkbase Document \*

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document \*

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities and

Exchange Act of 1934, as amended and otherwise are not subject to liability under those sections.

\*\* Indicates compensatory plan or arrangement

(a) Incorporated by reference to Exhibit 3.1 to Form 8-K filed May 7, 2014

(b) Incorporated by reference to Exhibit 3.2 to Form 8-K filed April 22, 2008

(c) Incorporated by reference to Exhibit 4 to the Registration Statement on Form S-8 (No. 333-77259) filed April 28, 1999

(d) Incorporated by reference to Exhibit 99.1 to Form 8-K/A filed July 1, 2015

