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BOK FINANCIAL CORP ET AL

Form 10-Q

October 30, 2018

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

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 No. 0-19341

BOK FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Oklahoma 73-1373454
(State or other jurisdiction (IRS Employer of Incorporation or Organization) Identification No.)

Bank of Oklahoma Tower
Boston Avenue at Second Street
Tulsa, Oklahoma 74192
(Address of Principal Executive Offices) (Zip Code)

(918) 588-6000
(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, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 65,434,258 shares of common stock (\$.00006 par value) as of September 30, 2018.

BOK Financial Corporation
Form 10-Q
Quarter Ended September 30, 2018

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Performance Summary

BOK Financial Corporation ("the Company") reported net income of \$117.3 million or \$1.79 per diluted share for the third quarter of 2018, including \$11.5 million or 18 cents per share from a client asset management fee. Net income was \$85.6 million or \$1.31 per diluted share for the third quarter of 2017 and \$114.4 million or \$1.75 per diluted share for the second quarter of 2018.

On October 1, 2018, the Company acquired CoBiz Financial, Inc. (CoBiz). CoBiz is headquartered in Denver with a presence in Colorado and Arizona. The Company paid total consideration of \$944 million, which included \$242 million in cash along with the issuance of 7.2 million shares of BOK Financial stock valued at \$702 million, in exchange for all outstanding shares of CoBiz stock. As of September 30, 2018, CoBiz had \$3.1 billion in loans, \$3.9 billion in total assets, \$3.3 billion in deposits and \$339 million in equity. The pro forma common equity Tier 1 capital ratio at September 30, 2018 on a combined basis was 10.92 percent, Tier 1 capital ratio was 10.92 percent, total capital ratio was 12.37 percent, and leverage ratio was 9.18 percent. We expect to incur approximately \$45 million of total closing and integration costs during the fourth quarter of 2018 and first quarter of 2019 with an anticipated bank consolidation in the first quarter of 2019.

Highlights of the third quarter of 2018 included:

Net interest revenue totaled \$240.9 million, up \$22.4 million over the third quarter of 2017. The increase in net interest revenue over the prior year was driven by both growth in average earning assets and improving yields. Net interest margin was 3.21 percent for the third quarter of 2018 compared to 3.01 percent for the third quarter of 2017. Average earning assets were \$30.0 billion for the third quarter of 2018 compared to \$29.6 billion for the third quarter of 2017. Net interest revenue increased \$2.3 million over the second quarter of 2018. Excluding the impact of interest recoveries in the second quarter, net interest margin grew by 11 basis points primarily due to the Company reducing excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks. Fees and commissions revenue totaled \$167.5 million. Adoption of the new revenue recognition accounting standard in the first quarter of 2018 resulted in interchange fees we pay to issuing banks being netted against transaction card revenue. Previously these fees were included in data processing and communications expense. Excluding this impact, fees and commissions revenue increased \$4.0 million compared to the third quarter of 2017. Trust fees and commissions increased \$16.8 million largely as a result of a fee generated from the sale of client assets during the third quarter of 2018. Brokerage and trading revenue decreased \$10.1 million while mortgage banking revenue decreased \$1.4 million, both affected by the impact of rising interest rates on mortgage loan origination volumes and margins. Fees and commissions revenue increased \$9.7 million compared to the second quarter of 2018. Trust fees and commissions increased \$15.8 million compared to the second quarter of 2018. Brokerage and trading revenue decreased \$3.4 million and mortgage banking revenue decreased \$2.8 million.

Other operating expense totaled \$252.6 million, a \$3.4 million or 1 percent decrease compared to the third quarter of 2017 on a comparable basis. Personnel expense decreased \$4.4 million, primarily due to decreased incentive compensation expense. Non-personnel expense increased \$977 thousand. Operating expense increased \$6.1 million over the second quarter of 2018. Personnel expense increased \$4.6 million, primarily due to a reduction in share-based compensation expense in the second quarter of 2018 based on a change in assumptions for performance-based awards. Non-personnel expense increased \$1.6 million. Professional fees and services expense and mortgage banking costs were higher in the second quarter.

Income tax expense was \$34.7 million or 22.8 percent of net income before taxes for the third quarter of 2018 compared to \$42.4 million or 33.1 percent for the third quarter of 2017 and \$33.3 million or 22.4 percent for the second quarter of 2018. Beginning January 1, 2018, the Tax Cuts and Jobs Act ("the Act") decreased the corporate income tax rate from 35% to 21%.

The Company recorded provision for credit losses of \$4.0 million in the third quarter of 2018. No provision for credit losses was recorded in the second quarter of 2018 or third quarter of 2017. Net charge-offs totaled \$9.0 million or 0.20 percent of average loans on an annualized basis in the third quarter of 2018 compared to net charge-offs of \$10.5 million or 0.24 percent of average loans on an annualized basis for the second quarter of 2018. Net charge-offs were \$32.5 million or 0.18 percent of average loans over the last four quarters.

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The combined allowance for credit losses totaled \$213 million or 1.16 percent of outstanding loans at September 30, 2018 compared to \$218 million or 1.21 percent of outstanding loans at June 30, 2018.

Nonperforming assets that are not guaranteed by U.S. government agencies totaled \$170 million or 0.93 percent of outstanding loans and repossessed assets at September 30, 2018 and \$186 million or 1.04 percent of outstanding loans and repossessed assets at June 30, 2018. Potential problem loans increased \$36 million to \$176 million at September 30, 2018.

Average loan balances grew by \$453 million over the previous quarter, primarily due to growth in commercial and commercial real estate loan balances. Period-end outstanding loan balances totaled \$18.3 billion at September 30, 2018, an increase of \$346 million over June 30, 2018.

Average deposits were largely unchanged compared to the previous quarter. Average demand deposit balances increased \$102 million, while interest-bearing transaction deposit balances decreased \$179 million. Period-end deposits were \$21.6 billion at September 30, 2018, a \$537 million decrease compared to June 30, 2018.

The common equity Tier 1 capital ratio at September 30, 2018 was 12.05 percent. Other regulatory capital ratios were Tier 1 capital ratio, 12.05 percent, total capital ratio, 13.35 percent, and leverage ratio, 9.90 percent. At June 30, 2018, the common equity Tier 1 capital ratio was 11.92 percent, the Tier 1 capital ratio was 11.92 percent, total capital ratio was 13.26 percent, and leverage ratio was 9.57 percent.

The company paid a regular cash dividend of \$32.6 million or \$0.50 per common share during the third quarter of 2018. On October 30, 2018, the board of directors approved a quarterly cash dividend of \$0.50 per common share payable on or about November 26, 2018 to shareholders of record as of November 12, 2018.

Results of Operations

Net Interest Revenue and Net Interest Margin

Net interest revenue is the interest earned on debt securities, loans and other interest-earning assets less interest paid for interest-bearing deposits and other borrowings. The net interest margin is calculated by dividing tax-equivalent net interest revenue by average interest-earning assets. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. Net interest margin is typically greater than net interest spread due to interest income earned on assets funded by non-interest bearing liabilities such as demand deposits and equity.

Net interest revenue totaled \$240.9 million for the third quarter of 2018, up from \$218.5 million in the third quarter of 2017. Net interest margin was 3.21 percent for the third quarter of 2018, compared to 3.01 percent for the third quarter of 2017. Recoveries of foregone interest on nonaccruing loans added \$4.6 million or 6 basis points to the net interest margin in the third quarter of 2017. Recoveries of foregone interest were not significant in the third quarter of 2018. The discussion following excludes the impact of recoveries of foregone interest.

Tax-equivalent net interest revenue increased \$20.0 million over the third quarter of 2017. Table 1 shows the effect on net interest revenue from changes in average balances and interest rates for various types of earning assets and interest-bearing liabilities. Changes in interest rates and yields increased net interest revenue by \$5.1 million. The benefit of an increase in short-term interest rates on the floating-rate earning assets was partially offset by higher borrowing costs. Tax-equivalent net interest revenue increased \$15.0 million due to growth in average assets. Growth in the average balances of trading securities and loans was partially offset by decreases in interest-bearing cash and cash equivalents.

Net interest margin increased 26 basis points due largely to changes in market interest rates and spreads, along with a change in the mix of earning assets.

The tax-equivalent yield on earning assets was 4.04 percent, up 60 basis points over the third quarter of 2017 primarily due to increases in short-term interest rates resulting from increases in the federal funds rate by the Federal Reserve. Loan yields increased 59 basis points to 4.80 percent. The available for sale securities portfolio yield increased 20 basis points to 2.37 percent. The yield on interest-bearing cash and cash equivalents increased 70 basis points. Funding costs were up 50 basis points over the third quarter of 2017. The cost of interest-bearing deposits increased 32 basis points and the cost of other borrowed funds increased 81 basis points. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities was 42 basis points for the third quarter of 2018, up 16 basis points over the third quarter of 2017.

Average earning assets for the third quarter of 2018 increased \$319 million or 1 percent over the third quarter of 2017. The average balance of trading securities grew by \$1.3 billion, primarily due to expansion of U.S. agency residential mortgage-backed securities trading activities. Average loans, net of allowance for loan losses, increased \$984 million, due primarily to growth in commercial loans. Interest-bearing cash and cash equivalent balances decreased \$1.3 billion. The Company reduced excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks. Available for sale securities decreased \$299 million. Average balances of fair value option securities held as an economic hedge of mortgage servicing rights decreased \$215 million. Investment securities balances decreased \$96 million.

Average deposits decreased \$183 million compared to the third quarter of 2017. Time deposit balances decreased \$79 million, interest-bearing transaction account balances decreased \$78 million and demand deposit balances decreased \$65 million. Savings account balances increased \$40 million. Average borrowed funds increased \$385 million over the third quarter of 2017, primarily due to the net impact of increased borrowings from the Federal Home Loan Banks.

Funds purchased and repurchase agreement balances also increased over the prior year.

Net interest revenue increased \$2.3 million over the second quarter of 2018. Recoveries of foregone interest on nonaccruing loans added \$5.3 million to net interest revenue or 7 basis points to net interest margin in the previous quarter. Excluding this impact, net interest margin was 3.21 percent for the third quarter of 2018, up 11 basis points over the second quarter of 2018. Net interest margin improved 10 basis points in the third quarter due to the Company reducing excess cash balances held at the Federal Reserve funded by borrowings from the Federal Home Loan Banks.

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The yield on average earning assets was up 20 basis points over the prior quarter. The loan portfolio yield increased 12 basis points. The yield on the available for sale securities portfolio increased 7 basis points. The yield on the trading securities portfolio was up 35 basis. Funding costs were 1.25 percent, up 14 basis points. The cost of interest-bearing deposits increased 11 basis points to 0.77 percent. The cost of other borrowed funds was up 20 basis points to 2.04 percent. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities increased 5 basis points over the prior quarter.

Average earning assets decreased \$345 million compared to the second quarter of 2018. Average loan balances grew by \$453 million. Trading securities balances increased \$280 million. Average interest-bearing cash and cash equivalents balances decreased \$985 million. Average available for sale securities decreased \$34 million. In addition, average balances of restricted equity securities, investment securities, fair value option securities held as an economic hedge of our mortgage servicing rights and residential mortgage loans held for sale all decreased compared to the prior quarter.

Average deposit balances decreased \$119 million compared to the second quarter of 2018. Demand deposit balances grew by \$102 million, offset by a \$179 million decrease in interest-bearing transaction account balances and a \$41 million decrease in time deposit balance. The average balance of borrowed funds decreased \$131 million, primarily due to decreased borrowings from the Federal Home Loan Banks.

Our overall objective is to manage the Company's balance sheet to be relatively neutral to changes in interest rates as is further described in the Market Risk section of this report. Approximately 82% of our commercial and commercial real estate loan portfolios are either variable rate or fixed rate that will reprice within one year. These loans are funded primarily by deposit accounts that are either non-interest bearing, or that reprice more slowly than the loans. The result is a balance sheet that would be asset sensitive, which means that assets generally reprice more quickly than liabilities. One of the strategies that we use to manage toward a relative rate-neutral position is to purchase fixed-rate residential mortgage-backed securities issued primarily by U.S. government agencies and fund them with market-rate-sensitive liabilities. The liability-sensitive nature of this strategy provides an offset to the asset-sensitive characteristics of our loan portfolio. We also may use derivative instruments to manage our interest rate risk. We currently expect additional increases in the Federal Funds rate to be accretive, although at a decreasing rate as competition for deposits intensifies in the future.

The effectiveness of these strategies is reflected in the overall change in net interest revenue due to changes in interest rates as shown in Table 1 and in the interest rate sensitivity projections as shown in the Market Risk section of this report.

Table 1 -- Volume/Rate Analysis
(In thousands)

	Three Months Ended			Nine Months Ended		
	September 30, 2018 / 2017			September 30, 2018 / 2017		
	Change Due To ¹			Change Due To ¹		
	Change	Volume	Yield/Rate	Change	Volume	Yield/Rate
Tax-equivalent interest revenue:						
Interest-bearing cash and cash equivalents	\$ (2,934)	\$ (5,259)	\$ 2,325	\$ 3,346	\$ (5,703)	\$ 9,049
Trading securities	13,297	11,912	1,385	25,304	24,096	1,208
Investment securities:						
Taxable securities	(103)	(53)	(50)	(246)	(10)	(236)
Tax-exempt securities	(633)	(590)	(43)	(1,979)	(1,752)	(227)
Total investment securities	(736)	(643)	(93)	(2,225)	(1,762)	(463)
Available for sale securities:						
Taxable securities	4,342	(192)	4,534	11,632	(1,309)	12,941
Tax-exempt securities	(571)	(223)	(348)	(1,690)	(1,005)	(685)
Total available for sale securities	3,771	(415)	4,186	9,942	(2,314)	12,256
Fair value option securities	(1,185)	(1,599)	414	1,642	273	1,369
Restricted equity securities	406	50	356	2,223	1,439	784
Residential mortgage loans held for sale	56	(460)	516	11	(890)	901
Loans	32,739	10,857	21,882	98,421	18,696	79,725
Total tax-equivalent interest revenue	45,414	14,443	30,971	138,664	33,835	104,829
Interest expense:						
Transaction deposits	8,967	2	8,965	22,803	(158)	22,961
Savings deposits	18	7	11	19	22	(3)
Time deposits	1,020	(264)	1,284	2,389	(731)	3,120
Funds purchased and repurchase agreements	3,512	1,484	2,028	4,556	1,080	3,476
Other borrowings	11,931	(1,748)	13,679	41,762	4,069	37,693
Subordinated debentures	(45)	1	(46)	(22)	6	(28)
Total interest expense	25,403	(518)	25,921	71,507	4,288	67,219
Tax-equivalent net interest revenue	20,011	14,961	5,050	67,157	29,547	37,610
Change in tax-equivalent adjustment	(2,420)			(7,186)		
Net interest revenue	\$ 22,431			\$ 74,343		

¹ Changes attributable to both volume and yield/rate are allocated to both volume and yield/rate on an equal basis.

Other Operating Revenue

Other operating revenue was \$167.9 million for the third quarter of 2018, a \$2.1 million increase over the third quarter of 2017 and an \$11.5 million increase over the second quarter of 2018. Fees and commissions revenue increased \$4.0 million compared to the third quarter of 2017 and \$9.7 million compared to the prior quarter. Rising interest rates have slowed the origination of mortgage loans and related investment products leading to compressed margins. This has adversely affected both our brokerage and trading revenue as well as our mortgage banking revenue.

Table 2 -Other Operating Revenue

(In thousands)

	Three Months Ended September 30,			% Increase (Decrease)	Three Months Ended Jun 30, 2018	Three Months Ended Jun 30, 2018		
	2018	2017	Increase (Decrease)			Increase (Decrease)	Increase (Decrease)	% Increase (Decrease)
Brokerage and trading revenue	\$23,086	\$33,169	\$(10,083)	(30)%	\$26,488	\$(3,402)	(13)%	
Transaction card revenue ¹	21,396	22,929	(1,533)	(7)%	20,975	421	2%	
Fiduciary and asset management revenue	57,514	40,687	16,827	41%	41,699	15,815	38%	
Deposit service charges and fees	27,765	28,191	(426)	(2)%	27,827	(62)	—%	
Mortgage banking revenue	23,536	24,890	(1,354)	(5)%	26,346	(2,810)	(11)%	
Other revenue	14,213	13,670	543	4%	14,518	(305)	(2)%	
Total fees and commissions revenue	167,510	163,536	3,974	2%	157,853	9,657	6%	
Other gains (losses), net	1,441	(1,283)	2,724	N/A	3,983	(2,542)	N/A	
Loss on derivatives, net	(2,847)	1,033	(3,880)	N/A	(3,057)	210	N/A	
Loss on fair value option securities, net	(4,385)	661	(5,046)	N/A	(3,341)	(1,044)	N/A	
Change in fair value of mortgage servicing rights	5,972	(639)	6,611	N/A	1,723	4,249	N/A	
Gain (loss) on available for sale securities, net	250	2,487	(2,237)	N/A	(762)	1,012	N/A	
Total other operating revenue	\$167,941	\$165,795	\$2,146	1%	\$156,399	\$11,542	7%	

Non-GAAP Reconciliation:¹

Transaction card revenue on income statement	\$21,396	\$32,844	N/A	N/A	\$20,975	N/A	N/A
Netting adjustment	—	(9,915)	N/A	N/A	—	N/A	N/A
Transaction card revenue after netting adjustment	\$21,396	\$22,929	(1,533)	(7)%	\$20,975	421	2%

¹ Non-GAAP measure to net interchange charges from prior quarters between transaction card revenue and data processing and communications expense. This measure has no effect on net income or earnings per share.

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

Fees and commissions revenue

Diversified sources of fees and commissions revenue are a significant part of our business strategy and represented 41 percent of total revenue for the third quarter of 2018, excluding provision for credit losses and gains and losses on other assets, securities and derivatives and the change in the fair value of mortgage servicing rights. We believe that a variety of fee revenue sources provides an offset to changes in interest rates, values in the equity markets, commodity prices and consumer spending, all of which can be volatile. As an example of this strength, many of the economic factors such as rising interest rates resulting in growth in net interest revenue or fiduciary and asset management revenue, may also decrease mortgage production volumes. We expect growth in other operating revenue to come through offering new products and services and by further development of our presence in other markets. However, current and future economic conditions, regulatory constraints, increased competition and saturation in our existing markets could affect the rate of future increases.

Brokerage and Trading Revenue

Brokerage and trading revenue, which includes revenues from trading, customer hedging, retail brokerage and investment banking, decreased \$10.1 million or 30 percent compared to the third quarter of 2017.

Trading revenue includes net realized and unrealized gains and losses primarily related to sales of U.S. government securities, residential mortgage-backed securities guaranteed by U.S. government agencies and municipal securities to institutional customers and related derivative instruments. Trading revenue was \$4.8 million for the third quarter of 2018, a \$7.1 million or 59 percent decrease compared to the third quarter of 2017. Rising mortgage interest rates narrowed trading margins and slowed turnover of our trading inventory. However, the higher average balance of trading securities generated an increase in net interest revenue of \$5.6 million.

Customer hedging revenue is based primarily on realized and unrealized changes in the fair value of derivative contracts held for customer risk management programs. As more fully discussed under Customer Derivative Programs in Note 3 of the Consolidated Financial Statements, we offer commodity, interest rate, foreign exchange and equity derivatives to our customers. Customer hedging revenue totaled \$8.5 million for the third quarter of 2018, a \$2.0 million or 19 percent decrease compared to the third quarter of 2017.

Revenue earned from retail brokerage transactions decreased \$748 thousand or 14 percent compared to the third quarter of 2017 to \$4.5 million. Retail brokerage revenue includes fees and commissions earned on sales of fixed income securities, annuities, mutual funds and other financial instruments to retail customers. Revenue is primarily based on the volume of customer transactions and applicable commission rate for each product type. We expect retail brokerage revenue to continue to decline as more relationships are transitioned to managed accounts, which are included in fiduciary and asset management revenue.

Investment banking revenue, which includes fees earned upon completion of underwriting and financial advisory services and loan syndication fees, totaled \$5.2 million for the third quarter of 2018, a \$254 thousand or 5 percent decrease compared to the third quarter of 2017. Changes in investment banking revenue are primarily related to the timing and volume of completed transactions.

Brokerage and trading revenue decreased \$3.4 million compared to the previous quarter due largely to the continued impact of rising interest rates on mortgage-backed securities and related derivative products.

Transaction Card Revenue

Transaction card revenue depends largely on the volume and amount of transactions processed, the number of TransFund automated teller machine (“ATM”) locations and the number of merchants served. Transaction card revenue decreased \$1.5 million or 7 percent compared to the third quarter of 2017, primarily due to an early customer termination fee that was received in the third quarter of 2017. Transaction card revenue was largely unchanged compared to the second quarter of 2018.

Fiduciary and Asset Management Revenue

Fiduciary and asset management revenue is earned through managing or holding of assets for customers and executing transactions or providing related services. Approximately 80 percent of fiduciary and asset management revenue is primarily based on the fair value of assets. Rates applied to asset values vary based on the nature of the relationship. Fiduciary relationships and managed asset relationships generally have higher fee rates than non-fiduciary and/or managed relationships. Fiduciary and asset management revenue increased \$16.8 million or 41 percent over the third quarter of 2017 and \$15.8 million or 38 percent over the second quarter of 2018. A fee earned through the sale of

client assets added \$15.4 million to third quarter 2018 revenue.

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A distribution of assets under management or administration and related fiduciary and asset management revenue follows:

Table 3 -- Assets Under Management or Administration

	Three Months Ended									
	September 30, 2018			September 30, 2017			June 30, 2018			
	Balance	Revenue ¹	Margin ²	Balance	Revenue ¹	Margin ²	Balance	Revenue ¹	Margin ²	
Managed fiduciary assets:										
Personal	\$8,076,312	\$ 22,921	1.14 %	\$7,611,265	\$ 21,299	1.12 %	\$7,791,094	\$ 23,307	1.20 %	
Institutional	13,568,115	5,504	0.16 %	12,747,679	5,585	0.18 %	13,448,068	5,596	0.17 %	
Total managed fiduciary assets	21,644,427	28,425	0.53 %	20,358,944	26,884	0.53 %	21,239,162	28,903	0.54 %	
Non-managed assets:										
Fiduciary	23,915,680	28,591	³ 0.48 %	24,818,241	13,214	0.21 %	25,292,738	12,426	0.20 %	
Non-fiduciary	16,146,102	498	0.01 %	16,458,382	589	0.01 %	16,422,810	370	0.01 %	
Safekeeping and brokerage assets under administration	15,921,806	—	— %	16,015,342	—	— %	15,918,736	—	— %	
Total non-managed assets	55,983,588	29,089	0.21 %	57,291,965	13,803	0.10 %	57,634,284	12,796	0.09 %	
Total assets under management or administration	\$77,628,015	\$ 57,514	0.30 %	\$77,650,909	\$ 40,687	0.21 %	\$78,873,446	\$ 41,699	0.21 %	

¹ Fiduciary and asset management revenue includes asset-based and other fees associated with the assets.

² Annualized revenue divided by period-end balance.

³ A \$15.4 million fee earned through client asset management added 8 basis points to the margin in the third quarter of 2018.

A summary of changes in assets under management or administration for the three months ended September 30, 2018 and 2017 follows:

Table 4 -- Changes in Assets Under Management or Administration

	Three Months Ended	
	September 30, 2018	September 30, 2017
Beginning balance	\$78,873,446	\$77,811,762
Net inflows (outflows)	(2,921,653)	(1,781,037)
Net change in fair value	1,676,222	1,620,184
Ending balance	\$77,628,015	\$77,650,909

Mortgage Banking Revenue

Mortgage banking revenue decreased \$1.4 million or 5 percent compared to the third quarter of 2017 due to a decrease in mortgage production revenue. Mortgage loan production volumes decreased \$207 million or 26 percent. Production volumes decreased compared to the prior year as average primary mortgage interest rates were up 69 basis points over the third quarter of 2017. Mortgage servicing revenue was relatively consistent compared to the third quarter of 2017. The outstanding principal balance of mortgage loans serviced for others totaled \$21.8 billion, relatively consistent with the third quarter of 2017.

Table 5 –Mortgage Banking Revenue
(In thousands)

	Three Months Ended September 30,			Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018			
	2018	2017				Increase (Decrease)	% Increase (Decrease)		
Mortgage production revenue	\$7,250	\$8,329		\$(1,079)	(13)%	\$9,915		\$(2,665)	(27)%
Mortgage loans funded for sale	\$651,076	\$832,796				\$773,910			
Add: Current period end outstanding commitments	197,752	334,337				251,231			
Less: Prior period end outstanding commitments	251,231	362,088				298,318			
Total mortgage production volume	\$597,597	\$805,045		\$(207,448)	(26)%	\$726,823		\$(129,226)	(18)%
Mortgage loan refinances to mortgage loans funded for sale	23	% 38	%	(1,500)	) bps	22	% 100		bps
Gains on sale margin	1.21	% 1.03	%	18	bps	1.36	% (15)		) bps
Primary mortgage interest rates:									
Average	4.57	% 3.88	%	69	bps	4.54	% 3		bps
Period end	4.72	% 3.83	%	89	bps	4.55	% 17		bps
Mortgage servicing revenue	\$16,286	\$16,561		\$(275)	(2)%	\$16,431		\$(145)	(1)%
Average outstanding principal balance of mortgage loans serviced for others	21,895,041	22,079,177		(184,136)	(1)%	21,986,065		(91,024)	—%
Average mortgage servicing revenue rates	0.30	% 0.30	%	—		0.30	%	—	

¹ Actual interest earned on fair value option securities less internal transfer-priced cost of funds.

Primary rates disclosed in Table 5 above represent rates generally available to borrowers on 30 year conforming mortgage loans.

Net gains on other assets, securities and derivatives

Other net gains totaled \$1.4 million in the third quarter of 2018 compared to net losses of \$1.3 million in the third quarter of 2017. The third quarter of 2018 includes tornado insurance proceeds whereas the third quarter of 2017 included a write down related to tornado damages. Other net gains totaled \$4.0 million in the second quarter of 2018.

As discussed in the Market Risk section following, the fair value of our mortgage servicing rights ("MSRs") changes in response to changes in primary mortgage loan rates and other assumptions. We attempt to mitigate the earnings volatility caused by changes in the fair value of MSRs by designating certain financial instruments as an economic hedge. Changes in the fair value of these instruments are generally expected to partially offset changes in the fair value of MSRs.

Table 6 - Gain (Loss) on Mortgage Servicing Rights
(In thousands)

	Three Months Ended		
	Sept. 30, 2018	June 30, 2018	Sept. 30, 2017
Gain (loss) on mortgage hedge derivative contracts, net	\$(2,843)	\$(3,070)	\$1,025
Gain (loss) on fair value option securities, net	(4,385)	(3,341)	661
Gain (loss) on economic hedge of mortgage servicing rights, net	(7,228)	(6,411)	1,686
Gain (loss) on change in fair value of mortgage servicing rights	5,972	1,723	(639)
Gain (loss) on changes in fair value of mortgage servicing rights, net of economic hedges included in other operating revenue	(1,256)	(4,688)	1,047
Net interest revenue on fair value option securities ¹	1,100	1,203	2,543
Total economic benefit (cost) of changes in the fair value of mortgage servicing rights, net of economic hedges	\$(156)	\$(3,485)	\$3,590

¹ Actual interest earned on fair value option securities less internal transfer-priced cost of funds.

Other Operating Expense

Other operating expense for the third quarter of 2018 totaled \$252.6 million, a decrease of \$3.4 million or 1 percent compared to the third quarter of 2017. Personnel expense decreased \$4.4 million or 3 percent. Non-personnel expense increased \$977 thousand or 1 percent compared to the prior year.

Other operating expense increased \$6.1 million or 2 percent over the previous quarter. Personnel expense increased \$4.6 million and non-personnel expense increased \$1.6 million.

Table 7 -Other Operating Expense

(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)		Three Months Ended June 30, 2018		Increase (Decrease)	% Increase (Decrease)
	2018	2017				2018	2017		
Regular compensation	\$86,262	\$83,583	\$ 2,679	3	%	\$86,231	\$ 31	—	%
Incentive compensation:									
Cash-based	31,430	33,643	(2,213)	(7)	%	31,933	(503)	(2)	%
Share-based	3,935	8,407	(4,472)	(53)	%	(1,361)	5,296	389	%
Deferred compensation	2,126	975	1,151	N/A		900	1,226	N/A	
Total incentive compensation	37,491	43,025	(5,534)	(13)	%	31,472	6,019	19	%
Employee benefits	19,778	21,302	(1,524)	(7)	%	21,244	(1,466)	(7)	%
Total personnel expense	143,531	147,910	(4,379)	(3)	%	138,947	4,584	3	%
Business promotion	7,620	7,105	515	7	%	7,686	(66)	(1)	%
Professional fees and services	13,209	11,887	1,322	11	%	14,978	(1,769)	(12)	%
Net occupancy and equipment	23,394	21,325	2,069	10	%	22,761	633	3	%
Insurance	6,232	6,005	227	4	%	6,245	(13)	—	%
Data processing and communications ¹	31,665	27,412	4,253	16	%	27,739	3,926	14	%
Printing, postage and supplies	3,837	3,917	(80)	(2)	%	4,011	(174)	(4)	%
Net losses (gains) and operating expenses of repossessed assets	4,044	6,071	(2,027)	(33)	%	2,722	1,322	49	%
Amortization of intangible assets	1,603	1,744	(141)	(8)	%	1,386	217	16	%
Mortgage banking costs	11,741	13,450	(1,709)	(13)	%	12,890	(1,149)	(9)	%
Other expense	5,741	9,193	(3,452)	(38)	%	7,111	(1,370)	(19)	%
Total other operating expense	\$252,617	\$256,019	\$ (3,402)	(1)	%	\$246,476	\$ 6,141	2	%
Average number of employees (full-time equivalent)	4,870	4,887	(17)	—	%	4,875	(5)	—	%

Non-GAAP Reconciliation:¹

Data processing and communications expense on income statement	31,665	37,327	N/A	N/A		27,739	N/A	N/A
Netting adjustment	—	(9,915)	N/A	N/A		—	N/A	N/A
Data processing and communications expense after netting adjustment	31,665	27,412	N/A	N/A		27,739	N/A	N/A

¹ Non-GAAP measure to net interchange charges from prior quarters between transaction card revenue and data processing and communications expense. This measure has no effect on net income or earnings per share.

Certain percentage increases (decreases) are not meaningful for comparison purposes.

Personnel expense

Regular compensation, which consists of salaries and wages, overtime pay and temporary personnel costs, increased \$2.7 million or 3 percent over the third quarter of 2017. The average number of employees was relatively unchanged compared to the prior year. Standard annual merit increases in regular compensation were effective for the majority of our staff on March 1.

Incentive compensation decreased \$5.5 million or 13 percent compared to the third quarter of 2017, primarily due to decreased share-based compensation expense. The number of performance-based equity awards that will ultimately vest is determined by BOKF's change in earnings per share relative to a defined group of peer banks. Changes in assumptions used to estimate the number of performance-based equity awards that were expected to vest increased compensation expense recognized in the third quarter of 2017. No significant changes in vesting assumptions were made in the third quarter of 2018.

Cash-based incentive compensation plans are either intended to provide current rewards to employees who generate long-term business opportunities for the Company based on growth in loans, deposits, customer relationships and other measurable metrics or intended to compensate employees with commissions on completed transactions. Cash-based incentive compensation expense decreased \$2.2 million or 7 percent compared to the third quarter of 2017.

Employee benefits expense decreased \$1.5 million or 7 percent compared to the third quarter of 2017 mainly due to lower healthcare costs in the third quarter of 2018. The Company is self-insured and these costs may be volatile. Personnel expense increased \$4.6 million over the second quarter of 2018. Incentive compensation expense increased \$6.0 million. Share-based compensation expense was \$3.9 million in the third quarter of 2018 compared to a negative \$1.4 million in the previous quarter. Changes in assumptions used to estimate the number of performance-based equity awards that are expected to vest decreased compensation expense in the second quarter of 2018. Employee benefits expense decreased \$1.5 million mainly due to a seasonal decrease in payroll tax expense.

Non-personnel operating expense

Non-personnel operating expense increased \$977 thousand or 1 percent over the third quarter of 2017.

Data processing and communications expense increased \$4.3 million or 16 percent primarily due to impairment of a software license along with increased project costs and data processing transaction activity. Occupancy and equipment expense increased \$2.1 million or 10 percent mainly due to an increase in project costs. Professional fees and services expense increased \$1.3 million or 11 percent mainly due to CoBiz acquisition costs in the third quarter of 2018.

Other expense decreased \$3.5 million or 38 percent and mortgage banking costs decreased \$1.7 million or 13 percent primarily as a result of lower loss contingency accruals.

Non-personnel expense increased \$1.6 million over the second quarter of 2018. Data processing and communications expense increased \$3.9 million, primarily due to impairment of a software license. Net losses and operating expenses of repossessed assets increased \$1.3 million as a result of a write down on a healthcare property.

Professional fees and services expense decreased \$1.8 million mainly due to seasonal wealth management tax service fees in the second quarter of 2018. Mortgage banking costs decreased \$1.1 million primarily due to reduced loss contingency accruals.

Income Taxes

The Company's income tax expense was \$34.7 million or 23 percent of net income before taxes for the third quarter of 2018, compared to \$42.4 million or 33 percent of net income before taxes for the third quarter of 2017 and \$33.3 million or 22 percent of net income before taxes for the second quarter of 2018.

The Tax Cut and Jobs Act ("the Act") enacted on December 22, 2017 reduced the federal corporate tax rate from 35 percent to 21 percent beginning January 1, 2018. The Company continues to evaluate the impact the Act will have on its financial position and results of operations, including recognition and measurement of deferred tax assets and liabilities and the determination of effective current and deferred federal and state income tax rates. No adjustments to provisional amounts were made during the second or third quarters of 2018.

The Company's effective tax rate is affected by recurring items such as tax-exempt income, net amortization related to its investments in low-income housing tax credit investments and share-based compensation. The effective tax rate is also affected by items that may occur in any given period but are not consistent from period to period. Accordingly, the comparability of the effective tax rate from period to period may be impacted.

BOK Financial operates in numerous jurisdictions, which requires judgment regarding the allocation of income, expense and earnings under various laws and regulations of each of these taxing jurisdictions. Each jurisdiction may audit our tax returns and may take different positions with respect to these allocations. The reserve for uncertain tax positions was \$20 million at September 30, 2018, \$20 million at June 30, 2018 and \$18 million at September 30, 2017.

Lines of Business

We operate three principal lines of business: Commercial Banking, Consumer Banking and Wealth Management. Commercial Banking includes lending, treasury and cash management services and customer risk management products for small businesses, middle market and larger commercial customers. Commercial Banking also includes the TransFund EFT network. Consumer Banking includes retail lending and deposit services, lending and deposit services to small business customers served through our consumer branch network and all mortgage banking activities. Wealth Management provides fiduciary services, private banking services and investment advisory services in all markets. Wealth Management also underwrites state and municipal securities and engages in brokerage and trading activities.

In addition to our lines of business, we have a Funds Management unit. The primary purpose of this unit is to manage our overall liquidity needs and interest rate risk. Each line of business borrows funds from and provides funds to the Funds Management unit as needed to support their operations. Operating results for Funds Management and other include the effect of interest rate risk positions and risk management activities, securities gains and losses including impairment charges, the provision for credit losses in excess of net loans charged off, tax planning strategies and certain executive compensation costs that are not attributed to the lines of business.

We allocate resources and evaluate the performance of our lines of business using the net direct contribution, which includes the allocation of funds, actual net credit losses and capital costs. In addition, we measure the performance of our business lines after allocation of certain indirect expenses and taxes based on statutory rates.

The cost of funds borrowed from the Funds Management unit by the operating lines of business is transfer priced at rates that approximate market rates for funds with similar repricing and cash flow characteristics. Market rates are generally based on the applicable LIBOR or interest rate swap rates, adjusted for prepayment and liquidity risk. This method of transfer-pricing funds that supports assets of the operating lines of business tends to insulate them from interest rate risk.

The value of funds provided by the operating lines of business to the Funds Management unit is also based on rates that approximate wholesale market rates for funds with similar repricing and cash flow characteristics. Market rates are generally based on LIBOR or interest rate swap rates. The funds credit formula applied to deposit products with indeterminate maturities is established based on their repricing characteristics reflected in a combination of the short-term LIBOR rate and a moving average of an intermediate-term swap rate, with an appropriate spread applied to both. Shorter duration products are weighted towards the short-term LIBOR rate and longer duration products are weighted towards the intermediate-term swap rates. The expected duration ranges from 30 days for certain rate-sensitive deposits to five years.

Economic capital is assigned to the business units by a capital allocation model that reflects management's assessment of risk. This model assigns capital based upon credit, operating, interest rate and other market risk inherent in our business lines and recognizes the diversification benefits among the units. The level of assigned economic capital is a combination of the risk taken by each business line, based on its actual exposures and calibrated to its own loss history where possible. Average invested capital includes economic capital and amounts we have invested in the lines of business.

As shown in Table 8, net income attributable to our lines of business was up \$34.6 million or 39 percent over the third quarter of 2017. Net interest revenue grew by \$22.8 million over the prior year, primarily due to loan growth. Other operating revenue increased by \$2.5 million primarily due to a fiduciary and asset management fee earned through the sale of client assets, partially offset by decreased brokerage and trading revenue. Operating expense was largely unchanged compared to the third quarter of 2017. Income tax expense attributable to the lines of business was down \$16.9 million, primarily due to lower corporate tax rates related to tax reform.

Table 8 -- Net Income by Line of Business

(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)		Three Months Ended Jun 30, 2018		Increase (Decrease)	% Increase (Decrease)
	2018	2017							
Commercial Banking	\$84,964	\$68,610	\$16,354	24	%	\$87,577	\$ (2,613)	(3)%
Consumer Banking	9,162	4,809	4,353	91	%	6,102	3,060	50	%
Wealth Management	29,331	15,472	13,859	90	%	20,358	8,973	44	%
Subtotal	123,457	88,891	34,566	39	%	114,037	9,420	8	%
Funds Management and other	(6,201)	(3,242)	(2,959)	N/A		335	(6,536)	N/A	
Total	\$117,256	\$85,649	\$31,607	37	%	\$114,372	\$2,884	3	%

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

Commercial Banking

Commercial Banking contributed \$85.0 million to consolidated net income in the third quarter of 2018, an increase of \$16.4 million or 24 percent over the third quarter of 2017, primarily due to the positive impact of the Tax Cut and Jobs Act.

Table 9 -- Commercial Banking
(Dollars in thousands)

	Three Months Ended September 30,			Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018			
	2018	2017				Increase (Decrease)	% Increase (Decrease)		
Net interest revenue from external sources	\$187,417	\$160,572	\$26,845	17	%	\$182,127	\$5,290	3	%
Net interest expense from internal sources	(42,270)	(25,460)	(16,810)	66	%	(37,102)	(5,168)	14	%
Total net interest revenue	145,147	135,112	10,035	7	%	145,025	122	—	%
Net loans charged off	8,047	3,217	4,830	150	%	10,108	(2,061)	(20)	%
Net interest revenue after net loans charged off	137,100	131,895	5,205	4	%	134,917	2,183	2	%
Fees and commissions revenue ¹	39,391	44,747	(5,356)	(12)	%	42,874	(3,483)	(8)	%
Other gains, net	1,131	8	1,123	N/A		173	958	N/A	
Other operating revenue	40,522	44,755	(4,233)	(9)	%	43,047	(2,525)	(6)	%
Personnel expense	31,263	29,181	2,082	7	%	29,584	1,679	6	%
Non-personnel expense ¹	17,873	18,249	(376)	(2)	%	17,899	(26)	—	%
Other operating expense	49,136	47,430	1,706	4	%	47,483	1,653	3	%
Net direct contribution	128,486	129,220	(734)	(1)	%	130,481	(1,995)	(2)	%
Gain (loss) on financial instruments, net	(3)	4	(7)	N/A		9	(12)	N/A	
Loss on repossessed assets, net	(1,869)	(4,126)	2,257	N/A		(67)	(1,802)	N/A	
Corporate expense allocations	11,027	8,733	2,294	26	%	11,269	(242)	(2)	%
Income before taxes	115,587	116,365	(778)	(1)	%	119,154	(3,567)	(3)	%
Federal and state income tax	30,623	47,755	(17,132)	(36)	%	31,577	(954)	(3)	%
Net income	\$84,964	\$68,610	\$16,354	24	%	\$87,577	\$(2,613)	(3)	%
Average assets	\$18,499,979	\$17,780,494	\$719,485	4	%	\$18,072,155	\$427,824	2	%
Average loans	15,321,600	14,511,639	809,961	6	%	14,900,918	420,682	3	%
Average deposits	8,633,204	8,727,221	(94,017)	(1)	%	8,379,584	253,620	3	%
Average invested capital	1,361,475	1,299,821	61,654	5	%	1,345,840	15,635	1	%

Fees and commission revenue for 2017 has been adjusted on a comparable basis with 2018 (Non-GAAP measure) to net \$9.9 million of ¹ interchange fees paid to issuing banks on card transactions processed by our TransFund merchant processing services for the three months ended September 30, 2017. The discussion following is based on this comparable basis.

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

Net interest revenue increased \$10.0 million or 7 percent over the prior year. Growth in net interest revenue was primarily due to an \$810 million or 6 percent increase in average loan balances and yields on commercial loans rising in excess of funding costs. Yields on deposits sold to the funds management unit also went up due to the increase in short-term interest rates. Net loans charged-off increased \$4.8 million. Net charge-offs for the third quarter of 2018

were primarily related to a single energy production borrower and single wholesale/retail sector borrower, both of which had previously been identified as impaired and appropriately reserved.

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Fees and commissions revenue decreased \$5.4 million or 12 percent compared to the third quarter of 2017. Transaction card revenue decreased as the third quarter of 2017 included a \$2.1 million customer early termination fee related to our transaction card business.

Operating expenses increased \$1.7 million or 4 percent over the third quarter of 2017. Personnel expense increased \$2.1 million or 7 percent, primarily due to increased incentive compensation expense related to loan growth combined with an annual increase in regular compensation. Non-personnel expense decreased \$376 thousand or 2 percent.

Corporate expense allocations were up \$2.3 million or 26 percent over the prior year, primarily due to enhancements of activity based costing drivers to better reflect services being utilized by the Commercial Banking line of business.

The average outstanding balance of loans attributed to Commercial Banking were up \$810 million or 6 percent over the third quarter of 2017 to \$15.3 billion. See the Loans section of Management's Discussion and Analysis of Financial Condition following for additional discussion of changes in commercial and commercial real estate loans, which are primarily attributed to the Commercial Banking segment.

Average deposits attributed to Commercial Banking were \$8.6 billion for the third quarter of 2018, a 1 percent decrease compared to the third quarter of 2017. See Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital for further discussion of change.

Net interest revenue was relatively consistent with the second quarter of 2018 at \$145 million. Second quarter earnings included \$5.3 million in interest recoveries on nonaccrual loans. Excluding the impact of interest recoveries, growth in net interest revenue was driven by strong growth in loan balances and improved loan yields. This growth was partially offset by a modest increase in our internal cost of funds allocation.

Fees and commissions revenue decreased \$3.5 million or 8 percent as a result of reduced customer hedging revenue primarily from our energy customers and the timing of closing loan syndication transactions after an exceptionally strong second quarter. Expense growth outpaced revenue growth primarily due to an increase in incentive compensation as a result of continued loan growth as well as a \$1.7 million write down of a repossessed property in the third quarter.

Average loan balances increased \$421 million or 3 percent, largely impacted by energy, commercial real estate, service and other commercial and industrial loans. Average customer deposits increased \$254 million or 3 percent, mostly due to energy, real estate, and general commercial and industrial deposits.

Consumer Banking

Consumer Banking provides retail banking services through four primary distribution channels: traditional branches, the 24-hour ExpressBank call center, Internet banking and mobile banking. Consumer Banking also conducts mortgage banking activities through offices located outside of our consumer banking markets and through HomeDirect Mortgage, an online origination channel.

Consumer Banking contributed \$9.2 million to consolidated net income for the third quarter of 2018, an increase of \$4.4 million over the third quarter of 2017. Growth in net interest revenue was partially offset by decreased mortgage banking revenue. Changes in the fair value of mortgage servicing rights, net of economic hedges, decreased pre-tax net income for third quarter of 2018 by \$1.3 million compared to a \$1.0 million increase in pre-tax net income in the third quarter of 2017.

Table 10 -- Consumer Banking

(Dollars in thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018		Increase (Decrease)	% Increase (Decrease)
	2018	2017			June 30, 2018	June 30, 2017		
Net interest revenue from external sources	\$21,075	\$21,965	\$(890)	(4)%	\$21,746	\$(671)	(3)%	
Net interest revenue from internal sources	19,039	13,981	5,058	36%	17,548	1,491	8%	
Total net interest revenue	40,114	35,946	4,168	12%	39,294	820	2%	
Net loans charged off	1,451	1,316	135	10%	1,139	312	27%	
Net interest revenue after net loans charged off	38,663	34,630	4,033	12%	38,155	508	1%	
Fees and commissions revenue	44,038	45,006	(968)	(2)%	46,332	(2,294)	(5)%	
Other losses, net	(15)	(38)	23	N/A	(12)	(3)	N/A	
Other operating revenue	44,023	44,968	(945)	(2)%	46,320	(2,297)	(5)%	
Personnel expense	23,326	25,121	(1,795)	(7)%	24,995	(1,669)	(7)%	
Non-personnel expense	29,861	31,026	(1,165)	(4)%	30,911	(1,050)	(3)%	
Total other operating expense	53,187	56,147	(2,960)	(5)%	55,906	(2,719)	(5)%	
Net direct contribution	29,499	23,451	6,048	26%	28,569	930	3%	
Gain (loss) on financial instruments, net	(7,228)	1,686	(8,914)	N/A	(6,411)	(817)	N/A	
Change in fair value of mortgage servicing rights	5,972	(639)	6,611	N/A	1,723	4,249	N/A	
Gain (loss) on repossessed assets, net	(87)	292	(379)	N/A	174	(261)	N/A	
Corporate expense allocations	15,863	16,920	(1,057)	(6)%	15,867	(4)	—%	
Income before taxes	12,293	7,870	4,423	56%	8,188	4,105	50%	
Federal and state income tax	3,131	3,061	70	2%	2,086	1,045	50%	
Net income	\$9,162	\$4,809	\$4,353	91%	\$6,102	\$3,060	50%	
Average assets	\$8,323,542	\$8,683,998	\$(360,456)	(4)%	\$8,353,558	\$(30,016)	—%	
Average loans	1,719,679	1,724,523	(4,844)	—%	1,716,259	3,420	—%	
Average deposits	6,580,395	6,663,969	(83,574)	(1)%	6,579,635	760	—%	
Average invested capital	291,980	289,186	2,794	1%	293,420	(1,440)	—%	

Certain percentage increases (decreases) in non-fees and commissions revenue are not meaningful for comparison purposes based on the nature of the item.

Net interest revenue from Consumer Banking activities grew by \$4.2 million or 12 percent over the the third quarter of 2017, primarily due to increased rates received on deposit balances sold to the Funds Management unit.

Fees and commissions revenue decreased \$968 thousand or 2 percent compared to the third quarter of 2017. Higher interest rates decreased mortgage loan origination volumes.

Operating expenses decreased \$3.0 million or 5 percent compared to the third quarter of 2017. Personnel expenses decreased \$1.8 million or 7 percent as mortgage originations have slowed and efforts have been made to right size current capacity. Non-personnel expenses decreased \$1.2 million or 4 percent compared to the prior year primarily due to a decrease in mortgage banking costs.

Corporate expense allocations were \$1.1 million or 6 percent lower than the prior year.

Average consumer deposits decreased \$84 million compared to the third quarter of 2017. Demand deposit balances grew by \$106 million or 6 percent and savings deposit balances were up \$40 million or 9 percent. Higher-costing time deposit balances decreased \$120 million or 12 percent and interest-bearing transaction account balances decreased \$110 million or 3 percent.

Net interest revenue from Consumer Banking activities increased \$820 thousand or 2 percent over the second quarter of 2018 while deposit service charges and fees increased \$588 thousand. The introduction of a new time deposit product as well as interest rate increases on existing money market products have positively impacted runoff trends. Revenues from mortgage banking activities decreased \$2.8 million from the prior quarter. Continued rising interest rates and increased market competition slowed origination activity, which declined 16 percent compared to the prior quarter. Efforts to right size current capacity have resulted in personnel expense savings of \$1.7 million from the previous quarter.

Average consumer loans and deposits remained relatively consistent compared to the prior quarter at \$1.7 billion and \$6.6 billion, respectively.

Wealth Management

Wealth Management contributed \$29.3 million to consolidated net income in the third quarter of 2018, up \$13.9 million or 90 percent over the third quarter of 2017. The third quarter of 2018 included an after tax benefit of \$11.5 million as a result of a fee earned on the sale of client assets.

Table 11 -- Wealth Management
(Dollars in thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2018		Increase (Decrease)	% Increase (Decrease)	
	2018	2017							
Net interest revenue from external sources	\$23,131	\$11,170	\$11,961	107	%	\$19,074	\$4,057	21	%
Net interest revenue from internal sources	6,267	9,604	(3,337)	(35)	)%	10,232	(3,965)	(39))%
Total net interest revenue	29,398	20,774	8,624	42	%	29,306	92	—	%
Net loans charged off (recovered)	(84)	(623)	539	(87)	)%	(105)	21	(20))%
Net interest revenue after net loans charged off (recovered)	29,482	21,397	8,085	38	%	29,411	71	—	%
Fees and commissions revenue	83,562	75,915	7,647	10	%	70,489	13,073	19	%
Other gains (losses), net	(205)	(208)	3	N/A		153	(358)	N/A	
Other operating revenue	83,357	75,707	7,650	10	%	70,642	12,715	18	%
Personnel expense	45,571	46,494	(923)	(2)	)%	45,653	(82)	—	%
Non-personnel expense	16,684	15,298	1,386	9	%	15,838	846	5	%
Other operating expense	62,255	61,792	463	1	%	61,491	764	1	%
Net direct contribution	50,584	35,312	15,272	43	%	38,562	12,022	31	%
Gain on financial instruments, net	7	—	7	N/A		—	7	N/A	
Corporate expense allocations	11,126	9,819	1,307	13	%	11,142	(16)	—	%
Income before taxes	39,465	25,493	13,972	55	%	27,420	12,045	44	%
Federal and state income tax	10,134	10,021	113	1	%	7,062	3,072	44	%
Net income	\$29,331	\$15,472	\$13,859	90	%	\$20,358	\$8,973	44	%
Average assets	\$8,498,363	\$6,992,021	\$1,506,342	22	%	\$8,495,557	\$2,806	—	%
Average loans	1,439,774	1,324,574	115,200	9	%	1,413,170	26,604	2	%
Average deposits	5,492,048	5,495,250	(3,202)	—	%	5,834,669	(342,621)	(6))%
Average invested capital	249,817	236,815	13,002	5	%	248,367	1,450	1	%

Net interest revenue increased \$8.6 million or 42 percent over the third quarter of 2017. Average trading securities balances increased \$1.3 billion and average loans attributed to the Wealth Management segment increased \$115 million or 9 percent. Average deposit balances were largely unchanged compared to the third quarter of 2017. Growth in interest-bearing transaction account balances and time deposit account balances of \$177 million or 5 percent and \$41 million or 5 percent, respectively, were offset by a \$221 million decrease in demand deposits balances.

Fees and commissions revenue increased \$7.6 million or 10 percent over the third quarter of 2017. Trust fees and commissions increased \$16.9 million as a result of a fee generated from the sale of client assets. This increase was offset by a decrease of \$9.8 million or 33 percent in brokerage and trading revenue, which has been adversely affected by rising interest rates that have slowed the origination of mortgage loans and related investment products.

Operating expense increased \$463 thousand or 1 percent over the third quarter of 2017. Personnel expense decreased \$923 thousand while non-personnel expense increased \$1.4 million or 9 percent.

Corporate expense allocations were up \$1.3 million or 13 percent over the prior year.

Net interest revenue remained relatively consistent compared to the second quarter of 2018. Trust fees and commissions increased \$15.8 million as a result of a fee earned on the sale of client assets. Excluding this fee, fiduciary and asset management fees produced relatively consistent results compared to the second quarter of 2018. Brokerage and trading revenue decreased \$1.7 million or 8 percent compared to the second quarter of 2018 due to a decreased demand in investment products related to rising interest rates and slowing mortgage production. Average loans increased \$27 million or 2 percent to \$1.4 billion. Average deposits decreased \$343 million or 6 percent, primarily due to client migrations to investments. Assets under management decreased \$1.2 billion or 2 percent to \$77.6 billion at September 30, 2018.

Financial Condition **Securities**

We maintain a securities portfolio to enhance profitability, manage interest rate risk, provide liquidity and comply with regulatory requirements. Securities are classified as trading, held for investment, or available for sale. See Note 2 to the Consolidated Financial Statements for the composition of the securities portfolio as of September 30, 2018, December 31, 2017 and September 30, 2017.

We hold an inventory of trading securities in support of sales to a variety of customers, including banks, corporations, insurance companies, money managers and others. Trading securities decreased \$296 million to \$1.6 billion during the third quarter of 2018 in response to slower mortgage origination as a result of increased interest rates. As discussed in the Market Risk section of this report, trading activities involve risk of loss from adverse price movement. We mitigate this risk within board-approved limits through the use of derivative contracts, short-sales and other techniques. These limits remain unchanged from levels set before our expanded trading activities.

At September 30, 2018, the carrying value of investment (held-to-maturity) securities was \$374 million and the fair value was \$383 million. Investment securities consist primarily of residential mortgage-backed securities issued by U.S. government agencies, long-term, fixed rate Oklahoma and Texas municipal bonds, and taxable Texas school construction bonds.

Available for sale securities, which may be sold prior to maturity, are carried at fair value. Unrealized gains or losses, net of deferred taxes, are recorded as accumulated other comprehensive income in shareholders' equity. The amortized cost of available for sale securities totaled \$8.3 billion at September 30, 2018, a \$55 million decrease compared to June 30, 2018. At September 30, 2018, the available for sale securities portfolio consisted primarily of U.S. government agency residential mortgage-backed securities and U.S. government agency commercial mortgage-backed securities. Both residential and commercial mortgage-backed securities have credit risk from delinquency or default of the underlying loans. We mitigate this risk by primarily investing in securities issued by U.S. government agencies. Principal and interest payments on the underlying loans are fully guaranteed. Commercial mortgage-backed securities have prepayment penalties similar to commercial loans.

A primary risk of holding residential mortgage-backed securities comes from extension during periods of rising interest rates or prepayment during periods of falling interest rates. We evaluate this risk through extensive modeling of risk both before making an investment and throughout the life of the security. Our best estimate of the duration of the combined residential mortgage-backed securities portfolio held in investment and available for sale securities at September 30, 2018 is 3.6 years. Management estimates the duration extends to 4.2 years assuming an immediate 200 basis point upward shock. The estimated duration contracts to 3.4 years assuming a 50 basis point decline in the

current low rate environment.

The aggregate gross amount of unrealized losses on available for sale securities totaled \$241 million at September 30, 2018, compared to \$205 million at June 30, 2018 due primarily to an increase in longer-term market interest rates. On a quarterly basis, we perform an evaluation on debt securities to determine if the unrealized losses are temporary as more fully described in Note 2 of the Consolidated Financial Statements. No other-than-temporary impairment charges were recognized in earnings during the third quarter of 2018.

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Loans

The aggregate loan portfolio before allowance for loan losses totaled \$18.3 billion at September 30, 2018, up \$346 million over June 30, 2018, primarily due to growth in commercial and commercial real estate loan balances. Residential mortgage loan balances increased slightly while personal loans were largely unchanged.

Table 12 -- Loans
(In thousands)

	Sept. 30, 2018	June 30, 2018	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017
Commercial:					
Energy	\$3,294,867	\$3,147,219	\$2,969,618	\$2,930,156	\$2,867,981
Services	3,017,311	2,944,499	2,928,294	2,986,949	2,967,513
Healthcare	2,437,323	2,353,722	2,359,928	2,314,753	2,239,451
Wholesale/retail	1,650,729	1,699,554	1,531,576	1,471,256	1,658,098
Manufacturing	660,582	647,816	559,695	496,774	519,446
Other commercial and industrial	515,289	556,229	570,556	534,087	543,445
Total commercial	11,576,101	11,349,039	10,919,667	10,733,975	10,795,934
Commercial real estate:					
Multifamily	1,120,166	1,056,984	1,008,903	980,017	999,009
Office	824,829	820,127	737,144	831,770	797,089
Retail	759,423	768,024	750,396	691,532	725,865
Industrial	696,774	653,384	613,608	573,014	591,080
Residential construction and land development	101,872	118,999	117,458	117,245	112,102
Other commercial real estate	301,611	294,702	279,273	286,409	292,997
Total commercial real estate	3,804,675	3,712,220	3,506,782	3,479,987	3,518,142
Residential mortgage:					
Permanent mortgage	1,094,926	1,068,412	1,047,785	1,043,435	1,013,965
Permanent mortgages guaranteed by U.S. government agencies	180,718	169,653	177,880	197,506	187,370
Home equity	696,098	704,185	720,104	732,745	744,415
Total residential mortgage	1,971,742	1,942,250	1,945,769	1,973,686	1,945,750
Personal	996,941	1,000,187	965,632	965,776	947,008
Total	\$18,349,459	\$18,003,696	\$17,337,850	\$17,153,424	\$17,206,834

Commercial

Commercial loans represent loans for working capital, facilities acquisition or expansion, purchases of equipment and other needs of commercial customers primarily located within our geographical footprint. Commercial loans are underwritten individually and represent ongoing relationships based on a thorough knowledge of the customer, the customer's industry and market. While commercial loans are generally secured by the customer's assets including real property, inventory, accounts receivable, operating equipment, interests in mineral rights and other property and may also include personal guarantees of the owners and related parties, the primary source of repayment of the loans is the ongoing cash flow from operations of the customer's business. Inherent lending risks are centrally monitored on a continuous basis from underwriting throughout the life of the loan for compliance with commercial lending policies.

Commercial loans totaled \$11.6 billion or 63 percent of the loan portfolio at September 30, 2018, an increase of \$227 million over June 30, 2018. Energy loan balances grew by \$148 million. Healthcare sector loan balances grew by \$84 million. Service sector loans increased \$73 million. This growth was partially offset by a \$49 million decrease in wholesale/retail sector loans and a \$41 million decrease in other commercial and industrial loans.

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Table 13 presents the commercial sector of our loan portfolio distributed primarily by collateral location. Loans for which collateral location is less relevant, such as unsecured loans and reserve-based energy loans, are distributed by the borrower's primary operating location.

Table 13 -- Commercial Loans by Collateral Location

(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Energy	\$702,213	\$1,747,899	\$39,961	\$3,026	\$333,378	\$18,092	\$86,618	\$363,680	\$3,294,867
Services	715,069	836,398	195,957	5,809	353,810	229,825	290,767	389,676	3,017,311
Healthcare	247,956	341,402	115,807	81,435	154,053	110,923	253,843	1,131,904	2,437,323
Wholesale/retail	379,152	583,575	34,116	30,267	87,732	56,742	80,141	399,004	1,650,729
Manufacturing	113,391	189,260	199	5,194	91,286	90,507	83,489	87,256	660,582
Other commercial and industrial	121,115	147,773	2,505	68,318	8,193	1,136	48,189	118,060	515,289
Total commercial loans	\$2,278,896	\$3,846,307	\$388,545	\$194,049	\$1,028,452	\$507,225	\$843,047	\$2,489,580	\$11,576,101

The majority of the collateral securing our commercial loan portfolio is located within our geographical footprint with 33 percent concentrated in the Texas market and 20 percent concentrated in the Oklahoma market. At September 30, 2018, the Other category is primarily composed of California - \$302 million or 3 percent of the commercial loan portfolio, Florida - \$266 million or 2 percent of the commercial loan portfolio, Louisiana - \$162 million or 1 percent of the commercial loan portfolio, Pennsylvania - \$146 million or 1 percent of the commercial loan portfolio, Ohio - \$141 million or 1 percent of the commercial loan portfolio and Maryland - \$114 million or 1 percent of the commercial loan portfolio. All other states individually represent less than one percent of total commercial loans.

Supporting the energy industry with loans to producers and other energy-related entities has been a hallmark of the Company since its founding and represents a large portion of our commercial loan portfolio. In addition, energy production and related industries have a significant impact on the economy in our primary markets. Loans collateralized by oil and gas properties are subject to a semi-annual engineering review by our internal staff of petroleum engineers. This review is utilized as the basis for developing the expected cash flows supporting the loan amount. The projected cash flows are discounted according to risk characteristics of the underlying oil and gas properties. Loans are evaluated to demonstrate with reasonable certainty that crude oil, natural gas and natural gas liquids can be recovered from known oil and gas reservoirs under existing economic and operating conditions at current pricing levels and with existing conventional equipment and operating methods and costs. As part of our evaluation of credit quality, we analyze rigorous stress tests over a range of commodity prices and take proactive steps to mitigate risk when appropriate.

Outstanding energy loans totaled \$3.3 billion or 18 percent of total loans at September 30, 2018. Unfunded energy loan commitments were \$3.1 billion at September 30, 2018, up \$15 million over June 30, 2018. Approximately \$2.7 billion of energy loans were to oil and gas producers, growing \$96 million over June 30, 2018. The majority of this portfolio is first lien, senior secured, reserve-based lending, which we believe is the lowest risk form of energy lending. Approximately 57 percent of the committed production loans are secured by properties primarily producing oil and 43 percent of the committed production loans are secured by properties primarily producing natural gas. Loans to midstream oil and gas companies totaled \$391 million at September 30, 2018, an increase of \$21 million over June 30, 2018. Loans to borrowers that provide services to the energy industry totaled \$151 million at September 30, 2018, up \$12 million over the prior quarter. Loans to other energy borrowers, including those engaged in wholesale or retail energy sales, totaled \$54 million, a \$19 million increase over the prior quarter.

The services sector of the loan portfolio totaled \$3.0 billion or 16 percent of total loans and consists of a large number of loans to a variety of businesses, including governmental, educational services, consumer services, financial services

and commercial services. Service sector loans increased by \$73 million over June 30, 2018. Loans to governmental entities totaled \$549 million at September 30, 2018. Approximately \$1.5 billion of the services category is made up of loans with individual balances of less than \$10 million. Service sector loans are generally secured by the assets of the borrower with repayment coming from the cash flows of ongoing operations of the customer's business.

The healthcare sector of the loan portfolio totaled \$2.4 billion or 13 percent of total loans and consists primarily of loans for the development and operation of senior housing and care facilities, including independent living, assisted living and skilled nursing. Healthcare also includes loans to hospitals and other medical service providers.

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We participate in shared national credits when appropriate to obtain or maintain business relationships with local customers. Shared national credits are defined by banking regulators as credits of more than \$100 million and with three or more non-affiliated banks as participants. At September 30, 2018, the outstanding principal balance of these loans totaled \$3.8 billion. Substantially all of these loans are to borrowers with local market relationships. We serve as the agent lender in approximately 16 percent of our shared national credits, based on dollars committed. We hold shared national credits to the same standard of analysis and perform the same level of review as internally originated credits. Our lending policies generally avoid loans in which we do not have the opportunity to maintain or achieve other business relationships with the customer. In addition to management's quarterly assessment of credit risk, banking regulators annually review a sample of shared national credits for proper risk grading.

Commercial Real Estate

Commercial real estate represents loans for the construction of buildings or other improvements to real estate and property held by borrowers for investment purposes generally within our geographical footprint, with larger concentrations in Texas and Oklahoma which represent 32 percent and 12 percent of the total commercial real estate portfolio at September 30, 2018, respectively. We require collateral values in excess of the loan amounts, demonstrated cash flows in excess of expected debt service requirements, equity investment in the project and a portion of the project already sold, leased or permanent financing already secured. The expected cash flows from all significant new or renewed income producing property commitments are stress tested to reflect the risks in varying interest rates, vacancy rates and rental rates. As with commercial loans, inherent lending risks are centrally monitored on a continuous basis from underwriting throughout the life of the loan for compliance with applicable lending policies.

Commercial real estate loans totaled \$3.8 billion or 21 percent of the loan portfolio at September 30, 2018. The outstanding balance of commercial real estate loans increased \$92 million during the third quarter of 2018. Loans secured by multifamily residential properties increased \$63 million. Loans secured by industrial properties grew by \$43 million while loans secured by residential construction and land development decreased \$17 million. The commercial real estate loan balance as a percentage of our total loan portfolio has ranged from 19 percent to 23 percent over the past five years.

The commercial real estate sector of our loan portfolio distributed by collateral location follows in Table 14.

Table 14 -- Commercial Real Estate Loans by Collateral Location

(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Multifamily	\$ 136,227	\$ 485,506	\$ 29,032	\$ 27,095	\$ 92,660	\$ 56,249	\$ 156,326	\$ 137,071	\$ 1,120,166
Office	107,938	250,912	91,841	13,057	31,529	51,207	35,032	243,313	824,829
Retail	58,052	269,243	122,203	5,891	45,142	31,256	14,607	213,029	759,423
Industrial	85,532	170,760	23,192	100	8,989	7,178	43,898	357,125	696,774
Residential construction and land development	7,017	19,994	14,891	1,726	25,442	2,017	13,084	17,701	101,872
Other commercial real estate	48,475	37,614	10,184						