

WINTRUST FINANCIAL CORP

Form 10-Q

November 08, 2012

Table of Contents

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, 2012

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 001-35077

WINTRUST FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

Illinois

36-3873352

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

9700 W. Higgins Road, Suite 800

Rosemont, Illinois 60018

(Address of principal executive offices)

(847) 939-9000

(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 such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

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

Common Stock — no par value, 36,440,520 shares, as of November 1, 2012

Table of Contents

TABLE OF CONTENTS

| | Page |
|--|------------|
| PART I. — FINANCIAL INFORMATION | |
| ITEM 1. <u>Financial Statements</u> | <u>1</u> |
| ITEM 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u> | <u>59</u> |
| ITEM 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u> | <u>111</u> |
| ITEM 4. <u>Controls and Procedures</u> | <u>113</u> |
| PART II. — OTHER INFORMATION | |
| ITEM 1. Legal Proceedings | NA |
| ITEM 1A. <u>Risk Factors</u> | <u>114</u> |
| ITEM 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>114</u> |
| ITEM 3. Defaults Upon Senior Securities | NA |
| ITEM 4. Mine Safety Disclosures | NA |
| ITEM 5. Other Information | NA |
| ITEM 6. <u>Exhibits</u> | <u>115</u> |
| <u>Signatures</u> | <u>116</u> |

Table of Contents

PART I

ITEM 1. FINANCIAL STATEMENTS

WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CONDITION

| (In thousands, except share data) | (Unaudited) September 30, 2012 | (Unaudited) December 31, 2011 | (Unaudited) September 30, 2011 |
|---|--------------------------------------|-------------------------------------|--------------------------------------|
| Assets | | | |
| Cash and due from banks | \$ 186,752 | \$ 148,012 | \$ 147,270 |
| Federal funds sold and securities purchased under resale agreements | 26,062 | 21,692 | 13,452 |
| Interest-bearing deposits with other banks (no balance restricted for securitization investors at September 30, 2012, and a balance restricted for securitization investors of \$272,592 at December 31, 2011 and \$37,165 at September 30, 2011) | 934,430 | 749,287 | 1,101,353 |
| Available-for-sale securities, at fair value | 1,256,768 | 1,291,797 | 1,267,682 |
| Trading account securities | 635 | 2,490 | 297 |
| Federal Home Loan Bank and Federal Reserve Bank stock | 80,687 | 100,434 | 99,749 |
| Brokerage customer receivables | 30,633 | 27,925 | 27,935 |
| Mortgage loans held-for-sale, at fair value | 548,300 | 306,838 | 204,081 |
| Mortgage loans held-for-sale, at lower of cost or market | 21,685 | 13,686 | 8,955 |
| Loans, net of unearned income, excluding covered loans | 11,489,900 | 10,521,377 | 10,272,711 |
| Covered loans | 657,525 | 651,368 | 680,075 |
| Total loans | 12,147,425 | 11,172,745 | 10,952,786 |
| Less: Allowance for loan losses | 112,287 | 110,381 | 118,649 |
| Less: Allowance for covered loan losses | 21,926 | 12,977 | 12,496 |
| Net loans (no balance restricted for securitization investors at September 30, 2012, and a balance restricted for securitization investors of \$411,532 at December 31, 2011 and \$643,466 at September 30, 2011) | 12,013,212 | 11,049,387 | 10,821,641 |
| Premises and equipment, net | 461,905 | 431,512 | 412,478 |
| FDIC indemnification asset | 238,305 | 344,251 | 379,306 |
| Accrued interest receivable and other assets | 557,884 | 444,912 | 468,711 |
| Trade date securities receivable | 307,295 | 634,047 | 637,112 |
| Goodwill | 331,634 | 305,468 | 302,369 |
| Other intangible assets | 22,405 | 22,070 | 22,413 |
| Total assets | \$ 17,018,592 | \$ 15,893,808 | \$ 15,914,804 |
| Liabilities and Shareholders' Equity | | | |
| Deposits: | | | |
| Non-interest bearing | \$ 2,162,215 | \$ 1,785,433 | \$ 1,631,709 |
| Interest bearing | 11,685,750 | 10,521,834 | 10,674,299 |
| Total deposits | 13,847,965 | 12,307,267 | 12,306,008 |
| Notes payable | 2,275 | 52,822 | 3,004 |
| Federal Home Loan Bank advances | 414,211 | 474,481 | 474,570 |
| Other borrowings | 377,229 | 443,753 | 448,082 |
| Secured borrowings—owed to securitization investors | — | 600,000 | 600,000 |
| Subordinated notes | 15,000 | 35,000 | 40,000 |
| Junior subordinated debentures | 249,493 | 249,493 | 249,493 |
| Trade date securities payable | 412 | 47 | 73,874 |
| Accrued interest payable and other liabilities | 350,707 | 187,412 | 191,586 |
| Total liabilities | 15,257,292 | 14,350,275 | 14,386,617 |

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Shareholders' Equity:

Preferred stock, no par value; 20,000,000 shares authorized:

Series A - \$1,000 liquidation value; 50,000 shares issued and outstanding at September 30, 2012, December 31, 2011 and September 30, 2011

Series C - \$1,000 liquidation value; 126,500 shares issued and outstanding at September 30, 2012, and no shares issued and outstanding at December 31, 2011 and September 30, 2011

Common stock, no par value; \$1.00 stated value; 100,000,000 shares authorized; 36,647,154 shares issued at September 30, 2012, 35,981,950 shares issued at December 31, 2011, and 35,926,137 shares issued at September 30, 2011

Surplus

Treasury stock, at cost, 239,373 shares at September 30, 2012, 3,601 shares at December 31, 2011, and 2,071 shares at September 30, 2011

Retained earnings

Accumulated other comprehensive income (loss)

Total shareholders' equity

Total liabilities and shareholders' equity

See accompanying notes to unaudited consolidated financial statements.

Table of ContentsWINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

| (In thousands, except per share data) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|------------|
| | September 30, | | September 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Interest income | | | | |
| Interest and fees on loans | \$ 149,271 | \$ 140,543 | \$ 436,926 | \$ 409,424 |
| Interest bearing deposits with banks | 362 | 917 | 813 | 2,723 |
| Federal funds sold and securities purchased under resale agreements | 7 | 28 | 25 | 83 |
| Securities | 7,691 | 12,667 | 30,048 | 33,645 |
| Trading account securities | 3 | 15 | 22 | 38 |
| Federal Home Loan Bank and Federal Reserve Bank stock | 649 | 584 | 1,894 | 1,706 |
| Brokerage customer receivables | 218 | 197 | 650 | 557 |
| Total interest income | 158,201 | 154,951 | 470,378 | 448,176 |
| Interest expense | | | | |
| Interest on deposits | 16,794 | 21,893 | 52,097 | 68,253 |
| Interest on Federal Home Loan Bank advances | 2,817 | 4,166 | 9,268 | 12,134 |
| Interest on notes payable and other borrowings | 2,024 | 2,874 | 7,400 | 8,219 |
| Interest on secured borrowings—owed to securitization investors | 795 | 3,003 | 5,087 | 9,037 |
| Interest on subordinated notes | 67 | 168 | 362 | 574 |
| Interest on junior subordinated debentures | 3,129 | 4,437 | 9,424 | 13,229 |
| Total interest expense | 25,626 | 36,541 | 83,638 | 111,446 |
| Net interest income | 132,575 | 118,410 | 386,740 | 336,730 |
| Provision for credit losses | 18,799 | 29,290 | 56,890 | 83,821 |
| Net interest income after provision for credit losses | 113,776 | 89,120 | 329,850 | 252,909 |
| Non-interest income | | | | |
| Wealth management | 13,252 | 11,994 | 39,046 | 32,831 |
| Mortgage banking | 31,127 | 14,469 | 75,268 | 38,917 |
| Service charges on deposit accounts | 4,235 | 4,085 | 12,437 | 10,990 |
| Gains on available-for-sale securities, net | 409 | 225 | 2,334 | 1,483 |
| Gain on bargain purchases, net | 6,633 | 27,390 | 7,418 | 37,974 |
| Trading (losses) gains, net | (998) |) 591 | (1,780) |) 121 |
| Other | 8,287 | 8,493 | 26,180 | 22,470 |
| Total non-interest income | 62,945 | 67,247 | 160,903 | 144,786 |
| Non-interest expense | | | | |
| Salaries and employee benefits | 75,280 | 61,863 | 212,449 | 171,041 |
| Equipment | 5,888 | 4,501 | 16,754 | 13,174 |
| Occupancy, net | 8,024 | 7,512 | 23,814 | 20,789 |
| Data processing | 4,103 | 3,836 | 11,561 | 10,506 |
| Advertising and marketing | 2,528 | 2,119 | 6,713 | 5,173 |
| Professional fees | 4,653 | 5,085 | 12,104 | 13,164 |
| Amortization of other intangible assets | 1,078 | 970 | 3,216 | 2,363 |
| FDIC insurance | 3,549 | 3,100 | 10,383 | 10,899 |
| OREO expenses, net | 3,808 | 5,134 | 16,834 | 17,519 |
| Other | 15,637 | 12,201 | 45,664 | 37,008 |
| Total non-interest expense | 124,548 | 106,321 | 359,492 | 301,636 |

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| | | | | |
|--|----------|----------|----------|----------|
| Income before taxes | 52,173 | 50,046 | 131,261 | 96,059 |
| Income tax expense | 19,871 | 19,844 | 50,154 | 37,705 |
| Net income | \$32,302 | \$30,202 | \$81,107 | \$58,354 |
| Preferred stock dividends and discount accretion | \$2,616 | \$1,032 | \$6,477 | \$3,096 |
| Net income applicable to common shares | \$29,686 | \$29,170 | \$74,630 | \$55,258 |
| Net income per common share—Basic | \$0.82 | \$0.82 | \$2.06 | \$1.57 |
| Net income per common share—Diluted | \$0.66 | \$0.65 | \$1.70 | \$1.26 |
| Cash dividends declared per common share | \$0.09 | \$0.09 | \$0.18 | \$0.18 |
| Weighted average common shares outstanding | 36,381 | 35,550 | 36,305 | 35,152 |
| Dilutive potential common shares | 12,295 | 10,551 | 11,292 | 8,683 |
| Average common shares and dilutive common shares | 48,676 | 46,101 | 47,597 | 43,835 |

See accompanying notes to unaudited consolidated financial statements.

Table of ContentsWINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|--|--------------------|----------|-------------------|----------|
| | September 30, | | September 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Net income | \$32,302 | \$30,202 | \$81,107 | \$58,354 |
| Unrealized gains on securities | | | | |
| Before tax | 3,921 | 1,212 | 8,661 | 15,225 |
| Tax effect | (1,563 |) (565 |) (3,447 |) (6,125 |
| Net of tax | 2,358 | 647 | 5,214 | 9,100 |
| Less: Reclassification of net gains included in net income | | | | |
| Before tax | 409 | 225 | 2,334 | 1,483 |
| Tax effect | (162 |) (88 |) (934 |) (583 |
| Net of tax | 247 | 137 | 1,400 | 900 |
| Net unrealized gains on securities | 2,111 | 510 | 3,814 | 8,200 |
| Unrealized (losses) gains on derivative instruments | | | | |
| Before tax | (293 |) (2,088 |) 1,439 | 1,115 |
| Tax effect | 119 | 917 | (568 |) (332 |
| Net unrealized (losses) gains on derivative instruments | (174 |) (1,171 |) 871 | 783 |
| Foreign currency translation adjustment | | | | |
| Before tax | 8,438 | — | 11,139 | — |
| Tax effect | (2,541 |) — | (3,141 |) — |
| Net foreign currency translation adjustment | 5,897 | — | 7,998 | — |
| Total other comprehensive income (loss) | 7,834 | (661 |) 12,683 | 8,983 |
| Comprehensive income | \$40,136 | \$29,541 | 93,790 | 67,337 |

See accompanying notes to unaudited consolidated financial statements.

Table of ContentsWINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

| (In thousands) | Preferred stock | Common stock | Surplus | Treasury stock | Retained earnings | Accumulated other comprehensive income (loss) | Total shareholders' equity |
|---|-----------------|--------------|-------------|----------------|-------------------|---|----------------------------|
| Balance at December 31, 2010 | \$49,640 | \$34,864 | \$965,203 | \$— | \$392,354 | \$ (5,512) | \$1,436,549 |
| Net income | — | — | — | — | 58,354 | — | 58,354 |
| Other comprehensive income, net of tax | — | — | — | — | — | 8,983 | 8,983 |
| Cash dividends declared on common stock | — | — | — | — | (6,344) | — | (6,344) |
| Dividends on preferred stock | — | — | — | — | (3,000) | — | (3,000) |
| Accretion on preferred stock | 96 | — | — | — | (96) | — | — |
| Common stock repurchases | — | — | — | (68) | — | — | (68) |
| Stock-based compensation | — | — | 3,433 | — | — | — | 3,433 |
| Common stock issued for: | | | | | | | |
| Acquisitions | — | 883 | 25,603 | — | — | — | 26,486 |
| Exercise of stock options and warrants | — | 49 | 632 | — | — | — | 681 |
| Restricted stock awards | — | 38 | (41) | — | — | — | (3) |
| Employee stock purchase plan | — | 67 | 1,988 | — | — | — | 2,055 |
| Director compensation plan | — | 25 | 1,036 | — | — | — | 1,061 |
| Balance at September 30, 2011 | \$49,736 | \$35,926 | \$997,854 | \$(68) | \$441,268 | \$ 3,471 | \$1,528,187 |
| Balance at December 31, 2011 | \$49,768 | \$35,982 | \$1,001,316 | \$(112) | \$459,457 | \$ (2,878) | \$1,543,533 |
| Net income | — | — | — | — | 81,107 | — | 81,107 |
| Other comprehensive income, net of tax | — | — | — | — | — | 12,683 | 12,683 |
| Cash dividends declared on common stock | — | — | — | — | (6,537) | — | (6,537) |
| Dividends on preferred stock | — | — | — | — | (6,374) | — | (6,374) |
| Accretion on preferred stock | 103 | — | — | — | (103) | — | — |
| Stock-based compensation | — | — | 7,260 | — | — | — | 7,260 |
| Issuance of Series C preferred stock | 126,500 | — | (3,810) | — | — | — | 122,690 |
| Common stock issued for: | | | | | | | |
| Acquisitions | — | 26 | 868 | — | — | — | 894 |
| Exercise of stock options and warrants | — | 439 | 10,050 | (6,391) | — | — | 4,098 |
| Restricted stock awards | — | 123 | (152) | (987) | — | — | (1,016) |
| Employee stock purchase plan | — | 55 | 1,777 | — | — | — | 1,832 |
| Director compensation plan | — | 22 | 1,108 | — | — | — | 1,130 |
| Balance at September 30, 2012 | \$176,371 | \$36,647 | \$1,018,417 | \$(7,490) | \$527,550 | \$ 9,805 | \$1,761,300 |

See accompanying notes to unaudited consolidated financial statements.

Table of ContentsWINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

| | Nine Months Ended September 30, | |
|--|------------------------------------|------------------|
| (In thousands) | 2012 | 2011 |
| Operating Activities: | | |
| Net income | \$81,107 | \$58,354 |
| Adjustments to reconcile net income to net cash (used for) provided by operating activities | | |
| Provision for credit losses | 56,890 | 83,821 |
| Depreciation and amortization | 17,624 | 14,128 |
| Stock-based compensation expense | 7,260 | 3,433 |
| Tax benefit from stock-based compensation arrangements | 1,279 | 183 |
| Excess tax benefits from stock-based compensation arrangements | (868) | (760) |
| Net amortization of premium on securities | 4,745 | 6,308 |
| Mortgage servicing rights fair value change and amortization, net | (3,469) | 3,626 |
| Originations and purchases of mortgage loans held-for-sale | (2,688,002) | (1,662,368) |
| Proceeds from sales of mortgage loans held-for-sale | 2,498,525 | 1,846,396 |
| Bank owned life insurance income, net of claims | (2,234) | (1,888) |
| Decrease in trading securities, net | 1,855 | 4,582 |
| Net increase in brokerage customer receivables | (2,708) | (3,386) |
| Gains on mortgage loans sold | (59,984) | (25,617) |
| Gains on available-for-sale securities, net | (2,334) | (1,483) |
| Gain on bargain purchases, net | (7,418) | (37,974) |
| Loss on sales of premises and equipment, net | 702 | 10 |
| Decrease in accrued interest receivable and other assets, net | 30,377 | 7,178 |
| Increase (decrease) in accrued interest payable and other liabilities, net | 140,857 | (2,481) |
| Net Cash Provided by Operating Activities | 74,204 | 292,062 |
| Investing Activities: | | |
| Proceeds from maturities of available-for-sale securities | 473,331 | 1,189,834 |
| Proceeds from sales of available-for-sale securities | 2,059,154 | 605,026 |
| Purchases of available-for-sale securities | (2,079,665) | (2,015,888) |
| Net cash received for acquisitions | 30,220 | 91,073 |
| Proceeds received from the FDIC related to reimbursements on covered assets | 152,594 | 65,038 |
| Net increase in interest-bearing deposits with banks | (113,963) | (211,382) |
| Net increase in loans | (739,941) | (520,770) |
| Purchases of premises and equipment, net | (45,533) | (54,769) |
| Net Cash Used for Investing Activities | (263,803) | (851,838) |
| Financing Activities: | | |
| Increase in deposit accounts | 914,513 | 383,001 |
| (Decrease) increase in other borrowings, net | (118,552) | 180,723 |
| Decrease in Federal Home Loan Bank advances, net | (60,000) | — |
| Repayment of subordinated notes | (20,000) | (10,000) |
| Payoff of secured borrowing | (600,000) | — |
| Excess tax benefits from stock-based compensation arrangements | 868 | 760 |
| Net proceeds from issuance of preferred stock | 122,690 | — |
| Issuance of common shares resulting from exercise of stock options, employee stock purchase plan and conversion of common stock warrants | 12,143 | 2,846 |

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| | | | |
|--|-----------|-----------|---|
| Common stock repurchases | (7,378 |) (68 |) |
| Dividends paid | (11,575 |) (9,344 |) |
| Net Cash Provided by Financing Activities | 232,709 | 547,918 | |
| Net Increase (Decrease) in Cash and Cash Equivalents | 43,110 | (11,858 |) |
| Cash and Cash Equivalents at Beginning of Period | 169,704 | 172,580 | |
| Cash and Cash Equivalents at End of Period | \$212,814 | \$160,722 | |

See accompanying notes to unaudited consolidated financial statements.

5

Table of Contents

WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(1) Basis of Presentation

The consolidated financial statements of Wintrust Financial Corporation and Subsidiaries (“Wintrust” or “the Company”) presented herein are unaudited, but in the opinion of management reflect all necessary adjustments of a normal or recurring nature for a fair presentation of results as of the dates and for the periods covered by the consolidated financial statements.

The accompanying consolidated financial statements are unaudited and do not include information or footnotes necessary for a complete presentation of financial condition, results of operations or cash flows in accordance with U.S. generally accepted accounting principles (“GAAP”). The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 (“2011 Form 10-K”). Operating results reported for the three-month and nine-month periods are not necessarily indicative of the results which may be expected for the entire year. Reclassifications of certain prior period amounts have been made to conform to the current period presentation. The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities. Management believes that the estimates made are reasonable, however, changes in estimates may be required if economic or other conditions develop differently from management’s expectations. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views the determination of the allowance for loan losses, allowance for covered loan losses and the allowance for losses on lending-related commitments, loans acquired with evidence of credit quality deterioration since origination, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be the most subject to revision as new information becomes available. Descriptions of our significant accounting policies are included in Note 1 “Summary of Significant Accounting Policies” of the Company’s 2011 Form 10-K.

(2) Recent Accounting Developments

Subsequent Accounting for Indemnification Assets

In October 2012, the FASB issued ASU No. 2012-06, “Business Combinations (Topic 805): Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution,” to address the diversity in practice and interpret guidance related to the subsequent measurement of an indemnification asset recognized in a government-assisted acquisition. These indemnification assets are recorded by the Company as FDIC indemnification assets on the Consolidated Statements of Condition. This ASU clarifies existing guidance by asserting that subsequent changes in expected cash flows related to an indemnification asset should be amortized over the shorter of the life of the indemnification agreement or the life of the underlying loan. This guidance is to be applied with respect to changes in cash flows on existing indemnification agreements as well as prospectively to new indemnification agreements. The guidance is effective for fiscal years beginning after December 15, 2012. The Company does not expect adoption of this guidance to have a material impact on the Company’s consolidated financial statements.

Table of Contents

(3) Business Combinations

FDIC-Assisted Transactions

Since April 2010, the Company has acquired the banking operations, including the acquisition of certain assets and the assumption of liabilities, of nine financial institutions in FDIC-assisted transactions.

The following table presents details related to these transactions:

| (Dollars in thousands) | Lincoln Park | Wheatland | Ravenswood | Community Bank - Chicago | First Bank of Commerce | First Chicago | Charter National | Second Federal | First United Bank |
|---|----------------|----------------|----------------|--------------------------|------------------------|---------------|-------------------|----------------|--------------------|
| Date of acquisition | April 23, 2010 | April 23, 2010 | August 6, 2010 | February 4, 2011 | March 25, 2011 | July 8, 2011 | February 10, 2012 | July 20, 2012 | September 28, 2012 |
| Fair value of assets acquired, at the acquisition date | \$157,078 | \$343,870 | \$173,919 | \$50,891 | \$173,986 | \$768,873 | \$92,409 | \$171,625 | \$328,142 |
| Fair value of loans acquired, at the acquisition date | 103,420 | 175,277 | 97,956 | 27,332 | 77,887 | 330,203 | 45,555 | — | 78,832 |
| Fair value of liabilities assumed, at the acquisition date | 192,018 | 415,560 | 122,943 | 49,779 | 168,472 | 741,508 | 91,570 | 171,582 | 321,552 |
| Fair value of reimbursable losses, at the acquisition date ⁽¹⁾ | 23,289 | 90,478 | 43,996 | 6,672 | 48,853 | 273,311 | 13,164 | — | 65,100 |
| Gain on bargain purchase recognized | 4,179 | 22,315 | 6,842 | 1,957 | 8,627 | 27,390 | 785 | 43 | 6,590 |

(1) As no assets subject to loss sharing agreements were acquired in the acquisition of Second Federal, there was no fair value of reimbursable losses recorded.

Loans comprise the majority of the assets acquired in nearly all of these transactions, most of which are subject to loss sharing agreements with the FDIC whereby the FDIC has agreed to reimburse the Company for 80% of losses incurred on the purchased loans, other real estate owned (“OREO”), and certain other assets. Additionally, the loss share agreements with the FDIC require the Company to reimburse the FDIC in the event that actual losses on covered assets are lower than the original loss estimates agreed upon with the FDIC with respect of such assets in the loss share agreements. The Company refers to the loans subject to these loss-sharing agreements as “covered loans” and uses the term “covered assets” to refer to covered loans, covered OREO and certain other covered assets. The agreements with the FDIC require that the Company follow certain servicing procedures or risk losing the FDIC reimbursement of covered asset losses.

On their respective acquisition dates in 2012, the Company announced that its wholly-owned subsidiary banks, Old Plank Trail Community Bank, N.A. ("Old Plank Trail Bank"), Hinsdale Bank and Trust Company ("Hinsdale Bank") and Barrington Bank and Trust Company, N.A. ("Barrington"), acquired certain assets and liabilities and the banking operations of First United Bank of Crete, Illinois ("First United Bank"), Second Federal Savings and Loan Association of Chicago ("Second Federal") and Charter National Bank and Trust ("Charter National"), respectively, in FDIC-assisted transactions.

The loans covered by the loss sharing agreements are classified and presented as covered loans and the estimated reimbursable losses are recorded as an FDIC indemnification asset in the Consolidated Statements of Condition. The Company recorded the acquired assets and liabilities at their estimated fair values at the acquisition date. The fair value for loans reflected expected credit losses at the acquisition date. Therefore, the Company will only recognize a provision for credit losses and charge-offs on the acquired loans for any further credit deterioration subsequent to the acquisition date. See Note 7 — Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans for further discussion of the allowance on covered loans.

The loss share agreements with the FDIC cover realized losses on loans, foreclosed real estate and certain other assets. These loss share assets are measured separately from the loan portfolios because they are not contractually embedded in the loans and are not transferable with the loans should the Company choose to dispose of them. Fair values at the acquisition dates were estimated based on projected cash flows available for loss-share based on the credit adjustments estimated for each loan pool and the loss share percentages. The loss share assets are also separately measured from the related loans and foreclosed real estate and recorded as FDIC indemnification assets on the Consolidated Statements of Condition. Subsequent to the acquisition

Table of Contents

date, reimbursements received from the FDIC for actual incurred losses will reduce the FDIC indemnification assets. Reductions to expected losses, to the extent such reductions to expected losses are the result of an improvement to the actual or expected cash flows from the covered assets, will also reduce the FDIC indemnification assets. Although these assets are contractual receivables from the FDIC, there are no contractual interest rates. Additions to expected losses will require an increase to the allowance for loan losses and a corresponding increase to the FDIC indemnification assets. The corresponding accretion is recorded as a component of non-interest income on the Consolidated Statements of Income.

The following table summarizes the activity in the Company's FDIC indemnification asset during the periods indicated:

| (Dollars in thousands) | Three Months Ended | | Nine Months Ended | |
|--|--------------------|--------------------|--------------------|--------------------|
| | September 30, 2012 | September 30, 2011 | September 30, 2012 | September 30, 2011 |
| Balance at beginning of period | \$222,568 | \$110,049 | \$344,251 | \$118,182 |
| Additions from acquisitions | 65,100 | 273,311 | 78,264 | 328,837 |
| Additions from reimbursable expenses | 5,669 | 3,707 | 18,646 | 8,778 |
| Accretion | (1,139) |) 393 | (3,919) |) 1,057 |
| Changes in expected reimbursements from the FDIC for changes in expected credit losses | (16,579) |) (344) |) (46,343) |) (12,510) |
| Payments received from the FDIC | (37,314) |) (7,810) |) (152,594) |) (65,038) |
| Balance at end of period | \$238,305 | \$379,306 | \$238,305 | \$379,306 |

Other Bank Acquisitions

On April 13, 2012, the Company acquired a branch of Suburban Bank & Trust Company ("Suburban") located in Orland Park, Illinois. Through this transaction, the Company acquired approximately \$52 million of deposits and \$3 million of loans. The Company recorded goodwill of \$1.5 million on the branch acquisition.

On September 30, 2011, the Company acquired Elgin State Bancorp, Inc. ("ESBI"). ESBI was the parent company of Elgin State Bank, which operated three banking locations in Elgin, Illinois. As part of this transaction, Elgin State Bank was merged into the Company's wholly-owned subsidiary bank, St. Charles Bank & Trust Company ("St. Charles"). St. Charles acquired assets with a fair value of approximately \$263.2 million, including \$146.7 million of loans, and assumed liabilities with a fair value of approximately \$248.4 million, including \$241.1 million of deposits. Additionally, the Company recorded goodwill of \$5.0 million on the acquisition.

Specialty Finance Acquisition

On June 8, 2012, the Company completed its acquisition of Macquarie Premium Funding Inc., the Canadian insurance premium funding business of Macquarie Group. Through this transaction, the Company acquired approximately \$213 million of gross premium finance receivables. The Company recorded goodwill of approximately \$22.8 million on the acquisition.

Wealth Management Acquisitions

On March 30, 2012, the Company's wholly-owned subsidiary, The Chicago Trust Company, N.A. ("CTC"), acquired the trust operations of Suburban. Through this transaction, CTC acquired trust accounts having assets under administration of approximately \$160 million, in addition to land trust accounts. The Company recorded goodwill of \$1.8 million on the trust operations acquisition.

On July 1, 2011, the Company acquired Great Lakes Advisors, Inc. ("Great Lakes Advisors"), a Chicago-based investment manager with approximately \$2.4 billion in assets under management. The Company acquired assets with a fair value of approximately \$26.0 million and assumed liabilities with a fair value of approximately \$8.8 million. The Company recorded goodwill of \$15.7 million on the acquisition.

Mortgage Banking Acquisitions

On April 13, 2011, the Company acquired certain assets and assumed certain liabilities of the mortgage banking business of River City Mortgage, LLC ("River City") of Bloomington, Minnesota. Licensed to originate loans in five

states, and with offices in Minnesota, Nebraska and North Dakota, River City originated nearly \$500 million in mortgage loans in 2010.

8

Table of Contents

On February 3, 2011, the Company acquired certain assets and assumed certain liabilities of the mortgage banking business of Woodfield Planning Corporation (“Woodfield”) of Rolling Meadows, Illinois. With offices in Rolling Meadows, Illinois and Crystal Lake, Illinois, Woodfield originated approximately \$180 million in mortgage loans in 2010.

Purchased loans with evidence of credit quality deterioration since origination

Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date.

Expected future cash flows at the purchase date in excess of the fair value of loans are recorded as interest income over the life of the loans if the timing and amount of the future cash flows is reasonably estimable (“accretable yield”).

The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference and represents probable losses in the portfolio.

In determining the acquisition date fair value of purchased impaired loans, and in subsequent accounting, the Company aggregates these purchased loans into pools of loans by common risk characteristics, such as credit risk rating and loan type. Subsequent to the purchase date, increases in cash flows over those expected at the purchase date are recognized as interest income prospectively. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses.

The Company purchased a portfolio of life insurance premium finance receivables in 2009. These purchased life insurance premium finance receivables are valued on an individual basis with the accretable component being recognized into interest income using the effective yield method over the estimated remaining life of the loans. The non-accretable portion is evaluated each quarter and if the loans’ credit related conditions improve, a portion is transferred to the accretable component and accreted over future periods. In the event a specific loan prepays in whole, any remaining accretable and non-accretable discount is recognized in income immediately. If credit related conditions deteriorate, an allowance related to these loans will be established as part of the provision for credit losses. See Note 6—Loans, for more information on loans acquired with evidence of credit quality deterioration since origination.

(4) Cash and Cash Equivalents

For purposes of the Consolidated Statements of Cash Flows, the Company considers cash and cash equivalents to include cash on hand, cash items in the process of collection, non-interest bearing amounts due from correspondent banks, federal funds sold and securities purchased under resale agreements with original maturities of three months or less.

Table of Contents

(5) Available-For-Sale Securities

The following tables are a summary of the available-for-sale securities portfolio as of the dates shown:

| (Dollars in thousands) | September 30, 2012 | | | |
|-------------------------------------|--------------------|------------------------------|-------------------------------|---------------|
| | Amortized Cost | Gross unrealized gains | Gross unrealized losses | Fair Value |
| U.S. Treasury | \$25,045 | \$211 | \$— | \$25,256 |
| U.S. Government agencies | 626,725 | 3,833 | (2,374 |) 628,184 |
| Municipal | 96,696 | 2,711 | (23 |) 99,384 |
| Corporate notes and other: | | | | |
| Financial issuers | 142,158 | 2,550 | (5,170 |) 139,538 |
| Other | 17,200 | 251 | — | 17,451 |
| Mortgage-backed: ⁽¹⁾ | | | | |
| Agency | 225,393 | 13,733 | — | 239,126 |
| Non-agency CMOs | 66,422 | 690 | — | 67,112 |
| Other equity securities | 43,737 | 216 | (3,236 |) 40,717 |
| Total available-for-sale securities | \$1,243,376 | \$24,195 | \$(10,803 |) \$1,256,768 |
| | | | | |
| (Dollars in thousands) | December 31, 2011 | | | |
| | Amortized Cost | Gross unrealized gains | Gross unrealized losses | Fair Value |
| U.S. Treasury | \$16,028 | \$145 | \$— | \$16,173 |
| U.S. Government agencies | 760,533 | 5,596 | (213 |) 765,916 |
| Municipal | 57,962 | 2,159 | (23 |) 60,098 |
| Corporate notes and other: | | | | |
| Financial issuers | 149,229 | 1,914 | (8,499 |) 142,644 |
| Other | 27,070 | 287 | (65 |) 27,292 |
| Mortgage-backed: ⁽¹⁾ | | | | |
| Agency | 206,549 | 12,078 | (15 |) 218,612 |
| Non-agency CMOs | 29,767 | 175 | (3 |) 29,939 |
| Other equity securities | 37,595 | 48 | (6,520 |) 31,123 |
| Total available-for-sale securities | \$1,284,733 | \$22,402 | \$(15,338 |) \$1,291,797 |

(1) Consisting entirely of residential mortgage-backed securities, none of which are subprime.

Table of Contents

The following table presents the portion of the Company's available-for-sale securities portfolio which has gross unrealized losses, reflecting the length of time that individual securities have been in a continuous unrealized loss position at September 30, 2012:

| (Dollars in thousands) | Continuous unrealized losses existing for less than 12 months | | Continuous unrealized losses existing for greater than 12 months | | Total | |
|----------------------------|---|-------------------|--|-------------------|------------|-------------------|
| | Fair Value | Unrealized losses | Fair Value | Unrealized losses | Fair Value | Unrealized losses |
| U.S. Treasury | \$— | \$— | \$— | \$— | \$— | \$— |
| U.S. Government agencies | 216,383 | (2,374) | — | — | 216,383 | (2,374) |
| Municipal | 14,177 | (22) | 711 | (1) | 14,888 | (23) |
| Corporate notes and other: | | | | | | |
| Financial issuers | 21,248 | (1,095) | 81,838 | (4,075) | 103,086 | (5,170) |
| Other | — | — | — | — | — | — |
| Mortgage-backed: | | | | | | |
| Agency | — | — | — | — | — | — |
| Non-agency CMOs | — | — | — | — | — | — |
| Other equity securities | 22,164 | (3,236) | — | — | 22,164 | (3,236) |
| Total | \$273,972 | \$(6,727) | \$82,549 | \$(4,076) | \$356,521 | \$(10,803) |

The Company conducts a regular assessment of its investment securities to determine whether securities are other-than-temporarily impaired considering, among other factors, the nature of the securities, credit ratings or financial condition of the issuer, the extent and duration of the unrealized loss, expected cash flows, market conditions and the Company's ability to hold the securities through the anticipated recovery period.

The Company does not consider securities with unrealized losses at September 30, 2012 to be other-than-temporarily impaired. The Company does not intend to sell these investments and it is more likely than not that the Company will not be required to sell these investments before recovery of the amortized cost bases, which may be the maturity dates of the securities. The unrealized losses within each category have occurred as a result of changes in interest rates, market spreads and market conditions subsequent to purchase. Securities with continuous unrealized losses existing for more than twelve months were comprised almost entirely of corporate securities of financial issuers. The corporate securities of financial issuers in this category included seven fixed-to-floating rate bonds, one fixed rate bond and three trust-preferred securities, all of which continue to be considered investment grade. Additionally, a review of the issuers indicated that they each have strong capital ratios.

The following table provides information as to the amount of gross gains and gross losses realized and proceeds received through the sales of available-for-sale investment securities:

| (Dollars in thousands) | Three months ended September 30, | | Nine months ended September 30, | |
|--|----------------------------------|-----------|---------------------------------|-----------|
| | 2012 | 2011 | 2012 | 2011 |
| Realized gains | \$413 | \$292 | \$2,350 | \$1,550 |
| Realized losses | (4) | (67) | (16) | (67) |
| Net realized gains | \$409 | \$225 | \$2,334 | \$1,483 |
| Other than temporary impairment charges | — | — | — | — |
| Gains on available-for-sale securities, net | \$409 | \$225 | \$2,334 | \$1,483 |
| Proceeds from sales of available-for-sale securities | \$694,608 | \$551,515 | \$2,059,154 | \$605,026 |

Table of Contents

The amortized cost and fair value of securities as of September 30, 2012 and December 31, 2011, by contractual maturity, are shown in the following table. Contractual maturities may differ from actual maturities as borrowers may have the right to call or repay obligations with or without call or prepayment penalties. Mortgage-backed securities are not included in the maturity categories in the following maturity summary as actual maturities may differ from contractual maturities because the underlying mortgages may be called or prepaid without penalties:

| (Dollars in thousands) | September 30, 2012 | | December 31, 2011 | |
|-------------------------------------|--------------------|-------------|-------------------|-------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Due in one year or less | \$83,658 | \$83,863 | \$121,400 | \$121,662 |
| Due in one to five years | 471,863 | 471,747 | 532,828 | 530,632 |
| Due in five to ten years | 135,580 | 137,116 | 95,279 | 95,508 |
| Due after ten years | 216,723 | 217,087 | 261,315 | 264,321 |
| Mortgage-backed | 291,815 | 306,238 | 236,316 | 248,551 |
| Other equity securities | 43,737 | 40,717 | 37,595 | 31,123 |
| Total available-for-sale securities | \$1,243,376 | \$1,256,768 | \$1,284,733 | \$1,291,797 |

At both September 30, 2012 and December 31, 2011, securities having a carrying value of \$1.1 billion, which include securities traded but not yet settled, were pledged as collateral for public deposits, trust deposits, FHLB advances, securities sold under repurchase agreements and derivatives. At September 30, 2012, there were no securities of a single issuer, other than U.S. Government-sponsored agency securities, which exceeded 10% of shareholders' equity.

(6) Loans

The following table shows the Company's loan portfolio by category as of the dates shown:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 | |
|--|-----------------------|----------------------|-----------------------|---|
| Balance: | | | | |
| Commercial | \$2,771,053 | \$2,498,313 | \$2,337,098 | |
| Commercial real estate | 3,699,712 | 3,514,261 | 3,465,321 | |
| Home equity | 807,592 | 862,345 | 879,180 | |
| Residential real estate | 376,678 | 350,289 | 326,207 | |
| Premium finance receivables—commercial | 1,982,945 | 1,412,454 | 1,417,572 | |
| Premium finance receivables—life insurance | 1,665,620 | 1,695,225 | 1,671,443 | |
| Indirect consumer | 77,378 | 64,545 | 62,452 | |
| Consumer and other | 108,922 | 123,945 | 113,438 | |
| Total loans, net of unearned income, excluding covered loans | \$11,489,900 | \$10,521,377 | \$10,272,711 | |
| Covered loans | 657,525 | 651,368 | 680,075 | |
| Total loans | \$12,147,425 | \$11,172,745 | \$10,952,786 | |
| Mix: | | | | |
| Commercial | 23 | % 22 | % 21 | % |
| Commercial real estate | 30 | 31 | 32 | |
| Home equity | 7 | 8 | 8 | |
| Residential real estate | 3 | 3 | 3 | |
| Premium finance receivables—commercial | 16 | 13 | 13 | |
| Premium finance receivables—life insurance | 14 | 15 | 15 | |
| Indirect consumer | 1 | 1 | 1 | |
| Consumer and other | 1 | 1 | 1 | |
| Total loans, net of unearned income, excluding covered loans | 95 | % 94 | % 94 | % |
| Covered loans | 5 | 6 | 6 | |
| Total loans | 100 | % 100 | % 100 | % |

Table of Contents

Certain premium finance receivables are recorded net of unearned income. The unearned income portions of such premium finance receivables were \$39.5 million at September 30, 2012, \$34.6 million at December 31, 2011 and \$36.4 million at September 30, 2011, respectively. Certain life insurance premium finance receivables attributable to the life insurance premium finance loan acquisition in 2009 as well as the covered loans acquired in the FDIC-assisted acquisitions starting in 2010 are recorded net of credit discounts. See “Acquired Loan Information at Acquisition” below.

Indirect consumer loans include auto, boat and other indirect consumer loans. Total loans, excluding loans acquired with evidence of credit quality deterioration since origination, include net deferred loan fees and costs and fair value purchase accounting adjustments totaling \$14.3 million at September 30, 2012, \$12.8 million at December 31, 2011 and \$13.5 million at September 30, 2011.

The Company’s loan portfolio is generally comprised of loans to consumers and small to medium-sized businesses located within the geographic market areas that the Company serves. The premium finance receivables portfolios are made to customers in the United States and Canada on a national basis and the majority of the indirect consumer loans were generated through a network of local automobile dealers. As a result, the Company strives to maintain a loan portfolio that is diverse in terms of loan type, industry, borrower and geographic concentrations. Such diversification reduces the exposure to economic downturns that may occur in different segments of the economy or in different industries.

It is the policy of the Company to review each prospective credit in order to determine the appropriateness and, when required, the adequacy of security or collateral necessary to obtain when making a loan. The type of collateral, when required, will vary from liquid assets to real estate. The Company seeks to ensure access to collateral, in the event of default, through adherence to state lending laws and the Company’s credit monitoring procedures.

Acquired Loan Information at Acquisition—Loans with evidence of credit quality deterioration since origination
As part of our acquisition of a portfolio of life insurance premium finance loans in 2009 as well as the bank acquisitions starting in 2010, we acquired loans for which there was evidence of credit quality deterioration since origination and we determined that it was probable that the Company would be unable to collect all contractually required principal and interest payments.

The following table presents the unpaid principal balance and carrying value for loans acquired with evidence of credit quality deterioration since origination:

| | September 30, 2012 | | December 31, 2011 | |
|--|--------------------------|----------------|--------------------------|----------------|
| | Unpaid Principal Balance | Carrying Value | Unpaid Principal Balance | Carrying Value |
| (Dollars in thousands) | | | | |
| Bank acquisitions | \$812,285 | \$607,300 | \$866,874 | \$596,946 |
| Life insurance premium finance loans acquisition | 561,616 | 537,032 | 632,878 | 598,463 |

For loans acquired with evidence of credit quality deterioration since origination as a result of acquisitions during the nine months ended September 30, 2012, the following table provides estimated details on these loans at the date of acquisition:

| (Dollars in thousands) | Charter National | First United Bank |
|--|------------------|-------------------|
| Contractually required payments including interest | \$40,475 | \$152,937 |
| Less: Nonaccretable difference | 11,855 | 79,492 |
| Cash flows expected to be collected ⁽¹⁾ | 28,620 | 73,445 |
| Less: Accretable yield | 2,288 | 6,052 |
| Fair value of loans acquired with evidence of credit quality deterioration since origination | \$26,332 | \$67,393 |

(1)

Represents undiscounted expected principal and interest cash flows at acquisition.

See Note 7—Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans for further discussion regarding the allowance for loan losses associated with loans acquired with evidence of credit quality deterioration since origination at September 30, 2012.

Table of Contents

Accretable Yield Activity

Changes in expected cash flows may vary from period to period as the Company periodically updates its cash flow model assumptions for loans acquired with evidence of credit quality deterioration since origination. The factors that most significantly affect the estimates of gross cash flows expected to be collected, and accordingly the accretable yield, include changes in the benchmark interest rate indices for variable-rate products and changes in prepayment assumptions and loss estimates. The following table provides activity for the accretable yield of loans acquired with evidence of credit quality deterioration since origination:

| (Dollars in thousands) | Three Months Ended September 30, 2012 | | Three Months Ended September 30, 2011 | |
|---|--|--|--|--|
| | Bank Acquisitions | Life Insurance Premium Finance Loans | Bank Acquisitions | Life Insurance Premium Finance Loans |
| Accretable yield, beginning balance | \$171,801 | \$14,626 | \$80,748 | \$24,891 |
| Acquisitions | 6,052 | — | 24,695 | — |
| Accretable yield amortized to interest income | (12,266) |) (2,309) |) (9,820) |) (5,127) |
| Accretable yield amortized to indemnification asset (1) | (16,472) |) — | (4,367) |) — |
| Reclassification from non-accretable difference (2) | 4,636 | 2,951 | 2,145 | — |
| (Decreases) increases in interest cash flows due to payments and changes in interest rates | (1,951) |) 158 | (6,904) |) 432 |
| Accretable yield, ending balance (3) | \$151,800 | \$15,426 | \$86,497 | \$20,196 |

(1) Represents the portion of the current period accreted yield, resulting from lower expected losses, applied to reduce the loss share indemnification asset.

(2) Reclassification is the result of subsequent increases in expected principal cash flows.

As of September 30, 2012, the Company estimates that the remaining accretable yield balance to be amortized to (3) the indemnification asset for the bank acquisitions is \$74.8 million. The remainder of the accretable yield related to bank acquisitions is expected to be amortized to interest income.

| (Dollars in thousands) | Nine Months Ended September 30, 2012 | | Nine Months Ended September 30, 2011 | |
|---|---|--|---|--|
| | Bank Acquisitions | Life Insurance Premium Finance Loans | Bank Acquisitions | Life Insurance Premium Finance Loans |
| Accretable yield, beginning balance | \$173,120 | \$18,861 | \$39,809 | \$33,315 |
| Acquisitions | 8,340 | — | 29,797 | — |
| Accretable yield amortized to interest income | (40,545) |) (8,795) |) (24,869) |) (19,301) |
| Accretable yield amortized to indemnification asset (1) | (55,912) |) — | (17,045) |) — |
| Reclassification from non-accretable difference (2) | 53,827 | 4,096 | 52,820 | 3,857 |
| Increases in interest cash flows due to payments and changes in interest rates | 12,970 | 1,264 | 5,985 | 2,325 |
| Accretable yield, ending balance (3) | \$151,800 | \$15,426 | \$86,497 | \$20,196 |

(1) Represents the portion of the current period accreted yield, resulting from lower expected losses, applied to reduce the loss share indemnification asset.

(2) Reclassification is the result of subsequent increases in expected principal cash flows.

(3) As of September 30, 2012, the Company estimates that the remaining accretable yield balance to be amortized to the indemnification asset for the bank acquisitions is \$74.8 million. The remainder of the accretable yield related to

bank acquisitions is expected to be amortized to interest income.

Table of Contents

(7) Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans

The tables below show the aging of the Company's loan portfolio at September 30, 2012, December 31, 2011 and September 30, 2011:

As of September 30, 2012

| (Dollars in thousands) | Nonaccrual | 90+ days and still accruing | 60-89 days past due | 30-59 days past due | Current | Total Loans |
|--|------------|-----------------------------------|------------------------|------------------------|---------------|---------------|
| Loan Balances: | | | | | | |
| Commercial | | | | | | |
| Commercial and industrial | \$ 15,163 | \$— | \$ 5,985 | \$ 16,631 | \$ 1,518,596 | \$ 1,556,375 |
| Franchise | 1,792 | — | — | — | 177,914 | 179,706 |
| Mortgage warehouse lines of credit | — | — | — | — | 225,295 | 225,295 |
| Community | | | | | | |
| Advantage—homeowners association | — | — | — | — | 73,881 | 73,881 |
| Aircraft | 428 | — | — | 150 | 20,866 | 21,444 |
| Asset-based lending | 328 | — | 1,211 | 5,556 | 525,966 | 533,061 |
| Municipal | — | — | — | — | 90,404 | 90,404 |
| Leases | — | — | — | — | 83,351 | 83,351 |
| Other | — | — | — | — | 1,576 | 1,576 |
| Purchased non-covered commercial ⁽¹⁾ | — | 499 | — | — | 5,461 | 5,960 |
| Total commercial | 17,711 | 499 | 7,196 | 22,337 | 2,723,310 | 2,771,053 |
| Commercial real-estate: | | | | | | |
| Residential construction | 2,141 | — | 3,008 | — | 39,106 | 44,255 |
| Commercial construction | 3,315 | — | 163 | 13,072 | 152,993 | 169,543 |
| Land | 10,629 | — | 3,033 | 3,017 | 116,807 | 133,486 |
| Office | 6,185 | — | 5,717 | 7,237 | 565,182 | 584,321 |
| Industrial | 1,885 | — | 645 | 1,681 | 570,114 | 574,325 |
| Retail | 10,133 | — | 1,853 | 5,617 | 543,066 | 560,669 |
| Multi-family | 3,314 | — | 3,062 | — | 357,047 | 363,423 |
| Mixed use and other | 20,859 | — | 9,779 | 14,990 | 1,175,222 | 1,220,850 |
| Purchased non-covered commercial real-estate ⁽¹⁾ | — | 1,066 | 150 | 389 | 47,235 | 48,840 |
| Total commercial real-estate | 58,461 | 1,066 | 27,410 | 46,003 | 3,566,772 | 3,699,712 |
| Home equity | 11,504 | — | 5,905 | 5,642 | 784,541 | 807,592 |
| Residential real estate | 15,393 | — | 3,281 | 2,637 | 354,711 | 376,022 |
| Purchased non-covered residential real estate ⁽¹⁾ | — | — | — | — | 656 | 656 |
| Premium finance receivables | | | | | | |
| Commercial insurance loans | 7,488 | 5,533 | 5,881 | 14,369 | 1,949,674 | 1,982,945 |
| Life insurance loans | 29 | — | — | — | 1,128,559 | 1,128,588 |
| Purchased life insurance loans ⁽¹⁾ | — | — | — | — | 537,032 | 537,032 |
| Indirect consumer | 72 | 215 | 74 | 344 | 76,673 | 77,378 |
| Consumer and other | 1,485 | — | 429 | 849 | 106,092 | 108,855 |
| Purchased non-covered consumer and other ⁽¹⁾ | — | — | — | — | 67 | 67 |
| Total loans, net of unearned income, excluding covered loans | \$ 112,143 | \$ 7,313 | \$ 50,176 | \$ 92,181 | \$ 11,228,087 | \$ 11,489,900 |

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| | | | | | | |
|-------------------------------------|-----------|-----------|----------|-----------|--------------|--------------|
| Covered loans | 910 | 129,257 | 6,521 | 14,571 | 506,266 | 657,525 |
| Total loans, net of unearned income | \$113,053 | \$136,570 | \$56,697 | \$106,752 | \$11,734,353 | \$12,147,425 |

(1) Purchased loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

15

Table of Contents

| As of December 31, 2011 (Dollars in thousands) | Nonaccrual | 90+ days and still accruing | 60-89 days past due | 30-59 days past due | Current | Total Loans |
|--|------------|-----------------------------------|------------------------|------------------------|---------------|---------------|
| Loan Balances: | | | | | | |
| Commercial | | | | | | |
| Commercial and industrial | \$ 16,154 | \$— | \$ 7,496 | \$ 15,797 | \$ 1,411,004 | \$ 1,450,451 |
| Franchise | 1,792 | — | — | — | 140,983 | 142,775 |
| Mortgage warehouse lines of credit | — | — | — | — | 180,450 | 180,450 |
| Community | | | | | | |
| Advantage—homeowners association | — | — | — | — | 77,504 | 77,504 |
| Aircraft | — | — | 709 | 170 | 19,518 | 20,397 |
| Asset-based lending | 1,072 | — | 749 | 11,026 | 452,890 | 465,737 |
| Municipal | — | — | — | — | 78,319 | 78,319 |
| Leases | — | — | — | 431 | 71,703 | 72,134 |
| Other | — | — | — | — | 2,125 | 2,125 |
| Purchased non-covered commercial ⁽¹⁾ | — | 589 | 74 | — | 7,758 | 8,421 |
| Total commercial | 19,018 | 589 | 9,028 | 27,424 | 2,442,254 | 2,498,313 |
| Commercial real-estate | | | | | | |
| Residential construction | 1,993 | — | 4,982 | 1,721 | 57,115 | 65,811 |
| Commercial construction | 2,158 | — | — | 150 | 167,568 | 169,876 |
| Land | 31,547 | — | 4,100 | 6,772 | 136,112 | 178,531 |
| Office | 10,614 | — | 2,622 | 930 | 540,280 | 554,446 |
| Industrial | 2,002 | — | 508 | 4,863 | 548,429 | 555,802 |
| Retail | 5,366 | — | 5,268 | 8,651 | 517,444 | 536,729 |
| Multi-family | 4,736 | — | 3,880 | 347 | 305,594 | 314,557 |
| Mixed use and other | 8,092 | — | 7,163 | 20,814 | 1,050,585 | 1,086,654 |
| Purchased non-covered commercial real-estate ⁽¹⁾ | — | 2,198 | — | 252 | 49,405 | 51,855 |
| Total commercial real-estate | 66,508 | 2,198 | 28,523 | 44,500 | 3,372,532 | 3,514,261 |
| Home equity | 14,164 | — | 1,351 | 3,262 | 843,568 | 862,345 |
| Residential real estate | 6,619 | — | 2,343 | 3,112 | 337,522 | 349,596 |
| Purchased non-covered residential real estate ⁽¹⁾ | — | — | — | — | 693 | 693 |
| Premium finance receivables | | | | | | |
| Commercial insurance loans | 7,755 | 5,281 | 3,850 | 13,787 | 1,381,781 | 1,412,454 |
| Life insurance loans | 54 | — | — | 423 | 1,096,285 | 1,096,762 |
| Purchased life insurance loans ⁽¹⁾ | — | — | — | — | 598,463 | 598,463 |
| Indirect consumer | 138 | 314 | 113 | 551 | 63,429 | 64,545 |
| Consumer and other | 233 | — | 170 | 1,070 | 122,393 | 123,866 |
| Purchased non-covered consumer and other ⁽¹⁾ | — | — | — | 2 | 77 | 79 |
| Total loans, net of unearned income, excluding covered loans | \$ 114,489 | \$ 8,382 | \$ 45,378 | \$ 94,131 | \$ 10,258,997 | \$ 10,521,377 |
| Covered loans | — | 174,727 | 25,507 | 24,799 | 426,335 | 651,368 |
| Total loans, net of unearned income | \$ 114,489 | \$ 183,109 | \$ 70,885 | \$ 118,930 | \$ 10,685,332 | \$ 11,172,745 |

(1) Purchased loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments.

16

Table of Contents

| As of September 30, 2011 (Dollars in thousands) | Nonaccrual | 90+ days and still accruing | 60-89 days past due | 30-59 days past due | Current | Total Loans |
|--|------------|-----------------------------------|------------------------|------------------------|--------------|--------------|
| Loan Balances: | | | | | | |
| Commercial | | | | | | |
| Commercial and industrial | \$21,055 | \$— | \$13,691 | \$9,748 | \$1,370,221 | \$1,414,715 |
| Franchise | 1,792 | — | — | — | 125,062 | 126,854 |
| Mortgage warehouse lines of credit | — | — | — | — | 132,425 | 132,425 |
| Community | | | | | | |
| Advantage—homeowners association | — | — | — | — | 74,281 | 74,281 |
| Aircraft | — | — | — | 53 | 18,027 | 18,080 |
| Asset-based lending | 1,989 | — | 210 | — | 417,538 | 419,737 |
| Municipal | — | — | — | — | 74,723 | 74,723 |
| Leases | — | — | — | — | 66,671 | 66,671 |
| Other | — | — | — | — | 2,044 | 2,044 |
| Purchased non-covered commercial ⁽¹⁾ | — | 616 | — | — | 6,952 | 7,568 |
| Total commercial | 24,836 | 616 | 13,901 | 9,801 | 2,287,944 | 2,337,098 |
| Commercial real-estate | | | | | | |
| Residential construction | 1,358 | 1,105 | 1,532 | 4,896 | 63,050 | 71,941 |
| Commercial construction | 2,860 | — | — | 823 | 156,738 | 160,421 |
| Land | 31,072 | — | 2,661 | 8,935 | 156,462 | 199,130 |
| Office | 15,432 | — | 2,079 | 63 | 516,356 | 533,930 |
| Industrial | 2,160 | — | 294 | 2,427 | 533,367 | 538,248 |
| Retail | 3,664 | — | 4,318 | 19,085 | 492,168 | 519,235 |
| Multi-family | 3,423 | — | 4,230 | 5,666 | 311,458 | 324,777 |
| Mixed use and other | 9,700 | — | 8,955 | 22,759 | 1,021,868 | 1,063,282 |
| Purchased non-covered commercial real-estate ⁽¹⁾ | — | 344 | — | 285 | 53,728 | 54,357 |
| Total commercial real-estate | 69,669 | 1,449 | 24,069 | 64,939 | 3,305,195 | 3,465,321 |
| Home equity | 15,426 | — | 2,002 | 5,072 | 856,680 | 879,180 |
| Residential real estate | 7,546 | — | 1,852 | 908 | 315,901 | 326,207 |
| Purchased non-covered residential real estate ⁽¹⁾ | — | — | — | — | — | — |
| Premium finance receivables | | | | | | |
| Commercial insurance loans | 6,942 | 4,599 | 3,206 | 7,726 | 1,395,099 | 1,417,572 |
| Life insurance loans | 349 | 2,413 | 5,877 | 7,076 | 1,019,952 | 1,035,667 |
| Purchased life insurance loans ⁽¹⁾ | — | 675 | — | — | 635,101 | 635,776 |
| Indirect consumer | 146 | 292 | 81 | 370 | 61,563 | 62,452 |
| Consumer and other | 653 | — | 26 | 386 | 111,736 | 112,801 |
| Purchased non-covered consumer and other ⁽¹⁾ | — | — | — | 63 | 574 | 637 |
| Total loans, net of unearned income, excluding covered loans | \$125,567 | \$10,044 | \$51,014 | \$96,341 | \$9,989,745 | \$10,272,711 |
| Covered loans | — | 179,277 | 13,721 | 14,750 | 472,327 | 680,075 |
| Total loans, net of unearned income | \$125,567 | \$189,321 | \$64,735 | \$111,091 | \$10,462,072 | \$10,952,786 |

(1) Purchased loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30. Loan agings are based upon contractually required payments. Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, we operate a credit risk rating system under which our credit management personnel assign a credit risk rating (1 to 10 rating) to each loan at the time of origination and review loans on a regular basis.

17

Table of Contents

Each loan officer is responsible for monitoring his or her loan portfolio, recommending a credit risk rating for each loan in his or her portfolio and ensuring the credit risk ratings are appropriate. These credit risk ratings are then ratified by the bank's chief credit officer and/or concurrence credit officer. Credit risk ratings are determined by evaluating a number of factors including: a borrower's financial strength, cash flow coverage, collateral protection and guarantees.

The Company's Problem Loan Reporting system automatically includes all loans with credit risk ratings of 6 through 9. This system is designed to provide an on-going detailed tracking mechanism for each problem loan. Once management determines that a loan has deteriorated to a point where it has a credit risk rating of 6 or worse, the Company's Managed Asset Division performs an overall credit and collateral review. As part of this review, all underlying collateral is identified and the valuation methodology is analyzed and tracked. As a result of this initial review by the Company's Managed Asset Division, the credit risk rating is reviewed and a portion of the outstanding loan balance may be deemed uncollectible or an impairment reserve may be established. The Company's impairment analysis utilizes an independent re-appraisal of the collateral (unless such a third-party evaluation is not possible due to the unique nature of the collateral, such as a closely-held business or thinly traded securities). In the case of commercial real estate collateral, an independent third party appraisal is ordered by the Company's Real Estate Services Group to determine if there has been any change in the underlying collateral value. These independent appraisals are reviewed by the Real Estate Services Group and sometimes by independent third party valuation experts and may be adjusted depending upon market conditions.

Through the credit risk rating process, loans are reviewed to determine if they are performing in accordance with the original contractual terms. If the borrower has failed to comply with the original contractual terms, further action may be required by the Company, including a downgrade in the credit risk rating, movement to non-accrual status, a charge-off or the establishment of a specific impairment reserve. If we determine that a loan amount, or portion thereof, is uncollectible, the loan's credit risk rating is immediately downgraded to an 8 or 9 and the uncollectible amount is charged-off. Any loan that has a partial charge-off continues to be assigned a credit risk rating of an 8 or 9 for the duration of time that a balance remains outstanding. The Company undertakes a thorough and ongoing analysis to determine if additional impairment and/or charge-offs are appropriate and to begin a workout plan for the credit to minimize actual losses.

If, based on current information and events, it is probable that the Company will be unable to collect all amounts due to it according to the contractual terms of the loan agreement, a specific impairment reserve is established. In determining the appropriate charge-off for collateral-dependent loans, the Company considers the results of appraisals for the associated collateral.

Table of Contents

Non-performing loans include all non-accrual loans (8 and 9 risk ratings) as well as loans 90 days past due and still accruing interest, excluding loans acquired with evidence of credit quality deterioration since origination. The remainder of the portfolio not classified as non-performing are considered performing under the contractual terms of the loan agreement. The following table presents the recorded investment based on performance of loans by class, excluding covered loans, per the most recent analysis at September 30, 2012, December 31, 2011 and September 30, 2011:

| (Dollars in thousands) | Performing | | | Non-performing | | | Total | | |
|--|--------------------|-------------------|--------------------|--------------------|-------------------|--------------------|--------------------|-------------------|--------------------|
| | September 30, 2012 | December 31, 2011 | September 30, 2011 | September 30, 2012 | December 31, 2011 | September 30, 2011 | September 30, 2012 | December 31, 2011 | September 30, 2011 |
| Loan Balances: | | | | | | | | | |
| Commercial | | | | | | | | | |
| Commercial and industrial | \$1,541,212 | \$1,434,297 | \$1,393,660 | \$15,163 | \$16,154 | \$21,055 | \$1,556,375 | \$1,450,451 | \$1,414,715 |
| Franchise | 177,914 | 140,983 | 125,062 | 1,792 | 1,792 | 1,792 | 179,706 | 142,775 | 126,854 |
| Mortgage warehouse lines of credit | 225,295 | 180,450 | 132,425 | — | — | — | 225,295 | 180,450 | 132,425 |
| Community Advantage—homeowner association | 73,881 | 77,504 | 74,281 | — | — | — | 73,881 | 77,504 | 74,281 |
| Aircraft | 21,016 | 20,397 | 18,080 | 428 | — | — | 21,444 | 20,397 | 18,080 |
| Asset-based lending | 532,733 | 464,665 | 417,748 | 328 | 1,072 | 1,989 | 533,061 | 465,737 | 419,737 |
| Municipal | 90,404 | 78,319 | 74,723 | — | — | — | 90,404 | 78,319 | 74,723 |
| Leases | 83,351 | 72,134 | 66,671 | — | — | — | 83,351 | 72,134 | 66,671 |
| Other | 1,576 | 2,125 | 2,044 | — | — | — | 1,576 | 2,125 | 2,044 |
| Purchased non-covered commercial ⁽¹⁾ | 5,960 | 8,421 | 7,568 | — | — | — | 5,960 | 8,421 | 7,568 |
| Total commercial | 2,753,342 | 2,479,295 | 2,312,262 | 17,711 | 19,018 | 24,836 | 2,771,053 | 2,498,313 | 2,342,213 |
| Commercial real-estate | | | | | | | | | |
| Residential construction | 42,114 | 63,818 | 69,478 | 2,141 | 1,993 | 2,463 | 44,255 | 65,811 | 71,941 |
| Commercial construction | 166,228 | 167,718 | 157,561 | 3,315 | 2,158 | 2,860 | 169,543 | 169,876 | 159,421 |
| Land | 122,857 | 146,984 | 168,058 | 10,629 | 31,547 | 31,072 | 133,486 | 178,531 | 199,130 |
| Office | 578,136 | 543,832 | 518,498 | 6,185 | 10,614 | 15,432 | 584,321 | 554,446 | 533,930 |
| Industrial | 572,440 | 553,800 | 536,088 | 1,885 | 2,002 | 2,160 | 574,325 | 555,802 | 538,248 |
| Retail | 550,536 | 531,363 | 515,571 | 10,133 | 5,366 | 3,664 | 560,669 | 536,729 | 519,235 |
| Multi-family | 360,109 | 309,821 | 321,354 | 3,314 | 4,736 | 3,423 | 363,423 | 314,557 | 324,777 |
| Mixed use and other | 1,199,991 | 1,078,562 | 1,053,582 | 20,859 | 8,092 | 9,700 | 1,220,850 | 1,086,654 | 1,063,282 |
| Purchased non-covered commercial real-estate ⁽¹⁾ | 48,840 | 51,855 | 54,357 | — | — | — | 48,840 | 51,855 | 54,357 |
| Total commercial real-estate | 3,641,251 | 3,447,753 | 3,394,547 | 58,461 | 66,508 | 70,774 | 3,699,712 | 3,514,261 | 3,418,213 |
| Home equity | 796,088 | 848,181 | 863,754 | 11,504 | 14,164 | 15,426 | 807,592 | 862,345 | 879,180 |
| Residential real estate | 360,629 | 342,977 | 318,661 | 15,393 | 6,619 | 7,546 | 376,022 | 349,596 | 325,807 |
| Purchased non-covered residential real estate ⁽¹⁾ | 656 | 693 | — | — | — | — | 656 | 693 | — |
| Premium finance receivables | | | | | | | | | |

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| | | | | | | | | | |
|--|--------------|--------------|--------------|-----------|-----------|-----------|--------------|--------------|--------------|
| Commercial insurance loans | 1,969,924 | 1,399,418 | 1,406,031 | 13,021 | 13,036 | 11,541 | 1,982,945 | 1,412,454 | 1,412,454 |
| Life insurance loans | 1,128,559 | 1,096,708 | 1,032,905 | 29 | 54 | 2,762 | 1,128,588 | 1,096,762 | 1,096,762 |
| Purchased life insurance loans ⁽¹⁾ | 537,032 | 598,463 | 635,776 | — | — | — | 537,032 | 598,463 | 598,463 |
| Indirect consumer | 77,091 | 64,093 | 62,014 | 287 | 452 | 438 | 77,378 | 64,545 | 64,545 |
| Consumer and other | 107,370 | 123,633 | 112,148 | 1,485 | 233 | 653 | 108,855 | 123,866 | 123,866 |
| Purchased non-covered consumer and other ⁽¹⁾ | 67 | 79 | 637 | — | — | — | 67 | 79 | 79 |
| Total loans, net of unearned income, excluding covered loans | \$11,372,009 | \$10,401,293 | \$10,138,735 | \$117,891 | \$120,084 | \$133,976 | \$11,489,900 | \$10,521,377 | \$10,521,377 |

(1) Purchased loans represent loans acquired with evidence of credit quality deterioration since origination, in accordance with ASC 310-30.

Table of Contents

A summary of activity in the allowance for credit losses by loan portfolio (excluding covered loans) for the three and nine months ended September 30, 2012 and 2011 is as follows:

| Three months ended September 30, 2012 (Dollars in thousands) | Commercial | Commercial Real-estate | Home Equity | Residential Real-estate | Premium Finance Receivable | Indirect Consumer | Consumer and Other | Total, Excluding Covered Loans |
|---|------------|------------------------|-------------|-------------------------|----------------------------|-------------------|--------------------|--------------------------------|
| Allowance for credit losses | | | | | | | | |
| Allowance for loan losses at beginning of period | \$ 26,983 | \$ 53,801 | \$ 13,878 | \$ 6,724 | \$ 8,522 | \$ 640 | \$ 1,372 | \$ 111,920 |
| Other adjustments | (138) | (304) | (2) | (90) | — | — | — | (534) |
| Reclassification to/from allowance for unfunded lending-related commitments | — | 626 | — | — | — | — | — | 626 |
| Charge-offs | (3,315) | (17,000) | (1,543) | (1,027) | (886) | (73) | (93) | (23,937) |
| Recoveries | 349 | 5,352 | 52 | 8 | 206 | 25 | 28 | 6,020 |
| Provision for credit losses | 3,862 | 12,610 | 1,215 | 1,938 | (955) | (323) | (155) | 18,192 |
| Allowance for loan losses at period end | \$ 27,741 | \$ 55,085 | \$ 13,600 | \$ 7,553 | \$ 6,887 | \$ 269 | \$ 1,152 | \$ 112,287 |
| Allowance for unfunded lending-related commitments at period end | \$ — | \$ 12,627 | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 12,627 |
| Allowance for credit losses at period end | \$ 27,741 | \$ 67,712 | \$ 13,600 | \$ 7,553 | \$ 6,887 | \$ 269 | \$ 1,152 | \$ 124,914 |
| Individually evaluated for impairment | 3,168 | 21,998 | 3,011 | 3,244 | — | 1 | 480 | 31,902 |
| Collectively evaluated for impairment | 24,573 | 45,714 | 10,589 | 4,306 | 6,887 | 268 | 672 | 93,009 |
| Loans acquired with deteriorated credit quality | — | — | — | 3 | — | — | — | 3 |
| Loans at period end | | | | | | | | |
| Individually evaluated for impairment | \$ 38,838 | \$ 160,711 | \$ 13,118 | \$ 18,696 | \$ — | \$ 69 | \$ 1,582 | \$ 233,014 |
| Collectively evaluated for impairment | 2,726,255 | 3,490,161 | 794,474 | 357,326 | 3,111,533 | 77,309 | 107,273 | 10,664,331 |
| Loans acquired with deteriorated credit | 5,960 | 48,840 | — | 656 | 537,032 | — | 67 | 592,555 |

quality

20

Table of Contents

| Three months ended September 30, 2011 (Dollars in thousands) | Commercial | Commercial Real-estate | Home Equity | Residential Real-estate | Premium Finance Receivable | Indirect Consumer | Consumer and Other | Total, Excluding Covered Loans |
|---|------------|---------------------------|-------------|----------------------------|----------------------------------|----------------------|-----------------------|---|
| Allowance for credit losses | | | | | | | | |
| Allowance for loan losses at beginning of period | \$ 32,847 | \$ 61,703 | \$ 7,077 | \$ 5,878 | \$ 7,436 | \$ 613 | \$ 1,808 | \$ 117,362 |
| Other adjustments | — | — | — | — | — | — | — | — |
| Reclassification to/from allowance for unfunded lending-related commitments | 75 | (141) | — | — | — | — | — | (66) |
| Charge-offs | (8,851) | (14,734) | (1,071) | (926) | (1,769) | (24) | (282) | (27,657) |
| Recoveries | 150 | 299 | 32 | 3 | 159 | 75 | 29 | 747 |
| Provision for credit losses | 9,559 | 17,245 | 1,079 | 258 | 1,048 | (52) | (874) | 28,263 |
| Allowance for loan losses at period end | \$ 33,780 | \$ 64,372 | \$ 7,117 | \$ 5,213 | \$ 6,874 | \$ 612 | \$ 681 | \$ 118,649 |
| Allowance for unfunded lending-related commitments at period end | \$ 45 | \$ 13,357 | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 13,402 |
| Allowance for credit losses at period end | \$ 33,825 | \$ 77,729 | \$ 7,117 | \$ 5,213 | \$ 6,874 | \$ 612 | \$ 681 | \$ 132,051 |
| Individually evaluated for impairment | \$ 7,143 | \$ 30,000 | \$ 2,272 | \$ 1,509 | \$ — | \$ 7 | \$ 429 | \$ 41,360 |
| Collectively evaluated for impairment | \$ 26,682 | \$ 47,729 | \$ 4,845 | \$ 3,704 | \$ 6,874 | \$ 605 | \$ 252 | \$ 90,691 |
| Loans acquired with deteriorated credit quality | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — |
| Loans at period end | | | | | | | | |
| Individually evaluated for impairment | \$ 32,561 | \$ 143,975 | \$ 16,367 | \$ 9,829 | \$ — | \$ 81 | \$ 757 | \$ 203,570 |
| Collectively evaluated for impairment | 2,296,969 | 3,266,989 | 862,813 | 316,378 | 2,453,239 | 62,371 | 112,044 | 9,370,803 |
| Loans acquired with deteriorated credit quality | 7,568 | 54,357 | — | — | 635,776 | — | 637 | 698,338 |
| Nine months ended September 30, 2012 | | Commercial Real-estate | Home Equity | Residential Real-estate | Premium Finance | Indirect Consumer | Consumer and Other | Total, Excluding |

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| (Dollars in thousands) | Commercial | | | | Receivable | | | Covered Loans |
|---|------------|-----------|-----------|----------|------------|--------|----------|---------------|
| Allowance for credit losses | | | | | | | | |
| Allowance for loan losses at beginning of period | \$ 31,237 | \$ 56,405 | \$ 7,712 | \$ 5,028 | \$ 7,214 | \$ 645 | \$ 2,140 | \$ 110,381 |
| Other adjustments | (142) | (787) | (4) | (111) | — | — | — | (1,044) |
| Reclassification to/from allowance for unfunded lending-related commitments | 45 | 908 | — | — | — | — | — | 953 |
| Charge-offs | (12,623) | (34,455) | (5,865) | (1,590) | (2,483) | (157) | (454) | (57,627) |
| Recoveries | 852 | 5,657 | 385 | 13 | 675 | 76 | 226 | 7,884 |
| Provision for credit losses | 8,372 | 27,357 | 11,372 | 4,213 | 1,481 | (295) | (760) | 51,740 |
| Allowance for loan losses at period end | \$ 27,741 | \$ 55,085 | \$ 13,600 | \$ 7,553 | \$ 6,887 | \$ 269 | \$ 1,152 | \$ 112,287 |
| Allowance for unfunded lending-related commitments at period end | \$ — | \$ 12,627 | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 12,627 |
| Allowance for credit losses at period end | \$ 27,741 | \$ 67,712 | \$ 13,600 | \$ 7,553 | \$ 6,887 | \$ 269 | \$ 1,152 | \$ 124,914 |

Table of Contents

| Nine months ended September 30, 2011 (Dollars in thousands) | Commercial | Commercial Real-estate | Home Equity | Residential Real-estate | Premium Finance Receivable | Indirect Consumer | Consumer and Other | Total, Excluding Covered Loans |
|---|------------|------------------------|-------------|-------------------------|----------------------------|-------------------|--------------------|--------------------------------|
| Allowance for credit losses | | | | | | | | |
| Allowance for loan losses at beginning of period | \$ 31,777 | \$ 62,618 | \$ 6,213 | \$ 5,107 | \$ 6,319 | \$ 526 | \$ 1,343 | \$ 113,903 |
| Other adjustments | — | — | — | — | — | — | — | — |
| Reclassification to/from allowance for unfunded lending-related commitments | 1,606 | 127 | — | — | — | — | — | 1,733 |
| Charge-offs | (25,574) | (48,767) | (3,144) | (2,483) | (5,413) | (188) | (708) | (86,277) |
| Recoveries | 717 | 1,100 | 59 | 8 | 5,814 | 183 | 104 | 7,985 |
| Provision for credit losses | 25,254 | 49,294 | 3,989 | 2,581 | 154 | 91 | (58) | 81,305 |
| Allowance for loan losses at period end | \$ 33,780 | \$ 64,372 | \$ 7,117 | \$ 5,213 | \$ 6,874 | \$ 612 | \$ 681 | \$ 118,649 |
| Allowance for unfunded lending-related commitments at period end | \$ 45 | \$ 13,357 | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 13,402 |
| Allowance for credit losses at period end | \$ 33,825 | \$ 77,729 | \$ 7,117 | \$ 5,213 | \$ 6,874 | \$ 612 | \$ 681 | \$ 132,051 |

A summary of activity in the allowance for covered loan losses for the three and nine months ended September 30, 2012 and 2011 is as follows:

| (Dollars in thousands) | Three Months Ended | | Nine Months Ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | September 30, 2012 | September 30, 2011 | September 30, 2012 | September 30, 2011 |
| Balance at beginning of period | \$20,560 | \$7,443 | \$12,977 | \$— |
| Provision for covered loan losses before benefit attributable to FDIC loss share agreements | 3,096 | 5,139 | 25,916 | 12,582 |
| Benefit attributable to FDIC loss share agreements | (2,489) | (4,112) | (20,766) | (10,066) |
| Net provision for covered loan losses | 607 | 1,027 | 5,150 | 2,516 |
| Increase in FDIC indemnification asset | 2,489 | 4,112 | 20,766 | 10,064 |
| Loans charged-off | (1,736) | (86) | (17,052) | (86) |
| Recoveries of loans charged-off | 6 | — | 85 | 2 |
| Net charge-offs | (1,730) | (86) | (16,967) | (84) |
| Balance at end of period | \$21,926 | \$12,496 | \$21,926 | \$12,496 |

In conjunction with FDIC-assisted transactions, the Company entered into loss share agreements with the FDIC. Additional expected losses, to the extent such expected losses result in the recognition of an allowance for covered

loan losses, will increase the FDIC indemnification asset. The allowance for loan losses for loans acquired in FDIC-assisted transactions is determined without giving consideration to the amounts recoverable through loss share agreements (since the loss share agreements are separately accounted for and thus presented “gross” on the balance sheet). On the Consolidated Statements of Income, the provision for credit losses related to covered loans is reported net of changes in the amount recoverable under the loss share agreements. Reductions to expected losses, to the extent such reductions to expected losses are the result of an improvement to the actual or expected cash flows from the covered assets, will reduce the loss share assets. Additions to expected losses will require an increase to the allowance for covered loan losses, and a corresponding increase to the FDIC indemnification asset. See “FDIC-Assisted Transactions” within Note 3 – Business Combinations for more detail.

Table of Contents

Impaired Loans

A summary of impaired loans, including restructured loans, is as follows:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--|-----------------------|----------------------|-----------------------|
| Impaired loans (included in non-performing and restructured loans): | | | |
| Impaired loans with an allowance for loan loss required ⁽¹⁾ | \$120,060 | \$115,779 | \$83,191 |
| Impaired loans with no allowance for loan loss required | 112,954 | 110,759 | 120,379 |
| Total impaired loans ⁽²⁾ | \$233,014 | \$226,538 | \$203,570 |
| Allowance for loan losses related to impaired loans | \$19,818 | \$21,488 | \$28,447 |
| Restructured loans | \$147,196 | \$130,518 | \$104,392 |

(1) These impaired loans require an allowance for loan losses because the estimated fair value of the loans or related collateral is less than the recorded investment in the loans.

(2) Impaired loans are considered by the Company to be non-accrual loans, restructured loans or loans with principal and/or interest at risk, even if the loan is current with all payments of principal and interest.

Table of Contents

The following tables present impaired loans evaluated for impairment by loan class for the periods ended as follows:

| (Dollars in thousands) | As of September 30, 2012 | | | For the Nine Months Ended September 30, 2012 | |
|--|--------------------------|-----------------------------|----------------------|---|-------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| Impaired loans with a related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$ 11,271 | \$ 13,484 | \$ 2,615 | \$ 13,623 | \$ 670 |
| Franchise | 1,792 | 1,792 | 386 | 1,792 | 91 |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | 428 | 428 | 95 | 428 | 22 |
| Asset-based lending | 306 | 1,624 | 72 | 558 | 67 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |
| Residential construction | 2,637 | 2,712 | 540 | 2,637 | 102 |
| Commercial construction | 4,184 | 4,184 | 743 | 4,160 | 153 |
| Land | 13,689 | 15,459 | 1,576 | 13,986 | 460 |
| Office | 7,366 | 9,851 | 802 | 7,998 | 355 |
| Industrial | 752 | 804 | 295 | 778 | 34 |
| Retail | 17,933 | 18,060 | 1,257 | 18,024 | 626 |
| Multi-family | 5,588 | 5,588 | 859 | 5,598 | 213 |
| Mixed use and other | 30,921 | 32,005 | 3,842 | 31,582 | 1,145 |
| Home equity | 8,254 | 8,923 | 3,011 | 8,572 | 352 |
| Residential real estate | 13,578 | 14,220 | 3,244 | 13,507 | 448 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 12 | 13 | 1 | 13 | 1 |
| Consumer and other | 1,349 | 1,349 | 480 | 1,351 | 64 |
| Impaired loans with no related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$ 25,019 | \$ 28,581 | \$ — | \$ 27,829 | \$ 1,076 |
| Franchise | — | — | — | — | — |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | — | — | — | — | — |
| Asset-based lending | 22 | 57 | — | 81 | 5 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |

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| | | | | | |
|---|-----------|------------|----------|-----------|----------|
| Residential construction | 3,603 | 3,719 | — | 4,389 | 134 |
| Commercial construction | 9,868 | 10,466 | — | 10,937 | 332 |
| Land | 13,330 | 17,331 | — | 15,866 | 648 |
| Office | 9,463 | 10,368 | — | 9,627 | 339 |
| Industrial | 3,080 | 3,164 | — | 3,115 | 107 |
| Retail | 16,610 | 16,876 | — | 17,070 | 613 |
| Multi-family | 1,926 | 2,672 | — | 2,371 | 87 |
| Mixed use and other | 19,761 | 21,819 | — | 20,970 | 861 |
| Home equity | 4,864 | 5,494 | — | 4,931 | 162 |
| Residential real estate | 5,118 | 5,374 | — | 5,392 | 118 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 57 | 71 | — | 67 | 5 |
| Consumer and other | 233 | 237 | — | 248 | 11 |
| Total loans, net of unearned income, excluding covered loans | \$233,014 | \$ 256,725 | \$19,818 | \$247,500 | \$ 9,301 |

Table of Contents

| (Dollars in thousands) | As of December 31, 2011 | | | For the Twelve Months Ended December 31, 2011 | |
|---|-------------------------|-----------------------------|----------------------|--|-------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| Impaired loans with a related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$7,743 | \$ 9,083 | \$2,506 | \$9,113 | \$ 510 |
| Franchise | 1,792 | 1,792 | 394 | 1,792 | 122 |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | — | — | — | — | — |
| Asset-based lending | 785 | 1,452 | 178 | 1,360 | 81 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |
| Residential construction | 1,993 | 2,068 | 374 | 1,993 | 122 |
| Commercial construction | 3,779 | 3,779 | 952 | 3,802 | 187 |
| Land | 27,657 | 29,602 | 6,253 | 29,085 | 1,528 |
| Office | 11,673 | 13,110 | 2,873 | 13,209 | 709 |
| Industrial | 663 | 676 | 159 | 676 | 46 |
| Retail | 13,728 | 13,732 | 480 | 13,300 | 504 |
| Multi-family | 7,149 | 7,155 | 1,892 | 7,216 | 330 |
| Mixed use and other | 20,386 | 21,337 | 1,447 | 21,675 | 1,027 |
| Home equity | 11,828 | 12,600 | 2,963 | 12,318 | 652 |
| Residential real estate | 6,478 | 6,681 | 992 | 6,535 | 220 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 31 | 32 | 5 | 33 | 3 |
| Consumer and other | 94 | 95 | 20 | 99 | 7 |
| Impaired loans with no related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$17,680 | \$ 20,365 | \$— | \$21,841 | \$ 1,068 |
| Franchise | — | — | — | — | — |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | — | — | — | — | — |
| Asset-based lending | 287 | 287 | — | 483 | 25 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |

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| | | | | | |
|---|-----------|------------|----------|-----------|-----------|
| Residential construction | 4,284 | 4,338 | — | 4,189 | 175 |
| Commercial construction | 9,792 | 9,792 | — | 10,249 | 426 |
| Land | 15,991 | 23,097 | — | 19,139 | 1,348 |
| Office | 9,162 | 11,421 | — | 11,235 | 550 |
| Industrial | 4,569 | 4,780 | — | 4,750 | 198 |
| Retail | 15,841 | 15,845 | — | 15,846 | 815 |
| Multi-family | 2,347 | 3,040 | — | 3,026 | 127 |
| Mixed use and other | 22,359 | 25,015 | — | 24,370 | 1,297 |
| Home equity | 3,950 | 4,707 | — | 4,784 | 184 |
| Residential real estate | 4,314 | 5,153 | — | 4,734 | 191 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 44 | 55 | — | 56 | 6 |
| Consumer and other | 139 | 141 | — | 146 | 12 |
| Total loans, net of unearned income, excluding covered loans | \$226,538 | \$ 251,230 | \$21,488 | \$247,054 | \$ 12,470 |

25

Table of Contents

| (Dollars in thousands) | As of September 30, 2011 | | | For the Nine Months Ended September 30, 2011 | |
|--|--------------------------|-----------------------------|----------------------|---|-------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| Impaired loans with a related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$9,542 | \$ 10,725 | \$6,597 | \$9,670 | \$ 398 |
| Franchise | — | — | — | — | — |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | — | — | — | — | — |
| Asset-based lending | 945 | 1,451 | 501 | 1,485 | 62 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |
| Residential construction | 716 | 716 | 160 | 716 | 33 |
| Commercial construction | 2,483 | 2,613 | 381 | 2,606 | 117 |
| Land | 25,990 | 27,782 | 7,396 | 26,591 | 1,121 |
| Office | 12,627 | 12,822 | 4,985 | 12,656 | 564 |
| Industrial | 1,057 | 1,059 | 257 | 1,063 | 52 |
| Retail | 2,157 | 2,661 | 566 | 2,147 | 110 |
| Multi-family | 3,423 | 3,766 | 1,150 | 3,661 | 134 |
| Mixed use and other | 6,790 | 7,087 | 2,237 | 7,687 | 307 |
| Home equity | 12,254 | 12,718 | 2,272 | 12,469 | 494 |
| Residential real estate | 4,630 | 4,785 | 1,509 | 4,622 | 109 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 49 | 51 | 7 | 52 | 3 |
| Consumer and other | 528 | 529 | 429 | 608 | 26 |
| Impaired loans with no related ASC 310 allowance recorded | | | | | |
| Commercial | | | | | |
| Commercial and industrial | \$19,238 | \$ 24,131 | \$— | \$25,522 | \$ 1,032 |
| Franchise | 1,792 | 1,792 | — | 1,792 | 92 |
| Mortgage warehouse lines of credit | — | — | — | — | — |
| Community Advantage—homeowners association | — | — | — | — | — |
| Aircraft | — | — | — | — | — |
| Asset-based lending | 1,044 | 1,044 | — | 1,089 | 44 |
| Municipal | — | — | — | — | — |
| Leases | — | — | — | — | — |
| Other | — | — | — | — | — |
| Commercial real-estate | | | | | |
| Residential construction | 3,298 | 4,017 | — | 4,180 | 141 |

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| | | | | | |
|---|-----------|------------|----------|-----------|----------|
| Commercial construction | 11,019 | 11,019 | — | 11,330 | 377 |
| Land | 11,442 | 20,681 | — | 13,267 | 899 |
| Office | 8,411 | 9,702 | — | 9,653 | 378 |
| Industrial | 7,037 | 7,527 | — | 7,338 | 274 |
| Retail | 13,197 | 13,200 | — | 13,209 | 485 |
| Multi-family | 548 | 548 | — | 549 | 14 |
| Mixed use and other | 33,780 | 35,512 | — | 34,601 | 1,289 |
| Home equity | 4,113 | 4,497 | — | 4,775 | 135 |
| Residential real estate | 5,199 | 5,870 | — | 4,756 | 189 |
| Premium finance receivables | | | | | |
| Commercial insurance | — | — | — | — | — |
| Life insurance | — | — | — | — | — |
| Purchased life insurance | — | — | — | — | — |
| Indirect consumer | 32 | 40 | — | 39 | 3 |
| Consumer and other | 229 | 231 | — | 234 | 10 |
| Total impaired loans, net of unearned income, excluding covered loans | \$203,570 | \$ 228,576 | \$28,447 | \$218,367 | \$ 8,892 |

Table of Contents

Restructured Loans

At September 30, 2012, the Company had \$147.2 million in loans with modified terms. The \$147.2 million in modified loans represents 181 credits in which economic concessions were granted to certain borrowers to better align the terms of their loans with their current ability to pay.

The Company's approach to restructuring loans, excluding those acquired with evidence of credit quality deterioration since origination, is built on its credit risk rating system which requires credit management personnel to assign a credit risk rating to each loan. In each case, the loan officer is responsible for recommending a credit risk rating for each loan and ensuring the credit risk ratings are appropriate. These credit risk ratings are then reviewed and approved by the bank's chief credit officer and/or concurrence credit officer. Credit risk ratings are determined by evaluating a number of factors including a borrower's financial strength, cash flow coverage, collateral protection and guarantees. The Company's credit risk rating scale is one through ten with higher scores indicating higher risk. In the case of loans rated six or worse following modification, the Company's Managed Assets Division evaluates the loan and the credit risk rating and determines that the loan has been restructured to be reasonably assured of repayment and of performance according to the modified terms and is supported by a current, well-documented credit assessment of the borrower's financial condition and prospects for repayment under the revised terms.

A modification of a loan, excluding those acquired with evidence of credit quality deterioration since origination, with an existing credit risk rating of six or worse or a modification of any other credit which will result in a restructured credit risk rating of six or worse, must be reviewed for possible TDR classification. In that event, our Managed Assets Division conducts an overall credit and collateral review. A modification of these loans is considered to be a TDR if both (1) the borrower is experiencing financial difficulty and (2) for economic or legal reasons, the bank grants a concession to a borrower that it would not otherwise consider. The modification of a loan, excluding those acquired with evidence of credit quality deterioration since origination, where the credit risk rating is five or better both before and after such modification is not considered to be a TDR. Based on the Company's credit risk rating system, it considers that borrowers whose credit risk rating is five or better are not experiencing financial difficulties and therefore, are not considered TDRs.

TDRs are reviewed at the time of modification and on a quarterly basis to determine if a specific reserve is needed. The carrying amount of the loan is compared to the expected payments to be received, discounted at the loan's original rate, or for collateral dependent loans, to the fair value of the collateral. Any shortfall is recorded as a specific reserve. All credits determined to be a TDR will continue to be classified as a TDR in all subsequent periods, unless the borrower has been in compliance with the loan's modified terms for a period of six months (including over a calendar year-end) and the modified interest rate represented a market rate at the time of a restructuring. The Managed Assets Division, in consultation with the respective loan officer, determines whether the modified interest rate represented a current market rate at the time of restructuring. Using knowledge of current market conditions and rates, competitive pricing on recent loan originations, and an assessment of various characteristics of the modified loan (including collateral position and payment history), an appropriate market rate for a new borrower with similar risk is determined. If the modified interest rate meets or exceeds this market rate for a new borrower with similar risk, the modified interest rate represents a market rate at the time of restructuring. Additionally, before removing a loan from TDR classification, a review of the current or previously measured impairment on the loan and any concerns related to future performance by the borrower is conducted. If concerns exist about the future ability of the borrower to meet its obligations under the loans based on a credit review by the Managed Assets Division, the TDR classification is not removed from the loan.

Each restructured loan was reviewed for impairment at September 30, 2012 and approximately \$3.1 million of impairment was present and appropriately reserved for through the Company's normal reserving methodology in the Company's allowance for loan losses. For restructured loans in which impairment is calculated by the present value of future cash flows, the Company records interest income representing the decrease in impairment resulting from the passage of time during the respective period, which differs from interest income from contractually required interest on these specific loans. During the three months ended and nine months ended September 30, 2012, the Company recorded \$534,000 and \$1.0 million, respectively, in interest income representing this decrease in impairment.

Table of Contents

The tables below present a summary of the post-modification balance of loans restructured during the three and nine months ended September 30, 2012 and 2011, respectively, which represent troubled debt restructurings:

| Three months ended September 30, 2012 | Total ⁽¹⁾⁽²⁾ | | Extension at Below Market Terms ⁽²⁾ | | Reduction of Interest Rate ⁽²⁾ | | Modification to Interest only Payments ⁽²⁾ | | Forgiveness of Debt ⁽²⁾ | |
|--|-------------------------|---------|--|---------|--|----------|--|----------|---------------------------------------|---------|
| (Dollars in thousands) | Count | Balance | Count | Balance | Count | Balance | Count | Balance | Count | Balance |
| Commercial Commercial and industrial | 3 | \$442 | 2 | \$275 | 1 | \$ 225 | 1 | \$ 167 | — | \$— |
| Commercial real-estate | | | | | | | | | | |
| Residential construction | 1 | 496 | 1 | 496 | 1 | 496 | 1 | 496 | — | — |
| Commercial construction | — | — | — | — | — | — | — | — | — | — |
| Land | — | — | — | — | — | — | — | — | — | — |
| Office | — | — | — | — | — | — | — | — | — | — |
| Industrial | — | — | — | — | — | — | — | — | — | — |
| Retail | 2 | 4,653 | 2 | 4,653 | — | — | 2 | 4,654 | — | — |
| Multi-family | 1 | 380 | — | — | 1 | 380 | 1 | 380 | — | — |
| Mixed use and other | 7 | 3,108 | 2 | 858 | 5 | 2,250 | 5 | 2,699 | — | — |
| Residential real estate and other | 4 | 437 | 3 | 308 | 3 | 357 | 1 | 79 | — | — |
| Total loans | 18 | \$9,516 | 10 | \$6,590 | 11 | \$ 3,708 | 11 | \$ 8,475 | — | \$— |

(1) Restructured loans may have more than one modification representing a concession. As such, restructured loans during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

| Three months ended September 30, 2011 | Total ⁽¹⁾⁽²⁾ | | Extension at Below Market Terms ⁽²⁾ | | Reduction of Interest Rate ⁽²⁾ | | Modification to Interest only Payments ⁽²⁾ | | Forgiveness of Debt ⁽²⁾ | |
|--|-------------------------|---------|--|---------|--|---------|--|----------|---------------------------------------|---------|
| (Dollars in thousands) | Count | Balance | Count | Balance | Count | Balance | Count | Balance | Count | Balance |
| Commercial Commercial and industrial | 8 | \$3,157 | — | \$— | 2 | \$ 412 | 6 | \$ 2,745 | — | \$— |
| Commercial real-estate | | | | | | | | | | |
| Residential construction | — | — | — | — | — | — | — | — | — | — |
| Commercial construction | 1 | 467 | — | — | 1 | 467 | 1 | 467 | — | — |
| Land | 2 | 436 | 2 | 436 | 1 | 280 | — | — | — | — |
| Office | — | — | — | — | — | — | — | — | — | — |
| Industrial | 1 | 797 | 1 | 797 | 1 | 797 | 1 | 797 | — | — |
| Retail | 2 | 3,016 | 2 | 3,016 | 1 | 2,235 | 2 | 3,016 | — | — |
| Multi-family | 1 | 548 | 1 | 548 | — | — | — | — | — | — |
| Mixed use and other | 5 | 2,195 | 1 | 155 | 3 | 541 | 2 | 1,654 | — | — |

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| | | | | | | | | | | |
|-----------------------------------|----|----------|----|---------|----|---------|----|---------|---|-----|
| Residential real estate and other | 6 | 2,857 | 5 | 1,917 | 4 | 2,334 | 2 | 928 | — | — |
| Total loans | 26 | \$13,473 | 12 | \$6,869 | 13 | \$7,066 | 14 | \$9,607 | — | \$— |

(1) Restructured loans may have more than one modification representing a concession. As such, restructured loans during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

During the three months ended September 30, 2012, 18 loans totaling \$9.5 million were determined to be troubled debt restructurings, compared to 26 loans totaling \$13.5 million in the same period of 2011. Of these loans extended at below market terms, the weighted average extension had a term of approximately eight months during the three months ended September 30, 2012 compared to 14 months for the same period of 2011. Further, the weighted average decrease in the stated interest rate for loans with a reduction of interest rate during the period was approximately 293 basis points and 201 basis points during the three months ending September 30, 2012 and 2011, respectively.

Interest-only payment terms were approximately nine months and 11 months during the three months ending September 30, 2012 and 2011, respectively. Additionally, no balances were forgiven in the third quarter of 2012 and 2011.

Table of Contents

| Nine months ended September 30, 2012 | Total ⁽¹⁾⁽²⁾ | | Extension at Below Market Terms ⁽²⁾ | | Reduction of Interest Rate ⁽²⁾ | | Modification to Interest only Payments ⁽²⁾ | | Forgiveness of Debt ⁽²⁾ | |
|--------------------------------------|-------------------------|----------|--|----------|---|----------|---|----------|------------------------------------|---------|
| | Count | Balance | Count | Balance | Count | Balance | Count | Balance | Count | Balance |
| (Dollars in thousands) | | | | | | | | | | |
| Commercial and industrial | 16 | \$13,325 | 9 | \$2,617 | 9 | \$12,705 | 7 | \$10,579 | 2 | \$1,486 |
| Commercial real-estate | | | | | | | | | | |
| Residential construction | 3 | 2,147 | 3 | 2,147 | 1 | 496 | 1 | 496 | — | — |
| Commercial construction | 2 | 622 | 2 | 622 | 2 | 622 | 2 | 622 | — | — |
| Land | 17 | 31,836 | 17 | 31,836 | 14 | 30,561 | 13 | 26,511 | — | — |
| Office | — | — | — | — | — | — | — | — | — | — |
| Industrial | — | — | — | — | — | — | — | — | — | — |
| Retail | 7 | 13,286 | 7 | 13,286 | 5 | 8,633 | 6 | 12,897 | — | — |
| Multi-family | 1 | 380 | — | — | 1 | 380 | 1 | 380 | — | — |
| Mixed use and other | 13 | 6,745 | 8 | 4,495 | 9 | 5,680 | 8 | 3,974 | — | — |
| Residential real estate and other | 9 | 1,512 | 7 | 1,264 | 5 | 504 | 3 | 924 | 1 | 29 |
| Total loans | 68 | \$69,853 | 53 | \$56,267 | 46 | \$59,581 | 41 | \$56,383 | 3 | \$1,515 |

(1) Restructured loans may have more than one modification representing a concession. As such, restructured loans during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

| Nine months ended September 30, 2011 | Total ⁽¹⁾⁽²⁾ | | Extension at Below Market Terms ⁽²⁾ | | Reduction of Interest Rate ⁽²⁾ | | Modification to Interest only Payments ⁽²⁾ | | Forgiveness of Debt ⁽²⁾ | |
|--------------------------------------|-------------------------|---------|--|---------|---|---------|---|---------|------------------------------------|---------|
| | Count | Balance | Count | Balance | Count | Balance | Count | Balance | Count | Balance |
| (Dollars in thousands) | | | | | | | | | | |
| Commercial and industrial | 19 | \$5,119 | 9 | \$1,828 | 10 | \$1,271 | 10 | \$3,327 | 2 | \$135 |
| Commercial real-estate | | | | | | | | | | |
| Residential construction | — | — | — | — | — | — | — | — | — | — |
| Commercial construction | 3 | 9,401 | 2 | 8,934 | 3 | 9,401 | 1 | 467 | — | — |
| Land | 3 | 1,947 | 3 | 1,947 | 1 | 280 | — | — | — | — |
| Office | 7 | 4,075 | 5 | 2,740 | 5 | 1,996 | 2 | 1,536 | — | — |
| Industrial | 3 | 4,020 | 3 | 4,020 | 2 | 2,181 | 2 | 2,181 | — | — |
| Retail | 6 | 4,302 | 4 | 3,775 | 4 | 3,251 | 4 | 3,586 | — | — |

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| | | | | | | | | | | |
|-----------------------------------|----|----------|----|----------|----|----------|----|----------|---|-------|
| Multi-family | 1 | 548 | 1 | 548 | — | — | — | — | — | — |
| Mixed use and other | 19 | 23,112 | 12 | 11,852 | 14 | 20,324 | 4 | 6,804 | — | — |
| Residential real estate and other | 9 | 3,453 | 7 | 2,326 | 6 | 2,797 | 4 | 1,391 | — | — |
| Total loans | 70 | \$55,977 | 46 | \$37,970 | 45 | \$41,501 | 27 | \$19,292 | 2 | \$135 |

(1) Restructured loans may have more than one modification representing a concession. As such, restructured loans during the period may be represented in more than one of the categories noted above.

(2) Balances represent the recorded investment in the loan at the time of the restructuring.

During the nine months ended September 30, 2012, 68 loans totaling \$69.9 million, were determined to be troubled debt restructurings, compared to 70 loans totaling \$56.0 million, in the same period of 2011. Of these loans extended at below market terms, the weighted average extension had a term of approximately eight months during the nine months ended September 30, 2012 compared to 10 months for the same period of 2011. Further, the weighted average decrease in the stated interest rate for loans with a reduction of interest rate during the period was approximately 151 basis points and 201 basis points during the nine months ending September 30, 2012 and 2011, respectively.

Interest-only payment terms were approximately five months and 10 months during the nine months ending September 30, 2012 and 2011, respectively. Additionally, \$420,000 in principal balances were forgiven during the first nine months of 2012, compared to \$67,000 in the same period of 2011.

Table of Contents

The following table presents a summary of all loans restructured during the twelve months ended September 30, 2012 and 2011, and such loans which were in payment default under the restructured terms during the respective periods below:

| (Dollars in thousands) | As of September 30, 2012 | | Three months ended September 30, 2012 | | Nine months ended September 30, 2012 | |
|-----------------------------------|-----------------------------|-----------|--|---------|--|----------|
| | Total ⁽¹⁾⁽³⁾ | | Payments in Default ⁽²⁾⁽³⁾ | | Payments in Default ⁽²⁾⁽³⁾ | |
| | Count | Balance | Count | Balance | Count | Balance |
| Commercial | | | | | | |
| Commercial and industrial | 21 | \$15,161 | 3 | \$351 | 3 | \$351 |
| Commercial real-estate | | | | | | |
| Residential construction | 4 | 3,252 | — | — | — | — |
| Commercial construction | 7 | 3,360 | 5 | 2,740 | 5 | 2,740 |
| Land | 21 | 37,860 | 1 | 651 | 2 | 1,925 |
| Office | 2 | 4,795 | — | — | — | — |
| Industrial | 2 | 1,313 | 1 | 990 | 1 | 990 |
| Retail | 15 | 28,097 | — | — | 1 | 1,605 |
| Multi-family | 6 | 4,247 | 1 | 264 | 1 | 264 |
| Mixed use and other | 27 | 12,342 | 2 | 914 | 5 | 3,197 |
| Residential real estate and other | 16 | 3,977 | 5 | 1,931 | 6 | 2,379 |
| Total loans | 121 | \$114,404 | 18 | \$7,841 | 24 | \$13,451 |

(1) Total restructured loans represent all loans restructured during the previous twelve months from the date indicated.

(2) Restructured loans considered to be in payment default are over 30 days past-due subsequent to the restructuring.

(3) Balances represent the recorded investment in the loan at the time of the restructuring.

| (Dollars in thousands) | As of September 30, 2011 | | Three months ended September 30, 2011 | | Nine months ended September 30, 2011 | |
|-----------------------------------|-----------------------------|----------|--|----------|--|----------|
| | Total ⁽¹⁾⁽³⁾ | | Payments in Default ⁽²⁾⁽³⁾ | | Payments in Default ⁽²⁾⁽³⁾ | |
| | Count | Balance | Count | Balance | Count | Balance |
| Commercial | | | | | | |
| Commercial and industrial | 32 | \$11,941 | 3 | \$1,120 | 5 | \$1,946 |
| Commercial real-estate | | | | | | |
| Residential construction | — | — | — | — | — | — |
| Commercial construction | 4 | 9,779 | 1 | 377 | 1 | 377 |
| Land | 4 | 4,507 | 3 | 4,227 | 3 | 4,227 |
| Office | 9 | 8,906 | 3 | 3,899 | 3 | 3,899 |
| Industrial | 3 | 4,020 | 1 | 1,840 | 1 | 1,840 |
| Retail | 6 | 4,302 | 1 | 459 | 1 | 459 |
| Multi-family | 1 | 548 | — | — | — | — |
| Mixed use and other | 22 | 25,941 | 4 | 1,852 | 4 | 1,852 |
| Residential real estate and other | 10 | 3,894 | 3 | 769 | 3 | 769 |
| Total loans | 91 | \$73,838 | 19 | \$14,543 | 21 | \$15,369 |

(1) Total restructured loans represent all loans restructured during the previous twelve months from the date indicated.

(2) Restructured loans considered to be in payment default are over 30 days past-due subsequent to the restructuring.

(3) Balances represent the recorded investment in the loan at the time of the restructuring.

(8) Loan Securitization

During the third quarter of 2009, the Company entered into a revolving period securitization transaction sponsored by First Insurance Funding Corporation ("FIFC"). In connection with the securitization, premium finance receivables – commercial were transferred to FIFC Premium Funding, LLC (the "securitization entity"). Principal collections on loans in the securitization entity were used to acquire and transfer additional loans into the securitization entity during the stated revolving period. At December 31, 2011, the stated revolving period ended and the majority of collections began accumulating to pay off the issued instruments as scheduled.

30

Table of Contents

Instruments issued by the securitization entity included \$600 million Class A notes bearing an annual interest rate of one-month LIBOR plus 1.45% (the “Notes”). At the time of issuance, the Notes were eligible collateral under the Federal Reserve Bank of New York’s Term Asset-Backed Securities Loan Facility (“TALF”). Class B and Class C notes (“Subordinated securities”), which are recorded in the form of zero coupon bonds, were also issued and were retained by the Company.

This securitization transaction was accounted for as a secured borrowing and the securitization entity is treated as a consolidated subsidiary of the Company under ASC 810, “Consolidation”. The securitization entity’s receivables underlying third-party investors’ interests were recorded in loans, net of unearned income, excluding covered loans, an allowance for loan losses was established and the related debt issued was reported in secured borrowings—owed to securitization investors. Additionally, the Company’s retained interests in the transaction, principally consisting of subordinated securities, cash collateral, and overcollateralization of loans, constituted intercompany positions, which were eliminated in the preparation of the Company’s Consolidated Statements of Condition.

Upon transfer of premium finance receivables – commercial to the securitization entity, the receivables and certain cash flows derived from them became restricted for use in meeting obligations to the securitization entity’s creditors. The securitization entity had ownership of interest-bearing deposit balances that also had restrictions, the amounts of which were reported in interest-bearing deposits with other banks. With the exception of the seller’s interest in the transferred receivables, the Company’s interests in the securitization entity’s assets were generally subordinate to the interests of third-party investors.

During the first and second quarters of 2012, the Company purchased portions of the Notes in the open market in the amounts of \$172.0 million and \$67.2 million, respectively, effectively reducing the outstanding Notes, on a consolidated basis, to \$360.8 million. On August 15, 2012, the securitization entity paid off the \$360.8 million of Notes held by third party investors as well as the \$239.2 million owed to the Company. Additionally, the Company received payment of \$49.6 million related to the Subordinated securities held by the Company. As of September 30, 2012, the securitization entity held no loans or borrowings but retained approximately \$1.8 million in cash.

The table below details the securitization entity’s assets and liabilities on a stand-alone basis as of the dates shown:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--|-----------------------|----------------------|-----------------------|
| Cash collateral accounts | \$ 1,795 | \$4,427 | \$ 1,759 |
| Collections and interest funding accounts | — | 268,165 | 35,406 |
| Interest-bearing deposits with banks—restricted for securitization investors | \$ 1,795 | \$272,592 | \$ 37,165 |
| Loans, net of unearned income—restricted for securitization investors | \$ — | \$412,988 | \$645,621 |
| Allowance for loan losses | — | (1,456 |) (2,155 |
| Net loans—restricted for securitization investors | \$ — | \$411,532 | \$643,466 |
| Other assets | — | 2,319 | 2,568 |
| Total assets | \$ 1,795 | \$686,443 | \$683,199 |
| Secured borrowings—owed to securitization investors | \$ — | \$600,000 | \$600,000 |
| Other liabilities | — | 2,821 | 4,490 |
| Total liabilities | \$ — | \$602,821 | \$604,490 |

(9) Goodwill and Other Intangible Assets

A summary of the Company’s goodwill assets by business segment is presented in the following table:

| (Dollars in thousands) | January 1, 2012 | Goodwill Acquired | Impairment Loss | September 30, 2012 |
|------------------------|--------------------|----------------------|--------------------|-----------------------|
| Community banking | \$259,336 | \$ 1,516 | \$ — | \$260,852 |
| Specialty finance | 16,095 | 22,823 | — | 38,918 |
| Wealth management | 30,037 | 1,827 | — | 31,864 |

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| | | | | |
|-------|-----------|----------|-----|-----------|
| Total | \$305,468 | \$26,166 | \$— | \$331,634 |
|-------|-----------|----------|-----|-----------|

The community banking and wealth management segments' goodwill increased \$1.5 million and \$1.8 million, respectively, in 2012 as a result of the acquisition of a bank branch and the trust operations of Suburban. Additionally, the specialty finance

31

Table of Contents

segment's goodwill increased \$22.8 million during this same period as a result of the acquisition of Macquarie Premium Funding Inc.

A summary of finite-lived intangible assets as of the dates shown and the expected amortization as of September 30, 2012 is as follows:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--------------------------------------|-----------------------|----------------------|-----------------------|
| Specialty finance segment: | | | |
| Customer list intangibles: | | | |
| Gross carrying amount | \$1,800 | \$1,800 | \$1,800 |
| Accumulated amortization | (603 |) (460 |) (411 |
| Net carrying amount | \$1,197 | \$1,340 | \$1,389 |
| Community banking segment: | | | |
| Core deposit intangibles: | | | |
| Gross carrying amount | \$38,501 | \$35,587 | \$35,567 |
| Accumulated amortization | (24,178 |) (21,457 |) (20,547 |
| Net carrying amount | \$14,323 | \$14,130 | \$15,020 |
| Wealth management segment: | | | |
| Customer list and other intangibles: | | | |
| Gross carrying amount | \$7,390 | \$6,790 | \$6,090 |
| Accumulated amortization | (505 |) (190 |) (86 |
| Net carrying amount | \$6,885 | \$6,600 | \$6,004 |
| Total other intangible assets, net | \$22,405 | \$22,070 | \$22,413 |

Estimated amortization

| | |
|--|---------|
| Actual in nine months ended September 30, 2012 | \$3,216 |
| Estimated remaining in 2012 | 1,158 |
| Estimated—2013 | 4,471 |
| Estimated—2014 | 3,942 |
| Estimated—2015 | 2,402 |
| Estimated—2016 | 1,836 |

The customer list intangibles recognized in connection with the purchase of life insurance premium finance assets in 2009 are being amortized over an 18-year period on an accelerated basis.

The increase in core deposit intangibles from 2011 was related to the FDIC-assisted acquisitions of Charter National in the first quarter of 2012, Second Federal and First United Bank in the third quarter of 2012 as well as the acquisition of a bank branch of Suburban in the second quarter of 2012. The core deposit intangibles recognized in connection with these acquisitions are being amortized over a 10-year period on an accelerated basis.

The increase in intangibles within the wealth management segment was related to the Company's acquisition of the trust business of Suburban during the first quarter of 2012. The customer list intangible recognized in connection with the acquisition is being amortized over a 10-year period on a straight-line basis.

Total amortization expense associated with finite-lived intangibles totaled approximately \$3.2 million and \$2.4 million for the nine months ended September 30, 2012 and 2011, respectively.

Table of Contents

(10) Deposits

The following table is a summary of deposits as of the dates shown:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|------------------------------|--------------------|-------------------|--------------------|
| Balance: | | | |
| Non-interest bearing | \$2,162,215 | \$1,785,433 | \$1,631,709 |
| NOW | 1,841,743 | 1,698,778 | 1,633,752 |
| Wealth management deposits | 979,306 | 788,311 | 730,315 |
| Money market | 2,596,702 | 2,263,253 | 2,190,117 |
| Savings | 1,156,466 | 888,592 | 867,483 |
| Time certificates of deposit | 5,111,533 | 4,882,900 | 5,252,632 |
| Total deposits | \$13,847,965 | \$12,307,267 | \$12,306,008 |
| Mix: | | | |
| Non-interest bearing | 16 | % 15 | % 13 |
| NOW | 13 | 14 | 13 |
| Wealth management deposits | 7 | 6 | 6 |
| Money market | 19 | 18 | 18 |
| Savings | 8 | 7 | 7 |
| Time certificates of deposit | 37 | 40 | 43 |
| Total deposits | 100 | % 100 | % 100 |

Wealth management deposits represent deposit balances (primarily money market accounts) at the Company's subsidiary banks from brokerage customers of Wayne Hummer Investments, trust and asset management customers of CTC and brokerage customers from unaffiliated companies.

(11) Notes Payable, Federal Home Loan Bank Advances, Other Borrowings, Secured Borrowings and Subordinated Notes

The following table is a summary of notes payable, Federal Home Loan Bank advances, other borrowings, secured borrowings and subordinated notes as of the dates shown:

| (Dollars in thousands) | September 30, 2012 | December 31, 2011 | September 30, 2011 |
|--|-----------------------|----------------------|-----------------------|
| Notes payable | \$2,275 | \$52,822 | \$3,004 |
| Federal Home Loan Bank advances | 414,211 | 474,481 | 474,570 |
| Other borrowings: | | | |
| Securities sold under repurchase agreements | 337,405 | 413,333 | 414,333 |
| Other | 39,824 | 30,420 | 33,749 |
| Total other borrowings | 377,229 | 443,753 | 448,082 |
| Secured borrowings—owed to securitization investors | — | 600,000 | 600,000 |
| Subordinated notes | 15,000 | 35,000 | 40,000 |
| Total notes payable, Federal Home Loan Bank advances, other borrowings, secured borrowings, and subordinated notes | \$808,715 | \$1,606,056 | \$1,565,656 |

At September 30, 2012, the Company had notes payable of \$2.3 million. The Company had a \$1.0 million outstanding balance of notes payable, with an interest rate of 4.50%, under a \$76.0 million loan agreement ("Agreement") with unaffiliated banks. The Agreement consists of a \$75.0 million revolving credit facility, which matured on October 26, 2012, and a \$1.0 million term loan maturing on June 1, 2015. At September 30, 2012, there was no balance outstanding on the \$75.0 million revolving credit facility. Borrowings under the Agreement that are considered "Base Rate Loans" will bear interest at a rate equal to the higher of (1) 450 basis points and (2) for the applicable period, the highest of (a) the federal funds rate plus 100 basis points,

Table of Contents

(b) the lender's prime rate plus 50 basis points, and (c) the Eurodollar Rate (as defined below) that would be applicable for an interest period of one month plus 150 basis points. Borrowings under the Agreement that are considered "Eurodollar Rate Loans" will bear interest at a rate equal to the higher of (1) the British Bankers Association's LIBOR rate for the applicable period plus 350 basis points (the "Eurodollar Rate") and (2) 450 basis points. A commitment fee is payable quarterly equal to 0.50% of the actual daily amount by which the lenders' commitment under the revolving note exceeded the amount outstanding under such facility. As more fully described in Note 18 - Subsequent Events, on October 26, 2012, the Company entered into an Amended and Restated Credit Agreement, which altered the terms of the Agreement, and which provides for a \$1.0 million term loan and a \$100.0 million revolving credit facility, which mature on June 1, 2015 and October 25, 2013, respectively.

Borrowings under the Agreement are secured by the stock of some of the banks and contains several restrictive covenants, including the maintenance of various capital adequacy levels, asset quality and profitability ratios, and certain restrictions on dividends and other indebtedness. At September 30, 2012, the Company was in compliance with all debt covenants. The Agreement is available to be utilized, as needed, to provide capital to fund continued growth at the Company's banks and to serve as an interim source of funds for acquisitions, common stock repurchases or other general corporate purposes.

As a result of the acquisition of Great Lakes Advisors, the Company assumed an unsecured promissory note to a Great Lakes Advisor shareholder ("Unsecured Promissory Note") with an outstanding balance of \$1.3 million as of September 30, 2012. Under the Unsecured Promissory Note, the Company will make quarterly principal payments and pay interest at a rate of the federal funds rate plus 100 basis points. As of September 30, 2012, the current interest rate was 1.25%.

Federal Home Loan Bank advances consist of obligations of the banks and are collateralized by qualifying residential real estate and home equity loans and certain securities. FHLB advances are stated at par value of the debt adjusted for unamortized fair value adjustments recorded in connection with advances acquired through acquisitions. In order to achieve lower interest rates and to extend maturities, the Company restructured \$292.5 million of FHLB advances, paying \$22.4 million in prepayment fees, in the first quarter of 2012. The Company did not restructure any FHLB advances in 2011. These prepayment fees are classified in other assets on the Consolidated Statements of Condition and are amortized as an adjustment to interest expense using the effective interest method.

At September 30, 2012 securities sold under repurchase agreements represent \$70.8 million of customer balances in sweep accounts in connection with master repurchase agreements at the banks and \$266.6 million of short-term borrowings from brokers. Securities pledged for customer balances in sweep accounts are maintained under the Company's control and consist of U.S. Government agency, mortgage-backed and corporate securities. These securities are included in the available-for-sale securities portfolio as reflected on the Company's Consolidated Statements of Condition.

Other borrowings at September 30, 2012 and 2011 represent the junior subordinated amortizing notes issued by the Company in connection with the issuance of Tangible Equity Units (TEUs) in December 2010 and a fixed-rate promissory note issued by the Company in August 2012 ("Fixed-rate Promissory Note") related to an office building owned by the Company. The junior subordinated notes were recorded at their initial principal balance of \$44.7 million, net of issuance costs. These notes have a stated interest rate of 9.5% and require quarterly principal and interest payments of \$4.3 million, with an initial payment of \$4.6 million that was paid on March 15, 2011. The issuance costs are being amortized to interest expense using the effective-interest method. The scheduled final installment payment on the notes is December 15, 2013, subject to extension. At September 30, 2012, these notes had an outstanding balance of \$19.8 million. See Note 17 – Shareholders' Equity and Earnings Per Share for further discussion of the TEUs. At September 30, 2012 the Fixed-rate Promissory Note had an outstanding balance of \$20.0 million. Under the Fixed-rate Promissory Note, the Company will make monthly principal payments and pay interest at a fixed rate of 3.75% until maturity on September 1, 2017.

During the third quarter of 2009, the Company entered into an off-balance sheet securitization transaction sponsored by FIFC. In connection with the securitization, premium finance receivables—commercial were transferred to FIFC Premium Funding, LLC, a qualifying special purpose entity (the "QSPE"). The QSPE issued \$600 million Class A notes that had an annual interest rate of one-month LIBOR plus 1.45% (the "Notes"). At the time of issuance, the Notes were

eligible collateral under TALF. During the first and second quarters of 2012, the Company purchased \$172.0 million and \$67.2 million, respectively, of the Notes in the open market effectively defeasing a portion of the Notes. During the third quarter of 2012, the Company completely paid-off the remaining portion of these Notes as reflected on the Company's Consolidated Statements of Condition as secured borrowings owed to securitization investors. See Note 8 — Loan Securitization, for more information on the QSPE.

At September 30, 2012, the Company had an obligation for one subordinated note with a remaining balance of \$15.0 million. This subordinated note was issued in October 2005 (funded in May 2006). During the second quarter of 2012, two subordinated notes issued in October 2002 and April 2003 with remaining balances of \$5.0 million and \$10.0 million, respectively, were paid off prior to maturity. The remaining subordinated note as of September 30, 2012 requires annual principal payments of \$5.0 million on May 29, 2013, 2014 and 2015. The Company may redeem the subordinated note without payment of premium or

Table of Contents

penalty at any time prior to maturity. Interest on each note is calculated at a rate equal to three-month LIBOR plus 130 basis points.

(12) Junior Subordinated Debentures

As of September 30, 2012, the Company owned 100% of the common securities of nine trusts, Wintrust Capital Trust III, Wintrust Statutory Trust IV, Wintrust Statutory Trust V, Wintrust Capital Trust VII, Wintrust Capital Trust VIII, Wintrust Capital Trust IX, Northview Capital Trust I, Town Bankshares Capital Trust I, and First Northwest Capital Trust I (the "Trusts") set up to provide long-term financing. The Northview, Town and First Northwest capital trusts were acquired as part of the acquisitions of Northview Financial Corporation, Town Bankshares, Ltd., and First Northwest Bancorp, Inc., respectively. The Trusts were formed for purposes of issuing trust preferred securities to third-party investors and investing the proceeds from the issuance of the trust preferred securities and common securities solely in junior subordinated debentures issued by the Company (or assumed by the Company in connection with an acquisition), with the same maturities and interest rates as the trust preferred securities. The junior subordinated debentures are the sole assets of the Trusts. In each Trust, the common securities represent approximately 3% of the junior subordinated debentures and the trust preferred securities represent approximately 97% of the junior subordinated debentures.

The Trusts are reported in the Company's consolidated financial statements as unconsolidated subsidiaries.

Accordingly, in the Consolidated Statements of Condition, the junior subordinated debentures issued by the Company to the Trusts are reported as liabilities and the common securities of the Trusts, all of which are owned by the Company, are included in available-for-sale securities.

The following table provides a summary of the Company's junior subordinated debentures as of September 30, 2012. The junior subordinated debentures represent the par value of the obligations owed to the Trusts.

| (Dollars in thousands) | Common Securities | Trust Preferred Securities | Junior Subordinated Debentures | Rate Structure | Contractual rate at 9/30/2012 | Issue Date | Maturity Date | Earliest Redemption Date |
|---------------------------------|-------------------|----------------------------|--------------------------------|----------------|-------------------------------|------------|---------------|--------------------------|
| Wintrust Capital Trust III | \$ 774 | \$ 25,000 | \$ 25,774 | L+3.25 | 3.71 % | 04/2003 | 04/2033 | 04/2008 |
| Wintrust Statutory Trust IV | 619 | 20,000 | 20,619 | L+2.80 | 3.16 % | 12/2003 | 12/2033 | 12/2008 |
| Wintrust Statutory Trust V | 1,238 | 40,000 | 41,238 | L+2.60 | 2.96 % | 05/2004 | 05/2034 | 06/2009 |
| Wintrust Capital Trust VII | 1,550 | 50,000 | 51,550 | L+1.95 | 2.34 % | 12/2004 | 03/2035 | 03/2010 |
| Wintrust Capital Trust VIII | 1,238 | 40,000 | 41,238 | L+1.45 | 1.81 % | 08/2005 | 09/2035 | 09/2010 |
| Wintrust Capital Trust IX | 1,547 | 50,000 | 51,547 | L+1.63 | 2.02 % | 09/2006 | 09/2036 | 09/2011 |
| Northview Capital Trust I | 186 | 6,000 | 6,186 | L+3.00 | 3.44 % | 08/2003 | 11/2033 | 08/2008 |
| Town Bankshares Capital Trust I | 186 | 6,000 | 6,186 | L+3.00 | 3.44 % | 08/2003 | 11/2033 | 08/2008 |
| First Northwest Capital Trust I | 155 | 5,000 | 5,155 | L+3.00 | 3.36 % | 05/2004 | 05/2034 | 05/2009 |
| Total | | | \$ 249,493 | | 2.57 % | | | |

The junior subordinated debentures totaled \$249.5 million at September 30, 2012, December 31, 2011 and September 30, 2011.

The interest rates on the variable rate junior subordinated debentures are based on the three-month LIBOR rate and reset on a quarterly basis. At September 30, 2012, the weighted average contractual interest rate on the junior

subordinated debentures was 2.57%. The Company entered into interest rate swaps and caps with an aggregate notional value of \$225 million to hedge the variable cash flows on certain junior subordinated debentures. The hedge-adjusted rate on the junior subordinated debentures as of September 30, 2012, was 4.91%. Distributions on the common and preferred securities issued by the Trusts are payable quarterly at a rate per annum equal to the interest rates being earned by the Trusts on the junior subordinated debentures. Interest expense on the junior subordinated debentures is deductible for income tax purposes.

The Company has guaranteed the payment of distributions and payments upon liquidation or redemption of the trust preferred securities, in each case to the extent of funds held by the Trusts. The Company and the Trusts believe that, taken together, the obligations of the Company under the guarantees, the junior subordinated debentures, and other related agreements provide, in the aggregate, a full, irrevocable and unconditional guarantee, on a subordinated basis, of all of the obligations of the Trusts under the trust preferred securities. Subject to certain limitations, the Company has the right to defer the payment of interest on the junior subordinated debentures at any time, or from time to time, for a period not to exceed 20 consecutive quarters. The trust preferred securities are subject to mandatory redemption, in whole or in part, upon repayment of the junior subordinated

Table of Contents

debentures at maturity or their earlier redemption. The junior subordinated debentures are redeemable in whole or in part prior to maturity at any time after the earliest redemption dates shown in the table, and earlier at the discretion of the Company if certain conditions are met, and, in any event, only after the Company has obtained Federal Reserve approval, if then required under applicable guidelines or regulations.

The junior subordinated debentures, subject to certain limitations, qualify as Tier 1 capital of the Company for regulatory purposes. The amount of junior subordinated debentures and certain other capital elements in excess of those certain limitations could be included in Tier 2 capital, subject to restrictions. At September 30, 2012, all of the junior subordinated debentures, net of the Common Securities, were included in the Company's Tier 1 regulatory capital.

(13) Segment Information

The Company's operations consist of three primary segments: community banking, specialty finance and wealth management.

The three reportable segments are strategic business units that are separately managed as they offer different products and services and have different marketing strategies. In addition, each segment's customer base has varying characteristics. The community banking segment has a different regulatory environment than the specialty finance and wealth management segments. While the Company's management monitors each of the fifteen bank subsidiaries' operations and profitability separately, these subsidiaries have been aggregated into one reportable operating segment due to the similarities in products and services, customer base, operations, profitability measures, and economic characteristics.

The net interest income, net revenue and segment profit of the community banking segment includes income and related interest costs from portfolio loans that were purchased from the specialty finance segment. For purposes of internal segment profitability analysis, management reviews the results of its specialty finance segment as if all loans originated and sold to the community banking segment were retained within that segment's operations, thereby causing inter-segment eliminations. Similarly, for purposes of analyzing the contribution from the wealth management segment, management allocates a portion of the net interest income earned by the community banking segment on deposit balances of customers of the wealth management segment to the wealth management segment. See Note 10 — Deposits, for more information on these deposits.

The segment financial information provided in the following tables has been derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Company. The accounting policies of the segments are substantially similar to as those described in "Summary of Significant Accounting Policies" in Note 1 of the Company's 2011 Form 10-K. The Company evaluates segment performance based on after-tax profit or loss and other appropriate profitability measures common to each segment. Certain indirect expenses have been allocated based on actual volume measurements and other criteria, as appropriate. Intersegment revenue and transfers are generally accounted for at current market prices. The parent and intersegment eliminations reflected parent company information and intersegment eliminations.

Table of Contents

The following is a summary of certain operating information for reportable segments:

| (Dollars in thousands) | Three months ended September | | \$ Change in Contribution | % Change in Contribution | |
|---------------------------------------|------------------------------|---------------|------------------------------|-----------------------------|----|
| | 30, 2012 | 2011 | | | |
| Net interest income: | | | | | |
| Community banking | \$ 124,684 | \$ 109,242 | \$ 15,442 | 14 | % |
| Specialty finance | 33,125 | 28,802 | 4,323 | 15 | |
| Wealth management | 524 | 2,883 | (2,359) | (82) |) |
| Parent and inter-segment eliminations | (25,758) | (22,517) | (3,241) | (14) |) |
| Total net interest income | \$ 132,575 | \$ 118,410 | \$ 14,165 | 12 | % |
| Non-interest income: | | | | | |
| Community banking | \$ 48,912 | \$ 55,714 | \$(6,802) | (12) |)% |
| Specialty finance | 131 | 784 | (653) | (83) |) |
| Wealth management | 16,115 | 14,304 | 1,811 | 13 | |
| Parent and inter-segment eliminations | (2,213) | (3,555) | 1,342 | 38 | |
| Total non-interest income | \$ 62,945 | \$ 67,247 | \$(4,302) | (6) |)% |
| Net revenue: | | | | | |
| Community banking | \$ 173,596 | \$ 164,956 | \$ 8,640 | 5 | % |
| Specialty finance | 33,256 | 29,586 | 3,670 | 12 | |
| Wealth management | 16,639 | 17,187 | (548) | (3) |) |
| Parent and inter-segment eliminations | (27,971) | (26,072) | (1,899) | (7) |) |
| Total net revenue | \$ 195,520 | \$ 185,657 | \$ 9,863 | 5 | % |
| Segment profit: | | | | | |
| Community banking | \$ 39,663 | \$ 32,887 | \$ 6,776 | 21 | % |
| Specialty finance | 12,967 | 12,765 | 202 | 2 | |
| Wealth management | 1,317 | 2,357 | (1,040) | (44) |) |
| Parent and inter-segment eliminations | (21,645) | (17,807) | (3,838) | (22) |) |
| Total segment profit | \$ 32,302 | \$ 30,202 | \$ 2,100 | 7 | % |
| Segment assets: | | | | | |
| Community banking | \$ 16,877,673 | \$ 15,110,396 | \$ 1,767,277 | 12 | % |
| Specialty finance | 3,796,745 | 3,255,916 | 540,829 | 17 | |
| Wealth management | 95,128 | 88,551 | 6,577 | 7 | |
| Parent and inter-segment eliminations | (3,750,954) | (2,540,059) | (1,210,895) | (48) |) |
| Total segment assets | \$ 17,018,592 | \$ 15,914,804 | \$ 1,103,788 | 7 | % |

Table of Contents

| (Dollars in thousands) | Nine months ended September | | \$ Change in Contribution | % Change in Contribution | |
|---------------------------------------|-----------------------------|-----------|------------------------------|-----------------------------|---|
| | 30, 2012 | 2011 | | | |
| Net interest income: | | | | | |
| Community banking | \$368,834 | \$312,053 | \$56,781 | 18 | % |
| Specialty finance | 90,750 | 84,808 | 5,942 | 7 | % |
| Wealth management | 4,940 | 6,322 | (1,382) | (22) | % |
| Parent and inter-segment eliminations | (77,784) | (66,453) | (11,331) | (17) | % |
| Total net interest income | \$386,740 | \$336,730 | \$50,010 | 15 | % |
| Non-interest income: | | | | | |
| Community banking | \$117,717 | \$109,172 | \$8,545 | 8 | % |
| Specialty finance | 1,724 | 2,282 | (558) | (24) | % |
| Wealth management | 47,316 | 40,734 | 6,582 | 16 | % |
| Parent and inter-segment eliminations | (5,854) | (7,402) | 1,548 | 21 | % |
| Total non-interest income | \$160,903 | \$144,786 | \$16,117 | 11 | % |
| Net revenue: | | | | | |
| Community banking | \$486,551 | \$421,225 | \$65,326 | 16 | % |
| Specialty finance | 92,474 | 87,090 | 5,384 | 6 | % |
| Wealth management | 52,256 | 47,056 | 5,200 | 11 | % |
| Parent and inter-segment eliminations | (83,638) | (73,855) | (9,783) | (13) | % |
| Total net revenue | \$547,643 | \$481,516 | \$66,127 | 14 | % |
| Segment profit: | | | | | |
| Community banking | \$96,052 | \$61,158 | \$34,894 | 57 | % |
| Specialty finance | 36,401 | 40,730 | (4,329) | (11) | % |
| Wealth management | 5,297 | 5,060 | 237 | 5 | % |
| Parent and inter-segment eliminations | (56,643) | (48,594) | (8,049) | (17) | % |
| Total segment profit | \$81,107 | \$58,354 | \$22,753 | 39 | % |

(14) Derivative Financial Instruments

The Company primarily enters into derivative financial instruments as part of its strategy to manage its exposure to changes in interest rates. Derivative instruments represent contracts between parties that result in one party delivering cash to the other party based on a notional amount and an underlying (such as a rate, security price or price index) as specified in the contract. The amount of cash delivered from one party to the other is determined based on the interaction of the notional amount of the contract with the underlying. Derivatives are also implicit in certain contracts and commitments.

The derivative financial instruments currently used by the Company to manage its exposure to interest rate risk include: (1) interest rate swaps and caps to manage the interest rate risk of certain variable rate liabilities; (2) interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market; (3) forward commitments for the future delivery of such mortgage loans to protect the Company from adverse changes in interest rates and corresponding changes in the value of mortgage loans available-for-sale; and (4) covered call options related to specific investment securities to enhance the overall yield on such securities. The Company also enters into derivatives (typically interest rate swaps) with certain qualified borrowers to facilitate the borrowers' risk management strategies and concurrently enters into mirror-image derivatives with a third party counterparty, effectively making a market in the derivatives for such borrowers. Additionally, the Company enters into foreign currency contracts to manage foreign exchange risk associated with certain foreign currency denominated assets. As required by ASC 815, the Company recognizes derivative financial instruments in the consolidated financial statements at fair value regardless of the purpose or intent for holding the instrument. Derivative financial instruments are included in other assets or other liabilities, as appropriate, on the Consolidated Statements of Condition. Changes in the fair value of derivative financial instruments are either recognized in income or in shareholders' equity as a component of other comprehensive income depending on whether the derivative financial instrument qualifies for

hedge accounting and, if so, whether it qualifies as a fair value hedge or cash flow hedge. Generally, changes in fair values of derivatives accounted for as fair value hedges are recorded in income in the same period and in the same income statement line as changes in the fair values of the hedged items that relate to the hedged risk(s). Changes in fair values of derivative financial instruments accounted for as cash flow hedges, to the extent they are effective hedges, are recorded as a component of other comprehensive income, net of deferred taxes, and reclassified

Table of Contents

to earnings when the hedged transaction affects earnings. Changes in fair values of derivative financial instruments not designated in a hedging relationship pursuant to ASC 815, including changes in fair value related to the ineffective portion of cash flow hedges, are reported in non-interest income during the period of the change. Derivative financial instruments are valued by a third party and are validated by comparison with valuations provided by the respective counterparties. Fair values of certain mortgage banking derivatives (interest rate lock commitments and forward commitments to sell mortgage loans on a best efforts basis) are estimated based on changes in mortgage interest rates from the date of the loan commitment. The fair value of foreign currency derivatives is computed based on changes in foreign currency rates stated in the contract compared to those prevailing at the measurement date.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Statements of Condition as of September 30, 2012 and 2011:

| (Dollars in thousands) | Derivative Assets Fair Value | | | Derivative Liabilities Fair Value | | |
|---|---------------------------------|-----------------------|-----------------------|--------------------------------------|-----------------------|-----------------------|
| | Balance Sheet Location | September 30, 2012 | September 30, 2011 | Balance Sheet Location | September 30, 2012 | September 30, 2011 |
| Derivatives designated as hedging instruments under ASC 815: | | | | | | |
| Interest rate derivatives designated as Cash Flow Hedges | Other assets | \$6 | \$132 | Other liabilities | \$9,491 | \$12,339 |
| Interest rate derivatives designated as Fair Value Hedges | Other assets | \$153 | \$— | Other liabilities | \$— | \$— |
| Total derivatives designated as hedging instruments under ASC 815 | | \$159 | \$132 | | \$9,491 | \$12,339 |
| Derivatives not designated as hedging instruments under ASC 815: | | | | | | |
| Interest rate derivatives | Other assets | 50,190 | 32,882 | Other liabilities | 48,517 | 32,908 |
| Interest rate lock commitments | Other assets | 15,614 | 6,506 | Other liabilities | 10,392 | 249 |
| Forward commitments to sell mortgage loans | Other assets | 16 | 283 | Other liabilities | 11,568 | 5,116 |
| Foreign exchange contracts | Other assets | 11 | — | Other liabilities | 9 | — |
| Total derivatives not designated as hedging instruments under ASC 815 | | \$65,831 | \$39,671 | | \$70,486 | \$38,273 |
| Total derivatives | | \$65,990 | \$39,803 | | \$79,977 | \$50,612 |

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to net interest income and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps and interest rate caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of payments at the end of each period in which the interest rate specified in the contract exceed the agreed upon strike price. As of September 30, 2012, the Company had four interest rate swaps and two interest rate caps with an aggregate notional amount of \$225 million that were designated as cash flow hedges of interest rate risk.

Table of Contents

The table below provides details on each of these cash flow hedges as of September 30, 2012:

| (Dollars in thousands) | September 30, 2012 Notional Amount | Fair Value Gain (Loss) | |
|---------------------------|--|---------------------------|---|
| Maturity Date | | | |
| Interest Rate Swaps: | | | |
| September 2013 | 50,000 | (2,398 |) |
| September 2013 | 40,000 | (2,001 |) |
| September 2016 | 50,000 | (3,352 |) |
| October 2016 | 25,000 | (1,740 |) |
| Total Interest Rate Swaps | 165,000 | (9,491 |) |
| Interest Rate Caps: | | | |
| September 2014 | 20,000 | 2 | |
| September 2014 | 40,000 | 4 | |
| Total Interest Rate Caps | 60,000 | 6 | |
| Total Cash Flow Hedges | \$225,000 | \$(9,485 |) |

Since entering into these interest rate derivatives, the Company has used them to hedge the variable cash outflows associated with interest expense on the Company's junior subordinated debentures. The effective portion of changes in the fair value of these cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified to interest expense as interest payments are made on the Company's variable rate junior subordinated debentures. The changes in fair value (net of tax) are separately disclosed in the Consolidated Statements of Comprehensive Income. The ineffective portion of the change in fair value of these derivatives is recognized directly in earnings; however, no hedge ineffectiveness was recognized during the nine months ended September 30, 2012 or September 30, 2011. The Company uses the hypothetical derivative method to assess and measure effectiveness. A rollforward of the amounts in accumulated other comprehensive income related to interest rate derivatives designated as cash flow hedges follows:

| (Dollars in thousands) | Three months ended September 30, | | Nine months ended September 30, | |
|---|-------------------------------------|-------------|------------------------------------|-------------|
| | 2012 | 2011 | 2012 | 2011 |
| Unrealized loss at beginning of period | \$(9,901 |) \$(10,120 |) \$(11,633 |) \$(13,323 |
| Amount reclassified from accumulated other comprehensive income to interest expense on junior subordinated debentures | 1,471 | 2,246 | 4,324 | 6,615 |
| Amount of loss recognized in other comprehensive income | (1,764 |) (4,333 |) (2,885 |) (5,499 |
| Unrealized loss at end of period | \$(10,194 |) \$(12,207 |) \$(10,194 |) \$(12,207 |

As of September 30, 2012, the Company estimates that during the next twelve months, \$6.1 million will be reclassified from accumulated other comprehensive income as an increase to interest expense.

Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value related to certain of its floating rate assets that contain embedded optionality due to changes in benchmark interest rates, such as LIBOR. The Company uses purchased interest rate caps to manage its exposure to changes in fair value on these instruments attributable to changes in the benchmark interest rate. Interest rate caps designated as fair value hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike price on the contract in exchange for an up-front premium. As of September 30, 2012, the Company had one interest rate cap with a notional amount of \$96.5 million that was designated as a fair value hedge of interest rate risk associated with an embedded cap in one of the Company's floating rate assets.

For derivatives designated as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in earnings. The Company includes the gain or loss on the hedged item in the same line item as the offsetting loss or gain on the related derivatives. During the three months ended September 30,

40

Table of Contents

2012, the Company recognized a net gain of \$37,000 in other income/expense related to hedge ineffectiveness. The Company also recognized a net reduction to interest income of \$50,000 for the three months ended September 30, 2012 related to the Company's fair value hedges, which includes net settlements on the derivatives and amortization adjustment of the basis in the hedged item. The Company did not have any fair value hedges outstanding prior to the second quarter of 2012.

The following table presents the gain/(loss) and hedge ineffectiveness recognized on derivative instruments and the related hedged items that are designated as a fair value hedge accounting relationship as of September 30, 2012:

(Dollars in thousands)

| Derivatives in Fair Value Hedging Relationships | Location of Gain or (Loss) Recognized in Income on Derivative | Amount of Gain or (Loss) in Income on Derivative Three Months Ended September 30, | | Amount of Gain or (Loss) Recognized in Income on Hedged Item Three Months Ended September 30, | | Income Statement Gain/(Loss) due to Hedge Ineffectiveness Three Months Ended September 30, | |
|---|---|---|------|---|------|--|------|
| | | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 |

| | | | | | | | |
|------------------------|--------------|-----------|------|--------|------|------|-----|
| Interest rate products | Other income | \$ (229) | \$ — | \$ 266 | \$ — | \$37 | \$— |
|------------------------|--------------|-----------|------|--------|------|------|-----|

(Dollars in thousands)

| Derivatives in Fair Value Hedging Relationships | Location of Gain or (Loss) Recognized in Income on Derivative | Amount of Gain or (Loss) in Income on Derivative Nine Months Ended September 30, | | Amount of Gain or (Loss) Recognized in Income on Hedged Item Nine Months Ended September 30, | | Income Statement Gain/(Loss) due to Hedge Ineffectiveness Nine Months Ended September 30, | |
|---|---|--|------|--|------|---|------|
| | | 2012 | 2011 | 2012 | 2011 | 2012 | 2011 |

| | | | | | | | |
|------------------------|--------------|-----------|------|--------|------|------|-----|
| Interest rate products | Other income | \$ (432) | \$ — | \$ 482 | \$ — | \$50 | \$— |
|------------------------|--------------|-----------|------|--------|------|------|-----|

Non-Designated Hedges

The Company does not use derivatives for speculative purposes. Derivatives not designated as hedges are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings.

Interest Rate Derivatives—The Company has interest rate derivatives, including swaps and option products, resulting from a service the Company provides to certain qualified borrowers. The Company's banking subsidiaries execute certain derivative products (typically interest rate swaps) directly with qualified commercial borrowers to facilitate their respective risk management strategies. For example, these arrangements allow the Company's commercial borrowers to effectively convert a variable rate loan to a fixed rate. In order to minimize the Company's exposure on these transactions, the Company simultaneously executes offsetting derivatives with third parties. In most cases, the offsetting derivatives have mirror-image terms, which result in the positions' changes in fair value substantially offsetting through earnings each period. However, to the extent that the derivatives are not a mirror-image and because of differences in counterparty credit risk, changes in fair value will not completely offset resulting in some earnings impact each period. Changes in the fair value of these derivatives are included in other non-interest income. At September 30, 2012, the Company had interest rate derivative transactions with an aggregate notional amount of approximately \$2.0 billion (all interest rate swaps with customers and third parties) related to this program. These interest rate derivatives had maturity dates ranging from December 2012 to January 2033.

Mortgage Banking Derivatives—These derivatives include interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market and forward commitments for the future delivery of such loans. It is the Company's practice to enter into forward commitments for the future delivery of a portion of our residential mortgage loan production when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on its commitments to fund the loans as well as on its portfolio of

mortgage loans held-for-sale. The Company's mortgage banking derivatives have not been designated as being in hedge relationships. At September 30, 2012, the Company had forward commitments to sell mortgage loans with an aggregate notional amount of approximately \$1.2 billion and interest rate lock commitments with an aggregate notional amount of approximately \$588.8 million. Additionally, the Company's total mortgage loans held-for-sale at September 30, 2012 was \$570.0 million. The fair values of these derivatives were estimated based on changes in mortgage rates from the dates of the commitments. Changes in the fair value of these mortgage banking derivatives are included in mortgage banking revenue.

Foreign Currency Derivatives—These derivatives include foreign currency contracts used to manage the foreign exchange risk associated with foreign currency denominated assets and transactions. Foreign currency contracts, which include spot and forward contracts, represent agreements to exchange the currency of one country for the currency of another country at an agreed-upon price on an agreed-upon settlement date. As a result of fluctuations in foreign currencies, the U.S. dollar-

Table of Contents

equivalent value of the foreign currency denominated assets or forecasted transactions increase or decrease. Gains or losses on the derivative instruments related to these foreign currency denominated assets or forecasted transactions are expected to substantially offset this variability. As of September 30, 2012 the Company held foreign currency derivatives with an aggregate notional amount of approximately \$5.0 million.

Other Derivatives—Periodically, the Company will sell options to a bank or dealer for the right to purchase certain securities held within the Banks' investment portfolios (covered call options). These option transactions are designed primarily to increase the total return associated with the investment securities portfolio. These options do not qualify as hedges pursuant to ASC 815, and, accordingly, changes in fair value of these contracts are recognized as other non-interest income. There were no covered call options outstanding as of September 30, 2012 or September 30, 2011. In the second quarter of 2012, the Company entered into two interest rate cap derivatives to protect the Company in a rising rate environment against increased margin compression due to the repricing of variable rate liabilities and lack of repricing of fixed rate loans and/or securities. These interest rate caps manage rising interest rates by transforming fixed rate loans and/or securities to variable if rates continue to rise, while retaining the ability to benefit from a decline in interest rates. The Company entered into another interest rate cap derivative in the third quarter of 2012. As of September 30, 2012, the three interest rate cap derivatives, which have not been designated as being in hedge relationships, have an aggregate notional value of \$508.5 million.

Amounts included in the Consolidated Statements of Income related to derivative instruments not designated in hedge relationships were as follows:

| (Dollars in thousands) | | Three Months Ended | | Nine Months Ended | |
|------------------------------|------------------------------|--------------------|-------|-------------------|----------|
| | | September 30, | | September 30, | |
| Derivative | Location in income statement | 2012 | 2011 | 2012 | 2011 |
| Interest rate swaps and caps | Other income | \$(1,025) | \$535 | \$(1,822) | \$(93) |
| Mortgage banking derivatives | Mortgage banking revenue | (295) | 448 | 2,068 | (1,060) |
| Covered call options | Other income | 2,083 | 3,436 | 8,320 | 8,193 |

Credit Risk

Derivative instruments have inherent risks, primarily market risk and credit risk. Market risk is associated with changes in interest rates and credit risk relates to the risk that the counterparty will fail to perform according to the terms of the agreement. The amounts potentially subject to market and credit risks are the streams of interest payments under the contracts and the market value of the derivative instrument and not the notional principal amounts used to express the volume of the transactions. Market and credit risks are managed and monitored as part of the Company's overall asset-liability management process, except that the credit risk related to derivatives entered into with certain qualified borrowers is managed through the Company's standard loan underwriting process since these derivatives are secured through collateral provided by the loan agreements. Actual exposures are monitored against various types of credit limits established to contain risk within parameters. When deemed necessary, appropriate types and amounts of collateral are obtained to minimize credit exposure.

The Company has agreements with certain of its interest rate derivative counterparties that contain cross-default provisions, which provide that if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. The Company also has agreements with certain of its derivative counterparties that contain a provision allowing the counter party to terminate the derivative positions if the Company fails to maintain its status as a well or adequate capitalized institution, which would require the Company to settle its obligations under the agreements. The fair value of interest rate derivatives that contain credit-risk related contingent features that were in a net liability position as of September 30, 2012 was \$58.9 million. As of September 30, 2012 the Company has minimum collateral posting thresholds with certain of its derivative counterparties and has posted collateral consisting of \$7.1 million of cash and \$48.7 million of securities. If the Company had breached any of these provisions at

September 30, 2012 it would have been required to settle its obligations under the agreements at the termination value and would have been required to pay any additional amounts due in excess of amounts previously posted as collateral with the respective counterparty.

The Company is also exposed to the credit risk of its commercial borrowers who are counterparties to interest rate derivatives with the Banks. This counterparty risk related to the commercial borrowers is managed and monitored through the Banks' standard underwriting process applicable to loans since these derivatives are secured through collateral provided by the loan

Table of Contents

agreement. The counterparty risk associated with the mirror-image swaps executed with third parties is monitored and managed in connection with the Company's overall asset liability management process.

(15) Fair Values of Assets and Liabilities

The Company measures, monitors and discloses certain of its assets and liabilities on a fair value basis. These financial assets and financial liabilities are measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observability of the assumptions used to determine fair value. These levels are:

Level 1—unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2—inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3—significant unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the above valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the assets or liabilities. Following is a description of the valuation methodologies used for the Company's assets and liabilities measured at fair value on a recurring basis.

Available-for-sale and trading account securities—Fair values for available-for-sale and trading securities are typically based on prices obtained from independent pricing vendors. Securities measured with these valuation techniques are generally classified as Level 2 of the fair value hierarchy. Typically, standard inputs such as benchmark yields, reported trades for similar securities, issuer spreads, benchmark securities, bids, offers and reference data including market research publications are used to fair value a security. When these inputs are not available, broker/dealer quotes may be obtained by the vendor to determine the fair value of the security. We review the vendor's pricing methodologies to determine if observable market information is being used, versus unobservable inputs. Fair value measurements using significant inputs that are unobservable in the market due to limited activity or a less liquid market are classified as Level 3 in the fair value hierarchy.

The Company's Investment Operations Department is responsible for the valuation of Level 3 available-for-sale securities. The methodology and variables used as inputs in pricing Level 3 securities are derived from a combination of observable and unobservable inputs. The unobservable inputs are determined through internal assumptions that may vary from period to period due to external factors, such as market movement and credit rating adjustments.

At September 30, 2012, the Company classified \$35.8 million of municipal securities as Level 3. These municipal securities are bond issues for various municipal government entities, including park districts, located in the Chicago metropolitan area and southeastern Wisconsin and are privately placed, non-rated bonds without CUSIP numbers. The Company's methodology for pricing the non-rated bonds focuses on three distinct inputs: equivalent rating, yield and other pricing terms. To determine the rating for a given non-rated municipal bond, the Investment Operations Department references a publicly issued bond by the same issuer if available. A reduction is then applied to the rating obtained from the comparable bond, as the Company believes if liquidated, a non-rated bond would be valued less than a similar bond with a verifiable rating. The reduction applied by the Company is one complete rating grade (i.e. a "AA" rating for a comparable bond would be reduced to "A" for the Company's valuation). In the third quarter of 2012, all of the ratings derived in the above process by Investment Operations were BBB or better, for both bonds with and without comparable bond proxies. The fair value measurement of municipal bonds is sensitive to the rating input, as a higher rating typically results in an increased valuation. The remaining pricing inputs used in the bond valuation are

observable. Based on the rating determined in the above process, Investment Operations obtains a corresponding current market yield curve available to market participants. Other terms including coupon, maturity date, redemption price, number of coupon payments, and accrual method are obtained from the individual bond term sheets. Certain municipal bonds held by the Company at September 30, 2012 have a call date that has passed, and are now continuously callable. When valuing these bonds, the fair value is capped at par value as the Company assumes a market participant would not pay more than par for a continuously callable bond.

Table of Contents

At September 30, 2012, the Company held \$22.3 million of other equity securities classified as Level 3. The securities in Level 3 are primarily comprised of auction rate preferred securities. The Company utilizes an independent pricing vendor to provide a fair market valuation of these securities. The vendor's valuation methodology includes modeling the contractual cash flows of the underlying preferred securities and applying a discount to these cash flows by a credit spread derived from the market price of the securities underlying debt. At September 30, 2012, the vendor considered five different securities whose implied credit spreads were believed to provide a proxy for the Company's auction rate preferred securities. The credit spreads ranged from 2.03%-2.41% with an average of 2.25% which was added to three-month LIBOR to be used as the discount rate input to the vendor's model. Fair value of the securities is sensitive to the discount rate utilized as a higher discount rate results in a decreased fair value measurement.

Mortgage loans held-for-sale—Mortgage loans originated by Wintrust Mortgage, a division of Barrington ("Wintrust Mortgage") are carried at fair value. The fair value of mortgage loans held-for-sale is determined by reference to investor price sheets for loan products with similar characteristics.

Mortgage servicing rights—Fair value for mortgage servicing rights is determined utilizing a third party valuation model which stratifies the servicing rights into pools based on product type and interest rate. The fair value of each servicing rights pool is calculated based on the present value of estimated future cash flows using a discount rate commensurate with the risk associated with that pool, given current market conditions. At September 30, 2012, the Company classified \$6.3 million of mortgage servicing rights as Level 3. The weighted average discount rate used as an input to value the pool of mortgage servicing rights at September 30, 2012 was 10.22% with discount rates applied ranging from 10%-13.5%. The higher the rate utilized to discount estimated future cash flows, the lower the fair value measurement. Additionally, fair value estimates include assumptions about prepayment speeds which ranged from 21%-26% or a weighted average prepayment speed of 22.31% used as an input to value the pool of mortgage servicing rights at September 30, 2012. Prepayment speeds are inversely related to the fair value of mortgage servicing rights as an increase in prepayment speeds results in a decreased valuation.

Derivative instruments—The Company's derivative instruments include interest rate swaps and caps, commitments to fund mortgages for sale into the secondary market (interest rate locks), forward commitments to end investors for the sale of mortgage loans and foreign currency contracts. Interest rate swaps and caps are valued by a third party, using models that primarily use market observable inputs, such as yield curves, and are validated by comparison with valuations provided by the respective counterparties. The fair value for mortgage derivatives is based on changes in mortgage rates from the date of the commitments. The fair value of foreign currency derivatives is computed based on change in foreign currency rates stated in the contract compared to those prevailing at the measurement date. In conjunction with the FASB's fair value measurement guidance, the Company made an accounting policy election in the first quarter of 2012 to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Nonqualified deferred compensation assets—The underlying assets relating to the nonqualified deferred compensation plan are included in a trust and primarily consist of non-exchange traded institutional funds which are priced based by an independent third party service.

Table of Contents

The following tables present the balances of assets and liabilities measured at fair value on a recurring basis for the periods presented:

| (Dollars in thousands) | September 30, 2012 | | | |
|--|--------------------|---------|-------------|----------|
| | Total | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities | | | | |
| U.S. Treasury | \$25,256 | \$— | \$25,256 | \$— |
| U.S. Government agencies | 628,184 | — | 628,184 | — |
| Municipal | 99,384 | — | 63,629 | 35,755 |
| Corporate notes and other | 156,989 | — | 156,989 | — |
| Mortgage-backed | 306,238 | — | 306,238 | — |
| Equity securities | 40,717 | — | 18,462 | 22,255 |
| Trading account securities | 635 | — | 635 | — |
| Mortgage loans held-for-sale | 548,300 | — | 548,300 | — |
| Mortgage servicing rights | 6,276 | — | — | 6,276 |
| Nonqualified deferred compensations assets | 5,438 | — | 5,438 | — |
| Derivative assets | 65,990 | — | 65,990 | — |
| Total | \$1,883,407 | \$— | \$1,819,121 | \$64,286 |
| Derivative liabilities | \$79,977 | \$— | \$79,977 | \$— |

| (Dollars in thousands) | September 30, 2011 | | | |
|--|--------------------|---------|-------------|----------|
| | Total | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities | | | | |
| U.S. Treasury | \$16,203 | \$— | \$16,203 | \$— |
| U.S. Government agencies | 686,956 | — | 678,997 | 7,959 |
| Municipal | 62,307 | — | 36,902 | 25,405 |
| Corporate notes and other | 186,637 | — | 180,728 | 5,909 |
| Mortgage-backed | 272,547 | — | 269,595 | 2,952 |
| Equity securities | 43,032 | — | 12,141 | 30,891 |
| Trading account securities | 297 | — | 272 | 25 |
| Mortgage loans held-for-sale | 204,081 | — | 204,081 | — |
| Mortgage servicing rights | 6,740 | — | — | 6,740 |
| Nonqualified deferred compensations assets | 4,289 | — | 4,289 | — |
| Derivative assets | 39,803 | — | 39,803 | — |
| Total | \$1,522,892 | \$— | \$1,443,011 | \$79,881 |
| Derivative liabilities | \$50,612 | \$— | \$50,612 | \$— |

The aggregate remaining contractual principal balance outstanding as of September 30, 2012 and 2011 for mortgage loans held-for-sale measured at fair value was \$537.2 million and \$200.4 million, respectively, while the aggregate fair value of mortgage loans held-for-sale was \$548.3 million and \$204.1 million, respectively, as shown in the above tables. There were no nonaccrual loans or loans past due greater than 90 days and still accruing in the mortgage loans held-for-sale portfolio measured at fair value as of September 30, 2012 and 2011.

Table of Contents

The changes in Level 3 assets measured at fair value on a recurring basis during the three and nine months ended September 30, 2012 are summarized as follows:

| (Dollars in thousands) | Municipal | Equity securities | Mortgage servicing rights |
|---------------------------------------|-----------|-------------------|---------------------------|
| Balance at June 30, 2012 | \$25,537 | \$20,218 | \$6,647 |
| Total net gains (losses) included in: | | | |
| Net income ⁽¹⁾ | — | — | (371) |
| Other comprehensive income | 14 | 2,037 | — |
| Purchases | 10,204 | — | — |
| Issuances | — | — | — |
| Sales | — | — | — |
| Settlements | — | — | — |
| Net transfers into/(out of) Level 3 | — | — | — |
| Balance at September 30, 2012 | \$35,755 | \$22,255 | \$6,276 |

(1) Changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income.

| (Dollars in thousands) | Municipal | Equity securities | Mortgage servicing rights |
|---|-----------|-------------------|---------------------------|
| Balance at January 1, 2012 | \$24,211 | \$18,971 | \$6,700 |
| Total net gains (losses) included in: | | | |
| Net income ⁽¹⁾ | — | — | (424) |
| Other comprehensive income | 50 | 3,284 | — |
| Purchases | 14,044 | — | — |
| Issuances | — | — | — |
| Sales | — | — | — |
| Settlements | (148) | — | — |
| Net transfers out of Level 3 ⁽²⁾ | (2,402) | — | — |
| Balance at September 30, 2012 | \$35,755 | \$22,255 | \$6,276 |

(1) Changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income.

During the first quarter of 2012, one municipal security was transferred out of Level 3 into Level 2 as observable market information was available that market participants would use in pricing these securities. Transfers out of Level 3 are recognized at the end of the reporting period.

Table of Contents

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis during the three and nine months ended September 30, 2011 are summarized as follows:

| (Dollars in thousands) | U.S. Agencies | Municipal | Corporate notes and other debt | Mortgage- backed | Equity securities | Trading Account Securities | Mortgage servicing rights |
|--|------------------|-----------|--------------------------------------|---------------------|----------------------|----------------------------------|---------------------------------|
| Balance at June 30, 2011 | \$— | \$24,525 | \$ 16,313 | \$2,684 | \$30,891 | \$172 | \$8,762 |
| Total net gains (losses) included in: | | | | | | | |
| Net income ⁽¹⁾ | — | — | — | — | — | — | (2,022) |
| Other comprehensive income | — | — | — | — | — | — | — |
| Purchases | — | 6,492 | 500 | 333 | — | — | — |
| Issuances | — | — | — | — | — | — | — |
| Sales | — | (1,871) | — | — | — | (147) | — |
| Settlements | — | (1,230) | (192) | (65) | — | — | — |
| Net transfers into/(out of) Level 3 ⁽²⁾ | 7,959 | (2,511) | (10,712) | — | — | — | — |
| Balance at September 30, 2011 | \$7,959 | \$25,405 | \$ 5,909 | \$2,952 | \$30,891 | \$25 | \$6,740 |

(1) Changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income.

(2) The transfer of U.S. Agency, Municipal securities and Corporate notes and other debt into/(out of) Level 3 is the result of the use of unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing these securities. Transfers into/(out of) Level 3 are recognized at the end of the reporting period.

| (Dollars in thousands) | U.S. Agencies | Municipal | Corporate notes and other debt | Mortgage- backed | Equity securities | Trading Account Securities | Mortgage servicing rights |
|--|------------------|-----------|--------------------------------------|---------------------|----------------------|----------------------------------|---------------------------------|
| Balance at January 1, 2011 | \$— | \$16,416 | \$9,841 | \$2,460 | \$28,672 | \$4,372 | \$8,762 |
| Total net gains (losses) included in: | | | | | | | |
| Net income ⁽¹⁾ | — | — | (274) | (53) | — | — | (2,022) |
| Other comprehensive income | — | (748) | — | — | 419 | — | — |
| Purchases | — | 15,630 | 7,246 | 610 | 1,800 | — | — |
| Issuances | — | — | — | — | — | — | — |
| Sales | — | (6,655) | — | — | — | (4,347) | — |
| Settlements | — | (1,230) | (192) | (65) | — | — | — |
| Net transfers into/(out of) Level 3 ⁽²⁾ | 7,959 | 1,992 | (10,712) | — | — | — | — |
| Balance at September 30, 2011 | \$7,959 | \$25,405 | \$ 5,909 | \$2,952 | \$30,891 | \$25 | \$6,740 |

Income for Corporate notes and other debt and mortgage-backed is recognized as a component of interest income (1) on securities. Changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income.

(2) The transfer of U.S. Agency, Municipal securities and Corporate notes and other debt into/(out of) Level 3 is the result of the use of unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing these securities. Transfers into/(out of) Level 3 are recognized at the end of the reporting period.

Table of Contents

Also, the Company may be required, from time to time, to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower of cost or market accounting or impairment charges of individual assets. For assets measured at fair value on a nonrecurring basis that were still held in the balance sheet at the end of the period, the following table provides the carrying value of the related individual assets or portfolios at September 30, 2012.

| (Dollars in thousands) | September 30, 2012 | | | | Three Months Ended September 30, 2012 | Nine Months Ended September 30, 2012 |
|--|--------------------|---------|----------|-----------|---------------------------------------|--------------------------------------|
| | Total | Level 1 | Level 2 | Level 3 | Fair Value Losses Recognized | Fair Value Losses Recognized |
| Impaired loans—collateral based | \$147,979 | \$— | \$— | \$147,979 | \$6,187 | \$19,049 |
| Other real estate owned ⁽¹⁾ | 67,377 | — | — | 67,377 | 4,484 | 18,936 |
| Mortgage loans held-for-sale, at lower of cost or market | 21,685 | — | 21,685 | — | — | — |
| Total | \$237,041 | \$— | \$21,685 | \$215,356 | \$10,671 | \$37,985 |

(1) Fair value losses recognized on other real estate owned include valuation adjustments and charge-offs during the respective period.

Impaired loans—A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due pursuant to the contractual terms of the loan agreement. A loan restructured in a troubled debt restructuring is an impaired loan according to applicable accounting guidance. Impairment is measured by estimating the fair value of the loan based on the present value of expected cash flows, the market price of the loan, or the fair value of the underlying collateral. Impaired loans are considered a fair value measurement where an allowance is established based on the fair value of collateral. Appraised values, which may require adjustments to market-based valuation inputs, are generally used on real estate collateral-dependent impaired loans.

The Company's Managed Assets Division is primarily responsible for the valuation of Level 3 measurements of impaired loans. For more information on the Managed Assets Division review of impaired loans refer to Note 7 – Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans. At September 30, 2012, the Company had \$233.0 million of impaired loans classified as Level 3. Of the \$233.0 million of impaired loans, \$148.0 million were measured at fair value based on the underlying collateral of the loan as shown in the table above. The remaining \$85.0 million were valued based on discounted cash flows in accordance with ASC 310.

Other real estate owned—Other real estate owned is comprised of real estate acquired in partial or full satisfaction of loans and is included in other assets. Other real estate owned is recorded at its estimated fair value less estimated selling costs at the date of transfer, with any excess of the related loan balance over the fair value less expected selling costs charged to the allowance for loan losses. Subsequent changes in value are reported as adjustments to the carrying amount and are recorded in other non-interest expense. Gains and losses upon sale, if any, are also charged to other non-interest expense. Fair value is generally based on third party appraisals and internal estimates and is therefore considered a Level 3 valuation.

Similar to impaired loans, the Company's Managed Assets Division is primarily responsible for the valuation of Level 3 measurements for other real estate owned. At September 30, 2012, the Company had \$67.4 million of other real estate owned classified as Level 3. The unobservable input applied to other real estate owned relates to the valuation adjustment determined by the Company's appraisals. The impairment adjustments applied to other real estate owned range from 0%-61% of the carrying value prior to impairment adjustments at September 30, 2012, with a weighted

average input of 5.4%. An increased impairment adjustment applied to the carrying value results in a decreased valuation.

Mortgage loans held-for-sale, at lower of cost or market—Fair value is based on either quoted prices for the same or similar loans, or values obtained from third parties, or is estimated for portfolios of loans with similar financial characteristics and is therefore considered a Level 2 valuation.

Table of Contents

The valuation techniques and significant unobservable inputs used to measure both recurring and non-recurring Level 3 fair value measurements at September 30, 2012 were as follows:

| (Dollars in thousands) | Fair Value | Valuation Methodology | Significant Unobservable Input | Range of Inputs | Weighted Average of Inputs | Impact to valuation from an increased or higher input value |
|--|------------|-----------------------|---|-----------------|----------------------------|---|
| Measured at fair value on a recurring basis: | | | | | | |
| Municipal Securities | \$35,755 | Bond pricing | Equivalent rating | BBB-AAA | N/A | Increase |
| Other Equity Securities | 22,255 | Discounted cash flows | Discount rate | 2.03%-2.41% | 2.25% | Decrease |
| Mortgage Servicing Rights | 6,276 | Discounted cash flows | Discount rate | 10%-13.5% | 10.22% | Decrease |
| | | | Constant prepayment rate (CPR) | 21%-26% | 22.31% | Decrease |
| Measured at fair value on a non-recurring basis: | | | | | | |
| Impaired loans—collateral based | 147,979 | Appraisal value | N/A | N/A | N/A | N/A |
| Other real estate owned | 67,377 | Appraisal value | Property specific impairment adjustment | 0%-61% | 5.43% | Decrease |

Table of Contents

The Company is required under applicable accounting guidance to report the fair value of all financial instruments on the consolidated statements of condition, including those financial instruments carried at cost. The carrying amounts and estimated fair values of the Company's financial instruments as of the dates shown:

| (Dollars in thousands) | At September 30, 2012 | | At December 31, 2011 | |
|--|-----------------------|--------------|----------------------|--------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial Assets: | | | | |
| Cash and cash equivalents | \$212,814 | \$212,814 | \$169,704 | \$169,704 |
| Interest bearing deposits with banks | 934,430 | 934,430 | 749,287 | 749,287 |
| Available-for-sale securities | 1,256,768 | 1,256,768 | 1,291,797 | 1,291,797 |
| Trading account securities | 635 | 635 | 2,490 | 2,490 |
| Brokerage customer receivables | 30,633 | 30,633 | 27,925 | 27,925 |
| Federal Home Loan Bank and Federal Reserve Bank stock, at cost | 80,687 | 80,687 | 100,434 | 100,434 |
| Mortgage loans held-for-sale, at fair value | 548,300 | 548,300 | 306,838 | 306,838 |
| Mortgage loans held-for-sale, at lower of cost or market | 21,685 | 22,042 | 13,686 | 13,897 |
| Total loans | 12,147,425 | 12,835,354 | 11,172,745 | 11,590,729 |
| Mortgage servicing rights | 6,276 | 6,276 | 6,700 | 6,700 |
| Nonqualified deferred compensation assets | 5,438 | 5,438 | 4,299 | 4,299 |
| Derivative assets | 65,990 | 65,990 | 38,607 | 38,607 |
| FDIC indemnification asset | 238,305 | 238,305 | 344,251 | 344,251 |
| Accrued interest receivable and other | 157,923 | 157,923 | 147,207 | 147,207 |
| Total financial assets | \$15,707,309 | \$16,395,595 | \$14,375,970 | \$14,794,165 |
| Financial Liabilities | | | | |
| Non-maturity deposits | \$8,736,432 | 8,736,432 | \$7,424,367 | \$7,424,367 |
| Deposits with stated maturities | 5,111,533 | 5,149,824 | 4,882,900 | 4,917,740 |
| Notes payable | 2,275 | 2,275 | 52,822 | 52,822 |
| Federal Home Loan Bank advances | 414,211 | 427,006 | 474,481 | 507,368 |
| Subordinated notes | 15,000 | 15,000 | 35,000 | 35,000 |
| Other borrowings | 377,229 | 377,229 | 443,753 | 443,753 |
| Secured borrowings—owed to securitization investors— | | — | 600,000 | 603,294 |
| Junior subordinated debentures | 249,493 | 250,385 | 249,493 | 185,199 |
| Derivative liabilities | 79,977 | 79,977 | 50,081 | 50,081 |
| Accrued interest payable and other | 11,133 | 11,133 | 12,952 | 12,952 |
| Total financial liabilities | \$14,997,283 | \$15,049,261 | \$14,225,849 | \$14,232,576 |

Not all the financial instruments listed in the table above are subject to the disclosure provisions of ASC Topic 820, as certain assets and liabilities result in their carrying value approximating fair value. These include cash and cash equivalents, interest bearing deposits with banks, brokerage customer receivables, FHLB and FRB stock, FDIC indemnification asset, accrued interest receivable and accrued interest payable, non-maturity deposits, notes payable, subordinated notes and other borrowings.

The following methods and assumptions were used by the Company in estimating fair values of financial instruments that were not previously disclosed.

Loans. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are analyzed by type such as commercial, residential real estate, etc. Each category is further segmented by interest rate type (fixed and variable) and term. For variable-rate loans that reprice frequently, estimated fair values are based on carrying values. The fair value of residential loans is based on secondary market sources for securities backed by similar loans,

adjusted for differences in loan characteristics. The fair value for other fixed rate loans is estimated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect credit and interest rate risks inherent in the loan. The primary impact

50

Table of Contents

of credit risk on the present value of the loan portfolio, however, was accommodated through the use of the allowance for loan losses, which is believed to represent the current fair value of probable incurred losses for purposes of the fair value calculation. In accordance with ASC 820, the Company has categorized loans as a Level 3 fair value measurement.

Deposits with stated maturities. 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 in effect for deposits of similar remaining maturities. In accordance with ASC 820, the Company has categorized deposits with stated maturities as a Level 3 fair value measurement.

Federal Home Loan Bank advances. The fair value of Federal Home Loan Bank advances is obtained from the Federal Home Loan Bank which uses a discounted cash flow analysis based on current market rates of similar maturity debt securities to discount cash flows. In accordance with ASC 820, the Company has categorized Federal Home Loan Bank advances as a Level 3 fair value measurement.

Secured borrowings – owed to securitization investors. The fair value of secured borrowings – owed to securitization investors is based on the discounted value of expected cash flows. In accordance with ASC 820, the Company has categorized secured borrowings – owed to securitization investors as a Level 3 fair value measurement. There were no secured borrowings - owed to securitization investors outstanding at September 30, 2012.

Junior subordinated debentures. The fair value of the junior subordinated debentures is based on the discounted value of contractual cash flows. In accordance with ASC 820, the Company has categorized junior subordinated debentures as a Level 3 fair value measurement.

(16) Stock-Based Compensation Plans

The 2007 Stock Incentive Plan (“the 2007 Plan”), which was approved by the Company’s shareholders in January 2007, permits the grant of incentive stock options, nonqualified stock options, rights and restricted stock, as well as the conversion of outstanding options of acquired companies to Wintrust options. The 2007 Plan initially provided for the issuance of up to 500,000 shares of common stock. In May 2009 and May 2011, the Company’s shareholders approved an additional 325,000 shares and 2,860,000 shares, respectively, of common stock that may be offered under the 2007 Plan. All grants made after 2006 have been made pursuant to the 2007 Plan, and as of September 30, 2012, assuming all performance-based shares will be issued at the maximum levels, 1,304,844 shares were available for future grants. The 2007 Plan replaced the Wintrust Financial Corporation 1997 Stock Incentive Plan (“the 1997 Plan”) which had substantially similar terms. The 2007 Plan and the 1997 Plan are collectively referred to as “the Plans.” The Plans cover substantially all employees of Wintrust.

The Company historically awarded stock-based compensation in the form of nonqualified stock options and time-vested restricted share awards (“restricted shares”). In general, the grants of options provide for the purchase shares of Wintrust’s common stock at the fair market value of the stock on the date the options are granted. Options under the 2007 Plan generally vest ratably periods over periods of three to five years and have a maximum term of seven years from the date of grant. Stock options granted under the 1997 Plan provided for a maximum term of ten years. Restricted shares entitle the holders to receive, at no cost, shares of the Company’s common stock. Restricted shares generally vest over periods of one to five years from the date of grant.

The Long-Term Incentive Program (“LTIP”), which is designed in part to align the interests of management with the interests of shareholders, foster retention, create a long-term focus based on sustainable results and provide participants a target long-term incentive opportunity, is administered under the 2007. The target awards include three components – time vested nonqualified stock options, performance-vested stock awards and performance-vested cash awards. The first grant of these awards was made in August 2011 and a second grant was made in January 2012. It is anticipated that LTIP awards will be granted annually. Stock options granted under the LTIP have a term of seven years and will generally vest equally over three years based on continued service. Performance-vested stock awards and performance-vested cash awards are based on the achievement of pre-established targets at the end of the performance period, which will generally be three years from the date of grant. The actual performance-based award payouts will vary based on the achievement of the pre-established targets and can range from 0% to 200% of the target award. The first grant of these awards, made in August 2011, has a final performance measurement date of December 31, 2013, resulting in an initial performance period of less than three years. The performance-based awards

granted in 2012 have a final performance measurement date of December 31, 2014.

Holders of restricted share awards and performance-vested stock awards are not entitled to vote or receive cash dividends (or cash payments equal to the cash dividends) on the underlying common shares until the awards are vested. Except in limited circumstances, these awards are canceled upon termination of employment without any payment of consideration by the Company.

Table of Contents

The Compensation Committee of the Board of Directors administers all stock-based compensation programs and authorizes all awards granted pursuant to the Plans.

Stock-based compensation is measured as the fair value of an award on the date of grant, and the measured cost is recognized over the period which the recipient is required to provide service in exchange for the award. The fair values of restricted shares and performance-vested stock awards are determined based on the average of the high and low trading prices on the grant date, and the fair value of stock options is estimated using a Black-Scholes option-pricing model that utilizes the assumptions outlined in the following table. Option-pricing models require the input of highly subjective assumptions and are sensitive to changes in the option's expected life and the price volatility of the underlying stock, which can materially affect the fair value estimate. Expected life has been based on historical exercise and termination behavior as well as the term of the option, but the expected life of the options granted pursuant to the LTIP awards was based on the safe harbor rule of the SEC Staff Accounting Bulletin No. 107 "Share-Based Payment" as the Company believes historical exercise data may not provide a reasonable basis to estimate the expected term of these options. Expected stock price volatility is based on historical volatility of the Company's common stock, which correlates with the expected life of the options, and the risk-free interest rate is based on comparable U.S. Treasury rates. Management reviews and adjusts the assumptions used to calculate the fair value of an option on a periodic basis to better reflect expected trends.

The following table presents the weighted average assumptions used to determine the fair value of options granted in the nine month period ending September 30, 2012 and 2011.

| | Nine Months Ended September 30, 2012 | Nine Months Ended September 30, 2011 | |
|---------------------------------|--|--|---|
| Expected dividend yield | 0.6 | % 0.6 | % |
| Expected volatility | 62.6 | % 50.3 | % |
| Risk-free rate | 0.7 | % 1.2 | % |
| Expected option life (in years) | 4.5 | 6.1 | |

Stock based compensation is recognized based upon the number of awards that are ultimately expected to vest. For performance-vested awards, an estimate is made of the number of shares expected to vest as a result of actual performance against the performance criteria to determine the amount of compensation expense to be recognized. The estimate is reevaluated periodically and total compensation expense is adjusted for any change in estimate in the current period.

Stock-based compensation expense recognized in the Consolidated Statements of Income was \$2.6 million and \$1.4 million, in the third quarters of 2012 and 2011, respectively, and \$7.2 million and \$3.4 million for the 2012 and 2011 year-to-date periods, respectively.

Table of Contents

A summary of stock option activity under the Plans for the nine months ended September 30, 2012 and September 30, 2011 is presented below:

| Stock Options | Common Shares | Weighted Average Strike Price | Remaining Contractual Term ⁽¹⁾ | Intrinsic Value ⁽²⁾ (\$000) |
|-----------------------------------|---------------|-------------------------------|---|--|
| Outstanding at January 1, 2012 | 2,064,534 | \$38.83 | | |
| Granted | 250,997 | 31.16 | | |
| Exercised | (421,426) |) 20.27 | | |
| Forfeited or canceled | (50,235) |) 36.42 | | |
| Outstanding at September 30, 2012 | 1,843,870 | \$42.09 | 3.2 | \$5,029 |
| Exercisable at September 30, 2012 | 1,840,731 | \$42.11 | 3.2 | \$5,010 |

| Stock Options | Common Shares | Weighted Average Strike Price | Remaining Contractual Term ⁽¹⁾ | Intrinsic Value ⁽²⁾ (\$000) |
|-----------------------------------|---------------|-------------------------------|---|--|
| Outstanding at January 1, 2011 | 2,040,701 | \$38.92 | | |
| Granted | 10,000 | 31.00 | | |
| Exercised | (48,883) |) 15.90 | | |
| Forfeited or canceled | (103,149) |) 46.30 | | |
| Outstanding at September 30, 2011 | 1,898,669 | \$39.07 | 2.6 | \$3,028 |
| Exercisable at September 30, 2011 | 1,717,762 | \$39.85 | 2.3 | \$2,818 |

(1) Represents the weighted average contractual life remaining in years.

Aggregate intrinsic value represents the total pre-tax intrinsic value (i.e., the difference between the Company's average of the high and low stock price on the last trading day of the quarter and the option exercise price, (2) multiplied by the number of shares) that would have been received by the option holders if they had exercised their options on the last day of the quarter. This amount will change based on the fair market value of the Company's stock.

The weighted average grant date fair value per share of options granted during the nine months ended September 30, 2012 was \$14.55. The aggregate intrinsic value of options exercised during the nine months ended September 30, 2012 and 2011, was \$4.9 million and \$823,000, respectively.

A summary of restricted share and performance-vested stock award activity under the Plans for the nine months ended September 30, 2012 and September 30, 2011 is presented below:

| Restricted Shares | Nine months ended September 30, 2012 | | Nine months ended September 30, 2011 | |
|--|--------------------------------------|--|--------------------------------------|--|
| | Common Shares | Weighted Average Grant-Date Fair Value | Common Shares | Weighted Average Grant-Date Fair Value |
| Outstanding at January 1 | 336,709 | \$38.29 | 299,040 | \$39.44 |
| Granted | 109,557 | 32.31 | 90,285 | 33.16 |
| Vested and issued | (123,629) |) 34.46 | (37,651) |) 32.71 |
| Forfeited | (1,353) |) 30.99 | (2,000) |) 33.53 |
| Outstanding at September 30 | 321,284 | \$37.76 | 349,674 | \$38.58 |
| Vested, but not issuable at September 30 | 85,320 | \$51.80 | 85,000 | \$51.88 |

Table of Contents

| Performance Shares | Nine months ended September 30, 2012 | | Nine months ended September 30, 2011 | |
|---|---|---|---|---|
| | Common Shares | Weighted Average Grant-Date Fair Value | Common Shares | Weighted Average Grant-Date Fair Value |
| Outstanding at January 1 | 72,158 | \$33.25 | — | \$— |
| Granted | 119,476 | 31.10 | 100,993 | 33.28 |
| Vested and issued | — | — | — | — |
| Net change due to estimated performance | 19,651 | 30.55 | — | — |
| Forfeited | (3,897 |) 32.07 | — | — |
| Outstanding at September 30 | 207,388 | \$31.78 | 100,993 | \$33.28 |

The number of performance-vested shares outstanding in the above table reflects the estimated number of shares to be issued based on management's current assessment of attaining the pre-established performance measures. At September 30, 2012, the maximum number of performance-vested shares that could be issued based on the grants made to date was 430,440 shares.

The Company issues new shares to satisfy option exercises and vesting of restricted shares.

Table of Contents

(17) Shareholders' Equity and Earnings Per Share

Tangible Equity Units

In December 2010, the Company sold 4.6 million 7.50% TEUs at a public offering price of \$50.00 per unit. The Company received net proceeds of \$222.7 million after deducting underwriting discounts and commissions and estimated offering expenses. Each tangible equity unit is composed of a prepaid common stock purchase contract and a junior subordinated amortizing note due December 15, 2013. The prepaid stock purchase contracts have been recorded as surplus (a component of shareholders' equity), net of issuance costs, and the junior subordinated amortizing notes have been recorded as debt within other borrowings. Issuance costs associated with the debt component are recorded as a discount within other borrowings and will be amortized over the term of the instrument to December 15, 2013. The Company allocated the proceeds from the issuance of the TEU to equity and debt based on the relative fair values of the respective components of each unit.

The aggregate fair values assigned to each component of the TEU offering at the issuance date were as follows:

| (Dollars in thousands, except per unit amounts) | Equity Component | Debt Component | TEU Total |
|---|---------------------|-------------------|-----------|
| Units issued ⁽¹⁾ | 4,600 | 4,600 | 4,600 |
| Unit price | \$40.271818 | \$9.728182 | \$50.00 |
| Gross proceeds | 185,250 | 44,750 | 230,000 |
| Issuance costs, including discount | 5,934 | 1,419 | 7,353 |
| Net proceeds | \$179,316 | \$43,331 | \$222,647 |
| Balance sheet impact | | | |
| Other borrowings | — | 43,331 | 43,331 |
| Surplus | 179,316 | — | 179,316 |

(1) TEUs consist of two components: one unit of the equity component and one unit of the debt component.

The fair value of the debt component was determined using a discounted cash flow model using the following assumptions: (1) quarterly cash payments of 7.5%; (2) a maturity date of December 15, 2013; and (3) an assumed discount rate of 9.5%. The discount rate used for estimating the fair value was determined by obtaining yields for comparably-rated issuers trading in the market. The debt component was recorded at fair value, and the discount is being amortized using the level yield method over the term of the instrument to the settlement date of December 15, 2013.

The fair value of the equity component was determined using Black-Scholes valuation models applied to the range of stock prices contemplated by the terms of the TEU and using the following assumptions: (1) risk-free interest rate of 0.95%; (2) expected stock price volatility in the range of 35%-45%; (c) dividend yield plus stock borrow cost of 0.85%; and (4) term of 3.02 years.

Each junior subordinated amortizing note, which had an initial principal amount of \$9.728182, is bearing interest at 9.50% per annum, and has a scheduled final installment payment date of December 15, 2013. On each March 15, June 15, September 15 and December 15, the Company will pay equal quarterly installments of \$0.9375 on each amortizing note. Each payment will constitute a payment of interest and a partial repayment of principal. The Company may defer installment payments at any time and from time to time, under certain circumstances and subject to certain conditions, by extending the installment period so long as such period of time does not extend beyond December 15, 2015.

Each prepaid common stock purchase contract will automatically settle on December 15, 2013 and the Company will deliver not more than 1.6666 shares and not less than 1.3333 shares of its common stock based on the applicable market value (the average of the volume weighted average price of Company common stock for the twenty (20) consecutive trading days ending on the third trading day immediately preceding December 15, 2013) as follows:

| Applicable market value of | Settlement Rate |
|----------------------------|-----------------|
|----------------------------|-----------------|

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Company common stock

Less than or equal to \$30.00 1.6666

Greater than \$30.00 but less than \$37.50 \$50.00, divided by the applicable market value

Greater than or equal to \$37.50 1.3333

55

Table of Contents

At any time prior to the third business day immediately preceding December 15, 2013, the holder may settle the purchase contract early and receive 1.3333 shares of Company common stock, subject to anti-dilution adjustments. Upon settlement, an amount equal to \$1.00 per common share issued will be reclassified from additional paid-in capital to common stock.

Series A Preferred Stock

In August 2008, the Company issued and sold 50,000 shares of non-cumulative perpetual convertible preferred stock, Series A, liquidation preference \$1,000 per share (the "Series A Preferred Stock") for \$50 million in a private transaction. If declared, dividends on the Series A Preferred Stock are payable quarterly in arrears at a rate of 8.00% per annum. The Series A Preferred Stock is convertible into common stock at the option of the holder at a conversion rate of 38.88 shares of common stock per share of Series A Preferred Stock. On and after August 26, 2010, the Series A Preferred Stock are subject to mandatory conversion into common stock in connection with a fundamental transaction, or on and after August 26, 2013 if the closing price of the Company's common stock exceeds a certain amount.

Series C Preferred Stock

In March 2012, the Company issued and sold 126,500 shares of non-cumulative perpetual convertible preferred stock, Series C, liquidation preference \$1,000 per share (the "Series C Preferred Stock") for \$126.5 million in an equity offering. If declared, dividends on the Series C Preferred Stock are payable quarterly in arrears at a rate of 5.00% per annum. The Series C Preferred Stock is convertible into common stock at the option of the holder at a conversion rate of 24.3132 shares of common stock per share of Series C Preferred Stock. On and after April 15, 2017, the Company will have the right under certain circumstances to cause the Series C Preferred Stock to be converted into common stock if the closing price of the Company's common stock exceeds a certain amount.

Common Stock Warrants

Pursuant to the U.S. Department of the Treasury's (the "U.S. Treasury") Capital Purchase Program, on December 19, 2008, the Company issued to the U.S. Treasury, a warrant to purchase 1,643,295 shares of Wintrust common stock at a per share exercise price of \$22.82 and with a term of 10 years. In February 2011, the U.S. Treasury sold all of its interest in the warrant issued to it in a secondary underwritten public offering. At September 30, 2012, the warrant to purchase 1,643,295 shares remains outstanding.

The Company previously issued other warrants to acquire common stock. These warrants entitle the holders to purchase one share of the Company's common stock at a purchase price of \$30.50 per share. In March 2012, 18,000 warrants were exercised. As a result, warrants outstanding totaled 1,000 at September 30, 2012 and 19,000 at September 30, 2011. The expiration date on these remaining outstanding warrants is February 2013.

Other

In August 2012, the Company issued 25,493 shares of its common stock in settlement of contingent consideration related to the previously completed acquisition of Great Lakes Advisors, which is in addition to the 529,087 shares issued in July 2011 at the time of the acquisition. In September 2011, the Company issued 353,650 shares of its common stock in the acquisition of ESBI.

Table of Contents

The following table summarizes the components of other comprehensive income (loss), including the related income tax effects, for the periods presented (in thousands).

| | Accumulated Unrealized Gains on Securities | Accumulated Unrealized Losses on Derivative Instruments | Accumulated Foreign Currency Translation Adjustments | Total Accumulated Other Comprehensive Income (Loss) | |
|--|---|---|--|---|---|
| Balance at July 1, 2012 | \$5,907 | \$(6,037) |) \$2,101 | \$1,971 | |
| Other comprehensive income during the period | 2,111 | (174) |) 5,897 | 7,834 | |
| Balance at September 30, 2012 | \$8,018 | \$(6,211) |) \$7,998 | \$9,805 | |
| Balance at January 1, 2012 | \$4,204 | \$(7,082) |) \$— | \$(2,878) |) |
| Other comprehensive income during the period | 3,814 | 871 |) 7,998 | 12,683 | |
| Balance at September 30, 2012 | \$8,018 | \$(6,211) |) \$7,998 | \$9,805 | |
| Balance at July 1, 2011 | \$10,369 | \$(6,237) |) \$— | \$4,132 | |
| Other comprehensive income during the period | 510 | (1,171) |) — | (661) |) |
| Balance at September 30, 2011 | \$10,879 | \$(7,408) |) \$— | \$3,471 | |
| Balance at January 1, 2011 | \$2,679 | \$(8,191) |) \$— | \$(5,512) |) |
| Other comprehensive income during the period | 8,200 | 783 |) — | 8,983 | |
| Balance at September 30, 2011 | \$10,879 | \$(7,408) |) \$— | \$3,471 | |

Earnings per Share

The following table shows the computation of basic and diluted earnings per share for the periods indicated:

| (In thousands, except per share data) | | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------|-------------------------------------|----------|------------------------------------|----------|
| | | 2012 | 2011 | 2012 | 2011 |
| Net income | | \$32,302 | \$30,202 | \$81,107 | \$58,354 |
| Less: Preferred stock dividends and discount accretion | | 2,616 | 1,032 | 6,477 | 3,096 |
| Net income applicable to common shares—Basic | (A) | 29,686 | 29,170 | 74,630 | 55,258 |
| Add: Dividends on convertible preferred stock, if dilutive | | 2,581 | 1,000 | 6,374 | — |
| Net income applicable to common shares—Diluted | (B) | 32,267 | 30,170 | 81,004 | 55,258 |
| Weighted average common shares outstanding | (C) | 36,381 | 35,550 | 36,305 | 35,152 |
| Effect of dilutive potential common shares | | 12,295 | 10,551 | 11,292 | 8,683 |
| Weighted average common shares and effect of dilutive potential common shares | (D) | 48,676 | 46,101 | 47,597 | 43,835 |
| Net income per common share: | | | | | |
| Basic | (A/C) | \$0.82 | \$0.82 | \$2.06 | \$1.57 |
| Diluted | (B/D) | \$0.66 | \$0.65 | \$1.70 | \$1.26 |

Potentially dilutive common shares can result from stock options, restricted stock unit awards, stock warrants, the Company's convertible preferred stock, tangible equity unit shares and shares to be issued under the Employee Stock Purchase Plan and the Directors Deferred Fee and Stock Plan, being treated as if they had been either exercised or issued, computed by application of the treasury stock method. While potentially dilutive common shares are typically included in the computation of diluted earnings per share, potentially dilutive common shares are excluded from this computation in periods in which the effect would

Table of Contents

reduce the loss per share or increase the income per share. For diluted earnings per share, net income applicable to common shares can be affected by the conversion of the Company's convertible preferred stock. Where the effect of this conversion would reduce the loss per share or increase the income per share, net income applicable to common shares is adjusted by the associated preferred dividends.

(18) Subsequent Events

On October 26, 2012, the Company entered into a Fifth Amendment Agreement, (the "Amendment") to the Amended and Restated Credit Agreement dated as of October 30, 2009 (as amended, the "Credit Agreement") among the Company, the lenders named therein, and an unaffiliated bank as administrative agent.

The revolving commitment under the Credit Agreement was increased by \$25.0 million resulting in a total revolving commitment of all lenders under the Credit Agreement of \$100.0 million. Pursuant to the Amendment, borrowings under the Agreement that are considered "Base Rate Loans" will bear interest at a rate equal to the greater of (1) 400 basis points and (2) for the applicable period, the highest of (a) the federal funds rate plus 100 basis points, (b) the lender's prime rate plus 50 basis points, and (c) the Eurodollar Rate (as defined below) that would be applicable for an interest period of one month plus 150 basis points. Borrowings under the Agreement that are considered "Eurodollar Rate Loans" will bear interest at a rate equal to the higher of (1) the British Bankers Association's LIBOR rate for the applicable period plus 300 basis points (the "Eurodollar Rate") and (2) 400 basis points. A commitment fee is payable quarterly equal to 0.50% of the actual daily amount by which the lenders' commitment under the revolving note exceeded the amount outstanding under such facility.

As of the date hereof, the Company has no outstanding balance under the revolving credit facility and has \$1.0 million outstanding under its term facility.

Table of Contents

ITEM 2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition as of September 30, 2012 compared with December 31, 2011 and September 30, 2011, and the results of operations for the three and nine month periods ended September 30, 2012 and 2011, should be read in conjunction with the unaudited consolidated financial statements and notes contained in this report and the Risk Factors discussed herein and under Item 1A of the Company's 2011 Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties and, as such, future results could differ significantly from management's current expectations. See the last section of this discussion for further information on forward-looking statements.

Introduction

Wintrust is a financial holding company that provides traditional community banking services, primarily in the Chicago metropolitan area and southeastern Wisconsin, and operates other financing businesses on a national basis and Canada through several non-bank subsidiaries. Additionally, Wintrust offers a full array of wealth management services primarily to customers in the Chicago metropolitan area and southeastern Wisconsin.

Overview

Third Quarter Highlights

The Company recorded net income of \$32.3 million for the third quarter of 2012 compared to \$30.2 million in the third quarter of 2011. The results for the third quarter of 2012 demonstrate continued operating strengths as loans outstanding increased, credit quality measures improved, net interest margin remained stable and our deposit funding base mix continued its beneficial shift toward an aggregate lower cost of funds. The Company also continues to take advantage of the opportunities that have resulted from distressed credit markets – specifically, a dislocation of assets, banks and people in the overall market. For more information, see “Overview—Recent Acquisition Transactions.” The Company increased its loan portfolio, excluding covered loans and loans held for sale, from \$10.3 billion at September 30, 2011 and \$10.5 billion at December 31, 2011, to \$11.5 billion at September 30, 2012. This increase was primarily a result of the Company's commercial banking initiative, growth in the premium finance receivables – commercial portfolio and the acquisition of a Canadian insurance premium funding company in the second quarter of 2012. The Company continues to make new loans, including in the commercial and commercial real estate sector, where opportunities that meet our underwriting standards exist. For more information regarding changes in the Company's loan portfolio, see “Financial Condition – Interest Earning Assets” and Note 6 “Loans” of the Financial Statements presented under Item 1 of this report.

Management considers the maintenance of adequate liquidity to be important to the management of risk. Accordingly, during the third quarter of 2012, the Company continued its practice of maintaining appropriate funding capacity to provide the Company with adequate liquidity for its ongoing operations. In this regard, the Company benefited from its strong deposit base, a liquid short-term investment portfolio and its access to funding from a variety of external funding sources, including the Company's first quarter 2012 issuance of preferred stock, see “Stock Offerings” below. At September 30, 2012, the Company had over \$1.1 billion in overnight liquid funds and interest-bearing deposits with banks.

The Company recorded net interest income of \$132.6 million in the third quarter of 2012 compared to \$118.4 million in the third quarter of 2011. The higher level of net interest income recorded in the third quarter of 2012 compared to the third quarter of 2011 resulted from an increase in average earning assets and the positive re-pricing of retail interest-bearing deposits along with a more favorable deposit mix. Average earning assets for the third quarter of 2012 increased by \$1.1 billion compared to the third quarter of 2011. Average earning asset growth over the past 12 months was primarily a result of the \$1.7 billion increase in average loans, excluding covered loans, partially offset by a decrease of \$518.4 million in average liquidity management assets and a decrease of \$82.5 million in the average balance of covered loans. The growth in average total loans, excluding covered loans, was comprised of an increase of \$533.6 million in commercial loans, \$407.8 million in mortgages held for sale, \$260.0 million in commercial real-estate loans, \$253.3 million in U.S.-originated commercial premium finance receivables, \$246.8 million in Canadian-originated commercial premium finance receivables and \$19.7 million in life premium finance receivables.

The average earning asset growth of \$1.1 billion in the third quarter of 2012 offset a 23 basis point decline in the yield on earning assets, creating an increase in total interest income of \$3.3 million in the third quarter of 2012 compared to the third quarter of 2011. Funding for the average earning asset growth of \$1.1 billion was provided by an increase in total average interest bearing liabilities of \$290.8 million (an increase in interest-bearing deposits of \$818.3 million offset by a decrease of \$527.5 million of wholesale funding) and an increase of \$832.3 million in the average balance of net free funds. A 37 basis point decline in the rate paid on total interest-bearing liabilities partially attributable to the pay off of instruments

Table of Contents

issued by the Company's securitization entity (see Note 8 "Loan Securitization" of the Financial Statements presented under Item 1 of this report for more information) more than offset the increase in average balance of net free funds, creating a \$10.9 million reduction in interest expense in the third quarter of 2012 compared to the third quarter of 2011.

Non-interest income totaled \$62.9 million in the third quarter of 2012 a decrease of \$4.3 million, or 6%, compared to the third quarter of 2011. The decrease in the third quarter of 2012 compared to the third quarter of 2011 was primarily attributable to lower bargain purchase gains and trading losses, partially offset by higher mortgage banking and wealth management revenues. Mortgage banking revenue increased \$16.7 million when compared to the third quarter of 2011. The increase in mortgage banking revenue in the current quarter as compared to the third quarter of 2011 resulted primarily from an increase in gains on sales of loans, which was driven by higher origination volumes in the current quarter due to a favorable mortgage interest rate environment. Loans sold to the secondary market were \$1.1 billion in the third quarter of 2012 compared to \$641.7 million in the third quarter of 2011 (see "Non-Interest Income" section later in this document for further detail).

Non-interest expense totaled \$124.5 million in the third quarter of 2012, increasing \$18.2 million, or 17%, compared to the third quarter of 2011. The increase compared to the third quarter of 2011 was primarily attributable to a \$13.4 million increase in salaries and employee benefits. Salaries and employee benefits expense increased primarily as a result of a \$9.1 million increase in bonus and commissions primarily attributable to the increase in variable pay based revenue and the Company's long-term incentive program, a \$3.5 million increase in salaries caused by the addition of employees from the various acquisitions and larger staffing as the Company grows, and an \$820,000 increase from employee benefits (primarily health plan and payroll taxes related).

The Current Economic Environment

The Company's results during the quarter reflect an improvement in credit quality metrics as compared to recent quarters. The Company has continued to be disciplined in its approach to growth and has not sacrificed asset quality. However, the Company's results continue to be impacted by the existing stressed economic environment and depressed real estate valuations that affected both the U.S. economy, generally, and the Company's local markets, specifically. In response to these conditions, Management continues to carefully monitor the impact on the Company of the financial markets, the depressed values of real property and other assets, loan performance, default rates and other financial and macro-economic indicators in order to navigate the challenging economic environment.

In particular:

The Company's provision for credit losses in the third quarter of 2012 totaled \$18.8 million, a decrease of \$10.5 million when compared to the third quarter of 2011. Net charge-offs decreased to \$17.9 in the third quarter of 2012 compared to \$26.9 million for the same period in 2011.

The Company's allowance for loan losses, excluding covered loans, totaled \$112.3 million at September 30, 2012, reflecting a decrease of \$6.4 million, or 5%, when compared to the same period in 2011 and an increase of \$1.9 million, or 2%, when compared to December 31, 2011. At September 30, 2012, approximately \$55.1 million, or 49%, of the allowance for loan losses was associated with commercial real estate loans and another \$27.7 million, or 25%, was associated with commercial loans. The decrease in the allowance for loan losses, excluding covered loans, in the current period compared to the prior year period reflects the improvements in credit quality metrics in 2012.

The Company has significant exposure to commercial real estate. At September 30, 2012, \$3.7 billion, or 30%, of our loan portfolio, excluding covered loans, was commercial real estate, with more than 91% located in the greater Chicago metropolitan and southeastern Wisconsin market areas. As of September 30, 2012, the commercial real estate loan portfolio was comprised of \$347.3 million related to land, residential and commercial construction, \$584.3 million related to office buildings, \$560.7 million related to retail, \$574.3 million related to industrial use, \$363.4 million related to multi-family and \$1.2 billion related to mixed use and other use types. In analyzing the commercial real estate market, the Company does not rely upon the assessment of broad market statistical data, in large part because the Company's market area is diverse and covers many communities, each of which is impacted differently by economic forces affecting the Company's general market area. As such, the extent of the decline in real estate

valuations can vary meaningfully among the different types of commercial and other real estate loans made by the Company. The Company uses its multi-chartered structure and local management knowledge to analyze and manage the local market conditions at each of its banks. As of September 30, 2012, the Company had approximately \$58.5 million of non-performing commercial real estate loans representing approximately 1.6% of the total commercial real estate loan portfolio. \$16.1 million, or 28%, of the total non-performing commercial real estate loan portfolio related

Table of Contents

to the land, residential and commercial construction sector which remains under stress due to the significant oversupply of new homes in certain portions of our market area.

Total non-performing loans (loans on non-accrual status and loans more than 90 days past due and still accruing interest), excluding covered loans, was \$117.9 million (of which \$58.5 million, or 50%, was related to commercial real estate) at September 30, 2012, a decrease of approximately \$16.1 million compared to September 30, 2011. This decrease was a result of non-performing loan settlements and a lower level of non-performing loan inflows during the current period.

The Company's other real estate owned, excluding covered other real estate owned, decreased by \$29.5 million, to \$67.4 million during the third quarter of 2012, from \$96.9 million at September 30, 2011. The decrease in other real estate owned in the third quarter of 2012 compared to the same period in the prior year is primarily a result of disposals during 2012. The \$67.4 million of other real estate owned as of September 30, 2012 was comprised of \$13.9 million of residential real estate development property, \$45.3 million of commercial real estate property and \$8.2 million of residential real estate property.

A continuation of real estate valuation and macroeconomic deterioration could result in higher default levels, a significant increase in foreclosure activity, and a material decline in the value of the Company's assets.

During the quarter, Management continued its strategic efforts to aggressively resolve problem loans through liquidation, rather than retention, of loans or real estate acquired as collateral through the foreclosure process. For more information regarding these efforts, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation—Overview and Strategy" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011. The level of loans past due 30 days or more and still accruing interest, excluding covered loans, totaled \$149.7 million as of September 30, 2012, increasing \$1.8 million compared to the balance of \$147.9 million as of December 31, 2011. Fluctuations from period to period in loans that are past due 30 days or more and still accruing interest are primarily the result of timing of payments for loans with near term delinquencies (i.e. 30-89 days past-due).

At September 30, 2012, the Company had a \$3.2 million estimated liability on loans expected to be repurchased from loans sold to investors compared to a \$7.8 million liability for similar items as of September 30, 2011. The decrease in the liability is a result of negotiated settlements and lower loss estimates on future indemnification requests. Investors request the Company to indemnify them against losses on certain loans or to repurchase loans which the investors believe do not comply with applicable representations. For more information regarding requests for indemnification on loans sold, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation—Overview and Strategy" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

In addition, during the third quarter of 2012, the Company restructured certain loans in the amount of \$9.5 million by providing economic concessions to borrowers to better align the terms of their loans with their current ability to pay.

At September 30, 2012, approximately \$147.2 million in loans had terms modified, with \$128.4 million of these modified loans in accruing status.

Trends in Our Three Operating Segments During the Third Quarter

Community Banking

Net interest income. Net interest income for the community banking segment totaled \$124.7 million for the third quarter of 2012 compared to \$123.0 million for the second quarter of 2012 and \$109.2 million for the third quarter of 2011. The increase in net interest income in the third quarter of 2012 compared to both the second quarter of 2012 and third quarter of 2011 can be attributed to growth in earning assets, including those obtained in FDIC-assisted acquisitions as well as the ability to price interest-bearing deposits at more reasonable rates.

Funding mix and related costs. Community banking profitability has been bolstered in recent quarters as fixed term certificates of deposit have been renewing at lower rates given the historically low interest rate levels and growth in non-interest bearing deposits as a result of the Company's commercial banking initiative.

Level of non-performing loans and other real estate owned. Given the current economic conditions, problem loan expenses have been at elevated levels in recent years. However, both other real-estate owned and non-performing loans decreased in the third quarter of 2012 as compared to the second quarter of 2012 and third quarter of 2011. The decrease in non-performing loans in the current quarter compared to the second quarter of 2012 and third quarter of 2011 is a result of improvement in credit quality.

Table of Contents

Mortgage banking revenue. Mortgage banking revenue increased \$5.5 million when compared to the second quarter of 2012 and increased \$16.7 million when compared to the third quarter of 2011. The increase in the current quarter as compared to the second quarter of 2012 and third quarter of 2011 resulted primarily from an increase in gains on sales of loans, which was driven by higher origination volumes in the current quarter due to a favorable mortgage interest rate environment.

For more information regarding our community banking business, please see “Overview and Strategy—Community Banking” under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Specialty Finance

Financing of Commercial Insurance Premiums. FIFC originated approximately \$936.2 million in commercial insurance premium finance loans in the U.S. in the third quarter of 2012 compared to \$1.1 billion in the second quarter of 2012 and \$867.7 million in the third quarter of 2011. The decline in originations in the third quarter of 2012 as compared to the second quarter of 2012 is due to seasonality. When compared to the third quarter of 2011, loan originations in the current quarter increased by 8% which reflects improved market conditions as well as a continued focus on establishing new customer relationships.

The Company acquired a Canadian insurance premium funding company in the second quarter of 2012. In the third quarter of 2012, the Canadian insurance premium funding company originated approximately \$173.3 million in commercial insurance premium finance loans. For more information on this acquisition, see “Overview—Recent Acquisition Transactions.”

Financing of Life Insurance Premiums. FIFC originated approximately \$79.9 million in life insurance premium finance loans in the third quarter of 2012 compared to \$96.4 million in the second quarter of 2012, and compared to \$91.3 million in the third quarter of 2011. The decline in originations in the third quarter of 2012 from the second quarter of 2012 and third quarter of 2011 was a result of a decrease in the demand for life insurance financing during the current period due in part to the uncertainty regarding prospective tax law changes.

For more information regarding our specialty finance business, please see “Overview and Strategy—Specialty Finance” under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Wealth Management Activities

The wealth management segment recorded higher non-interest income in the third quarter of 2012 compared to the third quarter of 2011 primarily as a result of the acquisition of a community bank trust operation as well as continued growth within the existing business. For more information on the trust operation acquisition, see “Overview—Recent Acquisition Transactions.”

For more information regarding our wealth management business, please see “Overview and Strategy—Wealth Management Activities” under “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operation” in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Recent Acquisition Transactions

FDIC-Assisted Transactions

On September 28, 2012, the Company’s wholly-owned subsidiary Old Plank Trail Bank, acquired certain assets and liabilities and the banking operations of First United Bank in an FDIC-assisted transaction. First United Bank operated four locations in Illinois; one in Crete, two in Frankfort and one in Steger, as well as one location in St. John, Indiana and had approximately \$328.1 million in total assets and \$316.7 million in total deposits as of the acquisition date.

Old Plank Trail Bank acquired substantially all of First United Bank’s assets at a discount of approximately 9.3% and assumed all of the non-brokered deposits at a premium of 0.60%. In connection with the acquisition, Old Plank Trail Bank entered into a loss sharing agreement with the FDIC whereby Old Plank Trail Bank will share in losses with the FDIC on certain loans and foreclosed real estate at First United Bank.

On July 20, 2012, the Company’s wholly-owned subsidiary Hinsdale Bank, assumed the deposits and banking operations of Second Federal in an FDIC-assisted transaction. Second Federal operated three locations in Illinois; two in Chicago (Brighton Park and Little Village neighborhoods) and one in Cicero, and had \$168.8 million in total

deposits as of the acquisition date. Hinsdale Bank assumed substantially all of Second Federal's non-brokered deposits at a premium of \$100,000.

On February 10, 2012, the Company announced that its wholly-owned subsidiary bank, Barrington Bank, acquired certain assets and liabilities and the banking operations of Charter National in an FDIC-assisted transaction. Charter National operated

62

Table of Contents

two locations: one in Hoffman Estates and one in Hanover Park and had approximately \$92.4 million in total assets and \$90.1 million in total deposits as of the acquisition date. Barrington Bank acquired substantially all of Charter National's assets at a discount of approximately 4.1% and assumed all of the non-brokered deposits at no premium. In connection with the acquisition, Barrington Bank entered into a loss sharing agreement with the FDIC whereby Barrington Bank will share in losses with the FDIC on certain loans and foreclosed real estate at Charter National. On July 8, 2011, the Company announced that its wholly-owned subsidiary bank, Northbrook Bank, acquired certain assets and liabilities and the banking operations of First Chicago in an FDIC-assisted transaction. First Chicago operated seven locations in Illinois: three in Chicago, one each in Bloomingdale, Itasca, Norridge and Park Ridge, and had approximately \$768.9 million in total assets and \$667.8 million in total deposits as of the acquisition date. Northbrook Bank acquired substantially all of First Chicago's assets at a discount of approximately 12% and assumed all of the non-brokered deposits at a premium of approximately 0.5%. In connection with the acquisition, Northbrook Bank entered into a loss sharing agreement with the FDIC whereby Northbrook Bank will share in losses with the FDIC on certain loans and foreclosed real estate at First Chicago.

On March 25, 2011, the Company announced that its wholly-owned subsidiary bank, Advantage National Bank Group ("Advantage"), acquired certain assets and liabilities and the banking operations of The Bank of Commerce ("TBOC") in an FDIC-assisted transaction. TBOC operated one location in Wood Dale, Illinois and had approximately \$174.0 million in total assets and \$164.7 million in total deposits as of the acquisition date. Advantage acquired substantially all of TBOC's assets at a discount of approximately 14% and assumed all of the non-brokered deposits at a premium of approximately 0.1%. Advantage subsequently changed its name to Schaumburg Bank and Trust Company, N.A. ("Schaumburg"). In connection with the acquisition, Advantage entered into a loss sharing agreement with the FDIC whereby Advantage will share in losses with the FDIC on certain loans and foreclosed real estate at TBOC.

On February 4, 2011, the Company announced that its wholly-owned subsidiary bank, Northbrook Bank, acquired certain assets and liabilities and the banking operations of Community First Bank-Chicago ("CFBC") in an FDIC-assisted transaction. CFBC operated one location in Chicago and had approximately \$50.9 million in total assets and \$48.7 million in total deposits as of the acquisition date. Northbrook Bank acquired substantially all of CFBC's assets at a discount of approximately 8% and assumed all of the non-brokered deposits at a premium of approximately 0.5%. In connection with the acquisition, Northbrook Bank entered into a loss sharing agreement with the FDIC whereby Northbrook Bank will share in losses with the FDIC on certain loans and foreclosed real estate at CFBC.

Loans comprise the majority of the assets acquired in FDIC-assisted transactions and are subject to loss sharing agreements with the FDIC whereby the FDIC has agreed to reimburse the Company for 80% of losses incurred on the purchased loans, OREO, and certain other assets. Additionally, the loss share agreements with the FDIC require the Company to reimburse the FDIC in the event that actual losses on covered assets are lower than the original loss estimates agreed upon with the FDIC with respect of such assets in the loss share agreements. The Company refers to the loans subject to loss-sharing agreements as "covered loans" and use the term "covered assets" to refer to covered loans, covered OREO and certain other covered assets. At their respective acquisition dates, the Company estimated the fair value of the reimbursable losses, which were approximately \$65.1 million, \$13.2 million, \$273.3 million, \$48.9 million and \$6.7 million related to the First United Bank, Charter National, First Chicago, TBOC and CFBC acquisitions, respectively. As no loans were acquired by the Company in the acquisition of Second Federal, there is no fair value of reimbursable losses. The agreements with the FDIC require that the Company follow certain servicing procedures or risk losing the FDIC reimbursement of covered asset losses.

The loans covered by the loss sharing agreements are classified and presented as covered loans and the estimated reimbursable losses are recorded as FDIC indemnification assets, both in the Consolidated Statements of Condition. The Company recorded the acquired assets and liabilities at their estimated fair values at the acquisition date. The fair value for loans reflected expected credit losses at the acquisition date, therefore the Company will only recognize a provision for credit losses and charge-offs on the acquired loans for any further credit deterioration. The FDIC-assisted transactions resulted in bargain purchase gains of \$6.6 million for First United Bank, \$43,000 for Second Federal, \$785,000 for Charter National, \$27.4 million for First Chicago, \$8.6 million for TBOC and \$2.0 million for CFBC, which are shown as a component of non-interest income on the Company's Consolidated

Statements of Income.

Other Completed Transactions

Acquisition of Macquarie Premium Funding Inc.

On June 8, 2012, the Company, through its wholly-owned subsidiary Lake Forest Bank and Trust Company (“Lake Forest Bank”), completed its acquisition of Macquarie Premium Funding Inc., the Canadian insurance premium funding unit of Macquarie Group. Through this transaction, Lake Forest Bank acquired approximately \$213 million of gross premium finance receivables outstanding. The Company recorded goodwill of approximately \$22 million on the acquisition.

63

Table of Contents

Acquisition of a Branch of Suburban Bank & Trust

On April 13, 2012, the Company's wholly-owned subsidiary bank, Old Plank Trail Bank, completed its acquisition of a branch of Suburban located in Orland Park, Illinois. Through this transaction, Old Plank Trail Bank acquired approximately \$52 million of deposits and \$3 million of loans. The Company recorded goodwill of \$1.5 million on the branch acquisition.

Acquisition of the Trust Operations of Suburban Bank & Trust

On March 30, 2012, the Company's wholly-owned subsidiary, CTC, completed its acquisition of the trust operations of Suburban. Through this transaction, CTC acquired trust accounts having assets under administration of approximately \$160 million, in addition to land trust accounts and various other assets. The Company recorded goodwill of \$1.8 million on this acquisition.

Acquisition of Elgin State Bank

On September 30, 2011, the Company completed its acquisition of ESBI. ESBI was the parent company of Elgin State Bank, which operated three banking locations in Elgin, Illinois. As part of the transaction, Elgin State Bank merged into the Company's wholly-owned subsidiary bank, St. Charles, and the three acquired banking locations are operating as branches of St. Charles under the brand name Elgin State Bank. Elgin State Bank had approximately \$263.2 million in assets and \$241.1 million in deposits at September 30, 2011. The Company recorded goodwill of approximately \$5.0 million on the acquisition.

Acquisition of Great Lakes Advisors

On July 1, 2011, the Company acquired Great Lakes Advisors, a Chicago-based investment manager with approximately \$2.4 billion in assets under management. Great Lakes Advisors merged with Wintrust's existing asset management business, Wintrust Capital Management, LLC and operates as "Great Lakes Advisors, LLC, a Wintrust Wealth Management Company".

Acquisition of River City Mortgage

On April 13, 2011, the Company announced the acquisition of certain assets and the assumption of certain liabilities of the mortgage banking business of River City of Bloomington, Minnesota. With offices in Minnesota, Nebraska and North Dakota, River City originated nearly \$500 million in mortgage loans in 2010.

Acquisition of Woodfield Planning Corporation

On February 3, 2011, the Company acquired certain assets and assumed certain liabilities of the mortgage banking business of Woodfield of Rolling Meadows, Illinois. With offices in Rolling Meadows, Illinois and Crystal Lake, Illinois, Woodfield originated approximately \$180 million in mortgage loans in 2010.

Announced Acquisitions

On September 18, 2012, the Company announced the signing of a definitive agreement to acquire HPK Financial Corporation ("HPK"). HPK is the parent company of Hyde Park Bank and Trust Company, an Illinois state bank, ("Hyde Park Bank"), which operates two banking locations in the Hyde Park neighborhood of Chicago, Illinois. As of June 30, 2012, Hyde Park Bank had approximately \$390 million in assets and approximately \$238 million in deposits. The Company expects that this acquisition will be completed late in the fourth quarter of 2012.

Stock Offerings

On March 14, 2012, the Company announced the pricing of 126,500 shares, or \$126,500,000 aggregate liquidation preference, of Series C Preferred Stock. Dividends will be payable on the Series C Preferred Stock when, as, and if, declared by Wintrust's Board of Directors on a non-cumulative basis quarterly in arrears on January 15, April 15, July 15 and October 15 of each year at a rate of 5.00% per year on the liquidation preference of \$1,000 per share.

The holders of the Series C Preferred Stock will have the right at any time to convert each share of Series C Preferred Stock into 24.3132 shares of Wintrust common stock, which represents an initial conversion price of \$41.13 per share of Wintrust common stock, plus cash in lieu of fractional shares. The initial conversion price represents a 17.5% conversion premium to the volume-weighted average price of Wintrust common stock on March 13, 2012 of approximately \$35.00 per share. The conversion rate, and thus the conversion price, will be subject to adjustment

under certain circumstances. On or after April 15, 2017, Wintrust will have the right under certain circumstances to cause the Series C Preferred Stock to be converted into shares of Wintrust common stock, plus cash in lieu of fractional shares.

Table of Contents

RESULTS OF OPERATIONS

Earnings Summary

The Company's key operating measures for the three and nine months ended September 30, 2012, as compared to the same period last year, are shown below:

| (Dollars in thousands, except per share data) | Three months ended September 30, 2012 | Three months ended September 30, 2011 | Percentage (%) or Basis Point (bp)Change | |
|---|---|---|---|---|
| Net income | \$32,302 | \$30,202 | 7 | % |
| Net income per common share—Diluted | 0.66 | 0.65 | 2 | |
| Net revenue ⁽¹⁾ | 195,520 | 185,657 | 5 | |
| Net interest income | 132,575 | 118,410 | 12 | |
| Pre-tax adjusted earnings ^{(2) (6)} | 68,923 | 57,524 | 20 | |
| Net interest margin ⁽²⁾ | 3.50 | % 3.37 | % 13 bp | |
| Net overhead ratio ^{(2) (3)} | 1.47 | 1.00 | 47 | |
| Net overhead ratio, based on pre-tax adjusted earnings ^{(2) (3)} | 1.52 | 1.56 | (4 |) |
| Efficiency ratio ^{(2) (4)} | 63.67 | 57.21 | 646 | |
| Efficiency ratio, based on pre-tax adjusted earnings ^{(2) (4)} | 63.48 | 63.69 | (21 |) |
| Return on average assets | 0.77 | 0.77 | — | |
| Return on average common equity | 7.57 | 7.94 | (37 |) |
| | | | Percentage (%) | |
| (Dollars in thousands, except per share data) | Nine months ended September 30, 2012 | Nine months ended September 30, 2011 | or Basis Point (bp) Change | |
| Net income | \$81,107 | \$58,354 | 39 | % |
| Net income per common share—Diluted | 1.70 | 1.26 | 35 | |
| Net revenue ⁽¹⁾ | 547,643 | 481,516 | 14 | |
| Net interest income | 386,740 | 336,730 | 15 | |
| Pre-tax adjusted earnings ^{(2) (6)} | 201,452 | 161,416 | 25 | |
| Net interest margin ⁽²⁾ | 3.52 | % 3.41 | % 11 bp | |
| Net overhead ratio ^{(2) (3)} | 1.63 | 1.44 | 19 | |
| Net overhead ratio, based on pre-tax adjusted earnings ^{(2) (3)} | 1.52 | 1.61 | (9 |) |
| Efficiency ratio ^{(2) (4)} | 65.75 | 62.67 | 308 | |
| Efficiency ratio, based on pre-tax adjusted earnings ^{(2) (4)} | 62.41 | 63.36 | (95 |) |
| Return on average assets | 0.67 | 0.54 | 13 | |
| Return on average common equity | 6.53 | 5.21 | 132 | |
| At end of period | | | | |
| Total assets | \$17,018,592 | \$15,914,804 | 7 | % |
| Total loans, excluding loans held-for-sale, excluding covered loans | 11,489,900 | 10,272,711 | 12 | |
| Total loans, including loans held-for-sale, excluding covered loans | 12,059,885 | 10,485,747 | 15 | |
| Total deposits | 13,847,965 | 12,306,008 | 13 | |
| Junior subordinated debentures | 249,493 | 249,493 | — | |
| Total shareholders' equity | 1,761,300 | 1,528,187 | 15 | |
| Tangible common equity ratio (TCE) ⁽²⁾ | 7.4 | % 7.4 | % 0 bp | |

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|--|---------|---------|-----------|---|
| Tangible common equity ratio, assuming full conversion of preferred stock ⁽²⁾ | 8.4 | 7.7 | 70 | |
| Book value per common share ⁽²⁾ | \$37.25 | \$33.92 | 10 | % |
| Tangible common book value per share ⁽²⁾ | 28.93 | 26.47 | 9 | |
| Market price per common share | 37.57 | 25.81 | 46 | |
| Excluding covered loans: | | | | |
| Allowance for loan losses to total loans ⁽⁵⁾ | 0.98 | % 1.15 | % (17) bp | |
| Allowance for credit losses to total loans ⁽⁵⁾ | 1.09 | 1.29 | (20 |) |
| Non-performing loans to total loans | 1.03 | 1.30 | (27 |) |

(1) Net revenue is net interest income plus non-interest income.

(2) See following section titled, "Supplementary Financial Measures/Ratios" for additional information on this performance measure/ratio.

(3) The net overhead ratio is calculated by netting total non-interest expense and total non-interest income, annualizing this amount, and dividing by that period's total average assets. A lower ratio indicates a higher degree of efficiency.

(4) The efficiency ratio is calculated by dividing total non-interest expense by tax-equivalent net revenues (less securities gains or losses). A lower ratio indicates more efficient revenue generation.

(5) The allowance for credit losses includes both the allowance for loan losses and the allowance for lending-related commitments.

(6) Pre-tax adjusted earnings excludes the provision for credit losses and certain significant items.

Table of Contents

Certain returns, yields, performance ratios, and quarterly growth rates are “annualized” in this presentation and throughout this report to represent an annual time period. This is done for analytical purposes to better discern for decision-making purposes underlying performance trends when compared to full-year or year-over-year amounts. For example, balance sheet growth rates are most often expressed in terms of an annual rate. As such, 5% growth during a quarter would represent an annualized growth rate of 20%.

Supplemental Financial Measures/Ratios

The accounting and reporting policies of Wintrust conform to GAAP in the United States and prevailing practices in the banking industry. However, certain non-GAAP performance measures and ratios are used by management to evaluate and measure the Company’s performance. These include taxable-equivalent net interest income (including its individual components), net interest margin (including its individual components), the efficiency ratio, tangible common equity ratio, tangible common book value per share and pre-tax adjusted earnings. Management believes that these measures and ratios provide users of the Company’s financial information a more meaningful view of the performance of the interest-earning assets and interest-bearing liabilities and of the Company’s operating efficiency. Other financial holding companies may define or calculate these measures and ratios differently.

Management reviews yields on certain asset categories and the net interest margin of the Company and its banking subsidiaries on a fully taxable-equivalent (“FTE”) basis. In this non-GAAP presentation, net interest income is adjusted to reflect tax-exempt interest income on an equivalent before-tax basis. This measure ensures comparability of net interest income arising from both taxable and tax-exempt sources. Net interest income on a FTE basis is also used in the calculation of the Company’s efficiency ratio. The efficiency ratio, which is calculated by dividing non-interest expense by total taxable-equivalent net revenue (less securities gains or losses), measures how much it costs to produce one dollar of revenue. Securities gains or losses are excluded from this calculation to better match revenue from daily operations to operational expenses. Management considers the tangible common equity ratio and tangible book value per common share as useful measurements of the Company’s equity. Pre-tax adjusted earnings is a significant metric in assessing the Company’s operating performance. Pre-tax adjusted earnings is calculated by adjusting income before taxes to exclude the provision for credit losses and certain significant items.

The net overhead ratio and the efficiency ratio are primarily reviewed by the Company based on pre-tax adjusted earnings. The Company believes that these measures provide a more meaningful view of the Company’s operating efficiency and expense management. The net overhead ratio, based on pre-tax adjusted earnings, is calculated by netting total adjusted non-interest expense and total adjusted non-interest income, annualizing this amount, and dividing it by total average assets. Adjusted non-interest expense is calculated by subtracting OREO expenses, covered loan collection expense, defeasance cost and seasonal payroll tax fluctuation. Adjusted non-interest income is calculated by adding back the recourse obligation on loans previously sold and subtracting gains or adding back losses on foreign currency remeasurement, investment partnerships, bargain purchase, trading and available-for-sale securities activity.

The efficiency ratio, based on pre-tax adjusted earnings, is calculated by dividing adjusted non-interest expense by adjusted taxable-equivalent net revenue. Adjusted taxable-equivalent net revenue is comprised of fully taxable equivalent net interest income and adjusted non-interest income.

Table of Contents

A reconciliation of certain non-GAAP performance measures and ratios used by the Company to evaluate and measure the Company's performance to the most directly comparable GAAP financial measures is shown below:

| | Three months ended September | | Nine months ended September | | |
|---|------------------------------|---------------|-----------------------------|------------|---|
| | 30, | 2011 | 30, | 2011 | |
| (Dollars in thousands) | 2012 | | 2012 | | |
| Calculation of Net Interest Margin and Efficiency Ratio | | | | | |
| (A) Interest Income (GAAP) | \$ 158,201 | \$ 154,951 | \$ 470,378 | \$ 448,176 | |
| Taxable-equivalent adjustment: | | | | | |
| —Loans | 148 | 100 | 417 | 326 | |
| —Liquidity management assets | 352 | 313 | 1,014 | 904 | |
| —Other earning assets | 1 | 6 | 7 | 11 | |
| Interest Income—FTE | \$ 158,702 | \$ 155,370 | \$ 471,816 | \$ 449,417 | |
| (B) Interest Expense (GAAP) | 25,626 | 36,541 | 83,638 | 111,446 | |
| Net interest income—FTE | 133,076 | 118,829 | 388,178 | 337,971 | |
| (C) Net Interest Income (GAAP) (A minus B) | \$ 132,575 | \$ 118,410 | \$ 386,740 | \$ 336,730 | |
| (D) Net interest margin (GAAP) | 3.49 | % 3.36 | % 3.51 | % 3.40 | % |
| Net interest margin—FTE | 3.50 | % 3.37 | % 3.52 | % 3.41 | % |
| (E) Efficiency ratio (GAAP) | 63.83 | % 57.34 | % 65.92 | % 62.84 | % |
| Efficiency ratio—FTE | 63.67 | % 57.21 | % 65.75 | % 62.67 | % |
| Efficiency ratio—Based on pre-tax adjusted earnings | 63.48 | % 63.69 | % 62.41 | % 63.36 | % |
| (F) Net Overhead ratio (GAAP) | 1.47 | % 1.00 | % 1.63 | % 1.44 | % |
| Net Overhead ratio—Based on pre-tax adjusted earnings | 1.52 | % 1.56 | % 1.52 | % 1.61 | % |
| Calculation of Tangible Common Equity ratio (at period end) | | | | | |
| Total shareholders' equity | \$ 1,761,300 | \$ 1,528,187 | | | |
| (G) Less: Preferred stock | (176,371) | (49,736) | | | |
| Less: Intangible assets | (354,039) | (324,782) | | | |
| (H) Total tangible common shareholders' equity | \$ 1,230,890 | \$ 1,153,669 | | | |
| Total assets | \$ 17,018,592 | \$ 15,914,804 | | | |
| Less: Intangible assets | (354,039) | (324,782) | | | |
| (I) Total tangible assets | \$ 16,664,553 | \$ 15,590,022 | | | |
| Tangible common equity ratio (H/I) | 7.4 | % 7.4 | % | | |
| Tangible common equity ratio, assuming full conversion of preferred stock ((H-G)/I) | 8.4 | % 7.7 | % | | |
| Calculation of Pre-Tax Adjusted Earnings | | | | | |
| Income before taxes | \$ 52,173 | \$ 50,046 | \$ 131,261 | \$ 96,059 | |
| Add: Provision for credit losses | 18,799 | 29,290 | 56,890 | 83,821 | |
| Add: OREO expenses, net | 3,808 | 5,134 | 16,834 | 17,519 | |
| Add: Recourse obligation on loans previously sold | — | 266 | — | (547) |) |
| Add: Covered loan collection expense | 1,201 | 336 | 3,923 | 1,887 | |
| Add: Defeasance cost | — | — | 996 | — | |
| Add: Seasonal payroll tax fluctuation | (1,121) | (781) | 873 | 932 | |
| Add: Loss on foreign currency remeasurement | 825 | — | 825 | — | |
| Less: (Gain) loss from investment partnerships | (718) | 1,439 | (2,178) | 1,323 | |

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|---|-------------|---|-------------|---|-----------|---|-----------|---|
| Less: Gain on bargain purchases, net | (6,633 |) | (27,390 |) | (7,418 |) | (37,974 |) |
| Less: Trading losses (gains), net | 998 | | (591 |) | 1,780 | | (121 |) |
| Less: Gains on available-for-sale securities, net | (409 |) | (225 |) | (2,334 |) | (1,483 |) |
| Pre-tax adjusted earnings | \$68,923 | | \$57,524 | | \$201,452 | | \$161,416 | |
| Calculation of book value per share | | | | | | | | |
| Total shareholders' equity | \$1,761,300 | | \$1,528,187 | | | | | |
| Less: Preferred stock | (176,371 |) | (49,736 |) | | | | |
| (J) Total common equity | \$1,584,929 | | \$1,478,451 | | | | | |
| Actual common shares outstanding | 36,411 | | 35,924 | | | | | |
| Add: TEU conversion shares | 6,133 | | 7,666 | | | | | |
| (K) Common shares used for book value calculation | 42,544 | | 43,590 | | | | | |
| Book value per share (J/K) | \$37.25 | | \$33.92 | | | | | |
| Tangible common book value per share (H/K) | \$28.93 | | \$26.47 | | | | | |

Table of Contents

Critical Accounting Policies

The Company's Consolidated Financial Statements are prepared in accordance with GAAP in the United States and prevailing practices of the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments, and as such have a greater possibility that changes in those estimates and assumptions could produce financial results that are materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event, are based on information available as of the date of the financial statements; accordingly, as information changes, the financial statements could reflect different estimates and assumptions. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views critical accounting policies to include the determination of the allowance for loan losses, allowance for covered loan losses and the allowance for losses on lending-related commitments, loans acquired with evidence of credit quality deterioration since origination, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be most subject to revision as new information becomes available. For a more detailed discussion on these critical accounting policies, see "Summary of Critical Accounting Policies" beginning on page 45 of the Company's 2011 Form 10-K.

Net Income

Net income for the quarter ended September 30, 2012 totaled \$32.3 million, an increase of \$2.1 million, or 7%, compared to the third quarter of 2011. On a per share basis, net income for the third quarter of 2012 totaled \$0.66 per diluted common share compared to \$0.65 in the third quarter of 2011.

The most significant factors impacting net income for the third quarter of 2012 as compared to the same period in the prior year include increased mortgage banking revenues due to higher origination volumes and better pricing in 2012, lower provision for credit losses as credit quality improved, increased interest income and fees on loans due to portfolio growth, along with reduced costs on interest-bearing deposits from a more favorable mix of the deposit funding base. These improvements were partially offset by an increase in salary expense caused by the addition of employees from acquisitions and lower bargain purchase gains.

Table of Contents

Net Interest Income

The primary source of the Company's revenue is net interest income. Net interest income is the difference between interest income and fees on earnings assets, such as loans and securities, and interest expense on the liabilities to fund those assets, including interest bearing deposits and other borrowings. The amount of net interest income is affected by both changes in the level of interest rates and the amount and composition of earning assets and interest bearing liabilities. Net interest margin represents tax-equivalent net interest income as a percentage of the average earning assets during the period.

Quarter Ended September 30, 2012 compared to the Quarter Ended September 30, 2011

The following table presents a summary of the Company's net interest income and related net interest margin, calculated on a fully taxable equivalent basis, for the third quarter of 2012 as compared to the third quarter of 2011 (linked quarters):

| (Dollars in thousands) | For the three months ended September 30, 2012 | | | For the three months ended September 30, 2011 | | | | |
|--|---|-----------|------|---|-----------|------|---|--|
| | Average | Interest | Rate | Average | Interest | Rate | | |
| Liquidity management assets (1) (2) (7) | \$2,565,151 | \$9,061 | 1.41 | % \$3,083,508 | \$14,508 | 1.87 | % | |
| Other earning assets (2) (3) (7) | 31,142 | 222 | 2.83 | 28,834 | 217 | 2.98 | | |
| Loans, net of unearned income (2) (4) (7) | 11,922,450 | 137,022 | 4.57 | 10,200,733 | 127,718 | 4.97 | | |
| Covered loans | 597,518 | 12,397 | 8.25 | 680,003 | 12,926 | 7.54 | | |
| Total earning assets (7) | \$15,116,261 | \$158,702 | 4.18 | % \$13,993,078 | \$155,369 | 4.41 | % | |
| Allowance for loan and covered loan losses | (138,740) | | | (128,848) | | | | |
| Cash and due from banks | 185,435 | | | 140,010 | | | | |
| Other assets | 1,542,473 | | | 1,522,187 | | | | |
| Total assets | \$16,705,429 | | | \$15,526,427 | | | | |
| Interest-bearing deposits | \$11,261,184 | \$16,794 | 0.59 | % \$10,442,886 | \$21,893 | 0.83 | % | |
| Federal Home Loan Bank advances | 441,445 | 2,817 | 2.54 | 486,379 | 4,166 | 3.40 | | |
| Notes payable and other borrowings | 426,675 | 2,024 | 1.89 | 461,141 | 2,874 | 2.47 | | |
| Secured borrowings—owed to securitization investors | 176,904 | 795 | 1.79 | 600,000 | 3,003 | 1.99 | | |
| Subordinated notes | 15,000 | 67 | 1.75 | 40,000 | 168 | 1.65 | | |
| Junior subordinated notes | 249,493 | 3,129 | 4.91 | 249,493 | 4,437 | 6.96 | | |
| Total interest-bearing liabilities | \$12,570,701 | \$25,626 | 0.81 | % \$12,279,899 | \$36,541 | 1.18 | % | |
| Non-interest bearing deposits | 2,092,028 | | | 1,553,769 | | | | |
| Other liabilities | 305,960 | | | 185,042 | | | | |
| Equity | 1,736,740 | | | 1,507,717 | | | | |
| Total liabilities and shareholders' equity | \$16,705,429 | | | \$15,526,427 | | | | |
| Interest rate spread (5) (7) | | | 3.37 | % | | 3.23 | % | |
| Net free funds/contribution (6) | \$2,545,560 | | 0.13 | % \$1,713,179 | | 0.14 | % | |
| Net interest income/Net interest margin(7) | | \$133,076 | 3.50 | % | \$118,828 | 3.37 | % | |

(1)

Liquidity management assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.

Interest income on tax-advantaged loans, trading securities and securities reflects a tax-equivalent adjustment based (2) on a marginal federal corporate tax rate of 35%. The total adjustments for the three months ended September 30, 2012 and 2011 were \$501,000 and \$419,000, respectively.

(3) Other earning assets include brokerage customer receivables and trading account securities.

(4) Loans, net of unearned income, include loans held-for-sale and non-accrual loans.

(5) Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.

Net free funds are the difference between total average earning assets and total average interest-bearing liabilities.

(6) The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.

(7) See "Supplemental Financial Measures/Ratios" for additional information on this performance ratio.

The net interest margin for the third quarter of 2012 was 3.50% compared to 3.37% in the third quarter of 2011.

Average earning assets for the third quarter of 2012 increased by \$1.1 billion compared to the third quarter of 2011.

This was comprised of average loan growth, excluding covered loans, of \$1.7 billion offset by a decrease of \$518.4 million in the average balance of liquidity management assets and a decrease of \$82.5 million in the average balance of covered loans. The growth in average

Table of Contents

total loans, excluding covered loans, was comprised of an increase of \$533.6 million in commercial loans, \$407.8 million in mortgages held for sale, \$260.0 million in commercial real-estate loans, \$253.3 million in U.S.-originated commercial premium finance receivables, \$246.8 million in Canadian-originated commercial premium finance receivables and \$19.7 million in life premium finance receivables. The average earning asset growth of \$1.1 billion in the third quarter of 2012 offset a 23 basis point decline in the yield on earning assets, creating an increase in total interest income of \$3.3 million in the third quarter of 2012 compared to the third quarter of 2011. Funding for the average earning asset growth of \$1.1 billion was provided by an increase in total average interest bearing liabilities of \$290.8 million (an increase in interest-bearing deposits of \$818.3 million offset by a decrease of \$527.5 million of wholesale funding) and an increase of \$832.3 million in the average balance of net free funds. A 37 basis point decline in the rate paid on total interest-bearing liabilities more than offset the increase in average balance of net free funds, creating a \$10.9 million reduction in interest expense in the third quarter of 2012 compared to the third quarter of 2011.

Quarter Ended September 30, 2012 compared to the Quarter June 30, 2012

The following table presents a summary of the Company's net interest income and related net interest margin, calculated on a fully taxable equivalent basis, for the third quarter of 2012 as compared to the second quarter of 2012 (sequential quarters):

| (Dollars in thousands) | For the three months ended September 30, 2012 | | | For the three months ended June 30, 2012 | | | |
|--|---|-----------|------|--|-----------|------|---|
| | Average | Interest | Rate | Average | Interest | Rate | |
| Liquidity management assets (1) (2) (7) | \$2,565,151 | \$9,061 | 1.41 | % \$2,781,730 | \$11,693 | 1.69 | % |
| Other earning assets (2) (3) (7) | 31,142 | 222 | 2.83 | 30,761 | 233 | 3.04 | |
| Loans, net of unearned income (2) (4) (7) | 11,922,450 | 137,022 | 4.57 | 11,300,395 | 130,293 | 4.64 | |
| Covered loans | 597,518 | 12,397 | 8.25 | 659,783 | 13,943 | 8.50 | |
| Total earning assets (7) | \$15,116,261 | \$158,702 | 4.18 | % \$14,772,669 | \$156,162 | 4.25 | % |
| Allowance for loan and covered loan losses | (138,740) | | | (134,077) | | | |
| Cash and due from banks | 185,435 | | | 152,118 | | | |
| Other assets | 1,542,473 | | | 1,528,497 | | | |
| Total assets | \$16,705,429 | | | \$16,319,207 | | | |
| Interest-bearing deposits | \$11,261,184 | \$16,794 | 0.59 | % \$10,815,018 | \$17,273 | 0.64 | % |
| Federal Home Loan Bank advances | 441,445 | 2,817 | 2.54 | 514,513 | 2,867 | 2.24 | |
| Notes payable and other borrowings | 426,675 | 2,024 | 1.89 | 422,146 | 2,274 | 2.17 | |
| Secured borrowings—owed to securitization investors | 176,904 | 795 | 1.79 | 407,259 | 1,743 | 1.72 | |
| Subordinated notes | 15,000 | 67 | 1.75 | 23,791 | 126 | 2.10 | |
| Junior subordinated notes | 249,493 | 3,129 | 4.91 | 249,493 | 3,138 | 4.97 | |
| Total interest-bearing liabilities | \$12,570,701 | \$25,626 | 0.81 | % \$12,432,220 | \$27,421 | 0.89 | % |
| Non-interest bearing deposits | 2,092,028 | | | 1,993,880 | | | |
| Other liabilities | 305,960 | | | 197,667 | | | |
| Equity | 1,736,740 | | | 1,695,440 | | | |
| Total liabilities and shareholders' equity | \$16,705,429 | | | \$16,319,207 | | | |

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|--|-------------|------|---|-------------|------|---|
| Interest rate spread ⁽⁵⁾ ⁽⁷⁾ | | 3.37 | % | | 3.36 | % |
| Net free funds/contribution ⁽⁶⁾ | \$2,545,560 | 0.13 | % | \$2,340,449 | 0.15 | % |
| Net interest income/Net interest margin ⁽⁷⁾ | \$133,076 | 3.50 | % | \$128,741 | 3.51 | % |

(1) Liquidity management assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.

Interest income on tax-advantaged loans, trading securities and securities reflects a tax-equivalent adjustment based (2) on a marginal federal corporate tax rate of 35%. The total adjustments for the three months ended September 30, 2012 and June 30, 2012 were \$501,000 and \$471,000, respectively.

(3) Other earning assets include brokerage customer receivables and trading account securities.

(4) Loans, net of unearned income, include loans held-for-sale and non-accrual loans.

(5) Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.

Net free funds are the difference between total average earning assets and total average interest-bearing liabilities.

(6) The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.

(7) See "Supplemental Financial Measures/Ratios" for additional information on this performance ratio.

Table of Contents

The net interest margin decreased one basis point in the third quarter of 2012 compared to the second quarter of 2012. Average earning assets for the third quarter of 2012 increased by \$343.6 million compared to the second quarter of 2012. This was comprised of average loan growth, excluding covered loans, of \$622.1 million partially offset by a decrease of \$216.6 million in the average balance of liquidity management assets and a decrease of \$62.3 million in the average balance of covered loans. The growth in average total loans, excluding covered loans, included an increase of \$203.2 million in Canadian-originated commercial premium finance receivables, \$134.9 million in U.S.-originated commercial premium finance receivables, \$123.8 million in mortgages held for sale, \$111.7 million in commercial loans and \$48.5 million in commercial real-estate loans. The earning asset growth of \$343.6 million in the third quarter of 2012 offset a seven basis point decline in the yield on earning assets, creating an increase in total interest income of \$2.5 million in the third quarter of 2012 compared to the second quarter of 2012. Funding for the average earning asset growth of \$343.6 million was provided by an increase in total average interest bearing liabilities of \$138.5 million (an increase in interest-bearing deposits of \$446.2 million partially offset by a decrease of \$307.6 million of wholesale funding) and an increase of \$205.1 million in the average balance of net free funds. An eight basis point decline in the rate paid on total interest-bearing liabilities more than offset the increase in average balance, creating a \$1.8 million reduction in interest expense in the third quarter of 2012 compared to the second quarter of 2012.

Nine months ended September 30, 2012 compared to the nine months ended September 30, 2011

The following table presents a summary of the Company's net interest income and related net interest margin, calculated on a fully taxable equivalent basis, for the first nine months of 2012 as compared to the first nine months of 2011:

| (Dollars in thousands) | For the nine months ended September 30, 2012 | | | For the nine months ended September 30, 2011 | | | |
|--|--|-----------|------|--|-----------|------|---|
| | Average | Interest | Rate | Average | Interest | Rate | |
| Liquidity management assets (1) (2) (7) | \$2,700,742 | \$33,794 | 1.67 | % \$2,768,817 | \$39,060 | 1.89 | % |
| Other earning assets (2) (3) (7) | 30,802 | 679 | 2.94 | 28,483 | 606 | 2.84 | |
| Loans, net of unearned income (2) (4) (7) | 11,359,017 | 396,099 | 4.66 | 9,971,231 | 381,352 | 5.11 | |
| Covered loans | 641,354 | 41,244 | 8.59 | 476,199 | 28,398 | 7.97 | |
| Total earning assets (7) | \$14,731,915 | \$471,816 | 4.28 | % \$13,244,730 | \$449,416 | 4.54 | % |
| Allowance for loan and covered loan losses | (134,876) | | | (124,369) | | | |
| Cash and due from banks | 160,565 | | | 141,611 | | | |
| Other assets | 1,530,587 | | | 1,287,724 | | | |
| Total assets | \$16,288,191 | | | \$14,549,696 | | | |
| Interest-bearing deposits | \$10,854,166 | \$52,096 | 0.64 | % \$9,826,982 | \$68,253 | 0.93 | % |
| Federal Home Loan Bank advances | 475,310 | 9,269 | 2.60 | 441,558 | 12,134 | 3.67 | |
| Notes payable and other borrowings | 451,455 | 7,400 | 2.19 | 355,989 | 8,219 | 1.29 | |
| Secured borrowings—owed to securitization investors | 365,670 | 5,087 | 1.86 | 600,000 | 9,037 | 2.01 | |
| Subordinated notes | 24,562 | 362 | 1.94 | 45,110 | 574 | 1.68 | |
| Junior subordinated notes | 249,493 | 9,424 | 4.96 | 249,493 | 13,229 | 6.99 | |
| Total interest-bearing liabilities | \$12,420,656 | \$83,638 | 0.90 | % \$11,519,132 | \$111,446 | 1.29 | % |
| Non-interest bearing liabilities | 1,973,280 | | | 1,389,307 | | | |
| Other liabilities | 228,381 | | | 172,449 | | | |

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|--|--------------|------|---|--------------|------|---|
| Equity | 1,665,874 | | | 1,468,808 | | |
| Total liabilities and shareholders' equity | \$16,288,191 | | | \$14,549,696 | | |
| Interest rate spread ⁽⁵⁾ ⁽⁷⁾ | | 3.38 | % | | 3.25 | % |
| Net free funds/contribution ⁽⁶⁾ | \$2,311,259 | 0.14 | % | \$1,725,598 | 0.16 | % |
| Net interest income/Net interest margin ⁽⁷⁾ | \$388,178 | 3.52 | % | \$337,970 | 3.41 | % |

(1) Liquidity management assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.

(2) Interest income on tax-advantaged loans, trading securities and securities reflects a tax-equivalent adjustment based on a marginal federal corporate tax rate of 35%. The total adjustments for the nine months ended September 30, 2012 and 2011 were \$1.4 million and \$1.2 million, respectively.

(3) Other earning assets include brokerage customer receivables and trading account securities.

(4) Loans, net of unearned income, include loans held-for-sale and non-accrual loans.

(5) Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.

Net free funds are the difference between total average earning assets and total average interest-bearing liabilities.

(6) The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.

(7) See "Supplemental Financial Measures/Ratios" for additional information on this performance ratio.

Table of Contents

The net interest margin for the first nine months of 2012 was 3.52% compared to 3.41% in the first nine months of 2011. Average earnings assets for the first nine months of 2012 totaled \$14.7 billion, an increase of \$1.5 billion compared to the prior year period. This average earning asset growth is primarily a result of the \$1.4 billion increase in average loans, excluding covered loans and a \$165.2 million of average covered loan growth from the FDIC-assisted bank acquisitions partially offset by a \$65.8 million decrease in average balance of liquidity management and other earning assets. The majority of the increase in average loans was comprised of increases of \$529.8 million in commercial loans, \$287.5 million in residential real estate loans, \$223.3 million in commercial real estate loans, \$200.1 million in U.S.-originated commercial premium finance receivables, \$97.3 million in Canadian-originated commercial premium finance receivables and \$82.8 million in life insurance premium finance receivables, partially offset by a \$33.1 million decrease in home equity and all other loans. The average earning asset growth of \$1.5 billion in the first nine months of 2012 offset a 26 basis point decline in the yield on earning assets, creating an increase in total interest income of \$22.4 million in the first nine months of 2012 compared to the first nine months of 2011. This average earning asset growth was primarily funded by a \$1.0 billion increase in the average balances of interest-bearing deposits and an increase in the average balance of net free funds of \$585.6 million. A 39 basis point decline in the rate paid on total interest-bearing liabilities more than offset the increase in average balance, creating a \$27.8 million reduction in interest expense in the first nine months of 2012 compared to the first nine months of 2011.

Analysis of Changes in Tax-equivalent Net Interest Income

The following table presents an analysis of the changes in the Company's tax-equivalent net interest income comparing the three month periods ended September 30, 2012 and June 30, 2012, the nine months ended September 30, 2012 and September 30, 2011 and the three month periods ended September 30, 2012 and September 30, 2011. The reconciliations set forth the changes in the tax-equivalent net interest income as a result of changes in volumes, changes in rates and differing number of days in each period:

| (Dollars in thousands) | Third Quarter of 2012 Compared to Second Quarter of 2012 | First Nine Months of 2012 Compared to First Nine Months of 2011 | Third Quarter of 2012 Compared to Third Quarter of 2011 |
|--|--|---|---|
| Tax-equivalent net interest income for comparative period | \$128,741 | \$337,970 | \$118,828 |
| Change due to mix and growth of earning assets and interest-bearing liabilities (volume) | 6,448 | 55,418 | 18,553 |
| Change due to interest rate fluctuations (rate) | (3,513 |) (6,443 |) (4,305 |
| Change due to number of days in each period | 1,400 | 1,233 | — |
| Tax-equivalent net interest income for the period ended September 30, 2012 | \$133,076 | \$388,178 | \$133,076 |

Table of Contents

Non-interest Income

For the third quarter of 2012, non-interest income totaled \$62.9 million, a decrease of \$4.3 million, or 6%, compared to the third quarter of 2011. On a year-to-date basis, non-interest income for the first nine months of 2012 totaled \$160.9 million and increased \$16.1 million, or 11%, compared to the same period in 2011.

The following table presents non-interest income by category for the periods presented:

| (Dollars in thousands) | Three months ended September 30, | | \$ | % |
|---|----------------------------------|----------|-----------|------|
| | 2012 | 2011 | | |
| Brokerage | \$6,355 | \$6,108 | \$247 | 4 |
| Trust and asset management | 6,897 | 5,886 | 1,011 | 17 |
| Total wealth management | 13,252 | 11,994 | 1,258 | 10 |
| Mortgage banking | 31,127 | 14,469 | 16,658 | 115 |
| Service charges on deposit accounts | 4,235 | 4,085 | 150 | 4 |
| Gains on available-for-sale securities, net | 409 | 225 | 184 | 82 |
| Gain on bargain purchases, net | 6,633 | 27,390 | (20,757) | (76) |
| Trading (losses) gains, net | (998) |) 591 | (1,589) |) NM |
| Other: | | | | |
| Fees from covered call options | 2,083 | 3,436 | (1,353) | (39) |
| Bank Owned Life Insurance | 810 | 351 | 459 | 131 |
| Administrative services | 825 | 784 | 41 | 5 |
| Miscellaneous | 4,569 | 3,922 | 647 | 16 |
| Total Other | 8,287 | 8,493 | (206) | (2) |
| Total Non-Interest Income | \$62,945 | \$67,247 | \$(4,302) | (6) |
| NM—Not Meaningful | | | | |

| (Dollars in thousands) | Nine months ended September 30, | | \$ | % |
|---|---------------------------------|-----------|----------|------|
| | 2012 | 2011 | | |
| Brokerage | \$19,073 | \$18,641 | \$432 | 2 |
| Trust and asset management | 19,973 | 14,190 | 5,783 | 41 |
| Total wealth management | 39,046 | 32,831 | 6,215 | 19 |
| Mortgage banking | 75,268 | 38,917 | 36,351 | 93 |
| Service charges on deposit accounts | 12,437 | 10,990 | 1,447 | 13 |
| Gains on available-for-sale securities, net | 2,334 | 1,483 | 851 | 57 |
| Gain on bargain purchases, net | 7,418 | 37,974 | (30,556) | (80) |
| Trading (losses) gains, net | (1,780) |) 121 | (1,901) |) NM |
| Other: | | | | |
| Fees from covered call options | 8,320 | 8,193 | 127 | 2 |
| Bank Owned Life Insurance | 2,234 | 1,888 | 346 | 18 |
| Administrative services | 2,414 | 2,282 | 132 | 6 |
| Miscellaneous | 13,212 | 10,107 | 3,105 | 31 |
| Total Other | 26,180 | 22,470 | 3,710 | 17 |
| Total Non-Interest Income | \$160,903 | \$144,786 | \$16,117 | 11 |
| NM—Not Meaningful | | | | |

The significant changes in non-interest income for the three and nine months ended September 30, 2012 compared to same periods in the prior year are discussed below.

Wealth management revenue totaled \$13.3 million in the third quarter of 2012 and \$12.0 million in the third quarter of 2011, an increase of 10%. The increase in third quarter of 2012 as compared to the third quarter of 2011 is mostly

attributable to additional revenues resulting from the acquisition of a community bank trust operation on March 30, 2012 as well as continued

73

Table of Contents

growth within the existing business. On a year-to-date basis, wealth management revenues totaled \$39.0 million for the nine months ended September 30, 2012, compared to \$32.8 million in the nine months ended September 30, 2011. The increase in the current year-to-date period is a result of both the community bank trust operation acquisition and the acquisition of Great Lakes Advisors in the third quarter of 2011. Wealth management revenue is comprised of the trust and asset management revenue of CTC and Great Lakes Advisors and the brokerage commissions, money managed fees and insurance product commissions at Wayne Hummer Investments.

For the quarter ended September 30, 2012, mortgage banking revenue totaled \$31.1 million, an increase of \$16.7 million when compared to the third quarter of 2011. For the nine months ended September 30, 2012, mortgage banking revenue totaled \$75.3 million as compared to \$38.9 million for the nine months ended September 30, 2011. The increase in mortgage banking revenue in the three and nine month periods ended September 30, 2012 as compared to the prior year periods resulted primarily from an increase in gain on sales of loans, which were driven by higher origination volumes due to a favorable mortgage interest rate environment in 2012 and better pricing in the current year. Mortgage banking revenue includes revenue from activities related to originating, selling and servicing residential real estate loans for the secondary market.

A summary of the mortgage banking revenue components is shown below:

Mortgage banking revenue

| (Dollars in thousands) | Three months ended September | | Nine months ended September | |
|--|------------------------------|-----------|-----------------------------|-------------|
| | 30, 2012 | 2011 | 30, 2012 | 2011 |
| Mortgage loans originated and sold | \$1,119,762 | \$641,742 | \$2,688,002 | \$1,662,368 |
| Mortgage loans serviced for others | 997,235 | 952,257 | | |
| Fair value of mortgage servicing rights (MSRs) | 6,276 | 6,740 | | |
| MSRs as a percentage of loans serviced | 0.63 | % 0.71 | % | |

Gain on bargain purchases totaled \$7.4 million for the first nine months of 2012, a decrease of \$30.6 million as compared to \$38.0 million recorded in the first nine months of 2011. The gain on bargain purchases in 2012 relates primarily to the FDIC-assisted acquisitions of First United Bank in the third quarter of 2012 and Charter National in the first quarter of 2012. The gain on bargain purchases in 2011 relates primarily to the FDIC-assisted acquisition of First Chicago in the third quarter of 2011 as well as the FDIC-assisted acquisitions of TBOC and CFBC in the first quarter of 2011. See Note 3 to the financial statements under Item 1 of this report for details of FDIC-assisted acquisitions.

The Company recognized \$998,000 in trading losses in the third quarter of 2012 compared to trading gains of \$591,000 in the third quarter of 2011. On a year-to-date basis, trading losses totaled \$1.8 million in the first nine months of 2012 as compared to trading gains of \$121,000 in the first nine months of 2011. The increase in trading losses in the three month and year-to-date periods has resulted primarily from fair value adjustments related to interest rate derivatives not designated as hedges, primarily interest rate cap instruments that the Company uses to manage interest rate risk associated with rising rates on various fixed rate, longer term earning assets.

Other non-interest income for the third quarter of 2012 totaled \$8.3 million, a decrease of \$206,000 from the third quarter of 2011. On a year-to-date basis, other non-interest income totaled \$26.2 million in 2012, an increase of \$3.7 million as compared to \$22.5 million recorded in the first nine months of 2011. Fees from certain covered call option transactions decreased in the three months ended September 30, 2012 by \$1.4 million and increased in the nine months ended September 30, 2012 by \$127,000, respectively as compared to the same periods in the prior year. Historically, compression in the net interest margin was effectively offset by the Company's covered call strategy. Miscellaneous income increased in the third quarter of 2012 compared to the prior year quarter as a result of an increase in gains from partnership investments of \$2.2 million partially offset by an \$825,000 foreign currency remeasurement loss recorded in the current quarter at the Company's Canadian subsidiary, as well as a \$439,000 decrease in ATM and debit card fees and a \$365,000 decrease in swap fee revenue. On a year-to-date basis, miscellaneous income increased in the first nine months of 2012 as compared to the first nine months of 2011. The increase is primarily attributable to higher gains on investment partnerships and increased swap fee revenues. The

swap fee revenue recognized on this customer-based activity is a function of the pace of organic loan growth, the shape of the LIBOR curve and the customers' expectations of interest rates.

Table of Contents

Non-interest Expense

Non-interest expense for the third quarter of 2012 totaled \$124.5 million and increased approximately \$18.2 million, or 17%, compared to the third quarter of 2011. On a year-to-date basis, non-interest expense for the first nine months of 2012 totaled \$359.5 million and increased \$57.9 million, or 19%, compared to the same period in 2011.

The following table presents non-interest expense by category for the periods presented:

| (Dollars in thousands) | Three months ended September 30, | | \$ | % |
|---|----------------------------------|-----------|----------|--------|
| | 2012 | 2011 | | |
| Salaries and employee benefits: | | | | |
| Salaries | \$40,173 | \$36,633 | \$3,540 | 10 |
| Commissions and bonus | 24,041 | 14,984 | 9,057 | 60 |
| Benefits | 11,066 | 10,246 | 820 | 8 |
| Total salaries and employee benefits | 75,280 | 61,863 | 13,417 | 22 |
| Equipment | 5,888 | 4,501 | 1,387 | 31 |
| Occupancy, net | 8,024 | 7,512 | 512 | 7 |
| Data processing | 4,103 | 3,836 | 267 | 7 |
| Advertising and marketing | 2,528 | 2,119 | 409 | 19 |
| Professional fees | 4,653 | 5,085 | (432) | (8) |
| Amortization of other intangible assets | 1,078 | 970 | 108 | 11 |
| FDIC insurance | 3,549 | 3,100 | 449 | 14 |
| OREO expenses, net | 3,808 | 5,134 | (1,326) | (26) |
| Other: | | | | |
| Commissions—3rd party brokers | 1,106 | 936 | 170 | 18 |
| Postage | 1,120 | 1,102 | 18 | 2 |
| Stationery and supplies | 954 | 904 | 50 | 6 |
| Miscellaneous | 12,457 | 9,259 | 3,198 | 35 |
| Total other | 15,637 | 12,201 | 3,436 | 28 |
| Total Non-Interest Expense | \$124,548 | \$106,321 | \$18,227 | 17 |
| | Nine months ended September 30, | | \$ | % |
| (Dollars in thousands) | 2012 | 2011 | Change | Change |
| Salaries and employee benefits: | | | | |
| Salaries | \$115,343 | \$101,776 | \$13,567 | 13 |
| Commissions and bonus | 60,231 | 36,458 | 23,773 | 65 |
| Benefits | 36,875 | 32,807 | 4,068 | 12 |
| Total salaries and employee benefits | | | | |