STROUP GARY A
Form 4
November 04, 2004

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STROUP GARY A

(Last) (First) (Middle)

P. O. BOX 610

(Street)

MOSSVILLE, IL 61552-0610

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CATERPILLAR INC [CAT]

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	11/04/2004		S		11,628	D	$ 85	49,085 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROUP GARY A P. O. BOX 610 MOSSVILLE, IL 61552-0610			Vice President	

Signatures

Gary A. Stroup; L.J. Huxtable, POA	11/04/2004
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This amount includes 9483 shares in 401K, 491 shares in SEIP and 2 shares in dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. nt-size:10pt;">
26,431

23,631

Mortgage loans held-for-sale, at fair value
338,111

313,592

370,282

Loans, net of unearned income, excluding covered loans
23,123,951

21,640,797

20,912,781

Covered loans
—

—

46,601

Total loans
23,123,951

21,640,797

20,959,382

Allowance for loan losses
(149,756
)

(137,905
)

(133,119
)
Allowance for covered loan losses
—

—

(758
)
Net loans
22,974,195

21,502,892

20,825,505

Premises and equipment, net
664,469

621,895

609,978

Lease investments, net
199,241

212,335

193,828

Accrued interest receivable and other assets
700,568

567,374

580,612

Trade date securities receivable
—

90,014

189,896

Goodwill
537,560

501,884

502,021

Other intangible assets
27,378

17,621

18,651

Total assets
$
30,142,731

$
27,915,970

$
27,358,162

Liabilities and Shareholders’ Equity

Deposits:

Non-interest bearing
$
6,399,213

$
6,792,497

$
6,502,409

Interest bearing
18,517,502

16,390,850

16,392,654

Total deposits
24,916,715

23,183,347

22,895,063

Federal Home Loan Bank advances
615,000

559,663

468,962

Other borrowings
373,571

266,123

251,680

Subordinated notes
139,172

139,088

139,052

Junior subordinated debentures
253,566

253,566

253,566

Trade date securities payable
—

—

880

Accrued interest payable and other liabilities
664,885

537,244

440,034

Total liabilities
26,962,909

24,939,031

24,449,237

Shareholders’ Equity:

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

Series D - $25 liquidation value; 5,000,000 shares issued and outstanding at September 30, 2018, December 31, 2017 and September 30, 2017
125,000

125,000

125,000

Common stock, no par value; $1.00 stated value; 100,000,000 shares authorized at September 30, 2018, December 31, 2017 and September 30, 2017; 56,486,573 shares issued at September 30, 2018, 56,068,220 shares issued at December 31, 2017 and 55,939,801 shares issued at September 30, 2017
56,486

56,068

55,940

Surplus
1,553,353

1,529,035

1,519,596

Treasury stock, at cost, 109,404 shares at September 30, 2018, 103,013 shares at December 31, 2017, and 101,738 shares at September 30, 2017
(5,547
)

(4,986
)

(4,884
)
Retained earnings
1,543,680

1,313,657

1,254,759

Accumulated other comprehensive loss
(93,150
)

(41,835
)

(41,486
)
Total shareholders’ equity
3,179,822

2,976,939

2,908,925

Total liabilities and shareholders’ equity
$

30,142,731

$
27,915,970

$
27,358,162

See accompanying notes to unaudited consolidated financial statements.

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WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(In thousands, except per share data)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Interest income				
Interest and fees on loans	$271,134	$ 223,897	$761,191	$ 628,876
Mortgage loans held-for-sale	5,285	3,223	12,329	10,267
Interest bearing deposits with banks	5,423	3,272	11,462	6,529
Federal funds sold and securities purchased under resale agreements	—	—	1	2
Investment securities	21,710	16,058	60,726	45,155
Trading account securities	11	8	29	23
Federal Home Loan Bank and Federal Reserve Bank stock	1,235	1,080	3,988	3,303
Brokerage customer receivables	164	150	488	473
Total interest income	304,962	247,688	850,214	694,628
Interest expense				
Interest on deposits	48,736	23,655	110,578	58,396
Interest on Federal Home Loan Bank advances	1,947	2,151	9,849	6,674
Interest on other borrowings	2,003	1,482	5,400	3,770
Interest on subordinated notes	1,773	1,772	5,333	5,330
Interest on junior subordinated debentures	2,940	2,640	8,239	7,481
Total interest expense	57,399	31,700	139,399	81,651
Net interest income	247,563	215,988	710,815	612,977
Provision for credit losses	11,042	7,896	24,431	21,996
Net interest income after provision for credit losses	236,521	208,092	686,384	590,981
Non-interest income				
Wealth management	22,634	19,803	68,237	59,856
Mortgage banking	42,014	28,184	112,808	86,061
Service charges on deposit accounts	9,331	8,645	27,339	25,606
Gains (losses) on investment securities, net	90	39	(249)	31
Fees from covered call options	627	1,143	2,893	2,792
Trading (losses) gains, net	(61)	(129)	166	(869)
Operating lease income, net	9,132	8,461	27,569	21,048
Other	16,163	13,585	42,079	43,943
Total non-interest income	99,930	79,731	280,842	238,468
Non-interest expense				
Salaries and employee benefits	123,855	106,251	357,966	312,069
Equipment	10,827	9,947	31,426	28,858
Operating lease equipment depreciation	7,370	6,794	20,843	17,092
Occupancy, net	14,404	13,079	41,834	38,766
Data processing	9,335	7,851	26,580	23,580
Advertising and marketing	11,120	9,572	31,726	23,448
Professional fees	9,914	6,786	23,047	18,956
Amortization of other intangible assets	1,163	1,068	3,164	3,373
FDIC insurance	4,205	3,877	13,165	11,907
OREO expense, net	596	590	4,502	2,994
Other	20,848	17,760	60,502	54,194
Total non-interest expense	213,637	183,575	614,755	535,237

Income before taxes	122,814	104,248	352,471	294,212
Income tax expense	30,866	38,622	88,962	105,311
Net income	$91,948	$ 65,626	$263,509	$ 188,901
Preferred stock dividends	2,050	2,050	6,150	7,728
Net income applicable to common shares	$89,898	$ 63,576	$257,359	$ 181,173
Net income per common share—Basic	$1.59	$ 1.14	$4.57	$ 3.34
Net income per common share—Diluted	$1.57	$ 1.12	$4.50	$ 3.23
Cash dividends declared per common share	$0.19	$ 0.14	$0.57	$ 0.42
Weighted average common shares outstanding	56,366	55,796	56,268	54,292
Dilutive potential common shares	918	966	912	2,305
Average common shares and dilutive common shares	57,284	56,762	57,180	56,597

See accompanying notes to unaudited consolidated financial statements.

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WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(In thousands)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Net income	$91,948	$ 65,626	$263,509	$ 188,901
Unrealized (losses) gains on available-for-sale securities				
Before tax	(18,149)	811	(63,788)	25,783
Tax effect	4,872	(158)	17,123	(9,968)
Net of tax	(13,277)	653	(46,665)	15,815
Reclassification of net gains on available-for-sale securities included in net income				
Before tax	1,001	39	6	31
Tax effect	(271)	(15)	(1)	(12)
Net of tax	730	24	5	19
Reclassification of amortization of unrealized gains and losses on investment securities transferred to held-to-maturity from available-for-sale				
Before tax	33	33	49	1,483
Tax effect	(9)	(13)	(13)	(583)
Net of tax	24	20	36	900
Net unrealized (losses) gains on available-for-sale securities	(14,031)	609	(46,706)	14,896
Unrealized gains on derivative instruments				
Before tax	212	394	4,369	1,699
Tax effect	(57)	(158)	(1,173)	(669)
Net unrealized gains on derivative instruments	155	236	3,196	1,030
Foreign currency adjustment				
Before tax	2,586	5,643	(3,927)	10,678
Tax effect	(644)	(1,437)	976	(2,762)
Net foreign currency adjustment	1,942	4,206	(2,951)	7,916
Total other comprehensive (loss) income	(11,934)	5,051	(46,461)	23,842
Comprehensive income	$80,014	$ 70,677	$217,048	$ 212,743

See accompanying notes to unaudited consolidated financial statements.

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WINTRUST 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 loss	Total shareholders' equity
Balance at January 1, 2017	$251,257	$51,978	$1,365,781	$(4,589)	$1,096,518	$ (65,328)	$2,695,617
Net income	—	—	—	—	188,901	—	188,901
Other comprehensive income, net of tax	—	—	—	—	—	23,842	23,842
Cash dividends declared on common stock	—	—	—	—	(22,932)	—	(22,932)
Dividends on preferred stock	—	—	—	—	(7,728)	—	(7,728)
Stock-based compensation	—	—	8,160	—	—	—	8,160
Conversion of Series C preferred stock to common stock	(126,257)	3,121	123,136	—	—	—	—
Common stock issued for:							
Exercise of stock options and warrants	—	702	19,544	—	—	—	20,246
Restricted stock awards	—	79	(79)	(295)	—	—	(295)
Employee stock purchase plan	—	28	1,893	—	—	—	1,921
Director compensation plan	—	32	1,161	—	—	—	1,193
Balance at September 30, 2017	$125,000	$55,940	$1,519,596	$(4,884)	$1,254,759	$ (41,486)	$2,908,925
Balance at January 1, 2018	$125,000	$56,068	$1,529,035	$(4,986)	$1,313,657	$ (41,835)	$2,976,939
Cumulative effect adjustment from the adoption of:							
Accounting Standards Update ("ASU") 2016-01	—	—	—	—	1,880	(1,880)	—
ASU 2017-12	—	—	—	—	(116)	—	(116)
ASU 2018-02	—	—	—	—	2,974	(2,974)	—
Net income	—	—	—	—	263,509	—	263,509
Other comprehensive loss, net of tax	—	—	—	—	—	(46,461)	(46,461)
Cash dividends declared on common stock	—	—	—	—	(32,074)	—	(32,074)
Dividends on preferred stock	—	—	—	—	(6,150)	—	(6,150)
Stock-based compensation	—	—	10,346	—	—	—	10,346
Common stock issued for:							
Exercise of stock options and warrants	—	283	10,952	(192)	—	—	11,043
Restricted stock awards	—	93	(93)	(369)	—	—	(369)
Employee stock purchase plan	—	23	1,862	—	—	—	1,885
Director compensation plan	—	19	1,251	—	—	—	1,270
Balance at September 30, 2018	$125,000	$56,486	$1,553,353	$(5,547)	$1,543,680	$ (93,150)	$3,179,822

See accompanying notes to unaudited consolidated financial statements.

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WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(In thousands)	Nine Months Ended September 30, 2018	September 30, 2017
Operating Activities:		
Net income	$263,509	$ 188,901
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for credit losses	24,431	21,996
Depreciation, amortization and accretion, net	48,908	46,514
Stock-based compensation expense	10,346	8,160
Net amortization of premium on securities	5,998	4,694
Accretion of discount on loans	(15,510)	(16,885)
Mortgage servicing rights fair value change, net	(3,660)	1,338
Originations and purchases of mortgage loans held-for-sale	(3,027,658)	(2,812,685)
Proceeds from sales of mortgage loans held-for-sale	3,060,577	2,916,368
Bank owned life insurance ("BOLI") income	(5,448)	(2,770)
Decrease in trading securities, net	307	1,346
Net decrease in brokerage customer receivables	10,782	1,550
Gains on mortgage loans sold	(80,826)	(67,239)
Losses (gains) on investment securities, net	249	(31)
Gains on sales of premises and equipment, net	(34)	(88)
Net losses on sales and fair value adjustments of other real estate owned	3,808	969
Increase in accrued interest receivable and other assets, net	(97,844)	(63,064)
Increase (decrease) in accrued interest payable and other liabilities, net	63,166	(80,099)
Net Cash Provided by Operating Activities	261,101	148,975
Investing Activities:		
Proceeds from maturities and calls of available-for-sale securities	222,387	215,522
Proceeds from maturities and calls of held-to-maturity securities	8,061	102,361
Proceeds from sales of available-for-sale securities	209,640	121,795
Proceeds from sales of equity securities with readily determinable fair value	1,895	—
Proceeds from sales and capital distributions of equity securities without readily determinable fair value	680	—
Purchases of available-for-sale securities	(777,324)	(446,278)
Purchases of held-to-maturity securities	(148,865)	(287,976)
Purchases of equity securities without readily determinable fair value	(3,779)	—
(Purchase) redemption of Federal Home Loan Bank and Federal Reserve Bank stock, net	(10,009)	46,302
Distributions from investments in partnerships, net	3,181	465
Net cash paid in business combinations	(13,749)	(284)
Proceeds from sales of other real estate owned	16,892	12,892
Cash paid to the FDIC related to reimbursements on covered assets	—	(258)
Net increase in interest bearing deposits with banks	(75,636)	(236,531)
Net increase in loans	(1,304,555)	(1,176,279)
Redemption of BOLI	8,134	—
Purchases of premises and equipment, net	(52,639)	(39,583)
Net Cash Used for Investing Activities	(1,915,686)	(1,687,852)
Financing Activities:		
Increase in deposit accounts	1,520,270	1,236,548

Increase (decrease) in subordinated notes and other borrowings, net	109,112	(20,111)
Increase in Federal Home Loan Bank advances, net	52,000	313,000
Cash payments to settle contingent consideration liabilities recognized in business combinations	—	(1,058)
Issuance of common shares resulting from the exercise of stock options, employee stock purchase plan and conversion of common stock warrants	14,390	23,360
Common stock repurchases for tax withholdings related to stock-based compensation	(561)	(295)
Dividends paid	(38,224)	(30,660)
Net Cash Provided by Financing Activities	1,656,987	1,520,784
Net Increase (Decrease) in Cash and Cash Equivalents	2,402	(18,093)
Cash and Cash Equivalents at Beginning of Period	277,591	270,045
Cash and Cash Equivalents at End of Period	$279,993	$ 251,952

See accompanying notes to unaudited consolidated financial statements.

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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 unaudited 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, 2017 (“2017 Form 10-K”). Operating results reported for the period 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 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 the Company's significant accounting policies are included in Note 1 - “Summary of Significant Accounting Policies” of the 2017 Form 10-K.

(2) Recent Accounting Developments

Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, which created “Revenue from Contracts with Customers (Topic 606),” to clarify the principles for recognizing revenue and develop a common revenue standard for customer contracts. This ASU provides guidance regarding how an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also added a new subtopic to the codification, ASC 340-40, “Other Assets and Deferred Costs: Contracts with Customers” to provide guidance on costs related to obtaining and fulfilling a customer contract. Furthermore, the new standard requires disclosure of sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. At the time ASU No. 2014-09 was issued, the guidance was effective for fiscal years beginning after December 15, 2016. In July 2015, the FASB approved a deferral of the effective date by one year, which resulted in the guidance becoming effective for the Company as of January 1, 2018.

The FASB continued to issue various updates to clarify and improve specific areas of ASU No. 2014-09. In March 2016, the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net),” to clarify the implementation guidance within ASU No. 2014-09 surrounding principal versus agent considerations and its impact on revenue recognition. In April 2016, the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing,” to also clarify the implementation guidance within ASU No. 2014-09 related to these two topics. In May 2016, the FASB issued ASU No. 2016-11, “Revenue Recognition (Topic 605) and Derivative and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting,” to remove certain areas of SEC Staff Guidance from those specific Topics. In May 2016 and December 2016, the FASB issued ASU 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients” and ASU 2016-20, “Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers,” to clarify specific aspects of implementation, including the collectability criterion, exclusion of sales taxes collected from a transaction price, noncash

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consideration, contract modifications, completed contracts at transition, the applicability of loan guarantee fees, impairment of capitalized contract costs and certain disclosure requirements. In February 2017, the FASB issued ASU No. 2017-05, "Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets," to clarify the implementation guidance within ASU No. 2014-09 surrounding transfers of nonfinancial assets, including partial sales of such assets, and its impact on revenue recognition. Like ASU No. 2014-09, this guidance became effective for the Company starting January 1, 2018.

The Company adopted ASU No. 2014-09 and all subsequent updates issued to clarify and improve specific areas of this ASU as of January 1, 2018. As certain significant revenue sources related to financial instruments such as interest income are considered not in-scope, the new guidance did not have a significant impact on the Company's consolidated financial statements. Revenue sources impacted by the new guidance include brokerage and trust and asset management fees from the wealth management business unit, card-based fees, deposit-related fees and other non-interest income. During implementation, the Company reviewed specific contracts with customers across these various sources of revenue. Reviews of such contracts assisted in identifying any characteristics of such contracts that could result in a change in the Company's current practices for recognition of revenue and recognition of costs incurred to obtain or fulfill such contracts. After review of such contracts, the Company identified no indication within the terms of such contracts that a significant change in the Company's current practices and accounting policies was necessary. The Company elected to adopt the new guidance using the modified retrospective approach applied to all contracts as of the date of initial application at January 1, 2018. Electing the modified retrospective approach resulted in no cumulative effect adjustment to the opening balance of retained earnings at the date of initial application. Additional disclosures have been added in accordance with the new guidance. See Note 13 – Revenue from Contracts with Customers for discussion of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

Financial Instruments

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," to improve the accounting for financial instruments. This ASU requires equity securities with readily determinable fair values to be measured at fair value with changes recognized in net income. Such equity securities with readily determinable fair values are no longer classified as available-for-sale securities or trading securities within the consolidated financial statements of an entity. For equity securities without a readily determinable fair value, the value of the equity securities may be elected to be measured at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer instead of fair value, unless a qualitative assessment indicates impairment. Additionally, this ASU requires the separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements.

The Company adopted this guidance as of January 1, 2018. For equity securities with a readily determinable fair value, this guidance was applied under a modified retrospective approach with a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. As of January 1, 2018, the Company reclassified approximately $1.9 million from accumulated other comprehensive income, related to previously recognized unrealized gains, net of deferred taxes, from equity securities with readily determinable fair values, to retained earnings. Equity securities with readily determinable fair values are now prospectively presented separate from available-for-sale securities and trading securities within the Company's Consolidated Statements of Condition. Additionally, for the nine months ended September 30, 2018, the Company recognized $456,000 of net unrealized gains from equity securities with readily determinable fair values directly to earnings. For equity securities without a readily determinable fair value, the Company elected to measure such investments at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer, unless a qualitative assessment indicates impairment, which was applied prospectively. Equity securities without readily determinable fair values are included within accrued interest receivable and other assets within the Company's Consolidated Statements of Condition. See Note 5 - Investment Securities for further discussion of equity securities with and without readily determinable fair values.

In January 2018, the FASB issued ASU No. 2018-03, “Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities,” to clarify certain aspects of the guidance issued in ASU No. 2016-01, including aspects of equity securities without a readily determinable fair value. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years beginning after June 15, 2018. Early adoption is permitted. As these clarifications did not have a material impact on the Company's consolidated financial statements, the Company elected to early adopt this guidance as of January 1, 2018.

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Leases

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842),” to improve transparency and comparability across entities regarding leasing arrangements. This ASU requires the recognition of a separate lease liability representing the required discounted lease payments over the lease term and a separate lease asset representing the right to use the underlying asset during the same lease term. Further, this ASU provides clarification regarding the identification of certain components of contracts that would represent a lease as well as requires additional disclosures to the notes of the financial statements. Additionally, in January 2018, the FASB issued ASU No. 2018-01, "Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842," to permit an entity to elect an optional practical expedient to not evaluate under Topic 842 land easements that exist or expired before the entity's adoption of Topic 842 and that were not previously accounted for as leases under existing accounting guidance. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach, including the option to apply certain practical expedients.

The FASB has continued to issue various updates to clarify and improve specific areas of ASU No. 2016-02. In July 2018, the FASB issued ASU No. 2018-10, “Codification Improvements to Topic 842, Leases,” to clarify the implementation guidance within ASU No. 2016-02 surrounding narrow aspects of Topic 842, including lessee reassessment of lease classifications, the rate implicit in a lease, lessor reassessment of lease terms and purchase options and variable lease payments that depend on an index or a rate. Also, in July 2018, the FASB issued ASU No. 2018-11, “Leases (Topic 842): Targeted Improvements,” to clarify the implementation guidance within ASU No. 2016-02 surrounding comparative period reporting requirements for initial adoption as well as separating lease and non-lease components in a contract and allocating consideration in the contract to the separate components. Like ASU No. 2016-02, this guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach.

The Company continues to evaluate the impact of adopting this new guidance on the consolidated financial statements. Excluding any impact from the clarification of contracts representing a lease, the Company expects to primarily recognize separate lease liabilities and right to use assets for the amounts related to certain facilities under operating lease agreements disclosed in Note 15 - Minimum Lease Commitments in the 2017 Form 10-K. Other leasing arrangements in which the Company expects to recognize separate lease liabilities and right to use assets include those related to the use of signage related to certain sponsorships and other agreements and certain automatic teller machines. The Company does not expect to significantly change operating lease agreements prior to adoption. The Company has established a committee consisting of individuals from various areas of the Company tasked with transitioning the Company to the new guidance requirements. The Company continues to review lease agreements related to certain assets as well as other agreements with components representing a lease across its various business units to determine the impact of adoption on the Company's consolidated financial statements. Additionally, the Company is reviewing methodologies for determining an appropriate discount rate for the measurement of separate lease liabilities and right of use assets. Current controls and processes are also being reviewed to determine any need for changes in response to the guidance.

Derivatives

In August 2017, the FASB issued ASU No. 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities,” to improve the financial reporting of hedging relationships to better align the economic results of an entity’s risk management activities and disclosures within its financial statements. In addition, this ASU makes certain targeted improvements to simplify the application of the hedge accounting, including to derivative instruments as well as allow a one-time election to reclassify fixed-rate, prepayable debt securities from a held-to-maturity classification to an available-for-sale classification. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Guidance related to existing cash flow hedges and, if elected, fair value hedges is to be applied under a modified retrospective approach and guidance related to amended presentation and disclosures is to be applied under a prospective approach.

Early adoption is permitted as of the beginning of an annual period that has not been issued or made available for issuance. The Company elected to early adopt this guidance as of January 1, 2018. See Note 15 - Derivative Financial Instruments for further discussion of early adoption of this guidance. The impact of early adoption on the financial statements included the following:

- As allowed under the guidance, for certain existing derivative instruments designated as fair value hedges, the Company transitioned the measurement methodology for the related hedged item (loans) to be in accordance with the guidance without dedesignation of the hedging relationship. This resulted in a negative cumulative basis adjustment to loans of $116,000 with a corresponding adjustment to retained earnings.
- No fixed-rate, prepayable held-to-maturity securities were transferred to an available-for-sale classification.
- The entire change in the hedging instrument included in the assessment of hedge effectiveness of fair value hedges is presented in the same income statement line as the current impact of the effective portion of such hedge, or interest income

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and interest expense for interest rate hedging. The Company has previously recognized this ineffectiveness within non-interest income. For the first nine months of 2018, the Company recognized $55,000 of such change in interest income.

In October 2018, the FASB issued ASU No. 2018-16, “Derivatives and Hedging (Topic 815): Inclusion of the Secured Overnight Financing Rate (SOFR) Overnight Index Swap (OIS) Rate as a Benchmark Interest Rate for Hedge Accounting Purposes,” to permit the use of the OIS rate based on SOFR as a U.S. benchmark interest rate for hedge accounting purposes. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied prospectively for qualifying new or redesignated hedging relationships entered into on or after the date of adoption. Early adoption is permitted as the Company has early adopted ASU 2017-12 as discussed above.

Allowance for Credit Losses

In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,” to replace the current incurred loss methodology for recognizing credit losses, which delays recognition until it is probable a loss has been incurred, with a methodology that reflects an estimate of all expected credit losses and considers additional reasonable and supportable forecasted information when determining credit loss estimates. This impacts the calculation of an allowance for credit losses for all financial assets measured under the amortized cost basis, including held-to-maturity debt securities and PCI loans at the time of and subsequent to acquisition. Additionally, credit losses related to available-for-sale debt securities would be recorded through the allowance for credit losses and not as a direct adjustment to the amortized cost of the securities. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach.

The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements as well as the impact on current systems and processes. Specifically, the Company has established a committee consisting of individuals from the various areas of the Company tasked with transitioning to the new requirements. At this time, the Company is finalizing potential accounting policy elections and potential modeling methodologies for estimating expected credit losses using reasonable and supportable forecast information. Additionally, the Company has identified certain historical data and system requirements and has selected platforms to build, store, execute and determine the financial impact. Current controls and processes are also being reviewed to determine any need for changes in response to the guidance.

Statement of Cash Flows

In August 2016, the FASB issued ASU No. 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the FASB Emerging Issues Task Force),” to clarify the presentation of specific types of cash flow receipts and payments, including the payment of debt prepayment or debt extinguishment costs, contingent consideration cash payments paid subsequent to the acquisition date and proceeds from settlement of BOLI policies. This guidance became effective as of January 1, 2018 and was applied under a retrospective approach resulting in additional disclosure, including cash payments made to settle contingent consideration liabilities recognized in prior business combinations.

In November 2016, the FASB issued ASU No. 2016-18 “Statement of Cash Flows (Topic 230): Restricted Cash (a consensus of the FASB Emerging Issues Task Force),” to clarify the classification and presentation of changes in restricted cash on the statement of cash flows. This guidance became effective as of January 1, 2018 and did not have a material impact on the Company.

Income Taxes

In October 2016, the FASB issued ASU No. 2016-16, “Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory,” to improve the accounting for intra-entity transfers of assets other than inventory. This ASU allows the recognition of current and deferred income taxes for such transfers prior to the subsequent sale of the transferred assets to an outside party. Initial recognition of current and deferred income taxes is currently prohibited for intra-entity transfers of assets other than inventory. This guidance became effective as of January 1, 2018 and did not have a material impact on the Company.

The Tax Cuts and Jobs Act (the “Tax Act”) was enacted on December 22, 2017, and the Company recognized a provisional tax benefit of $7.6 million in 2017 to reflect the impact of the Tax Act, primarily reflecting estimated effects of a lower federal income tax rate on its net deferred tax liabilities and a transition tax due on the deferred earnings of the Company's Canadian subsidiary. Estimates were made in good faith and were subject to change as additional information and interpretive guidance regarding provisions of the Tax Act became available. Staff Accounting Bulletin 118 provides a measurement period, not to extend beyond one year from the date of enactment, during which a company may complete the accounting for the impacts of the Tax Act. During the three months ended September 30, 2018, the Company finalized the provisional amounts recorded for the year ended December 31, 2017 related to the Tax Cuts and Jobs Act and recorded an additional net tax benefit of $1.2 million.

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Business Combinations

In January 2017, the FASB issued ASU No. 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business,” to improve such definition and, as a result, assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or as business combinations. The definition of a business impacts many areas of accounting including acquisitions, disposals, goodwill and consolidation. This guidance became effective as of January 1, 2018 and was applied under a prospective approach. See Note 3 - Business Combinations for further discussion of business combinations including the acquisition of Chicago Shore Corporation ("CSC") as well as the acquisition of certain assets and assumption of certain liabilities of the mortgage banking business of iFreedom Direct Corporation DBA Veterans First Mortgage ("Veterans First") during the current period.

Goodwill

In January 2017, the FASB issued ASU No. 2017-04, “Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment,” to simplify the subsequent measurement of goodwill. When the carrying amount of a reporting unit exceeds its fair value, an entity would no longer be required to determine goodwill impairment by assigning the fair value of a reporting unit to all of its assets and liabilities as if that reporting unit was acquired in a business combination. Goodwill impairment would be recognized according to the excess of the carrying amount of the reporting unit over the calculated fair value of such unit. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and is to be applied under a prospective approach. The Company does not expect this guidance to have a material impact on the Company's consolidated financial statements.

Compensation

In March 2017, the FASB issued ASU No. 2017-07, “Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost,” to improve the presentation of net periodic pension cost and net periodic post-retirement benefit cost. An entity will be required to report the service cost component of such costs in the same line item or items as other compensation costs related to services rendered. Additionally, only the service cost component will be eligible for capitalization when applicable. This guidance became effective as of January 1, 2018 and was applied under a retrospective approach related to presentation of the service cost component and a prospective approach related to capitalization of such costs. Adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, “Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting,” to clarify when modification accounting is appropriate for changes to the terms and conditions of a share-based payment award. An entity will be required to account for such changes as a modification unless certain criteria is met. This guidance became effective as of January 1, 2018 and was applied under a prospective approach for awards modified on or after the adoption date. Adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

Amortization of Premium on Certain Debt Securities

In March 2017, the FASB issued ASU No. 2017-08, “Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities,” to amend the amortization period for certain purchased callable debt securities held at a premium. The amortization period for such securities will be shortened to the earliest call date. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied under a modified retrospective approach. Early adoption is permitted as of the beginning of an annual period that has not been issued or made available for issuance. The Company did not early adopt this guidance as of January 1, 2018. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

Accumulated Other Comprehensive Income (Loss)

In February 2018, the FASB issued ASU No. 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income,” to allow a reclassification from accumulated other comprehensive income to retained earnings related to the stranded tax effects within other comprehensive income resulting from the Federal income tax rate reduction in the Tax Act. This guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and is to be applied either in the period of adoption or retrospectively to each period or periods in which the effect of the Tax Act is recognized.

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Early adoption is permitted as of the beginning of an annual period that has not been issued or made available for issuance. The Company elected to early adopt this guidance as of January 1, 2018 and applied such reclassification in the current period (period of adoption). As of January 1, 2018, the Company reclassified a stranded credit of $3.0 million from accumulated other comprehensive income to retained earnings. The Company has a policy for releasing the income tax effects from accumulated other comprehensive income using an individual security approach.

Fair Value Measurement

In August 2018, the FASB issued ASU No. 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirement for Fair Value Measurement," to modify disclosure requirements on fair value measurements and inputs. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and is to be applied prospectively or retrospectively depending upon the disclosure requirement. Early adoption is permitted.

Intangibles

In August 2018, the FASB issued ASU No. 2018-15, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract," to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with similar requirements related to implementation costs incurred to develop or obtain internal-use software. In addition, the amendment requires any capitalized implementation costs related to a hosting arrangement to be expensed over the term of the hosting arrangement. This guidance is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, and is to be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. Early adoption is permitted, including adoption in any interim period. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

(3) Business Combinations

Non FDIC-Assisted Bank Acquisitions

On August 1, 2018, the Company acquired CSC. CSC was the parent company of Delaware Place Bank. Through this transaction, the Company acquired Delaware Place Bank's one banking location in Chicago, Illinois. Delaware Place Bank was merged into the Company's wholly-owned subsidiary Wintrust Bank. The Company acquired assets with a fair value of approximately $282.2 million, including approximately $151.0 million of loans, and assumed deposits with a fair value of approximately $213.1 million. Additionally, the Company recorded goodwill of $27.2 million on the acquisition.

FDIC-Assisted Transactions

From 2010 to 2012, the Company acquired the banking operations, including the acquisition of certain assets and the assumption of liabilities, of nine financial institutions in FDIC-assisted transactions. Loans comprised the majority of the assets acquired in nearly all of these FDIC-assisted transactions, of which eight such transactions were subject to loss sharing agreements with the FDIC whereby the FDIC agreed to reimburse the Company for 80% of losses incurred on the purchased loans, other real estate owned ("OREO"), and certain other assets. Additionally, clawback provisions within these loss share agreements with the FDIC required the Company to reimburse the FDIC for actual losses on covered assets that were 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 during periods subject to such agreements.

As of dates subject to such agreements, the loans covered by the loss share agreements were classified and presented as covered loans and the estimated reimbursable losses were recorded as an FDIC indemnification asset or liability 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 only recognized 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 covered realized losses on loans, foreclosed real estate and certain other assets and required the Company to record loss share assets and liabilities that were measured separately from the loan portfolios because they were not contractually embedded in the loans and were not transferable with the loans had the Company chosen to dispose of them. Fair values at the acquisition dates were estimated based on projected cash flows available for loss share based on the

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credit adjustments estimated for each loan pool and the loss share percentages. The loss share assets and liabilities were recorded as FDIC indemnification assets and other liabilities, respectively, on the Consolidated Statements of Condition as of dates covered by loss share agreements. Subsequent to the acquisition date, reimbursements received from the FDIC for actual incurred losses reduced the FDIC indemnification assets. Reductions to expected losses, to the extent such reductions to expected losses were the result of an improvement to the actual or expected cash flows from the covered assets, also reduced the FDIC indemnification assets and, if necessary, increased any loss share liability when necessary reductions exceeded the current value of the FDIC indemnification assets. In accordance with the clawback provision noted above, the Company was required to reimburse the FDIC when actual losses were less than certain thresholds established for each loss share agreement. The balance of these estimated reimbursements in accordance with clawback provisions and any related amortization were adjusted periodically for changes in the expected losses on covered assets. On the Consolidated Statements of Condition as of dates subject to loss share agreements, estimated reimbursements from clawback provisions were recorded as a reduction to the FDIC indemnification asset or, if necessary, an increase to the loss share liability, which was included within accrued interest payable and other liabilities. In the second quarter of 2017, the Company recorded a $4.9 million reduction to the estimated loss share liability as a result of an adjustment related to such clawback provisions. Although these assets were contractual receivables from the FDIC and these liabilities were contractual payables to the FDIC, there were no contractual interest rates. Additional expected losses, to the extent such expected losses resulted in recognition of an allowance for covered loan losses, increased the FDIC indemnification asset or reduced the FDIC indemnification liability. The corresponding amortization was recorded as a component of non-interest income on the Consolidated Statements of Income during periods covered by loss share agreements.

The following table summarizes the activity in the Company’s FDIC indemnification liability during the periods covered by loss share agreements indicated below:

(Dollars in thousands)	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
Balance at beginning of period	$ 15,375	$ 16,701
Reductions from reimbursable expenses	(159)	(316)
Amortization	311	1,010
Changes in expected reimbursements to the FDIC for changes in expected credit losses and reimbursable expenses	994	(1,665)
Payments received from the FDIC	(1,049)	(258)
Balance at end of period	$ 15,472	$ 15,472

On October 16, 2017, the Company entered into agreements with the FDIC that terminated all existing loss share agreements with the FDIC. Under the terms of the agreements, the Company made a net payment of $15.2 million to the FDIC as consideration for the early termination of the loss share agreements. The Company recorded a pre-tax gain of approximately $0.4 million in the fourth quarter of 2017 to write off the remaining loss share asset, relieve the claw-back liability and recognize the payment to the FDIC.

Mortgage Banking Acquisitions

On January 4, 2018, the Company acquired Veterans First with assets including mortgage-servicing-rights on approximately 10,000 loans, totaling an estimated $1.6 billion in unpaid principal balance. The Company recorded goodwill of $9.1 million on the acquisition.

On February 14, 2017, the Company acquired certain assets and assumed certain liabilities of the mortgage banking business of American Homestead Mortgage, LLC ("AHM") in a business combination. The Company recorded goodwill of $999,000 on the acquisition.

Purchased Credit Impaired ("PCI") Loans

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

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In determining the acquisition date fair value of PCI 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 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. 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 additional information on PCI loans.

(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. These items are included within the Company's Consolidated Statements of Condition as cash and due from banks, and federal funds sold and securities purchased under resale agreements.

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(5) Investment Securities

The following tables are a summary of the investment securities portfolios as of the dates shown:

	September 30, 2018			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
U.S. Treasury	$125,153	$ —	$(392)	$124,761
U.S. Government agencies	111,997	8	(985)	111,020
Municipal	133,006	1,481	(1,114)	133,373
Corporate notes:				
Financial issuers	97,085	87	(4,719)	92,453
Other	1,000	—	—	1,000
Mortgage-backed: (1)				
Mortgage-backed securities	1,744,600	121	(87,950)	1,656,771
Collateralized mortgage obligations	47,909	4	(2,306)	45,607
Equity securities (2)	—	—	—	—
Total available-for-sale securities	$2,260,750	$ 1,701	$(97,466)	$2,164,985
Held-to-maturity securities				
U.S. Government agencies	$713,423	$ —	$(47,706)	$665,717
Municipal	253,015	629	(7,764)	245,880
Total held-to-maturity securities	$966,438	$ 629	$(55,470)	$911,597
Equity securities with readily determinable fair value (2)	$33,512	$ 4,206	$(1,304)	$36,414

	December 31, 2017			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
U.S. Treasury	$144,904	$ —	$(1,082)	$143,822
U.S. Government agencies	157,638	2	(725)	156,915
Municipal	113,197	2,712	(557)	115,352
Corporate notes:				
Financial issuers	30,309	43	(301)	30,051
Other	1,000	—	(1)	999
Mortgage-backed: (1)				
Mortgage-backed securities	1,291,695	446	(31,955)	1,260,186
Collateralized mortgage obligations	60,092	64	(617)	59,539
Equity securities (2)	34,234	3,357	(789)	36,802
Total available-for-sale securities	$1,833,069	$ 6,624	$(36,027)	$1,803,666
Held-to-maturity securities				
U.S. Government agencies	$579,062	$ 23	$(14,066)	$565,019
Municipal	247,387	2,668	(2,558)	247,497
Total held-to-maturity securities	$826,449	$ 2,691	$(16,624)	$812,516

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

(2) As a result of the adoption of ASU No. 2016-01 effective January 1, 2018, equity securities with readily determinable fair value are no longer presented within available-for-sale securities and are now presented as equity securities with readily determinable fair values in the Company's Consolidated Statements of Condition for the

current period.

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	September 30, 2017			
(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale securities				
U.S. Treasury	$144,872	$ —	$(727)	$144,145
U.S. Government agencies	159,884	10	(566)	159,328
Municipal	113,796	2,493	(273)	116,016
Corporate notes:				
Financial issuers	60,325	63	(771)	59,617
Other	1,000	—	(3)	997
Mortgage-backed: (1)				
Mortgage-backed securities	1,114,655	1,477	(30,436)	1,085,696
Collateralized mortgage obligations	63,934	230	(412)	63,752
Equity securities (2)	33,166	3,867	(681)	36,352
Total available-for-sale securities	$1,691,632	$ 8,140	$(33,869)	$1,665,903
Held-to-maturity securities				
U.S. Government agencies	$585,061	$ 249	$(12,579)	$572,731
Municipal	234,279	2,185	(2,159)	234,305
Total held-to-maturity securities	$819,340	$ 2,434	$(14,738)	$807,036

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

(2) As a result of the adoption of ASU No. 2016-01 effective January 1, 2018, equity securities with readily determinable fair value are no longer presented within available-for-sale securities and are now presented as equity securities with readily determinable fair values in the Company's Consolidated Statements of Condition for the current period.

Equity securities without readily determinable fair values totaled $26.6 million as of September 30, 2018. Equity securities without readily determinable fair values are included as part of accrued interest receivable and other assets in the Company's Consolidated Statements of Condition. The Company recorded no upward adjustments on such securities in the third quarter of 2018 and $156,000 on a year-to-date basis, related to observable price changes in orderly transactions for the identical or a similar investment of the same issuer in accordance with the adoption of ASU No. 2016-01. No downward adjustments of equity securities without readily determinable fair values related to observable price changes in orderly transactions for the identical or a similar investment of the same issuer were recorded during the current periods. The Company monitors its equity investments without a readily determinable fair values to identify potential transactions that may indicate an observable price change requiring adjustment to its carrying amount.

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The following table presents the portion of the Company's available-for-sale and held-to-maturity investment securities portfolios which has gross unrealized losses, reflecting the length of time that individual securities have been in a continuous unrealized loss position at September 30, 2018:

	Continuous unrealized losses existing for less than 12 months		Continuous unrealized losses existing for greater than 12 months		Total	
(Dollars in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-sale securities						
U.S. Treasury	$100,008	$(131)	$24,753	$(261)	$124,761	$(392)
U.S. Government agencies	37,672	(914)	70,032	(71)	107,704	(985)
Municipal	38,774	(553)	20,489	(561)	59,263	(1,114)
Corporate notes:						
Financial issuers	68,639	(4,475)	3,730	(244)	72,369	(4,719)
Other	—	—	—	—	—	—
Mortgage-backed:						
Mortgage-backed securities	573,401	(14,706)	1,079,068	(73,244)	1,652,469	(87,950)
Collateralized mortgage obligations	22,524	(1,228)	22,671	(1,078)	45,195	(2,306)
Total available-for-sale securities	$841,018	$(22,007)	$1,220,743	$(75,459)	$2,061,761	$(97,466)
Held-to-maturity securities						
U.S. Government agencies	$298,736	$(12,317)	$366,981	$(35,389)	$665,717	$(47,706)
Municipal	146,750	(3,854)	83,874	(3,910)	230,624	(7,764)
Total held-to-maturity securities	$445,486	$(16,171)	$450,855	$(39,299)	$896,341	$(55,470)

The Company conducts a regular assessment of its available-for-sale and held-to-maturity 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 available-for-sale and held-to-maturity securities with unrealized losses at September 30, 2018 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 primarily mortgage-backed securities and corporate notes.

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The following table provides information as to the amount of gross gains and losses, adjustments and impairment on investment securities and proceeds received through the sale or call of investment securities:

	Three months ended September 30,		Nine months ended September 30,	
(Dollars in thousands)	2018	2017	2018	2017
Realized gains on investment securities	$1,051	$58	$1,057	$106
Realized losses on investment securities	(50)	(19)	(1,051)	(75)
Net realized gains on investment securities	1,001	$39	6	$31
Unrealized gains on equity securities with readily determinable fair value	530	—	2,632	—
Unrealized losses on equity securities with readily determinable fair value	(1,111)	—	(2,176)	—
Net unrealized (losses) gains on equity securities with readily determinable fair value	(581)	—	456	—
Upward adjustments of equity securities without readily determinable fair values	—	—	156	—
Downward adjustments of equity securities without readily determinable fair values	—	—	—	—
Impairment of equity securities without readily determinable fair values	(330)	—	(867)	—
Adjustment and impairment, net, of equity securities without readily determinable fair values	(330)	—	(711)	—
Other than temporary impairment charges	—	—	—	—
Gains (losses) on investment securities, net	$90	$39	$(249)	$31
Proceeds from sales of available-for-sale securities	$649	$133,089	$209,640	$121,795
Proceeds from sales of equity securities with readily determinable fair value	1,895	—	1,895	—
Proceeds from sales and capital distributions of equity securities without readily determinable fair value	64	—	680	—

During the three months ended September 30, 2018, the Company recorded $330,000 of impairment of equity securities without readily determinable fair values. On a year-to-date basis, the Company recorded impairment of equity securities without readily determinable fair values totaling $867,000. The Company conducts a quarterly assessment of its equity securities without a readily determinable fair values to determine whether impairment exists in such securities, considering, among other factors, the nature of the securities, financial condition of the issuer and expected future cash flows.

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The amortized cost and fair value of available-for-sale and held-to-maturity investment securities as of September 30, 2018, December 31, 2017 and September 30, 2017, 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:

	September 30, 2018		December 31, 2017		September 30, 2017	
(Dollars in thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available-for-sale securities						
Due in one year or less	$128,184	$127,844	$300,833	$299,285	$150,907	$150,241
Due in one to five years	174,968	174,877	97,019	97,326	282,443	282,121
Due in five to ten years	118,229	113,875	33,947	35,029	38,339	39,458
Due after ten years	46,860	46,011	15,249	15,499	8,188	8,283
Mortgage-backed	1,792,509	1,702,378	1,351,787	1,319,725	1,178,589	1,149,448
Equity securities (1)	—	—	34,234	36,802	33,166	36,352
Total available-for-sale securities	$2,260,750	$2,164,985	$1,833,069	$1,803,666	$1,691,632	$1,665,903
Held-to-maturity securities						
Due in one year or less	$5,521	$5,511	$170	$171	$170	$171
Due in one to five years	31,782	31,160	38,392	38,012	36,914	36,734
Due in five to ten years	255,146	243,608	205,227	203,680	193,387	192,581
Due after ten years	673,989	631,318	582,660	570,653	588,869	577,550
Total held-to-maturity securities	$966,438	$911,597	$826,449	$812,516	$819,340	$807,036

(1) As a result of the adoption of ASU No. 2016-01 effective January 1, 2018, equity securities with readily determinable fair value are no longer presented within available-for-sale securities and are now presented as equity securities with readily determinable fair values in the Company's Consolidated Statements of Condition for the current period.

Securities having a fair value of $1.7 billion at September 30, 2018 as well as securities having a fair value of $1.7 billion and $1.6 billion at December 31, 2017 and September 30, 2017, respectively, were pledged as collateral for public deposits, trust deposits, Federal Home Loan Bank ("FHLB") advances, securities sold under repurchase agreements and derivatives. At September 30, 2018, there were no securities of a single issuer, other than U.S. Government-sponsored agency securities, which exceeded 10% of shareholders’ equity.

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(6) Loans

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

(Dollars in thousands)	September 30, 2018		December 31, 2017		September 30, 2017	
Balance:						
Commercial	$7,473,958		$6,787,677		$6,456,034	
Commercial real estate	6,746,774		6,580,618		6,400,781	
Home equity	578,844		663,045		672,969	
Residential real estate	924,250		832,120		789,499	
Premium finance receivables—commercial	2,885,327		2,634,565		2,664,912	
Premium finance receivables—life insurance	4,398,971		4,035,059		3,795,474	
Consumer and other	115,827		107,713		133,112	
Total loans, net of unearned income, excluding covered loans	$23,123,951		$21,640,797		$20,912,781	
Covered loans	—		—		46,601	
Total loans	$23,123,951		$21,640,797		$20,959,382	
Mix:						
Commercial	32	%	31	%	31	%
Commercial real estate	29		30		31	
Home equity	3		3		3	
Residential real estate	4		4		3	
Premium finance receivables—commercial	12		12		13	
Premium finance receivables—life insurance	19		19		18	
Consumer and other	1		1		1	
Total loans, net of unearned income, excluding covered loans	100	%	100	%	100	%
Covered loans	—		—		—	
Total loans	100	%	100	%	100	%

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 banks serve. The premium finance receivables portfolios are made to customers throughout the United States and Canada. 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.

Certain premium finance receivables are recorded net of unearned income. The unearned income portions of such premium finance receivables were $98.1 million at September 30, 2018, $87.0 million at December 31, 2017 and $80.4 million at September 30, 2017.

Total loans, excluding PCI loans, include net deferred loan fees and costs and fair value purchase accounting adjustments totaling $6.5 million at September 30, 2018, $9.3 million at December 31, 2017 and $8.0 million at September 30, 2017. PCI loans are recorded net of credit discounts. See "Acquired Loan Information at Acquisition - PCI Loans" below.

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.

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Acquired Loan Information at Acquisition—PCI Loans

As part of the Company's previous acquisitions, the Company acquired loans for which there was evidence of credit quality deterioration since origination (PCI loans) and 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 these acquired loans:

	September 30, 2018		December 31, 2017	
(Dollars in thousands)	Unpaid Principal Balance	Carrying Value	Unpaid Principal Balance	Carrying Value
PCI loans	$325,019	$304,726	$375,237	$350,690

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 PCI loans at September 30, 2018.

The following table provides estimated details as of the date of acquisition on loans acquired in 2018 with evidence of credit quality deterioration since origination:

(Dollars in thousands)	Delaware Place Bank
Contractually required payments including interest	$ 13,367
Less: Nonaccretable difference	1,197
Cash flows expected to be collected [(1)]	$ 12,170
Less: Accretable yield	2,321
Fair value of PCI loans acquired	$ 9,849

(1) Represents undiscounted expected principal and interest cash at acquisition.

Accretable Yield Activity - PCI Loans

Changes in expected cash flows may vary from period to period as the Company periodically updates its cash flow model assumptions for PCI loans. 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 PCI loans:

	Three Months Ended		Nine Months Ended	
(Dollars in thousands)	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Accretable yield, beginning balance	$34,347	$ 45,510	$36,565	$ 49,408
Acquisitions	2,321	—	2,321	426
Accretable yield amortized to interest income	(4,144)	(5,025)	(12,915)	(16,101)
Accretable yield amortized to indemnification asset/liability [(1)]	—	(371)	—	(1,086)
Reclassification from non-accretable difference [(2)]	1,734	1,017	4,596	7,106
Increases in interest cash flows due to payments and changes in interest rates	(1,093)	(875)	2,598	503
Accretable yield, ending balance	$33,165	$ 40,256	$33,165	$ 40,256

(1) Represents the portion of the current period accreted yield, resulting from lower expected losses, applied to reduce the loss share indemnification asset or increase the loss share indemnification liability.
(2) Reclassification is the result of subsequent increases in expected principal cash flows.

Accretion to interest income accounted for under ASC 310-30 totaled $4.1 million and $5.0 million in the third quarter of 2018 and 2017, respectively. For the nine months ended September 30, 2018 and 2017, the Company recorded accretion to interest income of $12.9 million and $16.1 million, respectively. These amounts are included within interest and fees on loans in the Consolidated Statements of Income.

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(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, 2018, December 31, 2017 and September 30, 2017:

As of September 30, 2018 (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, industrial and other	$ 41,322	$ —	$ 2,535	$ 16,451	$ 4,745,178	$ 4,805,486
Franchise	16,351	5,122	—	—	915,817	937,290
Mortgage warehouse lines of credit	—	—	3,000	—	168,860	171,860
Asset-based lending	910	—	590	9,083	1,023,268	1,033,851
Leases	4	—	—	80	509,591	509,675
PCI - commercial (1)	—	3,372	15	—	12,409	15,796
Total commercial	58,587	8,494	6,140	25,614	7,375,123	7,473,958
Commercial real estate:						
Construction	1,554	—	1,823	16,228	778,725	798,330
Land	228	—	365	—	118,411	119,004
Office	1,532	—	4,058	3,021	932,166	940,777
Industrial	178	—	122	145	885,486	885,931
Retail	10,586	—	4,570	10,645	861,901	887,702
Multi-family	318	—	—	1,162	922,413	923,893
Mixed use and other	3,119	—	9,654	11,503	2,062,179	2,086,455
PCI - commercial real estate (1)	—	5,578	6,448	1,380	91,276	104,682
Total commercial real estate	17,515	5,578	27,040	44,084	6,652,557	6,746,774
Home equity	8,523	—	1,075	3,478	565,768	578,844
Residential real estate, including PCI	16,062	1,865	1,714	603	904,006	924,250
Premium finance receivables						
Commercial insurance loans	13,802	7,028	5,945	13,239	2,845,313	2,885,327
Life insurance loans	—	—	—	22,016	4,203,465	4,225,481
PCI - life insurance loans (1)	—	—	—	—	173,490	173,490
Consumer and other, including PCI	355	295	430	329	114,418	115,827
Total loans, net of unearned income	$ 114,844	$ 23,260	$ 42,344	$ 109,363	$ 22,834,140	$ 23,123,951

As of December 31, 2017 (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, industrial and other	$ 11,260	$ —	$ 3,746	$ 13,392	$ 4,314,107	$ 4,342,505
Franchise	2,447	—	—	—	845,150	847,597
Mortgage warehouse lines of credit	—	—	—	4,000	190,523	194,523
Asset-based lending	1,550	—	283	10,057	968,576	980,466
Leases	439	—	3	1,958	410,772	413,172
PCI - commercial (1)	—	877	186	—	8,351	9,414
Total commercial	15,696	877	4,218	29,407	6,737,479	6,787,677
Commercial real estate						
Construction	3,143	—	—	200	742,171	745,514

Land	188	—	—	5,156	121,140	126,484
Office	2,438	—	—	4,458	887,937	894,833
Industrial	811	—	—	2,412	879,796	883,019
Retail	12,328	—	668	148	938,383	951,527
Multi-family	—	—	—	1,034	914,610	915,644
Mixed use and other	3,140	—	1,423	9,641	1,921,501	1,935,705
PCI - commercial real estate (1)	—	7,135	2,255	6,277	112,225	127,892
Total commercial real estate	22,048	7,135	4,346	29,326	6,517,763	6,580,618
Home equity	8,978	—	518	4,634	648,915	663,045
Residential real estate, including PCI	17,977	5,304	1,303	8,378	799,158	832,120
Premium finance receivables						
Commercial insurance loans	12,163	9,242	17,796	15,849	2,579,515	2,634,565
Life insurance loans	—	—	4,837	10,017	3,820,936	3,835,790
PCI - life insurance loans (1)	—	—	—	—	199,269	199,269
Consumer and other, including PCI	740	101	242	727	105,903	107,713
Total loans, net of unearned income	$ 77,602	$ 22,659	$ 33,260	$ 98,338	$ 21,408,938	$ 21,640,797

(1) PCI 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.

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As of September 30, 2017 (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, industrial and other	$ 12,281	$ —	$3,161	$13,710	$4,091,381	$4,120,533
Franchise	—	—	—	16,719	836,997	853,716
Mortgage warehouse lines of credit	—	—	—	312	194,058	194,370
Asset-based lending	1,141	—	1,533	4,515	889,147	896,336
Leases	509	—	281	1,194	379,410	381,394
PCI - commercial (1)	—	1,489	61	—	8,135	9,685
Total commercial	13,931	1,489	5,036	36,450	6,399,128	6,456,034
Commercial real estate:						
Construction	1,607	—	366	2,064	669,940	673,977
Land	196	—	—	—	102,557	102,753
Office	5,148	—	—	1,220	874,583	880,951
Industrial	1,848	—	137	438	834,062	836,485
Retail	2,200	—	3,030	3,674	925,335	934,239
Multi-family	569	—	68	3,058	861,290	864,985
Mixed use and other	3,310	—	843	3,561	1,966,601	1,974,315
PCI - commercial real estate (1)	—	8,443	1,394	2,940	120,299	133,076
Total commercial real estate	14,878	8,443	5,838	16,955	6,354,667	6,400,781
Home equity	7,581	—	446	2,590	662,352	672,969
Residential real estate, including PCI	14,743	1,120	2,055	165	771,416	789,499
Premium finance receivables						
Commercial insurance loans	9,827	9,584	7,421	9,966	2,628,114	2,664,912
Life insurance loans	—	6,740	946	6,937	3,571,388	3,586,011
PCI - life insurance loans (1)	—	—	—	—	209,463	209,463
Consumer and other, including PCI	540	221	242	685	131,424	133,112
Total loans, net of unearned income, excluding covered loans						