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BOK FINANCIAL CORP ET AL

Form 10-Q

October 30, 2018

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018

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

For the transition period from _____ to _____

Commission File No. 0-19341

BOK FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

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

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

(918) 588-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

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

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

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

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

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

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

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

Performance Summary

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

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

Highlights of the third quarter of 2018 included:

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

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

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

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

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

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

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

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

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

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

Results of Operations

Net Interest Revenue and Net Interest Margin

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Other Operating Revenue

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

Table 2 -Other Operating Revenue

(In thousands)

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

Non-GAAP Reconciliation:¹

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

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

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

Fees and commissions revenue

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

Brokerage and Trading Revenue

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

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

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

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

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

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

Transaction Card Revenue

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

Fiduciary and Asset Management Revenue

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

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

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

Table 3 -- Assets Under Management or Administration

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

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

² Annualized revenue divided by period-end balance.

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

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

Table 4 -- Changes in Assets Under Management or Administration

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

Mortgage Banking Revenue

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

Table 5 –Mortgage Banking Revenue
(In thousands)

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

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

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

Net gains on other assets, securities and derivatives

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

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

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

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

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

Other Operating Expense

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

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

Table 7 -Other Operating Expense

(In thousands)

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