

BOK FINANCIAL CORP ET AL  
Form 10-Q  
October 31, 2017

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, 2017

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 65,456,786 shares of common stock (\$.00006 par value) as of September 30, 2017.

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BOK Financial Corporation  
Form 10-Q  
Quarter Ended September 30, 2017

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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 \$85.6 million or \$1.31 per diluted share for the third quarter of 2017, compared to \$74.3 million or \$1.13 per diluted share for the third quarter of 2016 and \$88.1 million or \$1.35 per diluted share for the second quarter of 2017.

Highlights of the third quarter of 2017 included:

Net interest revenue totaled \$218.5 million, up from \$187.8 million in the third quarter of 2016 and \$205.2 million in the second quarter of 2017. The increase in net interest revenue over the prior year was driven by both improving yields and growth in average earning assets. Net interest margin was 3.01 percent for the third quarter of 2017.

Recoveries of foregone interest primarily related to nonaccruing energy loans added 6 basis points to the net interest margin for the third quarter. Net interest margin was 2.64 percent for the third quarter of 2016 and 2.89 percent for the second quarter of 2017. Average earning assets were \$29.6 billion for the third quarter of 2017 compared to \$29.1 billion for the third quarter of 2016.

Fees and commissions revenue totaled \$173.5 million, a \$7.8 million decrease compared to the third quarter of 2016, primarily due to a \$13.6 million decrease in mortgage banking revenue. This decrease was partially offset by growth in fiduciary and asset management revenue. Fees and commissions revenue decreased \$4.0 million compared to the second quarter of 2017, primarily due to mortgage banking revenue. Increased transaction card revenue and brokerage and trading revenue was partially offset by lower fiduciary and asset management revenue and other revenue.

Other operating expense totaled \$265.9 million, up \$7.8 million over the third quarter of 2016. Personnel expense increased \$8.7 million, primarily due to \$5.9 million of equity compensation charges caused by changes in the probability that certain performance-based equity awards will vest and growth in BOKF's stock price. Other operating expense increased \$15.0 million over the previous quarter. Personnel expense was up \$4.2 million. Non-personnel expense increased \$10.9 million. Deposit insurance expense for the second quarter of 2017 included \$5.1 million in credits related to the revision of certain inputs to the assessment calculation filed in previous periods. Net losses and operating expenses of repossessed assets was up \$3.8 million over the prior quarter primarily due to a \$4.7 million write-down of one set of repossessed oil and gas properties.

No provision for credit losses was recorded in the third quarter of 2017 or the second quarter of 2017. A \$10.0 million provision for credit losses was recorded in the third quarter of 2016. Gross charge-offs were \$5.8 million in the third quarter of 2017, \$8.1 million in the third quarter of 2016 and \$2.9 million in the second quarter of 2017. Recoveries were \$2.4 million in the third quarter of 2017, compared to \$2.0 million in the third quarter of 2016 and \$1.2 million in the second quarter of 2017.

The combined allowance for credit losses totaled \$253 million or 1.47 percent of outstanding loans at

September 30, 2017, compared to \$256 million or 1.49 percent of outstanding loans at June 30, 2017.

Nonperforming assets that are not guaranteed by U.S. government agencies totaled \$249 million or 1.46 percent of outstanding loans and repossessed assets at September 30, 2017 and \$276 million or 1.62 percent of outstanding loans and repossessed assets at June 30, 2017. The decrease in nonperforming assets was primarily due to nonaccruing energy loans.

Average loans were largely unchanged compared to the previous quarter. Period-end outstanding loan balances were \$17.2 billion at September 30, 2017, an increase of \$23 million over June 30, 2017.

Average deposits were largely unchanged compared to the previous quarter. Growth in demand deposit balances was offset by decreased time deposit balances. Period-end deposits were \$21.8 billion at September 30, 2017, a \$468 million decrease compared to June 30, 2017.

The Company's common equity Tier 1 ratio was 11.90% at September 30, 2017. In addition, the Company's Tier 1 capital ratio was 11.90%, total capital ratio was 13.47% and leverage ratio was 9.30% at September 30, 2017. The Company's common equity Tier 1 ratio was 11.76% at June 30, 2017. In addition, the Company's Tier 1 capital ratio was 11.76%, total capital ratio was 13.36% and leverage ratio was 9.27% at June 30, 2017.



The Company paid a regular quarterly cash dividend of \$29 million or \$0.44 per common share during the third quarter of 2017. On October 31, 2017, the board of directors approved an increase in the regular quarterly cash dividend to \$0.45 per common share payable on or about November 27, 2017 to shareholders of record as of November 13, 2017.

#### 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 \$218.5 million for the third quarter of 2017, up from \$187.8 million in the third quarter of 2016 and \$205.2 million in the second quarter of 2017. Net interest margin was 3.01 percent for the third quarter of 2017, 2.64 percent for the third quarter of 2016 and 2.89 percent for the second quarter of 2017. Approximately \$4.7 million of foregone interest recoveries primarily related to nonaccruing energy loans added 6 basis points to the net interest margin for the third quarter of 2017. Interest recoveries from nonaccruing loans were not significant for the third quarter of 2016 and second quarter of 2017. This impact is excluded from the discussion following.

Tax-equivalent net interest revenue increased \$30.5 million over the third quarter of 2016. 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 \$19.1 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 \$11.3 million. Growth in the average balances of loans, fair value option securities and trading securities was partially offset by decreases in available for sale securities and residential mortgage loans held for sale.

Excluding the impact of net interest recoveries in the third quarter of 2017, the tax-equivalent yield on earning assets was 3.44 percent, up 51 basis points over the third quarter of 2016, primarily due to increases in short-term interest rates resulting from three 25 basis point increases in the federal funds rate by the Federal Reserve. Loan yields increased 57 basis points to 4.20 percent. The yield on interest-bearing cash and cash equivalents increased 78 basis points. The available for sale securities portfolio yield was up 16 basis points to 2.17 percent. The yield on the fair value option securities portfolio increased 127 basis points primarily related to a change in the mix of securities and an increase in average rates. Funding costs were up 31 basis points over the third quarter of 2016. Growth in the cost of interest-bearing deposits was limited to 13 basis points by a lack of market pricing pressure. The cost of other borrowed funds increased 70 basis points. The cost of the subordinated debt was up 184 basis points as higher fixed rate debt issued in the second quarter of 2016 replaced lower variable rate debt paid off in third quarter of 2016. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities was 26 basis points for the third quarter of 2017, up 11 basis points over the third quarter of 2016. Average non-interest bearing deposits comprised 28% of total liabilities and equity for the third quarter of 2017, up from 26% for the third quarter of 2016.

Average earning assets for the third quarter of 2017 increased \$559 million or 2 percent over the third quarter of 2016, including \$482 million related to the Mobank acquisition in the fourth quarter of 2016. Average loans, net of allowance for loan losses, increased \$806 million due primarily to growth in commercial and personal loans, partially offset by lower commercial real estate loan balances. Loan growth included \$482 million related to the Mobank acquisition. Fair value option securities held as an economic hedge of our mortgage servicing rights increased \$418 million. The average balance of trading securities increased \$125 million primarily due to expansion of U.S. agency

residential mortgage-backed securities trading activities. Available for sale securities decreased \$434 million. The average balance of residential mortgage loans held for sale decreased \$190 million. Interest-bearing cash and cash equivalents decreased \$82 million and investment securities decreased \$77 million.

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Average deposits increased \$1.4 billion over the third quarter of 2016, including \$514 million from the Mobank acquisition. Demand deposit balances grew by \$893 million, including \$248 million from Mobank. Interest-bearing transaction account balances increased \$438 million, including \$233 million from Mobank. Savings account balances also grew over the prior year and time deposit balances were largely unchanged. Average borrowed funds decreased \$360 million compared to the third quarter of 2016, primarily due to decreased borrowings from the Federal Home Loan Banks and lower average repurchase agreement balances. The average balance of subordinated debentures decreased \$111 million.

Excluding the impact of net interest recoveries in the third quarter of 2017, net interest margin increased 6 basis points over the second quarter of 2017. The yield on average earning assets increased 14 basis points. The loan portfolio yield increased by 17 basis points primarily due to increases in the 30 day and 90 day LIBOR. The yield on the available for sale securities portfolio increased 6 basis points. The yield on interest-bearing cash and cash equivalents increased 25 basis points. Funding costs were 0.75 percent, up 12 basis points over the prior quarter. The benefit to net interest margin from earning assets funded by non-interest bearing liabilities increased 4 basis points over the prior quarter.

Average earning assets increased \$395 million compared to the second quarter of 2017. Fair value option securities held as an economic hedge of our mortgage servicing rights increased \$208 million. Average loan balances grew by \$127 million. Available for sale securities increased \$44 million, trading securities increased \$36 million and restricted equity securities were up \$33 million over the prior quarter. These increases were partially offset by a \$42 million decrease in average interest-bearing cash and cash equivalents balances.

Average deposits increased \$27 million over the previous quarter. Demand deposit balances increased \$51 million, partially offset by a \$28 million decrease in time deposit balances. Interest-bearing transaction account balances were largely unchanged compared to the prior quarter. The average balance of borrowed funds increased \$511 million over the second quarter of 2017 primarily due to increased borrowings from the Federal Home Loan Banks, partially offset by lower average repurchase agreement balances.

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 81% 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.

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, 2017 / 2016			September 30, 2017 / 2016		
	Change	Change Due To <sup>1</sup>		Change	Change Due To <sup>1</sup>	
		Volume	Yield/Rate		Volume	Yield/Rate
Tax-equivalent interest revenue:						
Interest-bearing cash and cash equivalents	\$3,724	\$(204)	\$ 3,928	\$7,891	\$(172)	\$ 8,063
Trading securities	965	3,813	(2,848 )	8,349	12,645	(4,296 )
Investment securities:						
Taxable securities	(58 )	(40 )	(18 )	(358 )	(246 )	(112 )
Tax-exempt securities	(201 )	(452 )	251	(413 )	(1,058)	645
Total investment securities	(259 )	(492 )	233	(771 )	(1,304)	533
Available for sale securities:						
Taxable securities	2,066	(1,536)	3,602	(364 )	(4,819)	4,455
Tax-exempt securities	(301 )	(275 )	(26 )	(586 )	(771 )	185
Total available for sale securities	1,765	(1,811)	3,576	(950 )	(5,590)	4,640
Fair value option securities	3,535	1,881	1,654	4,803	2,532	2,271
Restricted equity securities	316	(168 )	484	850	(294 )	1,144
Residential mortgage loans held for sale	(1,520 )	(1,597)	77	(3,506 )	(3,641)	135
Loans	37,429	8,320	29,109	86,798	24,936	61,862
Total tax-equivalent interest revenue	45,955	9,742	36,213	103,464	29,112	74,352
Interest expense:						
Transaction deposits	4,645	211	4,434	9,719	816	8,903
Savings deposits	(10 )	5	(15 )	(23 )	36	(59 )
Time deposits	83	(43 )	126	(1,541 )	(659 )	(882 )
Funds purchased	83	(26 )	109	134	(92 )	226
Repurchase agreements	87	(37 )	124	26	(62 )	88
Other borrowings	11,000	(384 )	11,384	21,439	(1,190)	22,629
Subordinated debentures	(398 )	(1,331)	933	2,042	(2,823)	4,865
Total interest expense	15,490	(1,605)	17,095	31,796	(3,974)	35,770
Tax-equivalent net interest revenue	30,465	11,347	19,118	71,668	33,086	38,582
Change in tax-equivalent adjustment	(141 )			(140 )		
Net interest revenue	\$30,606			\$71,808		

<sup>1</sup> 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 \$175.7 million for the third quarter of 2017, an \$11.6 million decrease compared to the third quarter of 2016 and a \$6.5 million decrease compared to the second quarter of 2017. Fees and commissions revenue decreased \$7.8 million compared to the third quarter of 2016 and decreased \$4.0 million compared to the prior quarter. The change in the fair value of mortgage servicing rights, net of economic hedges, increased other operating revenue by \$1.0 million in the third quarter of 2017, increased other operating revenue by \$1.2 million in the third quarter of 2016 and decreased other operating revenue \$1.7 million in the second quarter of 2017.

Table 2 – Other Operating Revenue  
(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2017	Increase (Decrease)	% Increase (Decrease)
	2017	2016					
Brokerage and trading revenue	\$33,169	\$38,006	\$(4,837)	(13)%	\$31,764	\$1,405	4%
Transaction card revenue	37,826	33,933	3,893	11%	35,296	2,530	7%
Fiduciary and asset management revenue	40,687	34,073	6,614	19%	41,808	(1,121)	(3)%
Deposit service charges and fees	23,209	23,668	(459)	(2)%	23,354	(145)	(1)%
Mortgage banking revenue	24,890	38,516	(13,626)	(35)%	30,276	(5,386)	(18)%
Other revenue	13,670	13,080	590	5%	14,984	(1,314)	(9)%
Total fees and commissions revenue	173,451	181,276	(7,825)	(4)%	177,482	(4,031)	(2)%
Other gains (losses), net	(1,283)	2,442	(3,725)	N/A	6,108	(7,391)	N/A
Gain on derivatives, net	1,033	2,226	(1,193)	N/A	3,241	(2,208)	N/A
Gain (loss) on fair value option securities, net	661	(3,355)	4,016	N/A	1,984	(1,323)	N/A
Change in fair value of mortgage servicing rights	(639)	2,327	(2,966)	N/A	(6,943)	6,304	N/A
Gain on available for sale securities, net	2,487	2,394	93	N/A	380	2,107	N/A
Total other operating revenue	\$175,710	\$187,310	\$(11,600)	(6)%	\$182,252	\$(6,542)	(4)%

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 44 percent of total revenue for the third quarter of 2017, 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 that cause net interest revenue compression such as falling interest rates may also drive growth in our mortgage banking revenue. 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, which includes revenues from trading, customer hedging, retail brokerage and investment banking, decreased \$4.8 million or 13 percent compared to the third quarter of 2016.

Trading revenue includes net realized and unrealized gains 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 \$11.9 million for the third quarter of 2017, a \$98 thousand or 1 percent decrease compared to the third quarter of 2016.

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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 \$10.5 million for the third quarter of 2017, a \$3.2 million or 23 percent decrease compared to the third quarter of 2016 primarily attributed to decreased activity related to our mortgage banking customers.

Revenue earned from retail brokerage transactions decreased \$1.7 million or 25 percent compared to the third quarter of 2016 to \$5.2 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. The implementation of the new Department of Labor ("DOL") fiduciary rule in the second quarter of 2017 has negatively impacted retail brokerage revenue. New regulation issued by the DOL amended the definition of investment advice under the Employee Retirement Income Security Act ("ERISA"). The new rule is designed to provide better protection to plans, participants, beneficiaries and individual retirement account ("IRA") owners against conflicts of interest, imprudence and disloyalty.

Investment banking revenue, which includes fees earned upon completion of underwriting and financial advisory services and loan syndication fees, totaled \$5.5 million for the third quarter of 2017, a \$214 thousand or 4 percent increase over the third quarter of 2016. Investment banking revenue is primarily related to the timing and volume of completed transactions.

Brokerage and trading revenue increased \$1.4 million over the second quarter of 2017, primarily due to increases of \$1.8 million in trading revenue and \$1.5 million in investment banking revenue, partially offset by a decrease of \$1.1 million in customer hedging 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 for the third quarter of 2017 increased \$3.9 million or 11.5 percent, including a \$2.1 million early termination penalty, over the third quarter of 2016. Excluding the penalty, TransFund revenue was up \$1.0 million or 5.3 percent. TransFund electronic funds transfer ("EFT") network revenue totaled \$20.8 million, up \$3.1 million or 17.3 percent over the prior year. Merchant services fees totaled \$12.0 million, a \$712 thousand or 6 percent increase. Revenue from interchange fees paid by merchants for transactions processed from debit cards issued by the Company totaled \$5.0 million, an increase of \$114 thousand or 2 percent.

Transaction card revenue increased \$2.5 million over the prior quarter, primarily due to a customer early termination fee in the third quarter of 2017.

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 grew by \$6.6 million or 19 percent over the third quarter of 2016, primarily due to growth in assets under management, improved pricing discipline and decreased fee waivers.

Fiduciary and asset management revenue decreased \$1.1 million compared to the second quarter of 2017. The annual assessment of tax preparation fees added \$1.0 million in the second quarter of 2017.



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,					
	2017			2016		
	Balance	Revenue <sup>1</sup>	Margin <sup>2</sup>	Balance	Revenue <sup>1</sup>	Margin <sup>2</sup>
Managed fiduciary assets:						
Personal	\$7,611,265	\$ 21,299	1.12 %	\$7,502,577	\$ 19,521	1.04 %
Institutional	12,747,679	5,585	0.18 %	11,732,295	4,366	0.15 %
Total managed fiduciary assets	20,358,944	26,884	0.53 %	19,234,872	23,887	0.50 %
Non-managed assets:						
Fiduciary	24,818,241	13,214	0.21 %	23,164,851	9,692	0.17 %
Non-fiduciary	16,458,382	589	0.01 %	17,289,854	494	0.01 %
Safekeeping and brokerage assets under administration	16,015,342	—	— %	15,584,153	—	— %
Total non-managed assets	57,291,965	13,803	0.10 %	56,038,858	10,186	0.07 %
Total assets under management or administration	\$77,650,909	\$ 40,687	0.21 %	\$75,273,730	\$ 34,073	0.18 %

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

<sup>2</sup> Annualized revenue divided by period-end balance.

A summary of changes in assets under management or administration for the three months ended September 30, 2017 and 2016 follows:

Table 4 -- Changes in Assets Under Management or Administration

	Three Months Ended September 30,	
	2017	2016
Beginning balance	\$77,811,762	\$73,001,516
Net inflows (outflows)	(1,781,037 )	870,819
Net change in fair value	1,620,184	1,401,395
Ending balance	\$77,650,909	\$75,273,730

Deposit service charges and fees were \$23.2 million for the third quarter of 2017, a decrease of \$459 thousand or 2 percent compared to the third quarter of 2016. Commercial account service charge revenue totaled \$11.8 million, up \$400 thousand or 4 percent. Overdraft fees were \$9.7 million, an \$895 thousand or 8.5 percent decrease compared to the third quarter of 2016. Service charges on deposit accounts with a standard monthly fee were \$1.7 million, an increase of \$33 thousand or 2 percent. Deposit service charges and fees decreased \$145 thousand compared to the prior quarter.

Mortgage banking revenue decreased \$13.6 million or 35 percent compared to the third quarter of 2016. Mortgage production revenue decreased \$13.6 million. Mortgage loan production volumes decreased \$725 million, including a \$539 million decrease related to the Company's strategic decision to exit the correspondent lending channel during the third quarter of 2016. Production volumes in the retail channel decreased compared to the prior year as average primary mortgage interest rates were up 43 basis points over the third quarter of 2016. Gain on sale margin decreased

41 basis points compared to the prior year. The margin decrease was primarily due to market pricing pressure. Mortgage servicing revenue was relatively consistent compared to the third quarter of 2016. The outstanding principal balance of mortgage loans serviced for others totaled \$22.1 billion, an increase of \$212 million or 1 percent.

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Mortgage banking revenue decreased \$5.4 million compared to the second quarter of 2017. Mortgage production revenue decreased \$5.5 million. Production volume decreased \$78 million primarily due to increased competition. Gain on sale margin decreased due to increased market pricing pressure. Revenue from mortgage loan servicing increased \$125 thousand over the prior quarter.

Table 5 – Mortgage Banking Revenue  
(In thousands)

	Three Months Ended September 30,		Increase (Decrease)	% Increase (Decrease)	Three Months Ended June 30, 2017		Increase (Decrease)	% Increase (Decrease)
	2017	2016						
Mortgage production revenue	\$8,329	\$21,958	\$(13,629 )	(62 )%	\$13,840	\$(5,511 )	(40 )%	
Mortgage loans funded for sale	\$832,796	\$1,864,583			\$902,978			
Add: Current period end outstanding commitments	334,337	630,804			362,088			
Less: Prior period end outstanding commitments	362,088	965,631			381,732			
Total mortgage production volume	\$805,045	\$1,529,756	\$(724,711)	(47 )%	\$883,334	\$(78,289)	(9 )%	
Mortgage loan refinances to mortgage loans funded for sale	38	% 51	% (1,300 )	) bps	33	% 500	) bps	
Gains on sale margin	1.03	% 1.44	% (41 )	) bps	1.57	% (54 )	) bps	
Primary mortgage interest rates:								
Average	3.88	% 3.45	% 43	) bps	3.98	% (10 )	) bps	
Period end	3.83	% 3.42	% 41	) bps	3.88	% (5 )	) bps	
Mortgage servicing revenue	\$16,561	\$16,558	\$3	— %	\$16,436	\$125	1 %	
Average outstanding principal balance of mortgage loans serviced for others	22,079,177	21,514,962	564,215	3 %	22,055,127	24,050	— %	
Average mortgage servicing revenue rates	0.30	% 0.31	% (1 )	) bp	0.30	% —		

<sup>1</sup> 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 losses totaled \$1.3 million in the third quarter of 2017, which includes a \$1.1 million write-down related to recent tornado damage. Other net gains totaled \$6.1 million in the second quarter of 2017 due to the sale of a merchant banking investment.

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.

The net economic benefit of the changes in fair value of mortgage servicing rights and related economic hedges was \$3.6 million in the third quarter of 2017, including a \$639 thousand decrease in the fair value of mortgage servicing rights, offset by a \$1.7 million increase in the fair value of securities and derivative contracts held as an economic hedge and \$2.5 million of related net interest revenue.

The net economic benefit of changes in the fair value of mortgage servicing rights and related economic hedges was \$2.1 million for the third quarter of 2016. The fair value of mortgage servicing rights increased \$2.3 million. The fair value of securities and interest rate derivative contracts held as an economic hedge decreased \$1.1 million. Net interest earned on securities held as an economic hedge was \$861 thousand.

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The net economic benefit of changes in the fair value of mortgage servicing rights and related economic hedges was \$247 thousand for the second quarter of 2017. The fair value of mortgage servicing rights decreased by \$6.9 million. The fair value of securities and interest rate derivative contracts held as an economic hedge increased by \$5.2 million.

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

	Three Months Ended		
	Sept. 30, 2017	June 30, 2017	Sept. 30, 2016
Gain on mortgage hedge derivative contracts, net	\$1,025	\$3,241	\$2,268
Gain (loss) on fair value option securities, net	661	1,984	(3,355 )
Gain (loss) on economic hedge of mortgage servicing rights, net	1,686	5,225	(1,087 )
Gain (loss) on change in fair value of mortgage servicing rights	(639 )	(6,943 )	2,327
Gain (loss) on changes in fair value of mortgage servicing rights, net of economic hedges included in other operating revenue	1,047	(1,718 )	1,240
Net interest revenue on fair value option securities <sup>1</sup>	2,543	1,965	861
Total economic benefit of changes in the fair value of mortgage servicing rights, net of economic hedges	\$3,590	\$247	\$2,101

<sup>1</sup> 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 2017 totaled \$265.9 million, an increase of \$7.8 million or 3 percent over the third quarter of 2016. Personnel expense increased \$8.7 million or 6 percent. Non-personnel expense decreased \$852 thousand or 1 percent compared to the prior year.

Other operating expense increased \$15.0 million over the previous quarter. Personnel expense was up \$4.2 million and non-personnel expense increased \$10.9 million.

In addition to \$1.1 million of losses included in other gain (losses), net, operating expense for the third quarter of 2017 included \$1.3 million of additional expense related to tornado damage sustained on our Tulsa operations center and the impact of the hurricane in the Houston market.

Table 7 – Other Operating Expense  
(In thousands)

	Three Months Ended					Three Months Ended			
	September 30,		Increase (Decrease)	% Increase (Decrease)		June 30,		Increase (Decrease)	% Increase (Decrease)
	2017	2016					2017		
Regular compensation	\$83,583	\$83,123	\$ 460	1	%	\$83,630	\$ (47 )	—	%
Incentive compensation:									
Cash-based	33,643	33,240	403	1	%	29,954	3,689	12	%
Share-based	8,407	1,839	6,568	357	%	7,380	1,027	14	%
Deferred compensation	975	1,059	(84 )	N/A		1,000	(25 )	N/A	
Total incentive compensation	43,025	36,138	6,887	19	%	38,334	4,691	12	%
Employee benefits	21,302	19,951	1,351	7	%	21,780	(478 )	(2 )	%
Total personnel expense	147,910	139,212	8,698	6	%	143,744	4,166	3	%
Business promotion	7,105	6,839	266	4	%	7,738	(633 )	(8 )	%
Professional fees and services	11,887	14,038	(2,151 )	(15 )	%	12,419	(532 )	(4 )	%
Net occupancy and equipment	21,325	20,111	1,214	6	%	21,125	200	1	%
Insurance	6,005	9,390	(3,385 )	(36 )	%	689	5,316	772	%
Data processing and communications	37,327	33,331	3,996	12	%	36,330	997	3	%
Printing, postage and supplies	3,917	3,790	127	3	%	4,140	(223 )	(5 )	%
Net losses (gains) and operating expenses of repossessed assets	6,071	(926 )	6,997	(756 )	%	2,267	3,804	168	%
Amortization of intangible assets	1,744	1,521	223	15	%	1,803	(59 )	(3 )	%
Mortgage banking costs	13,450	15,963	(2,513 )	(16 )	%	12,072	1,378	11	%
Other expense	9,193	14,819	(5,626 )	(38 )	%	8,558	635	7	%
Total other operating expense	\$265,934	\$258,088	\$ 7,846	3	%	\$250,885	\$ 15,049	6	%
Average number of employees (full-time equivalent)	4,887	4,928	(41 )	(1 )	%	4,910	(23 )	—	%

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

## Personnel expense

Regular compensation, which consists of salaries and wages, overtime pay and temporary personnel costs, increased \$460 thousand or 1 percent over the third quarter of 2016. The average number of employees was relatively

unchanged compared to the prior year. Standard annual merit increases in regular compensation were effective for the majority of our staff on March 1.

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Incentive compensation increased \$6.9 million or 19 percent over the third quarter of 2016, primarily due to increased share-based compensation expense. Share-based compensation expense represents expense for equity awards based on grant-date fair value. Non-vested shares generally cliff vest in 3 years and are subject to a two year holding period after vesting. The number of shares that will ultimately vest is determined by BOKF's change in earnings per share relative to a defined group of peer banks. In addition, compensation costs related to certain shares is variable based on changes in the the fair value of BOK Financial common shares. Third quarter 2017 equity compensation expense included charges of \$4.0 million from changes in the vesting assumptions for performance-based awards and \$1.9 million from an increase in the fair value of BOK Financial common shares.

Cash-based incentive compensation plans are either intended to provide current rewards to employees who generate long-term business opportunities for the Company based on growth in loans, deposits, customer relationships and other measurable metrics or intended to compensate employees with commissions on completed transactions. Cash-based incentive compensation expense increased \$403 thousand or 1 percent over the third quarter of 2016.

Employee benefits expense increased \$1.4 million or 7 percent over the the third quarter of 2016, primarily due to an increase in employee medical costs.

Personnel expense increased \$4.2 million over the second quarter of 2017. Cash-based incentive compensation increased \$3.7 million due to continued improvement of performance metrics against internal targets. Regular compensation expense was largely unchanged compared to the prior quarter. A \$1.5 million seasonal decrease in payroll tax expense was partially offset by a \$740 thousand increase in employee healthcare costs.

Non-personnel operating expense

Non-personnel operating expense decreased \$852 thousand or 1% compared to the third quarter of 2016.

Deposit insurance expense decreased \$3.4 million due to improvement in risk factors including the benefit of decreased criticized and classified asset levels. Mortgage banking expense decreased \$2.5 million primarily due to lower prepayments as average mortgage interest rates trended upward. Professional fees and servicing expense decreased \$2.2 million.

Data processing and communications expense increased \$4.0 million. Occupancy and equipment expense increased \$1.2 million. Increases in these expense categories were primarily due to information technology infrastructure and cybersecurity project costs and increased data processing transaction activity.

Other expense decreased \$5.6 million compared to the third quarter of 2016, primarily due to a \$5.0 million legal settlement accrual concerning the manner in which the Company posted charges to certain consumer and small business deposit accounts in the third quarter of 2016.

Non-personnel expense increased \$10.9 million over the second quarter of 2017. Deposit insurance expense increased \$5.3 million, primarily due to \$5.1 million in credits received during the second quarter of 2017 related to the revision of certain inputs to the assessment calculation filed in previous periods. Net losses and operating expenses of repossessed assets increased \$3.8 million mainly due to a \$4.7 million write-down of a set of oil and gas properties. Mortgage banking expense increased \$1.4 million and data processing and communication expense increased \$1.0 million.

## Income Taxes

The Company's income tax expense was \$42.4 million or 33.1 percent of net income before taxes for the third quarter of 2017 compared to \$32.0 million or 29.8 percent of net income before taxes for the third quarter of 2016 and \$47.7 million or 34.9 percent of net income before taxes for the second quarter of 2017.

The statute of limitations expired on uncertain income tax positions and the Company adjusted its current income tax liability amounts on filed tax returns for 2016 during the third quarter of 2017. These adjustments reduced income tax expense by \$3.1 million in the third quarter of 2017. Adjustments reduced income tax expense by \$4.1 million in the third quarter of 2016 related to filed tax returns for 2015. Excluding these adjustments, income tax expense would have been 35.5 percent of net income before taxes for the third quarter of 2017 and 33.7 percent of net income before taxes for the third quarter of 2016.

The Company's effective tax rate is affected by recurring items such as amortization related to its investments in affordable housing investments net of affordable housing tax credits and other tax benefits, bank-owned life insurance and tax-exempt income. The effective tax rate is also affected by items that may occur in any given period but are not consistent from period to period. Accordingly, the comparability of the effective tax rate from period to period may be impacted.

BOK Financial operates in numerous jurisdictions, which requires judgment regarding the allocation of income, expense and earnings under various laws and regulations of each of these taxing jurisdictions. Each jurisdiction may audit our tax returns and may take different positions with respect to these allocations. The reserve for uncertain tax positions was \$18 million at September 30, 2017, \$17 million at June 30, 2017 and \$14 million at September 30, 2016.

## Lines of Business

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

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

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

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

method of transfer-pricing funds that supports assets of the operating lines of business tends to insulate them from interest rate risk.

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

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

As shown in Table 8, net income attributable to our lines of business increased \$18.1 million or 25 percent over the third quarter of 2016. Net interest revenue grew by \$34.9 million over the prior year. Other operating revenue decreased \$6.9 million while operating expenses decreased \$3.2 million. Net charge-offs were down \$2.8 million compared to the prior year.

Table 8 -- Net Income by Line of Business  
(In thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Commercial Banking	\$69,689	\$55,995	\$201,603	\$145,885
Consumer Banking	6,734	8,761	18,900	13,103
Wealth Management	15,576	9,108	45,684	26,865
Subtotal	91,999	73,864	266,187	185,853
Funds Management and other	(6,350 )	413	(4,035 )	(3,211 )
Total	\$85,649	\$74,277	\$262,152	\$182,642



## Commercial Banking

Commercial Banking contributed \$69.7 million to consolidated net income in the third quarter of 2017, an increase of \$13.7 million or 25 percent over the third quarter of 2016. The increase in Commercial Banking's contribution was largely due to an increase in net interest revenue.

Table 9 -- Commercial Banking  
(Dollars in thousands)

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2017	2016		2017	2016	
Net interest revenue from external sources	\$ 157,080	\$ 123,599	\$ 33,481	\$ 435,946	\$ 358,713	\$ 77,233
Net interest expense from internal sources	(24,173)	(15,052)	(9,121)	(61,803)	(44,259)	(17,544)
Total net interest revenue	132,907	108,547	24,360	374,143	314,454	59,689
Net loans charged off	3,217	5,601	(2,384)	2,983	34,024	(31,041)
Net interest revenue after net loans charged off	129,690	102,946	26,744	371,160	280,430	90,730
Fees and commissions revenue	53,928	47,710	6,218	148,193	144,215	3,978
Other gains, net	163	1,932	(1,769)	7,946	2,033	5,913
Other operating revenue	54,091	49,642	4,449	156,139	146,248	9,891
Personnel expense	28,902	28,365	537	83,935	82,513	1,422
Non-personnel expense	28,050	25,010	3,040	84,582	79,526	5,056
Other operating expense	56,952	53,375	3,577	168,517	162,039	6,478
Net direct contribution	126,829	99,213	27,616	358,782	264,639	94,143
Gain on financial instruments, net	4	—	4	46	—	46
Gain (loss) on repossessed assets, net	(4,126)	1,486	(5,612)	(2,728)	806	(3,534)
Corporate expense allocations	8,650	9,054	(404)	26,144	26,681	(537)
Income before taxes	114,057	91,645	22,412	329,956	238,764	91,192
Federal and state income tax	44,368	35,650	8,718	128,353	92,879	35,474
Net income	\$ 69,689	\$ 55,995	\$ 13,694	\$ 201,603	\$ 145,885	\$ 55,718
Average assets	\$ 17,558,390	\$ 16,934,587	\$ 623,803	\$ 17,525,658	\$ 16,958,999	\$ 566,659
Average loans	14,274,896	13,737,081	537,815	14,157,340	13,542,719	614,621
Average deposits	8,683,331	8,317,341	365,990	8,656,144	8,392,558	263,586
Average invested capital	1,353,525	1,285,627	67,898	1,334,056	1,234,962	99,094

Net interest revenue increased \$24.4 million or 22 percent over the prior year. Growth in net interest revenue was primarily due to increased yields on commercial loans due to rising short-term interest rates and a \$538 million or 4 percent increase in average loan balances. Average deposit balances increased \$366 million or 4 percent. The Mobank acquisition increased loans by \$390 million and deposits by \$396 million. Yields on deposits sold to the funds management unit also went up due to the increase in short-term interest rates from the Federal Reserve increase in the federal funds rate.

Fees and commissions revenue increased \$6.2 million or 13 percent compared to the third quarter of 2016 primarily due to a \$3.9 million increase in transaction card revenue and a \$1.5 million increase in brokerage and trading revenue. The increase in transaction card revenue included a \$2.1 million early customer termination fee received in the third quarter of 2017. The increase in brokerage and trading revenue was largely due a \$1.2 million increase in loan syndication fees.

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Operating expenses increased \$3.6 million or 7 percent compared to the third quarter of 2016. Personnel expense increased \$537 thousand or 2 percent. Non-personnel expense increased \$3.0 million or 12 percent. Net repossession expense increased \$1.3 million related mainly to the repossession of certain oil and gas properties. Deposit insurance expense increased \$1.4 million due to increased granularity in the allocation to the segments.

The average outstanding balance of loans attributed to Commercial Banking grew by \$538 million or 4 percent over the third quarter of 2016 to \$14.3 billion. See the Loans section of Management's Discussion and Analysis of Financial Condition following for additional discussion of changes in commercial and commercial real estate loans, which are primarily attributed to the Commercial Banking segment.

Average deposits attributed to Commercial Banking were \$8.7 billion for the third quarter of 2017, an increase of \$366 million or 4 percent compared to the third quarter of 2016. See Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital for further discussion of change.

### Consumer Banking

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

Consumer Banking contributed \$6.7 million to consolidated net income for the third quarter of 2017, down \$2.0 million compared to the third quarter of 2016. Growth in net interest revenue of \$6.4 million was offset by a decrease in other operating revenue of \$13.6 million while operating expense decreased by \$4.2 million.

Table 10 -- Consumer Banking  
(Dollars in thousands)

	Three Months Ended		Increase (Decrease)	Nine Months Ended		Increase (Decrease)
	September 30, 2017	2016		September 30, 2017	2016	
Net interest revenue from external sources	\$25,576	\$22,098	\$3,478	\$70,208	\$65,897	\$4,311
Net interest revenue from internal sources	12,213	9,263	2,950	35,002	27,492	7,510
Total net interest revenue	37,789	31,361	6,428	105,210	93,389	11,821
Net loans charged off	1,315	1,157	158	3,512	4,177	(665 )
Net interest revenue after net loans charged off	36,474	30,204	6,270	101,698	89,212	12,486
Fees and commissions revenue	47,134	60,773	(13,639 )	146,605	172,114	(25,509 )
Other gains (losses), net	(101 )	(170 )	69	(165 )	(42 )	(123 )
Other operating revenue	47,033	60,603	(13,570 )	146,440	172,072	(25,632 )
Personnel expense	25,547	26,604	(1,057 )	76,490	77,675	(1,185 )
Non-personnel expense	31,238	34,360	(3,122 )	89,537	101,812	(12,275 )
Total other operating expense	56,785	60,964	(4,179 )	166,027	179,487	(13,460 )
Net direct contribution	26,722	29,843	(3,121 )	82,111	81,797	314
Gain (loss) on financial instruments, net	1,686	(1,087 )	2,773	5,242	30,539	(25,297 )
Change in fair value of mortgage servicing rights	(639 )	2,327	(2,966 )	(5,726 )	(41,944 )	36,218
Gain on repossessed assets, net	292	161	131	253	566	(313 )
Corporate expense allocations	17,039	16,905	134	50,947	49,513	1,434
Income before taxes	11,022	14,339	(3,317 )	30,933	21,445	9,488
Federal and state income tax	4,288	5,578	(1,290 )	12,033	8,342	3,691
Net income	\$6,734	\$8,761	\$(2,027 )	\$18,900	\$13,103	\$5,797
Average assets	\$9,115,319	\$8,827,816	\$287,503	\$8,871,470	\$8,763,564	\$107,906
Average loans	1,961,265	1,893,431	67,834	1,945,122	1,888,693	56,429
Average deposits	6,707,859	6,660,514	47,345	6,651,177	6,623,724	27,453
Average invested capital	327,667	356,788	(29,121 )	321,420	328,752	(7,332 )

Net interest revenue from Consumer Banking activities grew by \$6.4 million or 21 percent over the the third quarter of 2016 primarily due to increased rates received on deposit balances sold to the Funds Management unit. Average loan balances grew by \$68 million or 4 percent and average deposits increased \$47 million or 1% over the prior year.

Fees and commissions revenue decreased \$13.6 million or 22 percent compared to the third quarter of 2016 due to a \$13.6 million decrease in mortgage banking revenue. Mortgage loan production volumes decreased \$725 million, largely due to the exit from the correspondent lending channel. Gain on sale margin decreased 41 basis points due to market pricing pressure. Revenue from interchange fees paid by merchants for transactions processed from debit cards issued by the Company and deposit service charges and fees were relatively unchanged compared to the prior year.

Operating expenses decreased \$4.2 million or 7 percent compared to the third quarter of 2016. Personnel expenses decreased \$1.1 million or 4 percent. Non-personnel expense decreased \$3.1 million or 9 percent compared to the prior year. Mortgage banking costs were down \$2.5 million primarily due to lower prepayments of loans serviced for others. A \$1.8 million decrease in professional fees and services expense was partially offset by an increase of \$575 thousand in data processing and communications expense and \$569 thousand in business promotion expense.

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Changes in the fair value of our mortgage servicing rights, net of economic hedge, resulted in a \$640 thousand increase in Consumer Banking net income in the third quarter of 2017 compared to a \$758 thousand increase in Consumer Banking net income in the third quarter of 2016.

Average consumer deposits grew by \$47 million over the third quarter of 2016. Higher-costing time deposit balances decreased \$114 million or 10 percent, offset by an \$80 million or 5 percent increase in demand deposit balances, a \$42 million or 11 percent increase in savings account balances and a \$39 million or 1 percent increase in interest-bearing transaction accounts.

## Wealth Management

Wealth Management contributed \$15.6 million to consolidated net income in the third quarter of 2017, up \$6.5 million or 71 percent over the third quarter of 2016, largely due to growth in net interest revenue.

Table 11 -- Wealth Management  
(Dollars in thousands)

	Three Months Ended September 30,		Increase (Decrease)	Nine Months Ended September 30,		Increase (Decrease)
	2017	2016		2017	2016	
Net interest revenue from external sources	\$11,169	\$9,274	\$1,895	\$33,130	\$21,620	\$11,510
Net interest revenue from internal sources	9,604	7,401	2,203	28,784	22,258	6,526
Total net interest revenue	20,773	16,675	4,098	61,914	43,878	18,036
Net loans charged off (recovered)	(623	) (89	) (534	) (676	) (479	) (197
Net interest revenue after net loans charged off (recovered)	21,396	16,764	4,632	62,590	44,357	18,233
Fees and commissions revenue	75,915	73,331	2,584	225,390	217,519	7,871
Other gains (losses), net	(208	) 192	(400	) 44	523	(479
Other operating revenue	75,707	73,523	2,184	225,434	218,042	7,392
Personnel expense	46,494	48,969	(2,475	) 136,758	142,235	(5,477
Non-personnel expense	15,297	15,457	(160	) 46,058	44,289	1,769
Other operating expense	61,791	64,426	(2,635	) 182,816	186,524	(3,708
Net direct contribution	35,312	25,861	9,451	105,208	75,875	29,333
Loss on financial instruments, net	—	(42	) 42	—	(42	) 42
Corporate expense allocations	9,819	10,912	(1,093	) 30,438	31,864	(1,426
Income before taxes	25,493	14,907	10,586	74,770	43,969	30,801
Federal and state income tax	9,917	5,799	4,118	29,086	17,104	11,982
Net income	\$15,576	\$9,108	\$6,468	\$45,684	\$26,865	\$18,819
Average assets	\$6,992,021	\$6,413,735	\$578,286	\$6,971,369	\$5,916,545	\$1,054,824
Average loans	1,324,574	1,139,396	185,178	1,301,549	1,109,410	192,139
Average deposits	5,495,250	4,913,409	581,841	5,535,979	4,710,893	825,086
Average invested capital	244,976	202,168	42,808	231,608	198,167	33,441

Net interest revenue for the third quarter of 2017 increased \$4.1 million or 25 percent over the third quarter of 2016, primarily due to the increase in the average loan volume of \$185 million coupled with the increase in rates. Additionally, earnings on net funds invested grew by \$2.2 million. Average deposit balances grew by \$582 million or 12 percent over the third quarter of 2016. Non-interest bearing demand deposits grew by \$240 million or 21 percent, interest-bearing transaction account balances increased \$264 million or 9 percent and time deposit balances grew by \$76 million or 11 percent. Average loan balances increased \$185 million or 16 percent over the prior year.

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Fees and commissions revenue increased \$2.2 million or 3 percent over the third quarter of 2016. Fiduciary and asset management revenue increased \$6.5 million or 19 percent over the prior year primarily due to growth in assets under management, improved pricing discipline and decreased fee waivers. Brokerage and trading revenue decreased by \$4.8 million or 14 percent primarily due to decreased activity related to our mortgage banking customers along with a decrease in brokerage fees due to the implementation of the DOL fiduciary rule in the second quarter of 2017.

Fees and commissions revenue above includes fees earned from state and municipal bond and corporate debt underwritings and financial advisory services, primarily in the Oklahoma and Texas markets. In the third quarter of 2017, the Wealth Management division participated in 79 state and municipal bond underwritings that totaled \$1.7 billion. As a participant, the Wealth Management division was responsible for facilitating the sale of approximately \$454 million of these underwritings. The Wealth Management division also participated in 7 corporate debt underwritings that totaled \$2.6 billion. Our interest in these underwritings was \$69 million. In the third quarter of 2016, the Wealth Management division participated in 107 state and municipal bond underwritings that totaled approximately \$5.2 billion. Our interest in these underwritings totaled approximately \$708 million. The Wealth Management division also participated in 11 corporate debt underwritings that totaled \$4 billion. Our interest in these underwritings was \$93 million.

Operating expense decreased \$2.6 million or 4 percent compared to the third quarter of 2016. Personnel expense decreased \$2.5 million primarily due to decreased incentive compensation expense. Non-personnel expense decreased \$160 thousand.

Corporate expense allocations decreased \$1.1 million or 10 percent compared to the prior year.

#### Financial Condition

##### Securities

We maintain a securities portfolio to enhance profitability, manage interest rate risk, provide liquidity and comply with regulatory requirements. Securities are classified as trading, held for investment, or available for sale. See Note 2 to the consolidated financial statements for the composition of the securities portfolio as of September 30, 2017, December 31, 2016 and September 30, 2016.

At September 30, 2017, the carrying value of investment (held-to-maturity) securities was \$467 million and the fair value was \$490 million. Investment securities consist primarily of long-term, fixed rate Oklahoma and Texas municipal bonds, taxable Texas school construction bonds and residential mortgage-backed securities issued by U.S. government agencies. The investment security portfolio is diversified among issuers. The largest obligation of any single issuer is \$30 million. Substantially all of these bonds are general obligations of the issuers. Approximately \$99 million of the \$198 million portfolio of Texas school construction bonds is also guaranteed by the Texas Permanent School Fund Guarantee Program supervised by the State Board of Education for the State of Texas.

Available for sale securities, which may be sold prior to maturity, are carried at fair value. Unrealized gains or losses, net of deferred taxes, are recorded as accumulated other comprehensive income in shareholders' equity. The amortized cost of available for sale securities totaled \$8.4 billion at September 30, 2017, a \$44 million increase compared to June 30, 2017. At September 30, 2017, the available for sale securities portfolio consisted primarily of U.S. government agency residential mortgage-backed securities with an amortized cost of \$5.3 billion and U.S. government agency commercial mortgage-backed securities with an amortized cost of \$2.9 billion. Both residential and commercial mortgage-backed securities also have credit risk from delinquency or default of the underlying loans. We mitigate this risk by primarily investing in securities issued by U.S. government agencies. Principal and interest payments on the underlying loans are fully guaranteed. Commercial mortgage-backed securities have prepayment penalties similar to commercial loans.



A primary risk of holding residential mortgage-backed securities comes from extension during periods of rising interest rates or prepayment during periods of falling interest rates. We evaluate this risk through extensive modeling of risk both before making an investment and throughout the life of the security. Our best estimate of the duration of the combined residential mortgage-backed securities portfolio held in investment and available for sale securities at September 30, 2017 is 3.2 years. Management estimates the duration extends to 3.9 years assuming an immediate 200 basis point upward shock. The estimated duration contracts to 2.8 years assuming a 50 basis point decline in the current low rate environment.

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We also hold amortized cost of \$81 million in residential mortgage-backed securities privately issued by publicly-owned financial institutions, a decrease of \$5.9 million from June 30, 2017 due to cash payments received during the quarter. The fair value of our portfolio of privately issued residential mortgage-backed securities totaled \$100 million at September 30, 2017.

The aggregate gross amount of unrealized losses on available for sale securities totaled \$51 million at September 30, 2017, compared to \$50 million at June 30, 2017. On a quarterly basis, we perform separate evaluations on debt and equity securities to determine if the unrealized losses are temporary as more fully described in Note 2 of the Consolidated Financial Statements. No other-than-temporary impairment charges were recognized in earnings during the third quarter of 2017.

BOK Financial is required to hold stock as members of the Federal Reserve system and the Federal Home Loan Banks ("FHLB"). These restricted equity securities are carried at cost as these securities do not have a readily determined fair value because the ownership of these shares is restricted and they lack a market. Federal Reserve Bank stock totaled \$37 million and holdings of FHLB stock totaled \$311 million at September 30, 2017. Holdings of FHLB stock increased \$37 million compared to June 30, 2017. We are required to hold stock in the FHLB in proportion to our borrowings with the FHLB.

#### Bank-Owned Life Insurance

We have approximately \$314 million of bank-owned life insurance at September 30, 2017. This investment is expected to provide a long-term source of earnings to support existing employee benefit programs. Approximately \$286 million is held in separate accounts. Our separate account holdings are invested in diversified portfolios of investment-grade fixed income securities and cash equivalents, including U.S. Treasury and Agency securities, residential mortgage-backed securities, corporate debt, asset-backed and commercial mortgage-backed securities. The portfolios are managed by unaffiliated professional managers within parameters established in the portfolio's investment guidelines. The cash surrender value of certain life insurance policies is further supported by a stable value wrap, which protects against changes in the fair value of the investments. At September 30, 2017, the fair value of investments held in separate accounts was approximately \$292 million. As the underlying fair value of the investments held in a separate accounts at September 30, 2017 exceeded the net book value of the investments, no cash surrender value was supported by the stable value wrap. The stable value wrap is provided by a domestic financial institution. The remaining cash surrender value of \$28 million primarily represents the cash surrender value of policies held in general accounts and other amounts due from various insurance companies.

## Loans

The aggregate loan portfolio before allowance for loan losses totaled \$17 billion at September 30, 2017, an increase of \$23 million over June 30, 2017. The outstanding balance of commercial loans increased by \$158 million, offset by a \$170 million decrease in commercial real estate loan balances. Residential mortgage loans increased \$6.6 million and personal loans grew by \$29 million.

Table 12 -- Loans  
(In thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
<b>Commercial:</b>					
Energy	\$2,867,981	\$2,847,240	\$2,537,112	\$2,497,868	\$2,520,804
Services	2,967,513	2,958,827	3,013,375	3,108,990	2,936,599
Healthcare	2,239,451	2,221,518	2,265,604	2,201,916	2,085,046
Wholesale/retail	1,658,098	1,543,695	1,506,243	1,576,818	1,602,030
Manufacturing	519,446	546,137	543,430	514,975	499,486
Other commercial and industrial	543,445	520,538	461,346	490,257	476,198
<b>Total commercial</b>	<b>10,795,934</b>	<b>10,637,955</b>	<b>10,327,110</b>	<b>10,390,824</b>	<b>10,120,163</b>
<b>Commercial real estate:</b>					
Retail	725,865	722,805	745,046	761,888	801,377
Multifamily	999,009	952,380	922,991	903,272	873,773
Office	797,089	862,973	860,889	798,888	752,705
Industrial	591,080	693,635	871,463	871,749	838,021
Residential construction and land development	112,102	141,592	135,994	135,533	159,946
Other commercial real estate	292,997	315,207	334,680	337,716	367,776
<b>Total commercial real estate</b>	<b>3,518,142</b>	<b>3,688,592</b>	<b>3,871,063</b>	<b>3,809,046</b>	<b>3,793,598</b>
<b>Residential mortgage:</b>					
Permanent mortgage	1,013,965	989,040	977,743	1,006,820	969,558
Permanent mortgages guaranteed by U.S. government agencies	187,370	191,729	204,181	199,387	190,309
Home equity	744,415	758,429	764,350	743,625	712,926
<b>Total residential mortgage</b>	<b>1,945,750</b>	<b>1,939,198</b>	<b>1,946,274</b>	<b>1,949,832</b>	<b>1,872,793</b>
<b>Personal</b>	<b>947,008</b>	<b>917,900</b>	<b>847,459</b>	<b>839,958</b>	<b>678,232</b>
<b>Total</b>	<b>\$17,206,834</b>	<b>\$17,183,645</b>	<b>\$16,991,906</b>	<b>\$16,989,660</b>	<b>\$16,464,786</b>

## Commercial

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

continuous basis from underwriting throughout the life of the loan for compliance with commercial lending policies.

Commercial loans totaled \$10.8 billion or 63 percent of the loan portfolio at September 30, 2017, an increase of \$158 million over June 30, 2017. Wholesale/retail loan balances grew by \$114 million. Other commercial and industrial loans increased by \$23 million, energy loan balances increased by \$21 million and healthcare sector loan balances increased \$18 million. This growth was offset by a \$27 million decrease in manufacturing sector loan balances.

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

Table 13 -- Commercial Loans by Collateral Location  
(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Michigan	Other	Total
Energy	\$515,667	\$1,538,977	\$16,971	\$4,020	\$334,392	\$8,606	\$72,259	\$377,089	\$2,867,981
Services	661,654	856,253	187,561	5,965	316,468	231,846	314,463	393,303	2,967,513
Healthcare	265,166	394,476	131,983	96,446	122,688	127,707	263,705	837,280	2,239,451
Wholesale/retail	422,993	587,592	44,080	31,501	71,908	62,706	88,834	348,484	1,658,098
Manufacturing	109,034	150,554	410	3,121	61,398	32,885	95,558	66,486	519,446
Other commercial and industrial	107,925	160,797	2,371	71,194	26,610	19,204	58,728	96,616	543,445
Total commercial loans	\$2,082,439	\$3,688,649	\$383,376	\$212,247	\$933,464	\$482,954	\$893,547	\$2,119,258	\$10,795,934

The majority of the collateral securing our commercial loan portfolio is located within our geographical footprint with 34 percent concentrated in the Texas market and 19 percent concentrated in the Oklahoma market. At September 30, 2017, the Other category is primarily composed of California - \$310 million or 2.87 percent of the commercial loan portfolio, Florida - \$195 million or 1.81 percent of the commercial loan portfolio, Louisiana - \$171 million or 1.58 percent of the commercial loan portfolio, Pennsylvania - \$119 million or 1.10 percent of the commercial loan portfolio and Tennessee - \$114 million or 1.05 percent of the commercial loan portfolio. All other states individually represent one percent or less of total commercial loans.

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

Outstanding energy loans totaled \$2.9 billion or 17 percent of total loans at September 30, 2017. Unfunded energy loan commitments of \$2.7 billion at September 30, 2017 were largely unchanged compared to June 30, 2017. Approximately \$2.3 billion of energy loans were to oil and gas producers, largely unchanged compared to June 30, 2017. The majority of this portfolio is first lien, senior secured, reserve-based lending, which we believe is the lowest risk form of energy lending. The Company has largely avoided higher-risk energy lending areas including second-lien financing, mezzanine debt and subordinated debt. In addition, the Company has no direct exposure to energy company equity or to borrowers with deep-water offshore exposure. Approximately 57 percent of the committed production loans are secured by properties primarily producing oil and 43 percent of the committed production loans are secured by properties primarily producing natural gas. Loans to midstream oil and gas companies totaled \$314 million at

September 30, 2017, an increase of \$36 million over June 30, 2017. Loans to borrowers that provide services to the energy industry totaled \$163 million at September 30, 2017, down \$15 million compared to the prior quarter. Loans to other energy borrowers, including those engaged in wholesale or retail energy sales, totaled \$52 million, a \$14 million increase over the prior quarter.

The services sector of the loan portfolio totaled \$3.0 billion or 17 percent of total loans and consists of a large number of loans to a variety of businesses, including governmental, educational services, consumer services, loans to entities providing services for real estate and construction and commercial services. Service sector loans increased by \$8.7 million over June 30, 2017. Loans to governmental entities totaled \$571 million at September 30, 2017. Approximately \$1.5 billion of the services category is made up of loans with individual balances of less than \$10 million. Service sector loans are generally secured by the assets of the borrower with repayment coming from the cash flows of ongoing operations of the customer's business.

The healthcare sector of the loan portfolio totaled \$2.2 billion or 13% of total loans and consists primarily of loans for the development and operation of senior housing and care facilities, including independent living, assisted living and skilled nursing. Healthcare also includes loans to hospitals and other medical service providers.

We participate in shared national credits when appropriate to obtain or maintain business relationships with local customers. Shared national credits are defined by banking regulators as credits of more than \$20 million and with three or more non-affiliated banks as participants. At September 30, 2017, the outstanding principal balance of these loans totaled \$4.1 billion. Substantially all of these loans are to borrowers with local market relationships. We serve as the agent lender in approximately 17 percent of our shared national credits, based on dollars committed. We hold shared credits to the same standard of analysis and perform the same level of review as internally originated credits. Our lending policies generally avoid loans in which we do not have the opportunity to maintain or achieve other business relationships with the customer. In addition to management's quarterly assessment of credit risk, banking regulators annually review a sample of shared national credits for proper risk grading.

### Commercial Real Estate

Commercial real estate represents loans for the construction of buildings or other improvements to real estate and property held by borrowers for investment purposes generally within our geographical footprint, with larger concentrations in Texas and Oklahoma which represent 35 percent and 13 percent of the total commercial real estate portfolio at September 30, 2017, respectively. We require collateral values in excess of the loan amounts, demonstrated cash flows in excess of expected debt service requirements, equity investment in the project and a portion of the project already sold, leased or permanent financing already secured. The expected cash flows from all significant new or renewed income producing property commitments are stress tested to reflect the risks in varying interest rates, vacancy rates and rental rates. As with commercial loans, inherent lending risks are centrally monitored on a continuous basis from underwriting throughout the life of the loan for compliance with applicable lending policies.

Commercial real estate loans totaled \$3.5 billion or 20 percent of the loan portfolio at September 30, 2017. The outstanding balance of commercial real estate loans decreased \$170 million during the third quarter of 2017 as borrowers continue to refinance loans in the permanent market. Loans secured by industrial properties decreased \$103 million. Loans secured by office buildings decreased \$66 million. Residential construction and land development loans and other commercial real estate loans also decreased compared to the prior quarter. These decreases were partially offset by a \$47 million increase in multifamily residential loans. The commercial real estate loan balance as a percentage of our total loan portfolio has ranged from 18 percent to 23 percent over the past five years.

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

Table 14 -- Commercial Real Estate Loans by Collateral Location  
(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Retail	\$68,768	\$291,284	\$103,151	\$6,419	\$31,647	\$27,583	\$19,923	\$177,090	\$725,865
Multifamily	115,182	485,063	19,464	25,930	48,855	56,321	111,260	136,934	999,009
Office	93,693	222,094	76,416	5,928	30,903	68,080	51,787	248,188	797,089
Industrial	97,399	154,007	23,161	—	10,151	10,245	47,044	249,073	591,080
Residential construction and land development	11,483	26,153	18,138	1,995	15,633	6,892	16,018	15,790	112,102

Other									
commercial real estate	61,464	38,617	14,645	3,301	14,397	24,480	28,311	107,782	292,997
Total									
commercial real estate loans	\$447,989	\$1,217,218	\$254,975	\$43,573	\$151,586	\$193,601	\$274,343	\$934,857	\$3,518,142

The Other category is primarily composed of Utah and California, which represent \$120 million or 3.4 percent and \$118 million or 3.3 percent of the commercial real estate portfolio, respectively. All other states represent less than 3% individually.

While recent changes nationally in consumer purchasing trends from brick-and-mortar stores to online has created concern with regards to retail lending, our credit quality remains very good. The portfolio is highly diversified with no material exposure to a single borrower or tenant.

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Based on Moody's U.S. Retail Industry Classifications, approximately 60 percent of \$726 million of outstanding retail commercial real estate loans have services-based tenants, which are considered less susceptible to online competition. Additionally, 61 percent of the \$718 million of outstanding retail loans included in our commercial wholesale/retail sector are service-based.

#### Residential Mortgage and Personal

Residential mortgage loans provide funds for our customers to purchase or refinance their primary residence or to borrow against the equity in their home. Residential mortgage loans are secured by a first or second-mortgage on the customer's primary residence. Personal loans consist primarily of loans to wealth management clients secured by the cash surrender value of insurance policies and marketable securities. It also includes direct loans secured by and for the purchase of automobiles, recreational and marine equipment as well as unsecured loans. Residential mortgage and personal loans are made in accordance with underwriting policies we believe to be conservative and are fully documented. Loans may be individually underwritten or credit scored based on size and other criteria. Credit scoring is assessed based on significant credit characteristics including credit history, residential and employment stability.

Residential mortgage loans totaled \$1.9 billion, largely unchanged compared to June 30, 2017. In general, we sell the majority of our conforming fixed rate loan originations in the secondary market and retain the majority of our non-conforming and adjustable-rate mortgage loans. We have no concentration in sub-prime residential mortgage loans. Our mortgage loan portfolio does not include payment option adjustable rate mortgage loans or adjustable rate mortgage loans with initial rates that are below market. Collateral for 96 percent of our residential mortgage loan portfolio is located within our geographical footprint.

The majority of our permanent mortgage loan portfolio is composed of various non-conforming mortgage programs to support customer relationships including jumbo mortgage loans, non-builder construction loans and special loan programs for high net worth individuals or certain professionals. Jumbo loans may be fixed or variable rate and are fully amortizing. The size of jumbo loans exceeds maximums set under government sponsored entity standards, but otherwise generally conform to those standards. These loans generally require a minimum FICO score of 720 and a maximum debt-to-income ratio ("DTI") of 38 percent. Loan-to-value ratios ("LTV") are tiered from 60 percent to 100 percent, depending on the market. Special mortgage programs include fixed and variable rate fully amortizing loans tailored to the needs of certain healthcare professionals. Variable rate loans are fully indexed at origination and may have fixed rates for three to ten years, then adjust annually thereafter.

At September 30, 2017, \$187 million of permanent residential mortgage loans are guaranteed by U.S. government agencies. We have minimal credit exposure on loans guaranteed by the agencies. This amount includes residential mortgage loans previously sold into GNMA mortgage pools that the Company may repurchase when certain defined delinquency criteria are met. Because of this repurchase right, the Company is deemed to have regained effective control over these loans and must include them on the Consolidated Balance Sheet. Permanent residential mortgage loans guaranteed by U.S. government agencies decreased \$4.4 million compared to June 30, 2017.

Home equity loans totaled \$744 million at September 30, 2017, a \$14 million decrease compared to June 30, 2017. Our home equity loan portfolio is primarily composed of first-lien, fully amortizing home equity loans. Home equity loans generally require a minimum FICO score of 700 and a maximum DTI of 50 percent. The maximum loan amount available for our home equity loan products is generally \$400 thousand. Revolving loans have a 10 year revolving period followed by a 15 year term of amortizing repayment. Interest-only home equity loans have a 5 year revolving period followed by a 15 year term of amortizing repayments and may not be extended for any additional revolving time. All other home equity loans may be extended at management's discretion for an additional 5 year revolving term subject to an update of certain credit information. A summary of our home equity loan portfolio at September 30, 2017 by lien position and amortizing status follows in Table 15.

Table 15 -- Home Equity Loans  
(In thousands)

	Revolving	Amortizing	Total
First lien	\$ 71,921	\$ 406,132	\$ 478,053
Junior lien	140,791	125,571	266,362
Total home equity	\$ 212,712	\$ 531,703	\$ 744,415

Personal loans totaled \$947 million, a \$29 million increase over the prior quarter primarily due to growth in loans to wealth management customers for investment in businesses that will be repaid from personal income.

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The distribution of residential mortgage and personal loans at September 30, 2017 is as follows in Table 16. Residential mortgage loans are distributed by collateral location. Personal loans are generally distributed by borrower location.

Table 16 -- Residential Mortgage and Personal Loans by Collateral Location  
(In thousands)

	Oklahoma	Texas	New Mexico	Arkansas	Colorado	Arizona	Kansas/Missouri	Other	Total
Residential mortgage:									
Permanent mortgage	\$ 178,762	\$ 420,529	\$ 46,567	\$ 12,765	\$ 168,312	\$ 93,812	\$ 52,951	\$ 40,267	\$ 1,013,965
Permanent mortgages guaranteed by U.S. government agencies	54,803	26,028	41,887	7,029	5,744	1,987	13,128	36,764	187,370
Home equity	387,021	134,753	95,537	5,098	38,346	9,100	71,904	2,656	744,415
Total residential mortgage	\$ 620,586	\$ 581,310	\$ 183,991	\$ 24,892	\$ 212,402	\$ 104,899	\$ 137,983	\$ 79,687	\$ 1,945,750
Personal	\$ 287,080	\$ 403,033	\$ 12,803	\$ 10,438	\$ 62,598	\$ 47,182	\$ 77,992	\$ 45,882	\$ 947,008

The Company secondarily evaluates loan portfolio performance based on the primary geographical market managing the loan. Loans attributed to a geographical market may not represent the location of the borrower or the collateral. All permanent mortgage loans serviced by our mortgage banking unit and held for investment by the Bank are centrally managed by the Bank of Oklahoma.

Table 17 -- Loans Managed by Primary Geographical Market  
(In thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
<b>Bank of Oklahoma:</b>					
Commercial	\$3,408,973	\$3,369,967	\$3,189,183	\$3,370,259	\$3,545,924
Commercial real estate	712,915	667,932	691,332	684,381	795,806
Residential mortgage	1,405,900	1,398,021	1,404,054	1,407,197	1,401,166
Personal	322,320	318,016	310,708	303,823	271,420
Total Bank of Oklahoma	5,850,108	5,753,936	5,595,277	5,765,660	6,014,316
<b>Bank of Texas:</b>					
Commercial	4,434,595	4,339,634	4,148,316	4,022,455	3,903,218
Commercial real estate	1,236,702	1,360,164	1,452,988	1,415,011	1,400,709
Residential mortgage	229,993	232,074	231,647	233,981	229,345
Personal	375,173	354,222	312,092	306,748	278,167
Total Bank of Texas	6,276,463	6,286,094	6,145,043	5,978,195	5,811,439
<b>Bank of Albuquerque:</b>					
Commercial	367,747	369,370	407,403	399,256	398,147
Commercial real estate	319,208	324,405	307,927	284,603	299,785
Residential mortgage	101,983	103,849	106,432	108,058	110,478
Personal	12,953	12,439	11,305	11,483	11,333
Total Bank of Albuquerque	801,891	810,063	833,067	803,400	819,743
<b>Bank of Arkansas:</b>					
Commercial	91,051	85,020	88,010	86,577	83,544
Commercial real estate	80,917	73,943	74,469	73,616	72,649
Residential mortgage	6,318	6,395	6,829	7,015	6,936
Personal	10,388	11,993	6,279	6,524	6,757
Total Bank of Arkansas	188,674	177,351	175,587	173,732	169,886
<b>Colorado State Bank &amp; Trust:</b>					
Commercial	1,124,200	1,065,780	998,216	1,018,208	1,013,314
Commercial real estate	186,427	255,379	266,218	265,264	254,078
Residential mortgage	63,734	63,346	62,313	59,631	59,838
Personal	60,513	56,187	49,523	50,372	42,901
Total Colorado State Bank & Trust	1,434,874	1,440,692	1,376,270	1,393,475	1,370,131
<b>Bank of Arizona:</b>					
Commercial	634,809	617,759	643,222	686,253	680,447
Commercial real estate	706,188	705,858	737,088	747,409	726,542
Residential mortgage	40,730	37,034	36,737	36,265	39,206
Personal	55,050	55,528	51,386	52,553	31,205

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Total Bank of Arizona	1,436,777	1,416,179	1,468,433	1,522,480	1,477,400
Mobank (Kansas City):					
Commercial	734,559	790,425	852,760	807,816	495,569
Commercial real estate	275,785	300,911	341,041	338,762	244,029
Residential mortgage	97,092	98,479	98,262	97,685	25,824
Personal	110,611	109,515	106,166	108,455	36,449
Total Mobank (Kansas City)	1,218,047	1,299,330	1,398,229	1,352,718	801,871
Total BOK Financial loans	\$17,206,834	\$17,183,645	\$16,991,906	\$16,989,660	\$16,464,786

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## Loan Commitments

We enter into certain off-balance sheet arrangements in the normal course of business. These arrangements included unfunded loan commitments, which totaled \$9.7 billion and standby letters of credit, which totaled \$666 million at September 30, 2017. Loan commitments may be unconditional obligations to provide financing or conditional obligations that depend on the borrower's financial condition, collateral value or other factors. Standby letters of credit are unconditional commitments to guarantee the performance of our customer to a third party. Since some of these commitments are expected to expire before being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Approximately \$55 thousand of the outstanding standby letters of credit were issued on behalf of customers whose loans are nonperforming at September 30, 2017.

Table 18 – Off-Balance Sheet Credit Commitments  
(In thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
Loan commitments	\$9,693,489	\$9,632,911	\$9,403,641	\$9,404,665	\$8,697,322
Standby letters of credit	665,513	614,852	595,746	585,472	499,990
Mortgage loans sold with recourse	128,681	133,896	134,631	139,486	139,306

We have off-balance sheet commitments related to certain residential mortgage loans originated under community development loan programs that were sold to a U.S. government agency with full recourse. These mortgage loans were underwritten to standards approved by the agencies, including full documentation and originated under programs available only for owner-occupied properties. The Company no longer sells residential mortgage loans with recourse. We are obligated to repurchase these loans for the life of these loans in the event of foreclosure for the unpaid principal and interest at the time of foreclosure. Substantially all of these loans are to borrowers in our primary markets including \$79 million to borrowers in Oklahoma, \$14 million to borrowers in Arkansas and \$12 million to borrowers in New Mexico. An accrual related to this off-balance sheet risk is included in Other liabilities in the consolidated balance sheets and totaled \$3.8 million at September 30, 2017 and \$3.9 million at June 30, 2017.

We also have an off-balance sheet obligation to repurchase residential mortgage loans sold to government sponsored entities through our mortgage banking activities due to standard representations and warranties made under contractual agreements and to service loans in accordance with investor guidelines. The Company has established accruals for losses related to these obligations that are included in Other liabilities in the Consolidated Balance Sheets and in Mortgage banking costs in the Consolidated Statements of Earnings.

For the period from 2010 through the third quarter of 2017 combined, approximately 18 percent of repurchase requests have currently resulted in actual repurchases or indemnification by the Company. The Company repurchased five loans from the agencies for \$1.2 million during the third quarter of 2017. There were four indemnifications on loans paid during the third quarter of 2017. Losses recognized on repurchases were insignificant.

A summary of unresolved deficiency requests from the agencies follows (in thousands, except for number of unresolved deficiency requests):

	September 30, 2017	2016
Number of unresolved deficiency requests	180	221
Aggregate outstanding principal balance subject to unresolved deficiency	\$ 8,899	\$ 15,750

requests

Unpaid principal

balance subject to  
indemnification by the

5,206

5,399

Company

The accrual for potential loan repurchases under representations and warranties totaled \$1.4 million at September 30, 2017 and \$1.6 million at June 30, 2017.

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## Customer Derivative Programs

We offer programs that permit our customers to hedge various risks, including fluctuations in energy, cattle and other agricultural product prices, interest rates and foreign exchange rates. Each of these programs work essentially the same way. Derivative contracts are executed between the customers and the Company. Offsetting contracts are executed between the Company and selected counterparties to minimize market risk due to changes in commodity prices, interest rates or foreign exchange rates. The counterparty contracts are identical to the customer contracts, except for a fixed pricing spread or a fee paid to us as compensation for administrative costs, credit risk and profit.

The customer derivative programs create credit risk for potential amounts due to the Company from our customers and from the counterparties. Customer credit risk is monitored through existing credit policies and procedures. The effects of changes in commodity prices, interest rates or foreign exchange rates are evaluated across a range of possible scenarios to determine the maximum exposure we are willing to have individually to any customer. Customers may also be required to provide cash margin or other collateral in conjunction with our credit agreements to further limit our credit risk.

Counterparty credit risk is evaluated through existing policies and procedures. This evaluation considers the total relationship between BOK Financial and each of the counterparties. Individual limits are established by management, approved by Credit Administration and reviewed by the Asset/Liability Committee. Margin collateral is required if the exposure between the Company and any counterparty exceeds established limits. Based on declines in the counterparties' credit ratings, these limits may be reduced and additional margin collateral may be required.

A deterioration of the credit standing of one or more of the customers or counterparties to these contracts may result in BOK Financial recognizing a loss as the fair value of the affected contracts may no longer move in tandem with the offsetting contracts. This occurs if the credit standing of the customer or counterparty deteriorated such that either the fair value of underlying collateral no longer supported the contract or the customer or the counterparty's ability to provide margin collateral was impaired. Credit losses on customer derivatives reduce brokerage and trading revenue in the Consolidated Statements of Earnings.

Derivative contracts are carried at fair value. At September 30, 2017, the net fair values of derivative contracts, before consideration of cash margin, reported as assets under these programs totaled \$322 million compared to \$265 million at June 30, 2017. At September 30, 2017, the fair value of our derivative contracts included \$250 million for foreign exchange contracts, \$29 million of to-be-announced residential mortgage-backed securities, \$27 million for interest rate swaps and \$10 million for energy contracts. The aggregate net fair value of derivative contracts, before consideration of cash margin, held under these programs reported as liabilities totaled \$312 million at September 30, 2017 and \$257 million at June 30, 2017.

At September 30, 2017, total derivative assets were reduced by \$4.0 million of cash collateral received from counterparties and total derivative liabilities were reduced by \$18 million of cash collateral paid to counterparties related to instruments executed with the same counterparty under a master netting agreement.

A table showing the notional and fair value of derivative assets and liabilities on both a gross and net basis is presented in Note 3 to the Consolidated Financial Statements.

The fair value of derivative contracts reported as assets under these programs, net of cash margin held by the Company, by category of debtor at September 30, 2017 follows in Table 19.

Table 19 -- Fair Value of Derivative Contracts  
(In thousands)



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Banks and other financial institutions	\$163,232
Customers	132,215
Exchanges and clearing organizations	22,478
Fair value of customer risk management program asset derivative contracts, net	\$317,925

At September 30, 2017, our largest derivative exposure was to a financial institution for equity option derivative contracts which totaled \$3.8 million.

Our customer derivative program also introduces liquidity and capital risk. We are required to provide cash margin to certain counterparties when the net negative fair value of the contracts exceeds established limits. Also, changes in commodity prices

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affect the amount of regulatory capital we are required to hold as support for the fair value of our derivative assets. These risks are modeled as part of the management of these programs. Based on current prices, a decrease in market prices equivalent to \$27.71 per barrel of oil would increase the fair value of derivative assets by \$5.5 million. An increase in prices equivalent to \$77.25 per barrel of oil would increase the fair value of derivative assets by \$298 million as current prices move further away from the fixed prices embedded in our existing contracts. Liquidity requirements of this program may also be affected by our credit rating. At September 30, 2017, a decrease in our credit rating to below investment grade did not have a significant impact on our obligation to post cash margin on existing contracts. The fair value of our to-be-announced residential mortgage-backed securities and interest rate swap derivative contracts is affected by changes in interest rates. Based on our assessment as of September 30, 2017, changes in interest rates would not materially impact regulatory capital or liquidity needed to support this portion of our customer derivative program.

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### Summary of Loan Loss Experience

We maintain an allowance for loan losses and an accrual for off-balance sheet credit risk. At September 30, 2017, the combined allowance for loan losses and off-balance sheet credit losses totaled \$253 million or 1.47 percent of outstanding loans and 117 percent of nonaccruing loans, excluding loans guaranteed by U.S. government agencies. The allowance for loan losses was \$248 million and the accrual for off-balance sheet credit losses was \$5.4 million. At June 30, 2017, the combined allowance for credit losses was \$256 million or 1.49 percent of outstanding loans and 109 percent of nonaccruing loans, excluding loans guaranteed by U.S. government agencies. The allowance for loan losses was \$250 million and the accrual for off-balance sheet credit losses was \$6.4 million.

The provision for credit losses is the amount necessary to maintain the allowance for loan losses and an accrual for off-balance sheet credit risk at an amount determined by management to be appropriate based on its evaluation. The provision includes the combined charge to expense for both the allowance for loan losses and the accrual for off-balance sheet credit risk. All losses incurred from lending activities will ultimately be reflected in charge-offs against the allowance for loan losses following funds advanced against outstanding commitments. Based on an evaluation of all credit factors, including changes in nonaccruing and potential problem loans, overall loan growth and net charge-offs, the Company determined that no provision for credit losses was necessary in the third quarter of 2017 or the second quarter of 2017.

Table 20 -- Summary of Loan Loss Experience  
(In thousands)

	Three Months Ended					
	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	
Allowance for loan losses:						
Beginning balance	\$250,061	\$248,710	\$246,159	\$245,103	\$243,259	
Loans charged off:						
Commercial	(4,429 )	(1,703 )	(424 )	(81 )	(6,266 )	
Commercial real estate	—	(76 )	—	—	—	
Residential mortgage	(168 )	(40 )	(236 )	(208 )	(285 )	
Personal	(1,228 )	(1,053 )	(1,493 )	(1,362 )	(1,550 )	
Total	(5,825 )	(2,872 )	(2,153 )	(1,651 )	(8,101 )	
Recoveries of loans previously charged off:						
Commercial	1,014	283	1,182	839	177	
Commercial real estate	739	208	735	395	521	
Residential mortgage	134	169	228	986	650	
Personal	550	554	755	593	690	
Total	2,437	1,214	2,900	2,813	2,038	
Net loans recovered (charged off)	(3,388 )	(1,658 )	747	1,162	(6,063 )	
Provision for loan losses	1,030	3,009	1,804	(106 )	7,907	
Ending balance	\$247,703	\$250,061	\$248,710	\$246,159	\$245,103	
Accrual for off-balance sheet credit losses:						
Beginning balance	\$6,431	\$9,440	\$11,244	\$11,138	\$9,045	
Provision for off-balance sheet credit losses	(1,030 )	(3,009 )	(1,804 )	106	2,093	
Ending balance	\$5,401	\$6,431	\$9,440	\$11,244	\$11,138	
Total combined provision for credit losses	\$—	\$—	\$—	\$—	\$10,000	
Allowance for loan losses to loans outstanding at period-end	1.44	% 1.46	% 1.46	% 1.45	% 1.49	%
Net charge-offs (recoveries) (annualized) to average loans	0.08	% 0.04	% (0.02 )	% (0.03 )	% 0.15	%
Total provision for credit losses (annualized) to average loans	—	% —	% —	% —	% 0.24	%
Recoveries to gross charge-offs	41.84	% 42.27	% 134.70	% 170.38	% 25.16	%
Accrual for off-balance sheet credit losses to off-balance sheet credit commitments	0.05	% 0.06	% 0.09	% 0.11	% 0.12	%
Combined allowance for credit losses to loans outstanding at period-end	1.47	% 1.49	% 1.52	% 1.52	% 1.56	%
Allowance for Loan Losses						

The appropriateness of the allowance for loan losses is assessed by management based on an ongoing quarterly evaluation of the probable estimated losses inherent in the portfolio. The allowance consists of specific allowances attributed to certain impaired loans, general allowances based on estimated loss rates by loan class and non-specific allowances based on general economic conditions, concentration in loans with large balances and other relevant factors.

Loans are considered to be impaired when it is probable that we will not collect all amounts due according to the contractual terms of the loan agreement. This includes all nonaccruing loans, all loans modified in troubled debt restructurings and all government guaranteed loans repurchased from GNMA pools. A specific allowance is required when the outstanding principal balance of the loan is not supported by either the discounted cash flows expected to be received from the borrower or the fair value of collateral for collateral dependent loans. At September 30, 2017, impaired loans totaled \$404 million, including \$90 million with specific allowances of \$13 million and \$315 million with no specific allowances. At June 30, 2017, impaired loans totaled \$428 million, including \$73 million of impaired loans with specific allowances of \$9.7 million and \$355 million with no specific allowances.

Risk grading guidelines in the Office of the Comptroller of the Currency ("OCC") Oil and Gas Lending Handbook updated at the beginning of 2016, heavily weight the ability to repay total borrower debt, regardless of collateral position. This change in grading methodology has increased loans especially mentioned, potential problem loans and nonaccrual loans. Because substantially all of our energy portfolio is supported by senior lien positions that, in general, have substantially lower loss exposure, the historical relationship between loan classification and loss exposure may be more difficult to correlate. The most recently completed energy portfolio redetermination supported that \$45 million of impaired energy loans required no allowance for credit losses based on the adequacy of collateral and \$66 million of impaired loans with a \$4.9 million allowance for credit losses. In addition, \$53 million of impaired energy loans are current on all payments due.

General allowances for unimpaired loans are based on an estimated loss rate by loan class. Estimated loss rates for risk-graded loans are either increased or decreased based on changes in risk grading for each loan class. Estimated loss rates for both risk-graded and non-risk graded loans may be further adjusted for inherent risk identified for the given loan class which have not yet been captured in the loss rate.

The aggregate amount of general allowances for all unimpaired loans totaled \$206 million at September 30, 2017, a decrease of \$6.7 million compared to June 30, 2017. The general allowance attributed to the commercial loan segment decreased \$4.5 million and the general allowance attributed to the commercial real estate loan segment decreased \$2.2 million.

Nonspecific allowances are maintained for risks beyond factors specific to a particular portfolio segment or loan class. These factors include trends in the economy in our primary lending areas, concentrations in loans with large balances and other relevant factors. Nonspecific allowances totaled \$28 million at September 30, 2017, an increase of \$704 thousand over June 30, 2017. The nonspecific allowance includes consideration of the indirect impact of the prolonged low energy price environment on the broader economies within our geographical footprint that are highly dependent on the energy industry and the impact of the recent hurricane on borrowers in the Houston market.

An allocation of the allowance for loan losses by portfolio segment is included in Note 4 to the Consolidated Financial Statements.

Our loan monitoring process also identified certain accruing substandard loans that possess more than the normal amount of risk due to deterioration in the financial condition of the borrower or the value of the collateral. Because the borrowers are still performing in accordance with the original terms of the loan agreements, and no loss of principal or interest is anticipated, these loans were not included in nonperforming assets. Known information does, however, cause management concern as to the borrowers' ability to comply with current repayment terms. These potential problem loans totaled \$285 million at September 30, 2017 and were primarily composed of \$207 million or 7 percent of energy loans, \$33 million or 1 percent of healthcare sector loans and \$17 million or 3 percent of manufacturing sector loans. Potential problem loans totaled \$327 million at June 30, 2017.

Based on regulatory guidelines, other loans especially mentioned are in compliance with the original terms of the agreement but may have a weakness that deserves management's close attention. Other loans especially mentioned totaled \$198 million at September 30, 2017 and were composed primarily of \$114 million or 4 percent of outstanding energy loans, \$32 million or 1 percent of outstanding healthcare loans and \$26 million or less than 1 percent of outstanding services loans. Other loans especially mentioned totaled \$199 million at June 30, 2017.

We updated our semi-annual energy loan portfolio stress test at June 30, 2017 to estimate how the energy portfolio may respond in a prolonged low-price environment. Stress test assumptions include a starting price of \$2.00 per million BTUs for natural gas and \$35.87 per barrel of oil, gradually escalating over twelve to fifteen years to a maximum of \$3.00 and \$55.00, respectively. The portion of the combined allowance for credit losses attributable to the energy portfolio totaled 2.41 percent of outstanding energy loans at September 30, 2017, compared to 2.84 percent of outstanding energy loans at June 30, 2017.

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### Net Loans Charged Off

Loans are charged off against the allowance for loan losses when the loan balance or a portion of the loan balance is no longer covered by the paying capacity of the borrower based on an evaluation of available cash resources and collateral value. Internally risk graded loans are evaluated quarterly and charge-offs are taken in the quarter in which the loss is identified. Non-risk graded loans are generally charged off when payments are between 60 days and 180 days past due, depending on loan class. In addition, non-risk graded loans are generally charged-down to collateral value within 60 days of being notified of a borrower's bankruptcy filing, regardless of payment status.

BOK Financial had net charge-offs of \$3.4 million in the third quarter of 2017, compared to net charge-offs of \$1.7 million in the second quarter of 2017 and net loans charged off of \$6.1 million in the third quarter of 2016. The ratio of net loans charged off to average loans on an annualized basis was 0.08 percent for the third quarter of 2017, compared with 0.04 percent for the second quarter of 2017 and 0.15 percent for the third quarter of 2016.

Net charge-offs of commercial loans were \$3.4 million in the third quarter of 2017, primarily due to \$4.3 million of charge-offs related to two energy borrowers. Commercial loans had net charge-offs of \$1.4 million in the second quarter of 2017 primarily due to a single healthcare borrower. Net commercial real estate loan recoveries were \$739 thousand in the third quarter of 2017, compared to net recoveries of \$132 thousand in the second quarter of 2017. Net charge-offs of residential mortgage loans were \$34 thousand and net charge-offs of personal loans were \$678 thousand for the third quarter. Personal loan net charge-offs include deposit account overdraft losses.

## Nonperforming Assets

Table 21 -- Nonperforming Assets  
(In thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
Nonaccruing loans:					
Commercial	\$ 176,900	\$ 197,157	\$ 156,825	\$ 178,953	\$ 176,464
Commercial real estate	2,975	3,775	4,475	5,521	7,350
Residential mortgage	45,506	44,235	46,081	46,220	52,452
Personal	255	272	235	290	686
Total nonaccruing loans	225,636	245,439	207,616	230,984	236,952
Accruing renegotiated loans guaranteed by U.S. government agencies	69,440	80,624	83,577	81,370	80,306
Real estate and other repossessed assets	32,535	39,436	42,726	44,287	31,941
Total nonperforming assets	\$ 327,611	\$ 365,499	\$ 333,919	\$ 356,641	\$ 349,199
Total nonperforming assets excluding those guaranteed by U.S. government agencies	\$ 249,280	\$ 275,823	\$ 240,234	\$ 263,425	\$ 253,461
Nonaccruing loans by loan portfolio segment and class:					
Commercial:					
Energy	\$ 110,683	\$ 123,992	\$ 110,425	\$ 132,499	\$ 142,966
Services	1,174	7,754	7,713	8,173	8,477
Wholesale / retail	1,893	10,620	11,090	11,407	2,453
Manufacturing	9,059	9,656	5,907	4,931	274
Healthcare	24,446	24,505	909	825	855
Other commercial and industrial	29,645	20,630	20,781	21,118	21,439
Total commercial	176,900	197,157	156,825	178,953	176,464
Commercial real estate:					
Residential construction and land development	1,924	2,051	2,616	3,433	3,739
Retail	289	301	314	326	1,249
Office	275	396	413	426	882
Multifamily	—	10	24	38	51
Industrial	—	—	76	76	76
Other commercial real estate	487	1,017	1,032	1,222	1,353
Total commercial real estate	2,975	3,775	4,475	5,521	7,350
Residential mortgage:					
Permanent mortgage	24,623	23,415	24,188	22,855	25,956
Permanent mortgage guaranteed by U.S. government agencies	8,891	9,052	10,108	11,846	15,432
Home equity	11,992	11,768	11,785	11,519	11,064
Total residential mortgage	45,506	44,235	46,081	46,220	52,452
Personal	255	272	235	290	686
Total nonaccruing loans	\$ 225,636	\$ 245,439	\$ 207,616	\$ 230,984	\$ 236,952



	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	
Nonaccruing loans as % of outstanding balance for class:						
Commercial:						
Energy	3.86 %	4.35 %	4.35 %	5.30 %	5.67 %	
Services	0.04 %	0.26 %	0.26 %	0.26 %	0.29 %	
Wholesale / retail	0.11 %	0.69 %	0.74 %	0.72 %	0.15 %	
Manufacturing	1.74 %	1.77 %	1.09 %	0.96 %	0.05 %	
Healthcare	1.09 %	1.10 %	0.04 %	0.04 %	0.04 %	
Other commercial and industrial	5.46 %	3.96 %	4.50 %	4.31 %	4.50 %	
Total commercial	1.64 %	1.85 %	1.52 %	1.72 %	1.74 %	
Commercial real estate:						
Residential construction and land development	1.72 %	1.45 %	1.92 %	2.53 %	2.34 %	
Retail	0.04 %	0.04 %	0.04 %	0.04 %	0.16 %	
Office	0.03 %	0.05 %	0.05 %	0.05 %	0.12 %	
Multifamily	— %	— %	— %	— %	0.01 %	
Industrial	— %	— %	0.01 %	0.01 %	0.01 %	
Other commercial real estate	0.17 %	0.32 %	0.31 %	0.36 %	0.37 %	
Total commercial real estate	0.08 %	0.10 %	0.12 %	0.14 %	0.19 %	
Residential mortgage:						
Permanent mortgage	2.43 %	2.37 %	2.47 %	2.27 %	2.68 %	
Permanent mortgage guaranteed by U.S. government agencies	4.75 %	4.72 %	4.95 %	5.94 %	8.11 %	
Home equity	1.61 %	1.55 %	1.54 %	1.55 %	1.55 %	
Total residential mortgage	2.34 %	2.28 %	2.37 %	2.37 %	2.80 %	
Personal	0.03 %	0.03 %	0.03 %	0.03 %	0.10 %	
Total nonaccruing loans	1.31 %	1.43 %	1.22 %	1.36 %	1.44 %	
Ratios:						
Allowance for loan losses to nonaccruing loans <sup>1</sup>	114.28 %	105.78 %	125.92 %	112.73 %	110.65 %	
Accruing loans 90 days or more past due <sup>1</sup>	\$253	\$1,414	\$95	\$5	\$3,839	

<sup>1</sup> Excludes residential mortgages guaranteed by agencies of the U.S. Government.

Nonperforming assets totaled \$328 million or 1.90 percent of outstanding loans and repossessed assets at September 30, 2017. Nonaccruing loans totaled \$226 million, accruing renegotiated residential mortgage loans totaled \$69 million and real estate and other repossessed assets totaled \$33 million. All accruing renegotiated residential mortgage loans and \$8.9 million of nonaccruing loans are guaranteed by U.S. government agencies. Excluding assets guaranteed by U.S. government agencies, nonperforming assets decreased \$27 million compared to the third quarter primarily due to a decrease in nonaccruing energy loans. The Company generally retains nonperforming assets to maximize potential recovery, which may cause future nonperforming assets to decrease more slowly.

Loans are generally classified as nonaccruing when it becomes probable that we will not collect the full contractual principal and interest. As more fully discussed in Note 4 to the Consolidated Financial Statements, we may modify loans in troubled debt restructurings. Modifications may include extension of payment terms and rate concessions. We generally do not forgive principal or accrued but unpaid interest. All loans modified in troubled debt restructurings, except for residential mortgage loans guaranteed by U.S. government agencies, are classified as nonaccruing. We may also renew matured nonaccruing loans. All nonaccruing loans, including those renewed or modified in troubled debt restructurings, are charged off when the loan balance is no longer covered by the paying capacity of the borrower based on a quarterly evaluation of available cash resources and collateral value. All nonaccruing loans generally remain on nonaccrual status until full collection of principal and interest in accordance with the original terms, including principal previously charged off, is probable. We generally do not voluntarily modify personal loans to troubled borrowers. Personal loans modified at the direction of bankruptcy court orders are identified as troubled debt restructurings and classified as nonaccruing.

Renegotiated loans consist solely of accruing residential mortgage loans guaranteed by U.S. government agencies that have been modified in troubled debt restructurings. See Note 4 to the Consolidated Financial Statements for additional discussion of troubled debt restructurings. Generally, we modify residential mortgage loans primarily by reducing interest rates and extending the number of payments in accordance with U.S. government agency guidelines. Generally, no unpaid principal or interest is forgiven. Interest continues to accrue based on the modified terms of the loan. Modified loans guaranteed by U.S. government agencies under residential mortgage loan programs may be sold once they become eligible according to U.S. government agency guidelines.

A rollforward of nonperforming assets for the three and nine months ended September 30, 2017 follows in Table 22.

Table 22 -- Rollforward of Nonperforming Assets  
(In thousands)

	Three Months Ended September 30, 2017			Total Nonperforming Assets
	Nonaccruing Loans	Renegotiated Loans	Real Estate and Other Repossessed Assets	
Balance, June 30, 2017	\$245,439	\$ 80,624	\$ 39,436	\$ 365,499
Additions	24,366	11,329	—	35,695
Transfers from premises and equipment	—	—	—	—
Payments	(34,686 )	(760 )	—	(35,446 )
Charge-offs	(5,825 )	—	—	(5,825 )
Net gains, losses and write-downs	—	—	(3,810 )	(3,810 )
Foreclosure of nonperforming loans	(2,600 )	—	2,600	—
Foreclosure of loans guaranteed by U.S. government agencies	(1,221 )	(930 )	—	(2,151 )
Proceeds from sales	—	(21,053 )	(5,210 )	(26,263 )
Net transfers to nonaccruing loans	136	(136 )	—	—
Return to accrual status	—	—	—	—
Other, net	27	366	(481 )	(88 )
Balance, September 30, 2017	\$225,636	\$ 69,440	\$ 32,535	\$ 327,611

	Nine Months Ended September 30, 2017			Total Nonperforming Assets
	Nonaccruing Loans	Renegotiated Loans	Real Estate and Other Reposessed Assets	
Balance, December 31, 2016	\$230,984	\$ 81,370	\$ 44,287	\$ 356,641
Additions	106,098	37,683	—	143,781
Transfers from premises and equipment	—	—	452	452
Payments	(84,848 )	(2,546 )	—	(87,394 )
Charge-offs	(10,850 )	—	—	(10,850 )
Net gains, losses and write-downs	—	—	(2,206 )	(2,206 )
Foreclosure of nonperforming loans	(4,197 )	—	4,197	—
Foreclosure of loans guaranteed by U.S. government agencies	(5,201 )	(5,220 )	—	(10,421 )
Proceeds from sales	—	(42,459 )	(12,912 )	(55,371 )
Net transfers to nonaccruing loans	136	(136 )	—	—
Return to accrual status	(6,556 )	—	—	(6,556 )
Other, net	70	748	(1,283 )	(465 )
Balance, September 30, 2017	\$225,636	\$ 69,440	\$ 32,535	\$ 327,611

We foreclose on loans guaranteed by U.S. government agencies in accordance with agency guidelines. Generally these loans are not eligible for modification programs or have failed to comply with modified loan terms. Principal is guaranteed by agencies of the U.S. government, subject to limitations and credit risk is minimal. These properties will be conveyed to the agencies once applicable criteria have been met.

#### Commercial

Nonaccruing commercial loans totaled \$177 million or 1.64 percent of total commercial loans at September 30, 2017 and \$197 million or 1.85 percent of commercial loans at June 30, 2017. There were \$15 million in newly identified nonaccruing commercial loans during the quarter, offset by \$31 million in payments and \$4.4 million of charge-offs. Newly identified nonaccruing commercial loans were primarily other commercial & industrial loans and energy loans.

Nonaccruing commercial loans at September 30, 2017 were primarily composed of \$111 million or 3.86 percent of total energy loans, \$30 million or 5.46 percent of total other commercial and industrial sector loans and \$24 million or 1.09 percent of total healthcare sector loans.

#### Commercial Real Estate

Nonaccruing commercial real estate loans totaled \$3.0 million or 0.08 percent of outstanding commercial real estate loans at September 30, 2017, down from \$3.8 million or 0.10 percent of outstanding commercial real estate loans at June 30, 2017. Newly identified nonaccruing commercial real estate loans of \$2.0 million were offset by \$1.7 million of cash payments received and \$1.1 million foreclosures. There were no charge-offs of nonaccruing commercial real estate loans during the third quarter.

Nonaccruing commercial real estate loans were primarily composed of \$1.9 million or 1.72 percent of residential construction and land development loans.

#### Residential Mortgage and Personal

Nonaccruing residential mortgage loans totaled \$46 million or 2.34 percent of outstanding residential mortgage loans at September 30, 2017, a \$1.3 million increase over June 30, 2017. Newly identified nonaccruing residential mortgage loans totaling \$5.7 million were partially offset by \$2.8 million of foreclosures, \$1.7 million of payments and \$168 thousand of loans charged off during the quarter.

Nonaccruing residential mortgage loans primarily consist of non-guaranteed permanent residential mortgage loans, which totaled \$25 million or 2.43 percent of outstanding non-guaranteed permanent residential mortgage loans at September 30, 2017. Nonaccruing home equity loans totaled \$12 million or 1.61 percent of total home equity loans.

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Payments of accruing residential mortgage loans and personal loans may be delinquent. The composition of residential mortgage loans and personal loans past due but still accruing is included in the following Table 23. Substantially all non-guaranteed residential loans past due 90 days or more are nonaccruing. Residential mortgage loans 30 to 59 days past due increased \$3.2 million in the third quarter to \$6.8 million at September 30, 2017. Residential mortgage loans 60 to 89 days past due decreased by \$489 thousand. Personal loans past due 30 to 59 days increased by \$2.8 million and personal loans 60 to 89 days decreased \$208 thousand.

Table 23 -- Residential Mortgage and Personal Loans Past Due  
(In thousands)

	September 30, 2017			June 30, 2017		
	90 Days or More	60 to 89 Days	30 to 59 Days	90 Days or More	60 to 89 Days	30 to 59 Days
Residential mortgage:						
Permanent mortgage <sup>1</sup>	\$—	\$454	\$3,705	\$132	\$1,026	\$2,024
Home equity	28	445	3,066	—	362	1,564
Total residential mortgage	\$28	\$899	\$6,771	132	\$1,388	\$3,588
Personal	\$8	\$81	\$3,296	\$—	\$289	\$487

<sup>1</sup> Excludes past due residential mortgage loans guaranteed by agencies of the U.S. government.

#### Real Estate and Other Repossessed Assets

Real estate and other repossessed assets are assets acquired in partial or total forgiveness of loans. The assets are carried at the lower of cost as determined by fair value at the date of foreclosure or current fair value, less estimated selling costs.

Real estate and other repossessed assets totaled \$33 million at September 30, 2017, a decrease of \$6.9 million compared to June 30, 2017. The distribution of real estate and other repossessed assets attributed by geographical market is included in Table 24 following.

Table 24 -- Real Estate and Other Repossessed Assets by Collateral Location  
(In thousands)

	Oklahoma	Texas	Colorado	Arkansas	New Mexico	Arizona	Kansas/ Missouri	Other	Total
1-4 family residential properties	\$ 2,735	\$ 882	\$ —	\$ 418	\$ 1,185	\$ 692	\$ 160	\$ 358	\$ 6,430
Developed commercial real estate properties	71	—	1,116	—	—	207	—	—	1,394
Undeveloped land	1,116	1,215	—	—	1,057	135	1,197	—	4,720
Residential land development properties	101	—	—	—	—	102	1	—	204
Oil and gas properties	5,645	13,060	—	—	—	—	1,075	—	19,780
Other	7	—	—	—	—	—	—	—	7
Total real estate and other repossessed assets	\$ 9,675	\$ 15,157	\$ 1,116	\$ 418	\$ 2,242	\$ 1,136	\$ 2,433	\$ 358	\$ 32,535

Undeveloped land is primarily zoned for commercial development. Developed commercial real estate properties are primarily completed with no additional construction necessary for sale.

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## Liquidity and Capital

## Subsidiary Bank

Deposits and borrowed funds are the primary sources of liquidity for BOKF, NA, the wholly owned subsidiary bank of BOK Financial. Based on the average balances for the third quarter of 2017, approximately 67 percent of our funding was provided by deposit accounts, 20 percent from borrowed funds, less than 1 percent is from long-term subordinated debt and 11 percent from equity. Our funding sources, which primarily include deposits and borrowings from the Federal Home Loan Banks and other banks, provide adequate liquidity to meet our operating needs.

Deposit accounts represent our largest funding source. We compete for retail and commercial deposits by offering a broad range of products and services and focusing on customer convenience. Retail deposit growth is supported through personal and small business checking, online bill paying services, mobile banking services, an extensive network of branch locations and ATMs and our Express Bank call center. Commercial deposit growth is supported by offering treasury management and lockbox services. We also acquire brokered deposits when the cost of funds is advantageous to other funding sources.

Average deposits for the third quarter of 2017 totaled \$22.1 billion, largely unchanged compared to the second quarter of 2017. Demand deposit balances grew by \$51 million during the third quarter of 2017 partially offset by a decrease in time deposits of \$28 million.

Table 25 - Average Deposits by Line of Business

(In thousands)

	Three Months Ended				
	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
Commercial Banking	\$8,683,331	\$8,652,811	\$8,631,724	\$8,543,532	\$8,317,341
Consumer Banking	6,707,859	6,662,838	6,581,446	6,659,380	6,660,514
Wealth Management	5,495,250	5,531,091	5,582,554	5,333,095	4,913,409
Subtotal	20,886,440	20,846,740	20,795,724	20,536,007	19,891,264
Funds Management and other	1,232,881	1,245,591	1,573,698	1,167,409	873,750
Total	\$22,119,321	\$22,092,331	\$22,369,422	\$21,703,416	\$20,765,014

Average Commercial Banking deposit balances were largely unchanged compared to the second quarter of 2017. The average balance of interest-bearing transaction accounts increased \$60 million, partially offset by a \$26 million decrease in demand deposits. Average deposit balances attributed to commercial and industrial customers decreased by \$145 million, offset by a \$114 million increase in balances attributed to energy customers and a \$45 million increase in average balances attributed to commercial real estate customers. Commercial customers continue to retain large cash reserves primarily due to a combination of factors including uncertainty about the economic environment and potential for growth, lack of preferable liquid alternatives and a desire to minimize deposit service charges through the earnings credit. The earnings credit is a non-cash method that enables commercial customers to offset deposit service charges based on account balances. Commercial deposit balances may decrease once the economic outlook improves and customers deploy cash or short-term market interest rates rise and related earnings credit rates rise, reducing the amount of deposits required to offset service charges.

Average Consumer Banking deposit balances increased by \$45 million. Demand deposit balances grew by \$51 million, partially offset by a \$17 million decrease in time deposit balances. Interest-bearing transaction and savings account balances were also up slightly over the prior quarter.

Average Wealth Management deposits decreased \$36 million compared to the second quarter of 2017. A \$68 million decrease in interest-bearing transaction account balances was partially offset by a \$39 million increase in demand deposit balances.

Average deposits attributed to Funds Management and Other decreased \$13 million.

Average time deposits for the third quarter of 2017 included \$602 million of brokered deposits, an increase of \$12 million over the second quarter of 2017. Average interest-bearing transaction accounts for the third quarter included \$1.4 billion of brokered deposits, an increase of \$26 million over the second quarter of 2017.

The distribution of our period end deposit account balances among principal markets follows in Table 26.

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Table 26 -- Period End Deposits by Principal Market Area  
(In thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
<b>Bank of Oklahoma:</b>					
Demand	\$4,061,612	\$4,353,421	\$4,320,666	\$3,993,170	\$4,158,273
<b>Interest-bearing:</b>					
Transaction	5,909,259	5,998,787	6,114,288	6,345,536	5,701,983
Savings	265,023	263,664	265,014	241,696	242,959
Time	1,131,547	1,170,014	1,189,144	1,118,355	1,091,464
Total interest-bearing	7,305,829	7,432,465	7,568,446	7,705,587	7,036,406
Total Bank of Oklahoma	11,367,441	11,785,886	11,889,112	11,698,757	11,194,679
<b>Bank of Texas:</b>					
Demand	3,094,184	3,121,890	3,091,258	3,137,009	2,734,981
<b>Interest-bearing:</b>					
Transaction	2,272,987	2,272,185	2,317,576	2,388,812	2,240,040
Savings	93,400	91,491	89,640	83,101	84,642
Time	521,072	502,128	511,037	535,642	528,380
Total interest-bearing	2,887,459	2,865,804	2,918,253	3,007,555	2,853,062
Total Bank of Texas	5,981,643	5,987,694	6,009,511	6,144,564	5,588,043
<b>Bank of Albuquerque:</b>					
Demand	659,793	612,117	593,117	627,979	584,681
<b>Interest-bearing:</b>					
Transaction	551,884	558,523	623,677	590,571	555,326
Savings	53,532	54,136	53,683	49,963	54,480
Time	224,773	229,616	233,506	238,408	244,706
Total interest-bearing	830,189	842,275	910,866	878,942	854,512
Total Bank of Albuquerque	1,489,982	1,454,392	1,503,983	1,506,921	1,439,193
<b>Bank of Arkansas:</b>					
Demand	31,442	40,511	42,622	26,389	32,203
<b>Interest-bearing:</b>					
Transaction	126,746	129,848	106,804	105,232	313,480
Savings	1,876	2,135	2,304	2,192	2,051
Time	14,434	14,876	15,067	16,696	17,534
Total interest-bearing	143,056	146,859	124,175	124,120	333,065
Total Bank of Arkansas	174,498	187,370	166,797	150,509	365,268
<b>Colorado State Bank &amp; Trust:</b>					
Demand	540,300	577,617	601,778	576,000	517,063
<b>Interest-bearing:</b>					
Transaction	628,807	626,343	610,510	616,679	623,055
Savings	34,776	35,651	37,801	32,866	31,613
Time	231,927	228,458	234,740	242,782	247,667
Total interest-bearing	895,510	890,452	883,051	892,327	902,335
Total Colorado State Bank & Trust	1,435,810	1,468,069	1,484,829	1,468,327	1,419,398



	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
Bank of Arizona:					
Demand	335,740	366,866	342,854	366,755	418,718
Interest-bearing:					
Transaction	174,010	154,457	180,254	305,099	303,750
Savings	4,105	3,638	3,858	2,973	2,959
Time	20,831	19,911	26,112	27,765	27,935
Total interest-bearing	198,946	178,006	210,224	335,837	334,644
Total Bank of Arizona	534,686	544,872	553,078	702,592	753,362
Mobank (Kansas City):					
Demand	462,410	496,473	514,278	508,418	235,445
Interest-bearing:					
Transaction	361,391	346,996	406,105	513,176	86,526
Savings	12,513	13,603	13,424	12,679	1,645
Time	27,705	31,119	34,242	42,152	11,945
Total interest-bearing	401,609	391,718	453,771	568,007	100,116
Total Mobank (Kansas City)	864,019	888,191	968,049	1,076,425	335,561
Total BOK Financial deposits	\$21,848,079	\$22,316,474	\$22,575,359	\$22,748,095	\$21,095,504

In addition to deposits, liquidity is provided primarily by federal funds purchased, securities repurchase agreements and Federal Home Loan Bank borrowings. Federal funds purchased consist primarily of unsecured, overnight funds acquired from other financial institutions. Funds are primarily purchased from bankers' banks and Federal Home Loan banks from across the country. The largest single source of wholesale federal funds purchased totaled \$13 million at September 30, 2017. Securities repurchase agreements generally mature within 90 days and are secured by certain available for sale securities. Federal Home Loan Bank borrowings are generally short term and are secured by a blanket pledge of eligible collateral (generally unencumbered U.S. Treasury and agency mortgage-backed securities, 1-4 family residential mortgage loans, multifamily and other qualifying commercial real estate loans). Amounts borrowed from the Federal Home Loan Bank of Topeka averaged \$6.1 billion during the quarter, up from \$5.5 billion in the second quarter of 2017.

At September 30, 2017, the estimated unused credit available to BOKF, NA from collateralized sources was approximately \$6.1 billion.

A summary of other borrowings for BOK Financial on a consolidated basis follows in Table 27.

Table 27 -- Borrowed Funds  
(In thousands)

	Three Months Ended September 30, 2017				Three Months Ended June 30, 2017			
	Sept. 30, 2017	Average Balance During the Quarter	Rate	Maximum Outstanding At Any Month End During the Quarter	June 30, 2017	Average Balance During the Quarter	Rate	Maximum Outstanding At Any Month End During the Quarter
Parent Company and Other Non-Bank Subsidiaries:								
Trust preferred debt	\$—	\$—	— %	\$—	\$—	\$6,084	3.49 %	\$ 7,217
Other	3,103	947	11.23 %	\$ 3,104	878	867	11.06 %	881
Total other borrowings	3,103	947	11.23 %		878	6,951	5.14 %	
Subordinated debentures	144,668	144,663	5.68 %	\$ 144,668	144,658	144,654	5.55 %	144,658
Total parent company and other non-bank subsidiaries	147,771	145,610	5.83 %		145,536	151,605	5.53 %	
BOKF, NA:								
Funds purchased	62,356	49,774	0.92 %	62,356	67,990	63,263	0.61 %	67,990
Repurchase agreements	328,189	361,512	0.15 %	381,340	396,333	427,353	0.06 %	489,814
Other borrowings:								
Federal Home Loan Bank advances	6,200,000	6,127,174	1.27 %	6,200,000	5,200,000	5,532,967	1.07 %	5,600,000
GNMA repurchase liability	22,705	19,083	4.55 %	22,908	16,056	16,734	4.65 %	17,693
Other	15,467	15,437	2.38 %	15,467	15,409	15,379	2.40 %	15,409
Total other borrowings	6,238,172	6,161,694	1.29 %		5,231,465	5,565,080	1.09 %	
Total BOKF, NA	6,628,717	6,572,980	1.22 %		5,695,788	6,055,696	1.01 %	
Total other borrowed funds and subordinated debentures	\$6,776,488	\$6,718,590	1.32 %		\$5,841,324	\$6,207,301	1.12 %	

BOKF, NA also has a liability related to the repurchase of certain delinquent residential mortgage loans previously sold in GNMA mortgage pools. Interest is payable monthly at rates contractually due to investors.

#### Parent Company

At September 30, 2017, cash and interest-bearing cash and cash equivalents held by the parent company totaled \$162 million. The primary sources of liquidity for BOK Financial are cash on hand and dividends from BOKF, NA. Dividends from the bank are limited by various banking regulations to net profits, as defined, for the year plus retained profits for the two preceding years. Dividends are further restricted by minimum capital requirements. At September 30, 2017, based upon the most restrictive limitations as well as management's internal capital policy, the bank could declare up to \$343 million of dividends without regulatory approval. Dividend constraints may be alleviated through increases in retained earnings, capital issuances or changes in risk weighted assets. Future losses or increases in required regulatory capital at the bank could affect its ability to pay dividends to the parent company.

Our equity capital at September 30, 2017 was \$3.5 billion, an increase of \$66 million over June 30, 2017. Net income less cash dividends paid increased equity \$57 million during the third quarter of 2017. Capital is managed to maximize long-term value to the shareholders. Factors considered in managing capital include projections of future earnings, asset growth and acquisition strategies, and regulatory and debt covenant requirements. Capital management may include subordinated debt or perpetual preferred stock issuance, share repurchase and stock and cash dividends.

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On October 27, 2015, the board of directors authorized the Company to purchase up to five million common shares, subject to market conditions, securities law and other regulatory compliance limitations. As of September 30, 2017, a cumulative total of 2,879,243 shares have been repurchased under this authorization. No shares were repurchased in the third quarter of 2017.

BOK Financial and BOKF, NA are subject to various capital requirements administered by federal agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that could have a material impact on operations. These capital requirements include quantitative measures of assets, liabilities and off-balance sheet items. The capital standards are also subject to qualitative judgments by the regulators.

Effective January 1, 2015 for BOK Financial, regulatory capital rules establish a 7 percent threshold for the common equity Tier 1 ratio consisting of a minimum level plus capital conservation buffer. The Company has elected to exclude unrealized gains and losses from available for sale securities from its calculation of Tier 1 capital, consistent with the treatment under previous capital rules.

A summary of minimum capital requirements, including capital conservation buffer follows in Table 28. A bank which falls below these levels, including the capital conservation buffer, would be subject to regulatory restrictions on capital distributions (including but not limited to dividends and share repurchases) and executive bonus payments.

The capital ratios for BOK Financial on a consolidated basis are presented in Table 28.

Table 28 -- Capital Ratios

	Minimum Capital Requirement	Capital Conservation Buffer	Minimum Capital Requirement Including Capital Conservation Buffer	Sept. 30, 2017	June 30, 2017	Sept. 30, 2016						
Risk-based capital:												
Common equity Tier 1	4.50	%	2.50	%	7.00	%	11.90%	11.76%	11.99%			
Tier 1 capital	6.00	%	2.50	%	8.50	%	11.90%	11.76%	11.99%			
Total capital	8.00	%	2.50	%	10.50	%	13.47%	13.36%	13.65%			
Tier 1 Leverage	4.00	%	N/A		4.00	%	9.30	%	9.27	%	9.06	%
Average total equity to average assets							10.56%	10.53%	10.39%			
Tangible common equity ratio							9.23	%	9.24	%	9.19	%

Capital resources of financial institutions are also regularly measured by the tangible common shareholders' equity ratio. Tangible common shareholders' equity is shareholders' equity as defined by generally accepted accounting principles in the United States of America ("GAAP") less intangible assets and equity which does not benefit common shareholders. Equity that does not benefit common shareholders includes preferred equity. This non-GAAP measure is a valuable indicator of a financial institution's capital strength since it eliminates intangible assets from shareholders' equity and retains the effect of unrealized losses on securities and other components of accumulated other comprehensive income in shareholders' equity.

Table 29 provides a reconciliation of the non-GAAP measures with financial measures defined by GAAP.



Table 29 -- Non-GAAP Measure  
(Dollars in thousands)

	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	
Tangible common equity ratio:						
Total shareholders' equity	\$3,488,814	\$3,422,469	\$3,341,744	\$3,274,854	\$3,398,311	
Less: Goodwill and intangible assets, net	485,710	487,452	488,294	495,830	424,716	
Tangible common equity	3,003,104	2,935,017	2,853,450	2,779,024	2,973,595	
Total assets	33,005,515	32,263,532	32,628,932	32,772,281	32,779,231	
Less: Goodwill and intangible assets, net	485,710	487,452	488,294	495,830	424,716	
Tangible assets	\$32,519,805	\$31,776,080	\$32,140,638	\$32,276,451	\$32,354,515	
Tangible common equity ratio	9.23	% 9.24	% 8.88	% 8.61	% 9.19	%

#### Off-Balance Sheet Arrangements

See Note 7 to the Consolidated Financial Statements for a discussion of the Company's significant off-balance sheet commitments.

#### Market Risk

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices or equity prices. Financial instruments that are subject to market risk can be classified either as held for trading or held for purposes other than trading. Market risk excludes changes in fair value due to credit of the individual issuers of financial instruments.

BOK Financial is subject to market risk primarily through the effect of changes in interest rates on both its assets held for purposes other than trading and trading assets. The effects of other changes, such as foreign exchange rates, commodity prices or equity prices do not pose significant market risk to BOK Financial. BOK Financial has no material investments in assets that are affected by changes in foreign exchange rates or equity prices. Energy and agricultural product derivative contracts, which are affected by changes in commodity prices, are matched against offsetting contracts as previously discussed.

The Asset/Liability Committee is responsible for managing market risk in accordance with policy limits established by the Board of Directors. The Committee monitors projected variation in net interest revenue, net income and economic value of equity due to specified changes in interest rates. These limits also set maximum levels for short-term borrowings, short-term assets, public funds and brokered deposits and establish minimum levels for un-pledged assets, among other things. Further, the Board approved market risk limits for fixed income trading, mortgage pipeline and mortgage servicing assets inclusive of economic hedge benefits. Exposure is measured daily and compliance is reviewed monthly. Deviations from the Board approved limits, which periodically occur throughout the reporting period, may require management to develop and execute plans to reduce exposure. These plans are subject to escalation to and approval by the Board.

The simulations used to manage market risk are based on numerous assumptions regarding the effects of changes in interest rates on the timing and extent of repricing characteristics, future cash flows and customer behavior. These assumptions are inherently uncertain and, as a result, models cannot precisely estimate or precisely predict the impact of higher or lower interest rates. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes, market conditions and management strategies, among other factors.





## Interest Rate Risk – Other than Trading

As previously noted in the Net Interest Revenue section of this report, management has implemented strategies to manage the Company's balance sheet to have relatively limited exposure to changes in interest rates over a twelve-month period. The effectiveness of these strategies in managing the overall interest rate risk is evaluated through the use of an asset/liability model. BOK Financial performs a sensitivity analysis to identify more dynamic interest rate risk exposures, including embedded option positions, on net interest revenue. A simulation model is used to estimate the effect of changes in interest rates on our performance across multiple interest rate scenarios. Our current internal policy limit for net interest revenue variation due to a 200 basis point parallel change in market interest rates over twelve months is a maximum decline of 5%. The results of a 200 basis point decrease in interest rates in the current low-rate environment are not meaningful. Until such time as it becomes meaningful, we will instead report the effect of a 50 basis point decrease in interest rates.

The Company's primary interest rate exposures include the Federal Funds rate, which affects short-term borrowings, and the prime lending rate and LIBOR, which are the basis for much of the variable rate loan pricing. Additionally, residential mortgage rates directly affect the prepayment speeds for residential mortgage-backed securities and mortgage servicing rights. Derivative financial instruments and other financial instruments used for purposes other than trading are included in this simulation. In addition, the impact on the level and composition of demand deposit accounts and other core deposit balances resulting from a significant increase in short-term market interest rates and the overall interest rate environment is likely to be material. The simulation incorporates assumptions regarding the effects of such changes based on a combination of historical analysis and expected behavior. The impact of planned growth and new business activities is factored into the simulation model.

Table 30 -- Interest Rate Sensitivity  
(Dollars in thousands)

	200 bp Increase		50 bp Decrease	
	September 30,		September 30,	
	2017	2016	2017	2016
Anticipated impact over the next twelve months on net interest revenue	\$652	\$551	\$(18,117)	\$(25,147)
	0.08 %	0.07 %	(2.10 )%	(3.22 )%

BOK Financial is also subjected to market risk through changes in the fair value of mortgage servicing rights. Changes in the fair value of mortgage servicing rights are highly dependent on changes in primary mortgage rates offered to borrowers, intermediate-term interest rates that affect the value of custodial funds, and assumptions about servicing revenues, servicing costs and discount rates. As primary mortgage rates increase, prepayment speeds slow and the value of our mortgage servicing rights increases. As primary mortgage rates fall, prepayment speeds increase and the value of our mortgage servicing rights decreases.

We maintain a portfolio of financial instruments, which may include debt securities issued by the U.S. government or its agencies and interest rate derivative contracts held as an economic hedge of the changes in the fair value of our mortgage servicing rights. Composition of this portfolio will change based on our assessment of market risk. Changes in the fair value of residential mortgage-backed securities are highly dependent on changes in secondary mortgage rates required by investors, and interest rate derivative contracts are highly dependent on changes in other market interest rates. While primary and secondary mortgage rates generally move in the same direction, the spread between them may widen and narrow due to market conditions and government intervention. Changes in the forward-looking spread between the primary and secondary rates can cause significant earnings volatility.

Management performs a stress test to measure market risk due to changes in interest rates inherent in its MSR portfolio and hedges. The stress test shocks applicable interest rates up and down 50 basis points and calculates an

estimated change in fair value, net of economic hedging activity, that may result. The Board has approved a \$20 million market risk limit for mortgage servicing rights, net of economic hedges.

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Table 31 -- MSR Asset and Hedge Sensitivity Analysis  
(Dollars in thousands)

	September 30, 2017		2016	
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
MSR Asset	\$26,449	\$(33,561)	\$30,597	\$(52,609)
MSR Hedge	(32,790 )	29,132	(37,529 )	34,948
Net Exposure	(6,341 )	(4,429 )	(6,932 )	(17,661 )

### Trading Activities

The Company bears market risk by originating residential mortgages held for sale (RMHFS). RMHFS are generally outstanding for 60 to 90 days, which represents the typical period from commitment to originate a loan to sale of the closed loan to an investor. Primary mortgage interest rate changes during this period affect the value of RMHFS commitments and loans. We use forward sale contracts to mitigate market risk on all closed mortgage loans held for sale and on an estimate of mortgage loan commitments that are expected to result in closed loans.

A variety of methods are used to monitor market risk of mortgage origination activities. These methods include daily marking of all positions to market value, independent verification of inventory pricing, and revenue sensitivity limits.

Management performs a stress test to measure market risk due to changes in interest rates inherent in the mortgage production pipeline. The stress test shocks applicable interest rates up and down 50 basis points and calculates an estimated change in fair value, net of economic hedging activity that may result. The Board has approved a \$7 million market risk limit for the mortgage production pipeline, net of forward sale contracts.

Table 32 -- Mortgage Pipeline Sensitivity Analysis  
(Dollars in thousands)

	Three Months Ended September 30, 2017				Nine Months Ended September 30, 2016			
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
Average <sup>1</sup>	\$(167)	\$(881)	\$(590)	\$(449)	\$21	\$(1,172)	\$(2,778)	\$(542)
Low <sup>2</sup>	1,314	187	930	1,055	1,314	187	930	1,815
High <sup>3</sup>	(1,533)	(1,993)	(2,563)	(2,030)	(1,553)	(2,377 )	(6,858 )	(2,953)
Period End	(744 )	(374 )	(76 )	360	(744)	(374 )	(76 )	360

<sup>1</sup> Average represents the simple average of each daily value observed during the reporting period.

<sup>2</sup> Low represents least risk of loss in fair value measured as the smallest negative value or the largest positive value observed daily during the reporting period.

<sup>3</sup> High represents the greatest risk of loss in fair value measured as the largest negative value or the smallest positive value observed daily during the reporting period.

BOK Financial enters into trading activities both as an intermediary for customers and for its own account. As an intermediary, we take positions in securities, generally residential mortgage-backed securities, government agency securities and municipal bonds. These securities are purchased for resale to customers, which include individuals, corporations, foundations and financial institutions. On a limited basis, we may also take trading positions in U.S. Treasury securities, residential mortgage-backed securities, and municipal bonds to enhance returns on securities

portfolios. Both of these activities involve interest rate, liquidity and price risk. BOK Financial has an insignificant exposure to foreign exchange risk and does not take positions in commodity derivatives.

A variety of methods are used to monitor the interest rate risk of trading activities. These methods include daily marking of all positions to market value, independent verification of inventory pricing, and position limits for each trading activity. Economic hedges in either the futures or cash markets may be used to reduce the risk associated with some trading programs.

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Management performs a stress test to measure market risk from changes in interest rates on its trading portfolio. The stress test shocks applicable interest rates up and down 50 basis points and calculates an estimated change in fair value, net of economic hedging activity that may result. The Board has approved an \$8 million market risk limit for the trading portfolio, net of economic hedges.

Table 33 -- Trading Sensitivity Analysis  
(Dollars in thousands)

	Three Months Ended				Nine Months Ended			
	September 30, 2017		2016		September 30, 2017		2016	
	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp	Up 50 bp	Down 50 bp
Average <sup>1</sup>	\$(1,152)	\$1,171	\$(3,541)	\$3,756	\$(1,711)	\$1,884	\$(3,172)	\$3,070
Low <sup>2</sup>	328	3,509	(954 )	7,013	328	5,210	146	7,013
High <sup>3</sup>	(3,404 )	(486 )	(6,130 )	430	(4,386 )	(486 )	(6,130 )	(107 )
Period End	(1,395 )	945	(1,718 )	2,469	(1,395 )	945	(1,718 )	2,469

<sup>1</sup> Average represents the simple average of each daily value observed during the reporting period.

<sup>2</sup> Low represents least risk of loss in fair value measured as the smallest negative value or the largest positive value observed daily during the reporting period.

<sup>3</sup> High represents the greatest risk of loss in fair value measured as the largest negative value or the smallest positive value observed daily during the reporting period.

#### Controls and Procedures

As required by Rule 13a-15(b), BOK Financial's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation as of the end of the period covered by their report, of the effectiveness of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report. As required by Rule 13a-15(d), BOK Financial's management, including the Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of the Company's internal controls over financial reporting to determine whether any changes occurred during the quarter covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Based on that evaluation, there has been no such change during the quarter covered by this report.

#### Forward-Looking Statements

This report contains forward-looking statements that are based on management's beliefs, assumptions, current expectations, estimates, and projections about BOK Financial, the financial services industry and the economy in general. Words such as "anticipates," "believes," "estimates," "expects," "forecasts," "plans," "projects," "will," "intends," "various" and similar expressions are intended to identify such forward-looking statements. Management judgments relating to and discussion of the provision and allowance for credit losses, allowance for uncertain tax positions, accruals for loss contingencies and valuation of mortgage servicing rights involve judgments as to expected events and are inherently forward-looking statements. Assessments that BOK Financial's acquisitions and other growth endeavors will be profitable are necessary statements of belief as to the outcome of future events, based in part on information provided by others that BOK Financial has not independently verified. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence. Therefore, actual results and outcomes may materially differ from what is expressed, implied, or forecasted in such forward-looking statements. Internal and external factors that might cause such a difference include, but are not limited to changes in commodity prices, interest rates and interest rate relationships, demand for products and services, the degree of competition by traditional

and nontraditional competitors, changes in banking regulations, tax laws, prices, levies and assessments, the impact of technological advances, and trends in customer behavior as well as their ability to repay loans. BOK Financial and its affiliates undertake no obligation to update, amend or clarify forward-looking statements, whether as a result of new information, future events, or otherwise.

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Consolidated Statements of Earnings (Unaudited)  
(In thousands, except share and per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Interest revenue				
Loans	\$184,200	\$146,840	\$514,047	\$427,512
Residential mortgage loans held for sale	2,095	3,615	6,317	9,823
Trading securities	3,975	2,996	12,497	4,136
Investment securities	3,951	4,132	12,127	12,736
Available for sale securities	44,925	43,042	131,660	132,381
Fair value option securities	5,066	1,531	10,985	6,182
Restricted equity securities	4,826	4,510	13,534	12,684
Interest-bearing cash and cash equivalents	6,375	2,651	15,817	7,926
Total interest revenue	255,413	209,317	716,984	613,380
Interest expense				
Deposits	14,530	9,812	38,506	30,351
Borrowed funds	20,361	9,191	47,542	25,943
Subordinated debentures	2,070	2,468	6,098	4,056
Total interest expense	36,961	21,471	92,146	60,350
Net interest revenue	218,452	187,846	624,838	553,030
Provision for credit losses	—	10,000	—	65,000
Net interest revenue after provision for credit losses	218,452	177,846	624,838	488,030
Other operating revenue				
Brokerage and trading revenue	33,169	38,006	98,556	109,877
Transaction card revenue	37,826	33,933	105,249	101,237
Fiduciary and asset management revenue	40,687	34,073	121,126	100,942
Deposit service charges and fees	23,209	23,668	69,593	68,828
Mortgage banking revenue	24,890	38,516	80,357	105,500
Other revenue	13,670	13,080	40,406	38,336
Total fees and commissions	173,451	181,276	515,287	524,720
Other gains, net	(1,283)	) 2,442	8,452	5,309
Gain on derivatives, net	1,033	2,226	3,824	20,130
Gain (loss) on fair value option securities, net	661	(3,355)	) 1,505	10,367
Change in fair value of mortgage servicing rights	(639)	) 2,327	(5,726)	) (41,944)
Gain on available for sale securities, net	2,487	2,394	4,916	11,684
Total other operating revenue	175,710	187,310	528,258	530,266
Other operating expense				
Personnel	147,910	139,212	428,079	411,987
Business promotion	7,105	6,839	21,560	19,238
Professional fees and services	11,887	14,038	35,723	39,955
Net occupancy and equipment	21,325	20,111	64,074	58,554
Insurance	6,005	9,390	13,098	23,784
Data processing and communications	37,327	33,331	108,559	98,150
Printing, postage and supplies	3,917	3,790	11,908	11,586
Net losses (gains) and operating expenses of repossessed assets	6,071	(926)	) 9,347	1,732
Amortization of intangible assets	1,744	1,521	5,349	5,304
Mortgage banking costs	13,450	15,963	38,525	44,039
Other expense	9,193	14,819	25,308	37,714
Total other operating expense	265,934	258,088	761,530	752,043



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Net income before taxes	128,228	107,068	391,566	266,253
Federal and state income taxes	42,438	31,956	128,246	83,881
Net income	85,790	75,112	263,320	182,372
Net income (loss) attributable to non-controlling interests	141	835	1,168	(270 )
Net income attributable to BOK Financial Corporation shareholders	\$85,649	\$74,277	\$262,152	\$182,642
Earnings per share:				
Basic	\$1.31	\$1.13	\$4.01	\$2.77
Diluted	\$1.31	\$1.13	\$4.00	\$2.76
Average shares used in computation:				
Basic	64,742,822	65,085,392	64,729,391	65,208,774
Diluted	64,805,172	65,157,841	64,793,893	65,263,566
Dividends declared per share	\$0.44	\$0.43	\$1.32	\$1.29

See accompanying notes to consolidated financial statements.

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## Consolidated Statements of Comprehensive Income (Unaudited)

(In thousands, except share and per share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Net income	\$85,790	\$75,112	\$263,320	\$182,372
Other comprehensive income (loss) before income taxes:				
Net change in unrealized gain (loss)	512	(33,458)	33,881	133,108
Reclassification adjustments included in earnings:				
Interest revenue, Investment securities, Taxable securities	—	—	—	(112)
Gain on available for sale securities, net	(2,487)	(2,394)	(4,916)	(11,684)
Other comprehensive income (loss) before income taxes	(1,975)	(35,852)	28,965	121,312
Federal and state income taxes	(768)	(13,947)	11,241	47,172
Other comprehensive income (loss), net of income taxes	(1,207)	(21,905)	17,724	74,140
Comprehensive income	84,583	53,207	281,044	256,512
Comprehensive income (loss) attributable to non-controlling interests	141	835	1,168	(270)
Comprehensive income attributable to BOK Financial Corp. shareholders	\$84,442	\$52,372	\$279,876	\$256,782

See accompanying notes to consolidated financial statements.

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Consolidated Balance Sheets

(In thousands, except share data)

	Sept. 30, 2017 (Unaudited)	Dec. 31, 2016 (Footnote 1)	Sept. 30, 2016 (Unaudited)
<b>Assets</b>			
Cash and due from banks	\$547,203	\$620,846	\$535,916
Interest-bearing cash and cash equivalents	1,926,779	1,916,651	2,080,978
Trading securities	614,117	337,628	546,615
Investment securities (fair value: September 30, 2017 – \$489,895; December 31, 2016 – \$565,493 ; September 30, 2016 – \$580,310)	466,562	546,145	546,457
Available for sale securities	8,383,199	8,676,829	8,862,283
Fair value option securities	819,531	77,046	222,409
Restricted equity securities	347,542	307,240	333,391
Residential mortgage loans held for sale	275,643	301,897	447,592
Loans	17,206,834	16,989,660	16,464,786
Allowance for loan losses	(247,703 )	(246,159 )	(245,103 )
Loans, net of allowance	16,959,131	16,743,501	16,219,683
Premises and equipment, net	320,060	325,849	318,196
Receivables	314,251	772,952	650,368
Goodwill	446,697	448,899	382,739
Intangible assets, net	39,013	46,931	41,977
Mortgage servicing rights	245,858	247,073	203,621
Real estate and other repossessed assets, net of allowance (September 30, 2017 – \$11,738; December 31, 2016 – \$9,562; September 30, 2016 – \$9,524)	32,535	44,287	31,941
Derivative contracts, net	352,559	689,872	655,078
Cash surrender value of bank-owned life insurance	314,201	308,430	310,211
Receivable on unsettled securities sales	230,225	7,188	19,642
Other assets	370,409	353,017	370,134
<b>Total assets</b>	<b>\$33,005,515</b>	<b>\$32,772,281</b>	<b>\$32,779,231</b>
<b>Liabilities and Equity</b>			
<b>Liabilities:</b>			
Noninterest-bearing demand deposits	\$9,185,481	\$9,235,720	\$8,681,364
Interest-bearing deposits:			
Transaction	10,025,084	10,865,105	9,824,160
Savings	465,225	425,470	420,349
Time	2,172,289	2,221,800	2,169,631
<b>Total deposits</b>	<b>21,848,079</b>	<b>22,748,095</b>	<b>21,095,504</b>
Funds purchased	62,356	57,929	109,031
Repurchase agreements	328,189	668,661	504,573
Other borrowings	6,241,275	4,846,072	6,533,443
Subordinated debentures	144,668	144,640	144,631
Accrued interest, taxes and expense	152,029	146,704	191,276
Derivative contracts, net	336,327	664,531	573,987
Due on unsettled securities purchases	160,781	6,508	677
Other liabilities	217,372	182,784	193,698
<b>Total liabilities</b>	<b>29,491,076</b>	<b>29,465,924</b>	<b>29,346,820</b>

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Shareholders' equity:

Common stock (\$.00006 par value; 2,500,000,000 shares authorized; shares issued and outstanding: September 30, 2017 – 75,129,535; December 31, 2016 – 74,993,407; September 30, 2016 – 74,866,429)	4	4	4
Capital surplus	1,028,489	1,006,535	995,680
Retained earnings	2,999,005	2,823,334	2,801,931
Treasury stock (shares at cost: September 30, 2017 – 9,672,749; December 31, 2016 – 9,655,975; September 30, 2016 – 8,955,975)	(545,441	) (544,052	) (495,031
Accumulated other comprehensive income (loss)	6,757	(10,967	) 95,727
Total shareholders' equity	3,488,814	3,274,854	3,398,311
Non-controlling interests	25,625	31,503	34,100
Total equity	3,514,439	3,306,357	3,432,411
Total liabilities and equity	\$33,005,515	\$32,772,281	\$32,779,231

See accompanying notes to consolidated financial statements.

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## Consolidated Statements of Changes in Equity (Unaudited)

(In thousands)

	Common Stock Shares	Capital Surplus Amount	Retained Earnings	Treasury Stock Shares	Treasury Stock Amount	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity	Non- Controlling Interests	Total Equity
Balance, December 31, 2015	74,530	\$4 \$982,009	\$2,704,121	8,636	\$(477,165)	\$21,587	\$3,230,556	\$37,083	\$3,267,639
Net income (loss)	—	—	182,642	—	—	—	182,642	(270 )	182,372
Other comprehensive income	—	—	—	—	—	74,140	74,140	—	74,140
Repurchase of common stock	—	—	—	305	(17,771 )	—	(17,771 )	—	(17,771 )
Share-based compensation plans:									
Stock options exercised	108	— 5,513	—	—	—	—	5,513	—	5,513
Non-vested shares awarded, net	228	—	—	—	—	—	—	—	—
Vesting of non-vested shares	—	—	—	15	(95 )	—	(95 )	—	(95 )
Tax effect from equity compensation, net	—	— 589	—	—	—	—	589	—	589
Share-based compensation	—	— 7,569	—	—	—	—	7,569	—	7,569
Cash dividends on common stock	—	—	(84,832 )	—	—	—	(84,832 )	—	(84,832 )
Capital calls and distributions, net	—	—	—	—	—	—	—	(2,713 )	(2,713 )
Balance, September 30, 2016	74,866	\$4 \$995,680	\$2,801,931	8,956	\$(495,031)	\$95,727	\$3,398,311	\$34,100	\$3,432,411
Balance, December 31,	74,993	\$4 \$1,006,535	\$2,823,334	9,656	\$(544,052)	\$(10,967)	\$3,274,854	\$31,503	\$3,306,357

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2016										
Net income (loss)	—	—	—	262,152	—	—	—	262,152	1,168	263,320
Other comprehensive income	—	—	—	—	—	—	17,724	17,724	—	17,724
Share-based compensation plans:										
Stock options exercised	80	—	4,564	—	—	—	—	4,564	—	4,564
Non-vested shares awarded, net	57	—	—	—	—	—	—	—	—	—
Vesting of non-vested shares	—	—	—	—	17	(1,389)	—	(1,389)	—	(1,389)
Share-based compensation	—	—	17,390	—	—	—	—	17,390	—	17,390
Cash dividends on common stock	—	—	—	(86,481)	—	—	—	(86,481)	—	(86,481)
Capital calls and distributions, net	—	—	—	—	—	—	—	—	(7,046)	(7,046)
Balance, September 30, 2017	75,130	\$4	\$1,028,489	\$2,999,005	9,673	\$(545,441)	\$6,757	\$3,488,814	\$25,625	\$3,514,439

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows (Unaudited)  
(in thousands)

	Nine Months Ended September 30,	
	2017	2016
<b>Cash Flows From Operating Activities:</b>		
Net income	\$263,320	\$182,372
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	—	65,000
Change in fair value of mortgage servicing rights due to market changes	5,726	41,944
Change in the fair value of mortgage servicing rights due to loan runoff	24,928	29,385
Net unrealized gains from derivative contracts	(3,937)	(9,755)
Share-based compensation	17,390	7,569
Depreciation and amortization	39,154	35,158
Net amortization of securities discounts and premiums	22,149	31,373
Net realized gains on financial instruments and other net gains	(1,930)	(13,663)
Net gain on mortgage loans held for sale	(35,778)	(61,775)
Mortgage loans originated for sale	(2,446,793)	(4,927,442)
Proceeds from sale of mortgage loans held for sale	2,503,759	4,855,682
Capitalized mortgage servicing rights	(29,439)	(56,345)
Change in trading and fair value option securities	(1,019,906)	(204,030)
Change in receivables	459,480	(483,836)
Change in other assets	(18,991)	(17,931)
Change in accrued interest, taxes and expense	(99)	27,780
Change in other liabilities	43,767	7,262
Net cash provided by (used in) operating activities	(177,200)	(491,252)
<b>Cash Flows From Investing Activities:</b>		
Proceeds from maturities or redemptions of investment securities	94,243	65,104
Proceeds from maturities or redemptions of available for sale securities	1,345,575	1,120,917
Purchases of investment securities	(18,802)	(18,599)
Purchases of available for sale securities	(2,001,160)	(1,860,287)
Proceeds from sales of available for sale securities	966,044	1,027,379
Change in amount receivable on unsettled securities transactions	(223,037)	20,551
Loans originated, net of principal collected	(156,404)	(551,351)
Net payments on derivative asset contracts	334,709	(79,512)
Acquisitions, net of cash acquired	—	(7,700)
Proceeds from disposition of assets	162,793	131,761
Purchases of assets	(170,937)	(159,263)
Net cash provided by (used in) investing activities	333,024	(311,000)
<b>Cash Flows From Financing Activities:</b>		
Net change in demand deposits, transaction deposits and savings accounts	(850,505)	243,779
Net change in time deposits	(49,511)	(236,433)
Net change in other borrowed funds	957,859	1,015,822
Repayment of subordinated debentures	—	(226,550)
Issuance of subordinated debentures	—	145,331
Net proceeds on derivative liability contracts	(339,566)	76,144
Net change in derivative margin accounts	(8,583)	(129,141)
Change in amount due on unsettled security transactions	154,273	(16,220)
Issuance of common and treasury stock, net	3,175	5,418

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Repurchase of common stock	—	(17,771 )
Dividends paid	(86,481 )	(84,832 )
Net cash provided by (used in) financing activities	(219,339 )	775,547
Net increase (decrease) in cash and cash equivalents	(63,515 )	(26,705 )
Cash and cash equivalents at beginning of period	2,537,497	2,643,599
Cash and cash equivalents at end of period	\$2,473,982	\$2,616,894

Supplemental Cash Flow Information:

Cash paid for interest	\$89,901	\$61,522
Cash paid for taxes	\$95,967	\$43,096
Net loans and bank premises transferred to repossessed real estate and other assets	\$4,649	\$20,580
Residential mortgage loans guaranteed by U.S. government agencies that became eligible for repurchase during the period	\$101,299	\$79,710
Conveyance of other real estate owned guaranteed by U.S. government agencies	\$32,033	\$50,855
See accompanying notes to consolidated financial statements.		

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Notes to Consolidated Financial Statements (Unaudited)

(1) Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements of BOK Financial Corporation (“BOK Financial” or “the Company”) have been prepared in accordance with accounting principles for interim financial information generally accepted in the United States and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The unaudited consolidated financial statements include accounts of BOK Financial and its subsidiaries, principally BOKF, NA (“the Bank”), BOK Financial Securities, Inc., The Milestone Group, Inc. and Cavanal Hill Investment Management Inc. Operating divisions of the Bank include Bank of Albuquerque, Bank of Arizona, Bank of Arkansas, Bank of Oklahoma, Bank of Texas, Colorado State Bank and Trust, Mobank, BOK Financial Mortgage and the TransFund electronic funds network.

Certain reclassifications have been made to conform to the current period presentation.

The financial information should be read in conjunction with BOK Financial’s 2016 Form 10-K filed with the Securities and Exchange Commission, which contains audited financial statements. Amounts presented as of December 31, 2016 have been derived from the audited financial statements included in BOK Financial’s 2016 Form 10-K but do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Operating results for the nine-month period ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017.

Newly Adopted and Pending Accounting Policies

Financial Accounting Standards Board (“FASB”)

FASB Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”)

On May 28, 2014, the FASB issued ASU 2014-09 to clarify the principles for recognizing revenue by providing a more robust framework that will give greater consistency and comparability in revenue recognition practices. In the new framework, an entity recognizes revenue in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods or services. The new model requires the identification of performance obligations included in contracts with customers, a determination of the transaction price and an allocation of the price to those performance obligations. The entity recognizes revenue when performance obligations are satisfied. ASU 2014-09 is effective for the Company for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Net interest revenue from financial assets and liabilities is explicitly excluded from the scope of ASU 2014-09. Management expects that there will be no material impact on the timing of revenue recognized as our current revenue recognition policies generally conform with the principals in the standard. Management will adopt the standard in the first quarter of 2018 with a cumulative effect adjustment to opening retained earnings if such adjustment is significant. Currently, we do not anticipate any significant adjustments.

FASB Accounting Standards Update No. 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net) (“ASU 2016-08”)

On March 17, 2016, the FASB Issued ASU 2016-08 to amend the principal versus agent implementation guidance in ASU 2014-09. The ASU clarifies that an entity should evaluate whether it is the principal or the agent for each specified good or service promised in a contract with a customer. ASU 2016-08 is effective for the Company for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Management expects that interchange fees paid to issuing banks for card transactions processed related to its merchant processing services currently included in data processing and communication expense, will be netted against the amounts charged to the merchant in transaction card processing revenue. For 2016, interchange fees related to merchant processing services were approximately \$27 million.

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FASB Accounting Standards Update No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2016-01")

On January 5, 2016, the FASB issued ASU 2016-01 over the recognition and measurement of financial assets and liabilities. The update requires equity investments, in general, to be measured at fair value with changes in fair value recognized in earnings. It also eliminates the requirement to disclose the methods and significant assumptions used to estimate the fair value for financial instruments measured at amortized cost, requires entities to use the exit price notion when measuring fair value, requires an entity to present separately in other comprehensive income the portion of the total change in fair value of a liability resulting from a change in the instrument-specific credit risk when the fair value option has been elected, requires separate presentation of financial assets and liabilities by measurement category and form on the balance sheet or accompanying notes, clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets, and simplifies the impairment assessment of equity investments without readily determinable fair values. The ASU is effective for the Company for interim and annual periods beginning after December 15, 2017. Upon adoption, unrealized gains and losses from equity securities will be reclassified from other comprehensive income to retained earnings. At September 30, 2017, the Company had \$2.2 million of net unrealized gains included in accumulated other comprehensive income.

FASB Accounting Standards Update No. 2016-02, Leases (Topic 842) ("ASU 2016-02")

On February 25, 2016, the FASB issued ASU 2016-02 to increase transparency and comparability by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. Lessees will be required to recognize an obligation for future lease payments measured on a discounted basis and a right-of-use asset. The ASU is effective for the Company for interim and annual periods beginning after December 15, 2018 and requires transition through a modified retrospective approach for leases existing at or entered into after January 1, 2017. The Company is evaluating the impact the adoption of ASU 2016-02 will have on the Company's financial statements.

FASB Accounting Standards Update No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09")

On March 30, 2016, the FASB issued ASU 2016-09 to simplify multiple aspects of accounting for employee share-based payment transactions including accounting for income taxes, forfeitures, and statutory tax withholding requirements. The ASU became effective for annual reporting periods beginning after December 15, 2016, including interim periods within those annual reporting periods. Implementation of ASU 2016-09 decreased tax expense \$2.5 million in the first nine months of 2017.

FASB Accounting Standards Update No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Assets Measured at Amortized Cost ("ASU 2016-13")

On June 16, 2016, the FASB issued ASU 2016-13 in order to provide more timely recording of credit losses on loans and other financial instruments. The ASU adds an impairment model (known as the current expected credit loss ("CECL") model) that is based on expected credit losses rather than incurred credit losses. It requires measurement of all expected credit losses for financial assets carried at amortized cost, including loans and investment securities, based on historical experience, current conditions, and reasonable and supportable forecasts. ASU 2016-13 also changes the recognition of other-than-temporary impairment of available for sale securities to an allowance methodology from a direct write-down methodology. ASU 2016-13 will be effective for the Company for annual reporting periods beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for annual reporting periods beginning after December 15, 2018. ASU 2016-13 will be applied

through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company is evaluating the impact the adoption of ASU 2016-13 will have on the Company's financial statements.

FASB Accounting Standards Update No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15")

On August 26, 2016, the FASB issued ASU 2016-15, which amends guidance in ASC 230 on the classification of certain cash receipts and payments in the statement of cash flows. The amendments address eight cash flow issues. ASU 2016-15 is effective for the Company for interim and annual reporting periods beginning after December 15, 2017. Entities generally must apply the guidance retrospectively to all periods presented. Adoption of ASU 2016-15 is not expected to have a material impact on the Company's financial statements.

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FASB Accounting Standards Update No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities ("ASU 2017-12")

On August 28, 2017, the FASB issued ASU 2017-12, which amends the hedge accounting recognition and presentation requirements in ASC815 in order to improve transparency and understandability of information and reduce the complexity. The update expands the types of transactions eligible for hedge accounting, eliminates the requirement to separately measure and present hedge ineffectiveness, simplifies hedge effectiveness assessments and updates documentation and presentation requirements. ASU 2017-12 is effective for the Company for fiscal years beginning after December 15, 2018, and interim periods therein; however, early adoption is permitted. The Company is evaluating the impact the adoption of ASU 2017-12 will have on the Company's financial statements.

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(2) Securities  
Trading Securities

The fair value and net unrealized gain (loss) included in trading securities are as follows (in thousands):

	September 30, 2017		December 31, 2016		September 30, 2016	
	Fair Value	Net Unrealized Gain (Loss)	Fair Value	Net Unrealized Gain (Loss)	Fair Value	Net Unrealized Gain (Loss)
U.S. government agency debentures	\$30,162	\$ (101 )	\$6,234	\$ (4 )	\$15,705	\$ (7 )
U.S. government agency residential mortgage-backed securities	516,760	723	310,067	635	464,749	876
Municipal and other tax-exempt securities	56,148	153	14,427	50	54,856	(100 )
Other trading securities	11,047	23	6,900	57	11,305	14
Total trading securities	\$614,117	\$ 798	\$337,628	\$ 738	\$546,615	\$ 783

Investment Securities

The amortized cost and fair values of investment securities are as follows (in thousands):

	September 30, 2017			
	Amortized Fair		Gross Unrealized <sup>1</sup>	
	Cost	Value	Gain	Loss
Municipal and other tax-exempt	\$246,000	\$249,250	\$3,415	\$(165)
U.S. government agency residential mortgage-backed securities – Other	16,926	17,458	594	(62 )
Other debt securities	203,636	223,187	20,141	(590 )
Total investment securities	\$466,562	\$489,895	\$24,150	\$(817)

<sup>1</sup> Gross unrealized gains and losses are not recognized in Accumulated Other Comprehensive Income "AOCI" in the Consolidated Balance Sheets.

	December 31, 2016			
	Amortized Fair		Gross Unrealized <sup>1</sup>	
	Cost	Value	Gain	Loss
Municipal and other tax-exempt	\$320,364	\$321,225	\$2,272	\$(1,411)
U.S. government agency residential mortgage-backed securities – Other	20,777	21,473	767	(71 )
Other debt securities	205,004	222,795	18,115	(324 )
Total investment securities	\$546,145	\$565,493	\$21,154	\$(1,806)

<sup>1</sup> Gross unrealized gains and losses are not recognized in AOCI in the Consolidated Balance Sheets.

	September 30, 2016			
	Amortized Fair		Gross Unrealized <sup>1</sup>	
	Cost	Value	Gain	Loss
Municipal and other tax-exempt	\$323,225	\$327,788	\$4,745	\$(182)
U.S. government agency residential mortgage-backed securities – Other	22,166	23,452	1,286	—
Other debt securities	201,066	229,070	28,014	(10 )
Total investment securities	\$546,457	\$580,310	\$34,045	\$(192)

<sup>1</sup> Gross unrealized gains and losses are not recognized in AOCI in the Consolidated Balance Sheets.



The amortized cost and fair values of investment securities at September 30, 2017, by contractual maturity, are as shown in the following table (dollars in thousands):

	Less than One Year	One to Five Years	Six to Ten Years	Over Ten Years	Total	Weighted Average Maturity <sup>2</sup>
Municipal and other tax-exempt:						
Amortized cost	\$84,786	\$107,938	\$16,132	\$37,144	\$246,000	3.51
Fair value	84,835	108,352	16,776	39,287	249,250	
Nominal yield <sup>1</sup>	1.75 %	2.15 %	4.68 %	5.21 %	2.64 %	
Other debt securities:						
Amortized cost	13,546	47,077	130,494	12,519	203,636	6.40
Fair value	13,688	50,230	147,066	12,203	223,187	
Nominal yield	4.10 %	4.86 %	5.75 %	4.47 %	5.35 %	
Total fixed maturity securities:						
Amortized cost	\$98,332	\$155,015	\$146,626	\$49,663	\$449,636	4.82
Fair value	98,523	158,582	163,842	51,490	472,437	
Nominal yield	2.08 %	2.97 %	5.63 %	5.02 %	3.87 %	
Residential mortgage-backed securities:						
Amortized cost					\$16,926	<sup>3</sup>
Fair value					17,458	
Nominal yield <sup>4</sup>					2.76	%
Total investment securities:						
Amortized cost					\$466,562	
Fair value					489,895	
Nominal yield					3.83	%

<sup>1</sup> Calculated on a taxable equivalent basis using a 39 percent effective tax rate.

<sup>2</sup> Expected maturities may differ from contractual maturities, because borrowers may have the right to call or prepay obligations with or without penalty.

<sup>3</sup> The average expected lives of residential mortgage-backed securities were 4.7 years based upon current prepayment assumptions.

The nominal yield on residential mortgage-backed securities is based upon prepayment assumptions at the purchase date. Actual yields earned may differ significantly based upon actual prepayments. See Quarterly Financial Summary - Unaudited for current yields on the investment securities portfolio.



## Available for Sale Securities

The amortized cost and fair value of available for sale securities are as follows (in thousands):

	September 30, 2017				
	Amortized Cost	Fair Value	Gross Gain	Unrealized <sup>1</sup> Loss	OTTI <sup>2</sup>
U.S. Treasury	\$1,000	\$999	\$—	\$(1)	\$ —
Municipal and other tax-exempt	28,411	28,368	240	(283)	—
Residential mortgage-backed securities:					
U. S. government agencies:					
FNMA	3,103,869	3,108,822	25,510	(20,557)	—
FHLMC	1,331,212	1,330,159	6,630	(7,683)	—
GNMA	864,256	862,394	3,254	(5,116)	—
Other	25,000	25,009	51	(42)	—
Total U.S. government agencies	5,324,337	5,326,384	35,445	(33,398)	—
Private issue:					
Alt-A loans	35,853	46,695	10,842	—	—
Jumbo-A loans	44,944	53,299	8,355	—	—
Total private issue	80,797	99,994	19,197	—	—
Total residential mortgage-backed securities	5,405,134	5,426,378	54,642	(33,398)	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,899,828	2,889,346	5,577	(16,059)	—
Other debt securities	4,400	4,153	—	(247)	—
Perpetual preferred stock	12,562	16,245	3,683	—	—
Equity securities and mutual funds	17,803	17,710	655	(748)	—
Total available for sale securities	\$8,369,138	\$8,383,199	\$64,797	\$(50,736)	\$ —

<sup>1</sup> Gross unrealized gain/loss recognized in AOCI in the consolidated balance sheet.

<sup>2</sup> Amounts represent unrealized loss that remains in AOCI after an other-than-temporary credit loss has been recognized in income.

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	December 31, 2016				
	Amortized Cost	Fair Value	Gross Unrealized <sup>1</sup>		
			Gain	Loss	OTTIP <sup>2</sup>
U.S. Treasury	\$ 1,000	\$ 999	\$—	\$(1 )	\$—
Municipal and other tax-exempt	41,050	40,993	343	(400 )	—
Residential mortgage-backed securities:					
U. S. government agencies:					
FNMA	3,062,525	3,055,676	25,066	(31,915 )	—
FHLMC	1,534,451	1,531,116	8,475	(11,810 )	—
GNMA	878,375	873,594	2,259	(7,040 )	—
Total U.S. government agencies	5,475,351	5,460,386	35,800	(50,765 )	—
Private issue:					
Alt-A loans	44,245	51,512	7,485	—	(218 )
Jumbo-A loans	56,947	64,023	7,092	(16 )	—
Total private issue	101,192	115,535	14,577	(16 )	(218 )
Total residential mortgage-backed securities	5,576,543	5,575,921	50,377	(50,781 )	(218 )
Commercial mortgage-backed securities guaranteed by U.S. government agencies	3,035,750	3,017,933	5,472	(23,289 )	—
Other debt securities	4,400	4,152	—	(248 )	—
Perpetual preferred stock	15,561	18,474	2,913	—	—
Equity securities and mutual funds	17,424	18,357	1,060	(127 )	—
Total available for sale securities	\$ 8,691,728	\$ 8,676,829	\$ 60,165	\$(74,846)	\$(218)

<sup>1</sup> Gross unrealized gain/loss recognized in AOCI in the consolidated balance sheet.

<sup>2</sup> Amounts represent unrealized loss that remains in AOCI after an other-than-temporary credit loss has been recognized in income.

	September 30, 2016				
	Amortized Cost	Fair Value	Gross Unrealized <sup>1</sup>		
			Gain	Loss	OTTIP <sup>2</sup>
U.S. Treasury	\$ 1,000	\$ 1,002	\$ 2	\$—	\$—
Municipal and other tax-exempt	41,943	42,092	602	(453 )	—
Residential mortgage-backed securities:					
U. S. government agencies:					
FNMA	3,035,041	3,101,136	67,859	(1,764 )	—
FHLMC	1,611,887	1,641,178	29,640	(349 )	—
GNMA	924,176	926,358	3,530	(1,348 )	—
Total U.S. government agencies	5,571,104	5,668,672	101,029	(3,461 )	—
Private issue:					
Alt-A loans	47,039	54,065	7,230	—	(204 )
Jumbo-A loans	61,377	67,538	6,187	(26 )	—
Total private issue	108,416	121,603	13,417	(26 )	(204 )
Total residential mortgage-backed securities	5,679,520	5,790,275	114,446	(3,487 )	(204 )
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,942,988	2,986,495	45,329	(1,822 )	—
Other debt securities	4,400	4,151	—	(249 )	—
Perpetual preferred stock	15,562	19,578	4,016	—	—
Equity securities and mutual funds	17,337	18,690	1,370	(17 )	—
Total available for sale securities	\$ 8,702,750	\$ 8,862,283	\$ 165,765	\$(6,028)	\$(204)

<sup>1</sup> Gross unrealized gain/loss recognized in AOCI in the consolidated balance sheet.

<sup>2</sup> Amounts represent unrealized loss that remains in AOCI after an other-than-temporary credit loss has been recognized in income.

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The amortized cost and fair values of available for sale securities at September 30, 2017, by contractual maturity, are as shown in the following table (dollars in thousands):

	Less than One Year	One to Five Years	Six to Ten Years	Over Ten Years	Total	Weighted Average Maturity <sup>5</sup>
U.S. Treasuries:						
Amortized cost	\$1,000	\$—	\$—	\$—	\$1,000	0.29
Fair value	999	—	—	—	999	
Nominal yield	0.87 %	— %	— %	— %	0.87 %	%
Municipal and other tax-exempt:						
Amortized cost	\$8,754	\$4,163	\$—	\$15,494	\$28,411	9.00
Fair value	8,780	4,313	—	15,275	28,368	
Nominal yield <sup>1</sup>	3.25 %	5.13 %	— %	2.26 %	2.99 % <sup>6</sup>	%
Commercial mortgage-backed securities:						
Amortized cost	\$59,483	\$978,565	\$1,616,383	\$245,397	\$2,899,828	6.90
Fair value	59,402	976,466	1,610,642	242,836	2,889,346	
Nominal yield	1.25 %	1.85 %	1.92 %	1.92 %	1.88 %	%
Other debt securities:						
Amortized cost	\$—	\$—	\$—	\$4,400	\$4,400	29.91
Fair value	—	—	—	4,153	4,153	
Nominal yield	— %	— %	— %	1.71 %	1.71 % <sup>6</sup>	%
Total fixed maturity securities:						
Amortized cost	\$69,237	\$982,728	\$1,616,383	\$265,291	\$2,933,639	6.96
Fair value	69,181	980,779	1,610,642	262,264	2,922,866	
Nominal yield	1.50 %	1.86 %	1.92 %	1.93 %	1.88 %	%
Residential mortgage-backed securities:						
Amortized cost					\$5,405,134	<sup>2</sup>
Fair value					5,426,378	
Nominal yield <sup>4</sup>					1.99 %	%
Equity securities and mutual funds:						
Amortized cost					\$30,365	<sup>3</sup>
Fair value					33,955	
Nominal yield					— %	%
Total available-for-sale securities:						
Amortized cost					\$8,369,138	
Fair value					8,383,199	
Nominal yield					1.95 %	%

<sup>1</sup> Calculated on a taxable equivalent basis using a 39 percent effective tax rate.

<sup>2</sup> The average expected lives of mortgage-backed securities were 4.0 years based upon current prepayment assumptions.

<sup>3</sup> Primarily common stock and preferred stock of corporate issuers with no stated maturity.

<sup>4</sup> The nominal yield on mortgage-backed securities is based upon prepayment assumptions at the purchase date. Actual yields earned may differ significantly based upon actual prepayments. See Quarterly Financial Summary — Unaudited following for current yields on available for sale securities portfolio.

<sup>5</sup> Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalty.

<sup>6</sup> Nominal yield on municipal and other tax-exempt securities and other debt securities with contractual maturity dates over ten years are based on variable rates which generally are reset within 35 days.



Sales of available for sale securities resulted in gains and losses as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Proceeds	\$265,632	\$232,239	\$966,044	\$1,027,379
Gross realized gains	2,768	2,415	7,623	11,705
Gross realized losses	(281	) (21	) (2,707	) (21
Related federal and state income tax expense	967	931	1,912	4,545

A summary of investment and available for sale securities that have been pledged as collateral for repurchase agreements, public trust funds on deposit and for other purposes, as required by law was as follows (in thousands):

	Sept. 30,	Dec. 31,	Sept. 30,
	2017	2016	2016
Investment:			
Amortized cost	\$237,525	\$322,208	\$301,754
Fair value	241,208	323,808	307,264

Available for sale:

Amortized cost	6,559,615	7,353,116	7,098,721
Fair value	6,551,240	7,327,470	7,213,520

The secured parties do not have the right to sell or repledge these securities.

At September 30, 2017, trading securities and receivables collateralized by securities with a fair value of \$224 million were pledged as collateral at the Federal Home Loan Bank (FHLB) for the trading activities of BOK Financial Securities, Inc. No trading securities were pledged as collateral as of December 31, 2016 and no trading securities were pledged as collateral at September 30, 2016.

Temporarily Impaired Securities as of September 30, 2017  
(in thousands):

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
<b>Investment:</b>							
Municipal and other tax-exempt	63	\$80,235	\$ 70	\$9,795	\$ 95	\$90,030	\$ 165
U.S. government agency residential mortgage-backed securities – Other	1	3,578	62	—	—	3,578	62
Other debt securities	28	10,022	566	427	24	10,449	590
Total investment securities	92	\$93,835	\$ 698	\$10,222	\$ 119	\$104,057	\$ 817

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
<b>Available for sale:</b>							
U.S. Treasury	1	\$999	\$ 1	\$—	\$—	\$999	\$ 1
Municipal and other tax-exempt Residential mortgage-backed securities:	11	576	1	4,785	282	5,361	283
<b>U. S. government agencies:</b>							
FNMA	81	1,054,171	10,288	480,994	10,269	1,535,165	20,557
FHLMC	42	477,823	3,546	198,478	4,137	676,301	7,683
GNMA	17	166,565	1,718	124,037	3,398	290,602	5,116
Other	1	19,958	42	—	—	19,958	42
Total U.S. government agencies	141	1,718,517	15,594	803,509	17,804	2,522,026	33,398
<b>Private issue:</b>							
Alt-A loans	—	—	—	—	—	—	—
Jumbo-A loans	—	—	—	—	—	—	—
Total private issue	—	—	—	—	—	—	—
Total residential mortgage-backed securities	141	1,718,517	15,594	803,509	17,804	2,522,026	33,398
Commercial mortgage-backed securities guaranteed by U.S. government agencies	137	1,154,911	7,194	559,984	8,865	1,714,895	16,059
Other debt securities	2	—	—	4,153	247	4,153	247
Perpetual preferred stocks	—	—	—	—	—	—	—
Equity securities and mutual funds	91	3,672	696	1,428	52	5,100	748
Total available for sale securities	383	\$2,878,675	\$ 23,486	\$1,373,859	\$ 27,250	\$4,252,534	\$ 50,736

## Temporarily Impaired Securities as of December 31, 2016

(In thousands)

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Investment:							
Municipal and other tax-exempt	151	\$219,892	\$ 1,316	\$4,333	\$ 95	\$224,225	\$ 1,411
U.S. government agency residential mortgage-backed securities – Other	1	4,358	71	—	—	4,358	71
Other debt securities	41	11,820	322	855	2	12,675	324
Total investment securities	193	\$236,070	\$ 1,709	\$5,188	\$ 97	\$241,258	\$ 1,806

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Available for sale:							
U.S. Treasury	1	\$999	\$ 1	\$—	\$ —	\$999	\$ 1
Municipal and other tax-exempt Residential mortgage-backed securities:	24	15,666	22	4,689	378	20,355	400
U. S. government agencies:							
FNMA	91	1,787,644	30,238	72,105	1,677	1,859,749	31,915
FHLMC	58	964,017	11,210	18,307	600	982,324	11,810
GNMA	31	548,637	6,145	25,796	895	574,433	7,040
Total U.S. government agencies	180	3,300,298	47,593	116,208	3,172	3,416,506	50,765
Private issue <sup>1</sup> :							
Alt-A loans	5	7,931	174	7,410	44	15,341	218
Jumbo-A loans	1	—	—	6,098	16	6,098	16
Total private issue	6	7,931	174	13,508	60	21,439	234
Total residential mortgage-backed securities	186	3,308,229	47,767	129,716	3,232	3,437,945	50,999
Commercial mortgage-backed securities guaranteed by U.S. government agencies	171	1,904,584	22,987	38,875	302	1,943,459	23,289
Other debt securities	2	—	—	4,152	248	4,152	248
Perpetual preferred stocks	—	—	—	—	—	—	—
Equity securities and mutual funds	104	2,127	41	817	86	2,944	127
Total available for sale securities	488	\$5,231,605	\$ 70,818	\$178,249	\$ 4,246	\$5,409,854	\$ 75,064

<sup>1</sup> Includes securities for which an unrealized loss remains in AOCI after an other-than-temporary credit loss has been recognized in income.



## Temporarily Impaired Securities as of September 30, 2016

(In thousands)

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Investment:							
Municipal and other tax-exempt	75	\$100,624	\$ 106	\$4,359	\$ 76	\$104,983	\$ 182
U.S. government agency residential mortgage-backed securities – Other	—	—	—	—	—	—	—
Other debt securities	3	444	6	856	4	1,300	10
Total investment securities	78	\$101,068	\$ 112	\$5,215	\$ 80	\$106,283	\$ 192

	Number of Securities	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or Longer Fair Value	Unrealized Loss	Total Fair Value	Unrealized Loss
Available for sale:							
U.S. Treasury	—	\$—	\$ —	\$—	\$ —	\$—	\$ —
Municipal and other tax-exempt <sup>1</sup>	20	2,210	3	6,396	450	8,606	453
Residential mortgage-backed securities:							
U. S. government agencies:							
FNMA	14	365,201	1,712	14,229	52	379,430	1,764
FHLMC	6	122,713	91	20,306	258	143,019	349
GNMA	16	230,043	1,157	212,705	191	442,748	1,348
Total U.S. government agencies	36	717,957	2,960	247,240	501	965,197	3,461
Private issue <sup>1</sup> :							
Alt-A loans	5	8,231	141	7,773	63	16,004	204
Jumbo-A loans	1	6,583	26	—	—	6,583	26
Total private issue	6	14,814	167	7,773	63	22,587	230
Total residential mortgage-backed securities	42	732,771	3,127	255,013	564	987,784	3,691
Commercial mortgage-backed securities guaranteed by U.S. government agencies	33	372,805	1,656	60,851	166	433,656	1,822
Other debt securities	2	—	—	4,151	249	4,151	249
Perpetual preferred stocks	—	—	—	—	—	—	—
Equity securities and mutual funds	33	86	—	886	17	972	17
Total available for sale securities	130	\$1,107,872	\$ 4,786	\$327,297	\$ 1,446	\$1,435,169	\$ 6,232

<sup>1</sup> Includes securities for which an unrealized loss remains in AOCI after an other-than-temporary credit loss has been recognized in income.

For debt securities, management determines whether it intends to sell or if it is more-likely-than-not that it will be required to sell impaired securities. This determination considers current and forecasted liquidity requirements, regulatory and capital requirements and securities portfolio management. Impaired equity securities, including perpetual preferred stocks, are evaluated based on the near-term prospects of the investment in relation to the severity and duration of the impairment and management's ability and intent to hold the securities until fair value recovers. Based on this evaluation as of September 30, 2017, the Company does not intend to sell any impaired available for sale securities before fair value recovers to the current amortized cost and it is more-likely-than-not that the Company will not be required to sell impaired securities before fair value recovers, which may be maturity.



## Fair Value Option Securities

Fair value option securities represent securities which the Company has elected to carry at fair value and are separately identified on the Consolidated Balance Sheets. Changes in the fair value are recognized in earnings as they occur. Certain U.S. Treasury securities, residential mortgage-backed securities issued by U.S. government agencies and derivative contracts are held as an economic hedge of the mortgage servicing rights.

The fair value and net unrealized gain (loss) included in fair value option securities is as follows (in thousands):

	September 30, 2017		December 31, 2016		September 30, 2016	
	Fair Value	Net Unrealized Gain (Loss)	Fair Value	Net Unrealized Gain (Loss)	Fair Value	Net Unrealized Gain (Loss)
U.S. Treasury	\$—	\$ —	\$—	\$ —	\$222,409	\$ (2,397 )
U.S. government agency residential mortgage-backed securities	819,531	1,671	77,046	(1,777 )	—	—
Total	\$819,531	\$ 1,671	\$77,046	\$ (1,777 )	\$222,409	\$ (2,397 )

## Restricted Equity Securities

Restricted equity securities primarily include stock we are required to hold as members of the Federal Reserve system and the Federal Home Loan Banks. Restricted equity securities are carried at cost as these securities do not have a readily determined fair value because ownership of these shares are restricted and they lack a market. A summary of restricted equity securities follows (in thousands):

	Sept. 30, 2017	Dec. 31, 2016	Sept. 30, 2016
Federal Reserve stock	\$36,676	\$36,498	\$36,283
Federal Home Loan Bank stock	310,622	270,541	296,907
Other	244	201	201
Total	\$347,542	\$307,240	\$333,391

### (3) Derivatives

Derivative instruments may be used by the Company as part of its internal risk management programs or may be offered to customers. All derivative instruments are carried at fair value and changes in fair value are reported in earnings as they occur. Credit risk is also considered in determining fair value.

When bilateral netting agreements or similar arrangements exist between the Company and its counterparties that create a single legal claim or obligation to pay or receive the net amount in settlement of the individual derivative contracts, the Company reports derivative assets and liabilities on a net by derivative contract type by counterparty basis.

Derivative contracts may require the Company to provide or receive cash margin as collateral for derivative assets and liabilities. Derivative assets and liabilities are reported net of cash margin when certain conditions are met. In addition, derivative contracts executed with customers under Customer Risk Management Programs may be secured by non-cash collateral in conjunction with a credit agreement with that customer. Access to collateral in the event of default is reasonably assured.

None of these derivative contracts have been designated as hedging instruments for accounting purposes.

#### Customer Risk Management Programs

BOK Financial offers programs to permit its customers to manage various risks, including fluctuations in energy, cattle and other agricultural products, interest rates and foreign exchange rates with derivative contracts. Customers may also manage interest rate risk through interest rate swaps used by borrowers to modify interest rate terms of their loans or to-be-announced securities used by mortgage banking customers to hedge their loan production. Derivative contracts are executed between the customers and BOK Financial. Offsetting contracts are executed between BOK Financial and other selected counterparties to minimize the risk of changes in commodity prices, interest rates or foreign exchange rates. The counterparty contracts are identical to customer contracts, except for a fixed pricing spread or fee paid to BOK Financial as profit and compensation for administrative costs and credit risk which is recognized over the life of the contracts and included in other operating revenue – brokerage and trading revenue in the Consolidated Statements of Earnings.

#### Internal Risk Management Programs

BOK Financial may use derivative contracts in managing its interest rate sensitivity, as part of its economic hedge of the change in the fair value of mortgage servicing rights and as an economic hedge of trading securities. As of September 30, 2017, derivative contracts under the internal risk management programs were primarily used as part of the economic hedges of the change in the fair value of the mortgage servicing rights and trading securities.

As discussed in Note 6, certain derivative contracts not designated as hedging instruments related to mortgage loan commitments and forward sales contracts are included in Residential mortgage loans held for sale on the Consolidated Balance Sheets. See Note 6 for additional discussion of notional, fair value and impact on earnings of these contracts.

The following table summarizes the fair values of derivative contracts recorded as “derivative contracts” assets and liabilities in the balance sheet at September 30, 2017 (in thousands):

Assets						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$ 14,244,442	\$ 38,875	\$ (9,547 )	\$ 29,328	\$—	\$ 29,328
Interest rate swaps	1,368,210	27,016	—	27,016	(2,820 )	24,196
Energy contracts	983,794	45,368	(35,166 )	10,202	(238 )	9,964
Agricultural contracts	60,745	1,870	(1,172 )	698	—	698
Foreign exchange contracts	252,525	249,788	—	249,788	—	249,788
Equity option contracts	101,841	4,871	—	4,871	(920 )	3,951
Total customer risk management programs	17,011,557	367,788	(45,885 )	321,903	(3,978 )	317,925
Internal risk management programs	11,941,260	34,634	—	34,634	—	34,634
Total derivative contracts	\$ 28,952,817	\$ 402,422	\$ (45,885 )	\$ 356,537	\$ (3,978 )	\$ 352,559
Liabilities						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$ 14,244,442	\$ 34,948	\$ (9,547 )	\$ 25,401	\$ (374 )	\$ 25,027
Interest rate swaps	1,368,230	27,056	—	27,056	(16,599 )	10,457
Energy contracts	939,350	42,744	(35,166 )	7,578	—	7,578
Agricultural contracts	60,746	1,846	(1,172 )	674	—	674
Foreign exchange contracts	249,269	245,925	—	245,925	(1,395 )	244,530
Equity option contracts	101,841	4,871	—	4,871	—	4,871
Total customer risk management programs	16,963,878	357,390	(45,885 )	311,505	(18,368 )	293,137
Internal risk management programs	9,180,531	43,190	—	43,190	—	43,190
Total derivative contracts	\$ 26,144,409	\$ 400,580	\$ (45,885 )	\$ 354,695	\$ (18,368 )	\$ 336,327

<sup>1</sup> Notional amounts for commodity contracts are converted into dollar-equivalent amounts based on dollar prices at the inception of the contract.

The following table summarizes the fair values of derivative contracts recorded as “derivative contracts” assets and liabilities in the balance sheet at December 31, 2016 (in thousands):

Assets						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$ 16,949,152	\$ 180,695	\$ (60,555 )	\$ 120,140	\$—	\$ 120,140
Interest rate swaps	1,403,408	34,442	—	34,442	(4,567 )	29,875
Energy contracts	835,566	64,140	(28,298 )	35,842	(71 )	35,771
Agricultural contracts	53,209	1,382	(515 )	867	—	867
Foreign exchange contracts	580,886	494,349	—	494,349	(5,183 )	489,166
Equity option contracts	100,924	4,357	—	4,357	(730 )	3,627
Total customer risk management programs	19,923,145	779,365	(89,368 )	689,997	(10,551 )	679,446
Internal risk management programs	2,514,169	10,426	—	10,426	—	10,426
Total derivative contracts	\$ 22,437,314	\$ 789,791	\$ (89,368 )	\$ 700,423	\$ (10,551 )	\$ 689,872
Liabilities						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$ 16,637,532	\$ 176,928	\$ (60,555 )	\$ 116,373	\$—	\$ 116,373
Interest rate swaps	1,403,408	34,442	—	34,442	(11,977 )	22,465
Energy contracts	820,365	64,306	(28,298 )	36,008	(31,534 )	4,474
Agricultural contracts	53,216	1,365	(515 )	850	(769 )	81
Foreign exchange contracts	580,712	494,695	—	494,695	(3,630 )	491,065
Equity option contracts	100,924	4,357	—	4,357	—	4,357
Total customer risk management programs	19,596,157	776,093	(89,368 )	686,725	(47,910 )	638,815
Internal risk management programs	2,582,202	25,716	—	25,716	—	25,716
Total derivative contracts	\$ 22,178,359	\$ 801,809	\$ (89,368 )	\$ 712,441	\$ (47,910 )	\$ 664,531

<sup>1</sup> Notional amounts for commodity contracts are converted into dollar-equivalent amounts based on dollar prices at the inception of the contract.

The following table summarizes the fair values of derivative contracts recorded as “derivative contracts” assets and liabilities in the balance sheet at September 30, 2016 (in thousands):

Assets						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$20,078,974	\$90,999	\$(38,678)	\$52,321	\$—	\$52,321
Interest rate swaps	1,323,045	49,279	—	49,279	(794)	48,485
Energy contracts	729,202	41,775	(28,464)	13,311	(288)	13,023
Agricultural contracts	53,002	3,950	(1,571)	2,379	(1,076)	1,303
Foreign exchange contracts	550,828	536,264	—	536,264	(7,577)	528,687
Equity option contracts	103,464	4,654	—	4,654	(730)	3,924
Total customer risk management programs	22,838,515	726,921	(68,713)	658,208	(10,465)	647,743
Internal risk management programs	2,298,038	7,335	—	7,335	—	7,335
Total derivative contracts	\$25,136,553	\$734,256	\$(68,713)	\$665,543	\$(10,465)	\$655,078
Liabilities						
	Notional <sup>1</sup>	Gross Fair Value	Netting Adjustments	Net Fair Value Before Cash Collateral	Cash Collateral	Fair Value Net of Cash Collateral
Customer risk management programs:						
Interest rate contracts						
To-be-announced residential mortgage-backed securities	\$19,776,883	\$86,812	\$(38,678)	\$48,134	\$(39,042)	\$9,092
Interest rate swaps	1,323,045	49,518	—	49,518	(34,457)	15,061
Energy contracts	695,835	40,888	(28,464)	12,424	(3,857)	8,567
Agricultural contracts	52,997	3,943	(1,571)	2,372	—	2,372
Foreign exchange contracts	550,943	536,660	—	536,660	(5,396)	531,264
Equity option contracts	103,464	4,654	—	4,654	—	4,654
Total customer risk management programs	22,503,167	722,475	(68,713)	653,762	(82,752)	571,010
Internal risk management programs	1,485,691	2,977	—	2,977	—	2,977
Total derivative contracts	\$23,988,858	\$725,452	\$(68,713)	\$656,739	\$(82,752)	\$573,987

<sup>1</sup> Notional amounts for commodity contracts are converted into dollar-equivalent amounts based on dollar prices at the inception of the contract.





The following summarizes the pre-tax net gains (losses) on derivative instruments and where they are recorded in the income statement (in thousands):

	Three Months Ended			
	September 30, 2017		September 30, 2016	
	Brokerage	Gain (Loss)	Brokerage	Gain (Loss)
	and	on	and	on
	Trading	Derivatives,	Trading	Derivatives,
	Revenue	Net	Revenue	Net
Customer risk management programs:				
Interest rate contracts				
To-be-announced residential mortgage-backed securities	\$9,181	\$ —	\$11,584	\$ —
Interest rate swaps	767	—	710	—
Energy contracts	378	—	1,222	—
Agricultural contracts	38	—	25	—
Foreign exchange contracts	164	—	218	—
Equity option contracts	—	—	—	—
Total customer risk management programs	10,528	—	13,759	—
Internal risk management programs	(711 )	1,033	(1,608 )	2,226
Total derivative contracts	\$9,817	\$ 1,033	\$12,151	\$ 2,226
Nine Months Ended				
September 30, 2017		September 30, 2016		
	Brokerage	Gain (Loss)	Brokerage	Gain (Loss)
	and	on	and	on
	Trading	Derivatives,	Trading	Derivatives,
	Revenue	Net	Revenue	Net
Customer risk management programs:				
Interest rate contracts				
To-be-announced residential mortgage-backed securities	\$26,413	\$ —	\$28,886	\$ —
Interest rate swaps	1,891	—	1,758	—
Energy contracts	4,917	—	4,667	—
Agricultural contracts	58	—	86	—
Foreign exchange contracts	524	—	730	—
Equity option contracts	—	—	—	—
Total customer risk management programs	33,803	—	36,127	—
Internal risk management programs	5,307	3,824	(1,617 )	20,130
Total derivative contracts	\$39,110	\$ 3,824	\$34,510	\$ 20,130

#### (4) Loans and Allowances for Credit Losses

##### Loans

Loans are either secured or unsecured based on the type of loan and the financial condition of the borrower. Repayment is generally expected from cash flow or proceeds from the sale of selected assets of the borrower. BOK Financial is exposed to risk of loss on loans due to the borrower's difficulties, which may arise from any number of factors, including problems within the respective industry or local economic conditions. Access to collateral, in the event of borrower default, is reasonably assured through adherence to applicable lending laws and through sound lending standards and credit review procedures. Accounting policies for all loans, excluding residential mortgage loans guaranteed by U.S. government agencies, are as follows.

Interest is accrued at the applicable interest rate on the principal amount outstanding. Loans are placed on nonaccruing status when, in the opinion of management, full collection of principal or interest is uncertain. Internally risk graded loans are individually evaluated for nonaccruing status quarterly. Non-risk graded loans are generally placed on nonaccruing status when more than 90 days past due or within 60 days of being notified of the borrower's bankruptcy filing. Interest previously accrued but not collected is charged against interest income when the loan is placed on nonaccruing status. Payments on nonaccruing loans are applied to principal or recognized as interest income, according to management's judgment as to the collectability of principal. Loans may be returned to accruing status when, in the opinion of management, full collection of principal and interest, including principal previously charged off, is probable based on improvements in the borrower's financial condition or a sustained period of performance.

Loans to borrowers experiencing financial difficulties may be modified in troubled debt restructurings ("TDRs"). All TDRs are classified as nonaccruing, excluding loans guaranteed by U.S. government agencies. Modifications generally consist of extension of payment terms or interest rate concessions and may result either voluntarily through negotiations with the borrower or involuntarily through court order. Generally, principal and accrued but unpaid interest is not voluntarily forgiven.

Performing loans may be renewed under the current collateral value, debt service ratio and other underwriting standards. Nonaccruing loans may be renewed and will remain classified as nonaccruing.

All loans are charged off when the loan balance or a portion of the loan balance is no longer supported by the paying capacity of the borrower or when the required cash flow is reduced in a TDR. The charge-off amount is determined through a quarterly evaluation of available cash resources and collateral value and charge-offs are taken in the quarter in which the loss is identified. Non-risk graded loans that are past due between 60 days and 180 days, based on the loan product type, are charged off. Loans to borrowers whose personal obligation has been discharged through Chapter 7 bankruptcy proceedings are charged off within 60 days of notice of the bankruptcy filing, regardless of payment status.

Loan origination and commitment fees and direct loan acquisition and origination costs are deferred and amortized as an adjustment to yield over the life of the loan or over the commitment period, as applicable.

Qualifying residential mortgage loans guaranteed by U.S. government agencies have been sold into GNMA pools. Under certain performance conditions specified in government programs, the Company may have the right, but not the obligation to repurchase loans from GNMA pools. These loans no longer qualify for sale accounting and are recognized in the Consolidated Balance Sheets. Guaranteed loans are considered impaired because we do not expect to receive all principal and interest based on the loan's contractual terms. The principal balance continues to be guaranteed; however, interest accrues at a curtailed rate as specified in the programs. The carrying value of these loans is reduced based on an estimate of the expected cash flows discounted at the original note rate plus a liquidity spread.

Guaranteed loans may be modified in TDRs in accordance with U.S. government agency guidelines. Interest continues to accrue based on the modified rate. Guaranteed loans may either be resold into GNMA pools after a performance period specified by the programs or foreclosed and conveyed to the guarantors.

Loans are disaggregated into portfolio segments and further disaggregated into classes. The portfolio segment is the level at which the Company develops and documents a systematic method for determining its allowance for credit losses. Classes are a further disaggregation of portfolio segments based on the risk characteristics of the loans and the Company's method for monitoring and assessing credit risk.

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Portfolio segments of the loan portfolio are as follows (in thousands):

	September 30, 2017				December 31, 2016			
	Fixed Rate	Variable Rate	Non-accrual	Total	Fixed Rate	Variable Rate	Non-accrual	Total
Commercial	\$2,225,470	\$8,393,564	\$ 176,900	\$10,795,934	\$2,327,085	\$7,884,786	\$ 178,953	\$10,390,824
Commercial real estate	564,681	2,950,486	2,975	3,518,142	624,187	3,179,338	5,521	3,809,046
Residential mortgage	1,589,013	311,231	45,506	1,945,750	1,647,357	256,255	46,220	1,949,832
Personal	153,750	793,003	255	947,008	154,971	684,697	290	839,958
Total	\$4,532,914	\$12,448,284	\$ 225,636	\$17,206,834	\$4,753,600	\$12,005,076	\$ 230,984	\$16,989,660
Accruing loans past due (90 days) <sup>1</sup>				\$253				\$5

	September 30, 2016			
	Fixed Rate	Variable Rate	Non-accrual	Total
Commercial	\$1,991,423	\$7,952,276	\$ 176,464	\$10,120,163
Commercial real estate	565,429	3,220,819	7,350	3,793,598
Residential mortgage	1,572,288	248,053	52,452	1,872,793
Personal	104,408	573,138	686	678,232
Total	\$4,233,548	\$11,994,286	\$ 236,952	\$16,464,786
Accruing loans past due (90 days) <sup>1</sup>				\$3,839

<sup>1</sup> Excludes residential mortgage loans guaranteed by agencies of the U.S. government

At September 30, 2017, \$5.9 billion or 34 percent of our total loan portfolio is to businesses and individuals attributed to the Texas market and \$3.4 billion or 20 percent of the total loan portfolio is to businesses and individuals attributed to the Oklahoma market. These geographic concentrations subject the loan portfolio to the general economic conditions within these areas.

## Commercial

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

At September 30, 2017, commercial loans attributed to the Texas market totaled \$3.7 billion or 34 percent of the commercial loan portfolio segment and commercial loans attributed to the Oklahoma market totaled \$2.1 billion or 19 percent of the commercial loan portfolio segment.

The commercial loan portfolio segment is further divided into loan classes. The energy loan class totaled \$2.9 billion or 17 percent of total loans at September 30, 2017, including \$2.3 billion of outstanding loans to energy producers. Approximately 57 percent of committed production loans are secured by properties primarily producing oil and 43

percent are secured by properties producing natural gas. The services loan class totaled \$3.0 billion or 17 percent of total loans at September 30, 2017. Approximately \$1.5 billion of loans in the services category consist of loans with individual balances of less than \$10 million. Businesses included in the services class include governmental, educational services, consumer services, loans to entities providing services for real estate and construction and commercial services. The healthcare loan class totaled \$2.2 billion or 13 percent of total loans at September 30, 2017. The healthcare loan class consists primarily of loans for the development and operation of senior housing and care facilities, including independent living, assisted living and skilled nursing. Healthcare also includes loans to hospitals and other medical service providers.

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## Commercial Real Estate

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

At September 30, 2017, 35 percent of commercial real estate loans are secured by properties primarily located in the Dallas and Houston areas of Texas. An additional 13 percent of commercial real estate loans are secured by properties located primarily in the Tulsa and Oklahoma City metropolitan areas of Oklahoma.

## Residential Mortgage and Personal

Residential mortgage loans provide funds for our customers to purchase or refinance their primary residence or to borrow against the equity in their home. Residential mortgage loans are secured by a first or second mortgage on the customer's primary residence. Personal loans consist primarily of loans secured by the cash surrender value of insurance policies and marketable securities. It also includes direct loans secured by and for the purchase of automobiles, recreational and marine equipment as well as unsecured loans. Residential mortgage and personal loans are made in accordance with underwriting policies we believe to be conservative and are fully documented. Loans may be individually underwritten or credit scored based on size and other criteria. Credit scoring is assessed based on significant credit characteristics including credit history, residential and employment stability. Residential mortgage loans retained in the Company's portfolio are primarily composed of various mortgage programs to support customer relationships including jumbo mortgage loans, non-builder construction loans and special loan programs for high net worth individuals and certain professionals. Jumbo loans may be fixed or variable rate and are fully amortizing. Jumbo loans generally conform to government sponsored entity standards, except that the loan size exceeds maximums required under these standards. These loans generally require a minimum FICO score of 720 and a maximum debt-to-income ratio ("DTI") of 38 percent. Loan-to-value ("LTV") ratios are tiered from 60 percent to 100 percent, depending on the market. Special mortgage programs include fixed and variable fully amortizing loans tailored to the needs of certain healthcare professionals. Variable rate loans are fully indexed at origination and may have fixed rates for three to ten years, then adjust annually thereafter.

At September 30, 2017, residential mortgage loans included \$187 million of loans guaranteed by U.S. government agencies previously sold into GNMA mortgage pools. These loans either have been repurchased or are eligible to be repurchased by the Company when certain defined delinquency criteria are met. Although payments on these loans generally are past due more than 90 days, interest continues to accrue based on the government guarantee.

Home equity loans totaled \$744 million at September 30, 2017. Approximately 64 percent of the home equity loan portfolio is comprised of first lien loans and 36 percent of the home equity portfolio is comprised of junior lien loans. Junior lien loans are distributed 47 percent to amortizing term loans and 53 percent to revolving lines of credit. Home equity loans generally require a minimum FICO score of 700 and a maximum DTI of 40 percent. The maximum loan amount available for our home equity loan products is generally \$400 thousand. Revolving loans have a 5 year revolving period followed by a 15 year term of amortizing repayments. Interest-only home equity loans may not be extended for any additional revolving time. All other home equity loans may be extended at management's discretion for an additional 5 year revolving term, subject to an update of certain credit information.

## Credit Commitments

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. At September 30, 2017, outstanding commitments totaled \$9.7 billion. Because some commitments are expected to expire before being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. BOK Financial uses the same credit policies in making commitments as it does loans.

The amount of collateral obtained, if deemed necessary, is based upon management's credit evaluation of the borrower.

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Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Because the credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loan commitments, BOK Financial uses the same credit policies in evaluating the creditworthiness of the customer. Additionally, BOK Financial uses the same evaluation process in obtaining collateral on standby letters of credit as it does for loan commitments. The term of these standby letters of credit is defined in each commitment and typically corresponds with the underlying loan commitment. At September 30, 2017, outstanding standby letters of credit totaled \$666 million. Commercial letters of credit are used to facilitate customer trade transactions with the drafts being drawn when the underlying transaction is consummated. At September 30, 2017, outstanding commercial letters of credit totaled \$2.3 million.

#### Allowances for Credit Losses

BOK Financial maintains an allowance for loan losses and an accrual for off-balance sheet credit risk. The accrual for off-balance sheet credit risk is maintained at a level that is appropriate to cover estimated losses associated with credit instruments that are not currently recognized as assets such as loan commitments, standby letters of credit or guarantees. As discussed in greater detail in Note 6, the Company also has separate accruals for off-balance sheet credit risk related to residential mortgage loans previously sold with full or partial recourse and for residential mortgage loans sold to government sponsored agencies under standard representations and warranties.

The appropriateness of the allowance for loan losses and accrual for off-balance sheet credit losses (collectively "allowance for credit losses") is assessed by management based on an ongoing quarterly evaluation of the probable estimated losses inherent in the portfolio, including probable losses on both outstanding loans and unused commitments.

The allowance for loan losses consists of specific allowances attributed to impaired loans that have not yet been charged down to amounts we expect to recover, general allowances for unimpaired loans based on estimated loss rates by loan class and nonspecific allowances based on general economic conditions, risk concentration and related factors. There have been no material changes in the approach or techniques utilized in developing the allowance for loan losses and the accrual for off-balance sheet credit losses for the three and nine months ended September 30, 2017.

Loans are considered to be impaired when it becomes probable that BOK Financial will be unable to collect all amounts due according to the contractual terms of the loan agreements. Internally risk graded loans are evaluated individually for impairment. Substantially all commercial and commercial real estate loans and certain residential mortgage and consumer loans are risk graded based on evaluation of the borrowers' ability to repay. Certain commercial loans and most residential mortgage and consumer loans are small balance, homogeneous pools of loans that are not risk graded. Non-risk graded loans are identified as impaired based on performance status. Generally, non-risk graded loans 90 days or more past due or modified in a TDR or in bankruptcy are considered to be impaired.

Specific allowances for impaired loans are measured by an evaluation of estimated future cash flows discounted at the loans' initial effective interest rate or the fair value of collateral for certain collateral dependent loans. Collateral value of real property is generally based on third party appraisals that conform to Uniform Standards of Professional Appraisal Practice, less estimated selling costs. Appraised values are on an "as-is" basis and are generally not adjusted by the Company. Updated appraisals are obtained at least annually or more frequently if market conditions indicate collateral values have declined. Collateral value of mineral rights is generally determined by our internal staff of engineers based on projected cash flows under current market conditions. Collateral values and available cash resources that support impaired loans are evaluated quarterly. Historical statistics may be used as a practical way to estimate impairment in limited situations, such as when a collateral dependent loan is identified as impaired at the end of a reporting period, until an updated appraisal of collateral value is received or a full assessment of future cash flows is completed. Estimates of future cash flows and collateral values require significant judgments and may be volatile.





General allowances for unimpaired loans are based on estimated loss rates by loan class. The gross loss rate for each loan class is determined by the greater of the current gross loss rate based on the most recent twelve months or a ten-year gross loss rate. Recoveries are not directly considered in the estimation of loss rates. Recoveries generally do not follow predictable patterns and are not received until well after the charge-off date as a result of protracted legal actions. For risk graded loans, gross loss rates are adjusted for changes in risk grading. For each loan class, the current weighted average risk grade is compared to the long-term average risk grade. This comparison determines whether credit risk in each loan class is increasing or decreasing. Loss rates are adjusted upward or downward in proportion to changes in average risk grading. General allowances for unimpaired loans also consider inherent risks identified for each loan class. Inherent risks consider loss rates that most appropriately represent the current credit cycle and other factors attributable to specific loan classes which have not yet been represented in the gross loss rates or risk grading. These factors include changes in commodity prices or engineering imprecision, which may affect the value of reserves that secure our energy loan portfolio, construction risk that may affect commercial real estate loans, changes in regulations and public policy that may disproportionately impact health care loans and changes in loan products.

Nonspecific allowances are maintained for risks beyond factors specific to a particular loan or loan class. These factors include trends in the economy of our primary lending areas, concentrations in large balance loans and other relevant factors.

An accrual for off-balance sheet credit losses is included in Other liabilities in the Consolidated Balance Sheets. The appropriateness of this accrual is determined in the same manner as the allowance for loan losses.

A provision for credit losses is charged against or credited to earnings in amounts necessary to maintain an appropriate allowance for credit losses. Recoveries of loans previously charged off are added to the allowance when received.

The activity in the allowance for loan losses and the allowance for off-balance sheet credit losses related to loan commitments and standby letters of credit for the three months ended September 30, 2017 is summarized as follows (in thousands):

	Commercial	Commercial Real Estate	Residential Mortgage	Personal	Nonspecific Allowance	Total
Allowance for loan losses:						
Beginning balance	\$ 137,742	\$ 58,580	\$ 18,259	\$ 8,106	\$ 27,374	\$ 250,061
Provision for loan losses	2,474	(2,914 )	168	598	704	1,030
Loans charged off	(4,429 )	—	(168 )	(1,228 )	—	(5,825 )
Recoveries	1,014	739	134	550	—	2,437
Ending balance	\$ 136,801	\$ 56,405	\$ 18,393	\$ 8,026	\$ 28,078	\$ 247,703
Allowance for off-balance sheet credit losses:						
Beginning balance	\$ 6,301	\$ 84	\$ 38	\$ 8	\$ —	\$ 6,431
Provision for off-balance sheet credit losses	(976 )	(49 )	1	(6 )	—	(1,030 )
Ending balance	\$ 5,325	\$ 35	\$ 39	\$ 2	\$ —	\$ 5,401
Total provision for credit losses	\$ 1,498	\$ (2,963 )	\$ 169	\$ 592	\$ 704	\$ —

The activity in the allowance for loan losses and the allowance for off-balance sheet credit losses related to loan commitments and standby letters of credit for the nine months ended September 30, 2017 is summarized as follows (in thousands):

	Commercial	Commercial Real Estate	Residential Mortgage	Personal	Nonspecific Allowance	Total
Allowance for loan losses:						
Beginning balance	\$ 140,213	\$ 50,749	\$ 18,224	\$ 8,773	\$ 28,200	\$ 246,159
Provision for loan losses	665	4,050	82	1,168	(122 )	5,843
Loans charged off	(6,556 )	(76 )	(444 )	(3,774 )	—	(10,850 )
Recoveries	2,479	1,682	531	1,859	—	6,551
Ending balance	\$ 136,801	\$ 56,405	\$ 18,393	\$ 8,026	\$ 28,078	\$ 247,703
Allowance for off-balance sheet credit losses:						
Beginning balance	\$ 11,063	\$ 123	\$ 50	\$ 8	\$ —	\$ 11,244
Provision for off-balance sheet credit losses	(5,738 )	(88 )	(11 )	(6 )	—	(5,843 )
Ending balance	\$ 5,325	\$ 35	\$ 39	\$ 2	\$ —	\$ 5,401
Total provision for credit losses	\$ (5,073 )	\$ 3,962	\$ 71	\$ 1,162	\$ (122 )	\$ —

The activity in the allowance for loan losses and the allowance for off-balance sheet credit losses related to loan commitments and standby letters of credit for the three months ended September 30, 2016 is summarized as follows (in thousands):

	Commercial	Commercial Real Estate	Residential Mortgage	Personal	Nonspecific Allowance	Total
Allowance for loan losses:						
Beginning balance	\$ 145,139	\$ 46,745	\$ 18,690	\$ 6,001	\$ 26,684	\$ 243,259
Provision for loan losses	2,420	2,551	(466 )	1,900	1,502	7,907
Loans charged off	(6,266 )	—	(285 )	(1,550 )	—	(8,101 )
Recoveries	177	521	650	690	—	2,038
Ending balance	\$ 141,470	\$ 49,817	\$ 18,589	\$ 7,041	\$ 28,186	\$ 245,103
Allowance for off-balance sheet credit losses:						
Beginning balance	\$ 8,752	\$ 203	\$ 62	\$ 28	\$ —	\$ 9,045
Provision for off-balance sheet credit losses	2,170	(53 )	(7 )	(17 )	—	2,093
Ending balance	\$ 10,922	\$ 150	\$ 55	\$ 11	\$ —	\$ 11,138
Total provision for credit losses	\$ 4,590	\$ 2,498	\$ (473 )	\$ 1,883	\$ 1,502	\$ 10,000

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The activity in the allowance for loan losses and the allowance for off-balance sheet credit losses related to loan commitments and standby letters of credit for the nine months ended September 30, 2016 is summarized as follows (in thousands):

	Commercial	Commercial Real Estate	Residential Mortgage	Personal	Nonspecific Allowance	Total
Allowance for loan losses:						
Beginning balance	\$ 130,334	\$ 41,391	\$ 19,509	\$ 4,164	\$ 30,126	\$ 225,524
Provision for loan losses	45,995	7,538	(829 )	4,809	(1,940 )	55,573
Loans charged off	(35,747 )	—	(1,104 )	(4,086 )	—	(40,937 )
Recoveries	888	888	1,013	2,154	—	4,943
Ending balance	\$ 141,470	\$ 49,817	\$ 18,589	\$ 7,041	\$ 28,186	\$ 245,103
Allowance for off-balance sheet credit losses:						
Beginning balance	\$ 1,506	\$ 153	\$ 30	\$ 22	\$ —	\$ 1,711
Provision for off-balance sheet credit losses	9,416	(3 )	25	(11 )	—	9,427
Ending balance	\$ 10,922	\$ 150	\$ 55	\$ 11	\$ —	\$ 11,138
Total provision for credit losses	\$ 55,411	\$ 7,535	\$ (804 )	\$ 4,798	\$ (1,940 )	\$ 65,000

The allowance for loan losses and recorded investment of the related loans by portfolio segment for each impairment measurement method at September 30, 2017 is as follows (in thousands):

	Collectively Measured for Impairment		Individually Measured for Impairment		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$ 10,619,034	\$ 123,517	\$ 176,900	\$ 13,284	\$ 10,795,934	\$ 136,801
Commercial real estate	3,515,167	56,405	2,975	—	3,518,142	56,405
Residential mortgage	1,900,244	18,393	45,506	—	1,945,750	18,393
Personal	946,753	8,026	255	—	947,008	8,026
Total	16,981,198	206,341	225,636	13,284	17,206,834	219,625
Nonspecific allowance	—	—	—	—	—	28,078
Total	\$ 16,981,198	\$ 206,341	\$ 225,636	\$ 13,284	\$ 17,206,834	\$ 247,703

The allowance for loan losses and recorded investment of the related loans by portfolio segment for each impairment measurement method at December 31, 2016 is as follows (in thousands):

	Collectively Measured for Impairment		Individually Measured for Impairment		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$ 10,211,871	\$ 139,416	\$ 178,953	\$ 797	\$ 10,390,824	\$ 140,213
Commercial real estate	3,803,525	50,749	5,521	—	3,809,046	50,749
Residential mortgage	1,903,612	18,178	46,220	46	1,949,832	18,224
Personal	839,668	8,773	290	—	839,958	8,773
Total	16,758,676	217,116	230,984	843	16,989,660	217,959

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Nonspecific allowance	—	—	—	—	—	28,200
Total	\$16,758,676	\$217,116	\$230,984	\$843	\$16,989,660	\$246,159

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The allowance for loan losses and recorded investment of the related loans by portfolio segment for each impairment measurement method at September 30, 2016 is as follows (in thousands):

	Collectively Measured for Impairment		Individually Measured for Impairment		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$9,943,699	\$ 134,968	\$ 176,464	\$ 6,502	\$ 10,120,163	\$ 141,470
Commercial real estate	3,786,248	49,817	7,350	—	3,793,598	49,817
Residential mortgage	1,820,341	18,527	52,452	62	1,872,793	18,589
Personal	677,546	7,041	686	—	678,232	7,041
Total	16,227,834	210,353	236,952	6,564	16,464,786	216,917
Nonspecific allowance	—	—	—	—	—	28,186
Total	\$ 16,227,834	\$ 210,353	\$ 236,952	\$ 6,564	\$ 16,464,786	\$ 245,103

#### Credit Quality Indicators

The Company utilizes loan class and risk grading as primary credit quality indicators. Substantially all commercial and commercial real estate loans and certain residential mortgage and consumer loans are risk graded based on a quarterly evaluation of the borrowers' ability to repay the loans. Certain commercial loans and most residential mortgage and consumer loans are small, homogeneous pools that are not risk graded.

The allowance for loan losses and recorded investment of the related loans by portfolio segment for risk graded and non-risk graded loans at September 30, 2017 is as follows (in thousands):

	Internally Risk Graded		Non-Graded		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$ 10,750,657	\$ 135,846	\$ 45,277	\$ 955	\$ 10,795,934	\$ 136,801
Commercial real estate	3,518,142	56,405	—	—	3,518,142	56,405
Residential mortgage	226,306	3,068	1,719,444	15,325	1,945,750	18,393
Personal	856,030	6,043	90,978	1,983	947,008	8,026
Total	15,351,135	201,362	1,855,699	18,263	17,206,834	219,625
Nonspecific allowance	—	—	—	—	—	28,078
Total	\$ 15,351,135	\$ 201,362	\$ 1,855,699	\$ 18,263	\$ 17,206,834	\$ 247,703

The allowance for loan losses and recorded investment of the related loans by portfolio segment for risk graded and non-risk graded loans at December 31, 2016 is as follows (in thousands):

	Internally Risk Graded		Non-Graded		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$10,360,725	\$ 139,293	\$30,099	\$ 920	\$10,390,824	\$ 140,213
Commercial real estate	3,809,046	50,749	—	—	3,809,046	50,749
Residential mortgage	243,703	2,893	1,706,129	15,331	1,949,832	18,224
Personal	744,602	5,035	95,356	3,738	839,958	8,773
Total	15,158,076	197,970	1,831,584	19,989	16,989,660	217,959
Nonspecific allowance	—	—	—	—	—	28,200
Total	\$15,158,076	\$ 197,970	\$ 1,831,584	\$ 19,989	\$16,989,660	\$ 246,159

The allowance for loan losses and recorded investment of the related loans by portfolio segment for risk graded and non-risk graded loans at September 30, 2016 is as follows (in thousands):

	Internally Risk Graded		Non-Graded		Total	
	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance	Recorded Investment	Related Allowance
Commercial	\$10,093,884	\$ 140,552	\$26,279	\$ 918	\$10,120,163	\$ 141,470
Commercial real estate	3,793,598	49,817	—	—	3,793,598	49,817
Residential mortgage	206,430	3,028	1,666,363	15,561	1,872,793	18,589
Personal	586,869	4,182	91,363	2,859	678,232	7,041
Total	14,680,781	197,579	1,784,005	19,338	16,464,786	216,917
Nonspecific allowance	—	—	—	—	—	28,186
Total	\$14,680,781	\$ 197,579	\$ 1,784,005	\$ 19,338	\$16,464,786	\$ 245,103

Loans are considered to be performing if they are in compliance with the original terms of the agreement and currently exhibit no factors that cause management to have doubts about the borrowers' ability to remain in compliance with the original terms of the agreement, which is consistent with the regulatory guideline of "pass." Performing loans also include past due residential mortgages that are guaranteed by agencies of the U.S. government that continue to accrue interest based on criteria of the guarantors' programs. Other loans especially mentioned are currently performing in compliance with the original terms of the agreement but may have a potential weakness that deserves management's close attention, consistent with regulatory guidelines.

The risk grading process identified certain loans that have a well-defined weakness (e.g. inadequate debt service coverage or liquidity or marginal capitalization; repayment may depend on collateral or other risk mitigation) that may jeopardize liquidation of the debt and represent a greater risk due to deterioration in the financial condition of the borrower. This is consistent with the regulatory guideline for "substandard." Because the borrowers are still performing in accordance with the original terms of the loan agreements, these loans were not placed in nonaccruing status.

Nonaccruing loans represent loans for which full collection of principal and interest is uncertain. This is substantially the same criteria used to determine whether a loan is impaired and includes certain loans considered "substandard" and all loans considered "doubtful" by regulatory guidelines.





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The following table summarizes the Company's loan portfolio at September 30, 2017 by the risk grade categories (in thousands):

	Internally Risk Graded Performing			Non-Graded			Total
	Pass	Other Loans Especially Mentioned	Accruing Substandard	Nonaccrual	Performing	Nonaccrual	
<b>Commercial:</b>							
Energy	\$2,436,465	\$114,065	\$206,768	\$110,683	\$—	\$—	\$2,867,981
Services	2,932,577	26,372	7,390	1,174	—	—	2,967,513
Wholesale/retail	1,637,698	9,021	9,486	1,893	—	—	1,658,098
Manufacturing	486,383	7,181	16,823	9,059	—	—	519,446
Healthcare	2,150,099	31,855	33,051	24,446	—	—	2,239,451
Other commercial and industrial	458,796	52	9,820	29,500	45,132	145	543,445
<b>Total commercial</b>	<b>10,102,018</b>	<b>188,546</b>	<b>283,338</b>	<b>176,755</b>	<b>45,132</b>	<b>145</b>	<b>10,795,934</b>
<b>Commercial real estate:</b>							
Residential construction and land development	110,178	—	—	1,924	—	—	112,102
Retail	724,887	689	—	289	—	—	725,865
Office	788,539	8,275	—	275	—	—	797,089
Multifamily	998,125	—	884	—	—	—	999,009
Industrial	591,080	—	—	—	—	—	591,080
Other commercial real estate	292,509	—	1	487	—	—	292,997
<b>Total commercial real estate</b>	<b>3,505,318</b>	<b>8,964</b>	<b>885</b>	<b>2,975</b>	<b>—</b>	<b>—</b>	<b>3,518,142</b>
<b>Residential mortgage:</b>							
Permanent mortgage	224,235	393	462	1,216	764,252	23,407	1,013,965
Permanent mortgages guaranteed by U.S. government agencies	—	—	—	—	178,479	8,891	187,370
Home equity	—	—	—	—	732,423	11,992	744,415
<b>Total residential mortgage</b>	<b>224,235</b>	<b>393</b>	<b>462</b>	<b>1,216</b>	<b>1,675,154</b>	<b>44,290</b>	<b>1,945,750</b>
Personal	855,857	49	38	86	90,809	169	947,008
<b>Total</b>	<b>\$14,687,428</b>	<b>\$197,952</b>	<b>\$284,723</b>	<b>\$181,032</b>	<b>\$1,811,095</b>	<b>\$44,604</b>	<b>\$17,206,834</b>

The following table summarizes the Company's loan portfolio at December 31, 2016 by the risk grade categories (in thousands):

	Internally Risk Graded Performing			Non-Graded			Total
	Pass	Other Loans Especially Mentioned	Accruing Substandard	Nonaccrual	Performing	Nonaccrual	
<b>Commercial:</b>							
Energy	\$1,937,790	\$119,583	\$307,996	\$132,499	\$—	\$—	\$2,497,868
Services	3,052,002	10,960	37,855	8,173	—	—	3,108,990
Wholesale/retail	1,535,463	16,886	13,062	11,407	—	—	1,576,818
Manufacturing	468,314	26,532	15,198	4,931	—	—	514,975
Healthcare	2,140,458	44,472	16,161	825	—	—	2,201,916
Other commercial and industrial	433,789	5,309	—	21,060	30,041	58	490,257
<b>Total commercial</b>	<b>9,567,816</b>	<b>223,742</b>	<b>390,272</b>	<b>178,895</b>	<b>30,041</b>	<b>58</b>	<b>10,390,824</b>
<b>Commercial real estate:</b>							
Residential construction and land development	131,630	—	470	3,433	—	—	135,533
Retail	756,418	4,745	399	326	—	—	761,888
Office	798,462	—	—	426	—	—	798,888
Multifamily	898,800	—	4,434	38	—	—	903,272
Industrial	871,673	—	—	76	—	—	871,749
Other commercial real estate	336,488	—	6	1,222	—	—	337,716
<b>Total commercial real estate</b>	<b>3,793,471</b>	<b>4,745</b>	<b>5,309</b>	<b>5,521</b>	<b>—</b>	<b>—</b>	<b>3,809,046</b>
<b>Residential mortgage:</b>							
Permanent mortgage	238,769	1,186	2,331	1,417	741,679	21,438	1,006,820
Permanent mortgages guaranteed by U.S. government agencies	—	—	—	—	187,541	11,846	199,387
Home equity	—	—	—	—	732,106	11,519	743,625
<b>Total residential mortgage</b>	<b>238,769</b>	<b>1,186</b>	<b>2,331</b>	<b>1,417</b>	<b>1,661,326</b>	<b>44,803</b>	<b>1,949,832</b>
Personal	743,451	—	1,054	97	95,163	193	839,958
<b>Total</b>	<b>\$14,343,507</b>	<b>\$229,673</b>	<b>\$398,966</b>	<b>\$185,930</b>	<b>\$1,786,530</b>	<b>\$45,054</b>	<b>\$16,989,660</b>

The following table summarizes the Company's loan portfolio at September 30, 2016 by the risk grade categories (in thousands):

	Internally Risk Graded Performing			Non-Graded			Total
	Pass	Other Loans Especially Mentioned	Accruing Substandard	Nonaccrual	Performing	Nonaccrual	
<b>Commercial:</b>							
Energy	\$1,869,598	\$147,153	\$361,087	\$142,966	\$—	\$—	\$2,520,804
Services	2,882,065	14,861	31,196	8,477	—	—	2,936,599
Wholesale/retail	1,557,067	15,337	27,173	2,453	—	—	1,602,030
Manufacturing	470,702	8,774	19,736	274	—	—	499,486
Healthcare	2,022,757	42,224	19,210	855	—	—	2,085,046
Other commercial and industrial	415,769	2,478	10,302	21,370	26,210	69	476,198
<b>Total commercial</b>	<b>9,217,958</b>	<b>230,827</b>	<b>468,704</b>	<b>176,395</b>	<b>26,210</b>	<b>69</b>	<b>10,120,163</b>
<b>Commercial real estate:</b>							
Residential construction and land development	155,737	—	470	3,739	—	—	159,946
Retail	794,920	4,802	406	1,249	—	—	801,377
Office	750,924	899	—	882	—	—	752,705
Multifamily	868,501	—	5,221	51	—	—	873,773
Industrial	837,945	—	—	76	—	—	838,021
Other commercial real estate	366,416	—	7	1,353	—	—	367,776
<b>Total commercial real estate</b>	<b>3,774,443</b>	<b>5,701</b>	<b>6,104</b>	<b>7,350</b>	<b>—</b>	<b>—</b>	<b>3,793,598</b>
<b>Residential mortgage:</b>							
Permanent mortgage	200,590	1,192	2,134	2,514	739,686	23,442	969,558
Permanent mortgages guaranteed by U.S. government agencies	—	—	—	—	174,877	15,432	190,309
Home equity	—	—	—	—	701,862	11,064	712,926
<b>Total residential mortgage</b>	<b>200,590</b>	<b>1,192</b>	<b>2,134</b>	<b>2,514</b>	<b>1,616,425</b>	<b>49,938</b>	<b>1,872,793</b>
Personal	585,287	228	923	431	91,108	255	678,232
<b>Total</b>	<b>\$13,778,278</b>	<b>\$237,948</b>	<b>\$477,865</b>	<b>\$186,690</b>	<b>\$1,733,743</b>	<b>\$50,262</b>	<b>\$16,464,786</b>

## Impaired Loans

Loans are considered to be impaired when it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. This includes all nonaccruing loans, all loans modified in a TDR and all loans repurchased from GNMA pools.

A summary of impaired loans follows (in thousands):

	As of September 30, 2017					For the Three Months Ended September 30, 2017		For the Nine Months Ended September 30, 2017	
	Unpaid Principal Balance	Total Recorded Investment	With No Allowance	With Allowance	Related Allowance	Average Recorded Investment	Interest Recognized	Average Recorded Investment	Interest Recognized
<b>Commercial:</b>									
Energy	\$133,643	\$110,683	\$45,169	\$65,514	\$4,944	\$117,338	\$—	\$121,591	\$—
Services	3,838	1,174	1,174	—	—	4,464	—	4,674	—
Wholesale/retail	8,418	1,893	1,893	—	—	6,256	—	6,650	—
Manufacturing	9,674	9,059	9,059	—	—	9,357	—	6,995	—
Healthcare	24,591	24,446	474	23,972	8,323	24,476	—	12,635	—
Other commercial and industrial	38,222	29,645	29,626	19	17	25,138	—	25,382	—
Total commercial	218,386	176,900	87,395	89,505	13,284	187,029	—	177,927	—
<b>Commercial real estate:</b>									
Residential construction and land development	3,532	1,924	1,924	—	—	1,988	—	2,679	—
Retail	513	289	289	—	—	295	—	308	—
Office	287	275	275	—	—	335	—	351	—
Multifamily	—	—	—	—	—	5	—	19	—
Industrial	—	—	—	—	—	—	—	38	—
Other commercial real estate	671	487	487	—	—	752	—	855	—
Total commercial real estate	5,003	2,975	2,975	—	—	3,375	—	4,250	—
<b>Residential mortgage:</b>									
Permanent mortgage	29,861	24,623	24,623	—	—	24,019	315	23,739	912
Permanent mortgage guaranteed by U.S. government agencies <sup>1</sup>	193,594	187,370	187,370	—	—	188,461	1,884	199,532	5,809
Home equity	13,332	11,992	11,992	—	—	11,880	—	11,755	—
Total residential mortgage	236,787	223,985	223,985	—	—	224,360	2,199	235,026	6,721
Personal	290	255	255	—	—	263	—	273	—

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Total \$460,466 \$404,115 \$314,610 \$89,505 \$13,284 \$415,027 \$2,199 \$417,476 \$6,721

All permanent mortgage loans guaranteed by U.S. government agencies are considered impaired as we do not expect full collection of contractual principal and interest. At September 30, 2017, \$8.9 million of these loans were nonaccruing and \$178 million were accruing based on the guarantee by U.S. government agencies.

Generally, no interest income is recognized on impaired loans until all principal balances, including amounts charged-off, are recovered.

A summary of impaired loans at December 31, 2016 follows (in thousands):

	Unpaid Principal Balance	Recorded Investment			Related Allowance
		Total	With No Allowance	With Allowance	
Commercial:					
Energy	\$146,897	\$132,499	\$121,418	\$11,081	\$762
Services	11,723	8,173	8,173	—	—
Wholesale/retail	17,669	11,407	11,407	—	—
Manufacturing	5,320	4,931	4,931	—	—
Healthcare	1,147	825	825	—	—
Other commercial and industrial	29,006	21,118	21,083	35	35
Total commercial	211,762	178,953	167,837	11,116	797
Commercial real estate:					
Residential construction and land development	4,951	3,433	3,433	—	—
Retail	530	326	326	—	—
Office	521	426	426	—	—
Multifamily	1,000	38	38	—	—
Industrial	76	76	76	—	—
Other commercial real estate	7,349	1,222	1,222	—	—
Total commercial real estate	14,427	5,521	5,521	—	—
Residential mortgage:					
Permanent mortgage	28,830	22,855	22,809	46	46
Permanent mortgage guaranteed by U.S. government agencies <sup>1</sup>	205,564	199,387	199,387	—	—
Home equity	12,611	11,519	11,519	—	—
Total residential mortgage	247,005	233,761	233,715	46	46
Personal	332	290	290	—	—
Total	\$473,526	\$418,525	\$407,363	\$11,162	\$843

All permanent mortgage loans guaranteed by U.S. government agencies are considered impaired as we do not expect full collection of contractual principal and interest. At December 31, 2016, \$12 million of these loans were nonaccruing and \$188 million were accruing based on the guarantee by U.S. government agencies.

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A summary of impaired loans at September 30, 2016 follows (in thousands):

	As of September 30, 2016					For the		For the	
	Unpaid Principal Balance	Recorded Investment Total	With No Allowance	With Allowance	Related Allowance	Three Months Ended September 30, 2016	Average Recorded Investment	Nine Months Ended September 30, 2016	Average Recorded Investment
Commercial:									
Energy Services	\$ 179,578	\$ 142,966	\$ 100,300	\$ 42,666	\$ 6,502	\$ 155,555	\$ —	\$ 85,333	\$ —
Wholesale/retail	8,528	2,453	2,453	—	—	2,613	—	2,686	—
Manufacturing	642	274	274	—	—	284	—	303	—
Healthcare	1,168	855	855	—	—	865	—	964	—
Other commercial and industrial	29,176	21,439	21,439	—	—	10,978	—	11,031	—
Total commercial	230,950	176,464	133,798	42,666	6,502	179,227	—	109,701	—
Commercial real estate:									
Residential construction and land development	6,090	3,739	3,739	—	—	4,000	—	4,074	—
Retail	1,914	1,249	1,249	—	—	1,257	—	1,284	—
Office	1,187	882	882	—	—	744	—	766	—
Multifamily	1,000	51	51	—	—	58	—	163	—
Industrial	76	76	76	—	—	76	—	76	—
Other commercial real estate	7,375	1,353	1,353	—	—	1,430	—	1,813	—
Total commercial real estate	17,642	7,350	7,350	—	—	7,565	—	8,176	—
Residential mortgage:									
Permanent mortgage	32,372	25,956	25,847	109	62	26,592	292	27,470	923
Permanent mortgage guaranteed by U.S. government agencies <sup>1</sup>	196,162	190,309	190,309	—	—	190,547	2,098	193,879	5,893
Home equity	12,099	11,064	11,064	—	—	10,578	—	10,710	—
Total residential mortgage	240,633	227,329	227,220	109	62	227,717	2,390	232,059	6,816
Personal	724	686	686	—	—	520	—	575	—
Total	\$ 489,949	\$ 411,829	\$ 369,054	\$ 42,775	\$ 6,564	\$ 415,029	\$ 2,390	\$ 350,511	\$ 6,816

All permanent mortgage loans guaranteed by U.S. government agencies are considered impaired as we do not expect full collection of contractual principal and interest. At September 30, 2016, \$15 million of these loans were nonaccruing and \$175 million were accruing based on the guarantee by U.S. government agencies.





## Troubled Debt Restructurings

A summary of troubled debt restructurings ("TDRs") by accruing status as of September 30, 2017 is as follows (in thousands):

	As of September 30, 2017				Amounts Charged Off During:	
	Recorded Investment	Performing in Accordance with Modified Terms	Not Performing in Accordance with Modified Terms	Specific Allowance	Three Months Ended Sept. 30, 2017	Nine Months Ended Sept. 30, 2017
Nonaccruing TDRs:						
Commercial:						
Energy	\$9,582	\$ 9,506	\$ 76	\$ —	—\$4,322	\$ 4,322
Services	720	103	617	—	7	10
Wholesale/retail	1,802	—	1,802	—	—	—
Manufacturing	180	180	—	—	—	—
Healthcare	—	—	—	—	—	—
Other commercial and industrial	20,097	19,890	207	—	—	—
Total commercial	32,381	29,679	2,702	—	4,329	4,332
Commercial real estate:						
Residential construction and land development	327	91	236	—	—	—
Retail	289	289	—	—	—	—
Office	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
Industrial	—	—	—	—	—	—
Other commercial real estate	353	353	—	—	—	—
Total commercial real estate	969	733	236	—	—	—
Residential mortgage:						
Permanent mortgage	14,765	10,188	4,577	—	—	—
Permanent mortgage guaranteed by U.S. government agencies	5,601	523	5,078	—	—	—
Home equity	5,625	4,213	1,412	—	39	70
Total residential mortgage	25,991	14,924	11,067	—	39	70
Personal	205	195	10	—	2	10
Total nonaccruing TDRs	\$59,546	\$ 45,531	\$ 14,015	\$ —	—\$4,370	\$ 4,412
Accruing TDRs:						
Permanent mortgages guaranteed by U.S. government agencies	69,440	14,948	54,492	—	—	—

Total TDRs	\$128,986	\$ 60,479	\$ 68,507	\$	—\$4,370	\$4,412
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A summary of troubled debt restructurings by accruing status as of December 31, 2016 is as follows (in thousands):

	As of December 31, 2016		Not Performing in Accordance With Modified Terms	Specific Allowance
	Recorded Investment	Performing in Accordance With Modified Terms		
Nonaccruing TDRs:				
Commercial:				
Energy	\$ 16,893	\$ 10,867	\$ 6,026	\$ —
Services	7,527	6,830	697	—
Wholesale/retail	11,291	11,251	40	—
Manufacturing	224	224	—	—
Healthcare	607	—	607	—
Other commercial and industrial	337	53	284	—
Total commercial	36,879	29,225	7,654	—
Commercial real estate:				
Residential construction and land development	690	97	593	—
Retail	326	326	—	—
Office	143	143	—	—
Multifamily	—	—	—	—
Industrial	—	—	—	—
Other commercial real estate	548	548	—	—
Total commercial real estate	1,707	1,114	593	—
Residential mortgage:				
Permanent mortgage	14,876	10,175	4,701	46
Permanent mortgage guaranteed by U.S. government agencies	6,702	2,241	4,461	—
Home equity	5,346	4,458	888	—
Total residential mortgage	26,924	16,874	10,050	46
Personal	237	236	1	—
Total nonaccruing TDRs	\$ 65,747	\$ 47,449	\$ 18,298	\$ 46
Accruing TDRs:				
Permanent mortgages guaranteed by U.S. government agencies	81,370	27,289	54,081	—
Total TDRs	\$ 147,117	\$ 74,738	\$ 72,379	\$ 46

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A summary of troubled debt restructurings by accruing status as of September 30, 2016 is as follows (in thousands):

	As of September 30, 2016				Amounts Charged Off During:	
	Recorded Investment	Performing With Modified Terms	Not Performing in Accordance With Modified Terms	Specific Allowance	Three Months Ended Sept. 30, 2016	Nine Months Ended Sept. 30, 2016
Nonaccruing TDRs:						
Commercial:						
Energy	\$1,746	\$ —	\$ 1,746	\$ —	\$500	\$1,000
Services	7,761	7,034	727	—	—	—
Wholesale/retail	2,327	2,287	40	—	—	—
Manufacturing	238	238	—	—	—	—
Healthcare	623	—	623	—	—	—
Other commercial and industrial	497	61	436	—	—	57
Total commercial	13,192	9,620	3,572	—	500	1,057
Commercial real estate:						
Residential construction and land development	794	359	435	—	—	—
Retail	1,249	892	357	—	—	—
Office	149	149	—	—	—	—
Multifamily	—	—	—	—	—	—
Industrial	—	—	—	—	—	—
Other commercial real estate	666	666	—	—	—	—
Total commercial real estate	2,858	2,066	792	—	—	—
Residential mortgage:						
Permanent mortgage	16,109	11,944	4,165	62	—	2
Permanent mortgage guaranteed by U.S. government agencies	8,220	2,331	5,889	—	—	—
Home equity	5,168	4,667	501	—	34	153
Total residential mortgage	29,497	18,942	10,555	62	34	155
Personal	273	271	2	—	9	18
Total nonaccruing TDRs	\$45,820	\$ 30,899	\$ 14,921	\$ 62	\$543	\$1,230
Accruing TDRs:						
Permanent mortgages guaranteed by U.S. government agencies	80,306	29,020	51,286	—	—	—
Total TDRs	\$126,126	\$ 59,919	\$ 66,207	\$ 62	\$543	\$1,230



Troubled debt restructurings generally consist of interest rate concessions, payment stream concessions or a combination of concessions to distressed borrowers. The following tables detail the recorded balance of loans at September 30, 2017 by class that were restructured during the three months ended September 30, 2017 by primary type of concession (in thousands):

	Three Months Ended Sept. 30, 2017			Nonaccrual			Total
	Accruing Payment Stream	Combination & Other	Total	Payment Stream	Combination & Other	Total	
Commercial:							
Energy	\$—	\$ —	\$—	\$—	\$ —	\$—	\$—
Services	—	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—	—
Other commercial and industrial	—	—	—	—	60	60	60
Total commercial	—	—	—	—	60	60	60
Commercial real estate:							
Residential construction and land development	—	—	—	—	—	—	—
Retail	—	—	—	—	—	—	—
Office	—	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—	—
Industrial	—	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—	—
Residential mortgage:							
Permanent mortgage	—	—	—	969	506	1,475	1,475
Permanent mortgage guaranteed by U.S. government agencies	8,205	620	8,825	315	—	315	9,140
Home equity	—	—	—	—	469	469	469
Total residential mortgage	8,205	620	8,825	1,284	975	2,259	11,084
Personal	—	—	—	—	4	4	4
Total	\$8,205	\$ 620	\$8,825	\$1,284	\$ 1,039	\$2,323	\$11,148

	Nine Months Ended						Total
	Sept. 30, 2017						
	Accruing			Nonaccrual			
	Payment Stream	Combination & Other	Total	Payment Stream	Combination & Other	Total	Total
Commercial:							
Energy	\$—	\$ —	\$—	\$7,781	\$ —	\$7,781	\$7,781
Services	—	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—	—
Other commercial and industrial	—	—	—	19,825	60	19,885	19,885
Total commercial	—	—	—	27,606	60	27,666	27,666
Commercial real estate:							
Residential construction and land development	—	—	—	—	—	—	—
Retail	—	—	—	—	—	—	—
Office	—	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—	—
Industrial	—	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—	—
Residential mortgage:							
Permanent mortgage	—	—	—	153	1,559	1,712	1,712
Permanent mortgage guaranteed by U.S. government agencies	18,678	2,649	21,327	443	85	528	21,855
Home equity	—	—	—	104	1,468	1,572	1,572
Total residential mortgage	18,678	2,649	21,327	700	3,112	3,812	25,139
Personal	—	—	—	—	48	48	48
Total	\$18,678	\$ 2,649	\$21,327	\$28,306	\$ 3,220	\$31,526	\$52,853

Troubled debt restructurings generally consist of interest rate concessions, payment stream concessions or a combination of concessions to distressed borrowers. The following tables detail the recorded balance of loans by class that were restructured during three months ended September 30, 2016 by primary type of concession (in thousands):

	Three Months Ended Sept. 30, 2016			Nonaccrual Payment Stream		Total
	Accruing Payment Stream	Combination & Other	Total	Payment Stream	Combination & Other	
<b>Commercial:</b>						
Energy	\$—	\$—	\$—	\$—	\$—	\$—
Services	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—
Other commercial and industrial	—	—	—	—	—	—
Total commercial	—	—	—	—	—	—
<b>Commercial real estate:</b>						
Residential construction and land development	—	—	—	—	—	—
Retail	—	—	—	—	—	—
Office	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
Industrial	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—
<b>Residential mortgage:</b>						
Permanent mortgage	—	—	—	—151	151	151
Permanent mortgage guaranteed by U.S. government agencies	3,527	4,211	7,738	—287	287	8,025
Home equity	—	—	—	—920	920	920
Total residential mortgage	3,527	4,211	7,738	—1,358	1,358	9,096
Personal	—	—	—	—19	19	19
<b>Total</b>	<b>\$3,527</b>	<b>\$ 4,211</b>	<b>\$7,738</b>	<b>\$— 1,377</b>	<b>\$1,377</b>	<b>\$9,115</b>



	Nine Months Ended Sept. 30, 2016			Nonaccrual			Total
	Accruing Payment Stream	Combination & Other	Total	Payment Stream	Combination & Other	Total	
Commercial:							
Energy	\$—	\$ —	\$—	\$501	\$ —	\$501	\$501
Services	—	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—	—
Other commercial and industrial	—	—	—	—	—	—	—
Total commercial	—	—	—	501	—	501	501
Commercial real estate:							
Residential construction and land development	—	—	—	—	—	—	—
Retail	—	—	—	—	—	—	—
Office	—	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—	—
Industrial	—	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—	—
Residential mortgage:							
Permanent mortgage	—	—	—	1,037	1,051	2,088	2,088
Permanent mortgage guaranteed by U.S. government agencies	9,687	9,350	19,037	—	982	982	20,019
Home equity	—	—	—	48	1,630	1,678	1,678
Total residential mortgage	9,687	9,350	19,037	1,085	3,663	4,748	23,785
Personal	—	—	—	—	82	82	82
Total	\$9,687	\$ 9,350	\$19,037	\$1,586	\$ 3,745	\$5,331	\$24,368

The following table summarizes, by loan class, the recorded investment at September 30, 2017 and 2016, respectively, of loans modified as TDRs within the previous 12 months and for which there was a payment default during the three months ended September 30, 2017 and 2016, respectively (in thousands):

	Three Months Ended Sept. 30, 2017			Nine Months Ended Sept. 30, 2017		
	Accruing	Nonaccrual	Total	Accruing	Nonaccrual	Total
<b>Commercial:</b>						
Energy	\$—	\$ 7,857	\$7,857	\$—	\$ 9,582	\$9,582
Services	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—
Other commercial and industrial	—	—	—	—	19,825	19,825
Total commercial	—	7,857	7,857	—	29,407	29,407
<b>Commercial real estate:</b>						
Residential construction and land development	—	—	—	—	—	—
Retail	—	—	—	—	—	—
Office	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
Industrial	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—
<b>Residential mortgage:</b>						
Permanent mortgage	—	1,511	1,511	—	1,511	1,511
Permanent mortgage guaranteed by U.S. government agencies	23,620	878	24,498	24,349	878	25,227
Home equity	—	1,030	1,030	—	1,139	1,139
Total residential mortgage	23,620	3,419	27,039	24,349	3,528	27,877
Personal	—	10	10	—	10	10
<b>Total</b>	<b>\$23,620</b>	<b>\$ 11,286</b>	<b>\$34,906</b>	<b>\$24,349</b>	<b>\$ 32,945</b>	<b>\$57,294</b>

A payment default is defined as being 30 days or more past due. The table above includes loans that experienced a payment default during the period, but may be performing in accordance with the modified terms as of the balance sheet date.

	Three Months Ended Sept. 30, 2016			Nine Months Ended Sept. 30, 2016		
	Accruing	Nonaccrual	Total	Accruing	Nonaccrual	Total
Commercial:						
Energy	\$—	\$ 1,746	\$1,746	\$—	\$ 1,746	\$1,746
Services	—	—	—	—	—	—
Wholesale/retail	—	—	—	—	—	—
Manufacturing	—	—	—	—	—	—
Healthcare	—	—	—	—	—	—
Other commercial and industrial	—	—	—	—	—	—
Total commercial	—	1,746	1,746	—	1,746	1,746
Commercial real estate:						
Residential construction and land development	—	—	—	—	—	—
Retail	—	—	—	—	—	—
Office	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
Industrial	—	—	—	—	—	—
Other commercial real estate	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—
Residential mortgage:						
Permanent mortgage	—	298	298	—	542	542
Permanent mortgage guaranteed by U.S. government agencies	17,491	1,095	18,586	19,352	1,121	20,473
Home equity	—	258	258	—	258	258
Total residential mortgage	17,491	1,651	19,142	19,352	1,921	21,273
Personal	—	11	11	—	11	11
Total	\$17,491	\$ 3,408	\$20,899	\$19,352	\$ 3,678	\$23,030

## Nonaccrual &amp; Past Due Loans

Past due status for all loan classes is based on the actual number of days since the last payment was due according to the contractual terms of the loans.

A summary of loans currently performing, loans past due and accruing and nonaccrual loans as of September 30, 2017 is as follows (in thousands):

	Current	Past Due			Nonaccrual	Total
		30 to 59 Days	60 to 89 Days	90 Days or More		
<b>Commercial:</b>						
Energy	\$2,752,259	\$—	\$5,039	\$—	\$ 110,683	\$2,867,981
Services	2,963,746	2,343	250	—	1,174	2,967,513
Wholesale/retail	1,654,018	1,748	409	30	1,893	1,658,098
Manufacturing	508,231	—	2,156	—	9,059	519,446
Healthcare	2,214,849	156	—	—	24,446	2,239,451
Other commercial and industrial	513,748	52	—	—	29,645	543,445
Total commercial	10,606,851	4,299	7,854	30	176,900	10,795,934
<b>Commercial real estate:</b>						
Residential construction and land development	109,994	184	—	—	1,924	112,102
Retail	724,850	726	—	—	289	725,865
Office	796,687	127	—	—	275	797,089
Multifamily	999,009	—	—	—	—	999,009
Industrial	591,080	—	—	—	—	591,080
Other commercial real estate	292,322	1	—	187	487	292,997
Total commercial real estate	3,513,942	1,038	—	187	2,975	3,518,142
<b>Residential mortgage:</b>						
Permanent mortgage	985,183	3,705	454	—	24,623	1,013,965
Permanent mortgages guaranteed by U.S. government agencies	25,169	17,346	13,343	122,621	8,891	187,370
Home equity	728,884	3,066	445	28	11,992	744,415
Total residential mortgage	1,739,236	24,117	14,242	122,649	45,506	1,945,750
Personal	943,368	3,296	81	8	255	947,008
Total	\$ 16,803,397	\$ 32,750	\$ 22,177	\$ 122,874	\$ 225,636	\$ 17,206,834

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A summary of loans currently performing, loans past due and accruing and nonaccrual loans as of December 31, 2016 is as follows (in thousands):

	Current	Past Due			Nonaccrual	Total
		30 to 59 Days	60 to 89 Days	90 Days or More		
<b>Commercial:</b>						
Energy	\$2,364,890	\$479	—	\$—	\$ 132,499	\$2,497,868
Services	3,099,605	191	1,021	—	8,173	3,108,990
Wholesale/retail	1,561,650	3,761	—	—	11,407	1,576,818
Manufacturing	509,662	382	—	—	4,931	514,975
Healthcare	2,201,050	—	41	—	825	2,201,916
Other commercial and industrial	468,981	155	3	—	21,118	490,257
<b>Total commercial</b>	<b>10,205,838</b>	<b>4,968</b>	<b>1,065</b>	<b>—</b>	<b>178,953</b>	<b>10,390,824</b>
<b>Commercial real estate:</b>						
Residential construction and land development	132,100	—	—	—	3,433	135,533
Retail	761,562	—	—	—	326	761,888
Office	798,462	—	—	—	426	798,888
Multifamily	903,234	—	—	—	38	903,272
Industrial	871,673	—	—	—	76	871,749
Other commercial real estate	336,488	6	—	—	1,222	337,716
<b>Total commercial real estate</b>	<b>3,803,519</b>	<b>6</b>	<b>—</b>	<b>—</b>	<b>5,521</b>	<b>3,809,046</b>
<b>Residential mortgage:</b>						
Permanent mortgage	979,386	3,299	1,280	—	22,855	1,006,820
Permanent mortgages guaranteed by U.S. government agencies	40,594	17,465	13,803	115,679	11,846	199,387
Home equity	729,493	2,276	337	—	11,519	743,625
<b>Total residential mortgage</b>	<b>1,749,473</b>	<b>23,040</b>	<b>15,420</b>	<b>115,679</b>	<b>46,220</b>	<b>1,949,832</b>
Personal	838,811	589	263	5	290	839,958
<b>Total</b>	<b>\$16,597,641</b>	<b>\$28,603</b>	<b>16,748</b>	<b>\$115,684</b>	<b>\$ 230,984</b>	<b>\$16,989,660</b>

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A summary of loans currently performing, loans past due and accruing and nonaccrual loans as of September 30, 2016 is as follows (in thousands):

	Current	Past Due 30 to 59 Days	60 to 89 Days	90 Days or More	Nonaccrual	Total
<b>Commercial:</b>						
Energy	\$2,365,850	\$11,988	—	\$—	\$142,966	\$2,520,804
Services	2,923,874	502	39	3,707	8,477	2,936,599
Wholesale/retail	1,599,356	221	—	—	2,453	1,602,030
Manufacturing	499,212	—	—	—	274	499,486
Healthcare	2,083,556	635	—	—	855	2,085,046
Other commercial and industrial	454,538	34	68	119	21,439	476,198
<b>Total commercial</b>	<b>9,926,386</b>	<b>13,380</b>	<b>107</b>	<b>3,826</b>	<b>176,464</b>	<b>10,120,163</b>
<b>Commercial real estate:</b>						
Residential construction and land development	156,207	—	—	—	3,739	159,946
Retail	796,362	3,766	—	—	1,249	801,377
Office	751,823	—	—	—	882	752,705
Multifamily	868,591	—	5,131	—	51	873,773
Industrial	837,945	—	—	—	76	838,021
Other commercial real estate	366,416	7	—	—	1,353	367,776
<b>Total commercial real estate</b>	<b>3,777,344</b>	<b>3,773</b>	<b>5,131</b>	<b>—</b>	<b>7,350</b>	<b>3,793,598</b>
<b>Residential mortgage:</b>						
Permanent mortgage	939,853	3,547	202	—	25,956	969,558
Permanent mortgages guaranteed by U.S. government agencies	41,150	17,364	12,963	103,400	15,432	190,309
Home equity	700,031	1,526	305	—	11,064	712,926
<b>Total residential mortgage</b>	<b>1,681,034</b>	<b>22,437</b>	<b>13,470</b>	<b>103,400</b>	<b>52,452</b>	<b>1,872,793</b>
Personal	677,194	191	148	13	686	678,232
<b>Total</b>	<b>\$16,061,958</b>	<b>\$39,781</b>	<b>18,856</b>	<b>\$107,239</b>	<b>\$236,952</b>	<b>\$16,464,786</b>

## (5) Acquisitions

On December 1, 2016, the Company acquired MBT Bancshares (“MBT”), parent company of Missouri Bank and Trust of Kansas City (“Mobank”) following regulatory approval of the transaction. Mobank operated four banking branches in the Kansas City, Mo. area. BOK Financial paid \$102.5 million in an all-cash deal for all outstanding shares of MBT stock. MBT was merged into BOK Financial and Mobank became a wholly owned subsidiary of BOK Financial on December 1, 2016. On February 21, 2017, Mobank was merged with the Bank of Kansas City division of BOKF, NA. All branches in the Kansas City market will operate under the Mobank name. The preliminary purchase price allocation was updated in the first quarter of 2017 resulting in a \$2.0 million increase in identifiable intangibles, \$1.5 million decrease in premises and equipment and other repossessed assets, and a \$526 thousand decrease in goodwill.

## (6) Mortgage Banking Activities

## Residential Mortgage Loan Production

The Company originates, markets and services conventional and government-sponsored residential mortgage loans. Generally, conforming fixed rate residential mortgage loans are held for sale in the secondary market and non-conforming and adjustable-rate residential mortgage loans are retained for investment. Residential mortgage loans originated for sale by the Company are carried at fair value based on sales commitments and market quotes. Changes in the fair value of mortgage loans held for sale are included in Other operating revenue – Mortgage banking revenue. Residential mortgage loans held for sale also includes the fair value of residential mortgage loan commitments and forward sale commitments which are considered derivative contracts that have not been designated as hedging instruments for accounting purposes. The volume of mortgage loans originated for sale and secondary market prices are the primary drivers of originating and marketing revenue.

Residential mortgage loan commitments are generally outstanding for 60 to 90 days, which represents the typical period from commitment to originate a residential mortgage loan to when the closed loan is sold to an investor. Residential mortgage loan commitments are subject to both credit and interest rate risk. Credit risk is managed through underwriting policies and procedures, including collateral requirements, which are generally accepted by the secondary loan markets. Exposure to interest rate fluctuations is partially managed through forward sales of residential mortgage-backed securities and forward sales contracts. These latter contracts set the price for loans that will be delivered in the next 60 to 90 days.

The unpaid principal balance of residential mortgage loans held for sale, notional amounts of derivative contracts related to residential mortgage loan commitments and forward contract sales and their related fair values included in Mortgage loans held for sale on the Consolidated Balance Sheets were (in thousands):

	September 30, 2017		December 31, 2016		September 30, 2016	
	Unpaid	Fair	Unpaid	Fair	Unpaid	Fair Value
	Balance/	Value	Balance/	Value	Balance/	
	Notional		Notional		Notional	
Residential mortgage loans held for sale	\$261,868	\$265,783	\$286,414	\$286,971	\$422,523	\$433,040
Residential mortgage loan commitments	334,337	9,066	318,359	9,733	630,804	18,598
Forward sales contracts	524,878	794	569,543	5,193	929,907	(4,046 )
		\$275,643		\$301,897		\$447,592

No residential mortgage loans held for sale were 90 days or more past due or considered impaired as of September 30, 2017, December 31, 2016 or September 30, 2016. No credit losses were recognized on residential mortgage loans held for sale for the three and nine month periods ended September 30, 2017 and 2016.





Mortgage banking revenue was as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Production revenue:				
Net realized gains on sale of mortgage loans	\$12,041	\$23,110	\$32,443	\$47,424
Net change in unrealized gain on mortgage loans held for sale	(1,492 )	(2,518 )	3,335	4,649
Net change in the fair value of mortgage loan commitments	(1,927 )	(6,901 )	(667 )	10,464
Net change in the fair value of forward sales contracts	(293 )	8,267	(4,399 )	(4,846 )
Total production revenue	8,329	21,958	30,712	57,691
Servicing revenue	16,561	16,558	49,645	47,809
Total mortgage banking revenue	\$24,890	\$38,516	\$80,357	\$105,500

Production revenue includes gain (loss) on residential mortgage loans held for sale and changes in the fair value of derivative contracts not designated as hedging instruments for accounting purposes related to residential mortgage loan commitments and forward sales contracts. Servicing revenue includes servicing fee income and late charges on loans serviced for others.

#### Residential Mortgage Servicing

Mortgage servicing rights may be originated or purchased. Both originated and purchased mortgage servicing rights are initially recognized at fair value. The Company has elected to carry all mortgage servicing rights at fair value. Changes in the fair value are recognized in earnings as they occur. The unpaid principal balance of loans serviced for others is the primary driver of servicing revenue.

The following represents a summary of mortgage servicing rights (Dollars in thousands):

	September 30, 2017	December 31, 2016	September 30, 2016	
Number of residential mortgage loans serviced for others	137,359	139,340	139,587	
Outstanding principal balance of residential mortgage loans serviced for others	\$22,063,121	\$21,997,568	\$21,851,536	
Weighted average interest rate	3.95	% 3.97	% 4.01	%
Remaining term (in months)	298	301	302	

Activity in capitalized mortgage servicing rights during the three months ended September 30, 2017 was as follows (in thousands):

	Purchased	Originated	Total
Balance, June 30, 2017	\$ 7,995	\$237,244	\$245,239
Additions, net	—	9,925	9,925
Change in fair value due to principal payments	(470 )	(8,197 )	(8,667 )
Change in fair value due to market assumption changes	303	(942 )	(639 )
Balance, September 30, 2017	\$ 7,828	\$238,030	\$245,858
	Purchased	Originated	Total
Balance, December 31, 2016	\$ 8,909	\$238,164	\$247,073
Additions, net	—	29,439	29,439
Change in fair value due to principal payments	(1,443 )	(23,485 )	(24,928 )
Change in fair value due to market assumption changes	362	(6,088 )	(5,726 )
Balance, September 30, 2017	\$ 7,828	\$238,030	\$245,858



Activity in capitalized mortgage servicing rights during the three months ended September 30, 2016 was as follows (in thousands):

	Purchased	Originated	Total
Balance, June 30, 2016	\$ 4,067	\$ 186,680	\$ 190,747
Additions, net	—	21,990	21,990
Change in fair value due to scheduled payments and full-balance payoffs	(753 )	(10,690 )	(11,443 )
Change in fair value due to market assumption changes	251	2,076	2,327
Balance, September 30, 2016	\$ 3,565	\$ 200,056	\$ 203,621
	Purchased	Originated	Total
Balance, December 31, 2015	\$ 9,911	\$ 208,694	\$ 218,605
Additions, net	—	56,345	56,345
Change in fair value due to scheduled payments and full-balance payoffs	(2,109 )	(27,276 )	(29,385 )
Change in fair value due to market assumption changes	(4,237 )	(37,707 )	(41,944 )
Balance, September 30, 2016	\$ 3,565	\$ 200,056	\$ 203,621

Changes in the fair value of mortgage servicing rights are included in Other operating revenue in the Consolidated Statements of Earnings. Changes in fair value due to actual loan payments are included in Mortgage banking costs. Changes in fair value due to market assumption changes are reported separately. Changes in fair value due to market assumption changes during the period relate to assets held at the reporting date.

There is no active market for trading in mortgage servicing rights after origination. Fair value is determined by discounting the projected net cash flows. Significant assumptions used to determine fair value based on significant unobservable inputs were as follows:

	September 30, 2017	December 31, 2016	September 30, 2016
Discount rate – risk-free rate plus a market premium	9.84%	10.08%	10.08%
Prepayment rate - based upon loan interest rate, original term and loan type	8.71%-15.43%	8.98%-16.91%	9.16%-47.15%
Loan servicing costs – annually per loan based upon loan type:			
Performing loans	\$65-\$120	\$63 - \$120	\$63 - \$120
Delinquent loans	\$150-\$500	\$150 - \$500	\$150 - \$500
Loans in foreclosure	\$1,000-\$4,250	\$650 - \$4,250	\$650 - \$4,250
Escrow earnings rate – indexed to rates paid on deposit accounts with comparable average life	2.00%	1.98%	1.18%
Primary/secondary mortgage rate spread	105 bps	105 bps	115 bps

Changes in primary residential mortgage interest rates directly affect the prepayment speeds used in valuing our mortgage servicing rights. A separate third party model is used to estimate prepayment speeds based on interest rates, housing turnover rates, estimated loan curtailment, anticipated defaults and other relevant factors. The prepayment model is updated periodically for changes in market conditions and adjusted to better correlate with actual performance of BOK Financial's servicing portfolio.

The aging status of our mortgage loans serviced for others by investor at September 30, 2017 follows (in thousands):

	Current	Past Due 30 to 59 Days	60 to 89 Days	90 Days or More	Total
FHLMC	\$8,021,016	\$78,542	\$13,100	\$26,171	\$8,138,829
FNMA	6,635,428	76,065	10,398	20,596	6,742,487
GNMA	6,376,127	215,506	59,659	20,925	6,672,217

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Other	502,768	3,492	1,167	2,161	509,588
Total	\$21,535,339	\$373,605	\$84,324	\$69,853	\$22,063,121

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## (7) Commitments and Contingent Liabilities

## Litigation Contingencies

As a member of Visa, BOK Financial is obligated for a proportionate share of certain covered litigation losses incurred by Visa under a retrospective responsibility plan. A contingent liability was recognized for the Company's share of Visa's covered litigation liabilities. Visa funded an escrow account to cover litigation claims, including covered litigation losses under the retrospective responsibility plan, with proceeds from its initial public offering in 2008 and from available cash.

BOK Financial currently owns 252,233 Visa Class B shares which are convertible into 415,755 shares of Visa Class A shares after the final settlement of all covered litigation. Class B shares may be diluted in the future if the escrow fund is not adequate to cover future covered litigation costs. Therefore, no value has been currently assigned to the Class B shares and no value may be assigned until the Class B shares are converted into a known number of Class A shares. On June 24, 2015, the Bank received a complaint alleging that an employee had colluded with a bond issuer and an individual in misusing revenues pledged to municipal bonds for which the Bank served as trustee under the bond indenture. The Company conducted an investigation and concluded that employees in one of its Corporate Trust offices had, with respect to a single group of affiliated bond issuances, violated Company policies and procedures by waiving financial covenants, granting forbearances and accepting without disclosure to the bondholders, debt service payments from sources other than pledged revenues. The relationship manager was terminated. The Company reported the circumstances to, and cooperated with an investigation by, the Securities and Exchange Commission ("SEC"). On December 28, 2015, in an action brought by the SEC, the United States District Court for the District of New Jersey entered a judgment against the principals involved in issuing the bonds, precluding the principals from denying the alleged violations of the federal securities laws and requiring the principals to pay all outstanding principal, accrued interest, and other amounts required under the bond documents (now estimated to be approximately \$48 million, less the value of the facilities securing repayment of the bonds), subject to oversight by a court appointed monitor. On September 7, 2016, the Bank agreed, and the SEC entered, a consent order finding that the Bank had violated Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act and requiring the Bank to disgorge \$1,067,721 of fees and pay a civil penalty of \$600,000. The Bank has disgorged the fees and paid the penalty.

On August 26, 2016, the Bank was sued in the United States District Court for New Jersey by two bondholders in a putative class action on behalf of all holders of the bonds alleging the Bank participated in the fraudulent sale of securities by the principals. On September 14, 2016, the Bank was sued in the District Court of Tulsa County, Oklahoma by 19 bondholders alleging the Bank participated in the fraudulent sale of securities by the principals. Management has been advised by counsel that the Bank has valid defenses to the claims.

On September 15, 2017, the principal filed for protection under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia. The obligation of the principal to pay all principal and interest on the bonds is non-dischargeable in bankruptcy. The Bank expects the Court ordered payment plan will result in the payment of the bonds by the principals. Accordingly, no loss is probable at this time and no provision for loss has been made. If the payment plan does not result in payment of the bonds, a loss could become probable. A reasonable estimate cannot be made at this time though the amount could be material to the Company.

On March 14, 2017, the Bank was sued in the United States District Court for the Northern District of Oklahoma by bondholders in a second putative class action representing a different set of municipal securities. The bondholders in this second action allege two individuals purchased facilities from the principals who are the subject of the SEC New Jersey proceedings by means of the fraudulent sale of \$60 million of municipal securities for which the Bank also served as indenture trustee. The bondholders allege the Bank failed to disclose that the seller of the purchased facilities had engaged in the conduct complained of in the New Jersey action. The Bank properly performed all duties as indenture trustee of this second set of municipal securities, timely commenced proceedings against the issuer of the securities when default occurred, is cooperating with the SEC in actions against the two principals, is not a target of the SEC proceedings, and has been advised by counsel that the Bank has valid defenses to the claims of these

bondholders. It is the opinion of management that no loss is probable at this time.

The County of Bernalillo, New Mexico, commenced arbitration pursuant to the Arbitration Rules of FINRA seeking recovery of \$5.6 million alleging that various municipal bonds purchased by the elected County Treasurer of Bernalillo County, New Mexico, from BOK Financial Securities, Inc. were unsuitable. The arbitration was conducted in July 2017. The arbitration panel found the County of Bernalillo's complaint frivolous and awarded BOK Financial Securities, Inc. attorney fees and costs. The County has sued in the United States District Court for New Mexico to set aside the award of fees and costs to BOK Financial Securities but not the finding that the County's complaint was frivolous.

On March 30, 2017, two deposit customers of the Bank sued the Bank in the District Court of Harris County, Texas. A judgment creditor had served a garnishment summons on the Bank. The deposit customers allege that, because the Bank was unable to produce adequate documentation of ownership of a series of deposit accounts at the Bank owned by them, they were compelled to enter into a settlement agreement with the judgment creditor pursuant to which the Bank paid \$4.2 million from the accounts to the judgment creditor. The two deposit customers seek \$7 million. Management has been advised by counsel that a loss is not probable and that the amount of the liability, if any, cannot be quantified at this time.

On March 7, 2017, a plaintiff filed a putative class action in the United States District Court for the Northern District of Texas alleging an extended overdraft fee charged by BOKF, NA is interest and exceeds permitted rates. BOKF, NA was previously sued in a class action in the United States District Court for the Northern District of Oklahoma making the same allegations. Pursuant to a motion to dismiss, the Northern District of Oklahoma Court action was dismissed. Other courts considering the question whether extended overdraft fees are interest have likewise determined such fees are not interest. BOKF, NA has moved to dismiss the action. Management is advised by counsel that a loss is not probable and that the loss, if any, cannot be reasonably estimated.

In the ordinary course of business, BOK Financial and its subsidiaries are subject to legal actions and complaints. Management believes, based upon the opinion of counsel, that the actions and liability or loss, if any, resulting from the final outcomes of the proceedings, will not have a material effect on the Company's financial condition, results of operations or cash flows.

#### Alternative Investment Commitments

The Company sponsors two private equity funds and invests in several tax credit entities and other funds as permitted by banking regulations. Consolidation of these investments is based on the variable interest model determined by the nature of the entity. Variable interest entities are generally defined as entities that either do not have sufficient equity to finance their activities without support from other parties or whose equity investors lack a controlling financial interest. Variable interest entities are consolidated based on the determination that the Company is the primary beneficiary including the power to direct the activities that most significantly impact the variable interest's economic performance and the obligation to absorb losses of the variable interest or the right to receive benefits of the variable interest that could be significant to the variable interest.

BOKF Equity, LLC, an indirect wholly-owned subsidiary, is the general partner of two consolidated private equity funds ("the Funds"). The Funds provide alternative investment opportunities to certain customers, some of which are related parties, through unaffiliated limited partnerships. These unaffiliated limited partnerships generally invest in distressed assets, asset buy-outs or venture capital companies. As general partner, BOKF Equity, LLC has the power to direct activities that most significantly affect the Funds' performance and contingent obligations to make additional investments totaling \$3.4 million at September 30, 2017. Substantially all of the obligations are offset by limited partner commitments. The Company does not accrue its contingent liability to fund investments. The Volcker Rule in Title VI of the Dodd-Frank Act will limit both the amount and structure of these types of investments.

Consolidated tax credit investment entities represent the Company's interest in entities earning federal new market tax credits related to qualifying loans. The Company has the power to direct the activities that most significantly impact the variable interest's economic performance of the entity including being the primary beneficiary of or the obligation to absorb losses of the variable interest that could be significant to the variable interest.

Other consolidated alternative investments include entities held under merchant banking authority. While the Company owns a majority of the voting interest in these entities, its ability to manage daily operations is limited by applicable banking regulations. Consolidated other assets includes total tangible assets, identifiable intangible assets and goodwill held by these entities.

The Company also has interests in various unrelated alternative investments generally consisting of unconsolidated limited partnership interests in or loans to entities for which investment return is primarily in the form of tax credits or that invest in distressed real estate loans and properties, energy development, venture capital and other activities. The Company is prohibited by banking regulations from controlling or actively managing the activities of these investments and the Company's maximum exposure to loss is restricted to its investment balance. The Company's obligation to fund alternative investments is included in Other liabilities in the Consolidated Balance Sheets.

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A summary of consolidated and unconsolidated alternative investments as of September 30, 2017, December 31, 2016 and September 30, 2016 is as follows (in thousands):

	September 30, 2017				
	Loans	Other assets	Other liabilities	Other borrowings	Non-controlling interests
Consolidated:					
Private equity funds	\$—	\$15,621	\$—	\$—	\$ 12,806
Tax credit entities	10,000	11,119	—	10,963	10,000
Other	—	15,618	1,588	3,104	2,819
Total consolidated	\$10,000	\$42,358	\$1,588	\$14,067	\$ 25,625

Unconsolidated:					
Tax credit entities	\$65,247	\$145,479	\$61,364	\$—	\$—
Other	—	32,462	13,657	—	—
Total unconsolidated	\$65,247	\$177,941	\$75,021	\$—	\$—

	December 31, 2016				
	Loans	Other assets	Other liabilities	Other borrowings	Non-controlling interests
Consolidated:					
Private equity funds	\$—	\$17,357	\$—	\$—	\$ 13,237
Tax credit entities	10,000	11,585	—	10,964	10,000
Other	—	29,783	3,189	1,092	8,266
Total consolidated	\$10,000	\$58,725	\$3,189	\$12,056	\$ 31,503

Unconsolidated:					
Tax credit entities	\$44,488	\$143,715	\$63,329	\$—	\$—
Other	—	31,675	15,028	—	—
Total unconsolidated	\$44,488	\$175,390	\$78,357	\$—	\$—

	September 30, 2016				
	Loans	Other assets	Other liabilities	Other borrowings	Non-controlling interests
Consolidated:					
Private equity funds	\$—	\$18,420	\$—	\$—	\$ 15,946
Tax credit entities	10,000	11,740	—	10,964	10,000
Other	—	30,978	2,346	1,063	8,154
Total consolidated	\$10,000	\$61,138	\$2,346	\$12,027	\$ 34,100

Unconsolidated:					
Tax credit entities	\$39,849	\$129,715	\$57,026	\$—	\$—
Other	—	30,272	13,653	—	—
Total unconsolidated	\$39,849	\$159,987	\$70,679	\$—	\$—

## Other Commitments and Contingencies

At September 30, 2017, Cavanal Hill Funds' assets included U.S. Treasury, cash management and tax-free money market funds. Assets of these funds consist of highly-rated, short-term obligations of the U.S. Treasury, corporate issuers and U.S. states and municipalities. The net asset value of units in these funds was \$1.00 at September 30, 2017. An investment in these funds is not insured by the Federal Deposit Insurance Corporation or guaranteed by BOK Financial or any of its subsidiaries. BOK Financial may, but is not obligated to purchase assets from these funds to maintain the net asset value at \$1.00. No assets were purchased from the funds in 2017 or 2016.

## (8) Shareholders' Equity

On October 31, 2017, the Company declared a quarterly cash dividend of \$0.45 per common share on or about November 27, 2017 to shareholders of record as of November 13, 2017.

Dividends declared were \$0.44 per share and \$1.32 per share during the three and nine months ended September 30, 2017 and \$0.43 per share and \$1.29 per share during the three and nine months ended September 30, 2016.

## Accumulated Other Comprehensive Income (Loss)

AOCI includes unrealized gains and losses on available for sale ("AFS") securities and non-credit related unrealized losses on AFS securities for which an other-than-temporary impairment has been recorded in earnings. AOCI also includes unrealized gains on AFS securities that were transferred from AFS to investment securities in the third quarter of 2011. Such amounts are being amortized over the estimated remaining life of the security as an adjustment to yield, offsetting the related amortization of premium on the transferred securities. Unrealized losses on employee benefit plans will be reclassified into income as pension plan costs are recognized over the remaining service period of plan participants. Gains and losses in AOCI are net of deferred income taxes.

A rollforward of the components of accumulated other comprehensive income (loss) is included as follows (in thousands):

	Unrealized Gain (Loss) on			
	Available for Sale Securities	Investment Securities Transferred from AFS	Employee Benefit Plans	Total
Balance, December 31, 2015	\$23,284	\$ 68	\$(1,765 )	\$21,587
Net change in unrealized gain (loss)	133,108	—	—	133,108
Reclassification adjustments included in earnings:				
Interest revenue, Investment securities, Taxable securities	—	(112 )	—	(112 )
Gain on available for sale securities, net	(11,684 )	—	—	(11,684 )
Other comprehensive income (loss), before income taxes	121,424	(112 )	—	121,312
Federal and state income taxes <sup>1</sup>	47,216	(44 )	—	47,172
Other comprehensive income (loss), net of income taxes	74,208	(68 )	—	74,140
Balance, September 30, 2016	\$97,492	\$ —	\$(1,765 )	\$95,727
Balance, December 31, 2016	\$(9,087 )	\$ —	\$(1,880 )	\$(10,967)
Net change in unrealized gain (loss)	33,876	—	5	33,881
Reclassification adjustments included in earnings:				
Gain on available for sale securities, net	(4,916 )	—	—	(4,916 )
Other comprehensive income, before income taxes	28,960	—	5	28,965
Federal and state income taxes <sup>1</sup>	11,239	—	2	11,241

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Other comprehensive income, net of income taxes	17,721	—	3	17,724
Balance, September 30, 2017	\$8,634	\$ —	\$(1,877 )	\$6,757

<sup>1</sup> Calculated using a 39 percent effective tax rate.

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## (9) Earnings Per Share

(In thousands, except share and per share amounts)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Numerator:				
Net income attributable to BOK Financial Corp. shareholders	\$85,649	\$ 74,277	\$262,152	\$ 182,642
Less: Earnings allocated to participating securities	888	916	2,817	2,275
Numerator for basic earnings per share – income available to common shareholders	84,761	73,361	259,335	180,367
Effect of reallocating undistributed earnings of participating securities	1	1	2	1
Numerator for diluted earnings per share – income available to common shareholders	\$84,762	\$ 73,362	\$259,337	\$ 180,368
Denominator:				
Weighted average shares outstanding	65,423,256	65,895,430	65,432,313	66,031,497
Less: Participating securities included in weighted average shares outstanding	680,436	810,038	702,922	822,723
Denominator for basic earnings per common share	64,742,820	65,085,392	64,729,391	65,208,774
Dilutive effect of employee stock compensation plans <sup>1</sup>	62,350	72,449	64,502	54,792
Denominator for diluted earnings per common share	64,805,170	65,157,841	64,793,893	65,263,566
Basic earnings per share	\$1.31	\$ 1.13	\$4.01	\$ 2.77
Diluted earnings per share	\$1.31	\$ 1.13	\$4.00	\$ 2.76
<sup>1</sup> Excludes employee stock options with exercise prices greater than current market price.	—	—	—	—

## (10) Reportable Segments

Reportable segments reconciliation to the Consolidated Financial Statements for the three months ended September 30, 2017 is as follows (in thousands):

	Commercial	Consumer	Wealth Management	Funds Management and Other	BOK Financial Consolidated
Net interest revenue from external sources	\$157,080	\$25,576	\$11,169	\$24,627	\$218,452
Net interest revenue (expense) from internal sources	(24,173	) 12,213	9,604	2,356	—
Net interest revenue	132,907	37,789	20,773	26,983	218,452
Provision for credit losses	3,217	1,315	(623	) (3,909	) —
Net interest revenue after provision for credit losses	129,690	36,474	21,396	30,892	218,452
Other operating revenue	54,091	47,033	75,707	(1,121	) 175,710
Other operating expense	56,952	56,785	61,791	90,406	265,934
Net direct contribution	126,829	26,722	35,312	(60,635	) 128,228
Gain on financial instruments, net	4	1,686	—	(1,690	) —
Change in fair value of mortgage servicing rights	—	(639	) —	639	—
Gain (loss) on repossessed assets, net	(4,126	) 292	—	3,834	—
Corporate expense allocations	8,650	17,039	9,819	(35,508	) —
Net income before taxes	114,057	11,022	25,493	(22,344	) 128,228
Federal and state income taxes	44,368	4,288	9,917	(16,135	) 42,438
Net income	69,689	6,734	15,576	(6,209	) 85,790
Net income attributable to non-controlling interests	—	—	—	141	141
Net income attributable to BOK Financial Corp. shareholders	\$69,689	\$6,734	\$15,576	\$(6,350	) \$85,649
Average assets	\$17,558,390	\$9,115,319	\$6,992,021	\$(657,560	) \$33,008,170

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Reportable segments reconciliation to the Consolidated Financial Statements for the nine months ended September 30, 2017 is as follows (in thousands):

	Commercial	Consumer	Wealth Management	Funds Management and Other	BOK Financial Consolidated
Net interest revenue from external sources	\$435,946	\$70,208	\$33,130	\$85,554	\$624,838
Net interest revenue (expense) from internal sources	(61,803)	) 35,002	28,784	(1,983)	) —
Net interest revenue	374,143	105,210	61,914	83,571	624,838
Provision for credit losses	2,983	3,512	(676)	) (5,819)	) —
Net interest revenue after provision for credit losses	371,160	101,698	62,590	89,390	624,838
Other operating revenue	156,139	146,440	225,434	245	528,258
Other operating expense	168,517	166,027	182,816	244,170	761,530
Net direct contribution	358,782	82,111	105,208	(154,535)	) 391,566
Gain on financial instruments, net	46	5,242	—	(5,288)	) —
Change in fair value of mortgage servicing rights	—	(5,726)	) —	5,726	—
Gain (loss) on repossessed assets, net	(2,728)	) 253	—	2,475	—
Corporate expense allocations	26,144	50,947	30,438	(107,529)	) —
Net income before taxes	329,956	30,933	74,770	(44,093)	) 391,566
Federal and state income taxes	128,353	12,033	29,086	(41,226)	) 128,246
Net income	201,603	18,900	45,684	(2,867)	) 263,320
Net income attributable to non-controlling interests	—	—	—	1,168	1,168
Net income attributable to BOK Financial Corp. shareholders	\$201,603	\$18,900	\$45,684	\$ (4,035)	) \$262,152
Average assets	\$17,525,658	\$8,871,470	\$6,971,369	\$ (591,059)	) \$32,777,438

Reportable segments reconciliation to the Consolidated Financial Statements for the three months ended September 30, 2016 is as follows (in thousands):

	Commercial	Consumer	Wealth Management	Funds Management and Other	BOK Financial Consolidated
Net interest revenue from external sources	\$123,599	\$22,098	\$9,274	\$32,875	\$187,846
Net interest revenue (expense) from internal sources	(15,052)	) 9,263	\$7,401	(1,612)	) —
Net interest revenue	108,547	31,361	16,675	31,263	187,846
Provision for credit losses	5,601	1,157	(89)	) 3,331	10,000
Net interest revenue after provision for credit losses	102,946	30,204	16,764	27,932	177,846
Other operating revenue	49,642	60,603	73,523	3,542	187,310
Other operating expense	53,375	60,964	64,426	79,323	258,088
Net direct contribution	99,213	29,843	25,861	(47,849)	) 107,068
Gain (loss) on financial instruments, net	—	(1,087)	) (42)	) 1,129	—
Change in fair value of mortgage servicing rights	—	2,327	—	(2,327)	) —
Gain on repossessed assets, net	1,486	161	—	(1,647)	) —

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Corporate expense allocations	9,054	16,905	10,912	(36,871	) —
Net income before taxes	91,645	14,339	14,907	(13,823	) 107,068
Federal and state income taxes	35,650	5,578	5,799	(15,071	) 31,956
Net income	55,995	8,761	9,108	1,248	75,112
Net income attributable to non-controlling interests	—	—	—	835	835
Net income attributable to BOK Financial Corp. shareholders	\$55,995	\$8,761	\$9,108	\$ 413	\$74,277
Average assets	\$16,934,587	\$8,827,816	\$6,413,735	\$ 470,335	\$32,646,473

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Reportable segments reconciliation to the Consolidated Financial Statements for the nine months ended September 30, 2016 is as follows (in thousands):

	Commercial	Consumer	Wealth Management	Funds Management and Other	BOK Financial Consolidated
Net interest revenue from external sources	\$358,713	\$65,897	\$21,620	\$ 106,800	\$553,030
Net interest revenue (expense) from internal sources	(44,259	) 27,492	\$22,258	(5,491	) —
Net interest revenue	314,454	93,389	43,878	101,309	553,030
Provision for credit losses	34,024	4,177	(479	) 27,278	65,000
Net interest revenue after provision for credit losses	280,430	89,212	44,357	74,031	488,030
Other operating revenue	146,248	172,072	218,042	(6,096	) 530,266
Other operating expense	162,039	179,487	186,524	223,993	752,043
Net direct contribution	264,639	81,797	75,875	(156,058	) 266,253
Gain (loss) on financial instruments, net	—	30,539	(42	) (30,497	) —
Change in fair value of mortgage servicing rights	—	(41,944	) —	41,944	—
Gain on repossessed assets, net	806	566	—	(1,372	) —
Corporate expense allocations	26,681	49,513	31,864	(108,058	) —
Net income before taxes	238,764	21,445	43,969	(37,925	) 266,253
Federal and state income taxes	92,879	8,342	17,104	(34,444	) 83,881
Net income	145,885	13,103	26,865	(3,481	) 182,372
Net loss attributable to non-controlling interests	—	—	—	(270	) (270
Net income attributable to BOK Financial Corp. shareholders	\$ 145,885	\$ 13,103	\$ 26,865	\$ (3,211	) \$ 182,642
Average assets	\$16,958,999	\$8,763,564	\$5,916,545	\$ 410,075	\$32,049,183



(11) Fair Value Measurements

Fair value is defined by applicable accounting guidance as the price to sell an asset or transfer a liability in an orderly transaction between market participants in the principal market for the given asset or liability at the measurement date based on market conditions at that date. Certain assets and liabilities are recorded in the Company's financial statements at fair value. Some are recorded on a recurring basis and some on a non-recurring basis.

For some assets and liabilities, observable market transactions and market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. A hierarchy for fair value has been established which categorizes into three levels the inputs to valuation techniques used to measure fair value. The three levels are as follows:

Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1) - Fair value is based on unadjusted quoted prices in active markets for identical assets or liabilities.

Significant Other Observable Inputs (Level 2) - Fair value is based on significant other observable inputs which are generally determined based on a single price for each financial instrument provided to us by an applicable third-party pricing service and is based on one or more of the following:

- Quoted prices for similar, but not identical, assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable, such as interest rate and yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates;
- Other inputs derived from or corroborated by observable market inputs.

Significant Unobservable Inputs (Level 3) - Fair value is based upon model-based valuation techniques for which at least one significant assumption is not observable in the market.

Transfers between levels are recognized as of the end of the reporting period. There were no transfers in or out of quoted prices in active markets for identical instruments to significant other observable inputs or significant unobservable inputs during the three and nine months ended September 30, 2017 and 2016, respectively. Transfers between significant other observable inputs and significant unobservable inputs during the three and nine months ended September 30, 2017 and 2016 are included in the summary of changes in recurring fair values measured using unobservable inputs.

The underlying methods used by the third-party pricing services are considered in determining the primary inputs used to determine fair values. Management has evaluated the methodologies employed by the third-party pricing services by comparing the price provided by the pricing service with other sources, including brokers' quotes, sales or purchases of similar instruments and discounted cash flows to establish a basis for reliance on the pricing service values. Significant differences between the pricing service provided value and other sources are discussed with the pricing service to understand the basis for their values. Based on all observable inputs, management may adjust prices obtained from third-party pricing services to more appropriately reflect the prices that would be received to sell assets or paid to transfer liabilities in orderly transactions in the current market. No significant adjustments were made to prices provided by third-party pricing services at September 30, 2017, December 31, 2016 or September 30, 2016.

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

The fair value of financial assets and liabilities measured on a recurring basis was as follows as of September 30, 2017 (in thousands):

	Total	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Trading securities:				
U.S. government agency debentures	\$ 30,162	\$ —	\$ 30,162	\$ —
U.S. government agency residential mortgage-backed securities	516,760	—	516,760	—
Municipal and other tax-exempt securities	56,148	—	56,148	—
Other trading securities	11,047	—	11,047	—
Total trading securities	614,117	—	614,117	—
Available for sale securities:				
U.S. Treasury	999	999	—	—
Municipal and other tax-exempt securities	28,368	—	23,583	4,785
U.S. government agency residential mortgage-backed securities	5,326,384	—	5,326,384	—
Privately issued residential mortgage-backed securities	99,994	—	99,994	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,889,346	—	2,889,346	—
Other debt securities	4,153	—	—	4,153
Perpetual preferred stock	16,245	—	16,245	—
Equity securities and mutual funds	17,710	2,578	15,132	—
Total available for sale securities	8,383,199	3,577	8,370,684	8,938
Fair value option securities – U.S. government agency residential mortgage-backed securities	819,531	—	819,531	—
Residential mortgage loans held for sale	275,643	—	263,543	12,100
Mortgage servicing rights <sup>1</sup>	245,858	—	—	245,858
Derivative contracts, net of cash collateral <sup>2</sup>	352,559	8,498	344,061	—
Liabilities:				
Derivative contracts, net of cash collateral <sup>2</sup>	336,327	6,903	329,424	—

<sup>1</sup> A reconciliation of the beginning and ending fair value of mortgage servicing rights and disclosures of significant assumptions used to determine fair value are presented in Note 6, Mortgage Banking Activities.

See Note 3 for detail of fair value of derivative contracts by contract type. Derivative contracts in asset positions that were valued based on quoted prices in active markets for identical instruments (Level 1) are primarily

<sup>2</sup> exchange-traded interest rate, energy and agricultural derivative contracts. Derivative contracts in liability positions that were valued using quoted prices in active markets for identical instruments are exchange-traded interest rate derivative contracts, net of cash margin.

The fair value of financial assets and liabilities measured on a recurring basis was as follows as of December 31, 2016 (in thousands):

	Total	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
<b>Trading securities:</b>				
U.S. government agency debentures	\$ 6,234	\$ —	—\$ 6,234	\$ —
U.S. government agency residential mortgage-backed securities	310,067	—	310,067	—
Municipal and other tax-exempt securities	14,427	—	14,427	—
Other trading securities	6,900	—	6,900	—
Total trading securities	337,628	—	337,628	—
<b>Available for sale securities:</b>				
U.S. Treasury	999	999	—	—
Municipal and other tax-exempt securities	40,993	—	35,204	5,789
U.S. government agency residential mortgage-backed securities	5,460,386	—	5,460,386	—
Privately issued residential mortgage-backed securities	115,535	—	115,535	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	3,017,933	—	3,017,933	—
Other debt securities	4,152	—	—	4,152
Perpetual preferred stock	18,474	—	18,474	—
Equity securities and mutual funds	18,357	3,495	14,862	—
Total available for sale securities	8,676,829	4,494	8,662,394	9,941
Fair value option securities – U.S. government agency residential mortgage-backed securities	77,046	—	77,046	—
Residential mortgage loans held for sale	301,897	—	290,280	11,617
Mortgage servicing rights <sup>1</sup>	247,073	—	—	247,073
Derivative contracts, net of cash collateral <sup>2</sup>	689,872	7,541	682,331	—
<b>Liabilities:</b>				
Derivative contracts, net of cash collateral <sup>2</sup>	664,531	6,972	657,559	—

<sup>1</sup> A reconciliation of the beginning and ending fair value of mortgage servicing rights and disclosures of significant assumptions used to determine fair value are presented in Note 6, Mortgage Banking Activities.

See Note 3 for detail of fair value of derivative contracts by contract type. Derivative contracts based on quoted prices in active markets for identical instruments (Level 1) are exchange-traded interest-rate and energy derivative contracts, net of cash margin. Derivative contracts in liability positions that were valued using quoted prices in active markets for identical instruments (Level 1) are exchange-traded interest rate, energy and agricultural derivative contracts, net of cash margin.

The fair value of financial assets and liabilities measured on a recurring basis was as follows as of September 30, 2016 (in thousands):

	Total	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
<b>Trading securities:</b>				
U.S. government agency debentures	\$ 15,705	\$ —	\$ 15,705	\$ —
U.S. government agency residential mortgage-backed securities	464,749	—	464,749	—
Municipal and other tax-exempt securities	54,856	—	54,856	—
Other trading securities	11,305	—	11,305	—
Total trading securities	546,615	—	546,615	—
<b>Available for sale securities:</b>				
U.S. Treasury	1,002	1,002	—	—
Municipal and other tax-exempt securities	42,092	—	36,379	5,713
U.S. government agency residential mortgage-backed securities	5,668,672	—	5,668,672	—
Privately issued residential mortgage-backed securities	121,603	—	121,603	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,986,495	—	2,986,495	—
Other debt securities	4,151	—	—	4,151
Perpetual preferred stock	19,578	—	19,578	—
Equity securities and mutual funds	18,690	3,544	15,146	—
Total available for sale securities	8,862,283	4,546	8,847,873	9,864
<b>Fair value option securities:</b>				
U.S. Treasury	222,409	222,409	—	—
U.S. government agency residential mortgage-backed securities	—	—	—	—
Total fair value option securities	222,409	222,409	—	—
Residential mortgage loans held for sale	447,592	—	438,291	9,301
Mortgage servicing rights <sup>1</sup>	203,621	—	—	203,621
Derivative contracts, net of cash collateral <sup>2</sup>	655,078	5,575	649,503	—
<b>Liabilities:</b>				
Derivative contracts, net of cash collateral <sup>2</sup>	573,987	1,308	572,679	—

<sup>1</sup> A reconciliation of the beginning and ending fair value of mortgage servicing rights and disclosures of significant assumptions used to determine fair value are presented in Note 6, Mortgage Banking Activities.

See Note 3 for detail of fair value of derivative contracts by contract type. Derivative contracts based on quoted prices in active markets for identical instruments (Level 1) are exchange-traded energy and agricultural derivative contracts, net of cash margin. Derivative contracts in liability positions that were valued using quoted prices in active markets for identical instruments (Level 1) are exchange-traded interest rate and energy derivative contracts, net cash margin.

Following is a description of the Company's valuation methodologies used for assets and liabilities measured on a recurring basis:

#### Securities

The fair values of trading, available for sale and fair value option securities are based on quoted prices for identical instruments in active markets, when available. If quoted prices for identical instruments are not available, fair values are based on significant other observable inputs such as quoted prices of comparable instruments or interest rates and credit spreads, yield curves, volatilities, prepayment speeds and loss severities.

The fair value of certain available for sale municipal and other debt securities may be based on significant unobservable inputs. These significant unobservable inputs include limited observed trades, projected cash flows, current credit rating of the issuers and, when applicable, the insurers of the debt and observed trades of similar debt. Discount rates are primarily based on references to interest rate spreads on comparable securities of similar duration and credit rating as determined by the nationally-recognized rating agencies adjusted for a lack of trading volume. Significant unobservable inputs are developed by investment securities professionals involved in the active trading of similar securities. A summary of significant inputs used to value these securities follows. A management committee composed of senior members from the Company's Capital Markets, Risk Management and Finance departments assesses the appropriateness of these inputs quarterly.

#### Derivatives

All derivative instruments are carried on the balance sheet at fair value. Fair values for exchange-traded contracts are based on quoted prices. Fair values for over-the-counter interest rate, commodity and foreign exchange contracts are based on valuations provided either by third-party dealers in the contracts, quotes provided by independent pricing services, or a third-party provided pricing model that uses significant other observable market inputs.

Credit risk is considered in determining the fair value of derivative instruments. Management determines fair value adjustments based on various risk factors including but not limited to counterparty credit rating or equivalent loan grading, derivative contract notional size, price volatility of the underlying commodity, duration of the derivative contracts and expected loss severity. Expected loss severity is based on historical losses for similarly risk graded commercial loan customers. Decreases in counterparty credit rating or grading and increases in price volatility and expected loss severity all tend to increase the credit quality adjustment which reduces the fair value of asset contracts. The reduction in fair value is recognized in earnings during the current period.

We also consider our own credit risk in determining the fair value of derivative contracts. Changes in our credit rating would affect the fair value of our derivative liabilities. In the event of a credit downgrade, the fair value of our derivative liabilities would increase. The change in the fair value would be recognized in earnings in the current period.

#### Residential Mortgage Loans Held for Sale

Residential mortgage loans held for sale are carried on the balance sheet at fair value. The fair values of residential mortgage loans held for sale are based upon quoted market prices of such loans sold in securitization transactions, including related unfunded loan commitments and forward sales contracts. The fair value of mortgage loans that were unable to be sold to U.S. government agencies were determined using quoted prices of loans that are sold in securitization transactions with a liquidity discount applied.

#### Other Assets - Private Equity Funds

The fair value of the portfolio investments of the Company's two private equity funds is based upon net asset value reported by the underlying funds, as adjusted by the general partner when necessary, as a practical expedient to measure the fair value of the investments in the underlying funds. The Company's private equity funds provide customers alternative investment opportunities as limited partners of the funds. As fund of funds, the private equity

funds invest in other limited partnerships or limited liability companies that invest substantially all of their assets in U.S. companies pursuing diversified investment strategies including early-stage venture capital, distressed securities and corporate or asset buy-outs. Private equity fund assets are long-term, illiquid investments. No secondary market exists for these assets. The private equity funds typically invest in funds that provide no redemption rights to investors. The fair value of the private equity investments may only be realized through cash distributions from the underlying funds.

See Note 7 for disclosure of the fair value of the private equity funds using the net asset value per share of the underlying investments, as a practical expedient, included in Other assets in the Consolidated Balance Sheets of the Company.

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The following represents the changes for the three and nine months ended September 30, 2017 related to assets measured at fair value on a recurring basis using significant unobservable inputs (in thousands):

	Available for Sale Securities		
	Municipal and other tax-exempt securities	Other debt securities	Residential mortgage loans held for sale
Balance, June 30, 2017	\$4,655	\$ 4,152	\$ 12,735
Transfer to Level 3 from Level 2 <sup>1</sup>	—	—	176
Purchases	—	—	—
Proceeds from sales	—	—	(847 )
Redemptions and distributions	—	—	—
Gain recognized in earnings:			
Mortgage banking revenue	—	—	36
Other comprehensive income:			
Net change in unrealized gain	130	1	—
Balance, September 30, 2017	\$4,785	\$ 4,153	\$ 12,100

<sup>1</sup> Recurring transfers to Level 3 from Level 2 consist of residential mortgage loans intended for sale to U.S. government agencies that fail to meet conforming standards.

	Available for Sale Securities		
	Municipal and other tax-exempt securities	Other debt securities	Residential mortgage loans held for sale
Balance, December 31, 2016	\$5,789	\$ 4,152	\$ 11,617
Transfer to Level 3 from Level 2 <sup>1</sup>	—	—	2,916
Purchases	—	—	—
Proceeds from sales	—	—	(2,549 )
Redemptions and distributions	(1,100 )	—	—
Gain (loss) recognized in earnings:			
Mortgage banking revenue	—	—	116
Other comprehensive income (loss):			
Net change in unrealized gain (loss)	96	1	—
Balance, September 30, 2017	\$4,785	\$ 4,153	\$ 12,100

<sup>1</sup> Recurring transfers to Level 3 from Level 2 consist of residential mortgage loans intended for sale to U.S. government agencies that fail to meet conforming standards.

The following represents the changes for the three and six months ended September 30, 2016 related to assets measured at fair value on a recurring basis using significant unobservable inputs (in thousands):

	Available for Sale Securities		
	Municipal and other tax-exempt securities	Other debt securities	Residential mortgage loans held for sale
Balance, June 30, 2016	\$9,600	\$ 4,151	\$ 9,749
Transfer to Level 3 from Level 2 <sup>1</sup>	—	—	442
Purchases	—	—	—
Proceeds from sales	—	—	(1,003 )
Redemptions and distributions	(3,975 )	—	—
Gain (loss) recognized in earnings:			
Mortgage banking revenue	—	—	113
Other comprehensive income (loss):			
Net change in unrealized gain (loss)	88	—	—
Balance, September 30, 2016	\$5,713	\$ 4,151	\$ 9,301

<sup>1</sup> Recurring transfers to Level 3 from Level 2 consist of residential mortgage loans intended for sale to U.S. government agencies that fail to meet conforming standards.

	Available for Sale Securities		
	Municipal and other tax-exempt securities	Other debt securities	Residential mortgage loans held for sale
Balance, December 31, 2015	\$9,610	\$ 4,151	\$ 7,874
Transfer to Level 3 from Level 2 <sup>1</sup>	—	—	3,982
Purchases	—	—	—
Proceeds from sales	—	—	(2,365 )
Redemptions and distributions	(3,975 )	—	—
Gain (loss) recognized in earnings:			
Mortgage banking revenue	—	—	(190 )
Other comprehensive income (loss):			
Net change in unrealized gain (loss)	78	—	—
Balance, September 30, 2016	\$5,713	\$ 4,151	\$ 9,301

<sup>1</sup> Recurring transfers to Level 3 from Level 2 consist of residential mortgage loans intended for sale to U.S. government agencies that fail to meet conforming standards.



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A summary of quantitative information about assets measured at fair value on a recurring basis using Significant Unobservable Inputs (Level 3) as of September 30, 2017 follows (in thousands):

	Par Value	Amortized Cost/Unpaid Principal Balance	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)	
Available for sale securities							
Municipal and other tax-exempt securities	\$5,095	\$ 5,067	\$4,785	Discounted cash flows	<sup>1</sup> Interest rate spread	6.05%-6.05% (6.05%)	<sup>2</sup>
						92.25%-95.02% (93.91%)	<sup>3</sup>
						6.65%-6.73% (6.72%)	<sup>4</sup>
Other debt securities	4,400	4,400	4,153	Discounted cash flows	<sup>1</sup> Interest rate spread	94.38% - 94.38 (94.38%)	<sup>3</sup>
Residential mortgage loans held for sale	N/A	12,612	12,100	Quoted prices of loans sold in securitization transactions, with a liquidity discount applied	Liquidity discount applied to the market value of a mortgage loans qualifying for sale to U.S. government agencies.	95.94%	

Discounted cash flows developed using discount rates primarily based on reference to interest rate spreads for comparable securities of similar duration and credit rating as determined by the nationally-recognized rating agencies, adjusted for lack of trading volume.

<sup>1</sup> comparable securities of similar duration and credit rating as determined by the nationally-recognized rating agencies, adjusted for lack of trading volume.

<sup>2</sup> Interest rate yields used to value investment grade tax-exempt securities represent a spread of 352 to 467 basis points over average yields for comparable tax-exempt securities.

<sup>3</sup> Represents fair value as a percentage of par value.

<sup>4</sup> Interest rate yields used to value investment grade taxable securities based on comparable short-term taxable securities which are generally yielding less than 3 percent.

A summary of quantitative information about Recurring Fair Value Measurements based on Significant Unobservable Inputs (Level 3) as of December 31, 2016 follows (in thousands):

	Par Value	Amortized Cost/Unpaid Principal Balance	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)	
Available for sale securities							
Municipal and other tax-exempt securities	\$6,195	\$ 6,163	\$5,789	Discounted cash flows	<sup>1</sup> Interest rate spread	5.91%-6.21% (6.16%)	<sup>2</sup>
						90.00%-93.40% (92.20%)	<sup>3</sup>
Other debt securities	4,400	4,400	4,152	Discounted cash flows	<sup>1</sup> Interest rate spread	6.01%-6.26% (6.23%)	<sup>4</sup>
							<sup>3</sup>

94.34% - 94.36  
(94.36%)

Residential mortgage loans held for sale	N/A	12,431	11,617	Quoted prices of loans sold in securitization transactions, with a liquidity discount applied	Liquidity discount applied to the market value of a mortgage loans qualifying for sale to U.S. government agencies.	93.45%
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Discounted cash flows developed using discount rates primarily based on reference to interest rate spreads for  
<sup>1</sup> comparable securities of similar duration and credit rating as determined by the nationally-recognized rating  
agencies, adjusted for lack of trading volume.

<sup>2</sup> Interest rate yields used to value investment grade tax-exempt securities represent a spread of 467 to 525 basis  
points over average yields for comparable tax-exempt securities.

<sup>3</sup> Represents fair value as a percentage of par value.

<sup>4</sup> Interest rate yields used to value investment grade taxable securities based on comparable short-term taxable  
securities which are generally yielding less than 1 percent.

A summary of quantitative information about Recurring Fair Value Measurements based on Significant Unobservable Inputs (Level 3) as of September 30, 2016 follows (in thousands):

	Par Value	Amortized Cost	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)	
Available for sale securities							
Municipal and other tax-exempt securities	\$6,195	\$ 6,162	\$5,713	Discounted cash flows	<sup>1</sup> Interest rate spread	5.60%-5.90% (5.85%)	<sup>2</sup>
						90.00%-93.79% (92.22%)	<sup>3</sup>
						5.98%-6.03% (6.02%)	<sup>4</sup>
Other debt securities	4,400	4,400	4,151	Discounted cash flows	<sup>1</sup> Interest rate spread	94.34% - 94.34% (94.34%)	<sup>3</sup>
Residential mortgage loans held for sale	N/A	9,957	9,301	Quoted prices of loans sold in securitization transactions, with a liquidity discount applied	Liquidity discount applied to the market value of a mortgage loans qualifying for sale to U.S. government agencies.	93.41%	

Discounted cash flows developed using discount rates primarily based on reference to interest rate spreads for comparable securities of similar duration and credit rating as determined by the nationally-recognized rating agencies, adjusted for lack of trading volume.

<sup>2</sup> Interest rate yields used to value investment grade tax-exempt securities represent a spread of 437 to 484 basis points over average yields for comparable tax-exempt securities.

<sup>3</sup> Represents fair value as a percentage of par value.

<sup>4</sup> Interest rate yields used to value investment grade taxable securities based on comparable short-term taxable securities which are generally yielding less than 1 percent.

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

Assets measured at fair value on a non-recurring basis include collateral for certain impaired loans and real property and other assets acquired to satisfy loans, which are based primarily on comparisons to completed sales of similar assets.

The following represents the carrying value of assets measured at fair value on a non-recurring basis (and related losses) during the period. The carrying value represents only those assets with a balance at September 30, 2017 for which the fair value was adjusted during the nine months ended September 30, 2017:

Carrying Value at September 30, 2017	Fair Value Adjustments for the				
	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2017		
	Recognized in:				
Quoted Prices of Significant Observable Inputs	Significant Unobservable Inputs	Gross charge-off against	Net losses and expenses of	Gross charge-off against	Net losses and expenses of

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	in Inputs		allowancerepossessed	allowancerepossessed
	Active		for assets, net	for loan assets, net
	Markets		loan	losses
	for		losses	
	Identical			
	Instruments			
Impaired loans	\$-\$ 423	\$ 10,960	\$4,397	\$ —\$ 5,058
Real estate and other repossessed assets	—4,392	6,845	— 4,683	— 4,915

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The following represents the carrying value of assets measured at fair value on a non-recurring basis (and related losses) during the period. The carrying value represents only those assets with a balance at September 30, 2016 for which the fair value was adjusted during the nine months ended September 30, 2016:

	Carrying Value at September 30, 2016		Fair Value		Nine Months Ended September 30, 2016 Recognized in:		
			Adjustments for the Three Months Ended September 30, 2016 Recognized in:				
	Quoted Prices in Significant Markets for Identical Instruments	Other Observable Inputs	Significant Unobservable Inputs	Gross charge-offs against allowance for loan losses	Net losses and expenses of repossessed assets, net	Gross charge-offs against allowance for loan losses	Net losses and expenses of repossessed assets, net
Impaired loans	\$ 436	\$ 23,089	\$ 6,334	\$ —	—	\$ 30,200	\$ —
Real estate and other repossessed assets	—	6,048	1,927	—	480	—	1,260

The fair value of collateral-dependent impaired loans secured by real estate and real estate and other repossessed assets and the related fair value adjustments are generally based on unadjusted third-party appraisals. Our appraisal review policies require appraised values to be supported by observed inputs derived principally from or corroborated by observable market data. Appraisals that are not based on observable inputs or that require significant adjustments or fair value measurements that are not based on third-party appraisals are considered to be based on significant unobservable inputs. Non-recurring fair value measurements of collateral-dependent impaired loans and real estate and other repossessed assets based on significant unobservable inputs are generally due to estimates of current fair values between appraisal dates. Significant unobservable inputs include listing prices for the same or comparable assets, uncorroborated expert opinions or management's knowledge of the collateral or industry. Non-recurring fair value measurements of collateral dependent loans secured by mineral rights are generally determined by our internal staff of engineers on projected cash flows under current market conditions and are based on significant unobservable inputs. Projected cash flows are discounted according to risk characteristics of the underlying oil and gas properties. Assets are evaluated to demonstrate with reasonable certainty that crude oil, natural gas and natural gas liquids can be recovered from known oil and gas reservoirs under existing economic and operating conditions at current prices with existing conventional equipment, operating methods and costs. Significant unobservable inputs are developed by asset management and workout professionals and approved by senior Credit Administration executives.

A summary of quantitative information about Non-recurring Fair Value Measurements based on Significant Unobservable Inputs (Level 3) as of September 30, 2017 follows (in thousands):

	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Impaired loans	\$ 10,960	Discounted cash flows	Recoverable oil and gas reserves, forward-looking commodity prices, estimated operating costs	64% - 88% (68%) <sup>1</sup>
Real estate and other repossessed assets	6,845	Appraised value, as adjusted	Recoverable oil and gas reserves, forward-looking commodity prices, estimated operating costs	N/A

<sup>1</sup> Represents fair value as a percentage of the unpaid principal balance.

A summary of quantitative information about Non-recurring Fair Value Measurements based on Significant Unobservable Inputs (Level 3) as of September 30, 2016 follows (in thousands):

	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Impaired loans	\$ 23,089	Discounted cash flows	Recoverable oil and gas reserves, forward-looking commodity prices, estimated operating costs	23% - 59% (43%) <sup>1</sup>
Real estate and other repossessed assets	1,927	Appraised value, as adjusted	Marketability adjustments off appraised value <sup>2</sup>	68% - 80% (71%)

<sup>1</sup> Represents fair value as a percentage of the unpaid principal balance.

<sup>2</sup> Marketability adjustments include consideration of estimated costs to sell which is approximately 10% of the fair value.

## Fair Value of Financial Instruments

The following table presents the carrying values and estimated fair values of all financial instruments, including those financial assets and liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis as of September 30, 2017 (dollars in thousands):

	Carrying Value	Estimated Fair Value	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and due from banks	\$547,203	\$547,203	\$547,203	\$ —	—
Interest-bearing cash and cash equivalents	1,926,779	1,926,779	1,926,779	—	—
Trading securities:				—	
U.S. government agency debentures	30,162	30,162	—	30,162	—
U.S. government agency residential mortgage-backed securities	516,760	516,760	—	516,760	—
Municipal and other tax-exempt securities	56,148	56,148	—	56,148	—
Other trading securities	11,047	11,047	—	11,047	—
Total trading securities	614,117	614,117	—	614,117	—
Investment securities:					
Municipal and other tax-exempt securities	246,000	249,250	—	249,250	—
U.S. government agency residential mortgage-backed securities	16,926	17,458	—	17,458	—
Other debt securities	203,636	223,187	—	223,187	—
Total investment securities	466,562	489,895	—	489,895	—
Available for sale securities:					
U.S. Treasury	999	999	999	—	—
Municipal and other tax-exempt securities	28,368	28,368	—	23,583	4,785
U.S. government agency residential mortgage-backed securities	5,326,384	5,326,384	—	5,326,384	—
Privately issued residential mortgage-backed securities	99,994	99,994	—	99,994	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,889,346	2,889,346	—	2,889,346	—
Other debt securities	4,153	4,153	—	—	4,153
Perpetual preferred stock	16,245	16,245	—	16,245	—
Equity securities and mutual funds	17,710	17,710	2,578	15,132	—
Total available for sale securities	8,383,199	8,383,199	3,577	8,370,684	48,938
Fair value option securities – U.S. government agency residential mortgage-backed securities	819,531	819,531	—	819,531	—
Residential mortgage loans held for sale	275,643	275,643	—	263,543	12,100
Loans:					
Commercial	10,795,934	10,574,720	—	—	10,574,720
Commercial real estate	3,518,142	3,467,009	—	—	3,467,009
Residential mortgage	1,945,750	1,958,632	—	—	1,958,632
Personal	947,008	938,819	—	—	938,819
Total loans	17,206,834	16,939,180	—	—	16,939,180
Allowance for loan losses	(247,703)	—	—	—	—

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Loans, net of allowance	16,959,131	16,939,180	—	—	16,939,180
Mortgage servicing rights	245,858	245,858	—	—	245,858
Derivative instruments with positive fair value, net of cash collateral	352,559	352,559	8,498	344,061	—
Deposits with no stated maturity	19,675,790	19,675,790	—	—	19,675,790
Time deposits	2,172,289	2,138,367	—	—	2,138,367
Other borrowed funds	6,631,820	6,609,642	—	—	6,609,642
Subordinated debentures	144,668	146,693	—	146,693	—
Derivative instruments with negative fair value, net of cash collateral	336,327	336,327	6,903	329,424	—

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The following table presents the carrying values and estimated fair values of all financial instruments, including those financial assets and liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis as of December 31, 2016 (dollars in thousands):

	Carrying Value	Estimated Fair Value	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and due from banks	\$ 620,846	\$ 620,846	\$ 620,846	\$ —	\$ —
Interest-bearing cash and cash equivalents	1,916,651	1,916,651	1,916,651	—	—
Trading securities:				—	
U.S. government agency debentures	6,234	6,234	—	6,234	—
U.S. government agency residential mortgage-backed securities	310,067	310,067	—	310,067	—
Municipal and other tax-exempt securities	14,427	14,427	—	14,427	—
Other trading securities	6,900	6,900	—	6,900	—
Total trading securities	337,628	337,628	—	337,628	—
Investment securities:					
Municipal and other tax-exempt securities	320,364	321,225	—	321,225	—
U.S. government agency residential mortgage-backed securities	20,777	21,473	—	21,473	—
Other debt securities	205,004	222,795	—	222,795	—
Total investment securities	546,145	565,493	—	565,493	—
Available for sale securities:					
U.S. Treasury	999	999	999	—	—
Municipal and other tax-exempt securities	40,993	40,993	—	35,204	5,789
U.S. government agency residential mortgage-backed securities	5,460,386	5,460,386	—	5,460,386	—
Privately issued residential mortgage-backed securities	115,535	115,535	—	115,535	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	3,017,933	3,017,933	—	3,017,933	—
Other debt securities	4,152	4,152	—	—	4,152
Perpetual preferred stock	18,474	18,474	—	18,474	—
Equity securities and mutual funds	18,357	18,357	3,495	14,862	—
Total available for sale securities	8,676,829	8,676,829	4,494	8,662,394	9,941
Fair value option securities – U.S. government agency residential mortgage-backed securities	77,046	77,046	—	77,046	—
Residential mortgage loans held for sale	301,897	301,897	—	290,280	11,617
Loans:					
Commercial	10,390,824	10,437,016	—	—	10,437,016
Commercial real estate	3,809,046	3,850,981	—	—	3,850,981
Residential mortgage	1,949,832	2,025,159	—	—	2,025,159
Personal	839,958	864,904	—	—	864,904
Total loans	16,989,660	17,178,060	—	—	17,178,060
Allowance for loan losses	(246,159 )	—	—	—	—
Loans, net of allowance	16,743,501	17,178,060	—	—	17,178,060
Mortgage servicing rights	247,073	247,073	—	—	247,073

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Derivative instruments with positive fair value, net of cash collateral	689,872	689,872	7,541	682,331	—
Deposits with no stated maturity	20,526,295	20,526,295	—	—	20,526,295
Time deposits	2,221,800	2,218,303	—	—	2,218,303
Other borrowed funds	5,572,662	5,556,327	—	—	5,556,327
Subordinated debentures	144,640	128,903	—	128,903	—
Derivative instruments with negative fair value, net of cash collateral	664,531	664,531	6,972	657,559	—

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The following table presents the carrying values and estimated fair values of all financial instruments, including those financial assets and liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis as of September 30, 2016 (dollars in thousands):

	Carrying Value	Estimated Fair Value	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and due from banks	\$ 535,916	\$ 535,916	\$ 535,916	\$ —	\$ —
Interest-bearing cash and cash equivalents	2,080,978	2,080,978	2,080,978	—	—
Trading securities:					
U.S. government agency debentures	15,705	15,705	—	15,705	—
U.S. government agency residential mortgage-backed securities	464,749	464,749	—	464,749	—
Municipal and other tax-exempt securities	54,856	54,856	—	54,856	—
Other trading securities	11,305	11,305	—	11,305	—
Total trading securities	546,615	546,615	—	546,615	—
Investment securities:					
Municipal and other tax-exempt securities	323,225	327,788	—	327,788	—
U.S. government agency residential mortgage-backed securities	22,166	23,452	—	23,452	—
Other debt securities	201,066	229,070	—	229,070	—
Total investment securities	546,457	580,310	—	580,310	—
Available for sale securities:					
U.S. Treasury	1,002	1,002	1,002	—	—
Municipal and other tax-exempt securities	42,092	42,092	—	36,379	5,713
U.S. government agency residential mortgage-backed securities	5,668,672	5,668,672	—	5,668,672	—
Privately issued residential mortgage-backed securities	121,603	121,603	—	121,603	—
Commercial mortgage-backed securities guaranteed by U.S. government agencies	2,986,495	2,986,495	—	2,986,495	—
Other debt securities	4,151	4,151	—	—	4,151
Perpetual preferred stock	19,578	19,578	—	19,578	—
Equity securities and mutual funds	18,690	18,690	3,544	15,146	—
Total available for sale securities	8,862,283	8,862,283	4,546	8,847,873	9,864
Fair value option securities:					
U.S. Treasury	222,409	222,409	222,409	—	—
U.S. government agency residential mortgage-backed securities	—	—	—	—	—
Total fair value option securities	222,409	222,409	222,409	—	—
Residential mortgage loans held for sale	447,592	447,592	—	438,291	9,301
Loans:					
Commercial	10,120,163	9,926,548	—	—	9,926,548
Commercial real estate	3,793,598	3,769,427	—	—	3,769,427
Residential mortgage	1,872,793	1,905,786	—	—	1,905,786
Personal	678,232	671,421	—	—	671,421
Total loans	16,464,786	16,273,182	—	—	16,273,182

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Allowance for loan losses	(245,103 )	—	—	—	—
Loans, net of allowance	16,219,683	16,273,182	—	—	16,273,182
Mortgage servicing rights	203,621	203,621	—	—	203,621
Derivative instruments with positive fair value, net of cash collateral	655,078	655,078	5,575	649,503	—
Deposits with no stated maturity	18,925,873	18,925,873	—	—	18,925,873
Time deposits	2,169,631	2,163,947	—	—	2,163,947
Other borrowed funds	7,147,047	7,079,737	—	—	7,079,737
Subordinated debentures	144,631	148,360	—	148,360	—
Derivative instruments with negative fair value, net of cash collateral	573,987	573,987	1,308	572,679	—

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Because no market exists for certain of these financial instruments and management does not intend to sell these financial instruments, the fair values shown in the tables above may not represent values at which the respective financial instruments could be sold individually or in the aggregate at the given reporting date.

The following methods and assumptions were used in estimating the fair value of these financial instruments:

#### Cash and Cash Equivalents

The book value reported in the consolidated balance sheets for cash and short-term instruments approximates those assets' fair values.

#### Securities

The fair values of securities are generally based on Significant Other Observable Inputs such as quoted prices for comparable instruments or interest rates and credit spreads, yield curves, volatilities, prepayment speeds and loss severities.

#### Loans

The fair value of loans, excluding loans held for sale, are based on discounted cash flow analyses using interest rates and credit and liquidity spreads currently being offered for loans with similar remaining terms to maturity and risk, adjusted for the impact of interest rate floors and ceilings, which are classified as Significant Unobservable Inputs. The fair values of loans were estimated to approximate their discounted cash flows less loan loss allowances allocated to these loans of \$220 million at September 30, 2017, \$218 million at December 31, 2016 and \$217 million at September 30, 2016. A summary of assumptions used in determining the fair value of loans follows:

	Range of Contractual Yields	Average Re-pricing (in years)	Discount Rate
September 30, 2017:			
Commercial	0.38% - 30.00%	0.62	0.78% - 4.59%
Commercial real estate	0.38% - 18.00%	0.77	1.04% - 4.38%
Residential mortgage	1.74% - 18.00%	2.12	1.79% - 4.09%
Personal	0.25% - 21.00%	0.24	0.55% - 4.78%
December 31, 2016:			
Commercial	0.38% - 30.00%	0.70	0.64% - 4.60%
Commercial real estate	0.38% - 18.00%	0.71	0.94% - 4.27%
Residential mortgage	1.74% - 18.00%	2.27	1.71% - 4.26%
Personal	0.25% - 21.00%	0.40	1.03% - 4.59%
September 30, 2016:			
Commercial	0.38% - 30.00%	0.69	0.54% - 3.93%
Commercial real estate	0.38% - 18.00%	0.72	0.80% - 3.90%
Residential mortgage	1.74% - 18.00%	1.95	1.57% - 3.55%
Personal	0.25% - 21.00%	0.35	0.75% - 4.15%

#### Deposits

The fair values of time deposits are based on discounted cash flow analyses using interest rates currently being offered on similar transactions which are considered Significant Unobservable Inputs. Estimated fair value of deposits with no stated maturity, which includes demand deposits, transaction deposits, money market deposits and savings accounts, is equal to the amount payable on demand. Although market premiums paid reflect an additional value for these low cost deposits, adjusting fair value for the expected benefit of these deposits is prohibited. Accordingly, the positive effect of such deposits is not included in the tables above.

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A summary of assumptions used in determining the fair value of time deposits follows:

	Range of Contractual Yields	Average Re-pricing (in years)	Discount Rate
September 30, 2017	0.03% - 9.64%	1.95	1.86% - 2.18%
December 31, 2016	0.02% - 9.65%	1.96	1.57% - 2.00%
September 30, 2016	0.03% - 9.65%	2.10	1.37% - 1.66%

#### Other Borrowings and Subordinated Debentures

The fair values of these instruments are based upon discounted cash flow analyses using interest rates currently being offered on similar instruments, which are considered Significant Unobservable Inputs. A summary of assumptions used in determining the fair value of other borrowings and subordinated debentures follows:

	Range of Contractual Yields	Average Re-pricing (in years)	Discount Rate
September 30, 2017:			
Other borrowed funds	0.25% - 6.25%	0.02	1.06% - 3.70%
Subordinated debentures	5.38%	16.85	4.96%
December 31, 2016:			
Other borrowed funds	0.25% - 3.50%	0.00	0.55% - 3.22%
Subordinated debentures	5.38%	16.86	6.11%
September 30, 2016:			
Other borrowed funds	0.25% - 3.81%	0.02	0.29% - 2.99%
Subordinated debentures	5.38%	18.37	5.38%

#### Off-Balance Sheet Instruments

The fair values of commercial loan commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements. The fair values of these off-balance sheet instruments were not significant at September 30, 2017, December 31, 2016 or September 30, 2016.

#### Fair Value Election

As more fully disclosed in Note 2 and Note 6 to the Consolidated Financial Statements, the Company has elected to carry all residential mortgage-backed securities guaranteed by U.S. government agencies and U.S. Treasury securities held as economic hedges against changes in the fair value of mortgage servicing rights and all residential mortgage loans originated for sale at fair value. Changes in the fair value of these financial instruments are recognized in earnings.

## (12) Federal and State Income Taxes

The reconciliations of income attributable to continuing operations at the U.S. federal statutory tax rate to income tax expense are as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Amount:				
Federal statutory tax	\$44,880	\$37,474	\$137,048	\$93,189
Tax exempt revenue	(3,001 )	(2,391 )	(9,336 )	(7,491 )
Effect of state income taxes, net of federal benefit	2,486	1,364	7,875	5,222
Utilization of tax credits:				
Low-income housing tax credit, net of amortization	(23 )	(623 )	(2,272 )	(2,505 )
Other tax credits	(364 )	(522 )	(1,091 )	(1,564 )
Bank-owned life insurance	(705 )	(813 )	(2,252 )	(2,414 )
Share-based compensation	(169 )	—	(2,470 )	—
Other, net	(666 )	(2,533 )	744	(556 )
Total income tax expense	\$42,438	\$31,956	\$128,246	\$83,881

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Percent of pretax income:				
Federal statutory tax	35.0 %	35.0 %	35.0 %	35.0 %
Tax exempt revenue	(2.3 )	(2.2 )	(2.4 )	(2.8 )
Effect of state income taxes, net of federal benefit	1.9	1.3	2.0	2.0
Utilization of tax credits:				
Low-income housing tax credit, net of amortization	—	(0.6 )	(0.6 )	(0.9 )
Other tax credits	(0.3 )	(0.5 )	(0.3 )	(0.6 )
Bank-owned life insurance	(0.5 )	(0.8 )	(0.6 )	(0.9 )
Share-based compensation	(0.1 )	—	(0.6 )	—
Other, net	(0.6 )	(2.4 )	0.3	(0.3 )
Total	33.1 %	29.8 %	32.8 %	31.5 %

## (13) Subsequent Events

The Company evaluated events from the date of the consolidated financial statements on September 30, 2017 through the issuance of those consolidated financial statements included in this Quarterly Report on Form 10-Q. No events were identified requiring recognition in and/or disclosure in the consolidated financial statements.



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Nine-Month Financial Summary – Unaudited  
 Consolidated Daily Average Balances, Average Yields and Rates  
 (In Thousands, Except Per Share Data)

	Nine Months Ended			September 30, 2016		
	September 30, 2017			September 30, 2016		
	Average Balance	Revenue/Expense	Yield/Rate	Average Balance	Revenue/Expense	Yield/Rate
<b>Assets</b>						
Interest-bearing cash and cash equivalents	\$2,020,003	\$15,817	1.05%	\$2,040,978	\$7,926	0.52%
Trading securities	508,741	13,008	3.55%	264,525	4,659	2.48%
<b>Investment securities</b>						
Taxable	220,892	8,886	5.36%	227,136	9,244	5.43%
Tax-exempt	280,910	5,300	2.52%	340,292	5,713	2.24%
Total investment securities	501,802	14,186	3.77%	567,428	14,957	3.52%
<b>Available for sale securities</b>						
Taxable	8,407,421	130,426	2.09%	8,831,032	130,790	2.02%
Tax-exempt	51,891	2,019	5.58%	70,205	2,605	5.15%
Total available for sale securities	8,459,312	132,445	2.11%	8,901,237	133,395	2.04%
Fair value option securities	526,714	10,985	2.77%	361,623	6,182	2.11%
Restricted equity securities	312,365	13,534	5.78%	316,563	12,684	5.34%
Residential mortgage loans held for sale	240,822	6,317	3.55%	379,174	9,823	3.49%
<b>Loans</b>						
Allowance for loan losses	(250,538 )			(242,508 )		
Loans, net of allowance	16,923,912	523,764	4.14%	15,992,563	436,966	3.65%
Total earning assets	29,493,671	730,056	3.32%	28,824,091	626,592	2.92%
Receivable on unsettled securities sales	72,888			141,957		
Cash and other assets	3,210,879			3,083,135		
Total assets	\$32,777,438			\$32,049,183		
<b>Liabilities and equity</b>						
<b>Interest-bearing deposits:</b>						
Transaction	\$10,246,125	\$19,713	0.26%	\$9,666,048	\$9,994	0.14%
Savings	455,740	272	0.08%	411,568	295	0.10%
Time	2,213,090	18,521	1.12%	2,286,844	20,062	1.17%
Total interest-bearing deposits	12,914,955	38,506	0.40%	12,364,460	30,351	0.33%
Funds purchased	56,161	276	0.66%	83,668	142	0.23%
Repurchase agreements	436,882	240	0.07%	598,631	214	0.05%
Other borrowings	5,825,764	47,026	1.08%	6,002,018	25,587	0.57%
Subordinated debentures	144,653	6,098	5.64%	238,415	4,056	2.27%
Total interest-bearing liabilities	19,378,415	92,146	0.64%	19,287,192	60,350	0.42%
Non-interest bearing demand deposits	9,277,820			8,255,859		
Due on unsettled securities purchases	131,571			150,994		
Other liabilities	581,901			1,001,282		
Total equity	3,407,731			3,353,856		
Total liabilities and equity	\$32,777,438			\$32,049,183		
Tax-equivalent Net Interest Revenue		\$637,910	2.68%		\$566,242	2.50%
Tax-equivalent Net Interest Revenue to Earning Assets			2.90%			2.64%
Less tax-equivalent adjustment		13,072			13,212	
Net Interest Revenue		624,838			553,030	
Provision for credit losses		—			65,000	
Other operating revenue		528,258			530,266	

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Other operating expense	761,530	752,043
Income before taxes	391,566	266,253
Federal and state income taxes	128,246	83,881
Net income	263,320	182,372
Net income (loss) attributable to non-controlling interests	1,168	(270 )
Net income attributable to BOK Financial Corp. shareholders	\$262,152	\$182,642
Earnings Per Average Common Share Equivalent:		
Net income:		
Basic	\$4.01	\$2.77
Diluted	\$4.00	\$2.76

Yield calculations are shown on a tax equivalent at the statutory federal and state rates for the periods presented. The yield calculations exclude security trades that have been recorded on trade date with no corresponding interest income and the unrealized gains and losses. The yield calculation also includes average loan balances for which the accrual of interest has been discontinued and are net of unearned income. Yield / rate calculations are generally based on the conventions that determine how interest income and expense is accrued.

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Quarterly Financial Summary – Unaudited

Consolidated Daily Average Balances, Average Yields and Rates

(In Thousands, Except Per Share Data)

	Three Months Ended			Three Months Ended		
	September 30, 2017			June 30, 2017		
	Average Balance	Revenue/ Expense	Yield/ Rate	Average Balance	Revenue/ Expense	Yield/ Rate
<b>Assets</b>						
Interest-bearing cash and cash equivalents	\$1,965,645	\$6,375	1.29%	\$2,007,746	\$5,198	1.04%
Trading securities	491,613	4,122	3.47%	456,028	3,517	3.23%
<b>Investment securities</b>						
Taxable	221,609	2,942	5.31%	219,385	2,931	5.34%
Tax-exempt	254,096	1,650	2.60%	279,987	1,757	2.51%
Total investment securities	475,705	4,592	3.86%	499,372	4,688	3.76%
<b>Available for sale securities</b>						
Taxable	8,381,536	44,579	2.16%	8,332,709	42,920	2.09%
Tax-exempt	46,817	566	5.27%	51,348	725	6.09%
Total available for sale securities	8,428,353	45,145	2.17%	8,384,057	43,645	2.11%
Fair value option securities	684,571	5,066	2.97%	476,102	3,539	2.92%
Restricted equity securities	328,677	4,826	5.87%	295,743	4,399	5.95%
Residential mortgage loans held for sale	256,343	2,095	3.36%	245,401	2,386	3.92%
<b>Loans</b>						
Allowance for loan losses	(250,590 )			(251,632 )		
Loans, net of allowance	17,006,073	187,506	4.38%	16,877,901	172,139	4.09%
Total earning assets	29,636,980	259,727	3.50%	29,242,350	239,511	3.30%
Receivable on unsettled securities sales	76,622			79,248		
Cash and other assets	3,294,568			3,046,973		
Total assets	\$33,008,170			\$32,368,571		
<b>Liabilities and equity</b>						
<b>Interest-bearing deposits:</b>						
Transaction	\$10,088,522	\$8,062	0.32%	\$10,087,640	\$6,437	0.26%
Savings	464,130	90	0.08%	461,586	95	0.08%
Time	2,176,820	6,378	1.16%	2,204,422	6,090	1.11%
Total interest-bearing deposits	12,729,472	14,530	0.45%	12,753,648	12,622	0.40%
Funds purchased	49,774	116	0.92%	63,263	96	0.61%
Repurchase agreements	361,512	140	0.15%	427,353	68	0.06%
Other borrowings	6,162,641	20,105	1.29%	5,572,031	15,188	1.09%
Subordinated debentures	144,663	2,070	5.68%	144,654	2,003	5.55%
Total interest-bearing liabilities	19,448,062	36,961	0.75%	18,960,949	29,977	0.63%
Non-interest bearing demand deposits	9,389,849			9,338,683		
Due on unsettled securities purchases	145,155			157,438		
Other liabilities	540,463			502,068		
Total equity	3,484,641			3,409,433		
Total liabilities and equity	\$33,008,170			\$32,368,571		
Tax-equivalent Net Interest Revenue		\$222,766	2.75%		\$209,534	2.67%
Tax-equivalent Net Interest Revenue to Earning Assets			3.01%			2.89%
Less tax-equivalent adjustment		4,314			4,330	
Net Interest Revenue		218,452			205,204	
Provision for credit losses		—			—	

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Other operating revenue	175,710	182,252
Other operating expense	265,934	250,885
Income before taxes	128,228	136,571
Federal and state income taxes	42,438	47,705
Net income	85,790	88,866
Net income (loss) attributable to non-controlling interests	141	719
Net income attributable to BOK Financial Corp. shareholders	\$85,649	\$88,147
Earnings Per Average Common Share Equivalent:		
Basic	\$1.31	\$1.35
Diluted	\$1.31	\$1.35

Yield calculations are shown on a tax equivalent at the statutory federal and state rates for the periods presented. The yield calculations exclude security trades that have been recorded on trade date with no corresponding interest income and the unrealized gains and losses. The yield calculation also includes average loan balances for which the accrual of interest has been discontinued and are net of unearned income. Yield / rate calculations are generally based on the conventions that determine how interest income and expense is accrued.

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Three Months Ended

March 31, 2017			December 31, 2016			September 30, 2016		
Average Balance	Revenue /Expense	Yield / Rate	Average Balance	Revenue / Expense	Yield / Rate	Average Balance	Revenue / Expense	Yield / Rate
\$2,087,964	\$4,244	0.82 %	\$2,032,785	\$2,800	0.55 %	\$2,047,991	\$2,651	0.51 %
579,549	5,369	3.87 %	476,498	4,554	3.91 %	366,545	3,157	2.71 %
221,684	3,013	5.44 %	224,376	3,024	5.39 %	224,518	3,000	5.34 %
309,252	1,893	2.45 %	318,493	1,854	2.33 %	328,074	1,851	2.26 %
530,936	4,906	3.70 %	542,869	4,878	3.60 %	552,592	4,851	3.51 %
8,509,423	42,927	2.02 %	8,706,449	42,482	1.98 %	8,795,869	42,513	1.99 %
57,626	728	5.37 %	60,106	748	5.27 %	66,721	867	5.47 %
8,567,049	43,655	2.05 %	8,766,555	43,230	2.00 %	8,862,590	43,380	2.01 %
416,524	2,380	2.27 %	210,733	541	0.99 %	266,998	1,531	1.70 %
312,498	4,309	5.52 %	334,114	4,554	5.45 %	335,812	4,510	5.37 %
220,325	1,836	3.35 %	345,066	2,835	3.31 %	445,930	3,615	3.28 %
17,135,825	164,119	3.88 %	16,723,588	156,734	3.67 %	16,447,750	150,077	3.63 %
(249,379 )			(246,977 )			(247,901 )		
16,886,446	164,119	3.94 %	16,476,611	156,734	3.72 %	16,199,849	150,077	3.69 %
29,601,291	230,818	3.15 %	29,185,231	220,126	2.98 %	29,078,307	213,772	2.93 %
62,641			33,813			259,906		
3,291,057			3,742,032			3,308,260		
\$32,954,989			\$32,961,076			\$32,646,473		
\$10,567,475	\$5,214	0.20 %	\$9,980,132	\$3,912	0.16 %	\$9,650,618	\$3,417	0.14 %
441,254	87	0.08 %	421,654	91	0.09 %	420,009	100	0.09 %
2,258,930	6,053	1.09 %	2,177,035	6,140	1.12 %	2,197,350	6,295	1.14 %
13,267,659	11,354	0.35 %	12,578,821	10,143	0.32 %	12,267,977	9,812	0.32 %
55,508	64	0.47 %	62,004	44	0.28 %	68,280	33	0.19 %
523,561	32	0.02 %	560,891	34	0.02 %	522,822	53	0.04 %
5,737,955	11,733	0.83 %	6,072,150	9,315	0.61 %	6,342,369	9,105	0.57 %
144,644	2,025	5.68 %	144,635	2,003	5.51 %	255,890	2,468	3.84 %
19,729,327	25,208	0.52 %	19,418,501	21,539	0.44 %	19,457,338	21,471	0.44 %
9,101,763			9,124,595			8,497,037		
91,529			77,575			200,574		
704,978			1,004,212			1,099,858		
3,327,392			3,336,193			3,391,666		
\$32,954,989			\$32,961,076			\$32,646,473		
	\$205,610	2.63 %		\$198,587	2.54 %		\$192,301	2.49 %
		2.81 %			2.69 %			2.64 %
	4,428			4,389			4,455	
	201,182			194,198			187,846	
	—			—			10,000	
	170,296			143,754			187,310	
	244,711			265,547			258,088	
	126,767			72,405			107,068	

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38,103	22,496	31,956
88,664	49,909	75,112
308	(117 )	835
\$88,356	\$50,026	\$74,277
\$1.35	\$0.76	\$1.13
\$1.35	\$0.76	\$1.13

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Quarterly Earnings Trends – Unaudited  
(In thousands, except share and per share data)

	Three Months Ended				
	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016
Interest revenue	\$255,413	\$235,181	\$226,390	\$215,737	\$209,317
Interest expense	36,961	29,977	25,208	21,539	21,471
Net interest revenue	218,452	205,204	201,182	194,198	187,846
Provision for credit losses	—	—	—	—	10,000
Net interest revenue after provision for credit losses	218,452	205,204	201,182	194,198	177,846
Other operating revenue					
Brokerage and trading revenue	33,169	31,764	33,623	28,500	38,006
Transaction card revenue	37,826	35,296	32,127	34,521	33,933
Fiduciary and asset management revenue	40,687	41,808	38,631	34,535	34,073
Deposit service charges and fees	23,209	23,354	23,030	23,365	23,668
Mortgage banking revenue	24,890	30,276	25,191	28,414	38,516
Other revenue	13,670	14,984	11,752	12,693	13,080
Total fees and commissions	173,451	177,482	164,354	162,028	181,276
Other gains, net	(1,283 )	6,108	3,627	(1,279 )	2,442
Gain (loss) on derivatives, net	1,033	3,241	(450 )	(35,815 )	2,226
Gain (loss) on fair value option securities, net	661	1,984	(1,140 )	(20,922 )	(3,355 )
Change in fair value of mortgage servicing rights	(639 )	(6,943 )	1,856	39,751	2,327
Gain (loss) on available for sale securities, net	2,487	380	2,049	(9 )	2,394
Total other operating revenue	175,710	182,252	170,296	143,754	187,310
Other operating expense					
Personnel	147,910	143,744	136,425	141,132	139,212
Business promotion	7,105	7,738	6,717	7,344	6,839
Charitable contributions to BOKF Foundation	—	—	—	2,000	—
Professional fees and services	11,887	12,419	11,417	16,828	14,038
Net occupancy and equipment	21,325	21,125	21,624	21,470	20,111
Insurance	6,005	689	6,404	8,705	9,390
Data processing and communications	37,327	36,330	34,902	33,691	33,331
Printing, postage and supplies	3,917	4,140	3,851	3,998	3,790
Net losses (gains) and operating expenses of repossessed assets	6,071	2,267	1,009	1,627	(926 )
Amortization of intangible assets	1,744	1,803	1,802	1,558	1,521
Mortgage banking costs	13,450	12,072	13,003	17,348	15,963
Other expense	9,193	8,558	7,557	9,846	14,819
Total other operating expense	265,934	250,885	244,711	265,547	258,088
Net income before taxes	128,228	136,571	126,767	72,405	107,068
Federal and state income taxes	42,438	47,705	38,103	22,496	31,956
Net income	85,790	88,866	88,664	49,909	75,112
Net income (loss) attributable to non-controlling interests	141	719	308	(117 )	835
Net income attributable to BOK Financial Corporation shareholders	\$85,649	\$88,147	\$88,356	\$50,026	\$74,277
Earnings per share:					
Basic	\$1.31	\$1.35	\$1.35	\$0.76	\$1.13



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Diluted	\$1.31	\$1.35	\$1.35	\$0.76	\$1.13
Average shares used in computation:					
Basic	64,742,822	64,729,752	64,715,964	64,719,018	65,085,392
Diluted	64,805,172	64,793,134	64,783,737	64,787,728	65,157,841

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## PART II. Other Information

## Item 1. Legal Proceedings

See discussion of legal proceedings at Note 7 to the Consolidated Financial Statements.

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

The following table provides information with respect to purchases made by or on behalf of the Company or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of the Company’s common stock during the three months ended September 30, 2017.

Period	Total Number of Shares Purchased <sup>2</sup>	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>1</sup>	Maximum Number of Shares that May Yet Be Purchased Under the Plans
July 1 to July 31, 2017	—	\$ —	—	2,120,757
August 1 to August 31, 2017	—	\$ —	—	2,120,757
September 1 to September 30, 2017	—	\$ —	—	2,120,757
Total	—	—	—	—

<sup>1</sup> On October 1, 2015, the Company's board of directors authorized the Company to repurchase up to five million shares of the Company's common stock. As of September 30, 2017, the Company had repurchased 2,879,243 shares under this plan. Future repurchases of the Company's common stock will vary based on market conditions, regulatory limitations and other factors.

<sup>2</sup> The Company routinely repurchases mature shares from employees to cover the exercise price and taxes in connection with employee equity compensation.

## Item 6. Exhibits

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets, (ii) the 101 Consolidated Statements of Earnings, (iii) the Consolidated Statements of Changes in Equity, (iv) the Consolidated Statement of Cash Flows and (v) the Notes to Consolidated Financial Statements

Items 1A, 3, 4 and 5 are not applicable and have been omitted.



Signatures

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

BOK FINANCIAL CORPORATION  
(Registrant)

Date: October 31, 2017

/s/ Steven E. Nell  
Steven E. Nell  
Executive Vice President and  
Chief Financial Officer

/s/ John C. Morrow  
John C. Morrow  
Senior Vice President and  
Chief Accounting Officer

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