

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016
OR

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

For the transition period from _____ to _____
Commission File Number: 001-35039

BankUnited, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

27-0162450

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

14817 Oak Lane, Miami Lakes, FL
(Address of principal executive offices)

33016
(Zip Code)

Registrant's telephone number, including area code: **(305) 569-2000**

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, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company

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

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

Class
Common Stock, \$0.01 Par Value

November 4, 2016
104,140,995

BANKUNITED, INC.
Form 10-Q
For the Quarter Ended September 30, 2016
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GLOSSARY OF DEFINED TERMS

The following acronyms and terms may be used throughout this Form 10-Q, including the consolidated financial statements and related notes.

ACI	Loans acquired with evidence of deterioration in credit quality since origination (Acquired Credit Impaired)
ALCO	Asset/Liability Committee
ALLL	Allowance for loan and lease losses
AOCI	Accumulated other comprehensive income
ARM	Adjustable rate mortgage
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
BKU	BankUnited, Inc.
BankUnited	BankUnited, National Association
The Bank	BankUnited, National Association
Bridge	Bridge Funding Group, Inc.
CET1	Common Equity Tier 1 risk-based capital
CECL	Current expected credit losses
CMOs	Collateralized mortgage obligations
Commercial Shared-Loss Agreement	A commercial and other loans shared-loss agreement entered into with the FDIC in connection with the FSB Acquisition
Covered assets	Assets covered under the Loss Sharing Agreements
Covered loans	Loans covered under the Loss Sharing Agreements
EVE	Economic value of equity
FASB	Financial Accounting Standards Board
FDIA	Federal Deposit Insurance Act
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FRB	Federal Reserve Bank
FSB Acquisition	Acquisition of substantially all of the assets and assumption of all of the non-brokered deposits and substantially all of the other liabilities of BankUnited, FSB from the FDIC on May 21, 2009
GAAP	U.S. generally accepted accounting principles
GDP	Gross Domestic Product
HAMP	Home Affordable Modification Program
IPO	Initial public offering
ISDA	International Swaps and Derivatives Association
LIBOR	London InterBank Offered Rate
Loss Sharing Agreements	Two loss sharing agreements entered into with the FDIC in connection with the FSB Acquisition
LTV	Loan-to-value
MBS	Mortgage-backed securities
MSA	Metropolitan Statistical Area
MSRs	Mortgage servicing rights
New Loans	Loans originated or purchased since the FSB Acquisition
Non-ACI	Loans acquired without evidence of deterioration in credit quality since origination
OCC	Office of the Comptroller of the Currency
OREO	Other real estate owned

OTTI	Other-than-temporary impairment
PSU	Performance Unit
Pinnacle	Pinnacle Public Finance, Inc.
Re-Remics	Resecuritized real estate mortgage investment conduits
RSU	Restricted Share Unit
SBA	Small Business Administration
SBF	Small Business Finance Unit
SEC	Securities and Exchange Commission
Single Family Shared-Loss Agreement	A single-family loan shared-loss agreement entered into with the FDIC in connection with the FSB Acquisition
TDR	Troubled-debt restructuring
UCBL	United Capital Business Lending, Inc.
UPB	Unpaid principal balance
VIEs	Variable interest entities
2010 Plan	2010 Omnibus Equity Incentive Plan
2014 Plan	2014 Omnibus Equity Incentive Plan

PART I - FINANCIAL INFORMATION
Item 1. Financial Statements
BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - UNAUDITED
(In thousands, except share and per share data)

	September 30, 2016	December 31, 2015
ASSETS		
Cash and due from banks:		
Non-interest bearing	\$ 32,531	\$ 31,515
Interest bearing	92,763	39,613
Interest bearing deposits at Federal Reserve Bank	132,706	192,366
Federal funds sold	3,954	4,006
Cash and cash equivalents	261,954	267,500
Investment securities available for sale, at fair value	5,948,061	4,859,539
Investment securities held to maturity	10,000	10,000
Non-marketable equity securities	283,422	219,997
Loans held for sale	42,393	47,410
Loans (including covered loans of \$669,276 and \$809,540)	19,042,603	16,636,603
Allowance for loan and lease losses	(154,476)	(125,828)
Loans, net	18,888,127	16,510,775
FDIC indemnification asset	582,931	739,880
Bank owned life insurance	236,540	225,867
Equipment under operating lease, net	515,913	483,518
Deferred tax asset, net	58,334	105,577
Goodwill and other intangible assets	78,116	78,330
Other assets	359,223	335,074
Total assets	<u>\$ 27,265,014</u>	<u>\$ 23,883,467</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Demand deposits:		
Non-interest bearing	\$ 2,981,602	\$ 2,874,533
Interest bearing	1,483,900	1,167,537
Savings and money market	8,516,400	8,288,340
Time	5,854,407	4,608,091
Total deposits	18,836,309	16,938,501
Federal Home Loan Bank advances	5,219,125	4,008,464
Notes and other borrowings	402,786	402,545
Other liabilities	433,704	290,059
Total liabilities	24,891,924	21,639,569
Commitments and contingencies		
Stockholders' equity:		
Common stock, par value \$0.01 per share, 400,000,000 shares authorized; 104,141,425 and 103,626,255 shares issued and outstanding	1,041	1,036
Paid-in capital	1,420,622	1,406,786
Retained earnings	908,897	813,894
Accumulated other comprehensive income	42,530	22,182
Total stockholders' equity	2,373,090	2,243,898
Total liabilities and stockholders' equity	<u>\$ 27,265,014</u>	<u>\$ 23,883,467</u>

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME - UNAUDITED
(In thousands, except per share data)

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Interest income:				
Loans	\$ 227,233	\$ 190,294	\$ 662,439	\$ 545,683
Investment securities	39,712	30,889	109,963	85,393
Other	3,036	2,715	8,850	7,338
Total interest income	<u>269,981</u>	<u>223,898</u>	<u>781,252</u>	<u>638,414</u>
Interest expense:				
Deposits	30,968	23,959	86,427	65,818
Borrowings	17,278	10,988	51,939	29,939
Total interest expense	<u>48,246</u>	<u>34,947</u>	<u>138,366</u>	<u>95,757</u>
Net interest income before provision for loan losses	221,735	188,951	642,886	542,657
Provision for (recovery of) loan losses (including \$(445), \$1,073, \$(1,119) and \$667 for covered loans)	24,408	17,819	42,449	34,387
Net interest income after provision for loan losses	<u>197,327</u>	<u>171,132</u>	<u>600,437</u>	<u>508,270</u>
Non-interest income:				
Income from resolution of covered assets, net	8,883	12,364	26,426	41,261
Net gain (loss) on FDIC indemnification	993	(15,988)	(9,410)	(53,024)
Service charges and fees	5,171	4,637	14,529	13,580
Gain (loss) on sale of loans, net (including gain (loss) related to covered loans of \$(10,033), \$9,288, \$(14,895) and \$26,711)	(7,947)	11,301	(7,360)	29,690
Gain on investment securities available for sale, net	3,008	2,343	10,065	5,493
Lease financing	11,188	12,673	32,762	25,954
Other non-interest income	3,779	3,843	10,118	10,018
Total non-interest income	<u>25,075</u>	<u>31,173</u>	<u>77,130</u>	<u>72,972</u>
Non-interest expense:				
Employee compensation and benefits	55,162	55,316	166,374	156,640
Occupancy and equipment	18,488	19,103	56,263	56,207
Amortization of FDIC indemnification asset	38,957	28,409	116,711	76,874
Deposit insurance expense	4,943	3,615	12,866	9,696
Professional fees	3,884	4,095	10,119	10,073
Telecommunications and data processing	3,746	3,451	10,800	10,267
Depreciation of equipment under operating lease	6,855	5,012	20,004	12,522
Other non-interest expense	15,969	13,268	41,087	37,582
Total non-interest expense	<u>148,004</u>	<u>132,269</u>	<u>434,224</u>	<u>369,861</u>
Income before income taxes	74,398	70,036	243,343	211,381
Provision (benefit) for income taxes	23,550	(32,267)	80,896	15,984
Net income	<u>\$ 50,848</u>	<u>\$ 102,303</u>	<u>\$ 162,447</u>	<u>\$ 195,397</u>
Earnings per common share, basic (see Note 2)	<u>\$ 0.47</u>	<u>\$ 0.96</u>	<u>\$ 1.52</u>	<u>\$ 1.84</u>
Earnings per common share, diluted (see Note 2)	<u>\$ 0.47</u>	<u>\$ 0.95</u>	<u>\$ 1.50</u>	<u>\$ 1.83</u>
Cash dividends declared per common share	<u>\$ 0.21</u>	<u>\$ 0.21</u>	<u>\$ 0.63</u>	<u>\$ 0.63</u>

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME - UNAUDITED
(In thousands)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 50,848	\$ 102,303	\$ 162,447	\$ 195,397
Other comprehensive income, net of tax:				
Unrealized gains on investment securities available for sale:				
Net unrealized holding gain (loss) arising during the period	3,216	(5,281)	53,490	(3,436)
Reclassification adjustment for net securities gains realized in income	(1,820)	(1,417)	(6,090)	(3,323)
Net change in unrealized gains on securities available for sale	1,396	(6,698)	47,400	(6,759)
Unrealized losses on derivative instruments:				
Net unrealized holding gain (loss) arising during the period	5,055	(18,139)	(34,948)	(21,206)
Reclassification adjustment for net losses realized in income	2,264	4,222	7,896	12,132
Net change in unrealized losses on derivative instruments	7,319	(13,917)	(27,052)	(9,074)
Other comprehensive income (loss)	8,715	(20,615)	20,348	(15,833)
Comprehensive income	\$ 59,563	\$ 81,688	\$ 182,795	\$ 179,564

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED
(In thousands)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net income	\$ 162,447	\$ 195,397
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and accretion, net	(90,360)	(123,007)
Provision for loan losses	42,449	34,387
Income from resolution of covered assets, net	(26,426)	(41,261)
Net loss on FDIC indemnification	9,410	53,024
(Gain) loss on sale of loans, net	7,360	(29,690)
Increase in cash surrender value of bank owned life insurance	(2,973)	(2,324)
Gain on investment securities available for sale, net	(10,065)	(5,493)
Equity based compensation	13,256	12,045
Depreciation and amortization	38,971	30,744
Deferred income taxes	33,958	(24,445)
Proceeds from sale of loans held for sale	121,968	119,877
Loans originated for sale, net of repayments	(108,075)	(86,086)
Realized tax benefits from dividend equivalents and equity based compensation	(847)	(276)
Other:		
(Increase) decrease in other assets	(9,502)	2,511
Increase in other liabilities	44,870	24,753
Net cash provided by operating activities	226,441	160,156
Cash flows from investing activities:		
Net cash paid in business combination	—	(277,553)
Purchase of investment securities	(2,224,174)	(1,435,456)
Proceeds from repayments and calls of investment securities available for sale	457,610	424,128
Proceeds from sale of investment securities available for sale	753,756	799,450
Purchase of non-marketable equity securities	(178,813)	(106,609)
Proceeds from redemption of non-marketable equity securities	115,388	80,338
Purchases of loans	(936,882)	(678,075)
Loan originations, repayments and resolutions, net	(1,389,435)	(2,066,388)
Proceeds from sale of loans, net	120,537	152,820
Decrease in FDIC indemnification asset for claims filed	30,829	46,307
Acquisition of equipment under operating lease, net	(52,399)	(151,677)
Other investing activities	(19,577)	(25,088)
Net cash used in investing activities	(3,323,160)	(3,237,803)

(Continued)

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED (Continued)
(In thousands)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from financing activities:		
Net increase in deposits	1,897,808	2,386,146
Additions to Federal Home Loan Bank advances	18,221,400	5,630,000
Repayments of Federal Home Loan Bank advances	(17,011,400)	(4,855,100)
Dividends paid	(67,342)	(66,626)
Exercise of stock options	222	33,162
Other financing activities	50,485	38,829
Net cash provided by financing activities	3,091,173	3,166,411
Net increase (decrease) in cash and cash equivalents	(5,546)	88,764
Cash and cash equivalents, beginning of period	267,500	187,517
Cash and cash equivalents, end of period	\$ 261,954	\$ 276,281
Supplemental disclosure of cash flow information:		
Interest paid	\$ 132,398	\$ 89,626
Income taxes paid, net	\$ 8,168	\$ 19,249
Supplemental schedule of non-cash investing and financing activities:		
Transfers from loans to other real estate owned and other repossessed assets	\$ 11,679	\$ 13,656
Dividends declared, not paid	\$ 22,482	\$ 22,355
Proceeds from sale of equipment under operating lease held in escrow	\$ —	\$ 52,237

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY - UNAUDITED
(In thousands, except share data)

	Common Shares Outstanding	Common Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance at December 31, 2015	103,626,255	\$ 1,036	\$ 1,406,786	\$ 813,894	\$ 22,182	\$ 2,243,898
Comprehensive income	—	—	—	162,447	20,348	182,795
Dividends	—	—	—	(67,444)	—	(67,444)
Equity based compensation	629,117	6	12,766	—	—	12,772
Forfeiture of unvested shares	(123,947)	(1)	1	—	—	—
Exercise of stock options	10,000	—	222	—	—	222
Tax benefits from dividend equivalents and equity based compensation	—	—	847	—	—	847
Balance at September 30, 2016	<u>104,141,425</u>	<u>\$ 1,041</u>	<u>\$ 1,420,622</u>	<u>\$ 908,897</u>	<u>\$ 42,530</u>	<u>\$ 2,373,090</u>
Balance at December 31, 2014	101,656,702	\$ 1,017	\$ 1,353,538	\$ 651,627	\$ 46,352	\$ 2,052,534
Comprehensive income	—	—	—	195,397	(15,833)	179,564
Dividends	—	—	—	(67,013)	—	(67,013)
Equity based compensation	662,928	6	12,039	—	—	12,045
Forfeiture of unvested shares	(39,706)	—	—	—	—	—
Exercise of stock options	1,249,835	12	33,150	—	—	33,162
Tax benefits from dividend equivalents and equity based compensation	—	—	276	—	—	276
Balance at September 30, 2015	<u>103,529,759</u>	<u>\$ 1,035</u>	<u>\$ 1,399,003</u>	<u>\$ 780,011</u>	<u>\$ 30,519</u>	<u>\$ 2,210,568</u>

The accompanying notes are an integral part of these consolidated financial statements.

BANKUNITED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
September 30, 2016

Note 1 Basis of Presentation and Summary of Significant Accounting Policies

BankUnited, Inc. is a national bank holding company with one wholly-owned subsidiary, BankUnited, collectively, the Company. BankUnited, a national banking association headquartered in Miami Lakes, Florida, provides a full range of banking and related services to individual and corporate customers through 95 branches located in 15 Florida counties and 6 banking centers located in the New York metropolitan area at September 30, 2016. The Bank also offers certain commercial lending and deposit products through national platforms.

In connection with the FSB Acquisition, BankUnited entered into two loss sharing agreements with the FDIC. The Loss Sharing Agreements consist of the Single Family Shared-Loss Agreement and the Commercial Shared-Loss Agreement. Assets covered by the Loss Sharing Agreements are referred to as covered assets or, in certain cases, covered loans. The Single Family Shared-Loss Agreement provides for FDIC loss sharing and the Bank's reimbursement for recoveries to the FDIC through May 21, 2019 for single family residential loans and OREO. Loss sharing under the Commercial Shared-Loss Agreement terminated on May 21, 2014. The Commercial Shared-Loss Agreement continues to provide for the Bank's reimbursement of recoveries to the FDIC through May 21, 2017 for all other covered assets, including commercial real estate, commercial and industrial and consumer loans, certain investment securities and commercial OREO. Gains realized on the sale of formerly covered investment securities are included in recoveries subject to reimbursement. Pursuant to the terms of the Loss Sharing Agreements, the covered assets are subject to a stated loss threshold whereby the FDIC will reimburse BankUnited for 80% of losses related to the covered assets up to \$4.0 billion and 95% of losses in excess of this amount, beginning with the first dollar of loss incurred.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X of the SEC. Accordingly, they do not include all of the information and footnotes required for a fair presentation of financial position, results of operations and cash flows in conformity with GAAP and should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing in BKU's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the SEC. In the opinion of management, all adjustments, consisting of normal recurring adjustments, considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2016 are not necessarily indicative of the results that may be expected in future periods.

Certain amounts presented for prior periods have been reclassified to conform to the current period presentation.

Accounting Estimates

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses and disclosures of contingent assets and liabilities. Actual results could differ significantly from these estimates.

Significant estimates include the ALLL, the amount and timing of expected cash flows from covered assets and the FDIC indemnification asset, and the fair values of investment securities and other financial instruments. Management has used information provided by third party valuation specialists to assist in the determination of the fair values of investment securities.

Loan Servicing Assets

Effective January 1, 2016, the Company made an irrevocable election to subsequently measure residential MSRMs at fair value. Previously, residential MSRMs were subsequently measured using the amortization method. This change had no impact on opening retained earnings at January 1, 2016.

Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which will supersede the revenue recognition requirements in Topic 605, *Revenue Recognition*, and most industry-specific revenue recognition guidance throughout the Accounting Standards Codification. The amendments in this update affect any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of non-financial assets unless those contracts, including leases and insurance contracts, are within the scope of other standards. The amendments establish a core principle requiring the recognition of revenue to depict the transfer of goods or services to customers in an

BANKUNITED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
September 30, 2016

amount reflecting the consideration to which the entity expects to be entitled in exchange for such goods or services. The amendments also require expanded disclosures concerning the nature, amount, timing and uncertainty of revenues and cash flows arising from contracts with customers. Financial instruments and lease contracts are generally outside the scope of the ASU. The FASB has issued subsequent ASUs to clarify certain aspects of ASU 2014-09, without changing the core principle of the guidance and to defer the effective date of ASU 2014-09 to annual periods and interim periods within fiscal years beginning after December 15, 2017. While management does not currently expect adoption to have a material impact on the Company's consolidated financial position, results of operations or cash flows, management has not completed its evaluation of the impact of adoption of this ASU.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The amendments in the ASU that are expected to be most applicable to the Company 1) require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income, 2) eliminate the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, and 3) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2017. Although management has not completed its evaluation of the impact of adoption of this ASU, adoption is not expected to have any impact on financial position or cash flows. Equity investments for which fair value changes will be recognized in earnings upon adoption totaled \$74 million at September 30, 2016 and had unrealized gains of \$7.5 million.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*. The amendments in this ASU require a lessee to recognize in the statement of financial position a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for lease terms longer than one year. Accounting for leases by a lessor will not be significantly impacted by this ASU. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2018. Management has not yet made an evaluation of the impact of adoption of this ASU.

In March 2016, the FASB issued ASU No. 2016-06, *Derivatives and Hedging (Topic 815): Contingent Put and Call Options in Debt Instruments*. The amendments in this ASU clarify the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. A company performing the assessment under these amendments is required to assess the embedded call (put) options solely in accordance with a four-step decision sequence, without consideration of whether the contingency is related to interest rates or credit risks. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2016 and will be applied on a modified retrospective basis. While management does not currently expect adoption to have a material impact on the Company's consolidated financial position, results of operations or cash flows, management has not completed its evaluation of the impact of adoption of this ASU.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The amendments in this ASU simplify several aspects of the accounting for share-based payment transactions. The amendments provide, among other items, that a) excess tax benefits and deficiencies be recognized as income tax expense or benefit in the income statement, as opposed to additional paid-in-capital; b) excess tax benefits and deficiencies be classified with other income tax cash flows as an operating activity in the statement of cash flows; and c) an entity may make an entity-wide election to either estimate the number of awards that are expected to vest or account for forfeitures as they occur. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2016. Management is currently finalizing its evaluation of the impact of this ASU on the financial statements and related disclosures, including the alternative methods of adoption. The adoption is not expected to materially impact the Company's consolidated financial position, results of operations, or cash flows.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)*. The ASU introduces new guidance for the accounting for credit losses on certain types of financial instruments. The ASU also modifies the impairment model for available for sale securities. The ASU introduces the CECL model which applies to financial assets subject to credit losses and measured at amortized cost, as well as certain off-balance sheet credit exposures. This includes loans, loan commitments and held-to-maturity debt securities. The CECL model requires an entity to estimate credit losses expected over the life of an exposure, considering historical, current and forecast information. The ASU amends the current OTTI model for debt securities and requires an estimate of expected credit losses only when the fair value of an available for sale debt security is below its amortized cost. Credit losses on available for sale debt securities will be limited to the difference

BANKUNITED, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - UNAUDITED
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between the security's amortized cost basis and its fair value. The ASU also provides for a simplified accounting model for purchased financial assets with more than insignificant credit deterioration since their origination. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2019. Management has not yet made an evaluation of the impact of adoption of this ASU.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*. The amendments in this ASU provide guidance on eight specific cash flow classification issues where there has been diversity in practice. The guidance in the ASU that is expected to be most applicable to the Company requires: (1) cash payments for debt prepayment or extinguishment costs to be classified as cash outflows for financing activities, (2) proceeds from settlement of insurance claims to be classified on the basis of the nature of the loss and (3) cash proceeds from settlement of corporate-owned life insurance policies to be classified as cash flows from investing activities. The amendments in this ASU are effective for the Company for interim and annual periods in fiscal years beginning after December 15, 2017. The adoption is not expected to materially impact the Company's consolidated cash flows.

Note 2 Earnings Per Common Share

The computation of basic and diluted earnings per common share is presented below for the periods indicated (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Basic earnings per common share:				
Numerator:				
Net income	\$ 50,848	\$ 102,303	\$ 162,447	\$ 195,397
Distributed and undistributed earnings allocated to participating securities	(2,031)	(4,016)	(6,522)	(7,578)
Income allocated to common stockholders for basic earnings per common share	\$ 48,817	\$ 98,287	\$ 155,925	\$ 187,819
Denominator:				
Weighted average common shares outstanding	104,153,018	103,503,425	104,077,932	103,064,484
Less average unvested stock awards	(1,150,268)	(1,176,288)	(1,165,509)	(1,121,973)
Weighted average shares for basic earnings per common share	103,002,750	102,327,137	102,912,423	101,942,511
Basic earnings per common share	\$ 0.47	\$ 0.96	\$ 1.52	\$ 1.84
Diluted earnings per common share:				
Numerator:				
Income allocated to common stockholders for basic earnings per common share	\$ 48,817	\$ 98,287	\$ 155,925	\$ 187,819
Adjustment for earnings reallocated from participating securities	(81)	25	(264)	30
Income used in calculating diluted earnings per common share	\$ 48,736	\$ 98,312	\$ 155,661	\$ 187,849
Denominator:				
Weighted average shares for basic earnings per common share	103,002,750	102,327,137	102,912,423	101,942,511
Dilutive effect of stock options	558,304	989,661	699,977	839,518
Weighted average shares for diluted earnings per common share	103,561,054	103,316,798	103,612,400	102,782,029
Diluted earnings per common share	\$ 0.47	\$ 0.95	\$ 1.50	\$ 1.83

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Included in participating securities above are unvested shares and 3,023,314 dividend equivalent rights outstanding at September 30, 2016 that were issued in conjunction with the IPO of the Company's common stock. These dividend equivalent rights expire in 2021 and participate in dividends on a one-for-one basis.

The following potentially dilutive securities were outstanding at September 30, 2016 and 2015, but excluded from the calculation of diluted earnings per common share for the periods indicated because their inclusion would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Unvested shares	1,296,848	1,192,732	1,296,848	1,192,732
Stock options and warrants	1,851,376	1,851,376	1,851,376	1,851,376

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Note 3 Investment Securities

Investment securities available for sale consisted of the following at the dates indicated (in thousands):

	September 30, 2016			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
U.S. Treasury securities	\$ 4,999	\$ 12	\$ —	\$ 5,011
U.S. Government agency and sponsored enterprise residential MBS	1,374,414	18,829	(772)	1,392,471
U.S. Government agency and sponsored enterprise commercial MBS	147,141	4,250	(314)	151,077
Re-Remics	49,130	619	(7)	49,742
Private label residential MBS and CMOs	426,784	49,335	(284)	475,835
Private label commercial MBS	1,279,911	18,115	(590)	1,297,436
Single family rental real estate-backed securities	778,878	8,870	(1,047)	786,701
Collateralized loan obligations	487,664	520	(1,612)	486,572
Non-mortgage asset-backed securities	190,020	3,065	(3)	193,082
Preferred stocks	66,217	7,514	—	73,731
State and municipal obligations	494,607	30,662	—	525,269
SBA securities	497,731	6,186	(567)	503,350
Other debt securities	3,963	3,821	—	7,784
	<u>\$ 5,801,459</u>	<u>\$ 151,798</u>	<u>\$ (5,196)</u>	<u>\$ 5,948,061</u>
	December 31, 2015			
	Amortized Cost	Gross Unrealized		Fair Value
		Gains	Losses	
U.S. Treasury securities	\$ 4,997	\$ —	\$ —	\$ 4,997
U.S. Government agency and sponsored enterprise residential MBS	1,167,197	15,376	(4,255)	1,178,318
U.S. Government agency and sponsored enterprise commercial MBS	95,997	944	(127)	96,814
Re-Remics	88,658	1,138	(105)	89,691
Private label residential MBS and CMOs	502,723	44,822	(2,933)	544,612
Private label commercial MBS	1,219,355	5,533	(6,148)	1,218,740
Single family rental real estate-backed securities	646,156	284	(9,735)	636,705
Collateralized loan obligations	309,615	—	(2,738)	306,877
Non-mortgage asset-backed securities	54,981	1,519	—	56,500
Preferred stocks	75,742	7,467	—	83,209
State and municipal obligations	351,456	10,297	—	361,753
SBA securities	270,553	3,343	(560)	273,336
Other debt securities	3,854	4,133	—	7,987
	<u>\$ 4,791,284</u>	<u>\$ 94,856</u>	<u>\$ (26,601)</u>	<u>\$ 4,859,539</u>

Investment securities held to maturity at September 30, 2016 and December 31, 2015 consisted of one State of Israel bond with a carrying value of \$10 million. Fair value approximated carrying value at September 30, 2016 and December 31, 2015. The bond matures in 2024.

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At September 30, 2016, contractual maturities of investment securities available for sale, adjusted for anticipated prepayments of mortgage-backed and other pass-through securities, were as follows (in thousands):

	Amortized Cost	Fair Value
Due in one year or less	\$ 509,907	\$ 525,258
Due after one year through five years	3,177,514	3,225,301
Due after five years through ten years	1,704,020	1,763,306
Due after ten years	343,801	360,465
Preferred stocks with no stated maturity	66,217	73,731
	<u>\$ 5,801,459</u>	<u>\$ 5,948,061</u>

Based on the Company's proprietary assumptions, the estimated weighted average life of the investment portfolio as of September 30, 2016 was 4.9 years. The effective duration of the investment portfolio as of September 30, 2016 was 1.5 years. The model results are based on assumptions that may differ from actual results.

The carrying value of securities pledged as collateral for FHLB advances, public deposits, interest rate swaps and to secure borrowing capacity at the FRB totaled \$2.1 billion and \$1.5 billion at September 30, 2016 and December 31, 2015, respectively.

The following table provides information about gains and losses on investment securities available for sale for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Proceeds from sale of investment securities available for sale	\$ 259,571	\$ 324,536	\$ 753,756	\$ 799,450
Gross realized gains	\$ 3,471	\$ 2,343	\$ 10,528	\$ 5,968
Gross realized losses	—	—	—	(475)
Net realized gain	3,471	2,343	10,528	5,493
OTTI	(463)	—	(463)	—
Gain on investment securities available for sale, net	<u>\$ 3,008</u>	<u>\$ 2,343</u>	<u>\$ 10,065</u>	<u>\$ 5,493</u>

During the three and nine months ended September 30, 2016, OTTI was recognized on two positions in one private label commercial MBS. These positions were in unrealized loss positions at September 30, 2016 and the Company intended to sell the security before recovery of the amortized cost basis.

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The following tables present the aggregate fair value and the aggregate amount by which amortized cost exceeded fair value for investment securities in unrealized loss positions, aggregated by investment category and length of time that individual securities had been in continuous unrealized loss positions at the dates indicated (in thousands):

	September 30, 2016					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government agency and sponsored enterprise residential MBS	\$ 134,155	\$ (541)	\$ 8,887	\$ (231)	\$ 143,042	\$ (772)
U.S. Government agency and sponsored enterprise commercial MBS	47,316	(314)	—	—	47,316	(314)
Re-Remics	2,704	(7)	—	—	2,704	(7)
Private label residential MBS and CMOs	17,965	(163)	8,807	(121)	26,772	(284)
Private label commercial MBS	44,652	(98)	186,746	(492)	231,398	(590)
Single family rental real estate-backed securities	—	—	176,869	(1,047)	176,869	(1,047)
Collateralized loan obligations	79,290	(533)	153,921	(1,079)	233,211	(1,612)
Non-mortgage asset-backed securities	20,434	(3)	—	—	20,434	(3)
SBA securities	4,241	(40)	20,253	(527)	24,494	(567)
	<u>\$ 350,757</u>	<u>\$ (1,699)</u>	<u>\$ 555,483</u>	<u>\$ (3,497)</u>	<u>\$ 906,240</u>	<u>\$ (5,196)</u>

	December 31, 2015					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government agency and sponsored enterprise residential MBS	\$ 321,143	\$ (3,065)	\$ 54,290	\$ (1,190)	\$ 375,433	\$ (4,255)
U.S. Government agency and sponsored enterprise commercial MBS	5,273	(127)	—	—	5,273	(127)
Re-Remics	20,421	(105)	—	—	20,421	(105)
Private label residential MBS and CMOs	289,312	(2,401)	16,342	(532)	305,654	(2,933)
Private label commercial MBS	739,376	(4,476)	106,280	(1,672)	845,656	(6,148)
Single family rental real estate-backed securities	381,033	(4,499)	212,491	(5,236)	593,524	(9,735)
Collateralized loan obligations	257,442	(2,173)	49,435	(565)	306,877	(2,738)
SBA securities	41,996	(543)	868	(17)	42,864	(560)
	<u>\$ 2,055,996</u>	<u>\$ (17,389)</u>	<u>\$ 439,706</u>	<u>\$ (9,212)</u>	<u>\$ 2,495,702</u>	<u>\$ (26,601)</u>

The Company monitors its investment securities available for sale for OTTI on an individual security basis. As discussed above, OTTI was recognized on two positions in one private label commercial MBS during the nine months ended September 30, 2016. No securities were determined to be other-than-temporarily impaired during the nine months ended September 30, 2015. Other than as noted above, the Company does not intend to sell securities that are in significant unrealized loss positions and it is not more likely than not that the Company will be required to sell these securities before recovery of the amortized cost

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basis, which may be at maturity. At September 30, 2016, 34 securities were in unrealized loss positions. The amount of impairment related to 11 of these securities was considered insignificant, totaling approximately \$101 thousand and no further analysis with respect to these securities was considered necessary. The basis for concluding that impairment of the remaining securities was not other-than-temporary is further described below:

U.S. Government agency and sponsored enterprise residential MBS and commercial MBS

At September 30, 2016, four U.S. Government agency and sponsored enterprise residential MBS and one U.S. Government agency and sponsored enterprise commercial MBS were in unrealized loss positions. The substantial majority of the securities had been in unrealized loss positions for less than twelve months and the amount of impairment was less than 1% of amortized cost. The timely payment of principal and interest on these securities is explicitly or implicitly guaranteed by the U.S. Government. Given the generally limited severity and duration of impairment and the expectation of timely payment of principal and interest, the impairments were considered to be temporary.

Private label residential MBS and CMOs

At September 30, 2016, three private label residential MBS were in unrealized loss positions. The amount of impairment of each of the individual securities was less than 2% of amortized cost. These securities were assessed for OTTI using credit and prepayment behavioral models that incorporate CUSIP level constant default rates, voluntary prepayment rates and loss severity and delinquency assumptions. The results of these assessments were not indicative of credit losses that would result in the Company recovering less than its amortized cost basis related to any of these securities as of September 30, 2016. Given the limited severity of impairment and the expectation of timely recovery of outstanding principal, the impairments were considered to be temporary.

Private label commercial MBS:

At September 30, 2016, five private label commercial MBS were in unrealized loss positions. The amount of impairment of each of the individual securities was less than 1% of amortized cost. The unrealized losses were primarily attributable to widening credit spreads since the purchase of the securities. These securities were assessed for OTTI using credit and prepayment behavioral models incorporating assumptions consistent with the collateral characteristics of each security. The results of this analysis were not indicative of expected credit losses. Each of the securities has greater than 30% current credit enhancement. Given the expectation of timely recovery of outstanding principal, the impairments were considered to be temporary.

Single family rental real estate-backed securities:

At September 30, 2016, five single family rental real estate-backed securities were in unrealized loss positions. The unrealized losses were primarily due to widening credit spreads since the purchase of the securities, leading to increased extension risk. The amount of impairment of each of the individual securities was 1% or less of amortized cost. Management's analysis of the credit characteristics, including loan-to-value and debt service coverage ratios, and levels of subordination for each of the securities is not indicative of projected credit losses. Given the limited severity of impairment and the absence of projected credit losses, the impairments were considered to be temporary.

Collateralized loan obligations:

At September 30, 2016, three collateralized loan obligations were in unrealized loss positions, due to widening credit spreads subsequent to acquisition. The amount of impairment of each of the individual securities was less than 1% of amortized cost. Given the limited severity of impairment, levels of subordination and the results of independent analyses of the credit quality of loans underlying the securities, the impairments were considered to be temporary.

SBA securities:

At September 30, 2016, two SBA securities were in unrealized loss positions. The majority of impairment related to one security and was less than 3% of amortized cost. This security was purchased at a premium and the impairment was attributable primarily to increased prepayment speeds. The timely payment of principal and interest on these securities is guaranteed by this U.S. Government agency. Given the limited severity of impairment and the expectation of timely payment of principal and interest, the impairments were considered to be temporary.

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Note 4 Loans and Allowance for Loan and Lease Losses

The Company segregates its loan portfolio between covered and non-covered loans. Non-covered loans include those originated or purchased since the FSB Acquisition ("new loans") and loans acquired in the FSB Acquisition for which loss share coverage has terminated. Loans acquired in the FSB Acquisition are further segregated between ACI loans and non-ACI loans.

Loans consisted of the following at the dates indicated (dollars in thousands):

	September 30, 2016						Percent of Total
	Non-Covered Loans		Covered Loans		Total		
	New Loans	ACI	ACI	Non-ACI			
Residential:							
1-4 single family residential	\$ 3,305,895	\$ —	\$ 580,828	\$ 38,848	\$ 3,925,571	20.7%	
Home equity loans and lines of credit	1,219	—	3,008	53,360	57,587	0.3%	
	<u>3,307,114</u>	<u>—</u>	<u>583,836</u>	<u>92,208</u>	<u>3,983,158</u>	<u>21.0%</u>	
Commercial:							
Multi-family	3,773,049	22,973	—	—	3,796,022	20.0%	
Commercial real estate							
Owner occupied	1,669,866	10,279	—	—	1,680,145	8.8%	
Non-owner occupied	3,720,048	12,994	—	—	3,733,042	19.6%	
Construction and land	282,409	—	—	—	282,409	1.5%	
Commercial and industrial	3,205,534	928	—	—	3,206,462	16.9%	
Commercial lending subsidiaries	2,289,205	—	—	—	2,289,205	12.0%	
	<u>14,940,111</u>	<u>47,174</u>	<u>—</u>	<u>—</u>	<u>14,987,285</u>	<u>78.8%</u>	
Consumer	30,289	7	—	—	30,296	0.2%	
Total loans	<u>18,277,514</u>	<u>47,181</u>	<u>583,836</u>	<u>92,208</u>	<u>19,000,739</u>	<u>100.0%</u>	
Premiums, discounts and deferred fees and costs, net	48,632	—	—	(6,768)	41,864		
Loans including premiums, discounts and deferred fees and costs	18,326,146	47,181	583,836	85,440	19,042,603		
Allowance for loan and lease losses	(151,691)	—	—	(2,785)	(154,476)		
Loans, net	<u>\$ 18,174,455</u>	<u>\$ 47,181</u>	<u>\$ 583,836</u>	<u>\$ 82,655</u>	<u>\$ 18,888,127</u>		

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	December 31, 2015					
	Non-Covered Loans		Covered Loans		Total	Percent of Total
	New Loans	ACI	ACI	Non-ACI		
Residential:						
1-4 single family residential	\$ 2,883,470	\$ —	\$ 699,039	\$ 46,110	\$ 3,628,619	21.9%
Home equity loans and lines of credit	806	—	4,831	67,493	73,130	0.4%
	<u>2,884,276</u>	<u>—</u>	<u>703,870</u>	<u>113,603</u>	<u>3,701,749</u>	<u>22.3%</u>
Commercial:						
Multi-family	3,447,526	24,636	—	—	3,472,162	20.9%
Commercial real estate						
Owner occupied	1,338,184	16,567	—	—	1,354,751	8.2%
Non-owner occupied	2,885,226	25,101	—	—	2,910,327	17.5%
Construction and land	347,676	—	—	—	347,676	2.1%
Commercial and industrial	2,769,813	1,062	—	—	2,770,875	16.7%
Commercial lending subsidiaries	2,003,984	—	—	—	2,003,984	12.1%
	<u>12,792,409</u>	<u>67,366</u>	<u>—</u>	<u>—</u>	<u>12,859,775</u>	<u>77.5%</u>
Consumer	35,173	10	—	—	35,183	0.2%
Total loans	<u>15,711,858</u>	<u>67,376</u>	<u>703,870</u>	<u>113,603</u>	<u>16,596,707</u>	<u>100.0%</u>
Premiums, discounts and deferred fees and costs, net	47,829	—	—	(7,933)	39,896	
Loans including premiums, discounts and deferred fees and costs	15,759,687	67,376	703,870	105,670	16,636,603	
Allowance for loan and lease losses	(120,960)	—	—	(4,868)	(125,828)	
Loans, net	<u>\$ 15,638,727</u>	<u>\$ 67,376</u>	<u>\$ 703,870</u>	<u>\$ 100,802</u>	<u>\$ 16,510,775</u>	

Through two subsidiaries, the Bank provides commercial and municipal equipment and franchise financing utilizing both loan and lease structures. At September 30, 2016 and December 31, 2015, the commercial lending subsidiaries portfolio included a net investment in direct financing leases of \$626 million and \$472 million, respectively.

During the three and nine months ended September 30, 2016 and 2015, the Company purchased 1-4 single family residential loans totaling \$355 million, \$937 million, \$243 million and \$678 million, respectively.

At September 30, 2016, the Company had pledged real estate loans with UPB of approximately \$9.2 billion and recorded investment of approximately \$8.4 billion as security for FHLB advances.

At September 30, 2016 and December 31, 2015, the UPB of ACI loans was \$1.6 billion and \$2.0 billion, respectively. The accretable yield on ACI loans represents the amount by which undiscounted expected future cash flows exceed recorded investment. Changes in the accretable yield on ACI loans for the nine months ended September 30, 2016 and the year ended December 31, 2015 were as follows (in thousands):

Balance at December 31, 2014	\$ 1,005,312
Reclassifications from non-accretable difference	192,291
Accretion	(295,038)
Balance at December 31, 2015	902,565
Reclassifications from non-accretable difference	27,093
Accretion	(228,542)
Balance at September 30, 2016	<u>\$ 701,116</u>

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Covered loan sales

During the periods indicated, the Company sold covered residential loans to third parties on a non-recourse basis. The following table summarizes the impact of these transactions (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
UPB of loans sold	\$ 61,406	\$ 66,129	\$ 176,958	\$ 184,250
Cash proceeds, net of transaction costs	\$ 37,047	\$ 54,209	\$ 120,537	\$ 152,820
Recorded investment in loans sold	47,080	44,921	135,432	126,109
Gain (loss) on sale of covered loans, net	\$ (10,033)	\$ 9,288	\$ (14,895)	\$ 26,711
Gain (loss) on FDIC indemnification, net	\$ 8,026	\$ (7,430)	\$ 11,958	\$ (21,476)

Allowance for loan and lease losses

Activity in the ALLL is summarized as follows for the periods indicated (in thousands):

	Three Months Ended September 30,							
	2016				2015			
	Residential	Commercial	Consumer	Total	Residential	Commercial	Consumer	Total
Beginning balance	\$ 12,286	\$ 123,303	\$ 129	\$ 135,718	\$ 13,429	\$ 93,757	\$ 199	\$ 107,385
Provision for (recovery of) loan losses:								
Non-ACI loans	(430)	(15)	—	(445)	1,089	(16)	—	1,073
New loans	1,935	22,879	39	24,853	191	16,500	55	16,746
Total provision	1,505	22,864	39	24,408	1,280	16,484	55	17,819
Charge-offs:								
Non-ACI loans	(247)	—	—	(247)	(189)	—	—	(189)
New loans	—	(6,615)	—	(6,615)	—	(6,903)	—	(6,903)
Total charge-offs	(247)	(6,615)	—	(6,862)	(189)	(6,903)	—	(7,092)
Recoveries:								
Non-ACI loans	9	15	—	24	15	16	—	31
New loans	—	1,183	5	1,188	—	137	5	142
Total recoveries	9	1,198	5	1,212	15	153	5	173
Ending balance	\$ 13,553	\$ 140,750	\$ 173	\$ 154,476	\$ 14,535	\$ 103,491	\$ 259	\$ 118,285

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	Nine Months Ended September 30,							
	2016				2015			
	Residential	Commercial	Consumer	Total	Residential	Commercial	Consumer	Total
Beginning balance	\$ 15,958	\$ 109,617	\$ 253	\$ 125,828	\$ 11,325	\$ 84,027	\$ 190	\$ 95,542
Provision for (recovery of) loan losses:								
Non-ACI loans	(1,074)	(45)	—	(1,119)	715	(48)	—	667
New loans	(322)	43,988	(98)	43,568	3,917	29,762	41	33,720
Total provision	(1,396)	43,943	(98)	42,449	4,632	29,714	41	34,387
Charge-offs:								
Non-ACI loans	(1,086)	—	—	(1,086)	(1,458)	—	—	(1,458)
New loans	—	(15,748)	—	(15,748)	—	(11,186)	—	(11,186)
Total charge-offs	(1,086)	(15,748)	—	(16,834)	(1,458)	(11,186)	—	(12,644)
Recoveries:								
Non-ACI loans	77	45	—	122	36	48	—	84
New loans	—	2,893	18	2,911	—	888	28	916
Total recoveries	77	2,938	18	3,033	36	936	28	1,000
Ending balance	<u>\$ 13,553</u>	<u>\$ 140,750</u>	<u>\$ 173</u>	<u>\$ 154,476</u>	<u>\$ 14,535</u>	<u>\$ 103,491</u>	<u>\$ 259</u>	<u>\$ 118,285</u>

Beginning in the first quarter of 2016, the methodology for calculation of the ALLL was changed to extend the loss experience period used to calculate historical average net charge-off rates from 12 quarters to 16 quarters for commercial and consumer loans. We believe this extension of the look back period is appropriate at this time to capture a sufficient range of observations reflecting the performance of our loans, most of which were originated in the current economic cycle, and to reflect recent indications that the U.S. economy continues to move through the credit cycle. Extending the look back period to 16 quarters resulted in an increase in the ALLL of approximately \$9 million as of March 31, 2016, as compared to using a 12-quarter look back period at the same date.

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The following table presents information about the balance of the ALLL and related loans at the dates indicated (in thousands):

	September 30, 2016				December 31, 2015			
	Residential	Commercial	Consumer	Total	Residential	Commercial	Consumer	Total
Allowance for loan and lease losses:								
Ending balance	\$ 13,553	\$ 140,750	\$ 173	\$ 154,476	\$ 15,958	\$ 109,617	\$ 253	\$ 125,828
Ending balance: non-ACI and new loans individually evaluated for impairment	\$ 615	\$ 20,580	\$ —	\$ 21,195	\$ 978	\$ 5,439	\$ —	\$ 6,417
Ending balance: non-ACI and new loans collectively evaluated for impairment	\$ 12,938	\$ 120,170	\$ 173	\$ 133,281	\$ 14,980	\$ 104,178	\$ 253	\$ 119,411
Ending balance: ACI	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Ending balance: non-ACI	\$ 2,785	\$ —	\$ —	\$ 2,785	\$ 4,868	\$ —	\$ —	\$ 4,868
Ending balance: new loans	\$ 10,768	\$ 140,750	\$ 173	\$ 151,691	\$ 11,090	\$ 109,617	\$ 253	\$ 120,960
Loans:								
Ending balance	\$ 4,022,322	\$ 14,990,054	\$ 30,227	\$ 19,042,603	\$ 3,734,967	\$ 12,866,548	\$ 35,088	\$ 16,636,603
Ending balance: non-ACI and new loans individually evaluated for impairment	\$ 13,651	\$ 157,358	\$ —	\$ 171,009	\$ 12,240	\$ 54,128	\$ —	\$ 66,368
Ending balance: non-ACI and new loans collectively evaluated for impairment	\$ 3,424,835	\$ 14,785,522	\$ 30,220	\$ 18,240,577	\$ 3,018,857	\$ 12,745,054	\$ 35,078	\$ 15,798,989
Ending balance: ACI loans	\$ 583,836	\$ 47,174	\$ 7	\$ 631,017	\$ 703,870	\$ 67,366	\$ 10	\$ 771,246

Credit quality information

New and non-ACI loans are considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due, according to the contractual terms of the loan agreements. Commercial relationships on non-accrual status with committed balances greater than or equal to \$1.0 million that have internal risk ratings of substandard or doubtful, as well as loans that have been modified in TDRs, are individually evaluated for impairment. The likelihood of loss related to loans assigned internal risk ratings of substandard or doubtful is considered elevated due to their identified credit weaknesses. Factors considered by management in evaluating impairment include payment status, financial condition of the borrower, collateral value, and other factors impacting the probability of collecting scheduled principal and interest payments when due.

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The tables below present information about new and non-ACI loans identified as impaired as of the dates indicated (in thousands):

	September 30, 2016			December 31, 2015		
	Recorded Investment	UPB	Related Specific Allowance	Recorded Investment	UPB	Related Specific Allowance
New loans:						
With no specific allowance recorded:						
Commercial real estate						
Owner occupied	\$ 14,395	\$ 14,408	\$ —	\$ 6,194	\$ 6,015	\$ —
Non-owner occupied	—	—	—	548	533	—
Construction and land	1,238	1,238	—	—	—	—
Commercial and industrial ⁽¹⁾	11,015	11,015	—	3,561	3,559	—
Commercial lending subsidiaries	12,229	12,029	—	3,839	3,821	—
With a specific allowance recorded:						
1-4 single family residential	343	329	4	—	—	—
Commercial real estate						
Owner occupied	2,331	2,353	515	—	—	—
Commercial and industrial ⁽¹⁾	108,052	108,076	16,745	34,340	34,370	3,799
Commercial lending subsidiaries	8,098	7,829	3,320	5,646	5,628	1,640
Total:						
Residential	\$ 343	\$ 329	\$ 4	\$ —	\$ —	\$ —
Commercial	157,358	156,948	20,580	54,128	53,926	5,439
	<u>\$ 157,701</u>	<u>\$ 157,277</u>	<u>\$ 20,584</u>	<u>\$ 54,128</u>	<u>\$ 53,926</u>	<u>\$ 5,439</u>
Non-ACI loans:						
With no specific allowance recorded:						
1-4 single family residential	\$ 1,177	\$ 1,393	\$ —	\$ 417	\$ 490	\$ —
Home equity loans and lines of credit	1,990	2,018	—	1,607	1,633	—
With a specific allowance recorded:						
1-4 single family residential	1,805	2,137	264	3,301	3,828	570
Home equity loans and lines of credit	8,336	8,453	347	6,915	7,028	408
Total:	<u>\$ 13,308</u>	<u>\$ 14,001</u>	<u>\$ 611</u>	<u>\$ 12,240</u>	<u>\$ 12,979</u>	<u>\$ 978</u>

(1) Impaired taxi medallion loans with a recorded investment of \$83.0 million and \$1.3 million, with related specific allowances of \$9.4 million and \$0.1 million, are included in impaired new commercial and industrial loans above at September 30, 2016 and December 31, 2015, respectively.

Impaired loans also include commercial real estate ACI loans modified in TDRs with a carrying value of \$1.3 million and \$0.5 million as of September 30, 2016 and December 31, 2015, respectively. Interest income recognized on impaired loans after impairment was not significant during the periods presented.

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The following tables present the average recorded investment in impaired loans for the periods indicated (in thousands):

	Three Months Ended September 30,					
	2016			2015		
	New Loans	Non-ACI Loans	ACI Loans	New Loans	Non-ACI Loans	ACI Loans
Residential:						
1-4 single family residential	\$ 344	\$ 3,001	\$ —	\$ 110	\$ 3,490	\$ —
Home equity loans and lines of credit	—	9,551	—	—	5,004	—
	344	12,552	—	110	8,494	—
Commercial:						
Multi-family	—	—	—	581	—	—
Commercial real estate						
Owner occupied	17,811	—	420	6,066	—	—
Non-owner occupied	—	—	506	—	—	505
Construction and land	1,285	—	—	—	—	—
Commercial and industrial	104,268	—	—	50,955	—	—
Commercial lending subsidiaries	13,873	—	—	15,839	—	—
	137,237	—	926	73,441	—	505
	\$ 137,581	\$ 12,552	\$ 926	\$ 73,551	\$ 8,494	\$ 505

	Nine Months Ended September 30,					
	2016			2015		
	New Loans	Non-ACI Loans	ACI Loans	New Loans	Non-ACI Loans	ACI Loans
Residential:						
1-4 single family residential	\$ 251	\$ 3,186	\$ —	\$ 92	\$ 3,675	\$ —
Home equity loans and lines of credit	—	8,920	—	—	4,067	—
	251	12,106	—	92	7,742	—
Commercial:						
Multi-family	—	—	—	194	—	—
Commercial real estate						
Owner occupied	13,571	—	140	4,732	—	—
Non-owner occupied	273	—	503	653	—	422
Construction and land	650	—	—	—	—	—
Commercial and industrial	72,952	—	—	29,629	—	—
Commercial lending subsidiaries	11,293	—	—	16,581	—	—
	98,739	—	643	51,789	—	422
	\$ 98,990	\$ 12,106	\$ 643	\$ 51,881	\$ 7,742	\$ 422

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The following table presents the recorded investment in new and non-ACI loans on non-accrual status as of the dates indicated (in thousands):

	September 30, 2016		December 31, 2015	
	New Loans	Non-ACI Loans	New Loans	Non-ACI Loans
Residential:				
1-4 single family residential	\$ 328	\$ 931	\$ 2,007	\$ 594
Home equity loans and lines of credit	—	2,844	—	4,724
	328	3,775	2,007	5,318
Commercial:				
Commercial real estate				
Owner occupied	18,809	—	8,274	—
Non-owner occupied	1,145	—	—	—
Construction and land	1,238	—	—	—
Commercial and industrial ⁽¹⁾	70,671	—	37,782	—
Commercial lending subsidiaries	19,037	—	9,920	—
	110,900	—	55,976	—
Consumer	1,162	—	7	—
	\$ 112,390	\$ 3,775	\$ 57,990	\$ 5,318

(1) Taxi medallion loans with a carrying value of \$54.5 million and \$2.6 million are included in new commercial and industrial loans in non-accrual status above at September 30, 2016 and December 31, 2015, respectively.

There were no new and non-ACI loans contractually delinquent by 90 days or more and still accruing at September 30, 2016 or December 31, 2015. The amount of additional interest income that would have been recognized on non-accrual loans had they performed in accordance with their contractual terms was approximately \$1.1 million and \$2.3 million for the three and nine months ended September 30, 2016, respectively.

Management considers delinquency status to be the most meaningful indicator of the credit quality of 1-4 single family residential, home equity and consumer loans. Delinquency statistics are updated at least monthly. See "Aging of loans" below for more information on the delinquency status of loans. Original LTV and original FICO score are also important indicators of credit quality for the new 1-4 single family residential portfolio.

Internal risk ratings are considered the most meaningful indicator of credit quality for commercial loans. Internal risk ratings are a key factor in identifying loans that are individually evaluated for impairment and impact management's estimates of loss factors used in determining the amount of the ALLL. Internal risk ratings are updated on a continuous basis. Generally, relationships with balances in excess of defined thresholds, ranging from \$1 million to \$3 million, are re-evaluated at least annually and more frequently if circumstances indicate that a change in risk rating may be warranted. Loans exhibiting potential credit weaknesses that deserve management's close attention and that if left uncorrected may result in deterioration of the repayment capacity of the borrower are categorized as special mention. Loans with well-defined credit weaknesses, including payment defaults, declining collateral values, frequent overdrafts, operating losses, increasing balance sheet leverage, inadequate cash flow, project cost overruns, unreasonable construction delays, past due real estate taxes or exhausted interest reserves, are assigned an internal risk rating of substandard. A loan with a weakness so severe that collection in full is highly questionable or improbable, but because of certain reasonably specific pending factors has not been charged off, will be assigned an internal risk rating of doubtful.

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The following tables summarize key indicators of credit quality for the Company's loans at the dates indicated. Amounts include premiums, discounts and deferred fees and costs (in thousands):

1-4 Single Family Residential credit exposure for new loans, based on original LTV and FICO score:

LTV	September 30, 2016				
	FICO				Total
	720 or less	721 - 740	741 - 760	761 or greater	
60% or less	\$ 85,877	\$ 113,159	\$ 156,532	\$ 736,515	\$ 1,092,083
60% - 70%	79,334	94,368	121,712	497,386	792,800
70% - 80%	99,744	142,245	272,530	882,164	1,396,683
More than 80%	23,341	7,274	11,569	28,077	70,261
	<u>\$ 288,296</u>	<u>\$ 357,046</u>	<u>\$ 562,343</u>	<u>\$ 2,144,142</u>	<u>\$ 3,351,827</u>

LTV	December 31, 2015				
	FICO				Total
	720 or less	721 - 740	741 - 760	761 or greater	
60% or less	\$ 78,836	\$ 99,094	\$ 143,864	\$ 667,420	\$ 989,214
60% - 70%	71,046	76,878	111,343	479,344	738,611
70% - 80%	63,380	100,271	211,299	772,646	1,147,596
More than 80%	28,338	3,938	3,481	13,443	49,200
	<u>\$ 241,600</u>	<u>\$ 280,181</u>	<u>\$ 469,987</u>	<u>\$ 1,932,853</u>	<u>\$ 2,924,621</u>

Commercial credit exposure, based on internal risk rating:

	September 30, 2016						Total
	Commercial Real Estate			Construction and Land	Commercial and Industrial ⁽¹⁾	Commercial Lending Subsidiaries	
	Multi-Family	Owner Occupied	Non-Owner Occupied				
New loans:							
Pass	\$ 3,772,432	\$ 1,618,436	\$ 3,678,195	\$ 280,836	\$ 2,941,934	\$ 2,261,355	\$ 14,553,188
Special mention	—	14,095	7,914	—	44,148	—	66,157
Substandard	5,592	35,866	26,820	1,238	205,866	34,142	309,524
Doubtful	—	692	—	—	9,998	3,321	14,011
	<u>\$ 3,778,024</u>	<u>\$ 1,669,089</u>	<u>\$ 3,712,929</u>	<u>\$ 282,074</u>	<u>\$ 3,201,946</u>	<u>\$ 2,298,818</u>	<u>\$ 14,942,880</u>
ACI loans:							
Pass	\$ 22,681	\$ 9,440	\$ 12,751	\$ —	\$ 926	\$ —	\$ 45,798
Substandard	292	839	243	—	2	—	1,376
	<u>\$ 22,973</u>	<u>\$ 10,279</u>	<u>\$ 12,994</u>	<u>\$ —</u>	<u>\$ 928</u>	<u>\$ —</u>	<u>\$ 47,174</u>

(1) Taxi medallion loans with internal risk ratings of substandard and doubtful totaled \$141.6 million and \$1.1 million, respectively, and are included in new commercial and industrial balances above at September 30, 2016.

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	December 31, 2015						
	Commercial Real Estate						
	Multi-Family	Owner Occupied	Non-Owner Occupied	Construction and Land	Commercial and Industrial ⁽¹⁾	Commercial Lending Subsidiaries	Total
New loans:							
Pass	\$ 3,451,571	\$ 1,317,081	\$ 2,879,135	\$ 346,795	\$ 2,587,801	\$ 1,981,068	\$ 12,563,451
Special mention	—	4,824	548	—	7,556	18,584	31,512
Substandard	402	17,042	434	176	168,875	11,018	197,947
Doubtful	—	—	—	—	4,296	1,976	6,272
	<u>\$ 3,451,973</u>	<u>\$ 1,338,947</u>	<u>\$ 2,880,117</u>	<u>\$ 346,971</u>	<u>\$ 2,768,528</u>	<u>\$ 2,012,646</u>	<u>\$ 12,799,182</u>
ACI loans:							
Pass	\$ 24,338	\$ 15,708	\$ 24,857	\$ —	\$ 1,035	\$ —	\$ 65,938
Special mention	—	859	—	—	—	—	859
Substandard	298	—	84	—	27	—	409
Doubtful	—	—	160	—	—	—	160
	<u>\$ 24,636</u>	<u>\$ 16,567</u>	<u>\$ 25,101</u>	<u>\$ —</u>	<u>\$ 1,062</u>	<u>\$ —</u>	<u>\$ 67,366</u>

(1) Taxi medallion loans with internal risk ratings of substandard totaled \$80.5 million and are included in new commercial and industrial balances above at December 31, 2015.

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Aging of loans:

The following table presents an aging of loans at the dates indicated. Amounts include premiums, discounts and deferred fees and costs (in thousands):

	September 30, 2016					December 31, 2015				
	Current	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or More Past Due	Total	Current	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or More Past Due	Total
New loans:										
1-4 single family residential	\$ 3,342,286	\$ 9,213	\$ —	\$ 328	\$ 3,351,827	\$ 2,922,096	\$ 517	\$ 551	\$ 1,457	\$ 2,924,621
Home equity loans and lines of credit	1,219	—	—	—	1,219	806	—	—	—	806
Multi-family	3,778,024	—	—	—	3,778,024	3,451,973	—	—	—	3,451,973
Commercial real estate										
Owner occupied	1,664,373	518	536	3,662	1,669,089	1,329,131	1,433	4,784	3,599	1,338,947
Non-owner occupied	3,711,934	—	—	995	3,712,929	2,878,218	1,899	—	—	2,880,117
Construction and land	280,836	—	—	1,238	282,074	342,477	4,494	—	—	346,971
Commercial and industrial	3,180,124	945	11,027	9,850	3,201,946	2,739,357	2,235	4,827	22,109	2,768,528
Commercial lending subsidiaries	2,291,909	—	3,409	3,500	2,298,818	2,003,842	3,839	—	4,965	2,012,646
Consumer	29,384	—	—	836	30,220	35,078	—	—	—	35,078
	<u>\$ 18,280,089</u>	<u>\$ 10,676</u>	<u>\$ 14,972</u>	<u>\$ 20,409</u>	<u>\$ 18,326,146</u>	<u>\$ 15,702,978</u>	<u>\$ 14,417</u>	<u>\$ 10,162</u>	<u>\$ 32,130</u>	<u>\$ 15,759,687</u>
Non-ACI loans:										
1-4 single family residential	\$ 31,550	\$ 341	\$ 8	\$ 923	\$ 32,822	\$ 37,249	\$ 1,415	\$ —	\$ 594	\$ 39,258
Home equity loans and lines of credit	49,683	446	92	2,397	52,618	60,760	1,090	443	4,119	66,412
	<u>\$ 81,233</u>	<u>\$ 787</u>	<u>\$ 100</u>	<u>\$ 3,320</u>	<u>\$ 85,440</u>	<u>\$ 98,009</u>	<u>\$ 2,505</u>	<u>\$ 443</u>	<u>\$ 4,713</u>	<u>\$ 105,670</u>
ACI loans:										
1-4 single family residential	\$ 551,177	\$ 10,461	\$ 4,178	\$ 15,012	\$ 580,828	\$ 661,755	\$ 12,490	\$ 4,950	\$ 19,844	\$ 699,039
Home equity loans and lines of credit	2,740	10	31	227	3,008	4,243	127	9	452	4,831
Multi-family	22,973	—	—	—	22,973	24,636	—	—	—	24,636
Commercial real estate										
Owner occupied	10,279	—	—	—	10,279	16,567	—	—	—	16,567
Non-owner occupied	12,825	—	—	169	12,994	24,941	—	160	—	25,101
Commercial and industrial	928	—	—	—	928	1,041	—	21	—	1,062
Consumer	7	—	—	—	7	10	—	—	—	10
	<u>\$ 600,929</u>	<u>\$ 10,471</u>	<u>\$ 4,209</u>	<u>\$ 15,408</u>	<u>\$ 631,017</u>	<u>\$ 733,193</u>	<u>\$ 12,617</u>	<u>\$ 5,140</u>	<u>\$ 20,296</u>	<u>\$ 771,246</u>

1-4 single family residential and home equity ACI loans that are contractually delinquent by more than 90 days and accounted for in pools that are on accrual status because discount continues to be accreted totaled \$15 million and \$20 million, at September 30, 2016 and December 31, 2015, respectively.

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Foreclosure of residential real estate:

The carrying amount of foreclosed residential real estate properties included in "Other assets" in the accompanying consolidated balance sheets, all of which are covered, totaled \$6 million and \$9 million at September 30, 2016 and December 31, 2015, respectively. The recorded investment in residential mortgage loans in the process of foreclosure totaled \$9 million and \$13 million at September 30, 2016 and December 31, 2015, respectively, substantially all of which were covered loans.

Troubled debt restructurings:

The following tables summarize loans that were modified in TDRs during the periods indicated, as well as loans modified during the twelve months preceding September 30, 2016 and 2015, that experienced payment defaults during the periods indicated (dollars in thousands):

	Three Months Ended September 30,							
	2016				2015			
	Loans Modified in TDRs During the Period		TDRs Experiencing Payment Defaults During the Period		Loans Modified in TDRs During the Period		TDRs Experiencing Payment Defaults During the Period	
	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment
New loans:								
Owner occupied commercial real estate	1	\$ 491	—	\$ —	—	\$ —	—	\$ —
Commercial and industrial ⁽¹⁾	20	31,500	8	4,104	—	—	—	—
Commercial lending subsidiaries	5	4,433	1	3,500	—	—	—	—
	<u>26</u>	<u>\$ 36,424</u>	<u>9</u>	<u>\$ 7,604</u>	<u>—</u>	<u>\$ —</u>	<u>—</u>	<u>\$ —</u>
Non-ACI loans:								
Home equity loans and lines of credit	10	\$ 1,671	—	\$ —	8	\$ 1,462	2	\$ 507
ACI loans:								
Owner occupied commercial real estate	1	\$ 839	—	\$ —	—	\$ —	—	\$ —
Nine Months Ended September 30,								
	2016				2015			
	Loans Modified in TDRs During the Period		TDRs Experiencing Payment Defaults During the Period		Loans Modified in TDRs During the Period		TDRs Experiencing Payment Defaults During the Period	
	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment	Number of TDRs	Recorded Investment
New loans:								
1-4 single family residential	1	\$ 107	—	\$ —	1	\$ 109	—	\$ —
Owner occupied commercial real estate	3	5,225	—	—	—	—	—	—
Commercial and industrial ⁽¹⁾	65	78,763	8	4,104	1	690	—	—
Commercial lending subsidiaries	6	7,933	1	3,500	—	—	—	—
	<u>75</u>	<u>\$ 92,028</u>	<u>9</u>	<u>\$ 7,604</u>	<u>2</u>	<u>\$ 799</u>	<u>—</u>	<u>\$ —</u>
Non-ACI loans:								
Home equity loans and lines of credit	16	\$ 2,293	—	\$ —	18	\$ 3,389	2	\$ 507
ACI loans:								
Owner occupied commercial real estate	1	\$ 839	—	\$ —	1	\$ 503	—	\$ —

(1) Commercial and industrial loans modified in TDRs during the three and nine months ended September 30, 2016 included \$29.9 million and \$57.3 million, respectively, of taxi medallion loans. All of the commercial and industrial TDRs experiencing payment defaults during the three and nine months ended September 30, 2016 were taxi medallion loans.

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Modifications during the three and nine months ended September 30, 2016 and 2015 included interest rate reductions, restructuring of the amount and timing of required periodic payments, extensions of maturity and residential modifications under the U.S. Treasury Department's HAMP. Included in TDRs are residential loans to borrowers who have not reaffirmed their debt discharged in Chapter 7 bankruptcy. The total amount of such loans is not material. Modified ACI loans accounted for in pools are not considered TDRs, are not separated from the pools and are not classified as impaired loans.

Note 5 FDIC Indemnification Asset

When the Company recognizes gains or losses related to covered assets in its consolidated financial statements, changes in the estimated amount recoverable from the FDIC under the Loss Sharing Agreements with respect to those gains or losses are also reflected in the consolidated financial statements. Covered loans may be resolved through prepayment, short sale of the underlying collateral, foreclosure, sale of the loans or charge-off. For loans resolved through prepayment, short sale or foreclosure, the difference between consideration received in satisfaction of the loans and the carrying value of the loans is recognized in the consolidated statement of income line item "Income from resolution of covered assets, net." Losses from the resolution of covered loans increase the amount recoverable from the FDIC under the Loss Sharing Agreements. Gains from the resolution of covered loans reduce the amount recoverable from the FDIC under the Loss Sharing Agreements. Similarly, differences in proceeds received on the sale of covered OREO and covered loans and their carrying amounts result in gains or losses and reduce or increase the amount recoverable from the FDIC under the Loss Sharing Agreements. Increases in valuation allowances or impairment charges related to covered assets also increase the amount estimated to be recoverable from the FDIC. These additions to or reductions in amounts recoverable from the FDIC related to transactions in the covered assets are recorded in the consolidated statement of income line item "Net gain (loss) on FDIC indemnification" and reflected as corresponding increases or decreases in the FDIC indemnification asset.

In addition, recoveries of previously indemnified losses on commercial loans and gains on the sale of investment securities that were previously covered under the Commercial Shared-Loss Agreement result in reimbursements due to the FDIC. These transactions are included in the tables below. Amounts payable to the FDIC resulting from these transactions are recognized in other liabilities in the accompanying consolidated balance sheets.

The following tables summarize the components of the gains and losses associated with covered assets, along with the related additions to or reductions in the amounts recoverable from the FDIC under the Loss Sharing Agreements, as reflected in the consolidated statements of income for the periods indicated (in thousands):

	Three Months Ended September 30,					
	2016			2015		
	Transaction Income (Loss)	Net Gain on FDIC Indemnification	Net Impact on Pre-tax Earnings	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings
Recovery of (provision for) losses on covered loans ⁽¹⁾	\$ 460	\$ (368)	\$ 92	\$ (1,108)	\$ 886	\$ (222)
Income from resolution of covered assets, net	8,883	(7,106)	1,777	12,364	(9,839)	2,525
Gain (loss) on sale of covered loans	(10,033)	8,026	(2,007)	9,288	(7,430)	1,858
Loss on covered OREO	(552)	441	(111)	(493)	395	(98)
	<u>\$ (1,242)</u>	<u>\$ 993</u>	<u>\$ (249)</u>	<u>\$ 20,051</u>	<u>\$ (15,988)</u>	<u>\$ 4,063</u>

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	Nine Months Ended September 30,					
	2016			2015		
	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings
Recovery of (provision for) losses on covered loans ⁽¹⁾	\$ 1,261	\$ (1,007)	\$ 254	\$ (601)	\$ 506	\$ (95)
Income from resolution of covered assets, net	26,426	(21,140)	5,286	41,261	(32,870)	8,391
Gain (loss) on sale of covered loans	(14,895)	11,958	(2,937)	26,711	(21,476)	5,235
Loss on covered OREO	(957)	779	(178)	(1,186)	816	(370)
	<u>\$ 11,835</u>	<u>\$ (9,410)</u>	<u>\$ 2,425</u>	<u>\$ 66,185</u>	<u>\$ (53,024)</u>	<u>\$ 13,161</u>

(1) Transaction income (loss) includes recoveries of \$15 thousand, \$143 thousand and \$66 thousand, respectively, for the three and nine months ended September 30, 2016 and the nine months ended September 30, 2015 and a provision of \$35 thousand for the three months ended September 30, 2015 related to unfunded loan commitments included in other non-interest expense in the accompanying consolidated statements of income.

Changes in the FDIC indemnification asset and in the liability to the FDIC for recoveries related to assets previously covered under the Commercial Shared-Loss Agreement for the nine months ended September 30, 2016 and the year ended December 31, 2015, were as follows (in thousands):

Balance at December 31, 2014	\$ 974,335
Amortization	(109,411)
Reduction for claims filed	(59,139)
Net loss on FDIC indemnification	(65,942)
Balance at December 31, 2015	739,843
Amortization	(116,711)
Reduction for claims filed	(30,829)
Net loss on FDIC indemnification	(9,410)
Balance at September 30, 2016	<u>\$ 582,893</u>

The balances at September 30, 2016 and December 31, 2015 are reflected in the consolidated balance sheets as follows (in thousands):

	September 30, 2016	December 31, 2015
FDIC indemnification asset	\$ 582,931	\$ 739,880
Other liabilities	(38)	(37)
	<u>\$ 582,893</u>	<u>\$ 739,843</u>

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Note 6 Income Taxes

A reconciliation of expected income tax expense at the statutory federal income tax rate of 35% to the Company's effective income tax rate for the three and nine months ended September 30, 2016 and 2015 follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Tax expense calculated at the statutory federal income tax rate	35.00 %	35.00 %	35.00 %	35.00 %
Increases (decreases) resulting from:				
Income not subject to tax	(8.10)%	(4.93)%	(6.91)%	(4.67)%
State income taxes, net of federal tax benefit	6.00 %	5.41 %	4.80 %	4.74 %
Uncertain tax positions - lapse of statute of limitations	— %	(8.40)%	— %	(2.92)%
Discrete tax benefit - increase in basis of certain assets	— %	(70.43)%	— %	(23.33)%
Other, net	(1.25)%	(2.72)%	0.35 %	(1.26)%
	31.65 %	(46.07)%	33.24 %	7.56 %

A discrete income tax benefit of \$49.3 million was recognized in the three months ended September 30, 2015. The tax benefit, predicated on clarifying guidance issued by the IRS in 2015, relates to the Company's ability to claim additional tax basis in certain assets acquired in the FSB Acquisition. The additional tax basis will result in increased taxable losses or reduced taxable income upon the final disposition of those assets.

The Company has a liability for unrecognized tax benefits relating to uncertain state income tax positions in several jurisdictions. The Company's liability for unrecognized tax benefits was reduced by \$5.9 million, net of federal income tax benefit, in the three months ended September 30, 2015, as a result of the lapse of the statute of limitations. The liability for unrecognized tax benefits was increased by \$16.7 million and \$8.1 million, net of federal income tax benefit, in the three months ended September 30, 2016 and 2015, respectively, related to uncertain income tax positions taken on certain amended and recently filed state income tax returns.

The Company has investments in affordable housing limited partnerships which generate federal Low Income Housing Tax Credits and other tax benefits. The balance of these investments, included in other assets in the accompanying consolidated balance sheet, was \$72 million and \$59 million at September 30, 2016 and December 31, 2015, respectively. Unfunded commitments for affordable housing investments, included in other liabilities in the accompanying consolidated balance sheet, were \$56 million and \$52 million at September 30, 2016 and December 31, 2015, respectively. The maximum exposure to loss as a result of the Company's involvement with these limited partnerships at September 30, 2016 was approximately \$74 million. While the Company believes the likelihood of potential losses from these investments is remote, the maximum exposure was determined by assuming a scenario where the projects completely fail and do not meet certain government compliance requirements resulting in recapture of the related tax credits. These investments did not have a significant impact on income tax expense for the three and nine months ended September 30, 2016 and 2015.

Note 7 Derivatives and Hedging Activities

The Company uses interest rate swaps to manage interest rate risk related to liabilities that expose the Company to variability in cash flows due to changes in interest rates. The Company enters into LIBOR-based interest rate swaps that are designated as cash flow hedges with the objective of limiting the variability of interest payment cash flows resulting from changes in the benchmark interest rate LIBOR. The effective portion of changes in the fair value of interest rate swaps designated as cash flow hedging instruments is reported in AOCI and subsequently reclassified into interest expense in the same period in which the related interest on the floating-rate debt obligations affects earnings.

The Company also enters into interest rate derivative contracts with certain of its commercial borrowers to enable those borrowers to manage their exposure to interest rate fluctuations. To mitigate interest rate risk associated with these derivative contracts, the Company enters into offsetting derivative contract positions with primary dealers. These interest rate derivative contracts are not designated as hedging instruments; therefore, changes in the fair value of these derivatives are recognized

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immediately in earnings. The impact on earnings related to changes in fair value of these derivatives for the nine months ended September 30, 2016 and 2015 was not material.

The Company may be exposed to credit risk in the event of non-performance by the counterparties to its interest rate derivative agreements. The Company assesses the credit risk of its financial institution counterparties by monitoring publicly available credit rating and financial information. The Company manages dealer credit risk by entering into interest rate derivatives only with primary and highly rated counterparties, the use of ISDA master agreements and counterparty limits. The agreements contain bilateral collateral arrangements with the amount of collateral to be posted generally governed by the settlement value of outstanding swaps. The Company manages the risk of default by its borrower counterparties through its normal loan underwriting and credit monitoring policies and procedures. The Company does not currently anticipate any losses from failure of interest rate derivative counterparties to honor their obligations.

The following tables set forth certain information concerning the Company's interest rate contract derivative financial instruments and related hedged items at the dates indicated (dollars in thousands):

September 30, 2016								
	Hedged Item	Weighted Average Pay Rate	Weighted Average Receive Rate	Weighted Average Remaining Life in Years	Notional Amount	Balance Sheet Location	Fair Value	
							Asset	Liability
Derivatives designated as cash flow hedges:								
Pay-fixed interest rate swaps	Variability of interest cash flows on variable rate borrowings	1.58%	3-Month Libor	3.6	\$ 1,665,000	Other Assets / Other liabilities	\$ 313	\$ (24,650)
Pay-fixed forward-starting interest rate swaps	Variability of interest cash flows on variable rate borrowings	3.43%	3-Month Libor	10.7	300,000	Other liabilities	—	(54,373)
Derivatives not designated as hedges:								
Pay-fixed interest rate swaps		3.75%	Indexed to 1-month Libor	7.0	893,472	Other liabilities	—	(55,194)
Pay-variable interest rate swaps		Indexed to 1-month Libor	3.75%	7.0	893,472	Other assets	55,194	—
Interest rate caps purchased, indexed to 1-month Libor			2.72%	2.1	130,415	Other assets	50	—
Interest rate caps sold, indexed to 1-month Libor		2.72%		2.1	130,415	Other liabilities	—	(50)
					<u>\$ 4,012,774</u>		<u>\$ 55,557</u>	<u>\$ (134,267)</u>

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December 31, 2015

	Hedged Item	Weighted Average Pay Rate	Weighted Average Receive Rate	Weighted Average Remaining Life in Years	Notional Amount	Balance Sheet Location	Fair Value	
							Asset	Liability
Derivatives designated as cash flow hedges:								
Pay-fixed interest rate swaps	Variability of interest cash flows on variable rate borrowings	1.62%	3-Month Libor	2.6	\$ 1,805,000	Other assets / Other liabilities	\$ 3,442	\$ (12,347)
Pay-fixed forward-starting interest rate swaps	Variability of interest cash flows on variable rate borrowings	3.43%	3-Month Libor	11.5	300,000	Other liabilities	—	(26,274)
Derivatives not designated as hedges:								
Pay-fixed interest rate swaps		4.08%	Indexed to 1-month Libor	7.0	663,311	Other assets / Other liabilities	225	(30,514)
Pay-variable interest rate swaps		Indexed to 1-month Libor	4.08%	7.0	663,311	Other assets / Other liabilities	30,514	(225)
Interest rate caps purchased, indexed to 1-month Libor			2.85%	2.2	139,786	Other assets	164	—
Interest rate caps sold, indexed to 1-month Libor		2.85%		2.2	139,786	Other liabilities	—	(164)
					\$ 3,711,194		\$ 34,345	\$ (69,524)

During the three and nine months ended September 30, 2016 and 2015, the amount of loss reclassified from AOCI into interest expense (effective portion) was \$3.7 million, \$13.1 million, \$7.0 million and \$20.1 million, respectively.

During the nine months ended September 30, 2016 and 2015, no derivative positions designated as cash flow hedges were discontinued and none of the gains and losses reported in AOCI were reclassified into earnings as a result of the discontinuance of cash flow hedges or because of the early extinguishment of debt. As of September 30, 2016, the amount of loss expected to be reclassified from AOCI into earnings during the next twelve months was \$11.3 million.

Some of the Company's ISDA master agreements with financial institution counterparties contain provisions that permit either counterparty to terminate the agreements and require settlement in the event that regulatory capital ratios fall below certain designated thresholds, upon the initiation of other defined regulatory actions or upon suspension or withdrawal of the Bank's credit rating. Currently, there are no circumstances that would trigger these provisions of the agreements.

The Company does not offset assets and liabilities under master netting agreements for financial reporting purposes. Information on interest rate swaps subject to these agreements is as follows at the dates indicated (in thousands):

September 30, 2016

	Gross Amounts Recognized	Gross Amounts Offset in Balance Sheet	Net Amounts Presented in Balance Sheet	Gross Amounts Not Offset in Balance Sheet		Net Amount
				Derivative Instruments	Collateral Pledged	
Derivative assets	\$ 363	\$ —	\$ 363	\$ (363)	\$ —	\$ —
Derivative liabilities	(134,217)	—	(134,217)	363	133,854	—
	\$ (133,854)	\$ —	\$ (133,854)	\$ —	\$ 133,854	\$ —

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	December 31, 2015					
	Gross Amounts Recognized	Gross Amounts Offset in Balance Sheet	Net Amounts Presented in Balance Sheet	Gross Amounts Not Offset in Balance Sheet		Net Amount
				Derivative Instruments	Collateral Pledged	
Derivative assets	\$ 3,830	\$ —	\$ 3,830	\$ (3,605)	\$ —	\$ 225
Derivative liabilities	(69,135)	—	(69,135)	3,605	65,530	—
	<u>\$ (65,305)</u>	<u>\$ —</u>	<u>\$ (65,305)</u>	<u>\$ —</u>	<u>\$ 65,530</u>	<u>\$ 225</u>

The difference between the amounts reported for interest rate swaps subject to master netting agreements and the total fair value of interest rate contract derivative financial instruments reported in the consolidated balance sheets is related to interest rate contracts entered into with borrowers not subject to master netting agreements.

At September 30, 2016, the Company had pledged investment securities available for sale with a carrying amount of \$80 million and cash on deposit of \$93 million as collateral for interest rate swaps in a liability position. No financial collateral was pledged by counterparties to the Company for interest rate swaps in an asset position. The amount of collateral required to be posted varies based on the settlement value of outstanding swaps and in some cases may include initial margin requirements.

Note 8 Stockholders' Equity

Accumulated Other Comprehensive Income

Changes in AOCI are summarized as follows for the periods indicated (in thousands):

	Three Months Ended September 30,					
	2016			2015		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized gains on investment securities available for sale:						
Net unrealized holding gain (loss) arising during the period	\$ 5,316	\$ (2,100)	\$ 3,216	\$ (8,727)	\$ 3,446	\$ (5,281)
Amounts reclassified to gain on investment securities available for sale, net	(3,008)	1,188	(1,820)	(2,343)	926	(1,417)
Net change in unrealized gains on investment securities available for sale	2,308	(912)	1,396	(11,070)	4,372	(6,698)
Unrealized losses on derivative instruments:						
Net unrealized holding gain (loss) arising during the period	8,356	(3,301)	5,055	(29,983)	11,844	(18,139)
Amounts reclassified to interest expense on deposits	—	—	—	1,449	(572)	877
Amounts reclassified to interest expense on borrowings	3,741	(1,477)	2,264	5,529	(2,184)	3,345
Net change in unrealized losses on derivative instruments	12,097	(4,778)	7,319	(23,005)	9,088	(13,917)
Other comprehensive income (loss)	<u>\$ 14,405</u>	<u>\$ (5,690)</u>	<u>\$ 8,715</u>	<u>\$ (34,075)</u>	<u>\$ 13,460</u>	<u>\$ (20,615)</u>

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	Nine Months Ended September 30,					
	2016			2015		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized gains on investment securities available for sale:						
Net unrealized holding gain (loss) arising during the period	\$ 88,413	\$ (34,923)	\$ 53,490	\$ (4,352)	\$ 916	\$ (3,436)
Amounts reclassified to gain on investment securities available for sale, net	(10,065)	3,975	(6,090)	(5,493)	2,170	(3,323)
Net change in unrealized gains on investment securities available for sale	78,348	(30,948)	47,400	(9,845)	3,086	(6,759)
Unrealized losses on derivative instruments:						
Net unrealized holding loss arising during the period	(57,765)	22,817	(34,948)	(35,534)	14,328	(21,206)
Amounts reclassified to interest expense on deposits	—	—	—	4,302	(1,699)	2,603
Amounts reclassified to interest expense on borrowings	13,050	(5,154)	7,896	15,750	(6,221)	9,529
Net change in unrealized losses on derivative instruments	(44,715)	17,663	(27,052)	(15,482)	6,408	(9,074)
Other comprehensive income (loss)	\$ 33,633	\$ (13,285)	\$ 20,348	\$ (25,327)	\$ 9,494	\$ (15,833)

The categories of AOCI and changes therein are presented below for the periods indicated (in thousands):

	Unrealized Gains on Investment Securities Available for Sale	Unrealized Losses on Derivative Instruments	Total
Balance at December 31, 2015	\$ 41,535	\$ (19,353)	\$ 22,182
Other comprehensive income (loss)	47,400	(27,052)	20,348
Balance at September 30, 2016	\$ 88,935	\$ (46,405)	\$ 42,530
Balance at December 31, 2014	\$ 68,322	\$ (21,970)	\$ 46,352
Other comprehensive loss	(6,759)	(9,074)	(15,833)
Balance at September 30, 2015	\$ 61,563	\$ (31,044)	\$ 30,519

Note 9 Equity Based and Other Compensation Plans

During the nine months ended September 30, 2016, the Company granted 644,888 unvested share awards under the 2014 Plan. All of the shares vest in equal annual installments over a period of three years from the date of grant. The shares granted were valued at the closing price of the Company's common stock on the date of grant, ranging from \$29.78 to \$33.76, and had an aggregate fair value of \$20.0 million. The total unrecognized compensation cost of \$23.6 million for all unvested share awards outstanding at September 30, 2016 will be recognized over a weighted average remaining period of 1.87 years.

During the nine months ended September 30, 2015, the Company granted 621,283 unvested share awards under the 2010 Plan and 41,645 unvested share awards under the 2014 Plan. All of the shares vest in equal annual installments over a period of three years from the date of grant. The shares granted were valued at the closing price of the Company's common stock on the date of grant, ranging from \$31.35 to \$36.50, and had an aggregate fair value of \$21.2 million.

Executive share-based awards

Two of the Company's executives are eligible to receive annual awards of RSUs and PSUs (collectively, the "share units"). RSUs represent a fixed number of shares and vest in equal tranches over 3 years. PSUs are initially granted based on a target value. The number of PSUs that ultimately vest at the end of a three-year performance measurement period will be based on the

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achievement of performance criteria pre-established by the Compensation Committee of the Board of Directors. Upon vesting, the share units will be converted to common stock on a one-for-one basis, or may be settled in cash at the Company's option. The share units will accumulate dividends declared on the Company's common stock from the date of grant to be paid subsequent to vesting. During the nine months ended September 30, 2016, 57,873 RSUs and 57,873 PSUs were granted. The RSUs were valued at the closing price of the Company's common stock on the date of grant of \$29.85. The performance criteria established for the PSUs granted in 2016 include both performance and market conditions. The grant-date value of the PSUs was determined based on the closing price of the Company's common stock on the date of grant and a discount related to the market condition, considering the probability of meeting the defined performance conditions.

Certain other of the Company's executives are eligible to receive unvested share awards at the end of one-year performance periods. The dollar value of share awards to be granted is based on the achievement of performance criteria pre-established annually by the Compensation Committee. The number of shares of common stock to be awarded is variable based on the closing price of the Company's stock on the date of grant; therefore, these awards are initially classified as liability instruments in the Company's consolidated balance sheets and compensation cost is recognized from the beginning of the performance period. The share awards vest in equal installments over a period of three years from the date of grant.

Compensation cost related to performance based executive share-based awards is recognized during the performance period based on the probable outcome of the respective performance conditions. The total unrecognized compensation cost of \$3.9 million for these executive share-based awards at September 30, 2016 will be recognized over a weighted average remaining period of 2.62 years.

Note 10 Fair Value Measurements

Assets and liabilities measured at fair value on a recurring basis

Following is a description of the methodologies used to estimate the fair values of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which those measurements are typically classified.

Investment securities available for sale—Fair value measurements are based on quoted prices in active markets when available; these measurements are classified within level 1 of the fair value hierarchy. These securities typically include U.S. Treasury securities and certain preferred stocks. If quoted prices in active markets are not available, fair values are estimated using quoted prices of securities with similar characteristics, quoted prices of identical securities in less active markets, discounted cash flow techniques, or matrix pricing models. These securities are generally classified within level 2 of the fair value hierarchy and include U.S. Government agency securities, U.S. Government agency and sponsored enterprise MBS, preferred stock investments for which level 1 valuations are not available, corporate debt securities, non-mortgage asset-backed securities, single family rental real estate-backed securities, certain private label residential MBS and CMOs, Re-Remics, private label commercial MBS, collateralized loan obligations and state and municipal obligations. Pricing of these securities is generally primarily spread driven. Observable inputs that may impact the valuation of these securities include benchmark yield curves, credit spreads, reported trades, dealer quotes, bids, issuer spreads, current rating, historical constant prepayment rates, historical voluntary prepayment rates, structural and waterfall features of individual securities, published collateral data, and for certain securities, historical constant default rates and default severities. Investment securities available for sale generally classified within level 3 of the fair value hierarchy include certain private label MBS and trust preferred securities. The Company typically values these securities using third-party proprietary pricing models, primarily discounted cash flow valuation techniques, which incorporate both observable and unobservable inputs. Unobservable inputs that may impact the valuation of these securities include risk adjusted discount rates, projected prepayment rates, projected default rates and projected loss severity.

The Company uses third-party pricing services in determining fair value measurements for investment securities. To obtain an understanding of the methodologies and assumptions used, management reviews written documentation provided by the pricing services, conducts interviews with valuation desk personnel and reviews model results and detailed assumptions used to value selected securities as considered necessary. Management has established a robust price challenge process that includes a review by the treasury front office of all prices provided on a monthly basis. Any price evidencing unexpected month over month fluctuations or deviations from expectations is challenged. If considered necessary to resolve any discrepancies, a price will be obtained from an additional independent valuation source. The Company does not typically adjust the prices provided, other than through this established challenge process. The results of price challenges are subject to review by executive management. The Company has also established a quarterly process whereby prices provided by its primary pricing service for

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a sample of securities are validated. Any price discrepancies are resolved based on careful consideration of the assumptions and inputs employed by each of the pricing sources.

Servicing rights—Commercial servicing rights are valued using a discounted cash flow methodology incorporating contractually specified servicing fees and market based assumptions about prepayments, discount rates, default rates and costs of servicing. Prepayment and default assumptions are based on historical industry data for loans with similar characteristics. Assumptions about costs of servicing are based on market convention. Discount rates are based on rates of return implied by observed trades of underlying loans in the secondary market. Fair value of residential MSRs is estimated using a discounted cash flow technique that incorporates market-based assumptions including estimated prepayment speeds, contractual servicing fees, cost to service, discount rates, escrow account earnings, ancillary income, and estimated defaults. Due to the nature of the valuation inputs and the limited availability of market pricing, servicing rights are classified as level 3.

Derivative financial instruments—Interest rate swaps are predominantly traded in over-the-counter markets and, as such, values are determined using widely accepted discounted cash flow modeling techniques. These discounted cash flow models use projections of future cash payments and receipts that are discounted at mid-market rates. Observable inputs that may impact the valuation of these instruments include LIBOR swap rates and LIBOR forward yield curves. These fair value measurements are generally classified within level 2 of the fair value hierarchy.

The following tables present assets and liabilities measured at fair value on a recurring basis at the dates indicated (in thousands):

	September 30, 2016			
	Level 1	Level 2	Level 3	Total
Investment securities available for sale:				
U.S. Treasury securities	\$ 5,011	\$ —	\$ —	\$ 5,011
U.S. Government agency and sponsored enterprise residential MBS	—	1,392,471	—	1,392,471
U.S. Government agency and sponsored enterprise commercial MBS	—	151,077	—	151,077
Re-Remics	—	49,742	—	49,742
Private label residential MBS and CMOs	—	348,532	127,303	475,835
Private label commercial MBS	—	1,297,436	—	1,297,436
Single family rental real estate-backed securities	—	786,701	—	786,701
Collateralized loan obligations	—	486,572	—	486,572
Non-mortgage asset-backed securities	—	193,082	—	193,082
Preferred stocks	62,369	11,362	—	73,731
State and municipal obligations	—	525,269	—	525,269
SBA securities	—	503,350	—	503,350
Other debt securities	—	3,460	4,324	7,784
Servicing rights	—	—	24,716	24,716
Derivative assets	—	55,557	—	55,557
Total assets at fair value	\$ 67,380	\$ 5,804,611	\$ 156,343	\$ 6,028,334
Derivative liabilities	\$ —	\$ 134,267	\$ —	\$ 134,267
Total liabilities at fair value	\$ —	\$ 134,267	\$ —	\$ 134,267

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	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Investment securities available for sale:				
U.S. Treasury securities	\$ 4,997	\$ —	\$ —	\$ 4,997
U.S. Government agency and sponsored enterprise residential MBS	—	1,178,318	—	1,178,318
U.S. Government agency and sponsored enterprise commercial MBS	—	96,814	—	96,814
Re-Remics	—	89,691	—	89,691
Private label residential MBS and CMOs	—	403,729	140,883	544,612
Private label commercial MBS	—	1,218,740	—	1,218,740
Single family rental real estate-backed securities	—	636,705	—	636,705
Collateralized loan obligations	—	306,877	—	306,877
Non-mortgage asset-backed securities	—	56,500	—	56,500
Preferred stocks	82,613	596	—	83,209
State and municipal obligations	—	361,753	—	361,753
SBA securities	—	273,336	—	273,336
Other debt securities	—	3,455	4,532	7,987
Servicing rights	—	—	11,548	11,548
Derivative assets		34,345	4	34,349
Total assets at fair value	<u>\$ 87,610</u>	<u>\$ 4,660,859</u>	<u>\$ 156,967</u>	<u>\$ 4,905,436</u>
Derivative liabilities	<u>\$ —</u>	<u>\$ 69,524</u>	<u>\$ —</u>	<u>\$ 69,524</u>
Total liabilities at fair value	<u>\$ —</u>	<u>\$ 69,524</u>	<u>\$ —</u>	<u>\$ 69,524</u>

There were no transfers of financial assets between levels of the fair value hierarchy during the nine months ended September 30, 2016 and 2015.

The following tables reconcile changes in the fair value of assets and liabilities measured at fair value on a recurring basis and classified in level 3 of the fair value hierarchy during the periods indicated (in thousands):

	Three Months Ended September 30,					
	2016			2015		
	Private Label Residential MBS	Other Debt Securities	Servicing Rights	Private Label Residential MBS	Other Debt Securities	Servicing Rights
Balance at beginning of period	\$ 131,156	\$ 4,292	\$ 24,891	\$ 155,908	\$ 4,793	\$ 11,090
Gains (losses) for the period included in:						
Net income	—	—	(2,369)	—	—	(864)
Other comprehensive income	337	22	—	(1,885)	(98)	—
Discount accretion	1,404	36	—	1,577	36	—
Purchases or additions	—	—	2,194	—	—	926
Settlements	(5,594)	(26)	—	(7,862)	(24)	—
Transfers into level 3	—	—	—	—	—	—
Transfers out of level 3	—	—	—	—	—	—
Balance at end of period	<u>\$ 127,303</u>	<u>\$ 4,324</u>	<u>\$ 24,716</u>	<u>\$ 147,738</u>	<u>\$ 4,707</u>	<u>\$ 11,152</u>

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	Nine Months Ended September 30,					
	2016			2015		
	Private Label Residential MBS	Other Debt Securities	Servicing Rights	Private Label Residential MBS	Other Debt Securities	Servicing Rights
Balance at beginning of period	\$ 140,883	\$ 4,532	\$ 20,017	\$ 168,077	\$ 4,918	\$ —
Gains (losses) for the period included in:						
Net income	—	—	(5,983)	—	—	(1,484)
Other comprehensive income	(190)	(245)	—	(4,709)	(248)	—
Discount accretion	4,485	88	—	4,980	108	—
Purchases or additions	—	—	10,682	—	—	12,636
Settlements	(17,875)	(51)	—	(20,610)	(71)	—
Transfers into level 3	—	—	—	—	—	—
Transfers out of level 3	—	—	—	—	—	—
Balance at end of period	<u>\$ 127,303</u>	<u>\$ 4,324</u>	<u>\$ 24,716</u>	<u>\$ 147,738</u>	<u>\$ 4,707</u>	<u>\$ 11,152</u>

The balance of servicing rights at the beginning of 2016 includes \$8.5 million of residential MSR, which the Company elected to measure at fair value effective January 1, 2016. Changes in the fair value of servicing rights are included in the consolidated statement of income line item "Other non-interest income." Changes in fair value include changes due to discount rates and valuation assumptions, as well as other changes such as runoff and the passage of time. The amount of unrealized losses included in earnings for the nine months ended September 30, 2016 that were related to servicing assets held at September 30, 2016 totaled approximately \$1.7 million and were primarily due to changes in discount rates and valuation assumptions.

Securities for which fair value measurements are categorized in level 3 of the fair value hierarchy at September 30, 2016 consisted of pooled trust preferred securities with a fair value of \$4 million and private label residential MBS and CMOs with a fair value of \$127 million. The trust preferred securities are not material to the Company's financial statements. Private label residential MBS consisted of senior and mezzanine tranches collateralized by prime fixed rate and hybrid 1-4 single family residential mortgages originated before 2005, some of which contain option-arm features. Substantially all of these securities have variable rate coupons. Weighted average subordination levels at September 30, 2016 were 16.9%, 12.9% and 1.6% for investment grade, non-investment grade and option-arm securities, respectively. There were \$28 million of option-arm securities with a subordination level of zero at September 30, 2016.

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The following table provides information about the valuation techniques and unobservable inputs used in the valuation of private label residential MBS and CMOs falling within level 3 of the fair value hierarchy as of September 30, 2016 (dollars in thousands):

	Fair Value at September 30, 2016	Valuation Technique	Unobservable Input	Range (Weighted Average)
Investment grade	\$ 57,012	Discounted cash flow	Voluntary prepayment rate	3.78% - 10.57% (8.44%)
			Probability of default	0.03% - 12.39% (2.54%)
			Loss severity	0.00% - 22.58% (1.91%)
			Discount rate	2.41% - 6.67% (3.44%)
Non-investment grade	\$ 40,824	Discounted cash flow	Voluntary prepayment rate	4.66% - 13.78% (8.00%)
			Probability of default	0.02% - 8.08% (2.19%)
			Loss severity	0.00% - 7.32% (1.29%)
			Discount rate	2.80% - 18.29% (5.13%)
Option-arm (non-investment grade)	\$ 29,467	Discounted cash flow	Voluntary prepayment rate	2.91% - 2.97% (2.92%)
			Probability of default	3.90% - 8.86% (7.62%)
			Loss severity	12.78% - 18.77% (14.28%)
			Discount rate	3.50% - 33.43% (8.97%)

The significant unobservable inputs impacting the fair value measurement of private label residential MBS and CMOs include voluntary prepayment rates, probability of default, loss severity given default and discount rates. Generally, increases in probability of default, loss severity or discount rates would result in a lower fair value measurement. Alternatively, decreases in probability of default, loss severity or discount rates would result in a higher fair value measurement. For securities with less favorable credit characteristics, decreases in voluntary prepayment speeds may be interpreted as a deterioration in the overall credit quality of the underlying collateral and as such, lead to lower fair value measurements. The fair value measurements of those securities with higher levels of subordination will be less sensitive to changes in these unobservable inputs other than discount rates, while securities with lower levels of subordination will show a higher degree of sensitivity to changes in these unobservable inputs other than discount rates. Generally, a change in the assumption used for probability of default is accompanied by a directionally similar change in the assumption used for loss severity given default and a directionally opposite change in the assumption used for voluntary prepayment rate.

The following table provides information about the valuation techniques and significant unobservable inputs used in the valuation of servicing rights as of September 30, 2016 (dollars in thousands):

	Fair Value at September 30, 2016	Valuation Technique	Unobservable Input	Range (Weighted Average)
Residential MSRs	\$ 13,122	Discounted cash flow	Prepayment rate	6.11% - 23.18% (13.15%)
			Discount rate	9.13% - 9.19% (9.14%)
Commercial servicing rights	\$ 11,594	Discounted cash flow	Prepayment rate	1.34% - 9.77% (7.39%)
			Discount rate	8.99% - 13.58% (11.88%)

Increases in prepayment rates or discount rates would result in lower fair value measurements and decreases in prepayment rates or discount rates would result in higher fair value measurements. Although the prepayment rate and the discount rate are not directly interrelated, they generally move in opposite directions.

Assets and liabilities measured at fair value on a non-recurring basis

Following is a description of the methodologies used to estimate the fair values of assets and liabilities that may be measured at fair value on a non-recurring basis, and the level within the fair value hierarchy in which those measurements are typically classified.

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Impaired loans, OREO and other repossessed assets - The carrying amount of collateral dependent impaired loans is typically based on the fair value of the underlying collateral, which may be real estate or other business assets, less estimated costs to sell. The carrying value of OREO is initially measured based on the fair value of the real estate acquired in foreclosure and subsequently adjusted to the lower of cost or estimated fair value, less estimated cost to sell. Fair values of real estate collateral are typically based on real estate appraisals which utilize market and income approaches to valuation incorporating both observable and unobservable inputs. When current appraisals are not available, the Company may use brokers' price opinions, home price indices or other available information about changes in real estate market conditions to adjust the latest appraised value available. These adjustments to appraised values may be subjective and involve significant management judgment. The fair value of repossessed assets or collateral consisting of other business assets is generally based on appraisals that use market approaches to valuation incorporating primarily unobservable inputs. Fair value measurements related to collateral dependent impaired loans, OREO and other repossessed assets are classified within level 3 of the fair value hierarchy.

The following tables present the carrying value of assets for which non-recurring changes in fair value have been recorded for the periods indicated (in thousands):

	September 30, 2016				Losses from Fair Value Changes	
	Level 1	Level 2	Level 3	Total	Three Months Ended	Nine Months Ended
					September 30, 2016	September 30, 2016
OREO and repossessed assets	\$ —	\$ —	\$ 7,923	\$ 7,923	\$ (372)	\$ (740)
Impaired loans	\$ —	\$ —	\$ 59,678	\$ 59,678	\$ (10,623)	\$ (18,873)

	September 30, 2015				Losses from Fair Value Changes	
	Level 1	Level 2	Level 3	Total	Three Months Ended	Nine Months Ended
					September 30, 2015	September 30, 2015
OREO	\$ —	\$ —	\$ 6,899	\$ 6,899	\$ (146)	\$ (538)
Impaired loans	\$ —	\$ —	\$ 59,564	\$ 59,564	\$ (3,871)	\$ (16,995)
Residential MSRs	\$ —	\$ —	\$ 8,622	\$ 8,622	\$ (20)	\$ (20)

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The following table presents the carrying value and fair value of financial instruments and the level within the fair value hierarchy in which those measurements are classified at the dates indicated (dollars in thousands):

	Level	September 30, 2016		December 31, 2015	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:					
Cash and cash equivalents	1	\$ 261,954	\$ 261,954	\$ 267,500	\$ 267,500
Investment securities available for sale	1/2/3	5,948,061	5,948,061	4,859,539	4,859,539
Investment securities held to maturity	3	10,000	10,000	10,000	10,000
Non-marketable equity securities	2	283,422	283,422	219,997	219,997
Loans held for sale	2	42,393	47,334	47,410	50,080
Loans:					
Covered	3	666,491	1,259,668	804,672	1,535,688
Non-covered	3	18,221,636	18,486,371	15,706,103	15,925,405
FDIC Indemnification asset	3	582,931	293,196	739,880	361,364
Accrued interest receivable	2	63,986	63,986	47,654	47,654
Derivative assets	2	55,557	55,557	34,349	34,349
Liabilities:					
Demand, savings and money market deposits	2	\$ 12,981,902	\$ 12,981,902	\$ 12,330,410	\$ 12,330,410
Time deposits	2	5,854,407	5,870,497	4,608,091	4,630,572
FHLB advances	2	5,219,125	5,227,177	4,008,464	4,008,621
Notes and other borrowings	2	402,786	424,915	402,545	392,219
Accrued interest payable	2	11,680	11,680	5,638	5,638
Derivative liabilities	2	134,267	134,267	69,524	69,524

The following methods and assumptions were used to estimate the fair value of each class of financial instruments, other than those described above:

The carrying amounts of certain financial instruments approximate fair value due to their short-term nature and generally negligible credit risk. These financial instruments include cash and cash equivalents, accrued interest receivable and accrued interest payable.

Investment securities held to maturity

Investment securities held to maturity includes one bond issued by the State of Israel, with fair value obtained from a third party pricing service.

Non-marketable equity securities

Non-marketable equity securities include FHLB and FRB stock. There is no market for these securities, which can be liquidated only by redemption by the issuer. These securities are valued at par, which has historically represented the redemption price and is therefore considered to approximate fair value.

Loans held for sale

The fair value of the portion of small business loans guaranteed by U.S. Government agencies being held for sale is estimated using pricing on recent sales of similar loans by the Company in active markets.

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ACI and non-ACI loans

Fair values are estimated based on a discounted cash flow analysis. Estimates of future cash flows incorporate various factors that may include the type of loan and related collateral, estimated collateral values, estimated default probability and loss severity given default, internal risk rating, whether the interest rate is fixed or variable, term of loan and whether or not the loan is amortizing. The fair values of loans accounted for in pools are estimated on a pool basis. Other loans may be grouped based on risk characteristics and fair value estimated in the aggregate when applying discounted cash flow valuation techniques. Discount rates for residential loans are based on observable fixed income market data for products with similar credit characteristics. Discount rates for commercial loans reflect indicative yields based on pricing obtained in the commercial loan sale in 2014, adjusted for changes in market rates subsequent to the sale.

New loans

Fair values of residential loans are estimated using a discounted cash flow analysis with discount rates based on yields at which similar loans are trading in the secondary market, which reflect assumptions about credit risk. Fair values of commercial and consumer loans are estimated using a discounted cash flow analysis with discount rates based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The ALLL related to commercial and consumer loans is considered a reasonable estimate of the required adjustment to fair value to reflect the impact of credit risk. This estimate may not represent an exit value as defined in ASC 820.

FDIC indemnification asset

The fair value of the FDIC indemnification asset has been estimated using a discounted cash flow technique incorporating assumptions about the timing and amount of future projected cash payments from the FDIC related to the resolution of covered assets. The factors that impact estimates of future cash flows are similar to those impacting estimated cash flows from covered loans. The discount rate is determined by adjusting the risk free rate to incorporate uncertainty in the estimate of the timing and amount of future cash flows and illiquidity.

Deposits

The fair value of demand deposits, savings accounts and money market deposits is the amount payable on demand at the reporting date. The fair value of time deposits is estimated using a discounted cash flow technique based on rates currently offered for deposits of similar remaining maturities.

FHLB advances

Fair value is estimated by discounting contractual future cash flows using the current rate at which borrowings with similar terms and remaining maturities could be obtained by the Company.

Senior notes

Fair value is estimated based on quoted prices of identical securities in less active markets.

Note 11 Commitments and Contingencies

The Company issues off-balance sheet financial instruments to meet the financing needs of its customers. These financial instruments include commitments to fund loans, unfunded commitments under existing lines of credit, and commercial and standby letters of credit. These commitments expose the Company to varying degrees of credit and market risk which are essentially the same as those involved in extending loans to customers, and are subject to the same credit policies used in underwriting loans. Collateral may be obtained based on the Company's credit evaluation of the counterparty. The Company's maximum exposure to credit loss is represented by the contractual amount of these commitments. Unfunded commitments under lines of credit include \$13.5 million available under non-cancellable commitments in effect at the date of the FSB Acquisition, which are covered under the Single Family Shared-Loss Agreement if prescribed conditions are met.

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Commitments to fund loans

These are agreements to lend funds to customers as long as there is no violation of any condition established in the contract. Commitments to fund loans generally have fixed expiration dates or other termination clauses and may require payment of a fee. Many of these commitments are expected to expire without being funded and, therefore, the total commitment amounts do not necessarily represent future liquidity requirements.

Unfunded commitments under lines of credit

Unfunded commitments under lines of credit include commercial, commercial real estate, home equity and consumer lines of credit to existing customers. Some of these commitments may mature without being fully funded.

Commercial and standby letters of credit

Letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These letters of credit are primarily issued to support trade transactions or guarantee arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Total lending related commitments outstanding at September 30, 2016 were as follows (in thousands):

Commitments to fund loans	\$	461,169
Commitments to purchase loans		323,783
Unfunded commitments under lines of credit		1,859,367
Commercial and standby letters of credit		84,038
	<u>\$</u>	<u>2,728,357</u>

Legal Proceedings

The Company has accrued approximately \$2.8 million related to a recent jury award in an action brought against Herald National Bank, which action was commenced prior to the Company's acquisition by Herald. Although management does not believe the findings of the jury amount to violations of the New York Labor Code, it is reasonably possible the judge may conclude otherwise, which would result in the jury award being doubled. In such event, the judge would also have the discretion to award plaintiff's their reasonable attorney's fees. The Company is strongly considering appealing the final judgment once entered.

The Company is involved as plaintiff or defendant in various other legal actions arising in the normal course of business. In the opinion of management, based upon advice of legal counsel, the likelihood is remote that the impact of these proceedings, either individually or in the aggregate, would be material to the Company's consolidated financial position, results of operations or cash flows.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is intended to focus on significant changes in the financial condition and results of operations of the Company during the three and nine months ended September 30, 2016 and should be read in conjunction with the consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q and BKU's 2015 Annual Report on Form 10-K for the year ended December 31, 2015 (the "2015 Annual Report on Form 10-K").

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the Company's current views with respect to, among other things, future events and financial performance. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates" and similar expressions identify forward-looking statements. These forward-looking statements are based on the historical performance of the Company or on the Company's current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by the Company that the future plans, estimates or expectations so contemplated will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to the Company's operations, financial results, financial condition, business prospects, growth strategy and liquidity. If one or more of these or other risks or uncertainties materialize, or if the Company's underlying assumptions prove to be incorrect, the Company's actual results may vary materially from those indicated in these statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, the risk factors described in Part I, Item 1A of the 2015 Annual Report on Form 10-K. The Company does not undertake any obligation to publicly update or review any forward looking statement, whether as a result of new information, future developments or otherwise.

Overview

Quarterly Highlights

In evaluating our financial performance, we consider the level of and trends in net interest income, the net interest margin, levels and composition of non-interest income and non-interest expense, performance ratios such as the return on average assets and return on average equity and asset quality ratios, particularly for the non-covered portfolio, including the ratio of non-performing loans to total loans, non-performing assets to total assets, and portfolio delinquency and charge-off trends. We consider growth in the loan and deposit portfolios by region and product type, trends in funding mix and cost of funds. We analyze these ratios and trends against our own historical performance, our budgeted performance and the financial condition and performance of comparable financial institutions.

Performance highlights include:

- Net income for the quarter ended September 30, 2016 was \$50.8 million, or \$0.47 per diluted share, compared to \$102.3 million, or \$0.95 per diluted share for the quarter ended September 30, 2015. For the nine months ended September 30, 2016, net income was \$162.4 million, or \$1.50 per diluted share compared to \$195.4 million, or \$1.83 per diluted share for the nine months ended September 30, 2015. Earnings for the nine months ended September 30, 2016 generated a return on average stockholders' equity of 9.36% and a return on average assets of 0.85%.
- Earnings for the quarter and nine months ended September 30, 2015 benefited from a discrete income tax benefit of \$49.3 million. Non-interest expense for these periods included \$1.3 million in professional fees related to this tax benefit. Excluding the impact of this discrete income tax benefit and related professional fees, net income for the quarter and nine months ended September 30, 2015 was \$53.8 million and \$146.9 million, respectively, or \$0.50 and \$1.37 per diluted share.
- Net interest income increased by \$32.8 million to \$221.7 million for the quarter ended September 30, 2016 from \$189.0 million for the quarter ended September 30, 2015. The net interest margin, calculated on a tax-equivalent basis, decreased to 3.69% for the three months ended September 30, 2016 from 3.88% for the three months ended September 30, 2015 and 3.75% for the immediately preceding quarter ended June 30, 2016. The origination of new loans at current market yields lower than those on loans acquired in the FSB Acquisition and the cost of the senior notes issued in November 2015 were the most significant contributors to the decline in the net interest margin.
- The provision for loan losses increased to \$24.4 million for the quarter ended September 30, 2016 from \$17.8 million for the quarter ended September 30, 2015. The most significant factors contributing to this increase were an increase in qualitative reserves and an increase in reserves related to the taxi medallion portfolio.

- Total interest earning assets increased by \$1.0 billion during the third quarter of 2016. New loans and leases, including equipment under operating lease, grew by \$0.9 billion during the quarter. For the nine months ended September 30, 2016, new loans and leases increased by \$2.6 billion.
- At September 30, 2016, 97.4% of the new commercial loan portfolio was rated "pass" and substantially all of the new residential portfolio was current. The ratio of non-performing, non-covered loans to total non-covered loans was 0.61% and the ratio of non-covered non-performing assets to total assets was 0.43% at September 30, 2016. Non-performing taxi medallion loans comprised 0.30% of total non-covered loans at September 30, 2016.
- Total deposits grew by \$604 million for the third quarter of 2016 to \$18.8 billion. The average cost of total deposits increased to 0.67% for the three months ended September 30, 2016 from 0.61% for the three months ended September 30, 2015. For the nine months ended September 30, 2016, total deposits increased by \$1.9 billion.
- The Company's capital ratios exceeded all regulatory "well capitalized" guidelines, with a Tier 1 leverage ratio of 8.5%, CET1 and Tier 1 risk-based capital ratios of 11.6% and a Total risk-based capital ratio of 12.4% at September 30, 2016.
- Book value and tangible book value per common share grew to \$22.79 and \$22.04, respectively, at September 30, 2016.

Results of Operations

Net Interest Income

Net interest income is the difference between interest earned on interest earning assets and interest incurred on interest bearing liabilities and is the primary driver of core earnings. Net interest income is impacted by the relative mix of interest earning assets and interest bearing liabilities, the ratio of interest earning assets to total assets and of interest bearing liabilities to total funding sources, movements in market interest rates, levels of non-performing assets and pricing pressure from competitors.

The mix of interest earning assets is influenced by loan demand, market and competitive conditions in our primary lending markets and by management's continual assessment of the rate of return and relative risk associated with various classes of earning assets. The mix of interest bearing liabilities is influenced by management's assessment of the desire for lower cost funding sources weighed against relationships with customers and growth requirements and is impacted by competition for deposits in the Company's markets and the availability and pricing of other sources of funds.

Net interest income is also impacted by the accounting for ACI loans acquired in conjunction with the FSB Acquisition. ACI loans were initially recorded at fair value, measured based on the present value of expected cash flows. The excess of expected cash flows over carrying value, known as accretable yield, is recognized as interest income over the lives of the underlying loans. The positive impact of accretion related to ACI loans on the net interest margin and the interest rate spread is expected to decline as ACI loans comprise a declining percentage of total loans. The proportion of total loans represented by ACI loans is declining as the ACI loans are resolved and new loans are added to the portfolio. ACI loans represented 3.3% and 5.3% of total loans, including premiums, discounts and deferred fees and costs, at September 30, 2016 and 2015, respectively. As this trend continues, we expect our net interest margin and interest rate spread to continue to decrease, although at a declining rate.

The impact of ACI loan accounting on net interest income makes it difficult to compare our net interest margin and interest rate spread to those reported by other financial institutions.

The following tables present, for the periods indicated, information about (i) average balances, the total dollar amount of taxable equivalent interest income from earning assets and the resultant average yields; (ii) average balances, the total dollar amount of interest expense on interest bearing liabilities and the resultant average rates; (iii) net interest income; (iv) the interest rate spread; and (v) the net interest margin. Non-accrual and restructured loans are included in the average balances presented in this table; however, interest income foregone on non-accrual loans is not included. Interest income, yields, spread and margin have been calculated on a tax-equivalent basis for loans and investment securities that are exempt from federal income taxes, at a federal tax rate of 35.0% (dollars in thousands):

	Three Months Ended September 30,					
	2016			2015		
	Average Balance	Interest ⁽¹⁾	Yield / Rate ⁽¹⁾⁽²⁾	Average Balance	Interest ⁽¹⁾	Yield / Rate ⁽¹⁾⁽²⁾
Assets:						
Interest earning assets:						
New loans	\$ 17,765,723	\$ 157,227	3.53%	\$ 13,717,886	\$ 120,056	3.48%
Loans acquired in FSB acquisition	749,086	76,223	40.69%	964,826	74,230	30.75%
Total loans	18,514,809	233,450	5.03%	14,682,712	194,286	5.27%
Investment securities ⁽³⁾	5,898,382	42,262	2.87%	4,832,109	31,970	2.65%
Other interest earning assets	557,490	3,036	2.17%	460,964	2,715	2.34%
Total interest earning assets	24,970,681	278,748	4.45%	19,975,785	228,971	4.57%
Allowance for loan and lease losses	(139,284)			(110,233)		
Non-interest earning assets	1,884,894			1,998,023		
Total assets	\$ 26,716,291			\$ 21,863,575		
Liabilities and Stockholders' Equity:						
Interest bearing liabilities:						
Interest bearing demand deposits	\$ 1,437,677	2,224	0.62%	\$ 1,352,069	1,547	0.45%
Savings and money market deposits	8,349,281	12,974	0.62%	7,074,730	10,013	0.56%
Time deposits	5,567,909	15,770	1.13%	4,396,640	12,399	1.12%
Total interest bearing deposits	15,354,867	30,968	0.80%	12,823,439	23,959	0.74%
FHLB advances	5,143,003	11,956	0.92%	3,882,553	10,682	1.09%
Notes and other borrowings	403,590	5,322	5.25%	10,380	306	11.70%
Total interest bearing liabilities	20,901,460	48,246	0.92%	16,716,372	34,947	0.83%
Non-interest bearing demand deposits	2,981,017			2,678,429		
Other non-interest bearing liabilities	460,514			290,758		
Total liabilities	24,342,991			19,685,559		
Stockholders' equity	2,373,300			2,178,016		
Total liabilities and stockholders' equity	\$ 26,716,291			\$ 21,863,575		
Net interest income		\$ 230,502			\$ 194,024	
Interest rate spread			3.53%			3.74%
Net interest margin			3.69%			3.88%

(1) On a tax-equivalent basis. The tax-equivalent adjustment for tax-exempt loans was \$6.2 million and \$4.0 million, and the tax-equivalent adjustment for tax-exempt investment securities was \$2.5 million and \$1.1 million, for the three months ended September 30, 2016 and 2015, respectively.

(2) Annualized.

(3) At fair value except for securities held to maturity.

Nine Months Ended September 30,

	2016			2015		
	Average Balance	Interest ⁽¹⁾	Yield/Rate ⁽¹⁾⁽²⁾	Average Balance	Interest ⁽¹⁾	Yield/Rate ⁽¹⁾⁽²⁾
Assets:						
Interest earning assets:						
New loans	\$ 16,820,646	\$ 445,878	3.54%	\$ 12,684,839	\$ 333,949	3.49%
Loans acquired in FSB acquisition	802,849	233,306	38.75%	1,036,679	222,970	28.69%
Total loans	17,623,495	679,184	5.14%	13,721,518	556,919	5.42%
Investment securities ⁽³⁾	5,551,249	117,478	2.82%	4,631,331	88,084	2.54%
Other interest earning assets	531,245	8,850	2.22%	466,947	7,338	2.10%
Total interest earning assets	23,705,989	805,512	4.53%	18,819,796	652,341	4.63%
Allowance for loan and lease losses	(133,280)			(104,210)		
Non-interest earning assets	1,946,846			1,969,880		
Total assets	\$ 25,519,555			\$ 20,685,466		
Liabilities and Stockholders' Equity:						
Interest bearing liabilities:						
Interest bearing demand deposits	\$ 1,341,218	6,140	0.61%	\$ 1,129,288	3,880	0.46%
Savings and money market deposits	8,203,676	37,285	0.61%	6,601,070	26,700	0.54%
Time deposits	5,177,191	43,002	1.11%	4,210,793	35,238	1.12%
Total interest bearing deposits	14,722,085	86,427	0.78%	11,941,151	65,818	0.74%
FHLB advances	4,698,492	35,972	1.02%	3,615,872	29,014	1.07%
Notes and other borrowings	403,213	15,967	5.29%	10,932	925	11.31%
Total interest bearing liabilities	19,823,790	138,366	0.93%	15,567,955	95,757	0.82%
Non-interest bearing demand deposits	2,944,861			2,698,570		
Other non-interest bearing liabilities	431,921			280,208		
Total liabilities	23,200,572			18,546,733		
Stockholders' equity	2,318,983			2,138,733		
Total liabilities and stockholders' equity	\$ 25,519,555			\$ 20,685,466		
Net interest income		\$ 667,146			\$ 556,584	
Interest rate spread			3.60%			3.81%
Net interest margin			3.75%			3.95%

(1) On a tax-equivalent basis. The tax-equivalent adjustment for tax-exempt loans was \$16.7 million and \$11.2 million, and the tax-equivalent adjustment for tax-exempt investment securities was \$7.5 million and \$2.7 million, for the nine months ended September 30, 2016 and 2015, respectively.

(2) Annualized.

(3) At fair value except for securities held to maturity.

Three months ended September 30, 2016 compared to three months ended September 30, 2015

Net interest income, calculated on a tax-equivalent basis, was \$230.5 million for the three months ended September 30, 2016 compared to \$194.0 million for the three months ended September 30, 2015, an increase of \$36.5 million. The increase in net interest income was comprised of an increase in tax-equivalent interest income of \$49.8 million, offset by an increase in interest expense of \$13.3 million.

The increase in tax-equivalent interest income was comprised primarily of a \$39.2 million increase in interest income from loans and a \$10.3 million increase in interest income from investment securities.

Increased interest income from loans was attributable to a \$3.8 billion increase in the average balance outstanding partially offset by a 0.24% decrease in the tax-equivalent yield to 5.03% for the three months ended September 30, 2016 from 5.27% for the three months ended September 30, 2015. Offsetting factors contributing to the overall decline in the yield on loans included:

- New loans originated at lower market rates of interest comprised a greater percentage of the portfolio for the three months ended September 30, 2016 than for 2015. New loans represented 96.0% of the average balance of loans outstanding for the three months ended September 30, 2016 compared to 93.4% for the three months ended September

30, 2015. We expect the impact of growth of the new loan portfolio to lead to further declines in the overall yield on loans.

- The tax-equivalent yield on new loans increased to 3.53% for the three months ended September 30, 2016, compared to 3.48% for the three months ended September 30, 2015.
- Tax-equivalent interest income on loans acquired in the FSB Acquisition totaled \$76.2 million and \$74.2 million for the three months ended September 30, 2016 and 2015, respectively. The tax-equivalent yield on those loans increased to 40.69% for the three months ended September 30, 2016 from 30.75% for the three months ended September 30, 2015. The increase in the yield on loans acquired in the FSB Acquisition resulted primarily from improvements in expected cash flows for ACI loans.

The average balance of investment securities increased by \$1.1 billion for the three months ended September 30, 2016 from the comparable period in 2015 while the tax-equivalent yield increased to 2.87% for the three months ended September 30, 2016 from 2.65% for three months ended September 30, 2015. The increase in tax-equivalent yield reflects (i) changes in portfolio composition, including growth in the municipal portfolio, (ii) resetting of rates on floating-rate securities following the FRB's interest rate increase in the fourth quarter of 2015 and (iii) net purchases of securities with wider spreads.

The components of the increase in interest expense for the three months ended September 30, 2016 as compared to the three months ended September 30, 2015 were a \$7.0 million increase in interest expense on deposits, a \$1.3 million increase in interest expense on FHLB advances and a \$5.0 million increase in interest expense on notes and other borrowings.

The most significant factor contributing to the increase in interest expense on deposits was an increase of \$2.5 billion in average interest bearing deposits. The average cost of interest bearing deposits increased to 0.80% for the three months ended September 30, 2016 from 0.74% for the three months ended September 30, 2015. This increase reflected increases in the cost of interest bearing demand deposits and in savings and money market deposits of 0.17% and 0.06%, respectively. These increases were generally driven by growth of deposits in competitive markets.

The increase in interest expense on FHLB advances was driven by an increase in the average balance of \$1.3 billion, partially offset by a decrease in the average rate paid on these borrowings. The average rate paid on FHLB advances decreased to 0.92% for the three months ended September 30, 2016 from 1.09% for the three months ended September 30, 2015. The increase in interest expense on notes and other borrowings was the result of the issuance of \$400 million in senior notes in November 2015.

The net interest margin, calculated on a tax-equivalent basis, for the three months ended September 30, 2016 was 3.69% as compared to 3.88% for the three months ended September 30, 2015. The interest rate spread decreased to 3.53% for the three months ended September 30, 2016 from 3.74% for the three months ended September 30, 2015. The declines in net interest margin and interest rate spread resulted primarily from lower yields on loans and the cost of the senior notes, as discussed above. We expect the net interest margin and interest rate spread to continue to decline, although at a decreasing rate, as new loans originated at lower current market rates of interest continue to grow and higher yielding loans acquired in the FSB Acquisition are collected or resolved.

Nine months ended September 30, 2016 compared to nine months ended September 30, 2015

Net interest income, calculated on a tax-equivalent basis, was \$667.1 million for the nine months ended September 30, 2016 compared to \$556.6 million for the nine months ended September 30, 2015, an increase of \$110.6 million. The increase in net interest income was comprised of an increase in tax-equivalent interest income of \$153.2 million, offset by an increase in interest expense of \$42.6 million.

The increase in tax-equivalent interest income was comprised primarily of a \$122.3 million increase in interest income from loans and a \$29.4 million increase in interest income from investment securities.

Increased interest income from loans was attributable to a \$3.9 billion increase in the average balance outstanding partially offset by a 0.28% decrease in the tax-equivalent yield to 5.14% for the nine months ended September 30, 2016 from 5.42% for the nine months ended September 30, 2015.

The average balance of investment securities increased by \$920 million for the nine months ended September 30, 2016 from the comparable period in 2015 while the tax-equivalent yield increased to 2.82% for the nine months ended September 30, 2016 from 2.54% for nine months ended September 30, 2015.

The components of the increase in interest expense for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 were a \$20.6 million increase in interest expense on deposits, a \$7.0 million increase in

interest expense on FHLB advances and a \$15.0 million increase in interest expense on notes and other borrowings, reflecting the senior notes issued in November 2015.

The most significant factor contributing to the increase in interest expense on deposits was an increase of \$2.8 billion in average interest bearing deposits. The average cost of interest bearing deposits increased by 0.04% to 0.78% for the nine months ended September 30, 2016 from 0.74% for the nine months ended September 30, 2015. This increase reflected increases in the cost of interest bearing demand deposits and in savings and money market deposits of 0.15% and 0.07%, respectively.

The increase in interest expense on FHLB advances was driven by an increase in the average balance of \$1.1 billion, partially offset by a decrease in the average rate paid on these borrowings. The average rate paid on FHLB advances decreased by 0.05% to 1.02% for the nine months ended September 30, 2016 from 1.07% for the nine months ended September 30, 2015.

The net interest margin, calculated on a tax-equivalent basis, for the nine months ended September 30, 2016 was 3.75% as compared to 3.95% for the nine months ended September 30, 2015. The interest rate spread decreased to 3.60% for the nine months ended September 30, 2016 from 3.81% for the nine months ended September 30, 2015.

Factors contributing to these changes in yields, costs, the net interest margin and the interest rate spread were consistent with those for the three month periods discussed above.

Provision for Loan Losses

The provision for loan losses is the amount of expense that, based on our judgment, is required to maintain the ALLL at an adequate level to absorb probable losses inherent in the loan portfolio at the balance sheet date and that, in management's judgment, is appropriate under GAAP. The determination of the amount of the ALLL is complex and involves a high degree of judgment and subjectivity. Our determination of the amount of the allowance and corresponding provision for loan losses considers ongoing evaluations of the credit quality of and level of credit risk inherent in various segments of the loan portfolio and of individually significant credits, levels of non-performing loans and charge-offs, historical and statistical trends and economic and other relevant factors. See "Analysis of the Allowance for Loan and Lease Losses" below for more information about how we determine the appropriate level of the allowance.

For the three months ended September 30, 2016 and 2015, we recorded provisions for loan losses of \$24.9 million and \$16.7 million, respectively, related to new loans. For the nine months ended September 30, 2016 and 2015, we recorded provisions for loan losses of \$43.6 million and \$33.7 million, respectively, related to new loans. The amount of the provision is impacted by loan growth, portfolio mix, historical loss rates, the level of charge-offs and specific reserves for impaired loans, and management's evaluation of qualitative factors in the determination of general reserves.

The most significant factors contributing to the increase in the provision for loan losses for the quarter ended September 30, 2016 compared to the quarter ended September 30, 2015 were an increase in qualitative reserves and an increase in reserves related to the taxi medallion portfolio. The increase in the provision for loan losses for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 was driven primarily by an increase in reserves related to the taxi medallion portfolio. See the section entitled "Analysis of the Allowance for Loan and Lease Losses" below for further discussion.

An ALLL is established related to ACI loans when quarterly evaluations of expected cash flows indicate it is probable that the Company will be unable to collect all of the cash flows expected at acquisition plus any additional cash flows expected to be collected arising from changes in estimate after acquisition. An allowance for non-ACI loans is established if factors considered relevant by management indicate that additional losses have arisen on non-ACI loans subsequent to the FSB Acquisition.

As discussed below in the section entitled "Non-interest income," the impact on our results of operations of any provision for (recovery of) loan losses on covered loans is significantly mitigated by the corresponding impact on the FDIC indemnification asset, recorded in non-interest income.

Non-Interest Income

The Company reported non-interest income of \$25.1 million and \$31.2 million for the three months ended September 30, 2016 and 2015, respectively. Non-interest income was \$77.1 million and \$73.0 million for the nine months ended September 30, 2016 and 2015, respectively. Although the amounts have declined in amount and as a percent of total non-interest income, a significant portion of our non-interest income has historically related to transactions in the covered assets. We have broken out the significant categories of non-interest income that relate to covered assets in the table below, to assist in the comparison of the amount and composition of our non-interest income with that of other financial institutions.

The following table presents a comparison of the categories of non-interest income for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Income from resolution of covered assets, net	\$ 8,883	\$ 12,364	\$ 26,426	\$ 41,261
Net gain (loss) on FDIC indemnification	993	(15,988)	(9,410)	(53,024)
Gain (loss) on sale of covered loans, net	(10,033)	9,288	(14,895)	26,711
Mortgage insurance income, modification incentives and expenses reimbursed, net	371	592	623	3,152
Non-interest income related to the covered assets	214	6,256	2,744	18,100
Service charges and fees	5,171	4,637	14,529	13,580
Gain on sale of non-covered loans	2,086	2,013	7,535	2,979
Gain on investment securities available for sale, net	3,008	2,343	10,065	5,493
Lease financing	11,188	12,673	32,762	25,954
Other non-interest income	3,408	3,251	9,495	6,866
	<u>\$ 25,075</u>	<u>\$ 31,173</u>	<u>\$ 77,130</u>	<u>\$ 72,972</u>

Non-interest income related to transactions in the covered assets

The consolidated financial statements reflect the impact of gains or losses arising from transactions in the covered assets. The balance of the FDIC indemnification asset is reduced or increased as a result of decreases or increases in cash flows expected to be received from the FDIC related to these gains or losses. When these transaction gains or losses are recorded, we also record an offsetting amount in the consolidated statement of income line item “Net gain (loss) on FDIC indemnification.” This line item includes the significantly mitigating impact of FDIC indemnification related to the following types of transactions in covered assets:

- gains or losses from the resolution of covered assets;
- provisions for (recoveries of) losses on covered loans;
- gains or losses on the sale of covered loans; and
- gains or losses on covered OREO.

Each of these types of transactions is discussed further below.

Covered loans may be resolved through prepayment, short sale of the underlying collateral, foreclosure, sale of the loans or charge-off. For loans resolved through prepayment, short sale or foreclosure, the difference between consideration received in resolution of the loans and the carrying value of the loans is recorded in the consolidated statement of income line item “Income from resolution of covered assets, net.” Both gains and losses on individual resolutions are included in this line item. Losses from the resolution of covered loans increase the amount recoverable from the FDIC under the Loss Sharing Agreements. Gains from the resolution of covered loans reduce the amount recoverable from the FDIC under the Loss Sharing Agreements. These additions to or reductions in amounts recoverable from the FDIC related to the resolution of covered loans are recorded in non-interest income in the line item “Net gain (loss) on FDIC indemnification” and reflected as corresponding increases or decreases in the FDIC indemnification asset. The amount of income or loss recorded in any period will be impacted by the amount of covered loans resolved, the amount of consideration received, and our ability to accurately project cash flows from ACI loans in future periods.

The following table provides further detail of the components of income from resolution of covered assets, net, for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Payments in full	\$ 9,371	\$ 12,052	\$ 26,790	\$ 37,636
Foreclosures	(5)	205	169	466
Short sales	(406)	39	(540)	241
Charge-offs	(134)	(47)	(208)	(488)
Recoveries	57	115	215	3,406
Income from resolution of covered assets, net	\$ 8,883	\$ 12,364	\$ 26,426	\$ 41,261

The decrease in income for the three and nine months ended September 30, 2016 compared to the same periods in 2015 resulted primarily from decreases in income from residential paid in full resolutions. In addition, there was a decrease in recoveries on commercial loans for the nine months ended September 30, 2016 compared to the same period in 2015.

The decreases in income from payments in full for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015 reflected decreases in the number of resolutions and in average income per resolution. Average income per resolution declined in part due to updated cash flow forecasts, reflecting additional history with the performance of covered loans driving continued decreases in non-accretable difference.

Under the terms of the Purchase and Assumption Agreement with the FDIC, the Bank may sell up to 2.5% of the covered loans based on UPB at the date of the FSB Acquisition, or approximately \$280 million, on an annual basis without prior consent of the FDIC. Any losses incurred from such loan sales are covered under the Single Family Shared-Loss Agreement. Any loan sale in excess of this stipulated annual threshold requires approval from the FDIC to be eligible for loss share coverage. However, if the Bank seeks to sell covered loans in excess of the 2.5% threshold in the nine months prior to the stated termination date of loss share coverage (May 21, 2019 for covered residential loans) and the FDIC refuses to consent, the Single Family Shared-Loss Agreement will be extended for two additional years with respect to the loans requested to be included in such sales. The Bank will then have the right to sell all or any portion of such loans without FDIC consent at any time within the nine months prior to the extended termination date, and any losses incurred will be covered under the Single Family Shared-Loss Agreement. This final sale mechanism, if exercised, ensures no residual credit risk in our covered loan portfolio that would otherwise arise from credit losses occurring after the termination date of the Single Family Shared-Loss Agreement.

The following table summarizes the impact of the sale of covered loans for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Gain (loss) on sale of covered loans	\$ (10,033)	\$ 9,288	\$ (14,895)	\$ 26,711
Net gain (loss) on FDIC indemnification	8,026	(7,430)	11,958	(21,476)
Net impact on pre-tax earnings	\$ (2,007)	\$ 1,858	\$ (2,937)	\$ 5,235

Pricing received on the sale of covered loans may vary based on (i) market conditions, including the interest rate environment, the amount of capital seeking investment and the secondary supply of loans with a particular performance history or collateral type, (ii) the type and quality of collateral, (iii) the performance history of loans included in the sale and (iv) whether or not the loans have been modified. The decline in results of these sales for the three and nine months ended September 30, 2016 from the comparable periods in 2015 related primarily to the characteristics of the loans sold and the dynamics of secondary market demand for these assets. We anticipate that we will continue to exercise our right to sell covered loans on a quarterly basis in the future.

Additional impairment arising since the FSB Acquisition related to covered loans is recorded in earnings through the provision for losses on covered loans. Under the terms of the Loss Sharing Agreements, the Company is entitled to recover from the FDIC a portion of losses on these loans; therefore, the discounted amount of additional expected cash flows from the FDIC related to these losses is recorded in non-interest income in the line item "Net gain (loss) on FDIC indemnification" and reflected as a corresponding increase in the FDIC indemnification asset. Alternatively, a recovery of the provision for loan losses related to covered loans results in a reduction in the amounts the Company expects to recover from the FDIC and a

corresponding reduction in the FDIC indemnification asset and in non-interest income, reflected in the line item "Net gain (loss) on FDIC indemnification."

The Company records impairment charges related to declines in the net realizable value of OREO properties subject to the Loss Sharing Agreements and recognizes additional gains or losses upon the eventual sale of such OREO properties. These amounts are included in other non-interest expense in the consolidated financial statements. The estimated increase or reduction in amounts recoverable from the FDIC with respect to these gains and losses is reflected as an increase or decrease in the FDIC indemnification asset and in non-interest income in the line item "Net gain (loss) on FDIC indemnification."

The following tables summarize the components of the gains and losses associated with covered assets, along with the related additions to or reductions in the amounts recoverable from the FDIC under the Loss Sharing Agreements, as reflected in the consolidated statements of income for the periods indicated (in thousands):

	Three Months Ended September 30,					
	2016			2015		
	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings
Recovery of (provision for) losses on covered loans ⁽¹⁾	\$ 460	\$ (368)	\$ 92	\$ (1,108)	\$ 886	\$ (222)
Income from resolution of covered assets, net	8,883	(7,106)	1,777	12,364	(9,839)	2,525
Gain (loss) on sale of covered loans	(10,033)	8,026	(2,007)	9,288	(7,430)	1,858
Loss on covered OREO	(552)	441	(111)	(493)	395	(98)
	<u>\$ (1,242)</u>	<u>\$ 993</u>	<u>\$ (249)</u>	<u>\$ 20,051</u>	<u>\$ (15,988)</u>	<u>\$ 4,063</u>

	Nine Months Ended September 30,					
	2016			2015		
	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings	Transaction Income (Loss)	Net Loss on FDIC Indemnification	Net Impact on Pre-tax Earnings
Recovery of (provision for) losses on covered loans ⁽¹⁾	\$ 1,261	\$ (1,007)	\$ 254	\$ (601)	\$ 506	\$ (95)
Income from resolution of covered assets, net	26,426	(21,140)	5,286	41,261	(32,870)	8,391
Gain (loss) on sale of covered loans	(14,895)	11,958	(2,937)	26,711	(21,476)	5,235
Loss on covered OREO	(957)	779	(178)	(1,186)	816	(370)
	<u>\$ 11,835</u>	<u>\$ (9,410)</u>	<u>\$ 2,425</u>	<u>\$ 66,185</u>	<u>\$ (53,024)</u>	<u>\$ 13,161</u>

(1) Transaction income (loss) includes recoveries of \$15 thousand, \$143 thousand and \$66 thousand, respectively, for the three and nine months ended September 30, 2016 and the nine months ended September 30, 2015 and a provision of \$35 thousand for the three months ended September 30, 2015 related to unfunded loan commitments included in other non-interest expense in the accompanying consolidated statements of income.

Other components of non-interest income

The increase in gain on sale of non-covered loans for the nine months ended September 30, 2016 compared to the corresponding period in 2015 related primarily to increased gains of \$5.0 million on sales of loans by SBF. SBF was acquired by the Company in May 2015.

Gains on investment securities available for sale for the three and nine months ended September 30, 2016 and 2015 related to sales of securities in the normal course of managing liquidity, portfolio duration and yield.

Income from lease financing amounted to \$11.2 million and \$32.8 million for the three and nine months ended September 30, 2016, respectively, compared to \$12.7 million and \$26.0 million for the three and nine months ended September 30, 2015, respectively. The quarter and nine month periods ended September 30, 2015 included \$3.9 million in gains on sale of leased equipment; such gains were not significant for the quarter and nine month period ended September 30, 2016. Increased rental

revenue corresponding to growth in the operating lease portfolio for the nine months ended September 30, 2016 more than offset the decrease in gains on sale of equipment.

Non-Interest Expense

The following table presents the components of non-interest expense for the periods indicated (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Employee compensation and benefits	\$ 55,162	\$ 55,316	\$ 166,374	\$ 156,640
Occupancy and equipment	18,488	19,103	56,263	56,207
Amortization of FDIC indemnification asset	38,957	28,409	116,711	76,874
Deposit insurance expense	4,943	3,615	12,866	9,696
Professional fees	3,884	4,095	10,119	10,073
Telecommunications and data processing	3,746	3,451	10,800	10,267
Depreciation of equipment under operating lease	6,855	5,012	20,004	12,522
Other non-interest expense	15,969	13,268	41,087	37,582
	<u>\$ 148,004</u>	<u>\$ 132,269</u>	<u>\$ 434,224</u>	<u>\$ 369,861</u>

Annualized non-interest expense as a percentage of average assets was 2.2% and 2.4% for the three months ended September 30, 2016 and 2015, respectively, and 2.3% and 2.4% for the nine months ended September 30, 2016 and 2015, respectively. Excluding amortization of the FDIC indemnification asset, annualized non-interest expense as a percentage of average assets was 1.6% and 1.9% for the three months ended September 30, 2016 and 2015, respectively, and 1.7% and 1.9% for the nine months ended September 30, 2016 and 2015, respectively. The more significant changes in the components of non-interest expense are discussed below.

Employee compensation and benefits

As is typical for financial institutions, employee compensation and benefits represents the single largest component of recurring non-interest expense. Employee compensation and benefits for the three and nine months ended September 30, 2016 decreased by \$0.2 million and increased by \$9.7 million, respectively, as compared to the corresponding periods in 2015. The increase for the nine months ended September 30, 2016 primarily reflected general increases in compensation, including the impact of annual pay raises.

Amortization of FDIC indemnification asset

Amortization of FDIC indemnification asset totaled \$39.0 million and \$116.7 million, respectively, for the three and nine months ended September 30, 2016 compared to \$28.4 million and \$76.9 million, respectively, for the three and nine months ended September 30, 2015.

The FDIC indemnification asset was initially recorded at its estimated fair value of \$3.4 billion, representing the present value of estimated future cash payments from the FDIC for probable losses on covered assets. As projected cash flows from the ACI loans have increased, the yield on the loans has increased accordingly and the estimated future cash payments from the FDIC have decreased. This change in estimated cash flows is recognized prospectively, consistent with the recognition of the increased cash flows from the ACI loans. As a result, the FDIC indemnification asset is being amortized to the amount of the estimated future cash flows. For the three and nine months ended September 30, 2016, the average rate at which the FDIC indemnification asset was amortized was 25.36% and 23.48%, respectively, compared to 13.49% and 11.52%, respectively, during the comparable periods in 2015.

The rate of amortization will increase if estimated future cash payments from the FDIC decrease. The amount of amortization is impacted by both the change in the amortization rate and the decrease in the average balance of the indemnification asset. As we continue to submit claims under the Loss Sharing Agreements and recognize periodic amortization, the balance of the indemnification asset will continue to decline.

See Note 5 to the consolidated financial statements for a rollforward of the FDIC indemnification asset for the nine months ended September 30, 2016 and the year ended December 31, 2015. Subsequent to the termination of loss sharing under the Commercial Shared-Loss Agreement in 2014, the entire balance of the FDIC indemnification asset relates to residential loans

and OREO covered under the Single Family Shared-Loss Agreement. The following table presents the carrying value of the FDIC indemnification asset and the estimated future cash flows at the dates indicated (in thousands):

	September 30, 2016	December 31, 2015
FDIC indemnification asset	\$ 582,931	\$ 739,880
Less expected amortization	(267,703)	(342,317)
Amount expected to be collected from the FDIC	<u>\$ 315,228</u>	<u>\$ 397,563</u>

The amount of expected amortization reflects the impact of improvements in cash flows expected to be collected from the covered loans, as well as the impact of time value resulting from the discounting of the asset when it was initially established. This amount will be amortized to non-interest expense using the effective interest method over the period during which cash flows from the FDIC are expected to be collected, which is limited to the lesser of the contractual term of the Single Family Shared-Loss Agreement and the expected remaining life of the indemnified assets.

Deposit insurance expense

Deposit insurance expense increased by \$1.3 million and \$3.2 million for the three and nine months ended September 30, 2016 as compared to the corresponding periods in 2015. These increases primarily reflect the growth of the balance sheet and, beginning in the third quarter of 2016, the large bank surcharge imposed by the FDIC.

Depreciation of equipment under operating lease

Depreciation of equipment under operating lease increased by \$1.8 million and \$7.5 million for the three and nine months ended September 30, 2016 as compared to the corresponding periods in 2015. These increases are consistent with the growth of the portfolio of equipment under operating lease.

Other non-interest expense

The most significant components of other non-interest expense are advertising and promotion, costs related to lending activities and deposit generation, insurance, travel and general office expense. Non-interest expense for the quarter and nine months ended September 30, 2016 was impacted by an increase in litigation accruals of \$2.1 million and a \$1.1 million settlement related to a payroll tax audit.

Income Taxes

The Company's effective tax rate was 31.7% and 33.2% for the three and nine months ended September 30, 2016, respectively, compared to (46.1)% and 7.6% for the three and nine months ended September 30, 2015, respectively.

Components included in the reconciliation of the Company's effective income tax rate to the statutory federal tax rate of 35.0% included the effect of state income taxes and the impact of income not subject to federal tax for each of the periods presented. The effective income tax rate for the three and nine months ended September 30, 2015 also reflects a discrete income tax benefit of \$49.3 million. The tax benefit, predicated on guidance issued by the IRS in 2015, relates to the Company's ability to claim additional tax basis in certain assets acquired in the FSB Acquisition. In addition, \$5.9 million of reserves for uncertain tax liabilities were released in the three months ended September 30, 2015, due to the lapse of the statute of limitations related thereto.

Analysis of Financial Condition

Average interest-earning assets increased \$4.9 billion to \$23.7 billion for the nine months ended September 30, 2016 from \$18.8 billion for the nine months ended September 30, 2015. This increase was driven by a \$3.9 billion increase in the average balance of outstanding loans and a \$920 million increase in the average balance of investment securities. The increase in average loans reflected growth of \$4.1 billion in average new loans outstanding, partially offset by a \$234 million decrease in the average balance of loans acquired in the FSB Acquisition. Average non-interest earning assets remained relatively consistent period over period, reflecting a decrease in the FDIC indemnification asset and offsetting increases in equipment under operating lease, net and other assets. Growth of the new loan and lease portfolio, resolution of covered loans and declines in the amount of the FDIC indemnification asset are trends that are expected to continue.

Average interest bearing liabilities increased \$4.3 billion to \$19.8 billion for the nine months ended September 30, 2016 from \$15.6 billion for the nine months ended September 30, 2015, due to an increase of \$2.8 billion in average interest bearing

deposits, a \$1.1 billion increase in average FHLB advances and a \$392 million increase in average notes and other borrowings. Average non-interest bearing deposits increased by \$246 million.

Average stockholders' equity increased by \$180 million, due primarily to the retention of earnings.

Investment Securities Available for Sale

The following table shows the amortized cost and fair value of investment securities available for sale as of the dates indicated (in thousands):

	September 30, 2016		December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. Treasury securities	\$ 4,999	\$ 5,011	\$ 4,997	\$ 4,997
U.S. Government agency and sponsored enterprise residential MBS	1,374,414	1,392,471	1,167,197	1,178,318
U.S. Government agency and sponsored enterprise commercial MBS	147,141	151,077	95,997	96,814
Re-Remics	49,130	49,742	88,658	89,691
Private label residential MBS and CMOs	426,784	475,835	502,723	544,612
Private label commercial MBS	1,279,911	1,297,436	1,219,355	1,218,740
Single family rental real estate-backed securities	778,878	786,701	646,156	636,705
Collateralized loan obligations	487,664	486,572	309,615	306,877
Non-mortgage asset-backed securities	190,020	193,082	54,981	56,500
Preferred stocks	66,217	73,731	75,742	83,209
State and municipal obligations	494,607	525,269	351,456	361,753
SBA securities	497,731	503,350	270,553	273,336
Other debt securities	3,963	7,784	3,854	7,987
	<u>\$ 5,801,459</u>	<u>\$ 5,948,061</u>	<u>\$ 4,791,284</u>	<u>\$ 4,859,539</u>

Our investment strategy has focused on providing liquidity necessary for day-to-day operations, adding a suitable balance of high credit quality, diversifying assets to the consolidated balance sheet, managing interest rate risk, and generating acceptable returns given our established risk parameters. We have sought to maintain liquidity by investing a significant portion of the portfolio in high quality liquid securities including U.S. Treasury securities, SBA securities and U.S. Government agency MBS. Investment grade municipal securities provide liquidity along with higher tax-equivalent yields at longer durations than the portfolio in general. We have also invested in highly rated structured products that, while somewhat less liquid, provide us with attractive yields. Relatively short effective portfolio duration helps mitigate interest rate risk arising from the currently low level of market interest rates. The weighted average expected life of the investment portfolio as of September 30, 2016 was 4.9 years and the effective duration was 1.5 years.

Regulations implementing the Volcker Rule were approved in December 2013. Among other provisions, the regulations generally serve to prohibit us from holding an ownership interest in a covered fund, as such terms are defined in the regulations. There are Re-Remic securities in our portfolio that we believe are likely to be deemed impermissible investments under the regulations. At September 30, 2016, we held Re-Remics with a carrying value of \$50 million, the substantial majority of which were in unrealized gain positions. The Re-Remics are an amortizing portfolio and we estimate that their carrying value will be significantly reduced through normal amortization and prepayments prior to the required compliance date. We must be in compliance with the regulations implementing the Volcker Rule by July 2017 as it pertains to legacy covered funds, as defined.

The following table shows the scheduled maturities, carrying values and current yields for investment securities available for sale as of September 30, 2016. Scheduled maturities have been adjusted for anticipated prepayments of MBS and other pass through securities. Yields on tax-exempt securities have been calculated on a tax-equivalent basis (dollars in thousands):

	Within One Year		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years		Total	
	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield	Carrying Value	Weighted Average Yield
U.S. Treasury securities	\$ —	—%	\$ 5,011	0.92%	\$ —	—%	\$ —	—%	\$ 5,011	0.92%
U.S. Government agency and sponsored enterprise residential MBS	240,061	2.89%	514,662	2.38%	468,621	1.52%	169,127	1.49%	1,392,471	2.07%
U.S. Government agency and sponsored enterprise commercial MBS	9,152	2.55%	28,086	2.54%	93,774	2.58%	20,065	3.05%	151,077	2.63%
Re-Remics	31,867	3.81%	17,875	3.86%	—	—%	—	—%	49,742	3.83%
Private label residential MBS and CMOs	107,178	4.80%	247,940	4.72%	85,002	5.87%	35,715	7.81%	475,835	5.13%
Private label commercial MBS	54,176	3.40%	897,707	3.17%	339,365	2.47%	6,188	3.06%	1,297,436	3.00%
Single family rental real estate-backed securities	1,999	2.66%	760,341	2.36%	24,361	3.73%	—	—%	786,701	2.40%
Collateralized loan obligations	—	—%	411,656	2.89%	74,916	3.27%	—	—%	486,572	2.95%
Non-mortgage asset-backed securities	10,733	3.21%	151,444	2.79%	30,905	3.17%	—	—%	193,082	2.87%
State and municipal obligations	—	—%	—	—%	525,269	4.59%	—	—%	525,269	4.59%
SBA securities	70,092	1.88%	190,579	1.88%	121,093	1.90%	121,586	2.11%	503,350	1.94%
Other debt securities	—	—%	—	—%	—	—%	7,784	8.24%	7,784	8.24%
	<u>\$ 525,258</u>	<u>3.25%</u>	<u>\$ 3,225,301</u>	<u>2.84%</u>	<u>\$ 1,763,306</u>	<u>3.04%</u>	<u>\$ 360,465</u>	<u>2.59%</u>	<u>5,874,330</u>	<u>2.89%</u>
Preferred stocks with no scheduled maturity									73,731	8.56%
Total investment securities available for sale									<u>\$ 5,948,061</u>	<u>2.96%</u>

The available for sale investment securities portfolio was in a net unrealized gain position of \$147 million at September 30, 2016 with aggregate fair value equal to 102.5% of amortized cost. Net unrealized gains included \$152 million of gross unrealized gains and \$5 million of gross unrealized losses. Investment securities available for sale in an unrealized loss position at September 30, 2016 had an aggregate fair value of \$906 million. At September 30, 2016, 91.1% of investment securities available for sale were backed by the U.S. Government, U.S. Government agencies or sponsored enterprises or were rated AAA or AA, based on the most recent third-party ratings. Investment securities available for sale totaling \$78 million were rated below investment grade or not rated at September 30, 2016, all of which were acquired in the FSB Acquisition and in unrealized gain positions at September 30, 2016.

We evaluate the credit quality of individual securities in the portfolio quarterly to determine whether any of the investments in unrealized loss positions are other-than-temporarily impaired. This evaluation considers, but is not necessarily limited to, the following factors, the relative significance of which varies depending on the circumstances pertinent to each individual security:

- our intent to hold the security until maturity or for a period of time sufficient for a recovery in value;
- whether it is more likely than not that we will be required to sell the security prior to recovery of its amortized cost basis;
- the length of time and extent to which fair value has been less than amortized cost;
- adverse changes in expected cash flows;
- collateral values and performance;
- the payment structure of the security, including levels of subordination or over-collateralization;
- changes in the economic or regulatory environment;
- the general market condition of the geographic area or industry of the issuer;
- the issuer's financial condition, performance and business prospects; and

- changes in credit ratings.

The Company recognized OTTI in the amount of \$463 thousand on two positions in one private label commercial MBS security, which was determined to be other-than-temporarily impaired during the three and nine months ended September 30, 2016. This security was in an unrealized loss position at September 30, 2016 and the Company intended to sell the security before recovery of the amortized cost basis. No securities were determined to be other-than-temporarily impaired at September 30, 2015, or during the three and nine months then ended.

We do not intend to sell any other securities in significant unrealized loss positions at September 30, 2016. Based on an assessment of our liquidity position and internal and regulatory guidelines for permissible investments and concentrations, it is not more likely than not that we will be required to sell securities in significant unrealized loss positions prior to recovery of amortized cost basis. The severity of impairment of individual securities in the portfolio is generally not material. Unrealized losses in the portfolio at September 30, 2016 were primarily attributable to widening credit spreads and, for certain securities, increased extension risk.

The timely repayment of principal and interest on U.S. Government agency and sponsored enterprise securities in unrealized loss positions is explicitly or implicitly guaranteed by the full faith and credit of the U.S. Government. Management performed projected cash flow analyses of the private label residential MBS and CMOs and private label commercial MBS in unrealized loss positions, incorporating CUSIP level assumptions consistent with the collateral characteristics of each security including collateral default rate, voluntary prepayment rate, severity and delinquency assumptions. Based on the results of this analysis, no credit losses were projected. Management's analysis of the credit characteristics of individual securities and the underlying collateral and levels of subordination for each of the single family rental real estate-backed securities and collateralized loan obligations in unrealized loss positions is not indicative of projected credit losses.

For further discussion of our analysis of investment securities for OTTI, see Note 3 to the consolidated financial statements.

We use third-party pricing services to assist us in estimating the fair value of investment securities. We perform a variety of procedures to ensure that we have a thorough understanding of the methodologies and assumptions used by the pricing services including obtaining and reviewing written documentation of the methods and assumptions employed, conducting interviews with valuation desk personnel and reviewing model results and detailed assumptions used to value selected securities as considered necessary. Our classification of prices within the fair value hierarchy is based on an evaluation of the nature of the significant assumptions impacting the valuation of each type of security in the portfolio. We have established a robust price challenge process that includes a review by our treasury front office of all prices provided on a monthly basis. Any price evidencing unexpected month over month fluctuations or deviations from our expectations based on recent observed trading activity and other information available in the marketplace that would impact the value of the security is challenged. Responses to the price challenges, which generally include specific information about inputs and assumptions incorporated in the valuation and their sources, are reviewed in detail. If considered necessary to resolve any discrepancies, a price will be obtained from an additional independent valuation specialist. We do not typically adjust the prices provided, other than through this established challenge process. Our primary pricing services utilize observable inputs when available, and employ unobservable inputs and proprietary models only when observable inputs are not available. As a matter of course, the services validate prices by comparison to recent trading activity whenever such activity exists. Quotes obtained from the pricing services are typically non-binding.

We have also established a quarterly price validation process to assess the propriety of the pricing methodologies utilized by our primary pricing services by independently verifying the prices of a sample of securities in the portfolio. Sample sizes vary based on the type of security being priced, with higher sample sizes applied to more difficult to value security types. Verification procedures may consist of obtaining prices from an additional outside source or internal modeling, generally based on Intex. We have established acceptable percentage deviations from the price provided by the initial pricing source. If deviations fall outside the established parameters, we will obtain and evaluate more detailed information about the assumptions and inputs used by each pricing source or, if considered necessary, employ an additional valuation specialist to price the security in question. Pricing issues identified through this evaluation are addressed with the applicable pricing service and methodologies or inputs are revised as determined necessary. Depending on the results of the validation process, sample sizes may be extended for particular classes of securities. Results of the validation process are reviewed by the treasury front office and by senior management.

The majority of our investment securities are classified within level 2 of the fair value hierarchy. U.S. Treasury securities and certain preferred stocks are classified within level 1 of the hierarchy. At September 30, 2016 and December 31, 2015, 2.2% and 3.0%, respectively, of our investment securities were classified within level 3 of the fair value hierarchy. Securities classified within level 3 of the hierarchy at September 30, 2016 included certain private label residential MBS and trust preferred securities. These securities were classified within level 3 of the hierarchy because proprietary assumptions related to

voluntary prepayment rates, default probabilities, loss severities and discount rates were considered significant to the valuation. There were no transfers of investment securities between levels of the fair value hierarchy during the nine months ended September 30, 2016 and 2015.

For additional discussion of the fair values of investment securities, see Note 10 to the consolidated financial statements.

Loans Held for Sale

Loans held for sale at September 30, 2016 included \$42.4 million of commercial loans originated by SBF with the intent to sell in the secondary market. Commercial loans held for sale are comprised of the portion of loans guaranteed by U.S. government agencies. Loans are generally sold with servicing retained. Servicing activity did not have a material impact on the results of operations for the three and nine months ended September 30, 2016 and 2015. We anticipate growth in loan sales and servicing and related revenue from SBF in the future.

Loans

The loan portfolio comprises the Company's primary interest-earning asset. The following tables show the composition of the loan portfolio and the breakdown of the portfolio among new loans, non-covered ACI loans, covered ACI loans and covered non-ACI loans at the dates indicated (dollars in thousands):

	September 30, 2016					
	Non-Covered Loans		Covered Loans		Total	Percent of Total
	New Loans	ACI	ACI	Non-ACI		
Residential:						
1-4 single family residential	\$ 3,305,895	\$ —	\$ 580,828	\$ 38,848	\$ 3,925,571	20.7%
Home equity loans and lines of credit	1,219	—	3,008	53,360	57,587	0.3%
	<u>3,307,114</u>	<u>—</u>	<u>583,836</u>	<u>92,208</u>	<u>3,983,158</u>	<u>21.0%</u>
Commercial:						
Multi-family	3,773,049	22,973	—	—	3,796,022	20.0%
Commercial real estate						
Owner occupied	1,669,866	10,279	—	—	1,680,145	8.8%
Non-owner occupied	3,720,048	12,994	—	—	3,733,042	19.6%
Construction and land	282,409	—	—	—	282,409	1.5%
Commercial and industrial	3,205,534	928	—	—	3,206,462	16.9%
Commercial lending subsidiaries	2,289,205	—	—	—	2,289,205	12.0%
	<u>14,940,111</u>	<u>47,174</u>	<u>—</u>	<u>—</u>	<u>14,987,285</u>	<u>78.8%</u>
Consumer	30,289	7	—	—	30,296	0.2%
Total loans	<u>18,277,514</u>	<u>47,181</u>	<u>583,836</u>	<u>92,208</u>	<u>19,000,739</u>	<u>100.0%</u>
Premiums, discounts and deferred fees and costs, net	48,632	—	—	(6,768)	41,864	
Loans including premiums, discounts and deferred fees and costs	18,326,146	47,181	583,836	85,440	19,042,603	
Allowance for loan and lease losses	(151,691)	—	—	(2,785)	(154,476)	
Loans, net	<u>\$ 18,174,455</u>	<u>\$ 47,181</u>	<u>\$ 583,836</u>	<u>\$ 82,655</u>	<u>\$ 18,888,127</u>	

	December 31, 2015					
	Non-Covered Loans		Covered Loans		Total	Percent of Total
	New Loans	ACI	ACI	Non-ACI		
Residential:						
1-4 single family residential	\$ 2,883,470	\$ —	\$ 699,039	\$ 46,110	\$ 3,628,619	21.9%
Home equity loans and lines of credit	806	—	4,831	67,493	73,130	0.4%
	<u>2,884,276</u>	<u>—</u>	<u>703,870</u>	<u>113,603</u>	<u>3,701,749</u>	<u>22.3%</u>
Commercial:						
Multi-family	3,447,526	24,636	—	—	3,472,162	20.9%
Commercial real estate						
Owner occupied	1,338,184	16,567	—	—	1,354,751	8.2%
Non-owner occupied	2,885,226	25,101	—	—	2,910,327	17.5%
Construction and land	347,676	—	—	—	347,676	2.1%
Commercial and industrial	2,769,813	1,062	—	—	2,770,875	16.7%
Commercial lending subsidiaries	2,003,984	—	—	—	2,003,984	12.1%
	<u>12,792,409</u>	<u>67,366</u>	<u>—</u>	<u>—</u>	<u>12,859,775</u>	<u>77.5%</u>
Consumer	35,173	10	—	—	35,183	0.2%
Total loans	<u>15,711,858</u>	<u>67,376</u>	<u>703,870</u>	<u>113,603</u>	<u>16,596,707</u>	<u>100.0%</u>
Premiums, discounts and deferred fees and costs, net	47,829	—	—	(7,933)	39,896	
Loans including premiums, discounts and deferred fees and costs	15,759,687	67,376	703,870	105,670	16,636,603	
Allowance for loan and lease losses	(120,960)	—	—	(4,868)	(125,828)	
Loans, net	<u>\$ 15,638,727</u>	<u>\$ 67,376</u>	<u>\$ 703,870</u>	<u>\$ 100,802</u>	<u>\$ 16,510,775</u>	

Total loans, including premiums, discounts and deferred fees and costs, increased by \$2.4 billion to \$19.0 billion at September 30, 2016, from \$16.6 billion at December 31, 2015. New loans grew by \$2.6 billion while loans acquired in the FSB Acquisition declined by \$160 million from December 31, 2015 to September 30, 2016. New residential loans grew by \$428 million and new commercial loans grew by \$2.1 billion during the nine months ended September 30, 2016.

Growth in new loans, including premiums, discounts and deferred fees and costs, for the nine months ended September 30, 2016 included \$809 million for the Florida franchise, \$772 million for the New York franchise and \$985 million for the national platforms.

The following tables show the composition of the new loan portfolio and the breakdown among the Florida and New York franchises and national platforms at the dates indicated. Amounts include premiums, discounts and deferred fees and costs (dollars in thousands):

	September 30, 2016			
	Florida	New York	National	Total
Residential	\$ 235,956	\$ 237,809	\$ 2,879,281	\$ 3,353,046
Commercial:				
Multi-family	496,990	3,281,034	—	3,778,024
Commercial real estate				
Owner occupied	1,025,141	560,046	83,902	1,669,089
Non-owner occupied	2,331,541	1,285,913	95,475	3,712,929
Construction and land	171,379	99,596	11,099	282,074
Commercial and industrial	2,052,815	790,698	358,433	3,201,946
Commercial lending subsidiaries	—	—	2,298,818	2,298,818
Consumer	26,720	3,500	—	30,220
	<u>\$ 6,340,542</u>	<u>\$ 6,258,596</u>	<u>\$ 5,727,008</u>	<u>\$ 18,326,146</u>
	<u>34.6%</u>	<u>34.2%</u>	<u>31.2%</u>	<u>100.0%</u>

	December 31, 2015			
	Florida	New York	National	Total
Residential	\$ 246,751	\$ 228,741	\$ 2,449,935	\$ 2,925,427
Commercial:				
Multi-family	500,400	2,951,573	—	3,451,973
Commercial real estate				
Owner occupied	840,364	418,935	79,648	1,338,947
Non-owner occupied	1,715,352	1,086,224	78,541	2,880,117
Construction and land	224,259	106,973	15,739	346,971
Commercial and industrial	1,974,179	688,691	105,658	2,768,528
Commercial lending subsidiaries	—	—	2,012,646	2,012,646
Consumer	29,820	5,258	—	35,078
	<u>\$ 5,531,125</u>	<u>\$ 5,486,395</u>	<u>\$ 4,742,167</u>	<u>\$ 15,759,687</u>
	<u>35.1%</u>	<u>34.8%</u>	<u>30.1%</u>	<u>100.0%</u>

Residential Mortgages

Residential mortgages totaled \$4.0 billion, or 21.0% of total loans and \$3.7 billion, or 22.3% of total loans at September 30, 2016 and December 31, 2015, respectively.

The new residential loan portfolio is primarily comprised of loans purchased on a national basis through established correspondent channels. The portfolio also includes loans originated through retail channels in our Florida and New York geographic footprint. In January 2016, we terminated our retail residential mortgage origination business. New residential mortgage loans are primarily closed-end, first lien jumbo mortgages for the purchase or re-finance of owner occupied property. The loans have terms ranging from 10 to 30 years, with either fixed or adjustable interest rates. At September 30, 2016, 32.8% of the new residential loan portfolio were fixed rate loans. The ARM portfolio included 5/1, 7/1 and 10/1 ARMs. At September 30, 2016, \$148 million or 4.4% of new residential mortgage loans were interest-only loans, substantially all of which begin amortizing 10 years after origination.

Home equity loans and lines of credit are not significant to the new loan portfolio.

We do not originate or acquire option ARMs, “no-doc” or “reduced-doc” mortgages and do not utilize wholesale mortgage origination channels although the covered loan portfolio contains loans with these characteristics. The Company’s exposure to future losses on these mortgage loans is mitigated by the Single Family Shared-Loss Agreement.

The geographic concentration of the new 1-4 single family residential portfolio is summarized as follows at the dates indicated (dollar in thousands):

	September 30, 2016		December 31, 2015	
California	\$ 896,481	26.7%	\$ 948,301	32.4%
New York	726,600	21.7%	548,181	18.7%
Florida	478,756	14.3%	422,638	14.5%
Virginia	135,724	4.0%	84,709	3.0%
Others ⁽¹⁾	1,114,266	33.3%	920,792	31.4%
	<u>\$ 3,351,827</u>	<u>100.0%</u>	<u>\$ 2,924,621</u>	<u>100.0%</u>

(1) No other state represented borrowers with more than 4.0% of 1-4 single family residential loans outstanding at September 30, 2016 or December 31, 2015.

Commercial loans

The commercial portfolio segment includes loans secured by multi-family properties, loans secured by both owner-occupied and non-owner occupied commercial real estate, construction loans, land loans, commercial and industrial loans and direct financing leases.

Management's loan origination strategy is heavily focused on the commercial portfolio segment, which comprised 81.7% and 81.4% of new loans as of September 30, 2016 and December 31, 2015, respectively.

Commercial real estate loans include term loans secured by owner and non-owner occupied income producing properties including rental apartments, mixed-use properties, industrial properties, retail shopping centers, free-standing single-tenant buildings, office buildings, warehouse facilities and hotels as well as real estate secured lines of credit. Loans secured by commercial real estate typically have shorter repayment periods and re-price more frequently than 1-4 single family residential loans but may have longer terms and re-price less frequently than commercial and industrial loans. The Company's underwriting standards generally provide for loan terms of five to ten years, with amortization schedules of no more than thirty years. LTV ratios are typically limited to no more than 80%. In addition, the Company usually obtains personal guarantees or carve-out guarantees of the principals as an additional enhancement for commercial real estate loans. Owner-occupied commercial real estate loans typically have risk profiles more closely aligned with that of commercial and industrial loans than with other types of commercial real estate loans. Construction and land loans represented only 1.5% of the total loan portfolio at September 30, 2016. Construction and land loans are generally made for projects expected to stabilize within eighteen months of completion in submarkets with strong fundamentals and, to a lesser extent, for-sale residential projects to experienced developers with a strong cushion between market prices and loan basis. At September 30, 2016, the recorded investment in construction loans with available interest reserves totaled \$89 million; the amount of available interest reserves totaled \$1 million. All of these loans were rated "pass" at September 30, 2016.

Commercial and industrial loans are typically made to small and middle market businesses and include equipment loans and leases, secured and unsecured working capital facilities, formula-based loans, mortgage warehouse lines, taxi medallion loans, lease financing, SBA product offerings and business acquisition finance credit facilities. These loans may be structured as term loans, typically with maturities of three to seven years, or revolving lines of credit which may have multi-year maturities. Commercial loans include shared national credits totaling \$1.1 billion at September 30, 2016, typically relationship based loans to borrowers in our geographic footprint.

Through its commercial lending subsidiaries, Pinnacle and Bridge, the Bank provides equipment and franchise financing on a national basis using both loan and lease structures. Pinnacle primarily offers essential use equipment financing to municipalities through loans and leases, as well as bond re-funding structures; Bridge offers franchise equipment and acquisition financing as well as transportation equipment finance. The Bank's SBF unit primarily originates SBA guaranteed commercial and commercial real estate loans, generally selling the guaranteed portion in the secondary market and retaining the unguaranteed portion in portfolio. The Bank engages in mortgage warehouse lending on a national basis.

The following table presents the recorded investment in loans and direct finance leases held for investment for each of our national commercial lending platforms at the dates indicated (in thousands):

	September 30, 2016	December 31, 2015
Pinnacle	\$ 1,311,775	\$ 1,085,981
Bridge - franchise finance	461,751	440,375
Bridge - transportation equipment finance	525,292	486,290
SBF	213,137	197,953
Mortgage warehouse lending	335,772	81,633
	<u>\$ 2,847,727</u>	<u>\$ 2,292,232</u>

The geographic concentration of the commercial loans in the national platforms is summarized as follows at the dates indicated. Amounts include premiums, discounts and deferred fees and costs (dollars in thousands):

	September 30, 2016		December 31, 2015	
Florida	\$ 553,273	19.4%	\$ 537,111	23.4%
California	397,552	14.0%	188,338	8.2%
Iowa	165,495	5.8%	159,142	6.9%
Virginia	158,557	5.6%	113,486	5.0%
Texas	132,943	4.7%	90,989	4.0%
Nevada	113,986	4.0%	101,370	4.4%
Others (1)	1,325,921	46.5%	1,101,796	48.1%
	<u>\$ 2,847,727</u>	<u>100.0%</u>	<u>\$ 2,292,232</u>	<u>100.0%</u>

(1) No other state represented borrowers with more than 4.0% of loans outstanding at September 30, 2016 or December 31, 2015.

Consumer Loans

Consumer loans are comprised primarily of consumer installment financing, loans secured by certificates of deposit, unsecured personal lines of credit and demand deposit account overdrafts.

Asset Quality

In discussing asset quality, we distinguish between new loans and loans acquired in the FSB Acquisition. Although the risk profile of loans acquired in the FSB Acquisition is higher than that of new loans, our exposure to loss related to the loans acquired in the FSB Acquisition is significantly mitigated by the fair value basis recorded in these loans resulting from the application of acquisition accounting and, for the residential loans, by the Single Family Shared-Loss Agreement. Loss sharing under the Commercial Shared-Loss Agreement was terminated on May 21, 2014. At September 30, 2016, loans covered under the Single Family Shared-Loss Agreement totaled \$669 million.

We have established a robust credit risk management framework, put in place an experienced team to lead the workout and recovery process for the commercial and commercial real estate portfolios and implemented a dedicated internal credit review function that reports directly to our Audit and Risk Committee. We have an experienced resolution team in place for covered residential mortgage loans, and have implemented outsourcing arrangements with industry leading firms in certain areas such as OREO resolution.

Loan performance is monitored by our credit administration and workout and recovery departments. Generally, commercial relationships with balances in excess of defined thresholds are re-evaluated at least annually and more frequently if circumstances indicate that a change in risk rating may be warranted. The defined thresholds range from \$1 million to \$3 million. Additionally, commercial loans are regularly reviewed by our internal credit review department. The Company utilizes a 13 grade internal asset risk classification system as part of its efforts to monitor and maintain commercial asset quality. Loans exhibiting potential credit weaknesses that deserve management's close attention and that if left uncorrected may result in deterioration of the repayment capacity of the borrower are categorized as special mention. These borrowers may exhibit negative financial trends or erratic financial performance, strained liquidity, marginal collateral coverage, declining industry trends or weak management. Loans with well-defined credit weaknesses that may result in a loss if the deficiencies are not

corrected are assigned a risk rating of substandard. These borrowers may exhibit payment defaults, inadequate cash flows, operating losses, increasing balance sheet leverage, project cost overruns, unreasonable construction delays, exhausted interest reserves, declining collateral values, frequent overdrafts or past due real estate taxes. Loans with weaknesses so severe that collection in full is highly questionable or improbable, but because of certain reasonably specific pending factors have not been charged off, are assigned an internal risk rating of doubtful.

Residential mortgage loans and consumer loans are not individually risk rated. Delinquency status is the primary measure we use to monitor the credit quality of these loans. We also consider original LTV and FICO score to be significant indicators of credit quality for the new 1-4 single family residential portfolio.

New Loans

Commercial

The ongoing asset quality of significant commercial loans is monitored on an individual basis through our regular credit review and risk rating process. We believe internal risk rating is the best indicator of the credit quality of commercial loans. Homogenous groups of smaller balance commercial loans may be monitored collectively.

At September 30, 2016, new commercial loans with aggregate balances of \$66 million, \$310 million and \$14 million were rated special mention, substandard and doubtful, respectively. At December 31, 2015, new commercial loans aggregating \$32 million, \$198 million and \$6 million were rated special mention, substandard and doubtful, respectively. The balance of substandard loans at September 30, 2016 and December 31, 2015 included \$141.6 million and \$80.5 million, respectively, of taxi medallion finance loans. Criticized and classified assets represented 2.6% of the new commercial portfolio at September 30, 2016. See Note 4 to the consolidated financial statements for more detailed information about risk rating of new commercial loans.

The commercial and industrial loan portfolio includes exposure to taxi medallion finance of approximately \$192 million at September 30, 2016. The estimated value of underlying taxi medallion collateral and liquidity in the market for sales of medallions, a potential secondary source of repayment, have declined in recent periods due to competitive developments in the transportation-for-hire industry. We update our analysis of the cash flow generating capacity of the operation of medallions on a regular basis using current available taxi industry data from which prospective debt service capacity is estimated. This analysis is based on an extensive data set typically made available by the New York Taxi and Limousine Commission semi-annually and assumptions that we believe to be generally conservative regarding fleet utilization and borrower expenses. Actual debt service coverage of our medallion loans may in some cases be more favorable than these cash flow capacity estimates. We also consider, if less favorable than our analysis of cash flow generating capacity, available borrower specific financial information. We update our analysis of estimated medallion valuations on a quarterly basis, based on the cash flow capacity estimates and recent medallion transfer activity. The taxi medallion portfolio had the following characteristics at September 30, 2016:

- Approximately 94.5% of the portfolio was concentrated in New York City.
- Loans delinquent by 30 days or more totaled \$13.6 million or 7.1% of the portfolio, compared to \$7.9 million or 3.7% of the portfolio at December 31, 2015. Loans delinquent by 90 days or more totaled \$8.2 million or 4.2% of the portfolio, compared to \$1.9 million or 0.9% of the portfolio at December 31, 2015. Loans on non-accrual status totaled \$54.5 million at September 30, 2016.
- At September 30, 2016, \$50 million, \$141.6 million and \$1.1 million of loans were rated pass, substandard and doubtful, respectively.
- Based on our updated analysis of medallion values, the weighted average estimated current LTV for loans directly secured by medallions was approximately 90% and approximately 58.7% of those loans had current LTV in excess of 100%.
- Approximately 15.9% of the portfolio consisted of interest only loans.
- Based on our updated analysis of the estimated cash flow generating capacity of medallions, as discussed above, approximately 52.9% of loans secured directly by taxi medallions had estimated prospective debt service coverage ratios of less than 1.00, the majority of which were current with respect to payment of principal and interest.
- The portfolio included 60 loans modified in TDRs with a recorded investment of \$58.5 million.
- In the aggregate, the ALLL related to taxi medallion loans was 8.0% of the outstanding balance at September 30, 2016, compared to 4.7% at December 31, 2015. Charge-offs of \$4.2 million were recognized in the nine months ended September 30, 2016 related to taxi medallion loans.

We are no longer originating new taxi medallion loans. Our portfolio management strategies include, but are not limited to, working with borrowers experiencing temporary cash flow challenges to provide short term relief and/or extended amortization periods, pro-actively attempting to refinance loans prior to maturity, shortening amortization periods when possible with an emphasis on converting interest only loans, continuing to monitor industry data and obtain updated borrower and guarantor financial information, and identifying and closely monitoring loans with higher risk profiles. As taxi medallion loans approach maturity or are refinanced, we expect the number and amount of TDRs in this portfolio segment to increase.

Residential

New 1-4 single family residential loans past due more than 30 days totaled \$9.5 million and \$2.5 million at September 30, 2016 and December 31, 2015, respectively. The amount of these loans 90 days or more past due was \$0.3 million and \$1.5 million at September 30, 2016 and December 31, 2015, respectively.

The majority of our new residential mortgage portfolio consists of loans purchased through established correspondent channels. In general, we purchase performing jumbo mortgage loans which have FICO scores above 700, primarily are owner-occupied and full documentation, and have a current LTV of 80% or less. We perform due diligence on the purchased loans for credit, compliance, counterparty, payment history and property valuation.

The following tables show the distribution of new 1-4 single family residential loans by original FICO and LTV as of the dates indicated:

September 30, 2016					
LTV	FICO				Total
	720 or less	721 - 740	741 - 760	761 or greater	
60% or less	2.5%	3.4%	4.7%	22.0%	32.6%
60% - 70%	2.4%	2.8%	3.6%	14.9%	23.7%
70% - 80%	3.0%	4.2%	8.1%	26.3%	41.6%
More than 80%	0.7%	0.2%	0.4%	0.8%	2.1%
	<u>8.6%</u>	<u>10.6%</u>	<u>16.8%</u>	<u>64.0%</u>	<u>100.0%</u>

December 31, 2015					
LTV	FICO				Total
	720 or less	721 - 740	741 - 760	761 or greater	
60% or less	2.7%	3.4%	4.9%	22.8%	33.8%
60% - 70%	2.4%	2.7%	3.8%	16.4%	25.3%
70% - 80%	2.2%	3.4%	7.2%	26.4%	39.2%
More than 80%	1.0%	0.1%	0.1%	0.5%	1.7%
	<u>8.3%</u>	<u>9.6%</u>	<u>16.0%</u>	<u>66.1%</u>	<u>100.0%</u>

At September 30, 2016, the new 1-4 single family residential loan portfolio had the following characteristics: substantially all were full documentation with an average FICO score of 767 and average LTV of 66.4%. The majority of this portfolio was owner-occupied, with 88.6% primary residence, 8.5% second homes and 2.9% investment properties. In terms of vintage, 11.6% of the portfolio was originated pre-2013, 21.4% in 2013, 19.2% in 2014, 28.5% in 2015 and 19.3% in 2016.

Consumer

One consumer loan with a carrying value of \$836 thousand was past due more than 90 days at September 30, 2016. At December 31, 2015, there were no delinquent new consumer loans.

Loans Acquired in the FSB Acquisition

Loans acquired in the FSB Acquisition consist of both ACI loans and non-ACI loans. At September 30, 2016, ACI loans totaled \$631 million and non-ACI loans totaled \$85 million, including premiums, discounts and deferred fees and costs.

Residential

At September 30, 2016, residential ACI loans totaled \$584 million and residential non-ACI loans totaled \$85 million, including premiums, discounts and deferred fees and costs. All of these loans are covered under the Single Family Shared-Loss Agreement.

Covered residential loans were placed into homogenous pools at the time of the FSB Acquisition and the ongoing credit quality and performance of these loans is monitored on a pool basis. The fair value of the pools was initially measured based on the expected cash flows from each pool. Initial cash flow expectations incorporated significant assumptions regarding prepayment rates, frequency of default and loss severity. For ACI pools, the difference between total contractual payments due and the cash flows expected to be received at acquisition was recognized as non-accretable difference. The excess of expected cash flows over the recorded fair value of each ACI pool at acquisition, known as the accretable yield, is being recognized as interest income over the life of each pool. We monitor the pools quarterly to determine whether any significant changes have occurred in expected cash flows that would be indicative of impairment or necessitate reclassification between non-accretable difference and accretable yield.

At September 30, 2016, accretable yield on residential ACI loans totaled \$683 million and non-accretable difference related to those loans totaled \$438 million. Accretable yield on residential ACI loans decreased by \$27 million and non-accretable difference decreased by \$55 million in the three months ended September 30, 2016, primarily as a result of updates to assumptions about the expected timing of cash flows.

At September 30, 2016, the recorded investment in non-ACI 1-4 single family residential loans was \$32.8 million; \$1.3 million or 3.9% of these loans were 30 days or more past due and \$0.9 million or 2.8% of these loans were 90 days or more past due. At September 30, 2016, the recorded investment in ACI 1-4 single family residential loans totaled \$580.8 million; \$29.7 million or 5.1% of these loans were delinquent by 30 days or more and \$15.0 million or 2.6% were delinquent by 90 days or more.

At September 30, 2016, non-ACI home equity loans and lines of credit had an aggregate recorded investment of \$52.6 million; \$2.9 million or 5.6% of these loans were 30 days or more past due and \$2.4 million or 4.6% were 90 days or more past due. ACI home equity loans and lines of credit had a carrying amount of \$3.0 million at September 30, 2016; amounts 30 days or more contractually delinquent were not significant.

Home equity loans and lines of credit generally provide that payment terms be reset after an initial contractual period of interest only payments, requiring the pay down of principal through balloon payments or amortization. Additional information regarding ACI and non-ACI home equity loans and lines of credit at September 30, 2016 is summarized as follows:

	ACI	Non-ACI
Loans resetting from interest only:		
Previously reset	57.7%	43.6%
Scheduled to reset within 12 months	15.1%	15.9%
Scheduled to reset after 12 months	27.2%	40.5%
	<u>100.0%</u>	<u>100.0%</u>
Lien position:		
First liens	11.7%	15.0%
Second or third liens	88.3%	85.0%
	<u>100.0%</u>	<u>100.0%</u>

The Company's exposure to loss related to covered loans is significantly mitigated by the Single Family Shared-Loss Agreement and by the fair value basis recorded in these assets resulting from the application of acquisition accounting. While resets of interest only loans have contributed to an increase in default rates for the covered home equity portfolio, the impact on results of operations, after consideration of the mitigating impact of loss sharing, is not significant.

Commercial

At September 30, 2016, ACI commercial loans had a carrying value of \$47.2 million. The carrying amount of ACI commercial loans that were past due, criticized or classified at September 30, 2016 was not significant.

Impaired Loans and Non-Performing Assets

Non-performing assets generally consist of (i) non-accrual loans, including loans that have been modified in TDRs and placed on non-accrual status, (ii) accruing loans that are more than 90 days contractually past due as to interest or principal, excluding ACI loans, and (iii) OREO and repossessed assets. Impaired loans also typically include loans modified in TDRs that are accruing and ACI loans for which expected cash flows have been revised downward since acquisition (as adjusted for any additional cash flows expected to be collected arising from changes in estimates after acquisition). Impaired ACI loans or pools with remaining accretable yield have not been classified as non-accrual loans and we do not consider them to be non-performing assets.

The following table summarizes the Company's impaired loans and non-performing assets at the dates indicated (in thousands):

	September 30, 2016			December 31, 2015		
	Covered Assets	Non-Covered Assets	Total	Covered Assets	Non-Covered Assets	Total
Non-accrual loans						
Residential:						
1 - 4 single family residential	\$ 931	\$ 328	\$ 1,259	\$ 594	\$ 2,007	\$ 2,601
Home equity loans and lines of credit	2,844	—	2,844	4,724	—	4,724
Total residential loans	3,775	328	4,103	5,318	2,007	7,325
Commercial:						
Commercial real estate						
Owner occupied	—	18,809	18,809	—	8,274	8,274
Non-owner occupied	—	1,145	1,145	—	—	—
Construction and land	—	1,238	1,238	—	—	—
Commercial and industrial ⁽¹⁾	—	70,671	70,671	—	37,782	37,782
Commercial lending subsidiaries	—	19,037	19,037	—	9,920	9,920
Total commercial loans	—	110,900	110,900	—	55,976	55,976
Consumer	—	1,162	1,162	—	7	7
Total non-accrual loans	3,775	112,390	116,165	5,318	57,990	63,308
TDRs ⁽²⁾	—	—	—	7,050	1,175	8,225
Total non-performing loans	3,775	112,390	116,165	12,368	59,165	71,533
OREO	6,344	3,415	9,759	8,853	—	8,853
Repossessed assets	—	1,006	1,006	—	2,337	2,337
Total non-performing assets	10,119	116,811	126,930	21,221	61,502	82,723
Performing TDRs ⁽¹⁾	11,611	59,743	71,354	3,988	5,535	9,523
Total impaired loans and non-performing assets	\$ 21,730	\$ 176,554	\$ 198,284	\$ 25,209	\$ 67,037	\$ 92,246
Non-performing loans to total loans ⁽³⁾		0.61%	0.61%		0.37%	0.43%
Non-performing assets to total assets ⁽⁴⁾		0.43%	0.47%		0.26%	0.35%
ALLL to total loans ⁽³⁾		0.83%	0.81%		0.76%	0.76%
ALLL to non-performing loans		134.97%	132.98%		204.45%	175.90%
Net charge-offs to average loans ⁽⁵⁾		0.10%	0.11%		0.09%	0.10%

(1) Non-performing new commercial and industrial loans include taxi medallion loans with a carrying value of \$54.5 million and \$2.6 million, and performing TDRs include taxi medallion loans with a carrying value of \$32.8 million and \$0.6 million, at September 30, 2016 and December 31, 2015, respectively.

(2) Effective January 1, 2016, we are no longer reporting accruing TDRs as non-performing.

(3) Total loans for purposes of calculating these ratios include premiums, discounts and deferred fees and costs.

(4) Ratio for non-covered assets is calculated as non-performing non-covered assets to total assets.

(5) Annualized.

The primary driver of the increases in non-covered, non-performing loans and non-covered performing TDRs and of the decrease in the ratio of the ALLL to non-performing loans at September 30, 2016 compared to December 31, 2015 was increases in non-accrual loans and TDRs in the taxi medallion portfolio.

Contractually delinquent ACI loans with remaining accretable yield are not reflected as non-accrual loans because accretion continues to be recorded in income. Accretion continues to be recorded as long as there is an expectation of future cash flows in excess of carrying amount from these loans. The carrying value of ACI loans contractually delinquent by more than 90 days but on which income was still being recognized was \$15 million and \$20 million at September 30, 2016 and December 31, 2015, respectively.

New and non-ACI commercial loans are placed on non-accrual status when (i) management has determined that full repayment of all contractual principal and interest is in doubt, or (ii) the loan is past due 90 days or more as to principal or interest unless the loan is well secured and in the process of collection. New and non-ACI residential and consumer loans are generally placed on non-accrual status when 90 days of interest is due and unpaid. When a

loan is placed on non-accrual status, uncollected interest accrued is reversed and charged to interest income. Commercial loans are returned to accrual status only after all past due principal and interest has been collected and full repayment of remaining contractual principal and interest is reasonably assured. Residential loans are generally returned to accrual status when less than 90 days of interest is due and unpaid. Past due status of loans is determined based on the contractual next payment due date. Loans less than 30 days past due are reported as current.

A loan modification is considered a TDR if the Company, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that the Company would not otherwise grant. These concessions may take the form of temporarily or permanently reduced interest rates, payment abatement periods, restructuring of payment terms, extensions of maturity at below market terms, or in some cases, partial forgiveness of principal. Under GAAP, modified ACI loans accounted for in pools are not accounted for as TDRs and are not separated from their respective pools when modified. Included in TDRs are residential loans to borrowers who have not reaffirmed their debt discharged in Chapter 7 bankruptcy.

The following table summarizes loans modified in TDRs at September 30, 2016 (dollars in thousands):

	Number of TDRs	Recorded Investment	Related Specific Allowance
Residential:			
Covered	60	\$ 13,308	\$ 610
Non-covered	3	343	4
Commercial:			
Taxi medallion	60	58,466	3,290
Other	22	39,430	4,221
	145	\$ 111,547	\$ 8,125

Potential Problem Loans

Potential problem loans have been identified by management as those loans included in the "substandard accruing" risk rating category. These loans are typically performing, but possess specifically identified credit weaknesses that, if not remedied, may lead to a downgrade to non-accrual status and identification as impaired in the near-term. Substandard accruing new loans totaled \$213 million, of which \$88 million were taxi medallion loans, at September 30, 2016. The majority of these loans were current as to principal and interest at September 30, 2016.

Loss Mitigation Strategies

Criticized or classified commercial loans in excess of certain thresholds are reviewed quarterly by the Criticized Asset Committee, which determines the appropriate strategy for collection to mitigate the amount of credit losses. Criticized asset reports for each relationship are presented by the assigned relationship manager to the Criticized Asset Committee until such time as the relationships are returned to a satisfactory credit risk rating or otherwise resolved. The Criticized Asset Committee may require the transfer of a loan to our workout and recovery department, which is tasked to effectively manage the loan with the goal of minimizing losses and expenses associated with restructure, collection and/or liquidation of collateral. Commercial loans with a risk rating of substandard; impaired loans on non-accrual status; loans modified as TDRs; or assets classified as OREO or repossessed assets are usually transferred to workout and recovery. Oversight of the workout and recovery department is provided by the Asset Recovery Committee.

We evaluate each residential loan in default to determine the most effective loss mitigation strategy, which may be modification, short sale, or foreclosure. We offer loan modifications under HAMP to eligible borrowers in the residential portfolio. HAMP is a uniform loan modification process that provides eligible borrowers with sustainable monthly mortgage payments equal to a target 31% of their gross monthly income. We have approved 4,432 permanent loan modifications through September 30, 2016 and there are 22 trial loan modifications at September 30, 2016. Substantially all of these modified loans were covered ACI loans accounted for in pools.

In addition to the HAMP program, we offer a proprietary Subordinate Lien Modification Program for home equity loans and lines of credit. This provides BankUnited the ability to offer a modification on loans covered under the Single Family Shared-Loss Agreement that are subordinate to either a BankUnited first lien or a first lien from another lender.

Analysis of the Allowance for Loan and Lease Losses

The ALLL relates to (i) new loans, (ii) estimated additional losses arising on non-ACI loans subsequent to the FSB Acquisition, and (iii) impairment recognized as a result of decreases in expected cash flows on ACI loans due to further credit deterioration. The impact of any additional provision for losses on covered loans is significantly mitigated by an increase in the FDIC indemnification asset. The determination of the amount of the ALLL is, by nature, highly complex and subjective. Future events that are inherently uncertain could result in material changes to the level of the ALLL. General economic conditions including but not limited to unemployment rates, the level of business investment and growth, real estate values, vacancy rates and rental rates in our primary market areas, the level of interest rates, and a variety of other factors that affect the ability of borrowers' businesses to generate cash flows sufficient to service their debts will impact the future performance of the portfolio.

New and non-ACI Loans

Residential

Due to the lack of similarity between the risk characteristics of new loans and covered loans in the residential and home equity portfolios, management does not believe it is appropriate to use the historical performance of the covered residential mortgage portfolio as a basis for calculating the ALLL applicable to new loans. The new loan portfolio has not yet developed an observable loss trend. Therefore, the ALLL for new residential loans is based primarily on relevant proxy historical loss rates. The ALLL for new 1-4 single family residential loans is estimated using average annual loss rates on prime residential mortgage securitizations issued between 2003 and 2008 as a proxy. Based on the comparability of FICO scores and LTV ratios between loans included in

those securitizations and loans in the Bank's portfolio and the geographic diversity in the new purchased residential portfolio, we determined that prime residential mortgage securitizations provide an appropriate proxy for incurred losses in this portfolio class. A peer group 16-quarter average net charge-off rate is used to estimate the ALLL for the new home equity loan class. See further discussion of the use of peer group loss factors below. The new home equity portfolio is not a significant component of the overall loan portfolio.

Based on an analysis of historical performance, OREO and short sale losses, recent trending data and other internal and external factors, we have concluded that historical performance by portfolio class is the best indicator of incurred loss for the non-ACI 1-4 single family residential and home equity portfolio classes. For each of these portfolio classes, a quarterly roll rate matrix is calculated by delinquency bucket to measure the rate at which loans move from one delinquency bucket to the next during a given quarter. An average 16-quarter roll rate matrix is used to estimate the amount within each delinquency bucket expected to roll to 120+ days delinquent. We assume no cure for those loans that are currently 120+ days delinquent. Loss severity given default is estimated based on internal data about OREO sales and short sales from the portfolio. The ALLL calculation incorporates a 100% loss severity assumption for home equity loans that are projected to roll to default. For non-ACI residential loans, the allowance is initially calculated based on UPB. The total of UPB less the calculated allowance is then compared to the carrying amount of the loans, net of unamortized credit related fair value adjustments established at acquisition. If the calculated balance net of the allowance is less than the carrying amount, an additional allowance is established. Any increase or decrease in the allowance for non-ACI residential loans will result in a corresponding increase or decrease in the FDIC indemnification asset.

Commercial and Consumer

Since the new commercial loan portfolio is not yet seasoned enough to exhibit a loss trend, the ALLL for new commercial loans is based primarily on peer group average annual historical net charge-off rates by loan class and the Company's internal credit risk rating system. The allowance is comprised of specific reserves for loans that are individually evaluated and determined to be impaired as well as general reserves for individually evaluated loans determined not to be impaired and loans that do not meet our established threshold for individual evaluation. Commercial relationships graded substandard or doubtful

and on non-accrual status with committed credit facilities greater than or equal to \$1 million are individually evaluated for impairment. For loans evaluated individually for impairment and determined to be impaired, a specific allowance is established based on the present value of expected cash flows discounted at the loan's effective interest rate, the estimated fair value of the loan, or the estimated fair value of collateral less costs to sell. Loans modified in TDRs are also evaluated individually for impairment. We believe that loans rated special mention, substandard or doubtful that are not individually evaluated for impairment exhibit characteristics indicative of a heightened level of credit risk. Loss factors for these loans are determined by using default frequency and severity information applied at the loan level. Estimated default frequencies and severities are based on available industry data.

With the exception of the Pinnacle municipal finance portfolio, a four quarter loss emergence period is used in the calculation of general reserves. A twelve quarter loss emergence period is used in the calculation of general reserves for the Pinnacle portfolio.

The peer group used to calculate the average annual historical net charge-off rates that form the basis for our general reserve calculations for new commercial, home equity and consumer loans is made up of the banks included in the OCC Midsize Bank Group plus two additional banks in the New York region that management believes to be comparable based on size and nature of lending operations. The OCC Midsize Bank Group primarily includes commercial banks with total assets ranging from \$10 - \$50 billion and included 28 banks at September 30, 2016. Peer bank data is obtained from the Statistics on Depository Institutions Report published by the FDIC for the most recent quarter available. These banks, as a group, are considered by management to be comparable to BankUnited in size, nature of lending operations and loan portfolio composition. We evaluate the composition of the peer group annually, or more frequently if, in our judgment, a more frequent evaluation is necessary. The general loss factor for municipal finance receivables is based on a historical cumulative default curve for municipal obligations of credit quality comparable to those in the Company's portfolio.

Beginning in the first quarter of 2016, we extended the loss experience period used to calculate peer group average annual net charge-off rates from 12 quarters to 16 quarters for commercial and consumer loans. We believe this extension of the look back period is appropriate at this time to capture a sufficient range of observations reflecting the performance of our loans, most of which were originated in the current economic cycle, and to reflect recent indications that the U.S. economy continues to move through the credit cycle. We believe the 16-quarter look back period to be consistent with the range of industry practice. Extending the look back period to 16 quarters resulted in an increase in the ALLL of approximately \$9 million as of March 31, 2016, as compared to using a 12-quarter look back period at the same date. The framework used to determine qualitative reserves was not revised.

Our internal risk rating system comprises 13 credit grades; grades 1 through 8 are "pass" grades. The risk ratings are driven largely by debt service coverage. Peer group historical loss rates are adjusted upward for loans assigned a lower "pass" rating.

Qualitative Factors

Qualitative adjustments are made to the ALLL when, based on management's judgment, there are internal or external factors impacting probable incurred losses not taken into account by the quantitative calculations. Potential qualitative adjustments are categorized as follows:

- Portfolio performance trends, including trends in and the levels of delinquencies, non-performing loans and classified loans;
- Changes in the nature of the portfolio and terms of the loans, specifically including the volume and nature of policy and procedural exceptions;
- Portfolio growth trends;
- Changes in lending policies and procedures, including credit and underwriting guidelines;
- Economic factors, including unemployment rates and GDP growth rates;
- Changes in the value of underlying collateral;
- Quality of risk ratings, as evaluated by our independent loan review function;
- Credit concentrations;
- Changes in and experience levels of credit administration management and staff; and
- Other factors identified by management that may impact the level of losses inherent in the portfolio, including but not limited to competition and legal and regulatory considerations.

ACI Loans

For ACI loans, a valuation allowance is established when periodic evaluations of expected cash flows reflect a decrease resulting from credit related factors from the level of cash flows that were estimated to be collected at acquisition plus any additional expected cash flows arising from revisions in those estimates. We perform a quarterly analysis of expected cash flows for ACI loans.

Expected cash flows are estimated on a pool basis for ACI 1-4 single family residential and home equity loans. The analysis of expected pool cash flows incorporates updated pool level expected prepayment rate, default rate, delinquency level and loss severity given default assumptions. Prepayment, delinquency and default curves are derived primarily from roll rates generated from the historical performance of the portfolio over the immediately preceding four quarters. Estimates of default probability and loss severity given default also incorporate updated LTV ratios, at the loan level, based on Case-Shiller Home Price Indices for the relevant MSA. Costs and fees represent an additional component of loss on default and are projected based on historical experience over the last three years. The ACI home equity roll rates include the impact of delinquent, related senior liens and loans to borrowers who have not reaffirmed their debt discharged in Chapter 7 bankruptcy.

Based on our projected cash flow analysis, no ALLL related to 1-4 single family residential and home equity ACI pools was recorded at September 30, 2016 or December 31, 2015.

The primary assumptions underlying estimates of expected cash flows for ACI commercial loans are default probability and severity of loss given default. Assessments of default probability and severity are based on net realizable value analyses prepared at the individual loan level. Based on our analysis, no ALLL related to ACI commercial loans was recorded at September 30, 2016 or December 31, 2015.

The following tables provide an analysis of the ALLL, provision for loan losses and net charge-offs for the periods indicated (in thousands):

	Nine Months Ended September 30, 2016			
	New Loans	ACI Loans	Non-ACI Loans	Total
Balance at December 31, 2015	\$ 120,960	\$ —	\$ 4,868	\$ 125,828
Provision for (recovery of) loan losses:				
1-4 single family residential	(324)	—	23	(301)
Home equity loans and lines of credit	2	—	(1,097)	(1,095)
Multi-family	1,509	—	—	1,509
Commercial real estate				
Owner occupied	4,854	—	—	4,854
Non-owner occupied	7,563	—	—	7,563
Construction and land	(980)	—	—	(980)
Commercial and industrial	26,365	—	(45)	26,320
Commercial finance subsidiaries	4,677	—	—	4,677
Consumer	(98)	—	—	(98)
Total Provision	43,568	—	(1,119)	42,449
Charge-offs:				
1-4 single family residential	—	—	(312)	(312)
Home equity loans and lines of credit	—	—	(774)	(774)
Commercial real estate				
Owner occupied	(2,615)	—	—	(2,615)
Non-owner occupied	(128)	—	—	(128)
Commercial and industrial	(11,480)	—	—	(11,480)
Commercial lending subsidiaries	(1,432)	—	—	(1,432)
Total Charge-offs	(15,748)	—	(1,086)	(16,834)
Recoveries:				
Home equity loans and lines of credit	—	—	77	77
Commercial real estate				
Owner occupied	1,175	—	—	1,175
Non-owner occupied	—	—	—	—
Commercial and industrial	440	—	45	485
Commercial lending subsidiaries	1,278	—	—	1,278
Consumer	18	—	—	18
Total Recoveries	2,911	—	122	3,033
Net Charge-offs:	(12,837)	—	(964)	(13,801)
Balance at September 30, 2016	\$ 151,691	\$ —	\$ 2,785	\$ 154,476

	Nine Months Ended September 30, 2015			
	New Loans	ACI Loans	Non-ACI Loans	Total
Balance at December 31, 2014	\$ 91,350	\$ —	\$ 4,192	\$ 95,542
Provision for (recovery of) loan losses:				
1-4 single family residential	3,928	—	(337)	3,591
Home equity loans and lines of credit	(11)	—	1,052	1,041
Multi-family	5,324	—	(4)	5,320
Commercial real estate				
Owner occupied	(2,216)	—	—	(2,216)
Non-owner occupied	6,739	—	—	6,739
Construction and land	649	—	—	649
Commercial and industrial	9,449	—	(44)	9,405
Commercial finance subsidiaries	9,817	—	—	9,817
Consumer	41	—	—	41
Provision for loan losses:	33,720	—	667	34,387
Charge-offs:				
Home equity loans and lines of credit	—	—	(1,458)	(1,458)
Commercial real estate				
Non-owner occupied	(303)	—	—	(303)
Commercial and industrial	(3,246)	—	—	(3,246)
Commercial lending subsidiaries	(7,637)	—	—	(7,637)
Total Charge-offs	(11,186)	—	(1,458)	(12,644)
Recoveries:				
Home equity loans and lines of credit	—	—	36	36
Multi-family	—	—	4	4
Commercial real estate				
Non-owner occupied	1	—	—	1
Commercial and industrial	807	—	44	851
Commercial lending subsidiaries	80	—	—	80
Consumer	28	—	—	28
Total Recoveries	916	—	84	1,000
Net Charge-offs:	(10,270)	—	(1,374)	(11,644)
Balance at September 30, 2015	\$ 114,800	\$ —	\$ 3,485	\$ 118,285

The following tables show the distribution of the ALLL, broken out between covered and non-covered loans, at the dates indicated (dollars in thousands):

September 30, 2016					
	New Loans	Covered Loans		Total	%(1)
		ACI Loans	Non-ACI Loans		
Residential:					
1 - 4 single family residential	\$ 10,762	\$ —	\$ 275	\$ 11,037	20.7%
Home equity loans and lines of credit	6	—	2,510	2,516	0.3%
	10,768	—	2,785	13,553	21.0%
Commercial:					
Multi-family	23,826	—	—	23,826	20.0%
Commercial real estate					
Owner occupied	10,904	—	—	10,904	8.8%
Non-owner occupied	33,614	—	—	33,614	19.6%
Construction and land	2,514	—	—	2,514	1.5%
Commercial and industrial	48,986	—	—	48,986	16.9%
Commercial lending subsidiaries	20,906	—	—	20,906	12.0%
	140,750	—	—	140,750	78.8%
Consumer	173	—	—	173	0.2%
	\$ 151,691	\$ —	\$ 2,785	\$ 154,476	100.0%

December 31, 2015					
	New Loans	Covered Loans		Total	%(1)
		ACI Loans	Non-ACI Loans		
Residential:					
1 - 4 single family residential	\$ 11,086	\$ —	\$ 564	\$ 11,650	21.9%
Home equity loans and lines of credit	4	—	4,304	4,308	0.4%
	11,090	—	4,868	15,958	22.3%
Commercial:					
Multi-family	22,317	—	—	22,317	20.9%
Commercial real estate					
Owner occupied	7,490	—	—	7,490	8.2%
Non-owner occupied	26,179	—	—	26,179	17.5%
Construction and land	3,587	—	—	3,587	2.1%
Commercial and industrial	33,661	—	—	33,661	16.7%
Commercial lending subsidiaries	16,383	—	—	16,383	12.1%
	109,617	—	—	109,617	77.5%
Consumer	253	—	—	253	0.2%
	\$ 120,960	\$ —	\$ 4,868	\$ 125,828	100.0%

(1) Represents percentage of loans receivable in each category to total loans receivable.

The balance of the ALLL for new loans at September 30, 2016 as compared to December 31, 2015 primarily reflects the impact of an increase related to growth of the new loan portfolio and an increase in reserves for classified loans, including loans determined to be individually impaired. Factors influencing the change in the ALLL as related to specific loan types at September 30, 2016 as compared to December 31, 2015, include:

- A decline of \$0.3 million for new 1 - 4 single family residential loans in spite of growth in the corresponding portfolio was attributable to a decline in the applicable quantitative historical loss rate and a reduction in qualitative reserves applied to the originated portfolio.
- An increase of \$3.4 million for new owner occupied commercial real estate loans was attributable to the growth of the corresponding loan portfolio and increases in reserves for classified loans.
- A \$7.4 million increase for new non-owner occupied commercial real estate loans was primarily attributable to the growth of the corresponding loan portfolio.
- An increase of \$15.3 million for new commercial and industrial loans was primarily driven by an increase in the peer group based historical loss factor for this portfolio segment and increases in reserves for classified and impaired loans, including taxi medallion loans. The reserve for classified and impaired loans in this portfolio segment increased by \$14.3 million, of which \$7.0 million related to the taxi medallion portfolio.
- A \$4.5 million increase for commercial lending subsidiaries reflects the growth of the portfolio, an increase in the peer group historical loss factor and increases in reserves for classified and individually impaired loans.
- The decrease in the reserve for non-ACI loans resulted primarily from a decline in related portfolio balances and an improvement in roll rates for the home equity segment.

For additional information about the ALLL, see Note 4 to the consolidated financial statements.

Equipment under Operating Lease

Equipment under operating lease primarily consists of railcars leased to North American commercial end-users. The portfolio also includes non-commercial aircraft and other land transport equipment. At September 30, 2016, our operating lease fleet consisted of 4,893 rail cars, including hoppers, tank cars, boxcars, auto carriers, center beams and gondolas; 1,182 trailers; 34 tractors; 19 forklifts; 53 utility trucks and 2 helicopters. The largest concentrations of rail cars were 2,125 hopper cars and 1,534 tank cars, primarily used to ship sand and petroleum products, respectively, for the energy industry. Equipment with a carrying value of \$290 million at September 30, 2016 was leased to companies for use in the energy industry. Three of these operating lease relationships with assets under lease totaling \$51 million were internally risk rated substandard at September 30, 2016.

There have been no significant impairments of residuals or asset carrying values, missed payments or time off-lease related to the operating lease portfolio to date. One relationship was restructured in July 2016, with no decrease in total minimum lease payments.

The primary risks inherent in the equipment leasing business are asset risk resulting from ownership of the equipment on operating lease and credit risk. Asset risk arises from fluctuations in supply and demand for the underlying leased equipment. Railcars are long-lived equipment with useful lives of approximately 35-50 years. The equipment is leased to commercial end-users with lease terms ranging from 3-10 years at September 30, 2016. We are exposed to the risk that, at the end of the lease term, the value of the asset will be lower than expected, potentially resulting in reduced future lease income over the remaining life of the asset or a lower sale value. Asset risk may also lead to changes in depreciation as a result of changes in the residual values of the operating lease assets or through impairment of asset carrying values.

Asset risk is evaluated and managed by an internal team of leasing professionals with a broad depth and breadth of experience in the leasing business. Additionally, we have partnered with an industry leading, experienced service provider who provides fleet management and servicing, including lease administration and reporting, a Regulation Y compliant full service maintenance program and railcar remarketing. Risk is managed by setting appropriate residual values at inception and systematic reviews of residual values based on independent appraisals, performed at least annually. Additionally, our internal management team and our external service provider closely follow the rail markets, monitoring traffic flows, supply and demand trends and the impact of new technologies and regulatory requirements. Demand for railcars is sensitive to shifts in general and industry specific economic and market trends and shifts in trade flows from specific events such as natural or man-made disasters. We seek to mitigate these risks by leasing to a stable end-user base, by maintaining a relatively young and diversified fleet of assets that are expected to maintain stronger and more stable utilization rates despite impacts from unexpected events or cyclical trends and by staggering lease maturities. We regularly monitor the impact of lower oil prices on the estimated residual value of rail cars being used in the petroleum/natural gas extraction sector.

Credit risk in the leased equipment portfolio results from the potential default of lessees, possibly driven by obligor specific or industry-wide conditions, and is economically less significant than asset risk, because in the operating lease business, there is no extension of credit to the obligor. Instead, the lessor deploys a portion of the useful life of the asset. Credit

losses, if any, will manifest through reduced rental income due to missed payments, time off lease, or lower rental payments due either to a restructuring or re-leasing of the asset to another obligor. Credit risk in the operating lease portfolio is managed and monitored utilizing credit administration infrastructure, processes and procedures similar to those used to manage and monitor credit risk in the commercial loan portfolio. We also mitigate credit risk in this portfolio by leasing only to high credit quality obligors.

We expect our operating lease portfolio to continue to grow, and we may expand into other asset classes. We are not currently increasing our exposure to the energy sector.

Deposits

Average balances and rates paid on deposits were as follows for the periods indicated (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2016		2015		2016		2015	
	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid
Demand deposits:								
Non-interest bearing	\$ 2,981,017	—%	\$ 2,678,429	—%	\$ 2,944,861	—%	\$ 2,698,570	—%
Interest bearing	1,437,677	0.62%	1,352,069	0.45%	1,341,218	0.61%	1,129,288	0.46%
Money market	7,948,299	0.64%	6,549,784	0.58%	7,778,761	0.63%	6,043,972	0.56%
Savings	400,982	0.22%	524,946	0.32%	424,915	0.24%	557,098	0.32%
Time	5,567,909	1.13%	4,396,640	1.12%	5,177,191	1.11%	4,210,793	1.12%
	<u>\$ 18,335,884</u>	<u>0.67%</u>	<u>\$ 15,501,868</u>	<u>0.61%</u>	<u>\$ 17,666,946</u>	<u>0.65%</u>	<u>\$ 14,639,721</u>	<u>0.60%</u>

Total deposits at September 30, 2016 and December 31, 2015 included \$1.9 billion and \$1.1 billion, respectively, of brokered deposits.

The following table shows scheduled maturities of certificates of deposit with denominations greater than or equal to \$100,000 as of September 30, 2016 (in thousands):

Three months or less	\$ 569,657
Over three through six months	1,012,154
Over six through twelve months	1,287,218
Over twelve months	1,073,389
	<u>\$ 3,942,418</u>

FHLB Advances, Notes and Other Borrowings

In addition to deposits, we utilize FHLB advances to fund growth in interest earning assets; the advances provide us with additional flexibility in managing both term and cost of funding. FHLB advances are secured by FHLB stock, qualifying residential first mortgage, commercial real estate and home equity loans, and MBS.

The contractual balance of FHLB advances outstanding at September 30, 2016 is scheduled to mature as follows (in thousands):

Maturing in:	
2016—31 days or less	\$ 2,795,000
2016—Over 31 days	350,000
2017	1,925,000
2018	75,000
2020	75,000
Total contractual balance outstanding	5,220,000
Unamortized modification costs	(875)
Carrying value	\$ 5,219,125

Outstanding senior notes payable and other borrowings consisted of the following at the dates indicated (dollars in thousands):

	September 30, 2016	December 31, 2015
Senior notes	\$ 392,939	\$ 392,326
Capital lease obligations	9,847	10,219
	\$ 402,786	\$ 402,545

Senior notes have a face amount of \$400 million, a fixed coupon rate of 4.875% and mature on November 17, 2025.

Capital Resources

Pursuant to the FDIA, the federal banking agencies have adopted regulations setting forth a five-tier system for measuring the capital adequacy of the financial institutions they supervise. At September 30, 2016 and December 31, 2015, BankUnited and the Company had capital levels that exceeded both the regulatory well-capitalized guidelines and all internal capital ratio targets.

Stockholders' equity increased to \$2.4 billion at September 30, 2016, an increase of \$129 million, or 5.8%, from December 31, 2015 due primarily to the retention of earnings.

The following table provides information regarding regulatory capital ratios for the Company and its banking subsidiary as of September 30, 2016 (dollars in thousands):

	Actual		Required to be Considered Well Capitalized		Required to be Considered Adequately Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
BKU:						
Tier 1 leverage	\$ 2,251,666	8.50%	N/A ⁽¹⁾	N/A ⁽¹⁾	\$ 1,059,516	4.00%
CET1 risk-based capital	\$ 2,251,666	11.57%	\$ 1,264,705	6.50%	\$ 875,565	4.50%
Tier 1 risk-based capital	\$ 2,251,666	11.57%	\$ 1,556,560	8.00%	\$ 1,167,420	6.00%
Total risk based capital	\$ 2,412,103	12.40%	\$ 1,945,700	10.00%	\$ 1,556,560	8.00%
BankUnited:						
Tier 1 leverage	\$ 2,467,312	9.34%	\$ 1,320,221	5.00%	\$ 1,056,177	4.00%
CET1 risk-based capital	\$ 2,467,312	12.73%	\$ 1,259,402	6.50%	\$ 871,894	4.50%
Tier 1 risk-based capital	\$ 2,467,312	12.73%	\$ 1,550,033	8.00%	\$ 1,162,525	6.00%
Total risk based capital	\$ 2,625,711	13.55%	\$ 1,937,541	10.00%	\$ 1,550,033	8.00%

(1) There is no Tier 1 leverage ratio component in the definition of a well-capitalized bank holding company.

Levels of capital required to be well capitalized or adequately capitalized as reflected above do not include a capital conservation buffer that is being phased in. When fully phased in on January 1, 2019, the Bank and the Company will have to maintain this capital conservation buffer composed of CET1 capital equal to 2.5% of risk-weighted assets above the amounts to be adequately capitalized, as reflected above, in order to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers.

Liquidity

Liquidity involves our ability to generate adequate funds to support planned asset growth, particularly growth of the new loan portfolio, meet deposit withdrawal requests, maintain reserve requirements, conduct routine operations, pay dividends, service outstanding debt and meet other contractual obligations.

Primary sources of liquidity include cash flows from operations, cash generated by the repayment and resolution of loans acquired in the FSB Acquisition, cash payments received from the FDIC pursuant to the Residential Shared Loss Agreement, deposit growth, the available for sale securities portfolio and FHLB advances.

For the nine months ended September 30, 2016 and 2015, net cash provided by operating activities was \$226.4 million and \$160.2 million, respectively. Accretion on ACI loans, which is reflected as a non-cash reduction in net income to arrive at operating cash flows, totaled \$228.5 million and \$216.2 million for the nine months ended September 30, 2016 and 2015, respectively. Accretable yield on ACI loans represents the excess of expected future cash flows over the carrying amount of the loans, and is recognized as interest income over the expected lives of the loans. Amounts recorded as accretion are realized in cash as individual loans are paid down or otherwise resolved; however, the timing of cash realization may differ from the timing of income recognition. These cash flows from the repayment or resolution of loans acquired in the FSB Acquisition, inclusive of amounts that have been accreted through earnings over time, are recognized as cash flows from investing activities in the consolidated statements of cash flows upon receipt. Cash generated by the repayment and resolution of loans acquired in the FSB Acquisition totaled \$399.4 million and \$489.6 million for the nine months ended September 30, 2016 and 2015, respectively. Cash payments from the FDIC in the form of reimbursements of losses related to the covered loans under the Loss Sharing Agreements are also characterized as investing cash flows. These reimbursements from the FDIC totaled \$30.8 million and \$46.3 million for the nine months ended September 30, 2016 and 2015, respectively. Both cash generated by the repayment and resolution of loans acquired in the FSB Acquisition and cash payments received from the FDIC have been and are expected to continue to be consistent and relatively predictable sources of liquidity.

The percentage of assets comprised of ACI loans and percentage of interest income comprised of ACI accretion continues to decrease. As expected, cash flows from resolution of the loans acquired in the FSB Acquisition are being replaced by operating cash flows from new assets originated with those proceeds, resulting in increasing cash inflows from operating activities for the nine months ended September 30, 2016 compared to the corresponding period in 2015. In addition to cash provided by operating activities, the repayment and resolution of covered loans and payments under the Single Family Shared-

Loss Agreement from the FDIC, BankUnited's liquidity needs, particularly liquidity to fund growth of the new loan portfolio, have been and continue to be met by deposit growth, its amortizing investment portfolio, and FHLB advances.

BankUnited has access to additional liquidity through FHLB advances, other collateralized borrowings, wholesale deposits or the sale of available for sale securities. At September 30, 2016, unencumbered investment securities available for sale totaled \$3.8 billion. At September 30, 2016, BankUnited had available borrowing capacity at the FHLB of \$2.5 billion, unused borrowing capacity at the FRB of \$422 million and unused Federal funds lines of credit totaling \$70 million. Management also has the ability to exert substantial control over the rate and timing of growth of the new loan portfolio, and resultant requirements for liquidity to fund new loans.

Continued runoff of the covered loan portfolio and FDIC indemnification asset and growth of deposits and the new loan portfolio are the most significant trends expected to impact the Bank's liquidity in the near term.

The ALCO policy has established several measures of liquidity which are monitored monthly by ALCO and quarterly by the Board of Directors. One measure of liquidity monitored by management is the 30 day total liquidity ratio, defined as (a) the sum of cash and cash equivalents, pledgeable securities, a measure of funds expected to be generated by operations over the next 30 days, and borrowing capacity from the FHLB and brokered deposits; divided by (b) the sum of potential deposit runoff, liabilities maturing and a measure of funds expected to be used in operations over the next 30 days. BankUnited's liquidity is considered acceptable if the 30 day total liquidity ratio exceeds 100%. At September 30, 2016, BankUnited's 30 day total liquidity ratio was 139%. Management also monitors a one year liquidity ratio, defined as (a) cash and cash equivalents, pledgeable securities, unused borrowing capacity at the FHLB, and loans and non-agency securities maturing within one year; divided by (b) deposits and borrowings maturing within one year. The maturity of deposits, excluding certificate of deposits, is based on retention rates derived from the most recent external core deposit analysis obtained by the Company. This ratio allows management to monitor liquidity over a longer time horizon. The acceptable threshold established by ALCO for this liquidity measure is 100%. At September 30, 2016, BankUnited's one year liquidity ratio was 121%. Additional measures of liquidity regularly monitored by ALCO include the ratio of wholesale funding to total assets, the ratio of FHLB advances to tier 1 capital plus the ALLL, a measure of available liquidity to volatile liabilities and the ratio of brokered deposits to total deposits. At September 30, 2016, BankUnited was within acceptable limits established by ALCO for each of these measures.

As a holding company, BankUnited, Inc. is a corporation separate and apart from its banking subsidiary, and therefore, provides for its own liquidity. BankUnited, Inc.'s main sources of funds include management fees and dividends from the Bank, access to capital markets and, to a lesser extent, its own available for sale securities portfolio. There are regulatory limitations that affect the ability of the Bank to pay dividends to BankUnited, Inc. Management believes that such limitations will not impact our ability to meet our ongoing near-term cash obligations.

We expect that our liquidity requirements will continue to be satisfied over the next 12 months through the sources of funds described above.

Interest Rate Risk

The principal component of the Company's risk of loss arising from adverse changes in the fair value of financial instruments, or market risk, is interest rate risk, including the risk that assets and liabilities with similar re-pricing characteristics may not reprice at the same time or to the same degree. A primary objective of the Company's asset/liability management activities is to maximize net interest income, while maintaining acceptable levels of interest rate risk. The ALCO is responsible for establishing policies to limit exposure to interest rate risk, and to ensure procedures are established to monitor compliance with these policies. The guidelines established by ALCO are approved at least annually by the Board of Directors.

Management believes that the simulation of net interest income in different interest rate environments provides the most meaningful measure of interest rate risk. Income simulation analysis is designed to capture not only the potential of all assets and liabilities to mature or reprice, but also the probability that they will do so. Income simulation also attends to the relative interest rate sensitivities of these items, and projects their behavior over an extended period of time. Finally, income simulation permits management to assess the probable effects on the balance sheet not only of changes in interest rates, but also of proposed strategies for responding to them.

The income simulation model analyzes interest rate sensitivity by projecting net interest income over twelve and twenty-four month periods in a most likely rate scenario based on consensus forward interest rate curves versus net interest income in alternative rate scenarios. Simulations are generated based on both static and dynamic balance sheet assumptions. Management continually reviews and refines its interest rate risk management process in response to the changing economic climate. Currently, our model projects a down 100, plus 100, plus 200 and plus 300 basis point change with rates increasing by the magnitude of the rate ramp evenly over the next 12 months as well as flattening yield curve scenarios and instantaneous rate

shocks of down 100, plus 100, plus 200 and plus 300 basis points. We continually evaluate the scenarios being modeled with a view toward adapting them to changing economic conditions, expectations and trends.

The Company's ALCO policy has established that interest income sensitivity will be considered acceptable if decreases in forecast net interest income, based on a dynamic forecasted balance sheet, in the down 100, plus 100, plus 200 and plus 300 basis point rate shock scenarios are within specified percentages of forecast net interest income in the most likely rate scenario over the next twelve months and in the second year. The following table illustrates the acceptable limits and the impact on forecasted net interest income of down 100, plus 100, plus 200 and plus 300 basis point rate shock scenarios at September 30, 2016:

	Down 100	Plus 100	Plus 200	Plus 300
Policy Limits				
In year 1	(6.0)%	(6.0)%	(10.0)%	(14.0)%
In year 2	(9.0)%	(9.0)%	(13.0)%	(17.0)%
Model Results at September 30, 2016 increase (decrease):				
In year 1	(4.3)%	2.8 %	5.2 %	7.4 %
In year 2	(7.6)%	2.7 %	4.9 %	7.1 %

Management also simulates changes in EVE in various interest rate environments. The ALCO policy has established parameters of acceptable risk that are defined in terms of the percentage change in EVE from a base scenario under six rate scenarios, derived by implementing immediate parallel movements of plus and minus 100, 200 and 300 basis points from current rates. We did not simulate decreases in interest rates greater than 100 basis points at September 30, 2016 due to the current low rate environment. The parameters established by ALCO stipulate that the modeled decline in EVE is considered acceptable if the decline is less than 9% in a down 100 basis point scenario, and less than 9%, 18% and 27% in plus 100, plus 200 and plus 300 basis point scenarios, respectively. As of September 30, 2016, our simulation for the Company indicated percentage changes from base EVE of (2.3)%, (3.5)%, (10.5)% and (16.0)% in down 100, plus 100, plus 200 and plus 300 basis point scenarios, respectively.

These measures fall within an acceptable level of interest rate risk per the policies established by ALCO and the Board of Directors. In the event the models indicate an unacceptable level of risk, the Company could undertake a number of actions that would reduce this risk, including the sale or re-positioning of a portion of its available for sale investment portfolio, restructuring of borrowings, or the use of derivatives such as interest rate swaps and caps.

Many assumptions were used by the Company to calculate the impact of changes in interest rates, including the change in rates. Actual results may not be similar to the Company's projections due to several factors including the timing and frequency of rate changes, market conditions, changes in depositor behavior and the shape of the yield curve. Actual results may also differ due to the Company's actions, if any, in response to changing rates and conditions.

Derivative Financial Instruments

Interest rate swaps are one of the tools we use to manage interest rate risk. These derivative instruments are used to mitigate exposure to changes in interest rates on variable rate borrowings such as FHLB advances and time deposits and to manage duration of liabilities. These interest rate swaps are designated as cash flow hedging instruments. The fair value of these instruments is included in other assets and other liabilities in our consolidated balance sheets and changes in fair value are reported in accumulated other comprehensive income. At September 30, 2016, outstanding interest rate swaps designated as cash flow hedges had an aggregate notional amount of \$2.0 billion. The aggregate fair value of interest rate swaps designated as cash flow hedges included in other liabilities was \$79 million and the aggregate fair value of interest rate swaps designated as cash flow hedges included in other assets was not significant.

Interest rate swaps and caps not designated as cash flow hedges had an aggregate notional amount of \$2.0 billion at September 30, 2016. The aggregate fair value of these interest rate swaps and caps included in other assets was \$55 million and the aggregate fair value included in other liabilities was \$55 million. These interest rate swaps and caps were entered into as accommodations to certain of our commercial borrowers.

See Note 7 to the Consolidated Financial Statements for additional information about derivative financial instruments.

Off-Balance Sheet Arrangements

Commitments

We routinely enter into commitments to extend credit to our customers, including commitments to fund loans or lines of credit and commercial and standby letters of credit. The credit risk associated with these commitments is essentially the same as that involved in extending loans to customers and they are subject to our normal credit policies and approval processes. While these commitments represent contractual cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. The following table details our outstanding commitments to extend credit as of September 30, 2016 (in thousands):

Commitments to fund loans	\$	461,169
Commitments to purchase loans		323,783
Unfunded commitments under lines of credit		1,859,367
Commercial and standby letters of credit		84,038
	\$	<u>2,728,357</u>

Critical Accounting Policies and Estimates

The Company has made no significant changes in its critical accounting policies and significant estimates from those disclosed in the 2015 Annual Report on Form 10-K.

Non-GAAP Financial Measures

Tangible book value per common share is a non-GAAP financial measure. Management believes this measure is relevant to understanding the capital position and performance of the Company. Disclosure of this non-GAAP financial measure also provides a meaningful base for comparability to other financial institutions. The following table reconciles the non-GAAP financial measurement of tangible book value per common share to the comparable GAAP financial measurement of book value per common share at September 30, 2016 (in thousands except share and per share data):

Total stockholders' equity	\$	2,373,090
Less: goodwill and other intangible assets		78,116
Tangible stockholders' equity	\$	<u>2,294,974</u>
Common shares issued and outstanding		<u>104,141,425</u>
Book value per common share	\$	<u>22.79</u>
Tangible book value per common share	\$	<u>22.04</u>

Net income and earnings per diluted common share excluding the impact of a discrete income tax benefit and related professional fees are non-GAAP financial measures. Management believes disclosure of these measures enhances readers' ability to compare the Company's financial performance for the periods ended September 30, 2015 to that of other periods presented. The following table reconciles these non-GAAP financial measurements to the comparable GAAP financial measurements of net income and earnings per diluted share for the three and nine months ended September 30, 2015 (in thousands, except share and per share data):

	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Net income excluding the impact of a discrete income tax benefit and related professional fees:		
Net income (GAAP)	\$ 102,303	\$ 195,397
Less discrete income tax benefit	(49,323)	(49,323)
Add back related professional fees, net of tax of \$524	801	801
Net income excluding the impact of a discrete income tax benefit and related professional fees (non-GAAP)	<u>\$ 53,781</u>	<u>\$ 146,875</u>
Diluted earnings per common share, excluding the impact of a discrete income tax benefit and related professional fees:		
Diluted earnings per common share (GAAP)	\$ 0.95	\$ 1.83
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees (non-GAAP)	(0.47)	(0.47)
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities (non-GAAP)	0.02	0.02
Diluted earnings per common share, excluding the impact of a discrete income tax benefit and related professional fees (non-GAAP) ⁽¹⁾	<u>\$ 0.50</u>	<u>\$ 1.37</u>
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees:		
Discrete income tax benefit and related professional fees, net of tax	\$ (48,522)	\$ (48,522)
Weighted average shares for diluted earnings per share (GAAP)	103,316,798	102,782,029
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees (non-GAAP)	<u>\$ (0.47)</u>	<u>\$ (0.47)</u>
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities:		
Discrete income tax benefit and related professional fees, net of tax, allocated to participating securities	\$ 1,898	\$ 1,885
Weighted average shares for diluted earnings per share (GAAP)	103,316,798	102,782,029
Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities (non-GAAP)	<u>\$ 0.02</u>	<u>\$ 0.02</u>

(1) Amount for the nine months ended September 30, 2015 adjusted for rounding

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See the section entitled “Interest Rate Risk” included in Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Item 4. Controls and Procedures

As of the end of the period covered by this Form 10-Q, we carried out an evaluation under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective.

During the quarter ended September 30, 2016, there were no changes in the Company’s internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

The Company is involved as plaintiff or defendant in various legal actions arising in the normal course of business, certain of which actions are described in Note 11 to the consolidated financial statements. In the opinion of management, based upon currently available information and the advice of legal counsel, the likelihood is remote that the impact of these proceedings, either individually or in the aggregate, would be material to the Company's consolidated financial position, results of operations or cash flows.

Item 1A. Risk Factors

There have been no material changes in the risk factors disclosed by the Company in its 2015 Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2016.

Item 6. Exhibits

Exhibit Number	Description	Location
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith

SIGNATURE

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 this 7th day of November 2016.

/s/ John A. Kanas

John A. Kanas
Chairman, President and Chief Executive Officer

/s/ Leslie N. Lunak

Leslie N. Lunak
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description	Location
3.1	Amended and Restated By-Laws of BankUnited, Inc., effective August 10, 2016	Exhibit 3.1 to the Current Report on Form 8-K of the Company filed August 15, 2016
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed herewith

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

I, John A. Kanas, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BankUnited, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ John A. Kanas

John A. Kanas

Chairman, President and Chief Executive Officer

Date: November 7, 2016

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

I, Leslie N. Lunak, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BankUnited, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Leslie N. Lunak

Leslie N. Lunak

Chief Financial Officer

Date: November 7, 2016

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

In connection with the Quarterly Report of BankUnited, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John A. Kanas, as Chief Executive Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John A. Kanas

John A. Kanas

Chairman, President and Chief Executive Officer

Date: November 7, 2016

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

In connection with the Quarterly Report of BankUnited, Inc. (the "Company") on Form 10-Q for the quarter ended September 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leslie N. Lunak, as Chief Financial Officer of the Company, certify, to the best of my knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Leslie N. Lunak

Leslie N. Lunak
Chief Financial Officer

Date: November 7, 2016