

COLUMBIA BANKING SYSTEM INC  
Form 10-Q  
May 09, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014.

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 0-20288

COLUMBIA BANKING SYSTEM, INC.  
(Exact name of issuer as specified in its charter)

Washington 91-1422237  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

1301 "A" Street 98402-2156  
Tacoma, Washington (Zip Code)  
(Address of principal executive offices)

(253) 305-1900  
(Issuer's telephone number, including area code)  
(Former name, former address and former fiscal year, if changed since last report)

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  Accelerated filer   
Non-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

The number of shares of common stock outstanding at April 30, 2014 was 52,599,634.



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## PART I - FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## CONSOLIDATED BALANCE SHEETS

Columbia Banking System, Inc.

(Unaudited)

	March 31, 2014	December 31, 2013
ASSETS	(in thousands)	
Cash and due from banks	\$191,706	\$165,030
Interest-earning deposits with banks	45,083	14,531
Total cash and cash equivalents	236,789	179,561
Securities available for sale at fair value (amortized cost of \$1,644,805 and \$1,680,491, respectively)	1,639,370	1,664,111
Federal Home Loan Bank stock at cost	32,224	32,529
Loans held for sale	—	735
Loans, excluding covered loans, net of unearned income of (\$62,724) and (\$68,282), respectively	4,297,076	4,219,451
Less: allowance for loan and lease losses	50,442	52,280
Loans, excluding covered loans, net	4,246,634	4,167,171
Covered loans, net of allowance for loan losses of (\$20,129) and (\$20,174), respectively	260,158	277,671
Total loans, net	4,506,792	4,444,842
FDIC loss-sharing asset	36,837	39,846
Interest receivable	23,600	22,206
Premises and equipment, net	156,836	154,732
Other real estate owned (\$14,712 and \$12,093 covered by FDIC loss-share, respectively)	30,552	35,927
Goodwill	343,952	343,952
Other intangible assets, net	24,273	25,852
Other assets	205,828	217,289
Total assets	\$7,237,053	\$7,161,582
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing	\$2,225,212	\$2,171,703
Interest-bearing	3,819,204	3,787,772
Total deposits	6,044,416	5,959,475
Federal Home Loan Bank advances	6,597	36,606
Securities sold under agreements to repurchase	25,000	25,000
Other liabilities	86,549	87,252
Total liabilities	6,162,562	6,108,333
Commitments and contingent liabilities		
Shareholders' equity:		
	March 31, 2014	December 31, 2013
Preferred stock (no par value)		
Authorized shares	2,000	2,000
Issued and outstanding	9	9
Common stock (no par value)	2,217	2,217

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Authorized shares	63,033	63,033		
Issued and outstanding	52,600	51,265	861,125	860,562
Retained earnings			216,192	202,514
Accumulated other comprehensive loss			(5,043 )	(12,044 )
Total shareholders' equity			1,074,491	1,053,249
Total liabilities and shareholders' equity			\$7,237,053	\$7,161,582

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF INCOME

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended	
	March 31,	
	2014	2013
	(in thousands except per share amounts)	
Interest Income		
Loans	\$65,541	\$48,028
Taxable securities	6,752	4,234
Tax-exempt securities	2,618	2,298
Federal funds sold and deposits in banks	14	201
Total interest income	74,925	54,761
Interest Expense		
Deposits	752	1,089
Federal Home Loan Bank advances	114	71
Other borrowings	119	119
Total interest expense	985	1,279
Net Interest Income	73,940	53,482
Recapture of provision for loan and lease losses	(500)	(1,000)
Provision for losses on covered loans	2,422	980
Net interest income after provision (recapture) for loan and lease losses	72,018	53,502
Noninterest Income		
Service charges and other fees	12,936	7,594
Merchant services fees	1,870	1,851
Investment securities gains, net	223	370
Bank owned life insurance	965	698
Change in FDIC loss-sharing asset	(4,819)	(10,483)
Other	2,833	1,628
Total noninterest income	14,008	1,658
Noninterest Expense		
Compensation and employee benefits	31,338	21,653
Occupancy	8,244	4,753
Merchant processing	980	857
Advertising and promotion	769	870
Data processing and communications	3,520	2,580
Legal and professional fees	2,169	2,050
Taxes, licenses and fees	1,180	1,387
Regulatory premiums	1,176	857
Net cost (benefit) of operation of other real estate owned	146	(2,501)
Amortization of intangibles	1,580	1,029
Other	6,284	4,514
Total noninterest expense	57,386	38,049
Income before income taxes	28,640	17,111
Income tax provision	8,796	4,935
Net Income	\$19,844	\$12,176
Earnings per common share		
Basic	\$0.38	\$0.31

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Diluted	\$0.37	\$0.31
Dividends paid per common share	\$0.12	\$0.10
Weighted average number of common shares outstanding	51,097	39,348
Weighted average number of diluted common shares outstanding	52,433	39,351

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Net income as reported	\$19,844	\$12,176
Other comprehensive income (loss), net of tax:		
Unrealized gain (loss) from securities:		
Net unrealized holding gain (loss) from available for sale securities arising during the period, net of tax of (\$4,049) and \$1,357	7,119	(2,493 )
Reclassification adjustment of net gain from sale of available for sale securities included in income, net of tax of \$81 and \$130	(142 )	(240 )
Net unrealized gain (loss) from securities, net of reclassification adjustment	6,977	(2,733 )
Pension plan liability adjustment:		
Net unrealized loss from unfunded defined benefit plan liability arising during the period, net of tax of \$0 and \$412	—	(757 )
Amortization of unrecognized net actuarial loss included in net periodic pension cost, net of tax of (\$13) and (\$32)	24	60
Pension plan liability adjustment, net	24	(697 )
Other comprehensive income (loss)	7,001	(3,430 )
Total comprehensive income	\$26,845	\$8,746

See accompanying Notes to unaudited Consolidated Financial Statements.



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## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Columbia Banking System, Inc.

(Unaudited)

	Preferred Stock		Common Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Number of Shares	Amount	Number of Shares	Amount			
	(in thousands)						
Balance at January 1, 2013	—	\$—	39,686	\$581,471	\$162,388	\$ 20,149	\$764,008
Net income	—	—	—	—	12,176	—	12,176
Other comprehensive loss	—	—	—	—	—	(3,430 )	(3,430 )
Issuance of common stock - stock option and other plans	—	—	18	326	—	—	326
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	140	551	—	—	551
Cash dividends paid on common stock	—	—	—	—	(3,971 )	—	(3,971 )
Balance at March 31, 2013	—	\$—	39,844	\$582,348	\$170,593	\$ 16,719	\$769,660
Balance at January 1, 2014	9	\$2,217	51,265	\$860,562	\$202,514	\$(12,044 )	\$1,053,249
Net income	—	—	—	—	19,844	—	19,844
Other comprehensive income	—	—	—	—	—	7,001	7,001
Issuance of common stock - cashless exercise of warrants	—	—	1,140	—	—	—	—
Issuance of common stock - stock option and other plans	—	—	19	405	—	—	405
Issuance of common stock - restricted stock awards, net of canceled awards	—	—	197	680	—	—	680
Purchase and retirement of common stock	—	—	(21 )	(522 )	—	—	(522 )
Preferred dividends	—	—	—	—	(12 )	—	(12 )
Cash dividends paid on common stock	—	—	—	—	(6,154 )	—	(6,154 )
Balance at March 31, 2014	9	\$2,217	52,600	\$861,125	\$216,192	\$(5,043 )	\$1,074,491

See accompanying Notes to unaudited Consolidated Financial Statements.

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

Columbia Banking System, Inc.

(Unaudited)

	Three Months Ended March 31,	
	2014	2013 (1)
	(in thousands)	
Cash Flows From Operating Activities		
Net Income	\$19,844	\$12,176
Adjustments to reconcile net income to net cash provided by operating activities		
Provision (recapture) for loan and lease losses on noncovered and covered loans	1,922	(20 )
Stock-based compensation expense	680	551
Depreciation, amortization and accretion	8,972	13,015
Investment securities gain, net	(223 )	(370 )
Net realized (gain) loss on sale of other assets	8	(80 )
Net realized gain on sale of other real estate owned	(1,659 )	(2,787 )
Write-down on other real estate owned	1,580	158
Net change in:		
Loans held for sale	735	1,675
Interest receivable	(1,394 )	(2,053 )
Interest payable	(13 )	(40 )
Other assets	5,714	3,192
Other liabilities	(649 )	(11,739 )
Net cash provided by operating activities	35,517	13,678
Cash Flows From Investing Activities		
Loans originated and acquired, net of principal collected	(64,065 )	(71,815 )
Purchases of:		
Securities available for sale	(10,787 )	(84,673 )
Premises and equipment	(4,930 )	(3,624 )
Proceeds from:		
FDIC reimbursement on loss-sharing asset	539	3,692
Sales of securities available for sale	6,441	3,023
Principal repayments and maturities of securities available for sale	36,530	64,758
Sales of other assets	337	287
Sales of covered other real estate owned	3,103	6,438
Sales of other real estate and other personal property owned	8,102	2,019
Payments to FDIC related to loss-sharing asset	(2,217 )	(573 )
Net cash used in investing activities	(26,947 )	(80,468 )
Cash Flows From Financing Activities		
Net increase in deposits	84,941	4,454
Proceeds from:		
Federal Home Loan Bank advances	587,000	100
Federal Reserve Bank borrowings	50	50
Exercise of stock options	405	326
Payments for:		
Repayment of Federal Home Loan Bank advances	(617,000 )	(100 )
Repayment of Federal Reserve Bank borrowings	(50 )	(50 )
Common stock dividends	(6,154 )	(3,971 )
Preferred stock dividends	(12 )	—
Purchase and retirement of common stock	(522 )	—

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Net cash provided by financing activities	48,658	809	
Increase (Decrease) in cash and cash equivalents	57,228	(65,981	)
Cash and cash equivalents at beginning of period	179,561	513,926	
Cash and cash equivalents at end of period	\$236,789	\$447,945	
Supplemental Information:			
Cash paid during the year for:			
Cash paid for interest	\$999	\$1,319	
Cash paid for income tax	\$10	\$5,500	
Non-cash investing and financing activities			
Loans transferred to other real estate owned	\$5,751	\$4,114	

(1) Reclassified to conform to the current period's presentation.

See accompanying Notes to unaudited Consolidated Financial Statements.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Columbia Banking System, Inc.

1. Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The interim unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-Q and Article 10 of Regulation S-X. The consolidated financial statements include the accounts of the Company and its subsidiaries, including its wholly owned banking subsidiary Columbia Bank (the "Bank") and West Coast Trust. All intercompany transactions and accounts have been eliminated in consolidation. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair statement of the results for the interim periods presented have been included. The results of operations for the three months ended March 31, 2014 are not necessarily indicative of results to be anticipated for the year ending December 31, 2014. The accompanying interim unaudited consolidated financial statements should be read in conjunction with the financial statements and related notes contained in the Company's 2013 Annual Report on Form 10-K.

Significant Accounting Policies

The significant accounting policies used in preparation of our consolidated financial statements are disclosed in our 2013 Annual Report on Form 10-K. There have not been any changes in our significant accounting policies compared to those contained in our 2013 Form 10-K disclosure for the year ended December 31, 2013.

2. Accounting Pronouncements Recently Issued

In April 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-08, Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. ASU 2014-08 raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. It is effective for annual periods beginning on or after December 15, 2014. Early adoption is permitted but only for disposals that have not been reported in financial statements previously issued. The Company is assessing the impact of the new guidance on its consolidated financial statements.

In January 2014, the FASB issued ASU 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure. The Update clarifies when a creditor would be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that all or a portion of the loan would be derecognized and the real estate property recognized. Under the guidance, a consumer loan collateralized by residential real estate should be reclassified to other real estate owned when (1) the creditor obtains legal title to the residential property or (2) the borrower conveys all interest in the property to the creditor to satisfy the loan by completing a deed in lieu of foreclosure or similar agreement. In addition, an entity is required to disclose the amount of residential real estate meeting the conditions above, and the recorded investment in consumer mortgage loans secured by residential real estate that are in the process of foreclosure. ASU 2014-04 is effective for annual and interim reporting periods within those annual periods, beginning after December 15, 2014. Adoption of the new guidance is not expected to have a significant impact on the Company's consolidated financial statements.

In January 2014, the FASB issued ASU No. 2014-01, Accounting for Investments in Qualified Affordable Housing Projects. The Update provides guidance on accounting for investments by a reporting entity in flow-through limited liability entities that manage or invest in affordable housing projects that qualify for the low-income housing tax credit. Under the proportional amortization method, the cost of the investment is amortized each reporting period in proportion to the tax credits received. Under the new guidance, classification of the amortization would change from noninterest expense to income tax expense. ASU 2014-01 is effective for annual and interim reporting periods within those annual periods, beginning after December 15, 2014. The guidance is to be applied retrospectively to all periods presented. The Company is assessing the impact of the new guidance on its consolidated financial statements.

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The Update clarifies when it is appropriate for an unrecognized tax benefit, or a portion of an unrecognized tax benefit, to be presented in the financial statements as a reduction to a deferred tax asset

for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. This new guidance was adopted on January 1, 2014 and did not have an impact on the Company's consolidated financial statements.

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## 3. Business Combinations

On April 1, 2013, the Company completed its acquisition of West Coast Bancorp ("West Coast"). The Company paid \$540.8 million in total consideration to acquire 100% of the voting equity interests of West Coast. The primary reason for the acquisition was to expand the Company's geographic footprint consistent with its ongoing growth strategy. The fair value of the net assets acquired totaled \$312.4 million, including \$1.88 billion of deposits, \$1.41 billion of loans and \$15.3 million of other intangible assets. Goodwill of \$228.4 million was recorded as part of the acquisition. The goodwill is not deductible for income tax purposes. In connection with the West Coast acquisition, Columbia recognized \$966 thousand and \$723 thousand of acquisition-related expenses for the three month periods ended March 31, 2014 and 2013, respectively.

See Note 2, Business Combinations, in Item 8 of our 2013 Form 10-K for additional details related to the West Coast acquisition.

## 4. Securities

The following table summarizes the amortized cost, gross unrealized gains and losses and the resulting fair value of securities available for sale:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(in thousands)			
March 31, 2014				
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$919,299	\$10,339	\$(17,340)	) \$912,298
State and municipal securities	363,983	12,472	(2,775)	) 373,680
U.S. government agency and government-sponsored enterprise securities	335,151	477	(7,642)	) 327,986
U.S. government securities	21,088	1	(786)	) 20,303
Other securities	5,284	25	(206)	) 5,103
Total	\$1,644,805	\$23,314	\$(28,749)	) \$1,639,370
December 31, 2013				
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$961,442	\$10,640	\$(23,674)	) \$948,408
State and municipal securities	357,013	11,450	(3,993)	) 364,470
U.S. government agency and government-sponsored enterprise securities	335,671	434	(10,066)	) 326,039
U.S. government securities	21,081	—	(967)	) 20,114
Other securities	5,284	27	(231)	) 5,080
Total	\$1,680,491	\$22,551	\$(38,931)	) \$1,664,111

The scheduled contractual maturities of investment securities available for sale at March 31, 2014 are presented as follows:

	March 31, 2014	
	Amortized Cost	Fair Value
	(in thousands)	
Due within one year	\$23,252	\$23,415
Due after one year through five years	337,507	336,477
Due after five years through ten years	434,217	431,506
Due after ten years	844,545	842,869
Other securities with no stated maturity	5,284	5,103
Total investment securities available-for-sale	\$1,644,805	\$1,639,370



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The following table summarizes, as of March 31, 2014, the carrying value of securities pledged as collateral to secure public deposits, borrowings and other purposes as permitted or required by law:

	Carrying Amount (in thousands)
Washington and Oregon State to secure public deposits	\$278,061
Federal Reserve Bank to secure borrowings	42,631
Other securities pledged	43,038
Total securities pledged as collateral	\$363,730

The following table shows the gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2014 and December 31, 2013:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(in thousands)					
<b>March 31, 2014</b>						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$399,830	\$(7,290 )	\$112,690	\$(10,050 )	\$512,520	\$(17,340 )
State and municipal securities	88,065	(1,791 )	17,748	(984 )	105,813	(2,775 )
U.S. government agency and government-sponsored enterprise securities	251,196	(6,026 )	28,810	(1,616 )	280,006	(7,642 )
U.S. government securities	19,253	(786 )	—	—	19,253	(786 )
Other securities	2,270	(45 )	2,795	(161 )	5,065	(206 )
Total	\$760,614	\$(15,938 )	\$162,043	\$(12,811 )	\$922,657	\$(28,749 )
<b>December 31, 2013</b>						
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$492,921	\$(10,991 )	\$121,303	\$(12,684 )	\$614,224	\$(23,675 )
State and municipal securities	112,400	(3,069 )	13,815	(923 )	126,215	(3,992 )
U.S. government agency and government-sponsored enterprise securities	260,001	(8,063 )	28,447	(2,003 )	288,448	(10,066 )
U.S. government securities	20,114	(967 )	—	—	20,114	(967 )
Other securities	2,257	(58 )	2,783	(173 )	5,040	(231 )
Total	\$887,693	\$(23,148 )	\$166,348	\$(15,783 )	\$1,054,041	\$(38,931 )

At March 31, 2014, there were 70 U.S. government agency and government-sponsored enterprise mortgage-backed securities & collateralized mortgage obligations securities in an unrealized loss position, of which ten were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014.



At March 31, 2014, there were 113 state and municipal government securities in an unrealized loss position, of which 13 were in a continuous loss position for 12 months or more. The unrealized losses on state and municipal securities were caused by interest rate changes or widening of market spreads subsequent to the purchase of the individual securities. Management monitors published credit ratings of these securities for adverse changes. As of March 31, 2014, none of the rated obligations of state and local government entities held by the Company had a below investment grade credit rating. Because the credit quality of these securities are investment grade and the Company does not intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which

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may be upon maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014.

At March 31, 2014, there were 29 U.S. government agency and government-sponsored enterprise securities in an unrealized loss position, three of which were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014.

At March 31, 2014, there were three U.S. government securities in an unrealized loss position, none of which were in a continuous loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates relative to where these investments fall within the yield curve and their individual characteristics. Because the Company does not currently intend to sell these securities nor does the Company consider it more likely than not that it will be required to sell these securities before the recovery of amortized cost basis, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at March 31, 2014.

At March 31, 2014, there were two other securities in an unrealized loss position, of which one security, a mortgage-backed securities fund, was in a continuous unrealized loss position for 12 months or more. The decline in fair value is attributable to changes in interest rates and the additional risk premium investors are demanding for investment securities with these characteristics. The Company does not consider this investment to be other-than-temporarily impaired at March 31, 2014 as it has the intent and ability to hold the investment for sufficient time to allow for recovery in the market value.

#### 5. Noncovered Loans

Noncovered loans include loans originated through our branch network and loan departments as well as acquired loans that are not subject to FDIC loss-sharing agreements.

The following is an analysis of the noncovered loan portfolio by major types of loans (net of unearned income):

	March 31, 2014	December 31, 2013
Noncovered loans:	(in thousands)	
Commercial business	\$1,601,676	\$1,561,782
Real estate:		
One-to-four family residential	105,141	108,317
Commercial and multifamily residential	2,113,609	2,080,075
Total real estate	2,218,750	2,188,392
Real estate construction:		
One-to-four family residential	57,310	54,155
Commercial and multifamily residential	130,809	126,390
Total real estate construction	188,119	180,545
Consumer	351,255	357,014
Less: Net unearned income	(62,724	) (68,282
Total noncovered loans, net of unearned income	4,297,076	4,219,451
Less: Allowance for loan and lease losses	(50,442	) (52,280
Total noncovered loans, net	\$4,246,634	\$4,167,171
Loans held for sale	\$—	\$735

At March 31, 2014 and December 31, 2013, the Company had no material foreign activities. Substantially all of the Company's loans and unfunded commitments are geographically concentrated in its service areas within the states of Washington and Oregon.

The Company has granted loans to executive officers and directors of the Company and related interests. These loans are made on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and do not involve more than the normal risk of collectability. The aggregate

dollar amount of these loans was \$14.1 million at March 31, 2014 and \$14.2 million at December 31, 2013. During the first three months of 2014, advances on related party loans totaled \$595 thousand and repayments totaled \$633 thousand.

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At March 31, 2014 and December 31, 2013, \$1.09 billion and \$1.08 billion of commercial and residential real estate loans were pledged as collateral on Federal Home Loan Bank borrowings and additional borrowing capacity. The Company has also pledged \$82.1 million and \$45.2 million of commercial loans to the Federal Reserve Bank for additional borrowing capacity at March 31, 2014 and December 31, 2013, respectively.

The following is an analysis of noncovered, nonaccrual loans as of March 31, 2014 and December 31, 2013:

	March 31, 2014		December 31, 2013	
	Recorded Investment Nonaccrual Loans	Unpaid Principal Balance Nonaccrual Loans	Recorded Investment Nonaccrual Loans	Unpaid Principal Balance Nonaccrual Loans
Noncovered loans:				
Commercial business:				
Secured	\$ 14,255	\$ 20,481	\$ 12,433	\$ 19,186
Unsecured	286	316	176	202
Real estate:				
One-to-four family residential	2,900	5,112	2,667	4,678
Commercial & multifamily residential:				
Commercial land	775	1,101	442	783
Income property	5,038	6,118	4,267	5,383
Owner occupied	5,237	7,397	6,334	7,486
Real estate construction:				
One-to-four family residential:				
Land and acquisition	2,494	5,469	3,246	6,601
Residential construction	532	2,001	459	1,928
Consumer	4,880	6,804	3,991	6,187
Total	\$36,397	\$ 54,799	\$34,015	\$ 52,434

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The following is an aging of the recorded investment of the noncovered loan portfolio as of March 31, 2014 and December 31, 2013:

	Current Loans	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Nonaccrual Loans	Total Loans
March 31, 2014	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$1,502,131	\$2,526	\$5,448	\$—	\$7,974	\$14,255	\$1,524,360
Unsecured	71,514	247	116	—	363	286	72,163
Real estate:							
One-to-four family residential	97,365	2,589	—	—	2,589	2,900	102,854
Commercial & multifamily residential:							
Commercial land	143,854	666	—	—	666	775	145,295
Income property	1,175,538	5,951	455	—	6,406	5,038	1,186,982
Owner occupied	746,749	1,138	132	—	1,270	5,237	753,256
Real estate construction:							
One-to-four family residential:							
Land and acquisition	9,922	1,164	—	—	1,164	2,494	13,580
Residential construction	42,699	102	—	—	102	532	43,333
Commercial & multifamily residential:							
Income property	90,698	—	—	—	—	—	90,698
Owner occupied	39,388	—	—	—	—	—	39,388
Consumer	319,391	772	124	—	896	4,880	325,167
Total	\$4,239,249	\$15,155	\$6,275	\$—	\$21,430	\$36,397	\$4,297,076
December 31, 2013	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$1,457,820	\$12,713	\$681	\$—	\$13,394	\$12,433	\$1,483,647
Unsecured	72,255	156	17	—	173	176	72,604
Real estate:							
One-to-four family residential	100,591	1,993	641	—	2,634	2,667	105,892
Commercial & multifamily residential:							
Commercial land	142,034	—	358	—	358	442	142,834
Income property	1,138,732	144	3,289	—	3,433	4,267	1,146,432
Owner occupied	749,561	4,714	—	—	4,714	6,334	760,609

## Real estate construction:

One-to-four family  
residential:

Land and acquisition	8,225	199	—	—	199	3,246	11,670
Residential construction	41,533	—	—	—	—	459	41,992
Commercial & multifamily residential:							
Income property	86,521	—	—	—	—	—	86,521
Owner occupied	38,916	—	—	—	—	—	38,916
Consumer	322,685	835	823	—	1,658	3,991	328,334
Total	\$4,158,873	\$20,754	\$5,809	\$—	\$26,563	\$34,015	\$4,219,451

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The following is an analysis of impaired loans as of March 31, 2014 and December 31, 2013:

	Recorded Investment of Loans Collectively for Contingency Provision (in thousands)	Recorded Investment of Loans Measurably for Specific Impairment	Impaired Loans With Recorded Allowance			Impaired Loans Without Recorded Allowance	
			Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance
<b>March 31, 2014</b>							
Noncovered loans:							
Commercial business:							
Secured	\$1,516,983	\$ 7,377	\$3,202	\$ 3,235	\$ 1,521	\$4,175	\$4,715
Unsecured	72,136	27	27	27	27	—	—
Real estate:							
One-to-four family residential	100,762	2,092	437	476	133	1,655	2,812
Commercial & multifamily residential:							
Commercial land	145,188	107	—	—	—	107	398
Income property	1,180,523	6,459	—	—	—	6,459	8,968
Owner occupied	743,984	9,272	593	592	38	8,679	13,042
Real estate construction:							
One-to-four family residential:							
Land and acquisition	12,386	1,194	113	112	71	1,081	1,456
Residential construction	43,333	—	—	—	—	—	—
Commercial & multifamily residential:							
Income property	90,698	—	—	—	—	—	—
Owner occupied	39,388	—	—	—	—	—	—
Consumer	325,008	159	21	26	3	138	204
<b>Total</b>	<b>\$4,270,389</b>	<b>\$ 26,687</b>	<b>\$4,393</b>	<b>\$ 4,468</b>	<b>\$ 1,793</b>	<b>\$22,294</b>	<b>\$31,595</b>
	Recorded Investment of Loans Collectively for Contingency Provision (in thousands)	Recorded Investment of Loans Measurably for Specific Impairment	Impaired Loans With Recorded Allowance			Impaired Loans Without Recorded Allowance	
			Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance
<b>December 31, 2013</b>							
Noncovered loans:							
Commercial business:							
Secured	\$1,478,560	\$ 5,087	\$2,866	\$ 2,885	\$ 343	\$2,221	\$2,560
Unsecured	72,569	35	35	35	35	—	—
Real estate:							
One-to-four family residential	104,272	1,620	442	479	138	1,178	2,119
Commercial & multifamily residential:							
Commercial land	142,719	115	—	—	—	115	398
Income property	1,140,019	6,413	918	933	26	5,495	7,885

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Owner occupied	749,601	11,008	3,802	3,817	1,073	7,206	10,464
Real estate construction:							
One-to-four family residential:							
Land and acquisition	9,726	1,944	113	113	71	1,831	2,587
Residential construction	41,992	—	—	—	—	—	—
Commercial & multifamily residential:							
Income property	86,521	—	—	—	—	—	—
Owner occupied	38,916	—	—	—	—	—	—
Consumer	328,167	167	23	27	4	144	210
Total	\$4,193,062	\$ 26,389	\$8,199	\$ 8,289	\$ 1,690	\$18,190	\$26,223

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The following table provides additional information on impaired loans for the three month periods indicated.

	Three Months Ended March 31, 2014		2013	
	Average Recorded Investment Impaired Loans (in thousands)	Interest Recognized on Impaired Loans	Average Recorded Investment Impaired Loans	Interest Recognized on Impaired Loans
Noncovered loans:				
Commercial business:				
Secured	\$6,232	\$17	\$4,917	\$4
Unsecured	31	—	88	1
Real estate:				
One-to-four family residential	1,856	13	1,816	4
Commercial & multifamily residential:				
Commercial land	111	—	2,714	—
Income property	6,436	62	8,710	29
Owner occupied	10,140	241	11,620	279
Real estate construction:				
One-to-four family residential:				
Land and acquisition	1,569	1	2,700	1
Residential construction	—	—	1,051	2
Consumer	163	2	127	2
Total	\$26,538	\$336	\$33,743	\$322

The following is an analysis of loans classified as TDR during the three months ended March 31, 2014 and 2013:

	Three months ended March 31, 2014			Three months ended March 31, 2013		
	Number of TDR Modifications	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of TDR Modifications	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Noncovered loans:						
Commercial business:						
Secured	2	\$ 546	\$ 546	—	\$ —	\$ —
Real estate:						
One-to-four family residential	2	494	494	—	—	—
Commercial and multifamily residential:						
Income property	1	143	126	—	—	—
Real estate construction:						
One-to-four family residential:						
Land and acquisition	—	\$ —	\$ —	1	117	117
Total	5	\$ 1,183	\$ 1,166	1	\$ 117	\$ 117

The Company's loans classified as TDR are loans that have been modified or the borrower has been granted special concessions due to financial difficulties that, if not for the challenges of the borrower, the Company would not otherwise consider. The TDR modifications or concessions are made to increase the likelihood that these borrowers with financial difficulties will be able to satisfy their debt obligations as amended. The concessions granted in the restructurings completed in the three month periods ending March 31, 2014 and 2013 largely consisted of maturity

extensions, interest rate modifications or a combination of both. In limited circumstances, a reduction in the principal balance of the loan could also be made as a concession. Credit losses for loans classified as TDR are measured on the same basis as impaired loans. For impaired loans, an allowance is established when the collateral value less selling costs (or discounted cash flows or observable market price) of the impaired loan is lower than the recorded investment of that loan.

The Company had commitments to lend \$182 thousand of additional funds on loans classified as TDR as of March 31, 2014, but had no commitments to lend additional funds on loans classified as TDR as of December 31, 2013. The Company did not have any loans modified as TDR that defaulted within twelve months of being modified as TDR during the three month periods ended March 31, 2014 and 2013.

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6. Allowance for Noncovered Loan and Lease Losses and Unfunded Commitments and Letters of Credit

We maintain an allowance for loan and lease losses (“ALLL”) to absorb losses inherent in the loan portfolio. The size of the ALLL is determined through quarterly assessments of the probable estimated losses in the loan portfolio. Our methodology for making such assessments and determining the adequacy of the ALLL includes the following key elements:

1. General valuation allowance consistent with the Contingencies topic of the FASB Accounting Standards Codification (“ASC”).
2. Classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with the Receivables topic of the FASB ASC.

The unallocated allowance provides for other factors inherent in our loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally comprises less than 5% of the allowance. The unallocated amount is reviewed quarterly based on trends in credit losses, the results of credit reviews and overall economic trends.

The general valuation allowance is systematically calculated quarterly using quantitative and qualitative information about specific loan classes. The minimum required level an entity develops a methodology to determine its allowance for loan and lease losses is by general categories of loans, such as commercial business, real estate, and consumer. However, the Company’s methodology in determining its allowance for loan and lease losses is prepared in a more detailed manner at the loan class level, utilizing specific categories such as commercial business secured, commercial business unsecured, real estate commercial land, and real estate income property multifamily.

The quantitative information uses historical losses from a specific loan class and incorporates the loan’s risk rating migration from origination to the point of loss based upon the consideration of an appropriate look back period. A loan’s risk rating is primarily determined based upon the borrower’s ability to fulfill its debt obligation from a cash flow perspective. In the event there is financial deterioration of the borrower, the borrower’s other sources of income or repayment are also considered, including recent appraisal values for collateral dependent loans. The qualitative information takes into account general economic and business conditions affecting our marketplace, seasoning of the loan portfolio, duration of the business cycle, etc. to ensure our methodologies reflect the current economic environment and other factors as using historical loss information exclusively may not give an accurate estimate of inherent losses within the Company’s loan portfolio.

When a loan is deemed to be impaired, the Company has to determine if a specific valuation allowance is required for that loan. The specific valuation allowance is a reserve, calculated at the individual loan level, for each loan determined to be both impaired and containing a value less than its recorded investment. The Company measures the impairment based on the discounted expected future cash flows, observable market price, or the fair value of the collateral less selling costs if the loan is collateral dependent or if foreclosure is probable. The specific reserve for each loan is equal to the difference between the recorded investment in the loan and its determined impairment value. The ALLL is increased by provisions for loan and lease losses (“provision”) charged to expense, and is reduced by loans charged off, net of recoveries or a recovery of previous provisions. While the Company’s management believes the best information available is used to determine the ALLL, changes in market conditions could result in adjustments to the ALLL, affecting net income, if circumstances differ from the assumptions used in determining the ALLL.

We have used the same methodology for ALLL calculations during the three months ended March 31, 2014 and 2013. Adjustments to the percentages of the ALLL allocated to loan categories are made based on trends with respect to delinquencies and problem loans within each class of loans. The Company reviews the ALLL quantitative and qualitative methodology on a quarterly basis and makes adjustments when appropriate. The Company continues to strive towards maintaining a conservative approach to credit quality and will continue to prudently adjust our ALLL as necessary in order to maintain adequate reserves. The Company carefully monitors the loan portfolio and continues to emphasize the importance of credit quality.

Once it is determined that all or a portion of a loan balance is uncollectable, and the amount can be reasonably estimated, the uncollectable portion of the loan is charged-off.



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The following tables show a detailed analysis of the allowance for loan and lease losses for noncovered loans for the three months ended March 31, 2014 and 2013:

	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Three months ended March 31, 2014	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$31,027	\$(198 )	\$448	\$(2,476 )	\$28,801	\$1,521	\$27,280
Unsecured	696	(35 )	42	43	746	27	719
Real estate:							
One-to-four family residential	1,252	(207 )	28	121	1,194	133	1,061
Commercial & multifamily residential:							
Commercial land	489	—	17	73	579	—	579
Income property	9,234	—	13	860	10,107	—	10,107
Owner occupied	3,605	(1,023 )	9	1,969	4,560	38	4,522
Real estate construction:							
One-to-four family residential:							
Land and acquisition	610	—	39	(69 )	580	71	509
Residential construction	822	—	3	(129 )	696	—	696
Commercial & multifamily residential:							
Income property	285	—	—	35	320	—	320
Owner occupied	58	—	—	96	154	—	154
Consumer	2,547	(727 )	253	564	2,637	3	2,634
Unallocated	1,655	—	—	(1,587 )	68	—	68
Total	\$52,280	\$(2,190 )	\$852	\$(500 )	\$50,442	\$1,793	\$48,649
	Beginning Balance	Charge-offs	Recoveries	Provision (Recovery)	Ending Balance	Specific Reserve	General Allocation
Three months ended March 31, 2013	(in thousands)						
Noncovered loans:							
Commercial business:							
Secured	\$27,270	\$(988 )	\$79	\$510	\$26,871	\$67	\$26,804
Unsecured	753	(326 )	34	289	750	84	666
Real estate:							
One-to-four family residential	694	(116 )	—	79	657	108	549
Commercial & multifamily residential:							
Commercial land	460	—	10	(37 )	433	—	433
Income property	11,033	(783 )	79	(918 )	9,411	18	9,393
Owner occupied	6,362	—	4	(908 )	5,458	34	5,424
Real estate construction:							
One-to-four family residential:							
Land and acquisition	1,171	(32 )	2,139	(2,288 )	990	74	916
Residential construction	635	(101 )	—	4	538	—	538
Commercial & multifamily residential:							

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Income property	316	—	—	66	382	—	382
Owner occupied	102	—	—	6	108	—	108
Consumer	2,437	(171	) 47	51	2,364	—	2,364
Unallocated	1,011	—	—	2,146	3,157	—	3,157
Total	\$52,244	\$(2,517	) \$2,392	\$(1,000	) \$51,119	\$385	\$50,734

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Changes in the allowance for unfunded commitments and letters of credit, a component of other liabilities in the consolidated balance sheet, are summarized as follows:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Balance at beginning of period	\$2,505	\$1,915
Net changes in the allowance for unfunded commitments and letters of credit	(50	) —
Balance at end of period	\$2,455	\$1,915

**Risk Elements**

The extension of credit in the form of loans to individuals and businesses is one of our principal commerce activities. Our policies and applicable laws and regulations require risk analysis as well as ongoing portfolio and credit management. We manage our credit risk through lending limit constraints, credit review, approval policies and extensive, ongoing internal monitoring. We also manage credit risk through diversification of the loan portfolio by type of loan, type of industry, type of borrower and by limiting the aggregation of debt to a single borrower.

Risk ratings are reviewed and updated whenever appropriate, with more periodic reviews as the risk and dollar value of loss on the loan increases. In the event full collection of principal and interest is not reasonably assured, the loan is appropriately downgraded and, if warranted, placed on nonaccrual status even though the loan may be current as to principal and interest payments. Additionally, we assess whether an impairment of a loan warrants specific reserves or a write-down of the loan.

Pass loans are generally considered to have sufficient sources of repayment in order to repay the loan in full in accordance with all terms and conditions. Special mention loans have potential weaknesses that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Company's credit position at some future date. Loans with a risk rating of Substandard or worse are reported as classified loans in our allowance for loan and lease losses analysis. We review these loans to assess the ability of our borrowers to service all interest and principal obligations and, as a result, the risk rating may be adjusted accordingly. Substandard loans reflect loans where a loss is possible if loan weaknesses are not corrected. Doubtful loans have a high probability of loss, however, the amount of loss has not yet been determined. Loss loans are considered uncollectable and when identified, are charged off.

The following is an analysis of the credit quality of our noncovered loan portfolio as of March 31, 2014 and December 31, 2013:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
	(in thousands)					
March 31, 2014						
Noncovered loans:						
Commercial business:						
Secured	\$1,422,773	\$42,648	\$58,778	\$161	\$—	\$1,524,360
Unsecured	71,654	199	310	—	—	72,163
Real estate:						
One-to-four family residential	97,004	1,448	4,402	—	—	102,854
Commercial and multifamily residential:						
Commercial land	139,910	—	5,385	—	—	145,295
Income property	1,150,595	974	35,413	—	—	1,186,982
Owner occupied	739,956	1,443	11,857	—	—	753,256
Real estate construction:						
One-to-four family residential:						
Land and acquisition	9,928	—	3,652	—	—	13,580
Residential construction	38,413	2,120	2,800	—	—	43,333

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Commercial and multifamily residential:						
Income property	90,235	—	463	—	—	90,698
Owner occupied	38,973	415	—	—	—	39,388
Consumer	318,977	—	6,185	5	—	325,167
Total	\$4,118,418	\$49,247	\$129,245	\$166	\$—	4,297,076
Less:						
Allowance for loan and lease losses						50,442
Noncovered loans, net						\$4,246,634
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2013	(in thousands)					
Noncovered loans:						
Commercial business:						
Secured	\$1,372,038	\$43,309	\$68,300	\$—	\$—	\$1,483,647
Unsecured	72,226	199	179	—	—	72,604
Real estate:						
One-to-four family residential	98,626	1,567	5,699	—	—	105,892
Commercial and multifamily residential:						
Commercial land	137,850	—	4,984	—	—	142,834
Income property	1,108,033	5,473	32,926	—	—	1,146,432
Owner occupied	748,725	—	11,884	—	—	760,609
Real estate construction:						
One-to-four family residential:						
Land and acquisition	7,526	—	4,144	—	—	11,670
Residential construction	36,270	2,352	3,370	—	—	41,992
Commercial and multifamily residential:						
Income property	86,206	—	315	—	—	86,521
Owner occupied	38,916	—	—	—	—	38,916
Consumer	321,348	331	6,188	467	—	328,334
Total	\$4,027,764	\$53,231	\$137,989	\$467	\$—	4,219,451
Less:						
Allowance for loan and lease losses						52,280
Noncovered loans, net						\$4,167,171



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## 7. Changes in Noncovered Other Real Estate Owned ("OREO")

The following tables set forth activity in noncovered OREO for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Noncovered OREO:		
Balance at beginning of period	\$23,834	\$10,676
Transfers in, net of write-downs (\$0 and \$32, respectively)	244	2,709
Additional OREO write-downs	(929)	(93)
Proceeds from sale of OREO property	(8,102)	(1,565)
Gain on sale of OREO, net	793	189
Total noncovered OREO at end of period	\$15,840	\$11,916

## 8. Covered Assets and FDIC Loss-sharing Asset

## Covered Assets

Covered assets consist of loans and OREO acquired in certain FDIC-assisted acquisitions during 2010 and 2011, for which the Bank entered into loss-sharing agreements, whereby the FDIC will cover a substantial portion of future losses on loans (and related unfunded loan commitments), OREO and certain accrued interest on loans during the terms of the agreements. Under the terms of the loss-sharing agreements, the FDIC will absorb 80% of losses and share in 80% of loss recoveries up to specified amounts. With respect to loss-sharing agreements for two acquisitions completed in 2010, after those specified amounts, the FDIC will absorb 95% of losses and share in 95% of loss recoveries. The loss-sharing provisions of the agreements for commercial and single-family mortgage loans are in effect for five and ten years, respectively, from the acquisition dates and the loss recovery provisions are in effect for eight and ten years, respectively, from the acquisition dates.

Ten years and forty-five days after the acquisition dates, the Bank shall pay to the FDIC a clawback in the event the losses from the acquisitions fail to reach stated levels. The amount of the clawback is determined by a formula specified in each individual loss-sharing agreement. As of March 31, 2014, the net present value of the Bank's estimated clawback liability is \$4.1 million, which is included in other liabilities on the consolidated balance sheets. The following is an analysis of our covered loans, net of related allowance for losses as of March 31, 2014 and December 31, 2013:

	March 31, 2014	December 31, 2013
	(dollars in thousands)	
Covered loans:		
Commercial business	\$64,945	\$72,870
Real estate:		
One-to-four family residential	39,056	41,642
Commercial and multifamily residential	163,976	170,879
Total real estate	203,032	212,521
Real estate construction:		
One-to-four family residential	10,969	14,781
Commercial and multifamily residential	6,349	6,869
Total real estate construction	17,318	21,650
Consumer	32,541	34,101
Subtotal of covered loans	317,836	341,142
Less:		
Valuation discount resulting from acquisition accounting	37,549	43,297
Allowance for loan losses	20,129	20,174
Covered loans, net of allowance for loan losses	\$260,158	\$277,671



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Acquired impaired loans are accounted for under ASC 310-30 and initially measured at fair value based on expected future cash flows over the life of the loans. Acquired loans that have common risk characteristics are aggregated into pools. The Company remeasures contractual and expected cash flows, at the pool-level, on a quarterly basis.

Contractual cash flows are calculated based upon the loan pool terms after applying a prepayment factor. Calculation of the applied prepayment factor for contractual cash flows is the same as described below for expected cash flows. Inputs to the determination of expected cash flows include cumulative default and prepayment data as well as loss severity and recovery lag information. Cumulative default and prepayment data are calculated via a transition matrix. The transition matrix is a matrix of probability values that specifies the probability of a loan pool transitioning into a particular delinquency state (e.g. 0-30 days past due, 31 to 60 days, etc.) given its delinquency state at the remeasurement date. Loss severity factors are based upon either actual charge-off data within the loan pools or industry averages and recovery lags are based upon the collateral within the loan pools.

Acquired impaired loans are also subject to the Company's internal and external credit review and are risk rated using the same criteria as loans originated by the Company. However, risk ratings are not a clear indicator of losses on acquired loans as the loans were acquired with a significant discount and a majority of the losses are recoverable from the FDIC under the loss-sharing agreements.

Losses attributable to draws on acquired loans, advanced subsequent to the loan acquisition date, are accounted for under ASC 450-20 and those amounts are also subject to the Company's internal and external credit review. An allowance for loan losses is estimated in a similar manner as the originated loan portfolio, and a provision for loan losses is charged to earnings as necessary.

The excess of cash flows expected to be collected over the initial fair value of acquired loans is referred to as the accretable yield and is accreted into interest income over the estimated life of the acquired loans using the effective yield method. Other adjustments to the accretable yield include changes in the estimated remaining life of the acquired loans, changes in expected cash flows and changes of indices for acquired loans with variable interest rates.

The following table shows the changes in accretable yield for acquired loans for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Balance at beginning of period	\$ 103,907	\$ 166,888
Accretion	(10,569 )	(14,477 )
Disposals	(2,826 )	(774 )
Reclassifications from nonaccretable difference	11,031	7,149
Balance at end of period	\$ 101,543	\$ 158,786

During the three months ended March 31, 2014, the Company recorded a provision for losses on covered loans of \$2.4 million. Of this amount, \$2.6 million was impairment calculated in accordance with ASC 310-30 and \$200 thousand was a provision recapture to adjust the allowance for loss calculated under ASC 450-20 for draws on acquired loans. The impact to earnings of the \$2.4 million of provision for covered loans was partially offset through noninterest income by a \$1.9 million favorable adjustment to the change FDIC loss-sharing asset line item.

The changes in the ALLL for covered loans for the three months ended March 31, 2014 and 2013 are summarized as follows:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Balance at beginning of period	\$ 20,174	\$ 30,056
Loans charged off	(4,273 )	(2,382 )
Recoveries	1,806	835
Provision for loan losses	2,422	980

Balance at end of period	\$20,129	\$29,489
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The following is an analysis of the credit quality of our covered loan portfolio as of March 31, 2014 and December 31, 2013:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
March 31, 2014	(in thousands)					
Covered loans:						
Commercial business:						
Secured	\$44,916	\$1,276	\$15,549	\$—	\$—	\$61,741
Unsecured	2,728	396	80	—	—	3,204
Real estate:						
One-to-four family residential	32,729	1,828	4,499	—	—	39,056
Commercial and multifamily residential:						
Commercial land	10,487	—	7,740	—	—	18,227
Income property	58,519	3,945	7,557	—	—	70,021
Owner occupied	65,389	814	9,525	—	—	75,728
Real estate construction:						
One-to-four family residential:						
Land and acquisition	4,036	—	1,579	—	—	5,615
Residential construction	2,973	—	2,381	—	—	5,354
Commercial and multifamily residential:						
Income property	3,761	—	1,523	—	—	5,284
Owner occupied	1,065	—	—	—	—	1,065
Consumer	29,657	—	2,857	27	—	32,541
Total	\$256,260	\$8,259	\$53,290	\$27	\$—	317,836
Less:						
Valuation discount resulting from acquisition accounting						37,549
Allowance for loan losses						20,129
Covered loans, net						\$260,158
	Pass	Special Mention	Substandard	Doubtful	Loss	Total
December 31, 2013	(in thousands)					
Covered loans:						
Commercial business:						
Secured	\$48,510	\$2,849	\$18,291	\$—	\$—	\$69,650
Unsecured	2,732	396	92	—	—	3,220
Real estate:						
One-to-four family residential	35,066	1,842	4,734	—	—	41,642
Commercial and multifamily residential:						
Commercial land	10,778	198	7,589	—	—	18,565
Income property	55,985	3,950	10,657	—	—	70,592
Owner occupied	67,653	111	13,958	—	—	81,722
Real estate construction:						
One-to-four family residential:						
Land and acquisition	4,674	2,739	1,936	—	—	9,349
Residential construction	3,008	—	2,424	—	—	5,432

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Commercial and multifamily  
residential:

Income property	3,806	—	1,709	—	—	5,515
Owner occupied	1,074	—	280	—	—	1,354
Consumer	30,722	33	3,319	27	—	34,101
Total	\$264,008	\$12,118	\$64,989	\$27	\$—	341,142
Less:						
Valuation discount resulting from acquisition accounting						43,297
Allowance for loan losses						20,174
Covered loans, net						\$277,671

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The following table sets forth activity in covered OREO at carrying value for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Covered OREO:		
Balance at beginning of period	\$ 12,093	\$ 16,311
Transfers in	5,507	1,405
Additional OREO write-downs	(651)	(65)
Proceeds from sale of OREO property	(3,103)	(6,438)
Net gain on sale of OREO	866	2,598
Total covered OREO at end of period	\$ 14,712	\$ 13,811

The covered OREO is subject to loss-sharing agreements with the FDIC in which the FDIC will share in 80% of additional write-downs, as well as gains and losses on covered OREO sales, or 95%, if applicable, of additional write-downs, as well as gains and losses on covered OREO sales if the minimum loss share thresholds are met.

**FDIC Loss-sharing Asset**

At March 31, 2014, the FDIC loss-sharing asset is comprised of a \$30.5 million FDIC indemnification asset and a \$6.3 million FDIC receivable. The indemnification represents the cash flows the Company expects to collect from the FDIC under the loss-sharing agreements and the FDIC receivable represents the reimbursable amounts from the FDIC that have not yet been received.

For covered loans, the Company remeasures contractual and expected cash flows on a quarterly basis. When the quarterly remeasurement process results in a decrease in expected cash flows due to an increase in expected credit losses, impairment is recorded. As a result of this impairment, the indemnification asset is increased to reflect anticipated future cash to be received from the FDIC. Consistent with the loss-sharing agreements between the Company and the FDIC, the amount of the increase to the indemnification asset is measured as 80% of the resulting impairment.

Alternatively, when the quarterly remeasurement results in an increase in expected future cash flows due to a decrease in expected credit losses, the nonaccretable difference decreases and the effective yield of the related loan portfolio is increased. As a result of the improved expected cash flows, the indemnification asset would be reduced first by the amount of any impairment previously recorded and, second, by increased amortization over the remaining life of the related loss-sharing agreement.

The following table shows a detailed analysis of the FDIC loss-sharing asset for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Balance at beginning of period	\$39,846	\$96,354
Adjustments not reflected in income:		
Cash payments to (from) the FDIC	1,678	(3,119)
FDIC reimbursable losses, net	132	363
Adjustments reflected in income:		
Amortization, net	(6,452)	(9,779)
Loan impairment	1,938	784
Sale of other real estate	(756)	(1,346)
Write-downs of other real estate	516	52
Other	(65)	(194)
Balance at end of period	\$36,837	\$83,115





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## 9. Goodwill and Other Intangible Assets

In accordance with the Intangibles – Goodwill and Other topic of the FASB ASC, goodwill is not amortized but is reviewed for potential impairment at the reporting unit level. Management analyzes its goodwill for impairment on an annual basis on July 31 and between annual tests in certain circumstances such as material adverse changes in legal, business, regulatory and economic factors. An impairment loss is recorded to the extent that the carrying amount of goodwill exceeds its implied fair value.

The core deposit intangible (“CDI”) is evaluated for impairment if events and circumstances indicate a possible impairment. The CDI is amortized on an accelerated basis over an estimated life of 10 years.

The following table sets forth activity for goodwill and other intangible assets for the periods indicated:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Total goodwill (1)	343,952	115,554
Other intangible assets, net		
Core deposit intangible:		
Gross core deposit intangible balance at beginning of period (1)	47,698	32,441
Accumulated amortization at beginning of period	(22,765)	(16,720)
Core deposit intangible, net at beginning of period	24,933	15,721
CDI current period amortization	(1,579)	(1,028)
Total core deposit intangible, net at end of period	23,354	14,693
Intangible assets not subject to amortization	919	—
Other intangible assets, net at end of period	24,273	14,693
Total goodwill and other intangible assets at end of period	\$368,225	\$130,247

(1) See Note 3, Business Combinations, for additional information regarding goodwill and intangible assets recorded related to the acquisition of West Coast on April 1, 2013.

The following table provides the estimated future amortization expense of core deposit intangibles for the remaining nine months ending December 31, 2014 and the succeeding four years:

	Amount (in thousands)
Year ending December 31,	
2014	\$4,383
2015	4,934
2016	4,195
2017	3,361
2018	2,500

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## 10. Derivatives and Balance Sheet Offsetting

The Company periodically enters into certain commercial loan interest rate swap agreements in order to provide commercial loan customers the ability to convert from variable to fixed interest rates. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to a swap agreement. This swap agreement effectively converts the customer's variable rate loan into a fixed rate. The Company then enters into a corresponding swap agreement with a third party in order to offset its exposure on the variable and fixed components of the customer agreement. As the interest rate swap agreements with the customers and third parties are not designated as hedges under the Derivatives and Hedging topic of the FASB ASC, the instruments are marked to market in earnings. The notional amount of open interest rate swap agreements at March 31, 2014 and December 31, 2013 was \$186.9 million and \$179.5 million, respectively. There was no impact to the statement of income for the three month periods ending March 31, 2014 and 2013.

The following table presents the fair value of derivatives not designated as hedging instruments at March 31, 2014 and December 31, 2013:

	Asset Derivatives		December 31, 2013		Liability Derivatives		December 31, 2013	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
	Balance Sheet	Fair Value	Balance Sheet	Fair Value	Balance Sheet	Fair Value	Balance Sheet	Fair Value
	Location		Location		Location		Location	
	(in thousands)							
Interest rate contracts	Other assets	\$ 9,418	Other assets	\$ 9,044	Other liabilities	\$ 9,418	Other liabilities	\$ 9,044

The Company is party to interest rate swap agreements and repurchase agreements that are subject to enforceable master netting arrangements or similar agreements. Under these agreements, the Company may have the right to net settle multiple contracts with the same counterparty. The following tables show the gross interest rate swap agreements and repurchase agreements in the consolidated balance sheets and the respective collateral received or pledged in the form of other financial instruments, which are generally marketable securities. The collateral amounts in these tables are limited to the outstanding balances of the related asset or liability. Therefore, instances of overcollateralization are not shown.

	Gross Amounts of Recognized Assets/Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Net Amounts of Assets/Liabilities Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets Collateral Posted	Net Amount
March 31, 2014	(in thousands)				
Assets					
Interest rate contracts	\$ 9,418	\$ —	\$ 9,418	\$ —	\$ 9,418
Liabilities					
Interest rate contracts	\$ 9,418	\$ —	\$ 9,418	\$(9,418)	\$ —
Repurchase agreements	\$ 25,000	\$ —	\$ 25,000	\$(25,000)	\$ —
December 31, 2013					
Assets					
Interest rate contracts	\$ 9,044	\$ —	\$ 9,044	\$ —	\$ 9,044
Liabilities					
Interest rate contracts	\$ 9,044	\$ —	\$ 9,044	\$(9,044)	\$ —
Repurchase agreements	\$ 25,000	\$ —	\$ 25,000	\$(25,000)	\$ —

## 11. Shareholders' Equity

Preferred Stock. In conjunction with the acquisition of West Coast, the Company issued 8,782 shares of mandatorily convertible cumulative participating preferred stock, Series B. The Series B Preferred Stock is not subject to the operation of a sinking fund. The Series B Preferred Stock is not redeemable by the Company and is perpetual with no

maturity. The holders of Series B Preferred Stock have no general voting rights. If the Company declares and pays a dividend to its common shareholders, it must declare and pay to its holders of Series B Preferred Stock, on the same date, a dividend in an amount per share of the Series B Preferred Stock that is intended to provide such holders dividends in the amount they would have received

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if shares of Series B Preferred Stock had been converted into Common Stock as of that date. The outstanding shares of Series B Preferred Stock are convertible into 102,363 shares of Company Common Stock.

Warrants to Purchase Common Stock. In conjunction with the acquisition of West Coast, the Company issued Amended and Restated Warrants (the "Warrants") to purchase shares of Company common stock at an exercise price of \$8.58 per share. The Company's Amended and Restated Warrants amended and restated Class C Warrants previously issued by West Coast. The Warrants were immediately exercisable and will expire on October 23, 2016. At March 31, 2014, the aggregate amount of Company common shares and value called for by warrants outstanding was 582,799 and \$5.0 million, respectively. This reflects the exercise of 1,631,840 warrant shares during the current quarter. As the warrants contain a cashless exercise feature, the net shares issued by the Company as a result of this exercise activity was 1,139,698.

Dividends. On January 23, 2014 the Company declared a quarterly cash dividend of \$0.12 per common share and common share equivalent for holders of preferred stock, payable on February 19, 2014 to shareholders of record at the close of business February 5, 2014. Subsequent to quarter end, on April 23, 2014, the Company declared a regular quarterly cash dividend of \$0.12 per common share, and common share equivalent for holders of preferred stock, and a special, one-time cash dividend of \$0.12 per common share, and common share equivalent for holders of preferred stock, both payable on May 21, 2014 to shareholders of record at the close of business May 7, 2014. The payment of cash dividends is subject to Federal regulatory requirements for capital levels and other restrictions. In addition, the cash dividends paid by Columbia Bank to the Company are subject to both Federal and State regulatory requirements.

#### 12. Accumulated Other Comprehensive Income (Loss)

The following table shows changes in accumulated other comprehensive income (loss) by component for the three month periods ended March 31, 2014 and 2013:

	Unrealized Gains and Losses on Available-for-Sale Securities (1) (in thousands)	Unrealized Gains and Losses on Pension Plan Liability (1)	Total (1)
Three months ended March 31, 2014			
Beginning balance	\$(10,108 )	\$(1,936 )	\$(12,044 )
Other comprehensive income before reclassifications	7,119	—	7,119
Amounts reclassified from accumulated other comprehensive loss <sup>(2)</sup>	(142 )	24	(118 )
Net current-period other comprehensive income	6,977	24	7,001
Ending balance	\$(3,131 )	\$(1,912 )	\$(5,043 )
Three months ended March 31, 2013			
Beginning balance	\$20,918	\$(769 )	\$20,149
Other comprehensive loss before reclassifications	(2,493 )	(757 )	(3,250 )
Amounts reclassified from accumulated other comprehensive income <sup>(2)</sup>	(240 )	60	(180 )
Net current-period other comprehensive loss	(2,733 )	(697 )	(3,430 )
Ending balance	\$18,185	\$(1,466 )	\$16,719

(1) All amounts are net of tax. Amounts in parenthesis indicate debits.

(2) See following table for details about these reclassifications.

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The following table shows details regarding the reclassifications from accumulated other comprehensive income for the three month periods ended March 31, 2014 and 2013:

	Amount Reclassified from Accumulated Other Comprehensive Loss Three Months Ended March 31, 2014                      2013 (in thousands)		Affected line Item in the Consolidated Statement of Income
Unrealized gains and losses on available-for-sale securities			
Investment securities gains	\$223	\$370	Investment securities gains, net
	223	370	Total before tax
	(81	) (130	) Income tax provision
	\$142	\$240	Net of tax
Amortization of pension plan liability			
Actuarial losses	\$(37	) \$(92	) Compensation and employee benefits
	(37	) (92	) Total before tax
	13	32	Income tax benefit
	\$(24	) \$(60	) Net of tax

### 13. Fair Value Accounting and Measurement

The Fair Value Measurements and Disclosures topic of the FASB ASC defines fair value, establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value. We hold fixed and variable rate interest-bearing securities, investments in marketable equity securities and certain other financial instruments, which are carried at fair value. Fair value is determined based upon quoted prices when available or through the use of alternative approaches, such as matrix or model pricing, when market quotes are not readily accessible or available. The valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our own market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1 – Quoted prices for identical instruments in active markets that are accessible at the measurement date.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

Fair values are determined as follows:

Securities at fair value are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors. These fair value calculations are considered a Level 2 input method under the provisions of the Fair Value Measurements and Disclosures topic of the FASB ASC for all securities other than U.S. Treasury notes, which are considered a Level 1 input method.

Interest rate contract positions are valued in models, which use as their basis, readily observable market parameters and are classified within Level 2 of the valuation hierarchy.

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The following table sets forth the Company's financial assets and liabilities that were accounted for at fair value on a recurring basis at March 31, 2014 and December 31, 2013 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement:

	Fair value (in thousands)	Fair Value Measurements at Reporting Date Using		
		Level 1	Level 2	Level 3
March 31, 2014	(in thousands)			
Assets				
Securities available for sale:				
U.S. government agency and government-sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$912,298	\$—	\$912,298	\$—
State and municipal debt securities	373,680	—	373,680	—
U.S. government agency and government-sponsored enterprise securities	327,986	—	327,986	—
U.S. government securities	20,303	20,303	—	—
Other securities	5,103	—	5,103	—
Total securities available for sale	\$1,639,370	\$20,303	\$1,619,067	\$—
Other assets (Interest rate contracts)	\$9,418	\$—	\$9,418	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$9,418	\$—	\$9,418	\$—
December 31, 2013	(in thousands)			
Assets				
Securities available for sale:				
U.S. government agency and government-sponsored enterprise mortgage-back securities and collateralized mortgage obligations	\$948,408	\$—	\$948,408	\$—
State and municipal debt securities	364,470	—	364,470	—
U.S. government agency and government-sponsored enterprise securities	326,039	—	326,039	—
U.S. government securities	20,114	20,114	—	—
Other securities	5,080	—	5,080	—
Total securities available for sale	\$1,664,111	\$20,114	\$1,643,997	\$—
Other assets (Interest rate contracts)	\$9,044	\$—	\$9,044	\$—
Liabilities				
Other liabilities (Interest rate contracts)	\$9,044	\$—	\$9,044	\$—

There were no transfers between Level 1 and Level 2 of the valuation hierarchy during the three month periods ended March 31, 2014 and 2013. The Company recognizes transfers between levels of the valuation hierarchy based on the valuation level at the end of the reporting period.

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## Nonrecurring Measurements

Certain assets and liabilities are measured at fair value on a nonrecurring basis after initial recognition such as loans measured for impairment and OREO. The following methods were used to estimate the fair value of each such class of financial instrument:

**Impaired loans**—A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, a loan's observable market price, or the fair market value of the collateral less estimated costs to sell if the loan is a collateral-dependent loan. Generally, the Company utilizes the fair market value of the collateral to measure impairment. The impairment evaluations are performed in conjunction with the ALLL process on a quarterly basis by officers in the Special Credits group, which reports to the Chief Credit Officer. The Real Estate Appraisal Services Department ("REASD"), which also reports to the Chief Credit Officer, is responsible for obtaining appraisals from third-parties or performing internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness.

**Other real estate owned and other personal property owned ("OPPO")**—OREO and OPPO are real and personal property that the Bank has taken ownership of in partial or full satisfaction of a loan or loans. OREO and OPPO are generally measured based on the item's fair market value as indicated by an appraisal or a letter of intent to purchase. OREO and OPPO are recorded at the lower of carrying amount or fair value less estimated costs to sell. This amount becomes the property's new basis. Any write-downs based on the property fair value less estimated costs to sell at the date of acquisition are charged to the allowance for loan and lease losses. Management periodically reviews OREO and OPPO in an effort to ensure the property is carried at the lower of its new basis or fair value, net of estimated costs to sell. Any write-downs subsequent to acquisition are charged to earnings. The initial and subsequent write-down evaluations are performed by officers in the Special Credits group, which reports to the Chief Credit Officer. The REASD obtains appraisals from third-parties for OREO and OPPO and performs internal evaluations. If an appraisal is obtained from a third-party, the REASD reviews the appraisal to evaluate the adequacy of the appraisal report, including its scope, methods, accuracy, and reasonableness.

The following tables set forth the Company's assets that were measured using fair value estimates on a nonrecurring basis during the periods ended March 31, 2014 and 2013:

	Fair value at March 31, 2014 (in thousands)	Fair Value Measurements at Reporting Date Using			Losses During the Three Months Ended March 31, 2014
		Level 1	Level 2	Level 3	
Impaired loans	\$2,094	\$ —	\$ —	\$ 2,094	\$ 1,387
Noncovered OREO	1,749	—	—	1,749	687
Covered OREO	4,376	—	—	4,376	616
	\$8,219	\$ —	\$ —	\$ 8,219	\$ 2,690
	Fair value at March 31, 2013 (in thousands)	Fair Value Measurements at Reporting Date Using			Losses During the Three Months Ended March 31, 2013
		Level 1	Level 2	Level 3	
Impaired loans	\$477	\$ —	\$ —	\$ 477	\$ 102
Noncovered OREO	1,350	—	—	1,350	101
Covered OREO	65	—	—	65	65
	\$1,892	\$ —	\$ —	\$ 1,892	\$ 268

The losses on impaired loans disclosed above represent the amount of the specific reserve and/or charge-offs during the period applicable to loans held at period end. The amount of the specific reserve is included in the allowance for loan and lease losses. The losses on OREO and OPPO disclosed above represent the write-downs taken at foreclosure that were charged to the allowance for loan and lease losses, as well as subsequent write-downs from updated

appraisals that were charged to earnings.

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## Quantitative information about Level 3 fair value measurements

The range and weighted-average of the significant unobservable inputs used to fair value our Level 3 nonrecurring assets, along with the valuation techniques used, are shown in the following table:

	Fair value at March 31, 2014 (dollars in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average) (1)
Impaired loans - real estate collateral	\$990	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>
Impaired loans - other collateral <sup>(3)</sup>	1,104	Fair Market Value of Collateral	Adjustment to Stated value	0% - 100% (68%)
Noncovered OREO	\$1,749	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>
Covered OREO	4,376	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>

(1) Discount applied to appraisal value, letter of intent to purchase, or stated value (in the case of accounts receivable, inventory and equipment).

(2) Quantitative disclosures are not provided for impaired loans collateralized by real estate, noncovered OREO and covered OREO because there were no adjustments made to the appraisal value during the current period.

(3) Other collateral consists of accounts receivable, inventory and equipment.

	Fair value at March 31, 2013 (dollars in thousands)	Valuation Technique	Unobservable Input	Range (Weighted Average) (1)
Impaired loans	\$477	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>
Noncovered OREO	1,350	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>
Covered OREO	65	Fair Market Value of Collateral	Adjustment to Appraisal Value	N/A <sup>(2)</sup>

(1) Discount applied to appraisal value, letter of intent to purchase, or stated value (in the case of accounts receivable, inventory and equipment).

(2) Quantitative disclosures are not provided for impaired loans collateralized by real estate, noncovered OREO and covered OREO because there were no adjustments made to the appraisal value during the current period.

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## Fair value of financial instruments

Because broadly traded markets do not exist for most of the Company's financial instruments, the fair value calculations attempt to incorporate the effect of current market conditions at a specific time. These determinations are subjective in nature, involve uncertainties and matters of significant judgment and do not include tax ramifications; therefore, the results cannot be determined with precision, substantiated by comparison to independent markets and may not be realized in an actual sale or immediate settlement of the instruments. There may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results. For all of these reasons, the aggregation of the fair value calculations presented herein do not represent, and should not be construed to represent, the underlying value of the Company.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and due from banks and interest-earning deposits with banks—The fair value of financial instruments that are short-term or reprice frequently and that have little or no risk are considered to have a fair value that approximates carrying value (Level 1).

Securities available for sale—Securities at fair value, other than U.S. Treasury Notes, are priced using a combination of market activity, industry recognized information sources, yield curves, discounted cash flow models and other factors (Level 2). U.S. Treasury Notes are priced using quotes in active markets (Level 1).

Federal Home Loan Bank stock—The fair value is based upon the par value of the stock which equates to its carrying value (Level 2).

Loans—Loans are not recorded at fair value on a recurring basis. Nonrecurring fair value adjustments are periodically recorded on impaired loans that are measured for impairment based on the fair value of collateral. For most performing loans, fair value is estimated using expected duration and lending rates that would have been offered on March 31, 2014 or December 31, 2013, for loans which mirror the attributes of the loans with similar rate structures and average maturities. The fair values resulting from these calculations are reduced by an amount representing the change in estimated fair value attributable to changes in borrowers' credit quality since the loans were originated. For nonperforming loans, fair value is estimated by applying a valuation discount based upon loan sales data from the FDIC. For covered loans, fair value is estimated by discounting the expected future cash flows using a lending rate that would have been offered on March 31, 2014 (Level 3).

FDIC loss-sharing asset —The fair value of the FDIC loss-sharing asset is estimated based on discounting the expected future cash flows using an estimated market rate (Level 3).

Interest rate contracts—Interest rate swap positions are valued in models, which use as their basis, readily observable market parameters (Level 2).

Deposits—For deposits with no contractual maturity, the fair value is equal to the carrying value (Level 1). The fair value of fixed maturity deposits is based on discounted cash flows using the difference between the deposit rate and current market rates for deposits of similar remaining maturities (Level 2).

FHLB advances—The fair value of Federal Home Loan Bank of Seattle (the "FHLB") advances is estimated based on discounting the future cash flows using the market rate currently offered (Level 2).

Repurchase Agreements—The fair value of securities sold under agreement to repurchase is estimated based on discounting the future cash flows using the market rate currently offered (Level 2).

Other Financial Instruments—The majority of our commitments to extend credit and standby letters of credit carry current market interest rates if converted to loans, as such, carrying value is assumed to equal fair value.

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The following tables summarize carrying amounts and estimated fair values of selected financial instruments as well as assumptions used by the Company in estimating fair value at March 31, 2014 and December 31, 2013:

	March 31, 2014				
	Carrying Amount (in thousands)	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and due from banks	\$ 191,706	\$ 191,706	\$ 191,706	\$—	\$—
Interest-earning deposits with banks	45,083	45,083	45,083	—	—
Securities available for sale	1,639,370	1,639,370	20,303	1,619,067	—
FHLB stock	32,224	32,224	—	32,224	—
Loans	4,506,792	4,654,744	—	—	4,654,744
FDIC loss-sharing asset	36,837	13,512	—	—	13,512
Interest rate contracts	9,418	9,418	—	9,418	—
<b>Liabilities</b>					
Deposits	\$ 6,044,416	\$ 6,043,226	\$ 5,554,663	\$ 488,563	\$—
FHLB Advances	6,597	5,452	—	5,452	—
Repurchase agreements	25,000	26,303	—	26,303	—
Interest rate contracts	9,418	9,418	—	9,418	—
	December 31, 2013				
	Carrying Amount (in thousands)	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Cash and due from banks	\$ 165,030	\$ 165,030	\$ 165,030	\$—	\$—
Interest-earning deposits with banks	14,531	14,531	14,531	—	—
Securities available for sale	1,664,111	1,664,111	20,114	1,643,997	—
FHLB stock	32,529	32,529	—	32,529	—
Loans held for sale	735	735	—	735	—
Loans	4,444,842	4,605,038	—	—	4,605,038
FDIC loss-sharing asset	39,846	11,248	—	—	11,248
Interest rate contracts	9,044	9,044	—	9,044	—
<b>Liabilities</b>					
Deposits	\$ 5,959,475	\$ 5,958,747	\$ 5,449,546	\$ 509,201	\$—
FHLB Advances	36,606	35,080	—	35,080	—
Repurchase agreements	25,000	26,361	—	26,361	—
Interest rate contracts	9,044	9,044	—	9,044	—

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## 14. Earnings per Common Share

The Company applies the two-class method of computing basic and diluted EPS. Under the two-class method, EPS is determined for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. The Company issues restricted shares under share-based compensation plans and preferred shares which qualify as participating securities.

The following table sets forth the computation of basic and diluted earnings per share for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands except per share)	
Basic EPS:		
Net income	\$19,844	\$12,176
Less: Earnings allocated to participating securities		
Preferred shares	40	—
Nonvested restricted shares	169	123
Earnings allocated to common shareholders	\$19,635	\$12,053
Weighted average common shares outstanding	51,097	39,348
Basic earnings per common share	\$0.38	\$0.31
Diluted EPS:		
Earnings allocated to common shareholders	\$19,639	\$12,053
Weighted average common shares outstanding	51,097	39,348
Dilutive effect of equity awards	1,336	3
Weighted average diluted common shares outstanding	52,433	39,351
Diluted earnings per common share	\$0.37	\$0.31
Potentially dilutive share options that were not included in the computation of diluted EPS because to do so would be anti-dilutive	83	9

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion should be read in conjunction with the unaudited consolidated financial statements of Columbia Banking System, Inc. (referred to in this report as "we", "our", and "the Company") and notes thereto presented elsewhere in this report and with the December 31, 2013 audited consolidated financial statements and its accompanying notes included in our Annual Report on Form 10-K. In the following discussion, unless otherwise noted, references to increases or decreases in average balances in items of income and expense for a particular period and balances at a particular date refer to the comparison with corresponding amounts for the period or date one year earlier.

CAUTIONARY NOTE REGARDING 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. These forward-looking statements include, but are not limited to, statements about our plans, objectives, expectations and intentions that are not historical facts, and other statements identified by words such as "expects," "anticipates," "intends," "plans," "believes," "should," "projects," "seeks," "estimates" or words of similar nature. These forward-looking statements are based on current beliefs and expectations of management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. In addition to the factors set forth in the sections "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report, the following factors, among others, could cause actual results to differ materially from the anticipated results:

- local and national economic conditions could be less favorable than expected or could have a more direct and pronounced effect on us than expected and adversely affect our ability to continue internal growth and maintain the quality of our earning assets;
- the local housing/real estate markets where we operate and make loans could face challenges;
- the risks presented by an uncertain economy, which could adversely affect credit quality, collateral values, including real estate collateral, investment values, liquidity and loan originations and loan portfolio delinquency rates;
- the efficiencies and enhanced financial and operating performance we expect to realize from investments in personnel, acquisitions and infrastructure may not be realized;
- interest rate changes could significantly reduce net interest income and negatively affect funding sources;
- projected business increases following strategic expansion or opening of new branches could be lower than expected;
- changes in the scope and cost of FDIC insurance and overall regulatory costs;
- the impact of acquired loans on our earnings;
- changes in accounting principles, policies, and guidelines applicable to bank holding companies and banking;
- competition among financial institutions could increase significantly;
- continued consolidation in the Pacific Northwest financial services industry resulting in the creation of larger financial institutions who may have greater resources could change the competitive landscape;
- the goodwill we have recorded in connection with acquisitions could become impaired, which may have an adverse impact on our earnings and capital;
- the reputation of the financial services industry could deteriorate, which could adversely affect our ability to access markets for funding and to acquire and retain customers;
- our ability to effectively manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk and regulatory and compliance risk; and
- our profitability measures could be adversely affected if we are unable to effectively manage our capital.

You should take into account that forward-looking statements speak only as of the date of this report. Given the described uncertainties and risks, we cannot guarantee our future performance or results of operations and you should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under federal securities laws.



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**CRITICAL ACCOUNTING POLICIES**

Management has identified the accounting policies related to the allowance for loan and lease losses, business combinations, acquired impaired loans, FDIC loss sharing asset and the valuation and recoverability of goodwill as critical to an understanding of our financial statements. These policies and related estimates are discussed in “Item 7. Management Discussion and Analysis of Financial Condition and Results of Operation” under the headings “Allowance for Loan and Lease Losses”, “Business Combinations”, “Acquired Impaired Loans”, “FDIC Loss Sharing Asset” and “Valuation and Recoverability of Goodwill” in our 2013 Annual Report on Form 10-K. There have not been any material changes in our critical accounting policies as compared to those disclosed in our 2013 Annual Report on Form 10-K.

**RESULTS OF OPERATIONS**

Our results of operations are dependent to a large degree on our net interest income. We also generate noninterest income through service charges and fees, merchant services fees, and bank owned life insurance. Our operating expenses consist primarily of compensation and employee benefits, occupancy, merchant card processing, data processing and legal and professional fees. Like most financial institutions, our interest income and cost of funds are affected significantly by general economic conditions, particularly changes in market interest rates, and by government policies and actions of regulatory authorities.

On April 1, 2013, the Company completed its acquisition of West Coast. The Company acquired approximately \$2.63 billion in assets, including \$1.41 billion in loans measured at fair value, and approximately \$1.88 billion in deposits. Due to the timing of this acquisition, our results of operations for the current quarter include the acquisition, however the comparative period in 2013 was prior to the acquisition. See Note 3 to the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report for further information regarding this acquisition.

**Earnings Summary**

The Company reported net income for the first quarter of \$19.8 million or \$0.37 per diluted common share, compared to \$12.2 million or \$0.31 per diluted common share for the first quarter of 2013. The increase in net income for the current quarter was attributable to higher net interest income and noninterest income as a result of the West Coast acquisition, partially offset by higher noninterest expense due to the West Coast acquisition.

**Comparison of current quarter to prior year period**

Revenue (net interest income plus noninterest income) for the three months ended March 31, 2014 was \$87.9 million, 59% more than the same period in 2013. The increase in revenue was a result of higher loan interest income and noninterest income due to the West Coast acquisition. For a more complete discussion of this topic, please refer to the net interest income section contained in the ensuing pages.

The provision for loan and lease losses for the first quarter of 2014 was a recapture of \$500 thousand for the noncovered loan portfolio and a provision of \$2.4 million for the covered loan portfolio compared to a provision recapture of \$1.0 million for the noncovered loan portfolio and a provision of \$980 thousand for the covered loan portfolio during the first quarter of 2013. The recapture of provision for the noncovered portfolio was the result of improving credit quality within the noncovered loan portfolio and the provision for the covered loan portfolio was due to a decrease in the expected present value of future cash flows as remeasured during the current quarter when compared to the prior quarter's remeasurement.

Total noninterest expense for the quarter ended March 31, 2014 was \$57.4 million, up from \$38.0 million for the first quarter of 2013. The increase from the prior-year period was primarily due to ongoing noninterest expense stemming from growth resulting from the West Coast acquisition as well as acquisition-related expenses.

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Net income was negatively affected by the pre-tax earnings impact of the FDIC acquired loan portfolios for both the current quarter and prior year period. The negative affect of the FDIC acquired loan portfolios was larger in the prior year period primarily due to greater amortization of the FDIC loss-sharing asset recorded in the prior year period. The following table illustrates the impact to earnings associated with the Company's FDIC acquired loan portfolios for the periods indicated:

	Three Months Ended March 31,	
	2014	2013
	( in thousands)	
Incremental accretion income on FDIC acquired loans	\$6,693	\$9,445
Provision for losses on covered loans	(2,422	) (980
Change in FDIC loss-sharing asset <sup>(1)</sup>	(4,819	) (10,483
FDIC clawback liability expense	(204	) (231
Pre-tax earnings impact of FDIC acquired loan portfolios	\$(752	) \$(2,249

(1) For additional information on the FDIC loss-sharing asset, please see the "FDIC Loss-sharing Asset" section of Management's Discussion and Analysis and Note 8 to the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report.

## Net Interest Income

## Comparison of current quarter to prior year period

Net interest income for the first quarter of 2014 was \$73.9 million, an increase of 38% from \$53.5 million for the same quarter in 2013. The increase in net interest income was primarily due to the loan interest income and loan discount accretion income related to the acquisition of West Coast.

The increased incremental accretion income related to the West Coast acquisition was partially offset by a decrease in FDIC acquired loan incremental accretion. Incremental accretion income from acquired impaired loans decreased \$1.9 million from the prior year period. In addition, the discount accretion on other FDIC acquired loans decreased \$866 thousand from the prior year period. These decreases were primarily due to the decline in the FDIC acquired loan balances resulting from repayments. However, these decreases were more than offset during the current quarter by discount accretion related to the recently acquired West Coast loan portfolio, which had \$5.6 million in discount accretion for the current quarter. For additional information on the Company's accounting policies related to recording interest income on loans, please refer to "Item 8. Financial Statements and Supplementary Data" in our 2013 Annual Report on Form 10-K.

The Company's net interest margin decreased to 4.85% in the first quarter of 2014, from 5.06% for the same quarter last year, due to acquired securities premium amortization related to the West Coast acquired portfolio, which reduces net interest income. In addition, there was a smaller impact to the net interest margin related to the acquired loan incremental accretion income for the current period. Although the dollar amount of the loan incremental accretion income was actually higher in the current period, the impact to the net interest margin was greater for the prior year period due to the lower average interest-earning assets balance for the prior year period.

The following table shows the impact to interest income of incremental accretion income as well as the net interest margin and operating net interest margin for the periods presented:

	Three Months Ended March 31,	
	2014	2013
	(dollars in thousands)	
Incremental accretion income due to:		
FDIC acquired impaired loans	\$6,489	\$8,375
Other FDIC acquired loans	204	1,070
Other acquired loans	5,615	—
Incremental accretion income	\$12,308	\$9,445



Net interest margin	4.85	%	5.06	%
Operating net interest margin (1)	4.19	%	4.21	%

(1) Operating net interest margin is a non-GAAP measurement. See Non-GAAP measures section of Item 2, Management's Discussion and Analysis.

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The following table sets forth the average balances of all major categories of interest-earning assets and interest-bearing liabilities, the total dollar amounts of interest income on interest-earning assets and interest expense on interest-bearing liabilities, the average yield earned on interest-earning assets and average rate paid on interest-bearing liabilities by category and in total net interest income and net interest margin:

	Three Months Ended March 31, 2014			Three Months Ended March 31, 2013		
	Average Balances	Interest Earned / Paid	Average Rate	Average Balances	Interest Earned / Paid	Average Rate
(dollars in thousands)						
<b>ASSETS</b>						
Loans, excluding covered loans, net <sup>(1) (3)</sup>	\$4,248,105	\$ 54,946	5.17 %	\$2,559,177	\$33,163	5.18 %
Covered loans, net <sup>(2)</sup>	289,002	10,952	15.16 %	403,382	14,992	14.87 %
Taxable securities	1,329,679	6,752	2.03 %	782,158	4,234	2.17 %
Tax exempt securities <sup>(3)</sup>	352,691	4,109	4.66 %	269,499	3,566	5.29 %
Interest-earning deposits with banks and federal funds sold	25,215	14	0.23 %	322,761	201	0.25 %
Total interest-earning assets	6,244,692	\$ 76,773	4.92 %	4,336,977	\$56,156	5.18 %
Other earning assets	126,924			80,604		
Noninterest-earning assets	772,143			433,463		
Total assets	\$7,143,759			\$4,851,044		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Certificates of deposit	\$503,129	\$ 362	0.29 %	\$482,644	\$580	0.48 %
Savings accounts	513,911	13	0.01 %	326,760	16	0.02 %
Interest-bearing demand	1,168,708	109	0.04 %	839,716	179	0.09 %
Money market accounts	1,586,622	268	0.07 %	1,090,980	314	0.12 %
Total interest-bearing deposits	3,772,370	752	0.08 %	2,740,100	1,089	0.16 %
Federal Home Loan Bank advances	70,690	114	0.65 %	6,643	71	4.26 %
Other borrowings	25,000	119	1.90 %	25,000	119	1.90 %
Total interest-bearing liabilities	3,868,060	\$ 985	0.10 %	2,771,743	\$1,279	0.18 %
Noninterest-bearing deposits	2,129,468			1,250,028		
Other noninterest-bearing liabilities	78,878			60,883		
Shareholders' equity	1,067,353			768,390		
Total liabilities & shareholders' equity	\$7,143,759			\$4,851,044		
Net interest income		\$ 75,788			\$54,877	
Net interest margin			4.85 %			5.06 %

Nonaccrual loans have been included in the tables as loans carrying a zero yield. Amortized net deferred loan fees and net unearned discounts on certain acquired loans were included in the interest income calculations. The (1) amortization of net deferred loan fees was \$983 thousand and \$661 thousand for the three months ended March 31, 2014 and 2013, respectively. The accretion of net unearned discounts on certain acquired loans was \$5.8 million and \$1.1 million for the three months ended March 31, 2014 and 2013, respectively.

Incremental accretion on acquired impaired loans is included in covered loan interest earned. The incremental (2) accretion income on acquired impaired loans was \$6.5 million and \$8.4 million for the three months ended March 31, 2014 and 2013, respectively.

(3) Tax-exempt income is calculated on a tax equivalent basis, based on a combined tax rate of 35% for 2013 and 36% for 2014. The tax equivalent yield adjustment to interest earned on noncovered loans was \$357 thousand and \$127 thousand for the three months ended March 31, 2014 and 2013, respectively. The tax equivalent yield adjustment to interest earned on tax exempt securities was \$1.5 million and \$1.3 million for the three months ended March 31,

2014 and 2013, respectively.

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The following table sets forth the total dollar amount of change in interest income and interest expense. The changes have been segregated for each major category of interest-earning assets and interest-bearing liabilities into amounts attributable to changes in volume, changes in rates and changes in rates multiplied by volume. Changes attributable to the combined effect of volume and interest rates have been allocated proportionately to the changes due to volume and the changes due to interest rates:

	Three Months Ended March 31, 2014 Compared to 2013		
	Increase (Decrease) Due to		Total
	Volume	Rate	
	(in thousands)		
Interest Income			
Loans, excluding covered loans, net	\$21,845	\$(62	) \$21,783
Covered loans, net	(4,329	) 289	(4,040 )
Taxable securities	2,795	(277	) 2,518
Tax exempt securities	1,006	(463	) 543
Interest earning deposits with banks and federal funds sold	(173	) (14	) (187 )
Interest income	\$21,144	\$(527	) \$20,617
Interest Expense			
Deposits:			
Certificates of deposit	\$24	\$(242	) \$(218 )
Savings accounts	7	(10	) (3 )
Interest-bearing demand	54	(124	) (70 )
Money market accounts	112	(158	) (46 )
Total interest on deposits	197	(534	) (337 )
Federal Home Loan Bank advances	150	(107	) 43
Interest expense	\$347	\$(641	) \$(294 )

## Provision for Loan and Lease Losses

## Comparison of current quarter to prior year period

During the first quarter of 2014, the Company recorded a \$500 thousand recapture of provision for the noncovered loan portfolio and provision expense of \$2.4 million for the covered loan portfolio compared with a provision recapture of \$1.0 million and provision expense of \$980 thousand, respectively, during the first quarter of 2013.

The \$500 thousand provision recapture for noncovered loan losses recorded during the current quarter was primarily due to improving credit metrics within the noncovered loan portfolio. The amount of provision was calculated in accordance with the Company's methodology for determining the ALLL, discussed in Note 6 to the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report.

The \$2.4 million in provision expense for losses on covered loans in the current period was primarily due to the decrease in the present value of expected future cash flows as remeasured during the current quarter, compared to the present value of expected future cash flows during the fourth quarter of 2013, net of the actual cash flows received during the quarter. The decrease in the present value of expected future cash flows was due to deterioration in credit quality of the covered portfolio, as measured by past due status. The \$2.4 million in provision expense is substantially offset by a \$1.9 million favorable adjustment to the change in FDIC loss-sharing asset.

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## Noninterest Income

The following table presents the significant components of noninterest income and the related dollar and percentage change from period to period:

	Three Months Ended			
	March 31,		\$ Change	% Change
	2014	2013		
	(dollars in thousands)			
Service charges and other fees	\$12,936	\$7,594	\$5,342	70 %
Merchant services fees	1,870	1,851	19	1 %
Investment securities gains, net	223	370	(147 )	(100 )%
Bank owned life insurance	965	698	267	38 %
Other	2,833	1,628	1,205	74 %
Subtotal	18,827	12,141	6,686	55 %
Change in FDIC loss-sharing asset	(4,819 )	(10,483 )	5,664	(54 )%
Total noninterest income	\$14,008	\$1,658	\$12,350	745 %

## Comparison of current quarter to prior year period

Noninterest income was \$14.0 million for the first quarter of 2014, compared to \$1.7 million for the same period in 2013. The increase was primarily due to increases of \$5.3 million in service charges and other fees and \$1.2 million in other noninterest income due to the increased customer base from the West Coast acquisition. In addition, the expense recorded for the change in FDIC loss-sharing asset was \$5.7 million less in the current quarter compared to the first quarter of 2013.

The change in FDIC loss-sharing asset is a significant component of noninterest income. Changes in the asset are primarily driven by amortization of the asset and the provision recorded for reimbursable losses on covered loans. For the first quarter of 2014, there was \$6.5 million of amortization of the asset partially offset by a \$1.9 million increase in the asset related to the provision recorded for reimbursable losses on covered loans. For the same period in 2013, there was \$9.8 million of amortization of the asset partially offset by a \$784 thousand increase in the asset related to the provision recorded for reimbursable losses on covered loans. For additional information on the FDIC loss-sharing asset, please see the "FDIC Loss-sharing Asset" section of Management's Discussion and Analysis and Note 8 to the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report.

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## Noninterest Expense

The following table presents the significant components of noninterest expense and the related dollar and percentage change from period to period:

	Three Months Ended				
	March 31,		\$ Change	% Change	
	2014	2013			
	(dollars in thousands)				
Compensation	\$26,410	\$17,888	\$8,522	48	%
Employee benefits	4,674	3,740	934	25	%
Contract labor	254	25	229	916	%
	31,338	21,653	9,685	45	%
All other noninterest expense:					
Occupancy	8,244	4,753	3,491	73	%
Merchant processing	980	857	123	14	%
Advertising and promotion	769	870	(101)	(12)	%
Data processing and communications	3,520	2,580	940	36	%
Legal and professional services	2,169	2,050	119	6	%
Taxes, license and fees	1,180	1,387	(207)	(15)	%
Regulatory premiums	1,176	857	319	37	%
Net cost (benefit) of operation of noncovered other real estate owned	327	(54)	381	(706)	%
Net benefit of operation of covered other real estate owned	(181)	(2,447)	2,266	(93)	%
Amortization of intangibles	1,580	1,029	551	54	%
Other	6,284	4,514	1,770	39	%
Total all other noninterest expense	26,048	16,396	9,652	59	%
Total noninterest expense	\$57,386	\$38,049	\$19,337	51	%

## Comparison of current quarter to prior year period

Total noninterest expense for the first quarter of 2014 was \$57.4 million, an increase of \$19.3 million from a year earlier. The increase from the prior year period was primarily due to additional ongoing noninterest expense stemming from the growth resulting from the West Coast acquisition as well as a reduction in the net benefit of covered other real estate owned. In addition, acquisition-related expenses were \$966 thousand during the current quarter compared to \$723 thousand for the prior year period.

The following table shows the impact of the acquisition-related expenses for the periods indicated to the various components of noninterest expense:

	Three Months Ended	
	March 31,	
	2014	2013
	(in thousands)	
Noninterest Expense		
Compensation and employee benefits	\$581	\$—
Occupancy	139	5
Advertising and promotion	—	16
Data processing and communications	—	40
Legal and professional fees	187	508
Other	59	154
Total impact of acquisition-related costs to noninterest expense	\$966	\$723

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The following table presents selected items included in other noninterest expense and the associated change from period to period:

	Three Months Ended March 31,		Increase (Decrease) Amount
	2014	2013 (1)	
	(in thousands)		
Postage	\$902	\$473	\$429
Software support & maintenance	550	362	188
Supplies	380	210	170
Insurance	402	261	141
ATM Network	289	271	18
Travel	422	270	152
Employee expenses	299	199	100
Sponsorships and charitable contributions	602	245	357
Directors fees	169	153	16
Federal Reserve Bank processing fees	67	45	22
CRA partnership investment expense	266	—	266
Investor relations	38	138	(100 )
Other personal property owned	(124 )	(104 )	(20 )
FDIC clawback expense	204	231	(27 )
Miscellaneous	1,818	1,760	58
Total other noninterest expense	\$6,284	\$4,514	\$1,770

(1) Reclassified to conform to current period's presentation.

In managing our business, we review the efficiency ratio, on a fully taxable-equivalent basis. Our efficiency ratio (noninterest expense, excluding net cost of operation of other real estate, FDIC clawback liability expense and acquisition-related expenses, divided by the sum of net interest income on a tax equivalent basis, excluding incremental accretion income on acquired loan portfolios, premium amortization on acquired securities portfolios, and prepayment charges on FHLB advances, and noninterest income, excluding any gain/loss on sale of investment securities, gain on bank acquisition, and the change in the FDIC indemnification asset) was 66.49% for the first quarter of 2014 compared to 68.68% for the first quarter 2013.

**Income Taxes**

We recorded an income tax provision of \$8.8 million for the first quarter of 2014, compared to a provision of \$4.9 million for the same period in 2013, with an effective tax rate of 31% and 29%, respectively. Our effective tax rate increased compared to the prior year period primarily due to the acquisition of West Coast. The majority of West Coast's operations were located in the State of Oregon which has a state income tax. As a result, a larger portion of our income was subject to state income taxes. Our effective tax rate remained lower than the statutory tax rate due to our nontaxable income generated from tax-exempt loans and municipal bonds, investments in bank owned life insurance, and low income housing credits. For additional information, please refer to the Company's annual report on Form 10-K for the year ended December 31, 2013.

**FINANCIAL CONDITION**

Total assets were \$7.24 billion as of March 31, 2014, an increase of \$75.5 million, or 1% from \$7.16 billion at December 31, 2013. The increase was primarily due to an increases in noncovered loans and cash and cash equivalents, partially offset by a decrease in investment securities.

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## Investment Securities

At March 31, 2014, the Company held investment securities totaling \$1.64 billion compared to \$1.66 billion at December 31, 2013. All of our securities are classified as available for sale and carried at fair value. The decrease in the investment securities portfolio from year-end is due to \$42.7 million in maturities and sales and \$3.7 million in premium amortization, partially offset by \$10.8 million in purchases and a \$10.9 million increase in fair value of securities in the portfolio. The average duration of our investment portfolio was approximately 3 years and 10 months at March 31, 2014. This duration takes into account calls, where appropriate, and consensus prepayment speeds. The investment securities are used by the Company as a component of its balance sheet management strategies. From time-to-time securities may be sold to reposition the portfolio in response to strategies developed by the Company's asset liability committee. In accordance with our investment strategy, management monitors market conditions with a view to realize gains on its available for sale securities portfolio when prudent.

The Company performs a quarterly assessment of the debt and equity securities in its investment portfolio that have an unrealized loss to determine whether the decline in the fair value of these securities below their amortized cost basis is other-than-temporary. Impairment is considered other-than-temporary when it becomes probable that the Company will be unable to recover the entire amortized cost basis of its investment. The Company's impairment assessment takes into consideration factors such as the length of time and the extent to which the market value has been less than cost, defaults or deferrals of scheduled interest or principal, external credit ratings and recent downgrades, and whether the Company intends to sell the security and whether it is more likely than not it will be required to sell the security prior to recovery of its amortized cost basis. If a decline in fair value is judged to be other-than-temporary, the cost basis of the individual security is written down to fair value which then becomes the new cost basis. The new cost basis is not adjusted for subsequent recoveries in fair value.

When there are credit losses associated with an impaired debt security and the Company does not have the intent to sell the security and it is more likely than not that it will not have to sell the security before recovery of its cost basis, the Company will separate the amount of the impairment into the amount that is credit-related and the amount related to non-credit factors. The credit-related impairment is recognized in earnings and the non-credit-related impairment is recognized in accumulated other comprehensive income.

At March 31, 2014, the market value of securities available for sale had a net unrealized loss of \$5.4 million compared to a net unrealized loss of \$16.4 million at December 31, 2013. The change in valuation was the result of fluctuations in market interest rates subsequent to purchase. At March 31, 2014, the Company had \$922.7 million of investment securities with gross unrealized losses of \$28.7 million; however, we did not consider these investment securities to be other-than-temporarily impaired.

The following table sets forth our securities portfolio by type for the dates indicated:

	March 31, 2014 (in thousands)	December 31, 2013
Securities Available for Sale		
U.S. government agency and government-sponsored enterprise mortgage-backed securities and collateralized mortgage obligations	\$912,298	\$948,408
State and municipal securities	373,680	364,470
U.S. government and government-sponsored enterprise securities	327,986	326,039
U.S. government securities	20,303	20,114
Other securities	5,103	5,080
Total	\$1,639,370	\$1,664,111

For further information on our investment portfolio see Note 4 of the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report.



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## Credit Risk Management

The extension of credit in the form of loans or other credit products to individuals and businesses is one of our principal business activities. Our policies and applicable laws and regulations require risk analysis as well as ongoing portfolio and credit management. We manage our credit risk through lending limit constraints, credit review, approval policies, and extensive, ongoing internal monitoring. We also manage credit risk through diversification of the loan portfolio by type of loan, type of industry, type of borrower and by limiting the aggregation of debt limits to a single borrower. The monitoring process for our loan portfolio includes periodic reviews of individual loans with risk ratings assigned to each loan. We review these loans to assess the ability of the borrower to service all of its interest and principal obligations and, as a result, the risk rating may be adjusted accordingly. In the event that full collection of principal and interest is not reasonably assured, the loan is appropriately downgraded and, if warranted, placed on nonaccrual status even though the loan may be current as to principal and interest payments. Additionally, we review these types of loans for impairment in accordance with the Receivables topic of the FASB ASC. Impaired loans are considered for nonaccrual status and will typically remain as such until all principal and interest payments are brought current and the prospects for future payments in accordance with the loan agreement appear relatively certain. Loan policies, credit quality criteria, loan portfolio guidelines and other credit approval processes are established under the guidance of our Chief Credit Officer and approved, as appropriate, by the Board of Directors. The Company's Credit Administration department and loan committee have the responsibility for administering the credit approval process. As another part of its control process, we use an independent internal credit review and examination function to provide assurance that loans and commitments are made and maintained as prescribed by our credit policies. This includes a review of documentation when the loan is initially extended and subsequent monitoring to assess continued performance and proper risk assessment.

## Loan Portfolio Analysis

We are a full service commercial bank, which originates a wide variety of loans, and focuses its lending efforts on originating commercial business and commercial real estate loans.

The following table sets forth the Company's loan portfolio by type of loan for the dates indicated:

	March 31, 2014	% of Total	December 31, 2013	% of Total	
	(dollars in thousands)				
Commercial business	\$ 1,601,676	37.3	% \$ 1,561,782	37.0	%
Real estate:					
One-to-four family residential	105,141	2.4	% 108,317	2.6	%
Commercial and multifamily residential	2,113,609	49.3	% 2,080,075	49.2	%
Total real estate	2,218,750	51.7	% 2,188,392	51.8	%
Real estate construction:					
One-to-four family residential	57,310	1.3	% 54,155	1.3	%
Commercial and multifamily residential	130,809	3.0	% 126,390	3.0	%
Total real estate construction	188,119	4.3	% 180,545	4.3	%
Consumer	351,255	8.2	% 357,014	8.5	%
Subtotal	4,359,800	101.5	% 4,287,733	101.6	%
Less: Net unearned income	(62,724	) (1.5	)% (68,282	) (1.6	)%
Total noncovered loans, net of unearned income	4,297,076	100.0	% 4,219,451	100.0	%
Less: Allowance for loan and lease losses	(50,442	)	(52,280	)	
Noncovered loans, net	4,246,634		4,167,171		
Covered loans, net of allowance for loan losses of (\$20,129) and (\$20,174), respectively	260,158		277,671		
Total loans, net	\$4,506,792		\$4,444,842		
Loans held for sale	\$—		\$735		



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Total noncovered loans increased \$77.6 million, or 2%, from year-end 2013. The increase in noncovered loans was driven by originations of over \$210 million during the current quarter. The noncovered loan portfolio continues to be diversified, with the intent to mitigate risk by minimizing concentration in any one segment. The \$62.7 million in unearned income recorded at March 31, 2014 was comprised of \$55.4 million in discount on acquired loans and \$7.3 million in deferred loan fees. The \$68.3 million in unearned income recorded at December 31, 2013 consisted of \$61.4 million in discount on acquired loans and \$6.9 million in deferred loan fees.

**Commercial Loans:** We are committed to providing competitive commercial lending in our primary market areas. Management expects a continued focus within its commercial lending products and to emphasize, in particular, relationship banking with businesses, and business owners.

**Real Estate Loans:** One-to-four family residential loans are secured by properties located within our primary market areas and, typically, have loan-to-value ratios of 80% or lower at origination. Our underwriting standards for commercial and multifamily residential loans generally require that the loan-to-value ratio for these loans not exceed 75% of appraised value, cost, or discounted cash flow value, as appropriate, and that commercial properties maintain debt coverage ratios (net operating income divided by annual debt servicing) of 1.2 or better. However, underwriting standards can be influenced by competition and other factors. We endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

**Real Estate Construction Loans:** We originate a variety of real estate construction loans. Underwriting guidelines for these loans vary by loan type but include loan-to-value limits, term limits and loan advance limits, as applicable. Our underwriting guidelines for commercial and multifamily residential real estate construction loans generally require that the loan-to-value ratio not exceed 75% and stabilized debt coverage ratios (net operating income divided by annual debt servicing) of 1.2 or better. As noted above, underwriting standards can be influenced by competition and other factors. However, we endeavor to maintain the highest practical underwriting standards while balancing the need to remain competitive in our lending practices.

**Consumer Loans:** Consumer loans include automobile loans, boat and recreational vehicle financing, home equity and home improvement loans and miscellaneous personal loans.

**Foreign Loans:** The Company has no material foreign activities. Substantially all of the Company's loans and unfunded commitments are geographically concentrated in its service areas within the states of Washington and Oregon.

**Covered Loans:** Covered loans are comprised of loans and loan commitments acquired in connection with the 2011 FDIC-assisted acquisitions of First Heritage Bank and Summit Bank, as well as the 2010 FDIC-assisted acquisitions of Columbia River Bank and American Marine Bank. These loans are generically referred to as covered because they are generally subject to one of the loss-sharing agreements between the Company and the FDIC. The loss-sharing agreements relating to the 2010 FDIC-assisted transactions limit the Company's losses to 20% of the contractual balance outstanding up to a stated threshold amount of \$206.0 million for Columbia River Bank and \$66.0 million for American Marine Bank. If losses exceed the stated threshold, the Company's share of the remaining losses decreases to 5%. The loss-sharing agreements relating to the 2011 FDIC-assisted transactions limit the Company's losses to 20% of the contractual balance outstanding. The loss-sharing provisions of the 2010 and 2011 agreements for commercial and single family residential mortgage loans are in effect for five years and ten years, respectively, from the acquisition dates and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition dates. At March 31, 2014, approximately 95% of covered loans were subject to an FDIC loss-sharing agreement and approximately 89% were accounted for as acquired, impaired loans.

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The following tables are a rollforward of acquired, impaired loans accounted for under ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality for the three months ended March 31, 2014 and 2013:

	Contractual Cash Flows (in thousands)	Nonaccretable Difference	Accretable Yield	Carrying Amount
Balance at January 1, 2014	\$364,336	\$(11,855 )	\$(103,907 )	\$248,574
Principal reductions	(19,308 )	—	—	(19,308 )
Accretion of loan discount	—	—	10,569	10,569
Changes in contractual and expected cash flows due to remeasurement	5,909	2,499	(11,031 )	(2,623 )
Disposals	(8,116 )	151	2,826	(5,139 )
Balance at March 31, 2014	\$342,821	\$(9,205 )	\$(101,543 )	\$232,073
	Contractual Cash Flows (in thousands)	Nonaccretable Difference	Accretable Yield	Carrying Amount
Balance at January 1, 2013	\$556,108	\$(37,371 )	\$(166,888 )	\$351,849
Principal reductions	(38,124 )	—	—	(38,124 )
Accretion of loan discount	—	—	14,477	14,477
Changes in contractual and expected cash flows due to remeasurement	(1,118 )	7,235	(7,149 )	(1,032 )
Disposals	(2,590 )	144	774	(1,672 )
Balance at March 31, 2013	\$514,276	\$(29,992 )	\$(158,786 )	\$325,498

For additional information on our loan portfolio, including amounts pledged as collateral on borrowings, see Note 5 and Note 8 to the Consolidated Financial Statements in "Item 1. Financial Statements (unaudited)" of this report.

Nonperforming Assets

Nonperforming assets consist of: (i) nonaccrual loans; (ii) other real estate owned; and (iii) other personal property owned.

Nonaccrual noncovered loans: The consolidated financial statements are prepared according to the accrual basis of accounting. This includes the recognition of interest income on the loan portfolio, unless a loan is placed on a nonaccrual basis, which occurs when there are serious doubts about the collectability of principal or interest.

Generally our policy is to discontinue the accrual of interest on all loans past due 90 days or more and place them on nonaccrual status. When a noncovered loan is placed on nonaccrual status, any accrued but unpaid interest on that date is removed from interest income.

Covered loans: We consider covered loans to be performing due to the application of the yield accretion method under ASC Topic 310-30. Topic 310-30 allows us to aggregate credit-impaired loans acquired in the same fiscal quarter into one or more pools, provided the loans have common risk characteristics. A pool is then accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows. The covered loans acquired are and will continue to be subject to the Company's internal and external credit review and monitoring. Any credit deterioration experienced subsequent to the initial acquisition will result in a provision for loan losses being charged to earnings. These provisions will be mostly offset by an increase to the FDIC loss-sharing asset and will be recognized in noninterest income.

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The following table set forth, at the dates indicated, information with respect to our noncovered nonaccrual loans and total noncovered nonperforming assets:

	March 31, 2014 (in thousands)	December 31, 2013
Nonperforming assets, excluding covered assets		
Nonaccrual loans:		
Commercial business	\$14,541	\$12,609
Real estate:		
One-to-four family residential	2,900	2,667
Commercial and multifamily residential	11,050	11,043
Total real estate	13,950	13,710
Real estate construction:		
One-to-four family residential	3,026	3,705
Total real estate construction	3,026	3,705
Consumer	4,880	3,991
Total nonaccrual loans	36,397	34,015
Noncovered other real estate owned and other personal property owned	15,924	23,918
Total nonperforming noncovered assets	\$52,321	\$57,933
Total assets	\$7,237,053	\$7,161,582
Covered assets, net	274,896	289,790
Noncovered assets	\$6,962,157	\$6,871,792

At March 31, 2014, nonperforming noncovered assets were \$52.3 million, compared to \$57.9 million at December 31, 2013. Nonperforming noncovered assets decreased \$5.6 million during the three months ended March 31, 2014 as a result of \$2.4 million in loan payments, \$2.0 million in loans returning to accrual status, \$7.3 million in OREO and OPPO sales, \$2.3 million in loan and OREO write-downs, partially offset by \$8.4 million in new nonaccrual loans. The percent of nonperforming, noncovered assets to period-end noncovered assets at March 31, 2014 was 0.75% compared to 0.84% for December 31, 2013.

Other Real Estate Owned: During the three months ended March 31, 2014, noncovered OREO decreased \$8.0 million. The following table sets forth activity in noncovered OREO for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31, 2014      2013 (in thousands)	
Noncovered OREO:		
Balance, beginning of period	\$23,834	\$10,676
Transfers in, net of write-downs (\$0 and \$32, respectively)	244	2,709
Additional OREO write-downs	(929)	(93)
Proceeds from sale of OREO property	(8,102)	(1,565)
Gain on sale of OREO, net	793	189
Total noncovered OREO, end of period	\$15,840	\$11,916

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Allowance for Loan and Lease Losses

We maintain an allowance for loan and lease losses (“ALLL”) to absorb losses inherent in the loan portfolio. The size of the ALLL is determined through quarterly assessments of the probable estimated losses in the loan portfolio. Our methodology for making such assessments and determining the adequacy of the ALLL includes the following key elements:

1. General valuation allowance consistent with the Contingencies topic of the FASB ASC.
2. Classified loss reserves on specific relationships. Specific allowances for identified problem loans are determined in accordance with the Receivables topic of the FASB ASC.
3. The unallocated allowance provides for other credit losses inherent in our loan portfolio that may not have been contemplated in the general and specific components of the allowance. This unallocated amount generally comprises less than 5% of the allowance. The unallocated amount is reviewed periodically based on trends in credit losses, the results of credit reviews and overall economic trends.

On a quarterly basis our Chief Credit Officer reviews with Executive Management and the Board of Directors the various additional factors that management considers when determining the adequacy of the ALLL, including economic and business condition reviews. Factors which influenced management’s judgment in determining the amount of the additions to the ALLL charged to operating expense include the following as of the applicable balance sheet dates:

- Existing general economic and business conditions affecting our market place
- Credit quality trends
- Historical loss experience
- Seasoning of the loan portfolio
- Bank regulatory examination results
- Findings of internal credit examiners
- Duration of current business cycle
- Specific loss estimates for problem loans

The ALLL is increased by provisions for loan and lease losses (“provision”) charged to expense, and is reduced by loans charged off, net of recoveries or recapture of previous provision. While we believe the best information available is used by us to determine the ALLL, changes in market conditions could result in adjustments to the ALLL, affecting net income, if circumstances differ from the assumptions used in determining the ALLL.

In addition to the ALLL, we maintain an allowance for unfunded commitments and letters of credit. We report this allowance as a liability on our Consolidated Balance Sheet. We determine this amount using estimates of the probability of the ultimate funding and losses related to those credit exposures. This methodology is similar to the methodology we use for determining the adequacy of our ALLL. For additional information on our allowance for unfunded commitments and letters of credit, see Note 5 to the Consolidated Financial Statements presented elsewhere in this report.

At March 31, 2014, our allowance for loan and lease losses for noncovered loans was \$50.4 million, or 1.17% of total noncovered loans (excluding loans held for sale) and 139% of nonperforming, noncovered loans. This compares with an allowance of \$52.3 million, or 1.24% of total noncovered loans (excluding loans held for sale), and 154% of nonperforming, noncovered loans at December 31, 2013. The allowance as a percentage of total noncovered loans remains low compared to the March 31, 2013 ratio of 1.95% due to including acquired loans in the ratio, for which only a small allowance was estimated at quarter-end given management's judgment that current net acquisition accounting adjustments still significantly address the estimated credit losses in acquired loans. Excluding acquired loans, the allowance at March 31, 2014 represented 1.46% of noncovered loans compared to 1.58% at December 31, 2013. This decrease compared to December 31, 2013 reflects improvements in core asset quality during current year.



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The following table provides an analysis of the Company's allowance for loan and lease losses for noncovered loans at the dates and the periods indicated:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Beginning balance	\$52,280	\$52,244
Charge-offs:		
Commercial business	(233 )	(1,314 )
One-to-four family residential	(207 )	(116 )
Commercial and multifamily residential	(1,023 )	(783 )
One-to-four family residential construction	—	(133 )
Consumer	(727 )	(171 )
Total charge-offs	(2,190 )	(2,517 )
Recoveries:		
Commercial business	490	113
One-to-four family residential	28	—
Commercial and multifamily residential	39	93
One-to-four family residential construction	42	2,139
Consumer	253	47
Total recoveries	852	2,392
Net charge-offs	(1,338 )	(125 )
Provision (recapture) for loan and lease losses	(500 )	(1,000 )
Ending balance	\$50,442	\$51,119
Total noncovered loans, net at end of period, excluding loans held of sale	\$4,297,076	\$2,621,212
Allowance for loan and lease losses to period-end noncovered loans	1.17	% 1.95 %
Allowance for unfunded commitments and letters of credit		
Beginning balance	\$2,505	\$1,915
Net changes in the allowance for unfunded commitments and letters of credit	(50 )	—
Ending balance	\$2,455	\$1,915



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## FDIC Loss-sharing Asset

The Company has elected to account for amounts receivable under loss-sharing agreements with the FDIC as an indemnification asset in accordance with the Business Combinations topic of the FASB ASC. The FDIC indemnification asset is initially recorded at fair value, based on the discounted expected future cash flows under the loss-sharing agreements.

Subsequent to initial recognition, the FDIC indemnification asset is reviewed quarterly and adjusted for any changes in expected cash flows. These adjustments are measured on the same basis as the related covered loans. Any decrease in expected cash flows from the covered assets due to an increase in expected credit losses will increase the FDIC indemnification asset and any increase in expected future cash flows from the covered assets due to a decrease in expected credit losses will decrease the FDIC indemnification asset. Increases and decreases to the FDIC loss-sharing asset are recorded as adjustments to noninterest income.

At March 31, 2014, the FDIC loss-sharing asset was \$36.8 million which was comprised of a \$30.5 million FDIC indemnification asset and a \$6.3 million FDIC receivable. The FDIC receivable represents the amounts due from the FDIC for claims related to covered losses the Company has incurred net of amounts due to the FDIC relating to shared recoveries.

The following table summarizes the activity related to the FDIC loss-sharing asset for the three months ended March 31, 2014 and 2013:

	Three Months Ended March 31,	
	2014	2013
	(in thousands)	
Balance at beginning of period	\$39,846	\$96,354
Adjustments not reflected in income:		
Cash payments to (from) the FDIC	1,678	(3,119)
FDIC reimbursable losses, net	132	363
Adjustments reflected in income:		
Amortization, net	(6,452)	(9,779)
Loan impairment	1,938	784
Sale of other real estate	(756)	(1,346)
Write-downs of other real estate	516	52
Other	(65)	(194)
Balance at end of period	\$36,837	\$83,115

For additional information on the FDIC loss-sharing asset, please see Note 8 to the Consolidated Financial Statements presented elsewhere in this report.

## Liquidity and Sources of Funds

Our primary sources of funds are customer deposits. Additionally, we utilize advances from the FHLB of Seattle, the FRB of San Francisco, and wholesale repurchase agreements to supplement our funding needs. These funds, together with loan repayments, loan sales, retained earnings, equity and other borrowed funds are used to make loans, to acquire securities and other assets, and to fund continuing operations.

## Deposit Activities

Our deposit products include a wide variety of transaction accounts, savings accounts and time deposit accounts. Core deposits (demand deposit, savings, money market accounts and certificates of deposit less than \$100,000) increased \$72.1 million since year-end 2013.

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We have established a branch system to serve our consumer and business depositors. In addition, management's strategy for funding asset growth is to make use of brokered and other wholesale deposits on an as-needed basis. The Company participates in the Certificate of Deposit Account Registry Service (CDARS®) program. CDARS® is a network that allows participating banks to offer extended FDIC deposit insurance coverage on time deposits. The Company also participates in a similar program to offer extended FDIC deposit insurance coverage on money market accounts. These extended deposit insurance programs are generally available only to existing customers and are not used as a means of generating additional liquidity. At March 31, 2014 CDARS® deposits and brokered money market deposits were \$84.5 million, or 1% of total deposits, compared to \$61.3 million at year-end 2013. The brokered deposits have varied maturities.

The following table sets forth the Company's deposit base by type of product for the dates indicated:

	March 31, 2014		December 31, 2013		
	Balance	% of Total	Balance	% of Total	
(dollars in thousands)					
Core deposits:					
Demand and other non-interest bearing	\$2,225,212	36.8	% \$2,171,703	36.4	%
Interest bearing demand	1,188,109	19.7	% 1,170,006	19.6	%
Money market	1,545,802	25.6	% 1,569,261	26.3	%
Savings	530,112	8.8	% 496,444	8.3	%
Certificates of deposit less than \$100,000	279,199	4.6	% 288,943	4.9	%
Total core deposits	5,768,434	95.5	% 5,696,357	95.5	%
Certificates of deposit greater than \$100,000	191,175	3.1	% 201,498	3.5	%
Certificates of deposit insured by CDARS®	19,380	0.3	% 19,488	0.3	%
Brokered money market accounts	65,138	1.1	% 41,765	0.7	%
Subtotal	6,044,127	100.0	% 5,959,108	100.0	%
Premium resulting from acquisition date fair value adjustment	289		367		
Total deposits	\$6,044,416		\$5,959,475		

**Borrowings**

We rely on FHLB advances and FRB borrowings as another source of both short and long-term funding. FHLB advances and FRB borrowings are secured by bonds within our investment portfolio, residential, commercial and commercial real estate loans. At March 31, 2014 we had FHLB advances of \$6.0 million, before acquisition date fair value adjustments compared to \$36.0 million at December 31, 2013.

We also utilize wholesale repurchase agreements as a supplement to our funding sources. Our wholesale repurchase agreements are secured by mortgage-backed securities. At March 31, 2014 and December 31, 2013 we had repurchase agreements of \$25.0 million, which mature in 2018. Management anticipates we will continue to rely on FHLB advances, FRB borrowings, and wholesale repurchase agreements in the future and we will use those funds primarily to make loans and purchase securities.

**Contractual Obligations & Commitments**

We are party to many contractual financial obligations, including repayment of borrowings, operating and equipment lease payments, commitments to extend credit and investments in affordable housing partnerships. At March 31, 2014, we had commitments to extend credit of \$1.39 billion compared to \$1.41 billion at December 31, 2013.

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## Capital Resources

Shareholders' equity at March 31, 2014 was \$1.07 billion, an increase from \$1.05 billion at December 31, 2013. Shareholders' equity was 15% of total period-end assets at March 31, 2014 and December 31, 2013.

Capital Ratios: Banking regulations require bank holding companies to maintain a minimum "leverage" ratio of core capital to adjusted quarterly average total assets of at least 3%. In addition, banking regulators have adopted risk-based capital guidelines, under which risk percentages are assigned to various categories of assets and off-balance sheet items to calculate a risk-adjusted capital ratio. Tier I capital generally consists of preferred stock, common shareholders' equity, and trust preferred obligations, less goodwill and certain identifiable intangible assets, while Tier II capital includes the allowance for loan losses and subordinated debt, both subject to certain limitations. Regulatory minimum risk-based capital guidelines require Tier I capital of 4% of risk-adjusted assets and total capital (combined Tier I and Tier II) of 8% to be considered "adequately capitalized".

Federal Deposit Insurance Corporation regulations set forth the qualifications necessary for a bank to be classified as "well capitalized", primarily for assignment of FDIC insurance premium rates. To qualify as "well capitalized," banks must have a Tier I risk-adjusted capital ratio of at least 6%, a total risk-adjusted capital ratio of at least 10%, and a leverage ratio of at least 5%. Failure to qualify as "well capitalized" can negatively impact a bank's ability to expand and to engage in certain activities.

The Company and its banking subsidiary qualify as "well-capitalized" at March 31, 2014 and December 31, 2013. The following table presents the regulatory standards for adequately capitalized and well-capitalized institutions and the capital ratios for the Company and its banking subsidiary at March 31, 2014 and December 31, 2013:

	Company		Columbia Bank		Requirements			
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013	Adequately capitalized	Well- Capitalized		
Total risk-based capital ratio	14.83	% 14.68	% 13.80	% 13.52	% 8.00	% 10.00	%	
Tier 1 risk-based capital ratio	13.58	% 13.43	% 12.55	% 12.27	% 4.00	% 6.00	%	
Leverage ratio	10.50	% 10.19	% 9.70	% 9.29	% 4.00	% 5.00	%	

## Stock Repurchase Program

In 2011, the Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to 2 million shares of its outstanding shares of common stock. The Company intends to purchase the shares from time to time in the open market or in private transactions, under conditions which allow such repurchases to be accretive to earnings per share while maintaining capital ratios that exceed the guidelines for a well-capitalized financial institution. No shares were repurchased under the stock repurchase program during the first three months of 2014.

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## Non-GAAP Financial Measures

The Company considers operating net interest margin to be an important measurement as it more closely reflects the ongoing operating performance of the Company. Despite the importance of the operating net interest margin to the Company, there is no standardized definition for it and, as a result, the Company's calculations may not be comparable with other organizations. Also, there may be limits in the usefulness of this measure to investors. As a result, the Company encourages readers to consider its consolidated financial statements in their entirety and not to rely on any single financial measure.

The following table reconciles the Company's calculation of the operating net interest margin to the net interest margin for the periods indicated:

	Three Months Ended March 31,			
	2014		2013	
Net interest margin	4.85	%	5.06	%
Adjustments to net interest margin to arrive at operating net interest margin:				
Incremental accretion income on FDIC acquired impaired loans	(0.41	)%	(0.77	)%
Incremental accretion income on other FDIC acquired loans	(0.01	)%	(0.10	)%
Incremental accretion income on other acquired loans	(0.36	)%	—	%
Premium amortization on acquired securities	0.10	%	—	%
Interest reversals on nonaccrual loans	0.02	%	0.02	%
Operating net interest margin	4.19	%	4.21	%

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**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

A number of measures are used to monitor and manage interest rate risk, including income simulations and interest sensitivity (gap) analysis. An income simulation model is the primary tool used to assess the direction and magnitude of changes in net interest income resulting from changes in interest rates. Basic assumptions in the model include prepayment speeds on mortgage-related assets, cash flows and maturities of other investment securities, loan and deposit volumes and pricing. These assumptions are inherently subjective and, as a result, the model cannot precisely estimate net interest income or precisely predict the impact of higher or lower interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes and changes in market conditions and management strategies, among other factors. At March 31, 2014, based on the measures used to monitor and manage interest rate risk, there has not been a material change in the Company's interest rate risk since December 31, 2013. For additional information, refer to Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2013 Annual Report on Form 10-K.

**Item 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

An evaluation was carried out under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based on that evaluation, the CEO and CFO have concluded that as of the end of the period covered by this report, our disclosure controls and procedures are effective in ensuring that the information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is (i) accumulated and communicated to our management (including the CEO and CFO) to allow timely decisions regarding required disclosure, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

**Changes in Internal Controls Over Financial Reporting**

There was no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

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PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

On June 24, 2009, West Coast Trust, which as a result of our acquisition of West Coast Bancorp (“West Coast”) is now a subsidiary of the Company, was served with an Objection to Personal Representative's Petition and Petition for Surcharge of Personal Representative in Linn County Circuit Court. The petition was filed by the beneficiaries of the estate of Archie Q. Adams, for which West Coast Trust acts as the personal representative. The petitioners allege a breach of fiduciary duty with respect to West Coast Trust's prior sale of real property owned by the Adams estate and sought relief in the form of a surcharge to West Coast Trust of \$215.6 million, the amount of the alleged loss to the estate. West Coast Trust filed a motion to dismiss on July 2, 2009, which was granted in a letter ruling dated September 15, 2009. Petitioners appealed and briefs have been filed. Appeals Court oral arguments were heard in November, 2012, and the Company has not yet received the Appeals Court decision. The Company believes the appeal and underlying petition are without merit.

On October 3, 2012, a class action complaint was filed in the Circuit Court of the State of Oregon for the County of Multnomah against West Coast, its directors, and the Company challenging the merger: Gary M. Klein v. West Coast Bancorp, et al., Case No. 1210-12431. The complaint names as defendants West Coast, all of the former members of West Coast's board of directors, and the Company. The complaint alleges that the West Coast directors breached their fiduciary duties to West Coast and West Coast shareholders by agreeing to the merger at an unfair price. The complaint also alleges that the merger was being driven by an unfair process, that the directors approved provisions in the merger agreement that constitute preclusive deal protection devices, that certain large shareholders of West Coast were using the merger as an opportunity to sell their illiquid holdings in West Coast, and that West Coast directors and officers would obtain personal benefits from the merger not shared equally by other West Coast shareholders. The complaint further alleges that West Coast and the Company aided and abetted the directors' alleged breaches of their fiduciary duties. Thereafter, a second lawsuit challenging the merger was filed in the Circuit Court of the State of Oregon for Clackamas County: Leoni v. West Coast Bancorp et al., Case No. CV12100728. The two lawsuits were consolidated for all purposes in the Circuit Court of the State of Oregon for Multnomah County.

While the Company believed that the claims in both complaints were without merit, the Company agreed, in order to avoid the expense and burden of continued litigation and pursuant to the terms of the proposed settlement, to make certain supplemental disclosures in the joint proxy statement/prospectus related to the merger. Accordingly, prior to the closing of the merger on April 1, 2013, West Coast and the other defendants in the two actions entered into a memorandum of understanding to settle both actions. Pursuant to the memorandum of understanding, Plaintiffs' counsel conducted certain confirmatory discovery, and the Company approved the form of a stipulation of settlement, which was been executed by the parties. The stipulation of settlement was subject to customary conditions, including court approval following notice to West Coast's stockholders. On February 18, 2014, the Circuit Court of the State of Oregon for Multnomah County conducted a final hearing to consider the fairness, reasonableness, and adequacy of the settlement and entered a Final Judgment on the matter. The judgment resolves and releases all claims in all actions that were or could have been brought challenging any aspect of the merger, the merger agreement, and any disclosure made in connection therewith.

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## Item 1A. RISK FACTORS

Refer to Item 1A of Part I of the Company's Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of risk factors relating to the Company's business. The Company believes that there has been no material change in its risk factors as previously disclosed in the Company's Form 10-K.

## Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) Not applicable

(b) Not applicable

(c) The following table provides information about repurchases of common stock by the Company during the quarter ended March 31, 2014

Period	Total Number of Common Shares Purchased (1)	Average Price Paid per Common Share	Total number of Shares Purchased as Part of Publicly Announced Plan (2)	Maximum Number of Remaining Shares That May Be Purchased at Period End Under the Plan
1/1/2014 - 1/31/2014	—	\$—	—	2,000,000
2/1/2014 - 2/28/2014	20,419	25.35	—	2,000,000
3/1/2014 - 3/31/2014	161	28.94	—	2,000,000
	20,580	\$25.38	—	

(1) Common shares repurchased by the Company during the quarter consist of cancellation of 20,580 shares of common stock to pay withholding taxes. During the three months ended March 31, 2014, no shares were repurchased pursuant to the Company's publicly announced corporate stock repurchase plan described in (2) below.

(2) The repurchase plan, which was approved by the Board and announced in 2011, originally authorized the repurchase of up to 2 million shares.

## Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## Item 5. OTHER INFORMATION

None.

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Item 6. EXHIBITS

10.1\*+ Supplemental Executive Retirement Plan Agreement between the Company and David Lawson, effective July 1, 2013.

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

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

32+ Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101+ The following financial information from Columbia Banking System, Inc's. Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 is formatted in XBRL: (i) the Unaudited Consolidated Balance Sheets, (ii) the Unaudited Consolidated Statements of Income, (iii) the Unaudited Consolidated Statements of Comprehensive Income, (iv) the Unaudited Consolidated Statements of Changes in Shareholders' Equity, (v) the Unaudited Consolidated Statements of Cash Flows, and (vi) the Notes to Unaudited Consolidated Financial Statements.

\* Management contract or compensatory plan or arrangement

+ Filed herewith



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SIGNATURES

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

COLUMBIA BANKING SYSTEM, INC.

Date: May 9, 2014

By /s/ MELANIE J. DRESSEL  
Melanie J. Dressel  
President and Chief Executive  
Officer  
(Principal Executive Officer)

Date: May 9, 2014

By /s/ CLINT E. STEIN  
Clint E. Stein  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

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