

1ST SOURCE CORP
Form 10-Q
April 20, 2017
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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, 2017

OR

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

For the transition period from _____ to _____

Commission file number 0-6233

(Exact name of registrant as specified in its charter)

INDIANA

35-1068133

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

100 North Michigan Street

South Bend, IN

46601

(Address of principal executive offices) (Zip Code)

(574) 235-2000

(Registrant's telephone number, including area code)

Not Applicable

(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 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

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Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares of common stock outstanding as of April 14, 2017 — 25,923,640 shares

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1st SOURCE CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Unaudited - Dollars in thousands)

| | March 31, 2017 | December 31, 2016 |
|----------------------------------------------------------------------------|-------------------|----------------------|
| ASSETS | | |
| Cash and due from banks | \$58,429 | \$58,578 |
| Federal funds sold and interest bearing deposits with other banks | 33,687 | 49,726 |
| Investment securities available-for-sale | 836,682 | 850,467 |
| Other investments | 22,458 | 22,458 |
| Mortgages held for sale | 8,409 | 15,849 |
| Loans and leases, net of unearned discount: | | |
| Commercial and agricultural | 843,757 | 812,264 |
| Auto and light truck | 430,489 | 411,764 |
| Medium and heavy duty truck | 290,167 | 294,790 |
| Aircraft | 783,523 | 802,414 |
| Construction equipment | 512,545 | 495,925 |
| Commercial real estate | 723,623 | 719,170 |
| Residential real estate and home equity | 522,772 | 521,931 |
| Consumer | 127,986 | 129,813 |
| Total loans and leases | 4,234,862 | 4,188,071 |
| Reserve for loan and lease losses | (90,118) | (88,543) |
| Net loans and leases | 4,144,744 | 4,099,528 |
| Equipment owned under operating leases, net | 127,323 | 118,793 |
| Net premises and equipment | 55,167 | 56,708 |
| Goodwill and intangible assets | 83,960 | 84,102 |
| Accrued income and other assets | 130,667 | 130,059 |
| Total assets | \$5,501,526 | \$5,486,268 |
| LIABILITIES | | |
| Deposits: | | |
| Noninterest-bearing demand | \$966,903 | \$991,256 |
| Interest-bearing deposits: | | |
| Interest-bearing demand | 1,418,395 | 1,471,526 |
| Savings | 839,257 | 814,326 |
| Time | 1,112,421 | 1,056,652 |
| Total interest-bearing deposits | 3,370,073 | 3,342,504 |
| Total deposits | 4,336,976 | 4,333,760 |
| Short-term borrowings: | | |
| Federal funds purchased and securities sold under agreements to repurchase | 176,079 | 162,913 |
| Other short-term borrowings | 103,666 | 129,030 |
| Total short-term borrowings | 279,745 | 291,943 |
| Long-term debt and mandatorily redeemable securities | 85,479 | 74,308 |
| Subordinated notes | 58,764 | 58,764 |
| Accrued expenses and other liabilities | 54,628 | 54,843 |
| Total liabilities | 4,815,592 | 4,813,618 |

SHAREHOLDERS' EQUITY

| | | |
|-----------------------------------------------------------------------------------------------------------------|-------------|--------------|
| Preferred stock; no par value | | |
| Authorized 10,000,000 shares; none issued or outstanding | — | — |
| Common stock; no par value | | |
| Authorized 40,000,000 shares; issued 28,205,674 at March 31, 2017 and December 31, 2016 | 436,538 | 436,538 |
| Retained earnings | 303,009 | 290,824 |
| Cost of common stock in treasury (2,282,044 shares at March 31, 2017 and 2,329,909 shares at December 31, 2016) | (54,940 |) (56,056) |
| Accumulated other comprehensive income | 1,327 | 1,344 |
| Total shareholders' equity | 685,934 | 672,650 |
| Total liabilities and shareholders' equity | \$5,501,526 | \$ 5,486,268 |

The accompanying notes are a part of the consolidated financial statements.

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1st SOURCE CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited - Dollars in thousands, except per share amounts)

| | Three Months Ended March 31, | |
|---------------------------------------------------------------|------------------------------------|-----------|
| | 2017 | 2016 |
| Interest income: | | |
| Loans and leases | \$44,884 | \$ 42,736 |
| Investment securities, taxable | 3,514 | 3,080 |
| Investment securities, tax-exempt | 683 | 692 |
| Other | 291 | 291 |
| Total interest income | 49,372 | 46,799 |
| Interest expense: | | |
| Deposits | 3,734 | 3,771 |
| Short-term borrowings | 227 | 161 |
| Subordinated notes | 1,055 | 1,055 |
| Long-term debt and mandatorily redeemable securities | 629 | 523 |
| Total interest expense | 5,645 | 5,510 |
| Net interest income | 43,727 | 41,289 |
| Provision for loan and lease losses | 1,000 | 975 |
| Net interest income after provision for loan and lease losses | 42,727 | 40,314 |
| Noninterest income: | | |
| Trust and wealth advisory | 5,001 | 4,623 |
| Service charges on deposit accounts | 2,239 | 2,107 |
| Debit card | 2,750 | 2,599 |
| Mortgage banking | 947 | 1,046 |
| Insurance commissions | 1,767 | 1,563 |
| Equipment rental | 6,832 | 6,073 |
| Gains on investment securities available-for-sale | 1,285 | 10 |
| Other | 2,486 | 3,606 |
| Total noninterest income | 23,307 | 21,627 |
| Noninterest expense: | | |
| Salaries and employee benefits | 21,345 | 21,351 |
| Net occupancy | 2,594 | 2,501 |
| Furniture and equipment | 4,793 | 4,790 |
| Depreciation – leased equipment | 5,680 | 5,101 |
| Professional fees | 1,077 | 1,219 |
| Supplies and communication | 1,250 | 1,508 |
| FDIC and other insurance | 623 | 879 |
| Business development and marketing | 1,652 | 980 |
| Loan and lease collection and repossession | 636 | 427 |
| Other | 1,469 | 1,949 |
| Total noninterest expense | 41,119 | 40,705 |
| Income before income taxes | 24,915 | 21,236 |
| Income tax expense | 8,709 | 7,418 |
| Net income | \$16,206 | \$ 13,818 |
| Per common share: | | |
| Basic net income per common share | \$0.62 | \$ 0.53 |

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| | | |
|----------------------------------------------------|------------|-----------------------|
| Diluted net income per common share | \$0.62 | \$ 0.53 |
| Cash dividends | \$0.18 | \$ 0.18 |
| Basic weighted average common shares outstanding | 25,903,392 | 25,923,530 |
| Diluted weighted average common shares outstanding | 25,903,392 | 25,923,530 |

The accompanying notes are a part of the consolidated financial statements.

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1st SOURCE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited - Dollars in thousands)

| | Three Months Ended March 31, | |
|-----------------------------------------------------------------------|------------------------------------|-----------|
| | 2017 | 2016 |
| Net income | \$ 16,206 | \$ 13,818 |
| Other comprehensive (loss) income: | | |
| Change in unrealized appreciation of available-for-sale securities | 1,258 | 4,403 |
| Reclassification adjustment for realized gains included in net income | (1,285) | (10) |
| Income tax effect | 10 | (1,649) |
| Other comprehensive (loss) income, net of tax | (17) | 2,744 |
| Comprehensive income | \$ 16,189 | \$ 16,562 |

The accompanying notes are a part of the consolidated financial statements.

1st SOURCE CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited - Dollars in thousands, except per share amounts)

| | Preferred Stock | Common Stock | Retained Earnings | Cost of Common Stock in Treasury | Accumulated Other Comprehensive Income (Loss), Net | Total |
|-------------------------------------------------------------------------------------------------------|--------------------|-----------------|----------------------|-------------------------------------------|-------------------------------------------------------------|-----------|
| Balance at January 1, 2016 | \$ — | —\$436,538 | \$251,812 | \$(50,852) | \$ 6,555 | \$644,053 |
| Net income | — | — | 13,818 | — | — | 13,818 |
| Other comprehensive income | — | — | — | — | 2,744 | 2,744 |
| Issuance of 91,340 common shares under stock based compensation awards, including related tax effects | — | — | (111) | 2,180 | — | 2,069 |
| Cost of 269,667 shares of common stock acquired for treasury | — | — | — | (8,005) | — | (8,005) |
| Common stock cash dividend (\$0.18 per share) | — | — | (4,706) | — | — | (4,706) |
| Balance at March 31, 2016 | \$ — | —\$436,538 | \$260,813 | \$(56,677) | \$ 9,299 | \$649,973 |
| Balance at January 1, 2017 | \$ — | —\$436,538 | \$290,824 | \$(56,056) | \$ 1,344 | \$672,650 |
| Cumulative-effect adjustment | — | — | (65) | — | — | (65) |
| Balance at January 1, 2017, adjusted | — | 436,538 | 290,759 | (56,056) | 1,344 | 672,585 |
| Net income | — | — | 16,206 | — | — | 16,206 |
| Other comprehensive loss | — | — | — | — | (17) | (17) |
| Issuance of 48,765 common shares under stock based compensation awards, including related tax effects | — | — | 721 | 1,157 | — | 1,878 |
| Cost of 900 shares of common stock acquired for treasury | — | — | — | (41) | — | (41) |
| Common stock cash dividend (\$0.18 per share) | — | — | (4,677) | — | — | (4,677) |
| Balance at March 31, 2017 | \$ — | —\$436,538 | \$303,009 | \$(54,940) | \$ 1,327 | \$685,934 |

The accompanying notes are a part of the consolidated financial statements.

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1st SOURCE CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited - Dollars in thousands)

| | Three Months Ended March 31, | |
|-----------------------------------------------------------------------------------|---------------------------------|-----------|
| | 2017 | 2016 |
| Operating activities: | | |
| Net income | \$ 16,206 | \$ 13,818 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan and lease losses | 1,000 | 975 |
| Depreciation of premises and equipment | 1,380 | 1,283 |
| Depreciation of equipment owned and leased to others | 5,680 | 5,101 |
| Stock-based compensation | 694 | 784 |
| Amortization of investment securities premiums and accretion of discounts, net | 1,116 | 1,257 |
| Amortization of mortgage servicing rights | 263 | 332 |
| Deferred income taxes | (504) | 611 |
| Gains on investment securities available-for-sale | (1,285) | (10) |
| Originations of loans held for sale, net of principal collected | (12,926) | (23,007) |
| Proceeds from the sales of loans held for sale | 20,871 | 21,502 |
| Net gain on sale of loans held for sale | (505) | (669) |
| Net loss (gain) on sale of other real estate and repossessions | 94 | (140) |
| Change in interest receivable | (251) | (664) |
| Change in interest payable | (225) | 273 |
| Change in other assets | (1,398) | (1,230) |
| Change in other liabilities | 2,890 | 6,029 |
| Other | 1,177 | (517) |
| Net change in operating activities | 34,277 | 25,728 |
| Investing activities: | | |
| Proceeds from sales of investment securities available-for-sale | 1,004 | 511 |
| Proceeds from maturities and paydowns of investment securities available-for-sale | 42,617 | 44,416 |
| Purchases of investment securities available-for-sale | (30,198) | (52,003) |
| Loans sold or participated to others | 266 | — |
| Net change in loans and leases | (47,385) | (37,666) |
| Net change in equipment owned under operating leases | (14,210) | (5,142) |
| Purchases of premises and equipment | (24) | (2,298) |
| Proceeds from sales of other real estate and repossessions | 1,730 | 573 |
| Net change in investing activities | (46,200) | (51,609) |
| Financing activities: | | |
| Net change in demand deposits and savings accounts | (52,553) | 18,491 |
| Net change in time deposits | 55,769 | 67,471 |
| Net change in short-term borrowings | (12,198) | (51,315) |
| Proceeds from issuance of long-term debt | 10,000 | 10,000 |
| Payments on long-term debt | (401) | (387) |
| Acquisition of treasury stock | (41) | (8,005) |
| Cash dividends paid on common stock | (4,841) | (4,868) |
| Net change in financing activities | (4,265) | 31,387 |
| Net change in cash and cash equivalents | (16,188) | 5,506 |
| Cash and cash equivalents, beginning of year | 108,304 | 79,721 |

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| | | |
|----------------------------------------------------------------------------------------|----------|----------|
| Cash and cash equivalents, end of period | \$92,116 | \$85,227 |
| Supplemental Information: | | |
| Non-cash transactions: | | |
| Loans transferred to other real estate and repossessed assets | \$903 | \$592 |
| Common stock matching contribution to Employee Stock Ownership and Profit Sharing Plan | 1,426 | 800 |

The accompanying notes are a part of the consolidated financial statements.

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1ST SOURCE CORPORATION

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Accounting Policies

1st Source Corporation is a bank holding company headquartered in South Bend, Indiana that provides, through its subsidiaries (collectively referred to as “1st Source” or “the Company”), a broad array of financial products and services.

Basis of Presentation – The accompanying unaudited consolidated financial statements reflect all adjustments (all of which are normal and recurring in nature) which are, in the opinion of management, necessary for a fair presentation of the consolidated financial position, the results of operations, changes in comprehensive income, changes in shareholders’ equity, and cash flows for the periods presented. These unaudited consolidated financial statements have been prepared according to the rules and regulations of the Securities and Exchange Commission (SEC) and, therefore, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been omitted.

The Notes to the Consolidated Financial Statements appearing in 1st Source Corporation’s Annual Report on Form 10-K (2016 Annual Report), which include descriptions of significant accounting policies, should be read in conjunction with these interim financial statements. The Consolidated Statement of Financial Condition at December 31, 2016 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. Certain amounts in the prior period consolidated financial statements have been reclassified to conform to the current year presentation.

Use of Estimates in the Preparation of Financial Statements – Financial statements prepared in accordance with GAAP require the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

Loans and Leases – Loans are stated at the principal amount outstanding, net of unamortized deferred loan origination fees and costs and net of unearned income. Interest income is accrued as earned based on unpaid principal balances. Origination fees and direct loan and lease origination costs are deferred and the net amount amortized to interest income over the estimated life of the related loan or lease. Loan commitment fees are deferred and amortized into other income over the commitment period.

Direct financing leases are carried at the aggregate of lease payments plus estimated residual value of the leased property, net of unamortized deferred lease origination fees and costs and unearned income. Interest income on direct financing leases is recognized over the term of the lease to achieve a constant periodic rate of return on the outstanding investment.

The accrual of interest on loans and leases is discontinued when a loan or lease becomes contractually delinquent for 90 days, or when an individual analysis of a borrower’s credit worthiness indicates a credit should be placed on nonperforming status, except for residential mortgage loans and consumer loans that are well secured and in the process of collection. Residential mortgage loans are placed on nonaccrual at the time the loan is placed in foreclosure. When interest accruals are discontinued, interest credited to income in the current year is reversed and interest accrued in the prior year is charged to the reserve for loan and lease losses. However, in some cases, the Company may elect to continue the accrual of interest when the net realizable value of collateral is sufficient to cover the principal and accrued interest. When a loan or lease is classified as nonaccrual and the future collectibility of the recorded loan or lease balance is doubtful, collections on interest and principal are applied as a reduction to principal outstanding. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured, which is typically evidenced by a sustained repayment performance of at least six months.

A loan or lease is considered impaired, based on current information and events, if it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan or lease agreement. Interest on impaired loans and leases, which are not classified as nonaccrual, is recognized on the accrual basis. The Company evaluates loans and leases exceeding \$100,000 for impairment and establishes a specific reserve as a component of the reserve for loan and lease losses when it is probable all amounts

due will not be collected pursuant to the contractual terms of the loan or lease and the recorded investment in the loan or lease exceeds its fair value.

Loans and leases that have been modified and economic concessions have been granted to borrowers who have experienced financial difficulties are considered a troubled debt restructuring (TDR) and, by definition, are deemed an impaired loan. These concessions typically result from the Company's loss mitigation activities and may include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Certain TDRs are classified as nonperforming at the time of restructuring and typically are returned to performing status after considering the borrower's sustained repayment performance for a reasonable period of at least six months.

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When the Company modifies loans and leases in a TDR, it evaluates any possible impairment similar to other impaired loans based on the present value of expected future cash flows, discounted at the contractual interest rate of the original loan or lease agreement, or uses the current fair value of the collateral, less selling costs for collateral dependent loans. If the Company determines that the value of the modified loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through a reserve for loan and lease losses estimate or a charge-off to the reserve for loan and lease losses. In periods subsequent to modification, the Company evaluates all TDRs, including those that have payment defaults, for possible impairment and recognizes impairment through the reserve for loan and lease losses.

Note 2 — Recent Accounting Pronouncements

Premium Amortization: In March 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-08 “Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities.” These amendments shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The guidance is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. If an entity early adopts in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments should be applied on a modified retrospective basis, with a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The Company is assessing the impact of ASU 2017-08 on its accounting and disclosures.

Sale of Nonfinancial Assets: In February 2017, the FASB issued ASU No. 2017-05 “Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets.” The amendments clarify that a financial asset is within the scope of Subtopic 610-20 if it meets the definition of an in substance nonfinancial asset. The amendments also define the term in substance nonfinancial asset. The amendments clarify that nonfinancial assets within the scope of Subtopic 610-20 may include nonfinancial assets transferred within a legal entity to a counterparty. For example, a parent may transfer control of nonfinancial assets by transferring ownership interests in a consolidated subsidiary. A contract that includes the transfer of ownership interests in one or more consolidated subsidiaries is within the scope of Subtopic 610-20 if substantially all of the fair value of the assets that are promised to the counterparty in a contract is concentrated in nonfinancial assets. The amendments clarify that an entity should identify each distinct nonfinancial asset or in substance nonfinancial asset promised to a counterparty and derecognize each asset when a counterparty obtains control of it. The guidance is effective for public business entities for annual periods beginning after December 15, 2017 and interim periods therein. Entities may use either a full or modified approach to adopt the ASU. The Company is assessing ASU 2017-05 and does not expect it to have a material impact on its accounting and disclosures.

Simplifying the Test for Goodwill Impairment: In January 2017, the FASB issued ASU No. 2017-04 “Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment.” These amendments eliminate Step 2 from the goodwill impairment test. The amendments also eliminate the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails that qualitative test, to perform Step 2 of the goodwill impairment test. An entity still has the option to perform the qualitative assessment for a reporting unit to determine if the quantitative impairment test is necessary. The guidance is effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. ASU 2017-04 should be adopted on a prospective basis. The Company has assessed ASU 2017-04 and does not expect it to have a material impact on its accounting and disclosures.

Business Combinations: In January 2017, the FASB issued ASU No. 2017-01 “Business Combinations (Topic 805) - Clarifying the Definition of a Business.” ASU 2017-01 provides amendments to clarify the definition of a business and affect all companies and other reporting organizations that must determine whether they have acquired or sold a business. The amendments are intended to help companies and other organizations evaluate whether transactions

should be accounted for as acquisitions (or disposals) of assets or businesses. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and should be applied prospectively as of the beginning of the period of adoption. Early adoption is permitted under certain circumstances. The Company has assessed ASU 2017-01 and does not expect it to have a material impact on its accounting and disclosures.

Restricted Cash: In November 2016, the FASB issued ASU No. 2016-18 “Statement of Cash Flows (Topic 230) - Restricted Cash.” ASU 2016-18 provides amendments to cash flow statement classification and presentation to explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and should be applied using a retrospective transition method to each period presented. Early adoption is permitted, including adoption in an interim period. The Company has assessed ASU 2016-18 and does not expect a material impact on its accounting and disclosures.

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Intra-Entity Transfers of Assets Other Than Inventory: In October 2016, the FASB issued ASU No. 2016-16 “Income Taxes (Topic 740) - Intra-Entity Transfers of Assets Other Than Inventory.” The amendments in ASU 2016-16 require an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The amendments eliminate the exception for an intra-entity transfer of an asset other than inventory. The amendments do not include new disclosure requirements; however existing disclosure requirements might be applicable when accounting for the current and deferred income taxes for an intra-entity transfer of an asset other than inventory. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. The Company has assessed ASU 2016-16 and does not expect a material impact on its accounting and disclosures.

Classification of Certain Cash Receipts and Cash Payments: In August 2016, the FASB issued ASU No. 2016-15 “Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments.” ASU 2016-15 provides cash flow statement classification guidance for certain transactions including how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and should be applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company has assessed ASU 2016-15 and does not expect a material impact on its accounting and disclosures.

Measurement of Credit Losses on Financial Instruments: In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments-Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments.” The provisions of ASU 2016-13 were issued to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments that are not accounted for at fair value through net income, including loans held for investment, held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date. ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in ASU 2016-13 eliminate the probable incurred loss recognition in current GAAP and reflect an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the financial assets.

For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense. Subsequent changes in the allowance for credit losses on PCD assets are recognized through the statement of income as a credit loss expense.

Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security.

ASU 2016-13 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company has an implementation team working through the provisions of ASU 2016-13 including assessing the impact on its accounting and disclosures.

Share Based Payment Accounting: In March 2016, the FASB issued ASU No. 2016-09 “Compensation - Stock Compensation (Topic 718) - Improvements to Employee Share-Based Payment Accounting.” ASU 2016-09 requires all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. It also allows an employer to repurchase more of an employee’s shares than it can today for tax withholding purposes without triggering liability accounting and to make a policy election for forfeitures as they occur. The guidance is effective for public business entities for fiscal years beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company adopted ASU 2016-09 on January 1, 2017 on a modified retrospective method through a cumulative adjustment to retained earnings related to the policy election to account for forfeitures as

they occur. The adoption of ASU 2016-09 did not have a material impact on its accounting and disclosures.

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Leases: In February 2016, the FASB issued ASU No. 2016-02 “Leases (Topic 842).” ASU 2016-02 establishes a right of use model that requires a lessee to record a right of use asset and a lease liability for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. A lease will be treated as sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risks and rewards are conveyed without the transfer of control, the lease is treated as a financing. If the lessor doesn’t convey risks and rewards or control, an operating lease results. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years for public business entities. Entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements, with certain practical expedients available. Early adoption is permitted. The Company has an implementation team working through the provisions of ASU 2016-02 including reviewing all leases to assess the impact on its accounting and disclosures. The Company does not anticipate a significant increase in leasing activity between now and the date of adoption. It is expected that the Company will recognize discounted right of use assets and lease liabilities (estimated between \$12 and \$15 million).

Recognition and Measurement of Financial Instruments: In January 2016, the FASB issued ASU No. 2016-01 “Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 is intended to improve the recognition and measurement of financial instruments by requiring equity investments to be measured at fair value with changes in fair value recognized in net income; requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured and amortized at cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. ASU 2016-01 is effective for annual periods and interim periods within those annual periods, beginning after December 15, 2017. The amendments should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. The Company is continuing to assess the impact of ASU 2016-01 on its accounting for equity investments, fair value disclosures and other disclosure requirements.

Revenue from Contracts with Customers: In May 2014, the FASB issued ASU No. 2014-09 “Revenue from Contracts with Customers (Topic 606).” The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. On July 9, 2015, the FASB approved amendments deferring the effective date by one year. ASU 2014-09 is now effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted but not before the original public entity effective date, i.e., annual periods beginning after December 15, 2016. In March 2016, the FASB issued final amendments (ASU No. 2016-08 and ASU No. 2016-10) to clarify the implementation guidance for principal versus agent considerations, identifying performance obligations and the accounting for licenses of intellectual property. The amendments can be applied retrospectively to each prior reporting period or retrospectively with the cumulative effect of initially applying this Update recognized at the date of initial application. In May 2016, the FASB issued final amendments (ASU No. 2016-12 and ASU 2016-11) to address narrow-scope improvements to the guidance on collectibility, non-cash consideration, completed contracts at transition and to provide a practical expedient for contract modifications at transition and an accounting policy election related to the presentation of sales taxes and other similar taxes collected from customers. Additionally, the amendments included a rescission of SEC guidance because of ASU 2014-09 related to revenue and expense recognition for freight services in process,

accounting for shipping and handling fees and costs, and accounting for consideration given by a vendor to a customer. In December 2016, the FASB issued final guidance (ASU 2016-20) that allows entities not to make quantitative disclosures about performance obligations in certain cases and requires entities that use any of the new or previously existing optional exemptions to expand their qualitative disclosures. It also makes 12 additional technical corrections and improvements to the new revenue standard. These amendments are effective upon the adoption of ASU 2014-09. The Company's revenue is comprised of net interest income, which is explicitly excluded from the scope of ASU 2014-09, and noninterest income. ASU 2014-09 may require the Company to change how it recognizes certain recurring revenue streams related to noninterest income; however it is not expected to have a material impact on its accounting and disclosures. The Company continues to follow the guidance from the FASB and the Transition Resource Group for Revenue Recognition in determining the impact of ASU 2014-09 on other areas of noninterest income and expects to adopt ASU 2014-09 on January 1, 2018.

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Note 3. Investment Securities Available-For-Sale

The following table shows investment securities available-for-sale.

| (Dollars in thousands) | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---------------------------------------------------|----------------|------------------------|-------------------------|--------------|
| March 31, 2017 | | | | |
| U.S. Treasury and Federal agencies securities | \$ 417,139 | \$ 793 | \$ (3,478) |) \$ 414,454 |
| U.S. States and political subdivisions securities | 129,791 | 1,314 | (953) |) 130,152 |
| Mortgage-backed securities — Federal agencies | 249,084 | 2,086 | (2,408) |) 248,762 |
| Corporate debt securities | 36,699 | 121 | (224) |) 36,596 |
| Foreign government and other securities | 800 | 4 | — | 804 |
| Total debt securities | 833,513 | 4,318 | (7,063) |) 830,768 |
| Marketable equity securities | 1,044 | 4,956 | (86) |) 5,914 |
| Total investment securities available-for-sale | \$ 834,557 | \$ 9,274 | \$ (7,149) |) \$ 836,682 |

December 31, 2016

| | | | | |
|---------------------------------------------------|------------|-----------|------------|--------------|
| U.S. Treasury and Federal agencies securities | \$ 424,495 | \$ 809 | \$ (4,471) |) \$ 420,833 |
| U.S. States and political subdivisions securities | 133,509 | 1,036 | (1,570) |) 132,975 |
| Mortgage-backed securities — Federal agencies | 252,981 | 2,175 | (2,582) |) 252,574 |
| Corporate debt securities | 35,266 | 111 | (301) |) 35,076 |
| Foreign government and other securities | 800 | 7 | — | 807 |
| Total debt securities | 847,051 | 4,138 | (8,924) |) 842,265 |
| Marketable equity securities | 1,265 | 7,007 | (70) |) 8,202 |
| Total investment securities available-for-sale | \$ 848,316 | \$ 11,145 | \$ (8,994) |) \$ 850,467 |

At March 31, 2017 and December 31, 2016, the residential mortgage-backed securities held by the Company consisted primarily of GNMA, FNMA and FHLMC pass-through certificates which are guaranteed by those respective agencies of the United States government (Government Sponsored Enterprise, GSEs).

The following table shows the contractual maturities of investments in debt securities available-for-sale at March 31, 2017. Expected maturities will differ from contractual maturities, because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (Dollars in thousands) | Amortized Cost | Fair Value |
|------------------------------------------|----------------|------------|
| Due in one year or less | \$ 122,531 | \$ 123,025 |
| Due after one year through five years | 381,961 | 380,229 |
| Due after five years through ten years | 79,937 | 78,752 |
| Due after ten years | — | — |
| Mortgage-backed securities | 249,084 | 248,762 |
| Total debt securities available-for-sale | \$ 833,513 | \$ 830,768 |

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The following table summarizes gross unrealized losses and fair value by investment category and age.

| (Dollars in thousands) | Less than 12 Months | | 12 months or Longer | | Total | |
|---------------------------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2017 | | | | | | |
| U.S. Treasury and Federal agencies securities | \$ 259,811 | \$ (3,478) | \$ — | \$ — | \$ 259,811 | \$ (3,478) |
| U.S. States and political subdivisions securities | 47,439 | (844) | 6,211 | (109) | 53,650 | (953) |
| Mortgage-backed securities - Federal agencies | 144,658 | (2,166) | 8,891 | (242) | 153,549 | (2,408) |
| Corporate debt securities | 13,377 | (224) | — | — | 13,377 | (224) |
| Foreign government and other securities | — | — | — | — | — | — |
| Total debt securities | 465,285 | (6,712) | 15,102 | (351) | 480,387 | (7,063) |
| Marketable equity securities | 266 | (85) | 3 | (1) | 269 | (86) |
| Total investment securities available-for-sale | \$ 465,551 | \$ (6,797) | \$ 15,105 | \$ (352) | \$ 480,656 | \$ (7,149) |

December 31, 2016

| | | | | | | |
|---------------------------------------------------|------------|-------------|----------|-----------|------------|-------------|
| U.S. Treasury and Federal agencies securities | \$ 263,680 | \$ (4,471) | \$ — | \$ — | \$ 263,680 | \$ (4,471) |
| U.S. States and political subdivisions securities | 74,129 | (1,515) | 3,337 | (55) | 77,466 | (1,570) |
| Mortgage-backed securities - Federal agencies | 168,554 | (2,341) | 5,102 | (241) | 173,656 | (2,582) |
| Corporate debt securities | 13,312 | (301) | — | — | 13,312 | (301) |
| Foreign government and other securities | — | — | — | — | — | — |
| Total debt securities | 519,675 | (8,628) | 8,439 | (296) | 528,114 | (8,924) |
| Marketable equity securities | 280 | (70) | 4 | — | 284 | (70) |
| Total investment securities available-for-sale | \$ 519,955 | \$ (8,698) | \$ 8,443 | \$ (296) | \$ 528,398 | \$ (8,994) |

The initial indication of potential other-than-temporary-impairment (OTTI) for both debt and equity securities is a decline in fair value below amortized cost. Quarterly, the impaired securities are analyzed on a qualitative and quantitative basis in determining OTTI. Declines in the fair value of available-for-sale debt securities below their cost that are deemed to be other-than-temporary are reflected in earnings as realized losses to the extent the impairment is related to credit losses. The amount of impairment related to other factors is recognized in other comprehensive income. In estimating OTTI losses, the Company considers among other things, (i) the length of time and the extent to which fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) whether it is more likely than not that the Company will not have to sell any such securities before a recovery of cost.

At March 31, 2017, the Company does not have the intent to sell any of the available-for-sale securities in the table above and believes that it is more likely than not, that it will not have to sell any such securities before an anticipated recovery of cost. Primarily the unrealized losses on debt securities are due to increases in market rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover on all debt securities as they approach their maturity date or re-pricing date or if market yields for such investments decline. The Company does not believe any of the securities are impaired due to reasons of credit quality.

The following table shows the gross realized gains and losses from the securities available-for-sale portfolio, including marketable equity securities. Realized gains and losses of all securities are computed using the specific identification cost basis.

| (Dollars in thousands) | Three Months Ended March 31, | |
|------------------------|------------------------------|-------|
| | 2017 | 2016 |
| Gross realized gains | \$ 1,285 | \$ 10 |
| Gross realized losses | — | — |
| OTTI losses | — | — |

Net realized gains (losses) \$1,285 \$ 10

At March 31, 2017 and December 31, 2016, investment securities available-for-sale with carrying values of \$300.20 million and \$276.29 million, respectively, were pledged as collateral for security repurchase agreements and for other purposes.

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Note 4. Loan and Lease Financings

The Company evaluates loans and leases for credit quality at least annually but more frequently if certain circumstances occur (such as material new information which becomes available and indicates a potential change in credit risk). The Company uses two methods to assess credit risk: loan or lease credit quality grades and credit risk classifications. The purpose of the loan or lease credit quality grade is to document the degree of risk associated with individual credits as well as inform management of the degree of risk in the portfolio taken as a whole. Credit risk classifications are used to categorize loans by degree of risk and to designate individual or committee approval authorities for higher risk credits at the time of origination. Credit risk classifications include categories for: Acceptable, Marginal, Special Attention, Special Risk, Restricted by Policy, Regulated and Prohibited by Law. All loans and leases, except residential real estate and home equity loans and consumer loans, are assigned credit quality grades on a scale from 1 to 12 with grade 1 representing superior credit quality. The criteria used to assign grades to extensions of credit that exhibit potential problems or well-defined weaknesses are primarily based upon the degree of risk and the likelihood of orderly repayment, and their effect on the Company's safety and soundness. Loans or leases graded 7 or weaker are considered "special attention" credits and, as such, relationships in excess of \$100,000 are reviewed quarterly as part of management's evaluation of the appropriateness of the reserve for loan and lease losses. Grade 7 credits are defined as "watch" and contain greater than average credit risk and are monitored to limit the exposure to increased risk; grade 8 credits are "special mention" and, following regulatory guidelines, are defined as having potential weaknesses that deserve management's close attention. Credits that exhibit well-defined weaknesses and a distinct possibility of loss are considered "classified" and are graded 9 through 12 corresponding to the regulatory definitions of "substandard" (grades 9 and 10) and the more severe "doubtful" (grade 11) and "loss" (grade 12). The following table shows the credit quality grades of the recorded investment in loans and leases, segregated by class.

| (Dollars in thousands) | Credit Quality Grades | | |
|-----------------------------|-----------------------|----------|-------------|
| | 1-6 | 7-12 | Total |
| March 31, 2017 | | | |
| Commercial and agricultural | \$811,574 | \$32,183 | \$843,757 |
| Auto and light truck | 414,710 | 15,779 | 430,489 |
| Medium and heavy duty truck | 287,466 | 2,701 | 290,167 |
| Aircraft | 757,036 | 26,487 | 783,523 |
| Construction equipment | 499,272 | 13,273 | 512,545 |
| Commercial real estate | 714,699 | 8,924 | 723,623 |
| Total | \$3,484,757 | \$99,347 | \$3,584,104 |

December 31, 2016

| | | | |
|-----------------------------|-------------|----------|-------------|
| Commercial and agricultural | \$784,811 | \$27,453 | \$812,264 |
| Auto and light truck | 407,931 | 3,833 | 411,764 |
| Medium and heavy duty truck | 291,558 | 3,232 | 294,790 |
| Aircraft | 772,802 | 29,612 | 802,414 |
| Construction equipment | 486,923 | 9,002 | 495,925 |
| Commercial real estate | 707,252 | 11,918 | 719,170 |
| Total | \$3,451,277 | \$85,050 | \$3,536,327 |

For residential real estate and home equity and consumer loans, credit quality is based on the aging status of the loan and by payment activity. The following table shows the recorded investment in residential real estate and home equity and consumer loans by performing or nonperforming status. Nonperforming loans are those loans which are on nonaccrual status or are 90 days or more past due.

| (Dollars in thousands) | Performing | Nonperforming | Total |
|-----------------------------------------|------------|---------------|-----------|
| March 31, 2017 | | | |
| Residential real estate and home equity | \$ 519,948 | \$ 2,824 | \$522,772 |
| Consumer | 127,770 | 216 | 127,986 |

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| | | | |
|-----------------------------------------|------------|----------|------------|
| Total | \$ 647,718 | \$ 3,040 | \$ 650,758 |
| December 31, 2016 | | | |
| Residential real estate and home equity | \$ 518,896 | \$ 3,035 | \$ 521,931 |
| Consumer | 129,585 | 228 | 129,813 |
| Total | \$ 648,481 | \$ 3,263 | \$ 651,744 |

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The following table shows the recorded investment of loans and leases, segregated by class, with delinquency aging and nonaccrual status.

| (Dollars in thousands) | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due and Accruing | Total Accruing Loans | Nonaccrual | Total Financing Receivables |
|-----------------------------------------|--------------------|---------------------------|---------------------------|------------------------------------------------|----------------------------|------------------|-----------------------------------|
| March 31, 2017 | | | | | | | |
| Commercial and agricultural | \$841,087 | \$ 32 | \$ — | \$ — | \$841,119 | \$ 2,638 | \$843,757 |
| Auto and light truck | 429,784 | 376 | 44 | — | 430,204 | 285 | 430,489 |
| Medium and heavy duty truck | 289,282 | 612 | 273 | — | 290,167 | — | 290,167 |
| Aircraft | 771,105 | 4,096 | — | — | 775,201 | 8,322 | 783,523 |
| Construction equipment | 511,196 | 110 | — | — | 511,306 | 1,239 | 512,545 |
| Commercial real estate | 720,713 | — | — | — | 720,713 | 2,910 | 723,623 |
| Residential real estate and home equity | 519,096 | 628 | 224 | 310 | 520,258 | 2,514 | 522,772 |
| Consumer | 127,272 | 398 | 100 | 34 | 127,804 | 182 | 127,986 |
| Total | \$4,209,535 | \$ 6,252 | \$ 641 | \$ 344 | \$4,216,772 | \$ 18,090 | \$4,234,862 |
| December 31, 2016 | | | | | | | |
| Commercial and agricultural | \$808,283 | \$ — | \$ — | \$ — | \$808,283 | \$ 3,981 | \$812,264 |
| Auto and light truck | 411,300 | 298 | — | — | 411,598 | 166 | 411,764 |
| Medium and heavy duty truck | 294,790 | — | — | — | 294,790 | — | 294,790 |
| Aircraft | 791,559 | 1,429 | 3,316 | — | 796,304 | 6,110 | 802,414 |
| Construction equipment | 493,131 | 1,546 | — | — | 494,677 | 1,248 | 495,925 |
| Commercial real estate | 713,482 | 133 | — | — | 713,615 | 5,555 | 719,170 |
| Residential real estate and home equity | 517,212 | 1,310 | 374 | 394 | 519,290 | 2,641 | 521,931 |
| Consumer | 129,000 | 453 | 132 | 22 | 129,607 | 206 | 129,813 |
| Total | \$4,158,757 | \$ 5,169 | \$ 3,822 | \$ 416 | \$4,168,164 | \$ 19,907 | \$4,188,071 |

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The following table shows impaired loans and leases, segregated by class, and the corresponding reserve for impaired loan and lease losses.

| (Dollars in thousands) | Recorded Investment | Unpaid Principal Balance | Related Reserve |
|-----------------------------------------|------------------------|--------------------------------|--------------------|
| March 31, 2017 | | | |
| With no related reserve recorded: | | | |
| Commercial and agricultural | \$ 373 | \$ 373 | \$ — |
| Auto and light truck | — | — | — |
| Medium and heavy duty truck | — | — | — |
| Aircraft | 7,482 | 7,482 | — |
| Construction equipment | 605 | 605 | — |
| Commercial real estate | 623 | 623 | — |
| Residential real estate and home equity | — | — | — |
| Consumer | — | — | — |
| Total with no related reserve recorded | 9,083 | 9,083 | — |
| With a reserve recorded: | | | |
| Commercial and agricultural | 1,871 | 1,871 | 272 |
| Auto and light truck | 251 | 251 | 25 |
| Medium and heavy duty truck | — | — | — |
| Aircraft | 840 | 840 | 55 |
| Construction equipment | 557 | 557 | 27 |
| Commercial real estate | 2,168 | 2,168 | 276 |
| Residential real estate and home equity | 357 | 359 | 139 |
| Consumer | — | — | — |
| Total with a reserve recorded | 6,044 | 6,046 | 794 |
| Total impaired loans | \$ 15,127 | \$ 15,129 | \$ 794 |
| December 31, 2016 | | | |
| With no related reserve recorded: | | | |
| Commercial and agricultural | \$ 1,700 | \$ 1,700 | \$ — |
| Auto and light truck | 115 | 115 | — |
| Medium and heavy duty truck | — | — | — |
| Aircraft | 2,918 | 2,918 | — |
| Construction equipment | 605 | 605 | — |
| Commercial real estate | 2,607 | 2,607 | — |
| Residential real estate and home equity | — | — | — |
| Consumer | — | — | — |
| Total with no related reserve recorded | 7,945 | 7,945 | — |
| With a reserve recorded: | | | |
| Commercial and agricultural | 1,890 | 1,890 | 297 |
| Auto and light truck | — | — | — |
| Medium and heavy duty truck | — | — | — |
| Aircraft | 3,192 | 3,192 | 1,076 |
| Construction equipment | 562 | 562 | 35 |
| Commercial real estate | 2,765 | 2,765 | 322 |
| Residential real estate and home equity | 674 | 676 | 148 |
| Consumer | — | — | — |
| Total with a reserve recorded | 9,083 | 9,085 | 1,878 |

| | | | |
|----------------------|-----------|-----------|----------|
| Total impaired loans | \$ 17,028 | \$ 17,030 | \$ 1,878 |
|----------------------|-----------|-----------|----------|

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The following table shows average recorded investment and interest income recognized on impaired loans and leases, segregated by class.

| (Dollars in thousands) | Three Months Ended March 31, | | | |
|-----------------------------------------|-----------------------------------|--------------------|-----------------------------------|--------------------|
| | 2017 | | 2016 | |
| | Average Recorded Investment | Interest Income | Average Recorded Investment | Interest Income |
| Commercial and agricultural | \$2,704 | \$ 1 | \$3,709 | \$ 4 |
| Auto and light truck | 84 | — | — | — |
| Medium and heavy duty truck | — | — | — | — |
| Aircraft | 8,795 | — | 4,028 | — |
| Construction equipment | 1,161 | — | 880 | — |
| Commercial real estate | 3,904 | — | 8,402 | 123 |
| Residential real estate and home equity | 358 | 4 | 365 | 4 |
| Consumer | — | — | — | — |
| Total | \$17,006 | \$ 5 | \$17,384 | \$ 131 |

There were no loan and lease modifications classified as troubled debt restructurings (TDRs) during the three months ended March 31, 2017 and 2016. The classification between nonperforming and performing is determined at the time of modification. Modification programs focus on extending maturity dates or modifying payment patterns with most TDRs experiencing a combination of concessions. Modifications do not result in the contractual forgiveness of principal or interest.

There were no TDRs which had payment defaults within the twelve months following modification during the three months ended March 31, 2017 and 2016. Default occurs when a loan or lease is 90 days or more past due under the modified terms or transferred to nonaccrual.

The following table shows the recorded investment of loans and leases classified as troubled debt restructurings as of March 31, 2017 and December 31, 2016.

| (Dollars in thousands) | March 31, December 31, | |
|------------------------|------------------------|----------|
| | 2017 | 2016 |
| Performing TDRs | \$ 357 | \$ 360 |
| Nonperforming TDRs | 729 | 1,642 |
| Total TDRs | \$ 1,086 | \$ 2,002 |

Note 5. Reserve for Loan and Lease Losses

The reserve for loan and lease loss methodology has been consistently applied for several years, with enhancements instituted periodically. Reserve ratios are reviewed quarterly and revised periodically to reflect recent loss history and to incorporate current risks and trends which may not be recognized in historical data. As the historical charge-off analysis is updated, the Company reviews the look-back periods for each business loan portfolio. Furthermore, a thorough analysis of charge-offs, non-performing asset levels, special attention outstandings and delinquency is performed in order to review portfolio trends and other factors, including specific industry risks and economic conditions, which may have an impact on the reserves and reserve ratios applied to various portfolios. The Company adjusts the calculated historical based ratio as a result of the analysis of environmental factors, principally economic risk and concentration risk. Key economic factors affecting the portfolios are growth in gross domestic product, unemployment rates, housing market trends, commodity prices, inflation and global economic and political issues. Concentration risk is impacted primarily by geographic concentration in Northern Indiana and Southwestern Lower Michigan in the business banking and commercial real estate portfolios and by collateral concentration in the specialty finance portfolios and exposure to foreign markets by geographic risk.

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The reserve for loan and lease losses is maintained at a level believed to be appropriate by the Company to absorb probable losses inherent in the loan and lease portfolio. The determination of the reserve requires significant judgment reflecting the Company's best estimate of probable loan and lease losses related to specifically identified impaired loans and leases as well as probable losses in the remainder of the various loan and lease portfolios. For purposes of determining the reserve, the Company has segmented loans and leases into classes based on the associated risk within these segments. The Company has determined that eight classes exist within the loan and lease portfolio. The methodology for assessing the appropriateness of the reserve consists of several key elements, which include: specific reserves for impaired loans, formula reserves for each business lending division portfolio including percentage allocations for special attention loans and leases not deemed impaired, and reserves for pooled homogeneous loans and leases. The Company's evaluation is based upon a continuing review of these portfolios, estimates of customer performance, collateral values and dispositions, and assessments of economic and geopolitical events, all of which are subject to judgment and will change.

The following table shows the changes in the reserve for loan and lease losses, segregated by class, for the three months ended March 31, 2017 and 2016.

| (Dollars in thousands) | Commercial agricultural loans | Auto and light truck loans | Medium and heavy duty truck | Aircraft truck | Construction equipment | Commercial real estate | Residential real estate and home equity | Consumer loans | Total |
|--------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------|-------------------|---------------------------|---------------------------|-----------------------------------------------------|-------------------|-----------|
| March 31, 2017 | | | | | | | | | |
| Balance, beginning of period | \$ 14,668 | \$ 8,064 | \$ 4,740 | \$ 34,352 | \$ 8,207 | \$ 13,677 | \$ 3,550 | \$ 1,285 | \$ 88,543 |
| Charge-offs | 208 | 21 | — | 1,103 | — | 2 | 4 | 220 | 1,558 |
| Recoveries | 595 | 1,127 | — | 183 | 22 | 50 | 71 | 85 | 2,133 |
| Net charge-offs (recoveries) | (387) | (1,106) | — | 920 | (22) | (48) | (67) | 135 | (575) |
| Provision (recovery of provision) | 934 | 602 | (64) | (1,424) | 703 | 143 | (25) | 131 | 1,000 |
| Balance, end of period | \$ 15,989 | \$ 9,772 | \$ 4,676 | \$ 32,008 | \$ 8,932 | \$ 13,868 | \$ 3,592 | \$ 1,281 | \$ 90,118 |
| March 31, 2016 | | | | | | | | | |
| Balance, beginning of period | \$ 15,456 | \$ 9,269 | \$ 4,699 | \$ 32,373 | \$ 7,592 | \$ 13,762 | \$ 3,662 | \$ 1,299 | \$ 88,112 |
| Charge-offs | 200 | 3 | — | — | 92 | 1 | 54 | 214 | 564 |
| Recoveries | 91 | 62 | 8 | 138 | 78 | 305 | 4 | 87 | 773 |
| Net charge-offs (recoveries) | 109 | (59) | (8) | (138) | 14 | (304) | 50 | 127 | (209) |
| Provision (recovery of provision) | (612) | 254 | (196) | 1,729 | (116) | (231) | 31 | 116 | 975 |
| Balance, end of period | \$ 14,735 | \$ 9,582 | \$ 4,511 | \$ 34,240 | \$ 7,462 | \$ 13,835 | \$ 3,643 | \$ 1,288 | \$ 89,296 |

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The following table shows the reserve for loan and lease losses and recorded investment in loans and leases, segregated by class, separated between individually and collectively evaluated for impairment as of March 31, 2017 and December 31, 2016.

| (Dollars in thousands) | Commercial agricultural | Auto and light trucks | and Medium and heavy duty truck | Aircraft | Construction equipment | Commercial real estate | Residential real estate and home equity | Consumer loans | Total |
|-------------------------------------------------------|-------------------------|-----------------------|---------------------------------|-----------|------------------------|------------------------|-----------------------------------------|----------------|-------------|
| March 31, 2017 | | | | | | | | | |
| Reserve for loan and lease losses | | | | | | | | | |
| Ending balance, individually evaluated for impairment | \$272 | \$25 | \$— | \$55 | \$27 | \$276 | \$139 | \$— | \$794 |
| Ending balance, collectively evaluated for impairment | 15,717 | 9,747 | 4,676 | 31,953 | 8,905 | 13,592 | 3,453 | 1,281 | 89,324 |
| Total reserve for loan and lease losses | \$15,989 | \$9,772 | \$4,676 | \$32,008 | \$8,932 | \$13,868 | \$3,592 | \$1,281 | \$90,118 |
| Recorded investment in loans | | | | | | | | | |
| Ending balance, individually evaluated for impairment | \$2,244 | \$251 | \$— | \$8,322 | \$1,162 | \$2,791 | \$357 | \$— | \$15,127 |
| Ending balance, collectively evaluated for impairment | 841,513 | 430,238 | 290,167 | 775,201 | 511,383 | 720,832 | 522,415 | 127,986 | 4,219,735 |
| Total recorded investment in loans | \$843,757 | \$430,489 | \$290,167 | \$783,523 | \$512,545 | \$723,623 | \$522,772 | \$127,986 | \$4,234,862 |
| December 31, 2016 | | | | | | | | | |
| Reserve for loan and lease losses | | | | | | | | | |
| Ending balance, individually evaluated for impairment | \$297 | \$— | \$— | \$1,076 | \$35 | \$322 | \$148 | \$— | \$1,878 |
| Ending balance, collectively evaluated for impairment | 14,371 | 8,064 | 4,740 | 33,276 | 8,172 | 13,355 | 3,402 | 1,285 | 86,665 |
| Total reserve for loan and lease losses | \$14,668 | \$8,064 | \$4,740 | \$34,352 | \$8,207 | \$13,677 | \$3,550 | \$1,285 | \$88,543 |
| Recorded investment in loans | | | | | | | | | |
| Ending balance, individually evaluated for impairment | \$3,590 | \$115 | \$— | \$6,110 | \$1,167 | \$5,372 | \$674 | \$— | \$17,028 |
| Ending balance, collectively evaluated | 808,674 | 411,649 | 294,790 | 796,304 | 494,758 | 713,798 | 521,257 | 129,813 | 4,171,043 |

for impairment

| | | | | | | | | | |
|------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-------------|
| Total recorded investment in loans | \$812,264 | \$411,764 | \$294,790 | \$802,414 | \$495,925 | \$719,170 | \$521,931 | \$129,813 | \$4,188,071 |
|------------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-------------|

Note 6. Mortgage Servicing Rights

The Company recognizes the rights to service residential mortgage loans for others as separate assets, whether the servicing rights are acquired through a separate purchase or through the sale of originated loans with servicing rights retained. The Company allocates a portion of the total proceeds of a mortgage loan to servicing rights based on the relative fair value. The unpaid principal balance of residential mortgage loans serviced for third parties was \$759.12 million and \$761.85 million at March 31, 2017 and December 31, 2016, respectively.

Mortgage servicing rights (MSRs) are evaluated for impairment at each reporting date. For purposes of impairment measurement, MSRs are stratified based on the predominant risk characteristics of the underlying servicing, principally by loan type. If temporary impairment exists within a tranche, a valuation allowance is established through a charge to income equal to the amount by which the carrying value exceeds the fair value. If it is later determined all or a portion of the temporary impairment no longer exists for a particular tranche, the valuation allowance is reduced through a recovery of income.

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The following table shows changes in the carrying value of MSR's and the associated valuation allowance.

| (Dollars in thousands) | Three Months Ended March 31, | |
|------------------------------------------------------------------|------------------------------------|---------|
| | 2017 | 2016 |
| Mortgage servicing rights: | | |
| Balance at beginning of period | \$4,297 | \$4,608 |
| Additions | 247 | 205 |
| Amortization | (263) | (332) |
| Sales | — | — |
| Carrying value before valuation allowance at end of period | 4,281 | 4,481 |
| Valuation allowance: | | |
| Balance at beginning of period | — | — |
| Impairment recoveries | — | — |
| Balance at end of period | \$— | \$— |
| Net carrying value of mortgage servicing rights at end of period | \$4,281 | \$4,481 |
| Fair value of mortgage servicing rights at end of period | \$7,452 | \$6,353 |

At March 31, 2017 and 2016, the fair value of MSR's exceeded the carrying value reported in the Statements of Financial Condition by \$3.17 million and \$1.87 million, respectively. This difference represents increases in the fair value of certain MSR's that could not be recorded above cost basis.

Mortgage loan contractual servicing fees, including late fees and ancillary income, were \$0.68 million and \$0.70 million for the three months ended March 31, 2017 and 2016, respectively. Mortgage loan contractual servicing fees are included in Mortgage Banking on the Statements of Income.

Note 7. Commitments and Financial Instruments with Off-Balance-Sheet Risk

Commitments — 1st Source Bank (Bank), a subsidiary of 1st Source Corporation, has made investments directly in various tax-advantaged and other operating partnerships formed by third parties. The Bank's investments are primarily related to investments promoting affordable housing, community development and renewable energy sources. As a limited partner in these operating partnerships, we are allocated credits and deductions associated with the underlying properties. The Bank has determined that it is not the primary beneficiary of these investments because the general partners have the power to direct the activities that most significantly influence the economic performance of their respective partnerships. At March 31, 2017 and December 31, 2016, investment balances, including all legally binding commitments to fund future investments totaled \$16.96 million and \$11.14 million, respectively. In addition, the Bank had a liability for all legally binding unfunded commitments of \$9.07 million and \$4.95 million at March 31, 2017 and December 31, 2016, respectively.

Financial Instruments with Off-Balance-Sheet Risk — 1st Source and its subsidiaries are parties to financial instruments with off-balance-sheet risk in the normal course of business. These off-balance-sheet financial instruments include commitments to originate and sell loans and standby letters of credit. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Statements of Financial Condition. The following table shows financial instruments whose contract amounts represent credit risk.

| (Dollars in thousands) | March 31, December 31, | |
|------------------------------------------|------------------------|------------|
| | 2017 | 2016 |
| Amounts of commitments: | | |
| Loan commitments to extend credit | \$ 894,911 | \$ 868,267 |
| Standby letters of credit | \$ 28,060 | \$ 33,397 |
| Commercial and similar letters of credit | \$ 851 | \$ 1,704 |

The exposure to credit loss in the event of nonperformance by the other party to the financial instruments for loan commitments and standby letters of credit is represented by the dollar amount of those instruments. The Company uses the same credit policies and collateral requirements in making commitments and conditional obligations as it

does for on-balance-sheet instruments.

The Bank grants mortgage loan commitments to borrowers, subject to normal loan underwriting standards. The interest rate risk associated with these loan commitments is managed by entering into contracts for future deliveries of loans. Loan commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

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The Bank issues standby letters of credit which are conditional commitments that guarantee the performance of a client to a third party. The credit risk involved in and collateral obtained when issuing standby letters of credit is essentially the same as that involved in extending loan commitments to clients. Standby letters of credit generally have terms ranging from six months to one year.

Commercial letters of credit are issued specifically to facilitate commerce and typically result in the commitment being drawn on when the underlying transaction is consummated between the customer and the third party.

Commercial letters of credit generally have terms ranging from three months to six months.

Note 8. Derivative Financial Instruments

Commitments to originate residential mortgage loans held for sale and forward commitments to sell residential mortgage loans are considered derivative instruments. See Note 7 for further information.

The Company has certain interest rate derivative positions that are not designated as hedging instruments. Derivative assets and liabilities are recorded at fair value on the balance sheet and do take into account the effects of master netting agreements. Master netting agreements allow the Company to settle all derivative contracts held with a single counterparty on a net basis, and to offset net derivative positions with related collateral, where applicable. These derivative positions relate to transactions in which the Company enters into an interest rate swap with a client while at the same time entering into an offsetting interest rate swap with another financial institution. In connection with each transaction, the Company agrees to pay interest to the client on a notional amount at a variable interest rate and receive interest from the client on the same notional amount at a fixed interest rate. At the same time, the Company agrees to pay another financial institution the same fixed interest rate on the same notional amount and receive the same variable interest rate on the same notional amount. The transaction allows the client to effectively convert a variable rate loan to a fixed rate. Because the terms of the swaps with the customers and the other financial institutions offset each other, with the only difference being counterparty credit risk, changes in the fair value of the underlying derivative contracts are not materially different and do not significantly impact the Company's results of operations. The following table shows the amounts of non-hedging derivative financial instruments.

| (Dollars in thousands) | Notional or contractual amount | Asset derivatives | | Liability derivatives | | Fair value |
|-----------------------------------|--------------------------------|-------------------------------------------------|------------|-------------------------------------------------|------------|------------|
| | | Statement of Financial Condition classification | Fair value | Statement of Financial Condition classification | Fair value | |
| March 31, 2017 | | | | | | |
| Interest rate swap contracts | \$ 558,869 | Other assets | \$5,521 | Other liabilities | | \$5,623 |
| Loan commitments | 14,236 | Mortgages held for sale | 98 | N/A | | — |
| Forward contracts - mortgage loan | 20,029 | N/A | — | Mortgages held for sale | | 90 |
| Total | \$ 593,134 | | \$5,619 | | | \$5,713 |
| December 31, 2016 | | | | | | |
| Interest rate swap contracts | \$ 570,004 | Other assets | \$6,621 | Other liabilities | | \$6,743 |
| Loan commitments | 5,527 | Mortgages held for sale | 43 | N/A | | — |
| Forward contracts - mortgage loan | 16,525 | Mortgages held for sale | 222 | N/A | | — |
| Total | \$ 592,056 | | \$6,886 | | | \$6,743 |

The following table shows the amounts included in the Statements of Income for non-hedging derivative financial instruments.

| (Dollars in thousands) | Statement of Income classification | Gain (loss) | |
|------------------------------|------------------------------------|-----------------------------------|-----------------------------------|
| | | Three Months Ended March 31, 2017 | Three Months Ended March 31, 2016 |
| Interest rate swap contracts | Other expense | \$20 | \$(93) |

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| | | | |
|-----------------------------------|------------------|---------|--------|
| Interest rate swap contracts | Other income | 119 | 204 |
| Loan commitments | Mortgage banking | 55 | 48 |
| Forward contracts - mortgage loan | Mortgage banking | (312) | (145) |
| Total | | \$(118) | \$14 |

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The following table shows the offsetting of financial assets and derivative assets.

| (Dollars in thousands) | Gross Amounts of Recognized Assets | Gross Amounts Offset in the Statement of Financial Condition | Net Amounts of Assets Presented in the Statement of Financial Condition | Gross Amounts Not Offset in the Statement of Financial Condition | | |
|------------------------|------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------|--------------------------|------------|
| | | | | Financial Instruments | Cash Collateral Received | Net Amount |
| March 31, 2017 | | | | | | |
| Interest rate swaps | \$ 5,557 | \$ 36 | \$ 5,521 | \$ — | \$ — | —\$ 5,521 |
| December 31, 2016 | | | | | | |
| Interest rate swaps | \$ 6,681 | \$ 60 | \$ 6,621 | \$ — | \$ — | —\$ 6,621 |

The following table shows the offsetting of financial liabilities and derivative liabilities.

| (Dollars in thousands) | Gross Amounts of Recognized Liabilities | Gross Amounts Offset in the Statement of Financial Condition | Net Amounts of Liabilities Presented in the Statement of Financial Condition | Gross Amounts Not Offset in the Statement of Financial Condition | | |
|------------------------|-----------------------------------------|--------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------|------------|
| | | | | Financial Instruments | Cash Collateral Pledged | Net Amount |
| March 31, 2017 | | | | | | |
| Interest rate swaps | \$ 5,659 | \$ 36 | \$ 5,623 | \$ — | \$ 3,507 | \$ 2,116 |
| Repurchase agreements | 176,079 | — | 176,079 | 176,079 | — | — |
| Total | \$ 181,738 | \$ 36 | \$ 181,702 | \$ 176,079 | \$ 3,507 | \$ 2,116 |
| December 31, 2016 | | | | | | |
| Interest rate swaps | \$ 6,803 | \$ 60 | \$ 6,743 | \$ — | \$ 3,794 | \$ 2,949 |
| Repurchase agreements | 162,913 | — | 162,913 | 162,913 | — | — |
| Total | \$ 169,716 | \$ 60 | \$ 169,656 | \$ 162,913 | \$ 3,794 | \$ 2,949 |

If a default in performance of any obligation of a repurchase agreement occurs, each party will set-off property held in respect of transactions against obligations owing in respect of any other transactions. At March 31, 2017 and December 31, 2016, repurchase agreements had a remaining contractual maturity of \$174.42 million and \$160.38 million in overnight, \$1.25 million and \$2.23 million in up to 30 days, \$0.10 million and \$0.00 million in 30 to 90 days, and \$0.30 million and \$0.30 million in greater than 90 days, respectively and were collateralized by U.S. Treasury and Federal agencies securities.

Note 9. Earnings Per Share

Earnings per common share is computed using the two-class method. Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the applicable period, excluding outstanding participating securities. Participating securities include non-vested restricted stock awards. Non-vested restricted stock awards are considered participating securities to the extent the holders of these securities receive non-forfeitable dividends at the same rate as holders of common stock. Diluted earnings per common share is computed using the weighted-average number of shares determined for the basic earnings per common share computation plus the dilutive effect of stock compensation using the treasury stock method.

Stock options, where the exercise price was greater than the average market price of the common shares, were excluded from the computation of diluted earnings per common share because the result would have been antidilutive. There were no stock options outstanding as of March 31, 2017 and 2016.

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The following table presents a reconciliation of the number of shares used in the calculation of basic and diluted earnings per common share.

| | Three Months Ended | |
|---------------------------------------------------------------------------|-----------------------|------------|
| | March 31, | |
| (Dollars in thousands - except per share amounts) | 2017 | 2016 |
| Distributed earnings allocated to common stock | \$4,663 | \$ 4,686 |
| Undistributed earnings allocated to common stock | 11,422 | 9,017 |
| Net earnings allocated to common stock | 16,085 | 13,703 |
| Net earnings allocated to participating securities | 121 | 115 |
| Net income allocated to common stock and participating securities | \$16,206 | \$ 13,818 |
| Weighted average shares outstanding for basic earnings per common share | 25,903,392 | 25,923,530 |
| Dilutive effect of stock compensation | — | — |
| Weighted average shares outstanding for diluted earnings per common share | 25,903,392 | 25,923,530 |
| Basic earnings per common share | \$0.62 | \$ 0.53 |
| Diluted earnings per common share | \$0.62 | \$ 0.53 |

Note 10. Stock Based Compensation

As of March 31, 2017, the Company had four active stock-based employee compensation plans, which are more fully described in Note 16 of the Consolidated Financial Statements in 1st Source's Annual Report on Form 10-K for the year ended December 31, 2016. These plans include three executive stock award plans, the Executive Incentive Plan, the Restricted Stock Award Plan, the Strategic Deployment Incentive Plan; and the Employee Stock Purchase Plan. The 2011 Stock Option Plan was approved by the shareholders on April 21, 2011 but the Company had not made any grants through March 31, 2017.

Stock-based compensation expense for all stock-based compensation awards granted is based on the grant-date fair value. For all awards except stock option awards, the grant date fair value is either the fair market value per share or book value per share (corresponding to the type of stock awarded) as of the grant date. For stock option awards, the grant date fair value is estimated using the Black-Scholes option pricing model. For all awards the Company recognizes these compensation costs on a straight-line basis over the requisite service period of the award, for which the Company uses the related vesting term.

The stock based compensation expense recognized in the Statements of Income for the three months ended March 31, 2016 was based on awards ultimately expected to vest, and accordingly had been adjusted by the amount of forfeitures. The Company adopted Accounting Standards Update No. 2016-09, on January 1, 2017, that allows for forfeitures to be recorded as they occur. The adoption of this standard required an immaterial cumulative effect adjustment to retained earnings as prior to January 1, 2017 forfeitures had been estimated based partially on historical experience.

Total fair value of options vested and expensed was zero for the three months ended March 31, 2017 and 2016. As of March 31, 2017 and 2016 there were no outstanding stock options. There were no stock options exercised during the three months ended March 31, 2017 and 2016. All shares issued in connection with stock option exercises are issued from available treasury stock.

As of March 31, 2017, there was \$7.61 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements. That cost is expected to be recognized over a weighted-average period of 3.63 years.

Note 11. Accumulated Other Comprehensive Income

The following table presents reclassifications out of accumulated other comprehensive income related to unrealized gains and losses on available-for-sale securities.

Affected Line Item in the Statements of Income

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| | Three Months Ended March 31, | | |
|---------------------------------------|------------------------------------|------|---------------------------------------------------|
| (Dollars in thousands) | 2017 | 2016 | |
| Realized gains included in net income | \$1,285 | \$10 | Gains on investment securities available-for-sale |
| | 1,285 | 10 | Income before income taxes |
| Tax effect | (482) | (4) | Income tax expense |
| Net of tax | \$803 | \$6 | Net income |

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Note 12. Income Taxes

The total amount of unrecognized tax benefits that would affect the effective tax rate if recognized was \$0.55 million at March 31, 2017 and \$0.50 million at December 31, 2016. Interest and penalties are recognized through the income tax provision. For the three months ended March 31, 2017 and 2016, the Company recognized no interest or penalties. There was \$0.04 million in accrued interest and penalties at March 31, 2017 and December 31, 2016, respectively. Tax years that remain open and subject to audit include the federal 2013-2016 years and the Indiana 2013-2016 years. The Company does not anticipate a significant change in the amount of uncertain tax positions within the next 12 months.

Note 13. Fair Value Measurements

The Company records certain assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are also utilized to determine the initial value of certain assets and liabilities, to perform impairment assessments, and for disclosure purposes. The Company uses quoted market prices and observable inputs to the maximum extent possible when measuring fair value. In the absence of quoted market prices, various valuation techniques are utilized to measure fair value. When possible, observable market data for identical or similar financial instruments is used in the valuation. When market data is not available, fair value is determined using valuation models that incorporate management's estimates of the assumptions a market participant would use in pricing the asset or liability.

Fair value measurements are classified within one of three levels based on the observability of the inputs used to determine fair value, as follows:

Level 1 — The valuation is based on quoted prices in active markets for identical instruments.

Level 2 — The valuation is based on observable inputs such as quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 — The valuation is based on unobservable inputs that are supported by minimal or no market activity and that are significant to the fair value of the instrument. Level 3 valuations are typically performed using pricing models, discounted cash flow methodologies, or similar techniques that incorporate management's own estimates of assumptions that market participants would use in pricing the instrument, or valuations that require significant management judgment or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The Company elected fair value accounting for mortgages held for sale. The Company believes the election for mortgages held for sale (which are economically hedged with free standing derivatives) will reduce certain timing differences and better match changes in the value of these assets with changes in the value of derivatives used as economic hedges for these assets. At March 31, 2017 and December 31, 2016, all mortgages held for sale were carried at fair value.

The following table shows the differences between the fair value carrying amount of mortgages held for sale measured at fair value and the aggregate unpaid principal amount the Company is contractually entitled to receive at maturity.

| (Dollars in thousands) | Fair value carrying amount | Aggregate unpaid principal | Excess of fair value carrying amount over (under) unpaid principal | |
|------------------------------------------------|----------------------------|----------------------------|--------------------------------------------------------------------|-----|
| March 31, 2017 | | | | |
| Mortgages held for sale reported at fair value | \$ 8,409 | \$ 8,354 | \$ 55 | (1) |
| December 31, 2016 | | | | |
| Mortgages held for sale reported at fair value | \$ 15,849 | \$ 15,809 | \$ 40 | (1) |

The excess of fair value carrying amount over (under) unpaid principal is included in mortgage banking income (1) and includes changes in fair value at and subsequent to funding and gains and losses on the related loan commitment prior to funding.

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Financial Instruments on Recurring Basis:

The following is a description of the valuation methodologies used for financial instruments measured at fair value on a recurring basis:

Investment securities available for sale are valued primarily by a third party pricing agent. Prices supplied by the independent pricing agent, as well as their pricing methodologies and assumptions, are reviewed by the Company for reasonableness and to ensure such prices are aligned with market levels. In general, the Company's investment securities do not possess a complex structure that could introduce greater valuation risk. The portfolio mainly consists of traditional investments including U.S. Treasury and Federal agencies securities, federal agency mortgage pass-through securities, and general obligation and revenue municipal bonds. Pricing for such instruments is fairly generic and is easily obtained. On a quarterly basis, prices supplied by the pricing agent are validated by comparison to prices obtained from other third party sources for a material portion of the portfolio.

The valuation policy and procedures for Level 3 fair value measurements of available for sale debt securities are decided through collaboration between management of the Corporate Accounting and Funds Management departments. The changes in fair value measurement for Level 3 securities are analyzed on a periodic basis under a collaborative framework with the aforementioned departments. The methodology and variables used for input are derived from the combination of observable and unobservable inputs. The unobservable inputs are determined through internal assumptions that may vary from period to period due to external factors, such as market movement and credit rating adjustments.

Both the market and income valuation approaches are implemented using the following types of inputs:

U.S. treasuries are priced using the market approach and utilizing live data feeds from active market exchanges for identical securities.

Government-sponsored agency debt securities and corporate bonds are primarily priced using available market information through processes such as benchmark curves, market valuations of like securities, sector groupings and matrix pricing.

Other government-sponsored agency securities, mortgage-backed securities and some of the actively traded REMICs and CMOs, are primarily priced using available market information including benchmark yields, prepayment speeds, spreads and volatility of similar securities.

Inactively traded government-sponsored agency securities are primarily priced using consensus pricing and dealer quotes.

State and political subdivisions are largely grouped by characteristics, i.e., geographical data and source of revenue in trade dissemination systems. Since some securities are not traded daily and due to other grouping limitations, active market quotes are often obtained using benchmarking for like securities. Local direct placement municipal securities, with very little market activity, are priced using an appropriate market yield curve, which includes a credit spread assumption.

Marketable equity (common) securities are primarily priced using the market approach and utilizing live data feeds from active market exchanges for identical securities.

Mortgages held for sale and the related loan commitments and forward contracts (hedges) are valued using a market value approach and utilizing an appropriate current market yield and a loan commitment closing rate based on historical analysis.

Interest rate swap positions, both assets and liabilities, are valued by a third party pricing agent using an income approach and utilizing models that use as their basis readily observable market parameters. This valuation process considers various factors including interest rate yield curves, time value and volatility factors. Validation of third party agent valuations is accomplished by comparing those values to the Company's swap counterparty valuations.

Management believes an adjustment is required to "mid-market" valuations for derivatives tied to its performing loan portfolio to recognize the imprecision and related exposure inherent in the process of estimating expected credit losses as well as velocity of deterioration evident with systemic risks embedded in these portfolios.

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The following table shows the balance of assets and liabilities measured at fair value on a recurring basis.

| (Dollars in thousands) | Level 1 | Level 2 | Level 3 | Total |
|------------------------------------------------------------------------|----------|-----------|---------|-----------|
| March 31, 2017 | | | | |
| Assets: | | | | |
| Investment securities available-for-sale: | | | | |
| U.S. Treasury and Federal agencies securities | \$20,211 | \$394,243 | \$— | \$414,454 |
| U.S. States and political subdivisions securities | — | 128,134 | 2,018 | 130,152 |
| Mortgage-backed securities — Federal agencies | — | 248,762 | — | 248,762 |
| Corporate debt securities | — | 36,596 | — | 36,596 |
| Foreign government and other securities | — | — | 804 | 804 |
| Total debt securities | 20,211 | 807,735 | 2,822 | 830,768 |
| Marketable equity securities | 5,914 | — | — | 5,914 |
| Total investment securities available-for-sale | 26,125 | 807,735 | 2,822 | 836,682 |
| Mortgages held for sale | — | 8,409 | — | 8,409 |
| Accrued income and other assets (interest rate swap agreements) | — | 5,521 | — | 5,521 |
| Total | \$26,125 | \$821,665 | \$2,822 | \$850,612 |
| Liabilities: | | | | |
| Accrued expenses and other liabilities (interest rate swap agreements) | \$— | \$5,623 | \$— | \$5,623 |
| Total | \$— | \$5,623 | \$— | \$5,623 |
| December 31, 2016 | | | | |
| Assets: | | | | |
| Investment securities available-for-sale: | | | | |
| U.S. Treasury and Federal agencies securities | \$20,164 | \$400,669 | \$— | \$420,833 |
| U.S. States and political subdivisions securities | — | 130,276 | 2,699 | 132,975 |
| Mortgage-backed securities — Federal agencies | — | 252,574 | — | 252,574 |
| Corporate debt securities | — | 35,076 | — | 35,076 |
| Foreign government and other securities | — | — | 807 | 807 |
| Total debt securities | 20,164 | 818,595 | 3,506 | 842,265 |
| Marketable equity securities | 8,202 | — | — | 8,202 |
| Total investment securities available-for-sale | 28,366 | 818,595 | 3,506 | 850,467 |
| Mortgages held for sale | — | 15,849 | — | 15,849 |
| Accrued income and other assets (interest rate swap agreements) | — | 6,621 | — | 6,621 |
| Total | \$28,366 | \$841,065 | \$3,506 | \$872,937 |
| Liabilities: | | | | |
| Accrued expenses and other liabilities (interest rate swap agreements) | \$— | \$6,743 | \$— | \$6,743 |
| Total | \$— | \$6,743 | \$— | \$6,743 |

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The following table shows changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the quarter ended March 31, 2017 and 2016.

| (Dollars in thousands) | U.S. States and political subdivisions securities | Foreign government and other securities | Investment securities available-for-sale |
|----------------------------------------------|---------------------------------------------------|-----------------------------------------|------------------------------------------|
| Beginning balance January 1, 2017 | \$ 2,699 | \$ 807 | \$ 3,506 |
| Total gains or losses (realized/unrealized): | | | |
| Included in earnings | — | — | — |
| Included in other comprehensive income | 19 | (3) | 16 |
| Purchases | — | — | — |
| Issuances | — | — | — |
| Sales | — | — | — |
| Settlements | — | — | — |
| Maturities | (700) | — | (700) |
| Transfers into Level 3 | — | — | — |
| Transfers out of Level 3 | — | — | — |
| Ending balance March 31, 2017 | \$ 2,018 | \$ 804 | \$ 2,822 |
| Beginning balance January 1, 2016 | \$ 4,528 | \$ 809 | \$ 5,337 |
| Total gains or losses (realized/unrealized): | | | |
| Included in earnings | — | — | — |
| Included in other comprehensive income | 35 | — | 35 |
| Purchases | 1,100 | — | 1,100 |
| Issuances | — | — | — |
| Sales | — | — | — |
| Settlements | — | — | — |
| Maturities | (853) | — | (853) |
| Transfers into Level 3 | — | — | — |
| Transfers out of Level 3 | — | — | — |
| Ending balance March 31, 2016 | \$ 4,810 | \$ 809 | \$ 5,619 |

There were no gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets and liabilities still held at March 31, 2017 or 2016. No transfers between levels occurred during the three months ended March 31, 2017 or 2016.

The following table shows the valuation methodology and unobservable inputs for Level 3 assets and liabilities measured at fair value on a recurring basis.

| (Dollars in thousands) | Fair Value | Valuation Methodology | Unobservable Inputs | Range of Inputs |
|------------------------------------------|------------|-----------------------|--------------------------|-----------------|
| March 31, 2017 | | | | |
| Investment securities available-for sale | | | | |
| Direct placement municipal securities | \$ 2,018 | Discounted cash flows | Credit spread assumption | 2.25% - 2.66% |
| Foreign government | \$ 804 | Discounted cash flows | Market yield assumption | 0.12% - 1.04% |
| December 31, 2016 | | | | |
| Investment securities available-for sale | | | | |
| Direct placement municipal securities | \$ 2,699 | Discounted cash flows | Credit spread assumption | 0.92% - 3.17% |

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Financial Instruments on Non-recurring Basis:

The Company may be required, from time to time, to measure certain other financial assets at fair value on a non-recurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower of cost or market accounting or impairment charges of individual assets.

The Credit Policy Committee (CPC), a management committee, is responsible for overseeing the valuation processes and procedures for Level 3 measurements of impaired loans, other real estate and repossessions. The CPC reviews these assets on a quarterly basis to determine the accuracy of the observable inputs, generally third party appraisals, auction values, values derived from trade publications and data submitted by the borrower, and the appropriateness of the unobservable inputs, generally discounts due to current market conditions and collection issues. The CPC establishes discounts based on asset type and valuation source; deviations from the standard are documented. The discounts are reviewed periodically, annually at a minimum, to determine they remain appropriate. Consideration is given to current trends in market values for the asset categories and gains and losses on sales of similar assets. The Loan and Funds Management Committee of the Board of Directors is responsible for overseeing the CPC.

Discounts vary depending on the nature of the assets and the source of value. Aircraft are generally valued using quarterly trade publications adjusted for engine time, condition, maintenance programs, discounted by 10%. Likewise, autos are valued using current auction values, discounted by 10%; medium and heavy duty trucks are valued using trade publications and auction values, discounted by 15%. Construction equipment is generally valued using trade publications and auction values, discounted by 20%. Real estate is valued based on appraisals or evaluations, discounted by 20% with higher discounts for property in poor condition or property with characteristics which may make it more difficult to market. Commercial loans subject to borrowing base certificates are generally discounted by 20% for receivables and 40% - 75% for inventory with higher discounts when monthly borrowing base certificates are not required or received.

Impaired loans and related write-downs are based on the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are reviewed quarterly and estimated using customized discounting criteria, appraisals and dealer and trade magazine quotes which are used in a market valuation approach. In accordance with fair value measurements, only impaired loans for which a reserve for loan loss has been established based on the fair value of collateral require classification in the fair value hierarchy. As a result, only a portion of the Company's impaired loans are classified in the fair value hierarchy.

Partnership investments and the adjustments to fair value primarily result from application of lower of cost or fair value accounting. The partnership investments are priced using financial statements provided by the partnerships. Quantitative unobservable inputs are not reasonably available for reporting purposes.

The Company has established MSR valuation policies and procedures based on industry standards and to ensure valuation methodologies are consistent and verifiable. MSRs and related adjustments to fair value result from application of lower of cost or fair value accounting. For purposes of impairment, MSRs are stratified based on the predominant risk characteristics of the underlying servicing, principally by loan type. The fair value of each tranche of the servicing portfolio is estimated by calculating the present value of estimated future net servicing cash flows, taking into consideration actual and expected mortgage loan prepayment rates, discount rates, servicing costs, and other economic factors. Prepayment rates and discount rates are derived through a third party pricing agent. Changes in the most significant inputs, including prepayment rates and discount rates, are compared to the changes in the fair value measurements and appropriate resolution is made. A fair value analysis is also obtained from an independent third party agent and compared to the internal valuation for reasonableness. MSRs do not trade in an active, open market with readily observable prices and though sales of MSRs do occur, precise terms and conditions typically are not readily available and the characteristics of the Company's servicing portfolio may differ from those of any servicing portfolios that do trade.

Other real estate is based on the lower of cost or fair value of the underlying collateral less expected selling costs. Collateral values are estimated primarily using appraisals and reflect a market value approach. Fair values are reviewed quarterly and new appraisals are obtained annually. Repossessions are similarly valued.

For assets measured at fair value on a nonrecurring basis the following represents impairment charges (recoveries) recognized on these assets during the quarter ended March 31, 2017: impaired loans - \$1.22 million; partnership

investments - \$0.00 million; mortgage servicing rights - \$0.00 million; repossessions - \$0.07 million; and other real estate - \$0.05 million.

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The following table shows the carrying value of assets measured at fair value on a non-recurring basis.

| (Dollars in thousands) | Level 1 | Level 2 | Level 3 | Total |
|-------------------------------------------------------------|---------|---------|-----------|----------|
| March 31, 2017 | | | | |
| Impaired loans - collateral based | \$ — | —\$ | —\$3,628 | \$3,628 |
| Accrued income and other assets (partnership investments) | — | — | 1,032 | 1,032 |
| Accrued income and other assets (mortgage servicing rights) | — | — | 4,281 | 4,281 |
| Accrued income and other assets (repossessions) | — | — | 8,121 | 8,121 |
| Accrued income and other assets (other real estate) | — | — | 916 | 916 |
| Total | \$ — | —\$ | —\$17,978 | \$17,978 |

December 31, 2016

| | | | | |
|-------------------------------------------------------------|------|-----|-----------|----------|
| Impaired loans - collateral based | \$ — | —\$ | —\$6,280 | \$6,280 |
| Accrued income and other assets (partnership investments) | — | — | 1,032 | 1,032 |
| Accrued income and other assets (mortgage servicing rights) | — | — | 4,297 | 4,297 |
| Accrued income and other assets (repossessions) | — | — | 9,373 | 9,373 |
| Accrued income and other assets (other real estate) | — | — | 704 | 704 |
| Total | \$ — | —\$ | —\$21,686 | \$21,686 |

The following table below shows the valuation methodology and unobservable inputs for Level 3 assets and liabilities measured at fair value on a non-recurring basis.

(Dollars in thousands) Carrying Value Fair Value Valuation Methodology Unobservable Inputs Range of Inputs

| March 31, 2017 | Carrying Value | Fair Value | Valuation Methodology | Unobservable Inputs | Range of Inputs |
|---------------------------|----------------|------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------|
| Impaired loans | \$ 3,628 | \$ 3,628 | Collateral based measurements including appraisals, trade publications, and auction values | Discount for lack of marketability and current conditions | 10% - 30% |
| Mortgage servicing rights | 4,281 | 7,452 | Discounted cash flows | Constant prepayment rate (CPR) Discount rate | 8.0% - 14.5% 9.8% - 12.6% |
| Repossessions | 8,121 | 8,145 | Appraisals, trade publications and auction values | Discount for lack of marketability | 0% - 3% |
| Other real estate | 916 | 939 | Appraisals | Discount for lack of marketability | 0% - 22% |
| December 31, 2016 | | | | | |
| Impaired loans | \$ 6,280 | \$ 6,280 | Collateral based measurements including appraisals, trade publications, and auction values | Discount for lack of marketability and current conditions | 0% - 100% |
| Mortgage servicing rights | 4,297 | 7,484 | Discounted cash flows | Constant prepayment rate (CPR) Discount rate | 8.6% - 15.0% 9.6% - 12.5% |
| Repossessions | 9,373 | 9,452 | Appraisals, trade publications and auction values | Discount for lack of marketability | 0% - 4% |

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| | | | | | |
|-------------------|-----|-----|------------|---------------------------------------|----------|
| Other real estate | 704 | 752 | Appraisals | Discount for lack of marketability | 0% - 16% |
|-------------------|-----|-----|------------|---------------------------------------|----------|

GAAP requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring or non-recurring basis.

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The following table shows the fair values of the Company's financial instruments.

| (Dollars in thousands) | Carrying or Contract Value | Fair Value | Level 1 | Level 2 | Level 3 |
|-------------------------------------------------------------------|-------------------------------|-------------|-------------|-------------|-----------|
| March 31, 2017 | | | | | |
| Assets: | | | | | |
| Cash and due from banks | \$ 58,429 | \$58,429 | \$58,429 | \$— | \$ — |
| Federal funds sold and interest bearing deposits with other banks | 33,687 | 33,687 | 33,687 | — | — |
| Investment securities, available-for-sale | 836,682 | 836,682 | 26,125 | 807,735 | 2,822 |
| Other investments | 22,458 | 22,458 | 22,458 | — | — |
| Mortgages held for sale | 8,409 | 8,409 | — | 8,409 | — |
| Loans and leases, net of reserve for loan and lease losses | 4,144,744 | 4,138,936 | — | — | 4,138,936 |
| Mortgage servicing rights | 4,281 | 7,452 | — | — | 7,452 |
| Interest rate swaps | 5,521 | 5,521 | — | 5,521 | — |
| Liabilities: | | | | | |
| Deposits | \$ 4,336,976 | \$4,335,190 | \$3,224,555 | \$1,110,635 | \$ — |
| Short-term borrowings | 279,745 | 279,745 | 176,760 | 102,985 | — |
| Long-term debt and mandatorily redeemable securities | 85,749 | 83,714 | — | 83,714 | — |
| Subordinated notes | 58,764 | 52,772 | — | 52,772 | — |
| Interest rate swaps | 5,623 | 5,623 | — | 5,623 | — |
| Off-balance-sheet instruments * | — | 275 | — | 275 | — |
| December 31, 2016 | | | | | |
| Assets: | | | | | |
| Cash and due from banks | \$ 58,578 | \$58,578 | \$58,578 | \$— | \$ — |
| Federal funds sold and interest bearing deposits with other banks | 49,726 | 49,726 | 49,726 | — | — |
| Investment securities, available-for-sale | 850,467 | 850,467 | 28,366 | 818,595 | 3,506 |
| Other investments | 22,458 | 22,458 | 22,458 | — | — |
| Mortgages held for sale | 15,849 | 15,849 | — | 15,849 | — |
| Loans and leases, net of reserve for loan and lease losses | 4,099,528 | 4,107,079 | — | — | 4,107,079 |
| Mortgage servicing rights | 4,297 | 7,484 | — | — | 7,484 |
| Interest rate swaps | 6,621 | 6,621 | — | 6,621 | — |
| Liabilities: | | | | | |
| Deposits | \$ 4,333,760 | \$4,332,744 | \$3,277,108 | \$1,055,636 | \$ — |
| Short-term borrowings | 291,943 | 291,943 | 163,652 | 128,291 | — |
| Long-term debt and mandatorily redeemable securities | 74,308 | 73,149 | — | 73,149 | — |
| Subordinated notes | 58,764 | 51,031 | — | 51,031 | — |
| Interest rate swaps | 6,743 | 6,743 | — | 6,743 | — |
| Off-balance-sheet instruments * | — | 382 | — | 382 | — |

* Represents estimated cash outflows required to currently settle the obligations at current market rates.

The methodologies for estimating fair value of financial assets and financial liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. The estimated fair value approximates carrying value for cash and due from banks, federal funds sold and interest bearing deposits with other banks and other investments. The methodologies for other financial assets and financial liabilities are discussed below:

Loans and Leases — For variable rate loans and leases that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values of other loans and leases are estimated using discounted cash flow analyses which use interest rates currently being offered for loans and leases with similar terms to borrowers of similar credit quality.

Deposits — The fair values for all deposits other than time deposits are equal to the amounts payable on demand (the carrying value). Fair values of variable rate time deposits are equal to their carrying values. Fair values for fixed rate time deposits are estimated using discounted cash flow analyses using interest rates currently being offered for deposits with similar remaining maturities.

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Short-Term Borrowings — The carrying values of Federal funds purchased, securities sold under repurchase agreements, and other short-term borrowings, including the liability related to mortgage loans available for repurchase under GNMA optional repurchase programs, approximate their fair values.

Long-Term Debt and Mandatorily Redeemable Securities — The fair values of long-term debt are estimated using discounted cash flow analyses, based on the current estimated incremental borrowing rates for similar types of borrowing arrangements. The carrying values of mandatorily redeemable securities are based on the current estimated cost of redeeming these securities which approximate their fair values.

Subordinated Notes — Fair values are estimated based on calculated market prices of comparable securities.

Off-Balance-Sheet Instruments — Contract and fair values for certain off-balance-sheet financial instruments (guarantees) are estimated based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

Limitations — Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instruments. Because no market exists for a significant portion of the financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other such factors.

These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. These estimates are subjective in nature and require considerable judgment to interpret market data. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange, nor are they intended to represent the fair value of the Company as a whole. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. The fair value estimates presented herein are based on pertinent information available to management as of the respective balance sheet date. Although the Company is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein.

Other significant assets, such as premises and equipment, other assets, and liabilities not defined as financial instruments, are not included in the above disclosures. Also, the fair value estimates for deposits do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market.

ITEM 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis is presented to provide information concerning 1st Source Corporation and its subsidiaries' (collectively referred to as "the Company", "we", and "our") financial condition as of March 31, 2017, as compared to December 31, 2016, and the results of operations for the three months ended March 31, 2017 and 2016. This discussion and analysis should be read in conjunction with our consolidated financial statements and the financial and statistical data appearing elsewhere in this report and our 2016 Annual Report.

Except for historical information contained herein, the matters discussed in this document express "forward-looking statements." Generally, the words "believe," "contemplate," "seek," "plan," "possible," "assume," "expect," "intend," "targeted," "remain," "estimate," "anticipate," "project," "will," "should," "indicate," "would," "may" and other similar expressions are used to identify forward-looking statements but are not the exclusive means of identifying such statements. Those statements, including statements, projections, estimates or assumptions concerning future events or performance, and other statements that are other than statements of historical fact, are subject to material risks and uncertainties. We caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. We may make other written or oral forward-looking statements from time to time. Readers are advised that various important factors could cause our actual results or circumstances for future periods to differ materially from those anticipated or projected in such forward-looking statements. Such factors include, but are not limited to, changes in law, regulations or GAAP; our competitive position within the markets we serve; increasing consolidation within the banking industry; unforeseen changes in interest rates; unforeseen changes in loan prepayment assumptions; unforeseen downturns in or

major events affecting the local, regional or national economies or the industries in which we have credit concentrations; and other matters discussed in our filings with the SEC, including our Annual Report on Form 10-K for 2016, which filings are available from the SEC. We undertake no obligation to publicly update or revise any forward-looking statements.

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FINANCIAL CONDITION

Our total assets at March 31, 2017 were \$5.50 billion, an increase of \$15.26 million from December 31, 2016. Total loans and leases were \$4.23 billion, an increase of \$46.79 million, or 1.12% from December 31, 2016. Total investment securities, available-for-sale were \$836.68 million which represented a decrease of \$13.79 million, or 1.62% and equipment owned under operating leases was \$127.32 million, an increase of \$8.53 million, or 7.18% from the comparable figures at December 31, 2016. Total deposits were \$4.34 billion, an increase of \$3.22 million from the end of 2016. Short-term borrowings were \$279.75 million, a decrease of \$12.20 million, or 4.18% from December 31, 2016. Long-term debt and mandatorily redeemable securities were \$85.48 million, an increase of \$11.17 million or 15.03% from December 31, 2016.

Nonperforming assets at March 31, 2017 were \$27.50 million, a decrease of \$2.94 million, or 9.65% from the \$30.43 million reported at December 31, 2016. At March 31, 2017 and December 31, 2016, nonperforming assets were 0.63% and 0.70%, respectively of net loans and leases.

The following table shows accrued income and other assets.

| (Dollars in thousands) | March 31, 2017 | December 31, 2016 |
|------------------------------------------------|-------------------|----------------------|
| Accrued income and other assets: | | |
| Bank owned life insurance cash surrender value | \$ 64,292 | \$ 63,802 |
| Accrued interest receivable | 15,265 | 15,015 |
| Mortgage servicing rights | 4,281 | 4,297 |
| Other real estate | 916 | 704 |
| Repossessions | 8,121 | 9,373 |
| All other assets | 37,792 | 36,868 |
| Total accrued income and other assets | \$ 130,667 | \$ 130,059 |

CAPITAL

As of March 31, 2017, total shareholders' equity was \$685.93 million, up \$13.28 million, or 1.97% from the \$672.65 million at December 31, 2016. In addition to net income of \$16.21 million, other significant changes in shareholders' equity during the first three months of 2017 included \$4.68 million of dividends paid. The accumulated other comprehensive income/(loss) component of shareholders' equity totaled \$1.33 million at March 31, 2017, compared to \$1.34 million at December 31, 2016. Our equity-to-assets ratio was 12.47% as of March 31, 2017, compared to 12.26% at December 31, 2016. Book value per common share rose to \$26.46 at March 31, 2017, from \$26.00 at December 31, 2016.

We declared and paid cash dividends per common share of \$0.18 during the first quarter of 2017. The trailing four quarters dividend payout ratio, representing cash dividends per common share divided by diluted earnings per common share, was 31.17%. The dividend payout is continually reviewed by management and the Board of Directors subject to the Company's capital and dividend policy.

The banking regulators have established guidelines for leverage capital requirements, expressed in terms of Tier 1 or core capital as a percentage of average assets, to measure the soundness of a financial institution. In addition, banking regulators have established risk-based capital guidelines for U.S. banking organizations.

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The actual capital amounts and ratios of 1st Source Corporation and 1st Source Bank as of March 31, 2017, are presented in the table below.

| | Actual | | Minimum Capital Adequacy | | Minimum Capital Adequacy with Capital Buffer ⁽¹⁾ | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|---------------------------------------------------------|-----------|--------|--------------------------|-------|-------------------------------------------------------------|-------|------------------------------------------------------------------|--------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| (Dollars in thousands) | | | | | | | | |
| Total Capital (to Risk-Weighted Assets): | | | | | | | | |
| 1st Source Corporation | \$726,786 | 15.18% | \$382,990 | 8.00% | \$442,832 | 9.25% | \$478,737 | 10.00% |
| 1st Source Bank | 671,069 | 14.03 | 382,737 | 8.00 | 442,540 | 9.25 | 478,422 | 10.00 |
| Tier 1 Capital (to Risk-Weighted Assets): | | | | | | | | |
| 1st Source Corporation | 664,346 | 13.88 | 287,242 | 6.00 | 347,084 | 7.25 | 382,990 | 8.00 |
| 1st Source Bank | 610,667 | 12.76 | 287,053 | 6.00 | 346,856 | 7.25 | 382,737 | 8.00 |
| Common Equity Tier 1 Capital (to Risk-Weighted Assets): | | | | | | | | |
| 1st Source Corporation | 607,346 | 12.69 | 215,432 | 4.50 | 275,274 | 5.75 | 311,179 | 6.50 |
| 1st Source Bank | 610,667 | 12.76 | 215,290 | 4.50 | 275,092 | 5.75 | 310,974 | 6.50 |
| Tier 1 Capital (to Average Assets): | | | | | | | | |
| 1st Source Corporation | 664,346 | 12.39 | 214,472 | 4.00 | N/A | N/A | 268,090 | 5.00 |
| 1st Source Bank | 610,667 | 11.40 | 214,332 | 4.00 | N/A | N/A | 267,915 | 5.00 |

(1) The capital conservation buffer requirement will be phased in over three years beginning in 2016. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis.

LIQUIDITY AND INTEREST RATE SENSITIVITY

Effective liquidity management ensures that the cash flow requirements of depositors and borrowers, as well as our operating cash needs are met. Funds are available from a number of sources, including the securities portfolio, the core deposit base, access to the national brokered certificates of deposit market, Federal Home Loan Bank (FHLB) borrowings, Federal Reserve Bank (FRB) borrowings, and the capability to package loans for sale.

We have borrowing sources available to supplement deposits and meet our funding needs. 1st Source Bank has established relationships with several banks to provide short term borrowings in the form of federal funds purchased. At March 31, 2017, we had no outstanding and could borrow approximately \$265.00 million for a short time from these banks on a collective basis. As of March 31, 2017, we had \$157.90 million outstanding in FHLB advances and could borrow an additional \$75.41 million. We also had \$470.37 million available to borrow from the FRB with no amounts outstanding as of March 31, 2017.

Our loan to asset ratio was 76.98% at March 31, 2017 compared to 76.34% at December 31, 2016 and 76.86% at March 31, 2016. Cash and cash equivalents totaled \$92.12 million at March 31, 2017 compared to \$108.30 million at December 31, 2016 and \$85.23 million at March 31, 2016. At March 31, 2017, the Statement of Financial Condition was rate sensitive by \$470.53 million more assets than liabilities scheduled to reprice within one year, or approximately 1.22%. Management believes that the present funding sources provide adequate liquidity to meet our cash flow needs.

Under Indiana law governing the collateralization of public fund deposits, the Indiana Board of Depositories determines which financial institutions are required to pledge collateral based on the strength of their financial ratings. We have been informed that no collateral is required for our public fund deposits. However, the Board of Depositories could alter this requirement in the future and adversely impact our liquidity. Our potential liquidity exposure if we must pledge collateral is approximately \$555 million.

RESULTS OF OPERATIONS

Net income for the three month period ended March 31, 2017 was \$16.21 million, compared to \$13.82 million for the same period in 2016. Diluted net income per common share was \$0.62 for the three month period ended March 31,

2017, compared to \$0.53 for the same period in 2016. Return on average common shareholders' equity was 9.61% for the three months ended March 31, 2017, compared to 8.56% in 2016. The return on total average assets was 1.21% for the three months ended March 31, 2017, compared to 1.07% in 2016.

Net income increased for the three months ended March 31, 2017 compared to the first three months of 2016. Net interest income and noninterest income increased offset by an increase in provision for loan and lease losses, noninterest expense and income tax expense. Details of the changes in the various components of net income are discussed further below.

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NET INTEREST INCOME

The following tables provide an analysis of net interest income and illustrates the interest income earned and interest expense charged for each major component of interest earning assets and interest bearing liabilities. Yields/rates are computed on a tax-equivalent basis, using a 35% rate. Nonaccrual loans and leases are included in the average loan and lease balance outstanding.

DISTRIBUTION OF ASSETS, LIABILITIES AND SHAREHOLDERS' EQUITY

INTEREST RATES AND INTEREST DIFFERENTIAL

| (Dollars in thousands) | March 31, 2017 | | | Three Months Ended December 31, 2016 | | | March 31, 2016 | | |
|-----------------------------------------------------------|-----------------|-------------------------|------------|-----------------------------------------|-------------------------|------------|-----------------|-------------------------|------------|
| | Average Balance | Interest Income/Expense | Yield/Rate | Average Balance | Interest Income/Expense | Yield/Rate | Average Balance | Interest Income/Expense | Yield/Rate |
| ASSETS | | | | | | | | | |
| Investment securities available-for-sale: | | | | | | | | | |
| Taxable | \$708,249 | \$3,514 | 2.01% | \$696,110 | \$3,273 | 1.87% | \$671,989 | \$3,080 | 1.84% |
| Tax exempt ⁽¹⁾ | 131,034 | 994 | 3.08% | 132,845 | 983 | 2.94% | 122,860 | 1,013 | 3.32% |
| Mortgages held for sale | 8,155 | 81 | 4.03% | 14,615 | 128 | 3.48% | 9,137 | 95 | 4.18% |
| Loans and leases, net of unearned discount ⁽¹⁾ | 4,187,231 | 44,953 | 4.35% | 4,149,913 | 44,429 | 4.26% | 4,008,435 | 42,781 | 4.29% |
| Other investments | 40,741 | 291 | 2.90% | 103,709 | 365 | 1.40% | 51,353 | 291 | 2.28% |
| Total earning assets ⁽¹⁾ | 5,075,410 | 49,833 | 3.98% | 5,097,192 | 49,178 | 3.84% | 4,863,774 | 47,260 | 3.91% |
| Cash and due from banks | 59,967 | | | 62,689 | | | 58,851 | | |
| Reserve for loan and lease losses | (90,222) | | | (89,618) | | | (88,845) | | |
| Other assets | 392,092 | | | 391,727 | | | 375,985 | | |
| Total assets | \$5,437,247 | | | \$5,461,990 | | | \$5,209,765 | | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | | | | | |
| Interest-bearing deposits | \$3,345,670 | \$3,734 | 0.45% | \$3,406,478 | \$3,827 | 0.45% | \$3,254,262 | \$3,771 | 0.47% |
| Short-term borrowings | 267,823 | 227 | 0.34% | 189,895 | 95 | 0.20% | 231,477 | 161 | 0.28% |
| Subordinated notes | 58,764 | 1,055 | 7.28% | 58,764 | 1,055 | 7.14% | 58,764 | 1,055 | 7.22% |
| Long-term debt and mandatorily redeemable securities | 75,495 | 629 | 3.38% | 74,260 | 364 | 1.95% | 62,505 | 523 | 3.37% |
| Total interest-bearing liabilities | 3,747,752 | 5,645 | 0.61% | 3,729,397 | 5,341 | 0.57% | 3,607,008 | 5,510 | 0.61% |
| Noninterest-bearing deposits | 953,294 | | | 995,747 | | | 899,011 | | |
| Other liabilities | 52,554 | | | 60,931 | | | 54,149 | | |

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| | | | | | | |
|----------------------------------------------------------|-------------|--------|-------------|--------|-------------|--------|
| Shareholders' equity | 683,647 | | 675,915 | | 649,597 | |
| Total liabilities and shareholders' equity | \$5,437,247 | | \$5,461,990 | | \$5,209,765 | |
| Less: Fully tax-equivalent adjustments | (461) | | (454) | | (461) | |
| Net interest income/margin (GAAP-derived) ⁽¹⁾ | \$ 43,727 | 3.49 % | \$ 43,383 | 3.39 % | \$ 41,289 | 3.41 % |
| Fully tax-equivalent adjustments | 461 | | 454 | | 461 | |
| Net interest income/margin - FTE ⁽¹⁾ | \$ 44,188 | 3.53 % | \$ 43,837 | 3.42 % | \$ 41,750 | 3.45 % |

(1) See "Reconciliation of Non-GAAP Financial Measures" at the end of this section for additional information on this performance measure/ratio.

Quarter Ended March 31, 2017 compared to the Quarter Ended March 31, 2016

The taxable-equivalent net interest income for the three months ended March 31, 2017 was \$44.19 million, an increase of 5.84% over the same period in 2016. The net interest margin on a fully taxable-equivalent basis was 3.53% for the three months ended March 31, 2017, compared to 3.45% for the three months ended March 31, 2016.

During the three month period ended March 31, 2017, average earning assets increased \$211.64 million or 4.35% over the comparable period in 2016. Average interest-bearing liabilities increased \$140.74 million or 3.90%. The yield on average earning assets increased 7 basis points to 3.98% from 3.91% primarily due to higher rates on loans and leases and investment securities available-for-sale. Total cost of average interest-bearing liabilities remained steady at 0.61%. The result to the net interest margin, or the ratio of net interest income to average earning assets, was an increase of 8 basis points.

The largest contributors to the improved yield on average earning assets for the three months ended March 31, 2017, compared to the three months ended March 31, 2016, was an increase in yields on net loans and leases of 6 basis points and growth in yields on investment securities available-for-sale of 11 basis points due to market conditions as a result of recent Federal interest rate increases. Average net loans and leases increased \$178.80 million or 4.46%. Total average investment securities increased \$44.43 million or 5.59%. Average mortgages held for sale decreased \$0.98 million or 10.75%. Average other investments, which include federal funds sold, time deposits with other banks, Federal Reserve Bank excess balances, Federal Reserve Bank and Federal Home Loan Bank stock and commercial paper, decreased \$10.61 million or 20.66%.

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Average interest-bearing deposits increased \$91.41 million or 2.81% for the first quarter of 2017 over the same period in 2016. The effective rate paid on average interest-bearing deposits decreased 2 basis points to 0.45% from 0.47%. The decrease in the average cost of interest-bearing deposits was primarily the result of accelerated discount amortization on called brokered certificates of deposit and a shift in the deposit mix in the first quarter of 2016. Average short-term borrowings increased \$36.35 million or 15.70% for the first quarter of 2017 compared to the same period in 2016. Interest paid on short-term borrowings increased 6 basis points due to recent Federal interest rate increases. Average long-term debt and mandatorily redeemable securities increased \$12.99 million or 20.78%. Interest paid on long-term debt and mandatorily redeemable securities was flat during the first quarter of 2017 from the same period in 2016.

Reconciliation of Non-GAAP Financial Measures

The accounting and reporting policies of 1st Source conform to generally accepted accounting principles (“GAAP”) in the United States and prevailing practices in the banking industry. However, certain non-GAAP performance measures are used by management to evaluate and measure the Company’s performance. These include taxable-equivalent net interest income (including its individual components) and net interest margin (including its individual components). Management believes that these measures provide users of the Company’s financial information a more meaningful view of the performance of the interest-earning assets and interest-bearing liabilities. Management reviews yields on certain asset categories and the net interest margin of the Company and its banking subsidiaries on a fully taxable-equivalent (“FTE”) basis. In this non-GAAP presentation, net interest income is adjusted to reflect tax-exempt interest income on an equivalent before-tax basis. This measure ensures comparability of net interest income arising from both taxable and tax-exempt sources.

| | Three Months Ended | | | |
|--------------------------------------------|--------------------|-------------------------|-------------------|---|
| | March 31, 2017 | December 31, 2016 | March 31, 2016 | |
| (Dollars in thousands) | | | | |
| Calculation of Net Interest Margin | | | | |
| (A) Interest income (GAAP) | \$49,372 | \$48,724 | \$46,799 | |
| Fully tax-equivalent adjustments: | | | | |
| (B) - Loans and leases | 150 | 150 | 140 | |
| (C) - Tax-exempt investment securities | 311 | 304 | 321 | |
| (D) Interest income - FTE (A+B+C) | 49,833 | 49,178 | 47,260 | |
| (E) Interest expense (GAAP) | 5,645 | 5,341 | 5,510 | |
| (F) Net interest income (GAAP) (A-E) | 43,727 | 43,383 | 41,289 | |
| (G) Net interest income - FTE (D-E) | 44,188 | 43,837 | 41,750 | |
| (H) Annualization factor | 4.056 | 3.978 | 4.022 | |
| (I) Total earning assets | \$5,075,410 | \$5,097,192 | \$4,863,774 | |
| Net interest margin (GAAP-derived) (F*H)/I | 3.49 | %3.39 | %3.41 | % |
| Net interest margin - FTE (G*H)/I | 3.53 | %3.42 | %3.45 | % |

PROVISION AND RESERVE FOR LOAN AND LEASE LOSSES

The provision for loan and lease losses for the three month period ended March 31, 2017 was \$1.00 million compared to a provision for loan and lease losses in the three month period ended March 31, 2016 of \$0.98 million. Net recoveries of \$0.58 million were recorded for the first quarter 2017, compared to net recoveries of \$0.21 million for the same quarter a year ago.

We believe geopolitical events have the potential to negatively impact the U.S. economy. Current concerns include the ongoing corruption scandals and political uncertainty in Latin American countries, the significant budget deficits in Brazil, the uncertain U.S. trade relationships with Mexico, and the heightened concerns globally of terrorist attacks. We include a factor in our loss ratios for the global risk, as we are increasingly aware of the threat that global concerns may affect our customers. While we are unable to determine with any precision the impact of global economic and political issues on our loan portfolios, we feel the risks are real and significant. We believe there is a risk of negative

consequences for our borrowers that would affect their ability to repay their financial obligations. Therefore, we continue to include a factor for global risk in our analysis for the first quarter of 2017.

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Another area of concern continues to be our aircraft portfolio where we have a collateral concentration and \$229 million in foreign exposure. The aircraft industry was among the sectors affected most by the sluggish economy. Once again, we are noting softening collateral values, particularly for private jets. We remain concerned about the prolonged low prices for several models. We also have some foreign exposure in this portfolio, particularly in Mexico and Brazil. Brazil is suffering from its worst recession in twenty-five years. We continue to monitor individual customer performance and assess risks in the portfolio as a whole. We do not see a clear trend of improvement or deterioration. We have assessed our reserve ratios, which were established based on the higher and more volatile loss histories and believe our reserve ratios remain appropriate.

On March 31, 2017, 30 day and over loan and lease delinquencies as a percentage of loan and lease outstandings were 0.17% compared to 0.28% on March 31, 2016. The decrease in delinquencies is largely attributable to the aircraft, construction equipment and residential real estate and home equity portfolios. The reserve for loan and lease losses as a percentage of loans and leases outstanding at the end of the period was 2.13% compared to 2.21% one year ago. A summary of loan and lease loss experience during the three months ended March 31, 2017 and 2016 is located in Note 5 of the Consolidated Financial Statements.

A loan or lease is considered impaired, based on current information and events, if it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan or lease agreement. We evaluate loans and leases exceeding \$100,000 for impairment and establish a specific reserve as a component of the reserve for loan and lease losses when it is probable all amounts due will not be collected pursuant to the contractual terms of the loan or lease and the recorded investment in the loan or lease exceeds its fair value. A summary of impaired loans as of March 31, 2017 and December 31, 2016 is reflected in Note 4 of the Consolidated Financial Statements.

NONPERFORMING ASSETS

The following table shows nonperforming assets.

| (Dollars in thousands) | March 31, 2017 | December 31, 2016 | March 31, 2016 |
|-------------------------------------------|-------------------|----------------------|-------------------|
| Loans and leases past due 90 days or more | \$ 344 | \$ 416 | \$ 728 |
| Nonaccrual loans and leases | 18,090 | 19,907 | 12,982 |
| Other real estate | 916 | 704 | 330 |
| Repossessions | 8,121 | 9,373 | 7,201 |
| Equipment owned under operating leases | 27 | 34 | 113 |
| Total nonperforming assets | \$ 27,498 | \$ 30,434 | \$ 21,354 |

Nonperforming assets as a percentage of loans and leases were 0.63% at March 31, 2017, 0.70% at December 31, 2016, and 0.51% at March 31, 2016. Nonperforming assets totaled \$27.50 million at March 31, 2017, a decrease of 9.65% from the \$30.43 million reported at December 31, 2016, and a 28.77% increase from the \$21.35 million reported at March 31, 2016. The decrease in nonperforming assets during the first three months of 2017 was mainly related to a reduction in nonaccrual loans and leases and repossessions offset by an increase in other real estate. The increase in nonperforming assets at March 31, 2017 from March 31, 2016 occurred primarily in nonaccrual loans and leases, other real estate and repossessions.

The decrease in nonaccrual loans and leases at March 31, 2017 from December 31, 2016 occurred primarily in the commercial real estate and commercial and agricultural portfolios offset by increases in the aircraft portfolio. The increase in nonaccrual loans and leases at March 31, 2017 from March 31, 2016 occurred primarily in the aircraft, commercial real estate and construction equipment portfolios offset by a decrease in the commercial and agricultural portfolio. A summary of nonaccrual loans and leases and past due aging for the period ended March 31, 2017 and December 31, 2016 is located in Note 4 of the Consolidated Financial Statements.

Other real estate is the result of foreclosing on real estate in the local market for which we have a current appraisal and are well secured. Other real estate increased over the past year due to current foreclosures outpacing sales of existing properties.

Repossessions consisted mainly of aircraft financing. At the time of repossession, the recorded amount of the loan or lease is written down to the fair value of the equipment or vehicle by a charge to the reserve for loan and lease losses or other income, if a positive adjustment, unless the equipment is in the process of immediate sale. Any subsequent fair value write-downs or write-ups, to the extent of previous write-downs, are included in noninterest expense.

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The following table shows a summary of other real estate and repossessions.

| (Dollars in thousands) | March 31, December 31, March 31, | | |
|-----------------------------------------|----------------------------------|-----------|----------|
| | 2017 | 2016 | 2016 |
| Commercial and agricultural | \$ 23 | \$ 30 | \$ 30 |
| Auto and light truck | 31 | 32 | — |
| Medium and heavy duty truck | — | — | — |
| Aircraft | 8,079 | 9,335 | 6,828 |
| Construction equipment | — | — | 360 |
| Commercial real estate | 485 | 19 | 120 |
| Residential real estate and home equity | 417 | 655 | 154 |
| Consumer | 2 | 6 | 39 |
| Total | \$ 9,037 | \$ 10,077 | \$ 7,531 |

For financial statement purposes, nonaccrual loans and leases are included in loan and lease outstandings, whereas repossessions and other real estate are included in other assets.

Foreign Outstandings — Our foreign loan and lease outstandings, all denominated in U.S. dollars were \$228.67 million and \$239.14 million as of March 31, 2017 and December 31, 2016, respectively. Foreign loans and leases are in aircraft financing. Loan and lease outstandings to borrowers in Brazil and Mexico were \$91.37 million and \$127.31 million as of March 31, 2017, respectively, compared to \$96.31 million and \$132.46 million as of December 31, 2016, respectively. As of March 31, 2017 and December 31, 2016 there was not a significant concentration in any other country.

NONINTEREST INCOME

The following table shows the details of noninterest income.

| (Dollars in thousands) | Three Months Ended | | | |
|---------------------------------------------------|--------------------|----------|----------|----------|
| | March 31, | | \$ | % |
| | 2017 | 2016 | Change | Change |
| Noninterest income: | | | | |
| Trust and wealth advisory | \$5,001 | \$4,623 | 378 | 8.18 % |
| Service charges on deposit accounts | 2,239 | 2,107 | 132 | 6.26 % |
| Debit card | 2,750 | 2,599 | 151 | 5.81 % |
| Mortgage banking | 947 | 1,046 | (99) | (9.46)% |
| Insurance commissions | 1,767 | 1,563 | 204 | 13.05 % |
| Equipment rental | 6,832 | 6,073 | 759 | 12.50 % |
| Gains on investment securities available-for-sale | 1,285 | 10 | 1,275 | NM |
| Other | 2,486 | 3,606 | (1,120) | (31.06)% |
| Total noninterest income | \$23,307 | \$21,627 | 1,680 | 7.77 % |

NM = Not Meaningful

Trust and wealth advisory fees (which include investment management fees, estate administration fees, mutual fund fees, annuity fees, and fiduciary fees) increased during the three months ended March 31, 2017 compared with the same period a year ago. Trust and wealth advisory fees are largely based on the number and size of client relationships and the market value of assets under management. The market value of trust assets under management at March 31, 2017 and December 31, 2016 was \$4.40 billion and \$4.19 billion, respectively.

Service charges on deposit accounts were higher for the three months ended March 31, 2017 over the comparable period in 2016. The increase in service charges on deposit accounts primarily reflects a higher volume of nonsufficient fund transactions and an increase in fees for deposit accounts that went into effect during the first quarter of 2017.

Debit card income improved in the three months ended March 31, 2017 over the same period a year ago. The improvement in debit card income was mainly the result of an increased volume of debit card transactions in 2017.

Mortgage banking income decreased in the three months ended March 31, 2017 as compared to the same period a year ago. The decrease in the first quarter of 2017 compared to the first quarter of 2016 was caused by decreased gains on loan sales due to lower secondary market loan production offset by an increase in net servicing fees.

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Insurance commissions were higher during the three months ended March 31, 2017 over the same period a year ago. The increase in insurance commissions was primarily due to higher contingent commissions received during 2017. Equipment rental income grew for the three months ended March 31, 2017 over the comparable period in 2016. The increase was the result of the average equipment rental portfolio growing 13.20% over the same period a year ago due to improving market conditions for equipment finance mainly in aircraft, auto and light trucks, medium and heavy duty trucks, and construction equipment. The growth in equipment rental income was offset by a similar increase in depreciation on equipment owned under operating leases.

Gains on investment securities available-for-sale during the three months ended March 31, 2017 compared to the same period in 2016 resulted from the sale of marketable equity securities.

Other income decreased for the three months ended March 31, 2017 over the same period a year ago as a result of gains on the partial liquidation of a partnership investment that occurred during the first quarter of 2016, lower monogram fund income and decreased customer swap fees offset by higher mutual fund income during the first quarter of 2017 compared to the same period a year ago.

NONINTEREST EXPENSE

The following table shows the details of noninterest expense.

| (Dollars in thousands) | Three Months Ended | | \$ | % | |
|--------------------------------------------|--------------------|----------|--------|---------|---|
| | 2017 | 2016 | | | |
| Noninterest expense: | | | | | |
| Salaries and employee benefits | \$21,345 | \$21,351 | (6) | (0.03) | % |
| Net occupancy | 2,594 | 2,501 | 93 | 3.72 | % |
| Furniture and equipment | 4,793 | 4,790 | 3 | 0.06 | % |
| Depreciation – leased equipment | 5,680 | 5,101 | 579 | 11.35 | % |
| Professional fees | 1,077 | 1,219 | (142) | (11.65) | % |
| Supplies and communication | 1,250 | 1,508 | (258) | (17.11) | % |
| FDIC and other insurance | 623 | 879 | (256) | (29.12) | % |
| Business development and marketing | 1,652 | 980 | 672 | 68.57 | % |
| Loan and lease collection and repossession | 636 | 427 | 209 | 48.95 | % |
| Other | 1,469 | 1,949 | (480) | (24.63) | % |
| Total noninterest expense | \$41,119 | \$40,705 | 414 | 1.02 | % |

Salaries and employee benefits were flat for the three months ended March 31, 2017 compared to the same period in 2016 mainly due to higher base salary expense offset by decreased group insurance costs. Higher base salary expense was primarily due to normal performance raises. Group insurance costs decreased as a result of overall lower health insurance claims experience.

Net occupancy expense increased slightly during the three months ended March 31, 2017 compared to the same period a year ago.

Furniture and equipment expense, including depreciation, during the three months ended March 31, 2017 was comparable to the same period in 2016.

During the first three months of 2017, depreciation on leased equipment grew in conjunction with the growth in equipment rental income as compared to the same period one year ago.

Professional fees declined during the first quarter of 2017 compared to the same period a year ago. The decrease was mainly due to lower legal fees offset by increased utilization of consulting services.

Supplies and communication expenses were lower during the first quarter of 2017 compared to the same period a year ago. The reduction resulted primarily from a decrease in postage offset by an increase in printing.

FDIC and other insurance decreased during the three months ended March 31, 2017 compared to the same period in 2016. The decrease in 2017 was mainly due to lower assessments as a result of the Deposit Insurance Fund's reserve ratio exceeding the FDIC's established benchmark.

Business development and marketing expense increased during the first quarter of 2017 compared to the same period a year ago. The increased expense for 2017 was mainly the result of higher charitable contributions and marketing promotions.

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Loan and lease collection and repossession expense were higher during the first quarter of 2017 compared to the same period in 2016. The increase was primarily due to higher general collection and repossession expenses and losses on the sale of repossessed assets offset by decreased valuation adjustments.

Other expenses were lower during the three months ended March 31, 2017 compared to the same period in 2016. The decrease during the first quarter of 2017 over a year ago primarily related to reduced residential mortgage foreclosure expenses and swap valuation adjustments, a decrease in provision on unfunded loan commitments and fewer employment and relocation expenses offset by impairment writedowns on branches anticipated to be closed later in 2017.

INCOME TAXES

The provision for income taxes for the three month period ended March 31, 2017 was \$8.71 million, compared to \$7.42 million for the same period in 2016. The effective tax rate was 34.95% and 34.93% for the first quarter ended March 31, 2017 and 2016, respectively.

ITEM 3.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risks faced by 1st Source since December 31, 2016. For information regarding our market risk, refer to 1st Source's Annual Report on Form 10-K for the year ended December 31, 2016.

ITEM 4.

CONTROLS AND PROCEDURES

As of the end of the period covered by this report an evaluation was carried out, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, at March 31, 2017, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by 1st Source in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

In addition, there were no changes in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the first fiscal quarter of 2017 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings.

1st Source and its subsidiaries are involved in various legal proceedings incidental to the conduct of our businesses. Management does not expect that the outcome of any such proceedings will have a material adverse effect on our consolidated financial position or results of operations.

ITEM 1A. Risk Factors.

There have been no material changes in risks faced by 1st Source since December 31, 2016. For information regarding our risk factors, refer to 1st Source's Annual Report on Form 10-K for the year ended December 31, 2016.

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ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs* | Maximum Number (or Approximate Dollar Value) of Shares that may yet be Purchased Under the Plans or Programs |
|------------------------|----------------------------------|------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| January 01 - 31, 2017 | 900 | \$ 45.88 | 900 | 1,386,174 |
| February 01 - 28, 2017 | — | — | — | 1,386,174 |
| March 01 - 31, 2017 | — | — | — | 1,386,174 |

* 1st Source maintains a stock repurchase plan that was authorized by the Board of Directors on July 24, 2014. Under the terms of the plan, 1st Source may repurchase up to 2,000,000 shares of its common stock from time to time to mitigate the potential dilutive effects of stock-based incentive plans and other potential uses of common stock for corporate purposes. Since the inception of the plan, 1st Source has repurchased a total of 613,826 shares.

ITEM 3. Defaults Upon Senior Securities.

None

ITEM 4. Mine Safety Disclosures.

None

ITEM 5. Other Information.

None

ITEM 6. Exhibits

The following exhibits are filed with this report:

31.1 Certification of Chief Executive Officer required by Rule 13a-14(a).

31.2 Certification of Chief Financial Officer required by Rule 13a-14(a).

32.1 Certification pursuant to 18 U.S.C. Section 1350 of Chief Executive Officer.

32.2 Certification pursuant to 18 U.S.C. Section 1350 of Chief Financial Officer.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB XBRL Taxonomy Extension Labels Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

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SIGNATURES

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

1st Source Corporation

DATE April 20, 2017 /s/ CHRISTOPHER J. MURPHY III
Christopher J. Murphy III
Chairman of the Board and CEO

DATE April 20, 2017 /s/ ANDREA G. SHORT
Andrea G. Short
Treasurer and Chief Financial Officer
Principal Accounting Officer