

## Section 1: 10-K (10-K)

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

Form 10-K

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

For the fiscal year ended December 31, 2018

Commission File No. 001-36408

**PACWEST BANCORP**

(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

33-0885320  
(I.R.S. Employer Identification No.)

9701 Wilshire Blvd., Suite 700  
Beverly Hills, CA 90212  
(Address of Principal Executive Offices, Including Zip Code)

(310) 887-8500  
(Registrant's Telephone Number, Including Area Code)

Common Stock, par value \$0.01 per share

(Title of Each Class)

The Nasdaq Stock Market, LLC

(Name of Exchange on Which Registered)

Securities Registered Pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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

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

As of June 30, 2018, the aggregate market value of the voting common stock held by non-affiliates of the registrant, computed by reference to the average high and low sales prices on The Nasdaq Global Select Market as of the close of business on June 29, 2018, was approximately \$6.1 billion. Registrant does not have any nonvoting common equities.

As of February 21, 2019, there were 120,800,873 shares of registrant's common stock outstanding, excluding 1,431,616 shares of unvested restricted stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Items 10, 11, 12, 13 and 14 of Part III of this Annual Report on Form 10-K will be found in the Company's definitive proxy statement for its 2019 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and such information is incorporated herein by this reference.



**PACWEST BANCORP**  
**2018 ANNUAL REPORT ON FORM 10-K**  
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## PART I

### Forward-Looking Information

This Form 10-K contains certain “forward-looking statements” about the Company and its subsidiaries within the meaning of the Private Securities Litigation Reform Act of 1995, including certain plans, strategies, goals, and projections and including statements about our expectations regarding our operating expenses, profitability, allowance for loan and lease losses, net interest margin, net interest income, deposit growth, loan and lease portfolio growth and production, acquisitions, maintaining capital adequacy, liquidity, goodwill, and interest rate risk management. All statements contained in this Form 10-K that are not clearly historical in nature are forward-looking, and the words “anticipate,” “assume,” “intend,” “believe,” “forecast,” “expect,” “estimate,” “plan,” “continue,” “will,” “should,” “look forward” and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on these statements as they involve risks, uncertainties and contingencies, many of which are beyond our control, which may cause actual results, performance, or achievements to differ materially from those expressed in them. Actual results could differ materially from those anticipated in such forward-looking statements as a result of risks and uncertainties more fully described under "Item 1A. Risk Factors." Factors that might cause such differences include, but are not limited to:

- our ability to compete effectively against other financial service providers in our markets;
- the effect of the current interest rate environment or impact of changes in interest rates or levels of market activity, especially on the fair value of our loan and investment portfolios;
- economic deterioration or a recession that may affect the ability of borrowers to make contractual payments on loans and may affect the value of real property or other property held as collateral for such loans;
- changes in credit quality and the effect of credit quality on our provision for credit losses and allowance for loan and lease losses;
- our ability to attract and retain deposits and other sources of funding or liquidity;
- the need to retain capital for strategic or regulatory reasons;
- compression of the net interest margin due to changes in the interest rate environment, forward yield curves, loan products offered, spreads on newly originated loans and leases, and/or changes in our asset or liability mix;
- reduced demand for our services due to strategic or regulatory reasons;
- our ability to successfully execute on initiatives relating to enhancements of our technology infrastructure, including client-facing systems and applications;
- our ability to complete future acquisitions and to successfully integrate such acquired entities or achieve expected benefits, synergies and/or operating efficiencies within expected time frames or at all;
- legislative or regulatory requirements or changes, including an increase to capital requirements, and increased political and regulatory uncertainty;
- the impact of the Dodd-Frank Act on our business, business strategies and cost of operations;
- the impact on our reputation and business from our interactions with business partners, counterparties, service providers and other third parties;
- higher than anticipated increases in operating expenses;
- lower than expected dividends paid from the Bank to the holding company;
- a deterioration in the overall macroeconomic conditions or the state of the banking industry that could warrant further analysis of the carrying value of goodwill and could result in an adjustment to its carrying value resulting in a non-cash charge;
- the effectiveness of our risk management framework and quantitative models;
- the costs and effects of failure, interruption or breach of security of our systems or the systems of our contracted vendors;
- the costs and effects of legal, compliance, and regulatory actions, changes and developments, including the impact of adverse judgments or settlements in litigation, the initiation and resolution of regulatory or other governmental inquiries or investigations, and/or the results of regulatory examinations or reviews;
- the impact of the Tax Cuts and Jobs Act on our business and business strategies, or if other changes are made to tax laws or regulations affecting our business, including the disallowance of tax benefits by tax authorities and/or changes in tax filing jurisdictions or entity classifications; and
- our success at managing risks involved in the foregoing items and all other risk factors described in our audited consolidated financial statements, and other risk factors described in this Form 10-K and other documents filed or furnished by PacWest with the SEC.

All forward-looking statements included in this Form 10-K are based on information available at the time the statement is made. We are under no obligation to (and expressly disclaim any such obligation to) update or alter our forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.

#### **Available Information**

We maintain a corporate website at <http://www.pacwestbancorp.com> and a website for the Bank at <http://www.pacificwesternbank.com>. At <http://www.pacwestbancorp.com> and via the "Investor Relations" link at the Bank's website, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available, free of charge, as soon as reasonably practicable after such forms are electronically filed with, or furnished to, the SEC. The SEC maintains an Internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. You may obtain copies of the Company's filings on the SEC website. These documents may also be obtained in print upon request by our stockholders to our Investor Relations Department.

We have adopted a written code of ethics that applies to all directors, officers and employees of the Company, including our principal executive officer and senior financial officers, in accordance with Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder. The code of ethics, which we call our Code of Business Conduct and Ethics, is available on our corporate website, <http://www.pacwestbancorp.com> in the section entitled "Corporate Governance." Any changes in, or waivers from, the provisions of this code of ethics that the SEC requires us to disclose are posted on our corporate website in such section. In the Corporate Governance section of our corporate website, we have also posted the charters for our Audit Committee, Compensation, Nominating and Governance Committee, Asset/Liability Management Committee, and Risk Committee, as well as our Corporate Governance Guidelines. In addition, information concerning purchases and sales of our equity securities by our executive officers and directors is posted on our website.

Our Investor Relations Department can be contacted at PacWest Bancorp, 9701 Wilshire Blvd., Suite 700, Beverly Hills, CA 90212, Attention: Investor Relations, telephone (310) 887-8521, or via e-mail to [investor-relations@pacwestbancorp.com](mailto:investor-relations@pacwestbancorp.com).

All website addresses given in this document are for information only and are not intended to be an active link or to incorporate any website information into this document.

## Glossary of Acronyms, Abbreviations, and Terms

The acronyms, abbreviations, and terms listed below are used in various sections of this Form 10-K, including "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Item 8. Financial Statements and Supplementary Data."

AFX	American Financial Exchange	FRB	Board of Governors of the Federal Reserve System
ALLL	Allowance for Loan and Lease Losses	FRBSF	Federal Reserve Bank of San Francisco
ALM	Asset Liability Management	FSOC	Financial Stability Oversight Council
ASC	Accounting Standards Codification	GLBA	Gramm-Leach-Bliley Act of 1999
ASU	Accounting Standards Update	IPO	Initial Public Offering
ATM	Automated Teller Machine	IRR	Interest Rate Risk
Basel III	A comprehensive capital framework and rules for U.S. banking organizations approved by the FRB and the FDIC in 2013.	LIHTC	Low Income Housing Tax Credit
BHCA	Bank Holding Company Act of 1956, as amended	MBS	Mortgage-Backed Securities
BOLI	Bank Owned Life Insurance	MVE	Market Value of Equity
Brexit	Britain Exit (from the European Union)	NII	Net Interest Income
California Privacy Act	California Consumer Privacy Act of 2018	NIM	Net Interest Margin
CDI	Core Deposit Intangible Assets	Non-PCI	Non-Purchased Credit Impaired
CECL	Current Expected Credit Loss	OCC	Office of the Comptroller of the Currency
CET1	Common Equity Tier 1	OFAC	U.S Treasury Department of Office of Foreign Assets Control
CFPB	Consumer Financial Protection Bureau	OREO	Other Real Estate Owned
CMOs	Collateralized Mortgage Obligations	PD/LGD	Probability of Default/Loss Given Default
CRA	Community Reinvestment Act	PWEF	Pacific Western Equipment Finance
CRI	Customer Relationship Intangible Assets	PATRIOT Act	Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001
CUB	CU Bancorp (a company acquired on October 20, 2017)	PCI	Purchased Credit Impaired
CU Bank	California United Bank (a wholly-owned subsidiary of CUB)	PRSUs	Performance-Based Restricted Stock Units
DBO	California Department of Business Oversight	S1AM	Square 1 Asset Management, Inc.
DGCL	Delaware General Corporation Law	SBA	Small Business Administration
Dodd-Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act	SEC	Securities and Exchange Commission
DTAs	Deferred Tax Assets	SNCs	Shared National Credits
EGRRCPA	Economic Growth, Regulatory Relief, and Consumer Protection Act	Square 1	Square 1 Financial, Inc. (a company acquired on October 6, 2015)
Efficiency Ratio	Noninterest expense (less intangible asset amortization, net foreclosed assets income/expense, and acquisition, integration and reorganization costs) divided by net revenues (the sum of tax equivalent net interest income plus noninterest income, less gain/loss on sale of securities and gain/loss on sales of assets other than loans and leases)	Tax Equivalent Net Interest Income	Net interest income adjusted for tax equivalent adjustments related to tax-exempt interest on certain loans and municipal securities
FASB	Financial Accounting Standards Board	Tax Equivalent NIM	NIM adjusted for tax equivalent adjustments related to tax-exempt interest on certain loans and municipal securities
FDIA	Federal Deposit Insurance Act	TCJA	Tax Cuts and Jobs Act
FDIC	Federal Deposit Insurance Corporation	TDRs	Troubled Debt Restructurings
FDICIA	Federal Deposit Insurance Corporation Improvement Act	TRSAs	Time-Based Restricted Stock Awards
FHLB	Federal Home Loan Bank of San Francisco	TruPS	Trust Preferred Securities
FinCEN	Financial Crimes Enforcement Network	U.S. GAAP	U.S. Generally Accepted Accounting Principles
		VIE	Variable Interest Entity

## **ITEM 1. BUSINESS**

### **General**

PacWest Bancorp, a Delaware corporation, is a bank holding company registered under the BHCA with our corporate headquarters located in Beverly Hills, California. Our principal business is to serve as the holding company for our wholly-owned subsidiary, Pacific Western Bank. References to "Pacific Western" or the "Bank" refer to Pacific Western Bank together with its wholly-owned subsidiaries. References to "we," "us," or the "Company" refer to PacWest Bancorp together with its subsidiaries on a consolidated basis. When we refer to "PacWest" or to the "holding company," we are referring to PacWest Bancorp, the parent company, on a stand-alone basis.

The Bank is focused on relationship-based business banking to small, middle-market, and venture-backed businesses nationwide. The Bank offers a broad range of loan and lease and deposit products and services through 74 full-service branches located throughout the state of California, one branch located in Durham, North Carolina, and numerous loan production offices across the country through our Community Banking, National Lending and Venture Banking groups. Community Banking provides real estate loans, commercial loans, and comprehensive deposit and treasury management services to small and medium-sized businesses conducted primarily through our California-based branch offices. National Lending provides asset-based, equipment, real estate, and security cash flow loans and treasury management services to established middle-market businesses on a national basis. Venture Banking offers loans and a comprehensive suite of financial services focused on entrepreneurial businesses and their venture capital and private equity investors, with offices located in key innovation hubs across the United States. In addition, we provide investment advisory and asset management services to select clients through Square 1 Asset Management, Inc., a wholly-owned subsidiary of the Bank and a SEC-registered investment adviser.

PacWest Bancorp was established in October 1999 and has achieved strong market positions by developing and maintaining extensive local relationships in the communities we serve. By leveraging our business model, service-driven focus, and presence in attractive markets, as well as maintaining a highly efficient operating model and robust approach to risk management, we have achieved significant and profitable growth, both organically and through disciplined acquisitions. We have successfully completed 29 acquisitions since 2000 which have contributed to our growth and expanded our market presence throughout the United States.

As of December 31, 2018, we had total assets of \$25.7 billion, total loans and leases, net of deferred fees, of \$18.0 billion, total deposits of \$18.9 billion, and stockholders' equity of \$4.8 billion.

### **Our Business Strategy**

We believe that stable, long-term growth and profitability are the result of building strong customer relationships while maintaining disciplined credit underwriting standards. We continue to focus on originating high-quality loans and leases and growing our low-cost deposit base through our relationship-based business lending. These principles enable us to maintain operational efficiency, increase profitability, increase core deposits, and grow loans and leases in a sound manner.

Our loan and lease portfolio consists primarily of real estate mortgage loans, real estate construction and land loans, and commercial loans and leases. We pursue attractive growth opportunities to expand and enter new markets aligned with our business model and strategic plans. Additionally, we focus on cultivating strong relationships with private equity and venture capital firms nationwide, many of which are also our clients and/or may invest in our clients.

Our reputation, expertise, and relationship-based business banking model enable us to deepen our relationships with our customers. We leverage our relationships with existing customers by cross-selling our products and services, including attracting deposits from and offering cash management solutions to our loan and lease customers. We price our deposit products with a view to maximizing our share of each customer's financial services business and prudently managing our cost of funds.

Focusing on operational efficiency is critical to our profitability and future growth. We carefully manage our cost structure and continuously refine and implement internal processes and systems to create further efficiencies and enhance our earnings.

Our management team has extensive expertise and a successful track record in evaluating, executing and integrating attractive, franchise-enhancing acquisitions. We have successfully completed 29 acquisitions since 2000, including the CUB acquisition on October 20, 2017. We will continue to consider acquisitions that are consistent with our business strategy and financial model as opportunities arise.

### **Depository Products and Services**

Deposits are our primary source of funds to support our interest-earning assets and provide a source of stable low-cost funds and deposit-related fee income. We offer traditional deposit products to businesses and other customers with a variety of rates and terms, including demand, money market, and time deposits. We also provide international banking services, multi-state deposit services, and asset management services. The Bank's deposits are insured by the FDIC up to statutory limits.

Our branch network allows us to gather deposits, expand our brand presence and service our customers' banking and cash management needs. In addition, as the banking industry continues to experience broader customer acceptance of on-line and mobile banking tools for conducting basic banking functions we are able to serve our customers through a wide range of non-branch channels, including on-line, mobile, remote deposit, and telephone banking platforms, all of which allows us to expand our service area to attract new depositors without a commensurate increase in branch locations or branch traffic.

At December 31, 2018, we had ATMs at 59 of our branches located in California. We are part of the MoneyPass network that enables our customers to withdraw cash surcharge-free and service charge-free at over 25,000 ATM locations across the country. We provide access to customer accounts via a 24 hour seven-day-a-week, toll-free, automated telephone customer service and secure on-line banking services.

At December 31, 2018, our total deposits consisted of \$16.3 billion in core deposits, \$2.0 billion in time deposits and \$0.5 billion in non-core non-maturity deposits. Core deposits represented 87% of total deposits at December 31, 2018, and were comprised of \$7.9 billion in noninterest-bearing deposits, \$2.8 billion in interest-bearing checking accounts, \$5.0 billion in money market accounts and \$0.6 billion in savings accounts. Our deposit base is also diversified by client type. As of December 31, 2018, no individual depositor represented more than 1.0% of our total deposits, and our top ten depositors represented 7.5% of our total deposits.

We face strong competition in gathering deposits from nationwide, regional, and community banks, credit unions, money market funds, brokerage firms and other non-bank financial services companies that target the same customers as we do. We compete actively for deposits and emphasize solicitation of noninterest-bearing deposits. We seek to provide a higher level of personal service than our larger competitors, many of whom have more assets, capital and resources than we do and who may be able to conduct more intensive and broader based promotional efforts to reach potential customers. Our cost of funds fluctuates with market interest rates and may be affected by higher rates being offered by other financial institutions. In certain interest rate environments, additional significant competition for deposits may be expected to arise from corporate and government debt securities and money market mutual funds. Competition for deposits is also affected by the ease with which customers can transfer deposits from one institution to another.

### **Client Investment Funds**

In addition to deposit products, we also offer select clients non-depository cash investment options through S1AM, our registered investment adviser subsidiary, and third-party money market sweep products. S1AM provides customized investment advisory and asset management solutions. At December 31, 2018, total off-balance sheet client investment funds were \$1.9 billion, of which \$1.5 billion was managed by S1AM.



## Lending Activities

Our lending activities include real estate mortgage loans, real estate construction and land loans, commercial loans and leases, and a small amount of consumer loans. Our commercial real estate loans and real estate construction loans are secured by a variety of property types. Our commercial loans and leases are diverse and generally include various asset-secured loans, equipment-secured loans and leases, venture capital loans to support venture capital firms' operations and the operations of entrepreneurial companies during the various phases of their life cycles, secured business loans originated through our Community Banking group, and loans to security alarm monitoring companies. Until December 2017, we actively originated cash flow loans used to finance business acquisitions and recapitalizations to various types of borrowers, with greater emphasis on borrowers operating in the healthcare and technology industries. In December 2017, we exited most cash flow lending business lines, and we agreed to sell \$1.5 billion of cash flow loans (of which \$481.1 million were held for sale at December 31, 2017 and were subsequently sold in the first quarter of 2018). At December 31, 2018, we held \$92.5 million of cash flow loans from the lending businesses that we exited.

We price loans to preserve our interest spread and maintain our net interest margin. Loan interest rates may be floating, fixed, or a combination thereof ("hybrid") throughout the loan term. The rates on hybrid loans typically are fixed until a "reset" date when the rates then become floating. While we do not actively solicit direct consumer loans, we hold consumer loans, consisting primarily of purchased private student loans originated and serviced by third-party lenders. We also have an additional exposure to consumer loans as many of our lender finance and timeshare loans are secured by the receivables owed to our borrowers by individual consumers.

Some of our loans are participations in larger loans, and these participations may be considered a SNC. A SNC is any loan or commitment to extend credit aggregating \$100 million or more at origination (\$20 million or more prior to January 1, 2018), committed under a formal lending arrangement, and shared by three or more unaffiliated supervised institutions. The SNC program is governed by an inter-agency agreement among the FRB, the FDIC, and the OCC. These agencies review a selection of SNCs periodically, with such review conducted at the lead or agent bank, and deliver a credit risk rating to the participants holding the loans. At December 31, 2018 and 2017, we had SNC loans held for investment to 30 borrowers that totaled \$840 million and to 55 borrowers that totaled \$1.2 billion.

### *Real Estate Mortgage Loans and Real Estate Construction and Land Loans*

Our real estate lending activities focus primarily on loans to professional developers and real estate investors for the acquisition, construction, refinancing, renovation, and on-going operation of commercial real estate. We also provide commercial real estate loans to borrowers operating businesses at these sites (owner occupied commercial real estate loans), including loans to municipalities, schools and school districts, and non-profit borrowers as part of our tax-exempt lending business line.

Our real estate secured loans include the following specific lending products:

- **Commercial real estate mortgage.** Our commercial real estate mortgage loans generally are collateralized by first deeds of trust on specific commercial properties. The most prevalent types of properties securing our commercial real estate loans are office properties, hotels, retail properties, industrial properties, and various healthcare properties such as skilled nursing facilities and assisted living facilities. The properties are typically located in central business districts across the United States with a significant concentration of collateral properties located in California within our branch footprint. Our commercial real estate loans typically either have interest and principal payments due on an amortization schedule ranging from 25 to 30 years with a lump sum balloon payment due in one to ten years or may have an initial interest-only period followed by an amortization schedule with a lump sum balloon payment due in one to ten years. We also provide commercial real estate secured loans under the SBA's 7(a) Program and 504 Program. Compliant SBA 7(a) loans have an SBA guaranty for 75% of the principal balance. SBA 504 loans are 50% loan-to-value first deed of trust mortgage loans on owner occupied commercial real estate where a second deed of trust is also provided by a nonprofit certified development company. The SBA 7(a) and 504 mortgage loans repay on a twenty-five year amortization schedule.

- ***Income producing and other residential real estate mortgage.*** Our income producing and other residential real estate mortgage loans generally are collateralized by first deeds of trust on specific multi-family and other residential properties. The most prevalent types of properties securing our income producing and other residential real estate loans are multi-family, condominium, pooled single-family rental properties, and individual single-family properties. We also purchase multi-family secured real estate mortgage loans from other banks due primarily to the favorable credit risk profile of multi-family loans. When we purchase multi-family loans from other banks, we re-underwrite the loans at time of purchase. Multi-family loans typically repay on a 30-year amortization schedule. We do not typically originate single-family mortgage loans, although we do purchase this type of loan from a third-party lender.
- ***Real estate construction and land.*** Our real estate construction and land loans generally are collateralized by first deeds of trust on specific residential and commercial properties. The most prevalent types of properties securing our construction and land loans are multi-family, condominium, and hotel properties. Construction loans typically finance from 50% to 70% of the costs to construct residential and commercial properties. The terms are generally one to three years with short-term, performance-based extension options. We do not currently originate single-family construction loans, although we do purchase this type of loan from a third-party lender.

Our real estate portfolio is subject to certain risks including, but not limited to, the following:

- increased competition in pricing and loan structure;
- the economic conditions of the United States;
- interest rate increases;
- decreased real estate values in the markets where we lend;
- the borrower's inability to repay our loan due to decreased cash flow or operating losses;
- the borrower's inability to refinance or payoff our loan upon maturity;
- loss of our loan principal stemming from a collateral foreclosure; and
- various environmental risks, including natural disasters.

In addition to the points above, real estate construction loans are also subject to project-specific risks including, but not limited to, the following:

- construction costs being more than anticipated;
- construction taking longer than anticipated;
- failure by developers and contractors to meet project specifications or timelines;
- disagreement between contractors, subcontractors and developers;
- demand for completed projects being less than anticipated; and
- buyers of the completed projects not being able to secure permanent financing.

Real estate mortgage loans include loans secured by healthcare properties, primarily skilled nursing facilities. In addition to the points above, for a healthcare real estate loan, we evaluate facility clinical compliance and quality of care, assess the loan-to-value using per bed limitations based on market information, and analyze the payor mix and state and federal revenue sources.

Many of the risks outlined above result from market conditions and are not controllable by us. When considering the markets in which to pursue real estate loans, we consider the market conditions, our current loan portfolio concentrations by property type and by market, and our past experiences with the borrower, within the specific market, and with the property type.

When underwriting real estate loans, we seek to mitigate risk by using the following framework:

- requiring borrowers to invest and maintain a meaningful cash equity interest in the properties securing our loans;
- reviewing each loan request and renewal individually;
- using a credit committee approval process for the approval of each loan request (or aggregated credit exposures) over a certain dollar amount;
- adhering to written loan acceptance standards, including among other factors, maximum loan to acquisition or construction cost ratios, maximum loan to as-is or stabilized value ratios, and minimum operating cash flow requirements;
- considering market rental rates relative to our underwritten or projected rental rates;
- considering the experience of our borrowers and our borrowers' abilities to operate and manage the properties securing our loans;
- evaluating the supply of comparable real estate and new supply under construction in the collateral's market area;
- obtaining independent third-party appraisals that are reviewed by our appraisal department;
- obtaining environmental risk assessments; and
- obtaining seismic studies where appropriate.

With respect to real estate construction loans, in addition to the foregoing, we attempt to mitigate project-specific risks by:

- considering the experience of our borrowers and our borrowers' abilities to manage the properties during construction and into the stabilization periods;
- obtaining project completion guaranties from our borrowers;
- including covenants in our construction loan agreements that require the borrowers to fund costs that exceed the initial construction budgets;
- implementing a controlled disbursement process for loan proceeds in accordance with an agreed upon schedule, which usually results in the borrowers' equity being invested before loan advances commence and which ensures the costs to complete the projects are in balance with our remaining unfunded loan commitments;
- conducting project site visits and using construction consultants who review the progress of the project; and
- monitoring the construction costs compared to the budgeted costs and the remaining costs to complete.

SBA 7(a) and 504 program loans are subject to the risks outlined above and the risk that an SBA 7(a) guaranty may be invalid if SBA specific procedures are not followed. We seek to mitigate this risk by maintaining and adhering to additional policies specific to SBA loans which align with SBA requirements.

### ***Commercial Loans and Leases***

Our commercial loans and leases are diverse and generally include various asset-secured loans, equipment-secured loans and leases, venture capital loans to support venture capital firms' operations and the operations of entrepreneurial companies during the various phases of their life cycles, secured business loans originated through our Community Banking group, and loans to security alarm monitoring companies.

Our commercial loans and leases include the following specific lending products:

- ***Lender finance & timeshare.*** These are loans to companies used to purchase finance receivables or extend finance receivables to the underlying obligors and are secured primarily by the finance receivables owed to our borrowers. The borrowers include commercial lenders, consumer lenders, and timeshare operators. The primary sources of repayment are the operating incomes of the borrowers and the collection of the finance receivables securing the loans. The loans are typically revolving lines of credit with terms of one to three years with contractual borrowing availability as a percentage of eligible collateral.

- **Equipment finance.** These are loans and leases used to purchase equipment essential to the operations of our borrower or lessee and are secured by the specific equipment financed. The primary source of repayment is the operating income of the borrower or lessee. The loan and lease terms are two to ten years and generally amortize to either a full repayment or residual balance or investment that is expected to be collected through a sale of the equipment to the lessee or a third party.
- **Other asset-based.** These are loans used for working capital and are secured by trade accounts receivable and/or inventories. The primary sources of repayment are the operating incomes of the borrowers, the collection of the receivables securing the loans, and/or the sale of the inventories securing the loans. The loans are typically revolving lines of credit with terms of one to three years with contractual borrowing availability as a percentage of eligible collateral. In conjunction with our healthcare real estate loans, we may provide healthcare operators with asset-based loans secured by healthcare accounts receivable to support working capital needs.
- **Premium finance.** These are loans used to finance annual life insurance premiums and are fully secured by the corresponding cash surrender value of life insurance contracts and other liquid collateral with one year terms that, generally, renew annually. The primary sources of repayment are the cash flow of the borrowers and guarantors, repayment from our loans being refinanced by other lenders, or the application of cash surrender value proceeds to the loans.
- **Venture capital.** These are loans to venture-backed companies or loans directly to venture capital firms. Loans to venture-backed companies support the borrowers' operations, including operating losses, working capital requirements, and fixed asset acquisitions. The borrowers are at various stages in their development (early, expansion, or late), and are, generally, reporting operating losses. The primary sources of repayment are future additional venture capital equity investments or the sale of the company or its assets. The loan terms are generally one to four years, and the loans are typically secured by a first priority, secured blanket lien on all corporate assets and/or a lien on intellectual property. This loan segment also includes equity fund loans which are loans made directly to venture capital firms, venture capital funds, and venture capital management companies to provide a bridge to the receipt of capital calls and to support the borrowers' working capital needs, such as the cost of raising a new venture fund or leasehold improvements for new office space. The primary sources of repayment are receipt of capital calls, proceeds from sales of portfolio company investments, and management fees. The loan terms are generally one to four years, and the loans are typically secured by a first position lien on the assets of the business, an assignment of capital call rights and/or an assignment of management fees.
- **Secured business.** These are secured business loans originated through the Community Banking group. The primary source of repayment is the cash flow of the borrowers. The loans can be up to five years and are secured by a specific asset or assets of the borrower.
- **Security monitoring.** These are loans to security monitoring companies used to support the operations of companies that provide business and residential security systems and the accompanying alarm monitoring services. Loans to security monitoring companies are secured primarily by the monitoring contracts between the borrowers and their customers. The primary sources of repayment are the operating incomes of the borrowers, proceeds from the sales of security monitoring contracts to other monitoring companies, and proceeds from the sale of the borrowers themselves. The loans are typically revolving lines of credit with terms of one to three years with contractual borrowing availability as a ratio of the total recurring monthly billing amount from eligible monitoring contracts (collateral). Loans to security monitoring borrowers are usually considered leveraged loans. According to regulatory guidance, leveraged loans are typically loans where the proceeds are used for buyouts or acquisitions and where the resulting total debt levels are four or more times the annual adjusted earnings of the borrower.

- **Other lending.** Loans aggregated into the category of “Other lending” are various commercial loan types including Community Banking group business loans secured by a blanket lien on the borrowers’ businesses, loans to homeowner associations, loans to municipalities and non-profit borrowers, and SBA 7(a) loans for small business expansion. The primary sources of repayments for the Community Banking group business loans, non-profit borrowers, and SBA 7(a) business expansion loans are the operations of the borrowers. The primary sources of repayment for loans to municipalities are tax collections from their tax jurisdictions.
- **Cash flow.** Until December 2017, we actively originated cash flow loans to finance business acquisitions and recapitalizations to various types of borrowers, with greater emphasis on borrowers operating in the healthcare and technology industries. In December 2017, we exited most cash flow lending business lines, and agreed to sell \$1.5 billion of cash flow loans (of which \$481.1 million were held for sale at December 31, 2017 and were subsequently sold in the first quarter of 2018). At December 31, 2018, we held \$114.1 million of cash flow loans, including \$92.5 million from the lending businesses that we exited in December 2017.

Our portfolio of commercial loans and leases is subject to certain risks including, but not limited to, the following:

- the economic conditions of the United States;
- interest rate increases;
- deterioration of the value of the underlying collateral;
- increased competition in pricing and loan structure;
- the deterioration of a borrower’s or guarantor’s financial capabilities; and
- various environmental risks, including natural disasters, which can negatively affect a borrower’s business.

When underwriting commercial loans and leases, we seek to mitigate risk by using the following framework:

- considering the prospects for the borrower's industry and competition;
- considering our past experience with the borrower and with the collateral type;
- considering our current loan and lease portfolio concentration by loan type and collateral type;
- reviewing each loan request and renewal individually;
- using our credit committee approval process for the approval of each loan request (or aggregate credit exposure) over a certain dollar amount; and
- adhering to written loan underwriting policies and procedures including, among other factors, loan structures and covenants.

We actively manage real estate and commercial loans and seek to mitigate credit risk on most loans by using the following framework.

- monitoring the economic conditions in the regions or areas in which our borrowers are operating;
- measuring operating performance of our borrower or collateral and comparing it to our underwriting expectations;
- assessing compliance with financial and operating covenants as set forth in our loan agreements and considering the effects of incidences of noncompliance and taking corrective actions;
- assigning a credit risk rating to each loan and ensuring the accuracy of our credit risk ratings by using an independent credit review function to assess the appropriateness of the credit risk ratings assigned to loans;
- conducting loan portfolio review meetings where senior management and members of credit administration discuss the credit status and related action plans on loans with unfavorable credit risk ratings; and
- subjecting loan modifications and loan renewal requests to underwriting and assessment standards similar to the underwriting and assessment standards applied before closing the loans.

### *Consumer Loans*

Consumer loans are primarily purchased private student loans originated and serviced by third-parties that are not guaranteed by any program of the U.S. Government. These loans refinanced the outstanding student loan debt of borrowers who met certain underwriting criteria, with terms that fully amortize the debt over terms ranging from five to twenty years. Consumer loans may also include personal loans, auto loans, home equity lines of credit, revolving lines of credit, and other loans typically made by banks to individual borrowers.

Our consumer loan portfolio is subject to certain risks, including, but not limited to, the following:

- the economic conditions of the United States and the levels of unemployment;
- the amount of credit offered to consumers in the market;
- interest rate increases;
- consumer bankruptcy laws which allow consumers to discharge certain debts (excluding student loans);
- compliance with consumer lending regulations;
- additional regulations and oversight by the CFPB; and
- the ability of the sub-servicers of the Bank's student loans to service the loans in accordance with the terms of the loan purchase agreements.

We seek to mitigate the exposure to such risks through the direct approval of all internally originated consumer loans by reviewing each new loan request and each renewal individually and adhering to written credit policies. For all purchased student loans, we monitor the performance of the originator and the enforcement of our rights under the loan purchase agreement.

## Loan Concentrations

The following table presents the composition of our loans and leases held for investment, net of deferred fees, by loan portfolio segment and class as of the dates indicated:

	December 31, 2018		December 31, 2017		December 31, 2016	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
<i>(Dollars in thousands)</i>						
<b>Real estate mortgage:</b>						
Commercial	\$ 4,824,298	27%	\$ 5,385,740	32%	\$ 4,396,696	28%
Income producing and other residential	3,093,843	17%	2,466,894	14%	1,314,036	9%
Total real estate mortgage	7,918,141	44%	7,852,634	46%	5,710,732	37%
<b>Real estate construction and land:</b>						
Commercial	912,583	5%	769,075	5%	581,246	4%
Residential	1,321,073	8%	822,154	5%	384,001	2%
Total real estate construction and land	2,233,656	13%	1,591,229	10%	965,247	6%
Total real estate	10,151,797	57%	9,443,863	56%	6,675,979	43%
<b>Commercial:</b>						
Asset-based	3,305,421	18%	2,924,950	17%	2,948,941	19%
Venture capital	2,038,748	11%	2,122,735	13%	1,987,900	13%
Other commercial <sup>(1)</sup>	2,060,426	12%	2,071,394	12%	3,467,712	22%
Total commercial	7,404,595	41%	7,119,079	42%	8,404,553	54%
Consumer	401,321	2%	409,801	2%	375,422	3%
Total loans and leases held for investment, net of deferred fees	\$ 17,957,713	100%	\$ 16,972,743	100%	\$ 15,455,954	100%

(1) At December 31, 2018, the remaining balances of the technology, healthcare, and general cash flow loans held for investment of the lending businesses that we exited in December 2017 totaled \$92.5 million. At December 31, 2017 and 2016, the balances of these loans totaled \$249.3 million and \$2.3 billion. Such cash flow loans are included in the "Other commercial" loan portfolio class in the table.

Our loan portfolio segments of real estate mortgage loans, real estate construction and land loans, and commercial loans comprised 44%, 13%, and 41% of our total loans and leases held for investment at December 31, 2018, respectively, compared to 46%, 10%, and 42% at December 31, 2017, respectively.

Real estate mortgage loans are diversified among various property types. At December 31, 2018, the three largest property types securing real estate mortgage loans were multi-family properties, office properties, and industrial properties, which comprised 36%, 16%, and 13%, of our real estate mortgage loans, respectively. At December 31, 2017, the three largest property types securing real estate mortgage loans were multi-family properties, industrial properties, and office properties, which comprised 27%, 15% and 14%, of our real estate mortgage loans, respectively.

At December 31, 2018 and 2017, 13% and 14% of the total real estate mortgage loans were owner occupied (where our borrowers were operating businesses on the premises that collateralize our loans).

Real estate construction and land loans are diversified among various property types. At December 31, 2018, the three largest property types for real estate construction and land loans were multi-family properties, hotel properties, and residential condominium properties, which comprised 32%, 14%, and 13% of our real estate construction and land loans, respectively. At December 31, 2017, the three largest property types for real estate construction and land loans were multi-family properties, residential condominium properties, and office properties, which comprised 27%, 10%, and 10% of our real estate construction and land loans, respectively.

At December 31, 2018, commitments secured by real estate construction projects totaled \$4.9 billion with related outstanding loan balances of \$2.2 billion. At December 31, 2017, commitments secured by real estate construction projects totaled \$3.6 billion with related outstanding loan balances of \$1.6 billion. At December 31, 2018, commitments related to construction projects in California totaled \$2.8 billion or 57% of total real estate construction commitments, and commitments related to construction projects in New York City totaled \$688.4 million or 14% of total real estate construction commitments.

At December 31, 2018, there were eight individual real estate construction commitments greater than or equal to \$100 million with the largest two commitments both being \$150.0 million. At December 31, 2018, these eight individual commitments totaled \$940.8 million and had outstanding balances that totaled \$259.2 million. The projects financed by these commitments were a hotel, office building, five multi-family projects, and a residential condominium complex. For these specific commitments, the average commitment to budgeted projected cost ratio was 51.4%.

At December 31, 2018, our largest individual loan commitment was \$155.0 million and we had six individual loan commitments each of \$150.0 million. These commitments were for equity fund loans, lender finance loans, and commercial construction loans. At December 31, 2018, our ten largest individual loan commitments totaled \$1.5 billion and had corresponding outstanding balances that totaled \$732.7 million. These ten largest commitments ranged from \$130.0 million to \$155.0 million. These commitments were for equity fund loans, lender finance loans, commercial construction loans, other commercial real estate loans, and secured business loans. At December 31, 2017, our ten largest individual loan commitments totaled \$908.9 million and had corresponding outstanding balances that totaled \$516.2 million. These ten largest commitments ranged from \$75.0 million to \$110.0 million. These commitments were for residential construction loans, lender finance loans, commercial construction loans, other commercial real estate loans, hospitality loans, and income producing residential loans.

## **Current Developments**

### ***Colorado Market Expansion***

During the fourth quarter of 2018, we established executive offices and expanded our loan production capabilities to include Community Banking in the Denver, Colorado area. In January 2019, we hired a Colorado Market President to lead this effort. In February 2019, we applied for a license in Colorado to accept deposits and plan to open a full-service branch in Denver. We intend to follow our existing Community Banking group model of making business and real estate loans to local borrowers funded by low-cost, locally-obtained deposits.

## **Financing**

We depend on deposits and external financing sources to fund our operations. We employ a variety of financing arrangements, including term debt, subordinated debt, and equity. As a member of the FHLB, the Bank had secured financing capacity with the FHLB as of December 31, 2018 of \$3.7 billion, collateralized by a blanket lien on \$5.4 billion of qualifying loans. The Bank also had secured financing capacity with the FRBSF of \$2.0 billion as of December 31, 2018 collateralized by liens on \$2.7 billion of qualifying loans.



## **Information Technology Systems**

We devote significant financial and management resources to maintain stable, reliable, efficient and scalable information technology systems. Where possible, we utilize third-party software systems that are hosted and supported by nationally recognized vendors. We selectively employ proprietary software systems to support our specialty lending products. We work with our third-party vendors to monitor and maximize the efficiency of our use of their applications. We use integrated systems to originate and process loans and deposit accounts, which reduces processing time, automates numerous internal controls, improves customer experiences and reduces costs. Most customer records are maintained digitally. We also provide on-line, mobile, and telephone banking services to further improve the overall client experience. In 2018, we completed the migration of in-house and outsourced systems for managing customer accounts to an alternative platform to enhance the features and services available to our customers.

We use an enterprise data warehouse system in order to aggregate, analyze, and report key metrics associated with our customers and products. Data is collected across multiple systems so that standard and ad hoc reports are available to assist with managing our business.

We maintain an information technology strategic plan. This plan outlines how specific solutions support our overall goals, analyzes infrastructure for capacity planning, details migration plans to replace aging hardware and software, provides baseline projections for allocating information technology staff, discusses information security trends and measures, considers future technologies, and provides details on information technology initiatives over the next several years.

Protecting our systems to ensure the safety of our customers' information is critical to our business. We use multiple layers of protection to control access, detect unusual activity, and reduce risk, including conducting a variety of audits and vulnerability and penetration tests on our platforms, systems and applications, and maintain comprehensive incident response plans to minimize potential risk to operations, and reduce the risk that cyber-attacks would be successful. To protect our business operations against disasters, we have a backup off-site core processing system and comprehensive recovery plans.

## **Risk Oversight and Management**

We believe risk management is another core competency of our business. We have a comprehensive risk management process that measures, monitors, evaluates, and manages the risks we assume in conducting our activities. Our oversight of this risk management process is conducted by the Company's Board of Directors (the "Board") and its standing committees. The committees each report to the Board and the Board has overall oversight responsibility for risk management.

Our risk framework is structured to guide decisions regarding the appropriate balance between risk and return considerations in our business. Our risk framework is based upon our business strategy, risk appetite, and financial plans approved by our Board. Our risk framework is supported by an enterprise risk management program. Our enterprise risk management program integrates all risk efforts under one common framework. This framework includes risk policies, procedures, measured and reported limits and targets, and reporting. Our Board approves our risk appetite statement, which sets forth the amount and type of risks we are willing to accept in pursuit of achieving our strategic, business, and financial objectives. Our risk appetite statement provides the context for our risk management tools, including, among others, risk policies, delegated authorities, limits, portfolio composition, underwriting standards, and operational processes.

## **Competition**

The banking business is highly competitive. We compete nationwide with other commercial banks and financial services institutions for loans and leases, deposits, and employees. Some of these competitors are larger in total assets and capitalization, with more offices over a wider geographic area and offer a broader range of financial services than our operations. Our most direct competition for loans comes from larger regional and national banks, diversified finance companies, venture debt funds, and service-focused community banks that target the same customers as we do. In recent years, competition has increased from institutions not subject to the same regulatory restrictions as domestic banks and bank holding companies. Those competitors include non-bank specialty lenders, insurance companies, private investment funds, investment banks, financial technology companies, and other financial and non-financial institutions.

Competition is based on a number of factors, including interest rates charged on loans and leases and paid on deposits, the scope and type of banking and financial services offered, convenience of our branch locations, customer service, technological changes, and regulatory constraints. Many of our competitors are large companies that have substantial capital, technological, and marketing resources. Some of our competitors have substantial market positions and have access to a lower cost of capital or a less expensive source of funds. Because of economies of scale, our larger, nationwide competitors may offer loan pricing that is more attractive than what we are willing to offer.

Economic factors, along with legislative and technological changes, will have an ongoing impact on the competitive environment within the financial services industry. We work to anticipate and adapt to dynamic competitive conditions whether it is by developing and marketing innovative products and services, adopting or developing new technologies that differentiate our products and services, cross marketing, or providing highly personalized banking services. We strive to distinguish ourselves from other banks and financial services providers in our marketplace by providing an extremely high level of service to enhance customer loyalty and to attract and retain business.

We differentiate ourselves in the marketplace through the quality of service we provide to borrowers while maintaining competitive interest rates, loan fees and other loan terms. We emphasize personalized relationship banking services and the efficient decision-making of our lending business units. We compete effectively based on our in-depth knowledge of our borrowers' industries and their business needs based upon information received from our borrowers' key decision-makers, analysis by our experienced professionals, and interaction between these two groups; our breadth of loan product offerings and flexible and creative approach to structuring products that meet our borrowers' business and timing needs; and our dedication to superior client service. However, we can provide no assurance as to the effectiveness of these efforts on our future business or results of operations, as to our continued ability to anticipate and adapt to changing conditions, and as to sufficiently improving our services and/or banking products in order to successfully compete in the marketplace.

### **Employees**

As of January 31, 2019, we had 1,833 full time equivalent employees. None of the Company's employees are represented by collective bargaining agreements.

### **Financial and Statistical Disclosure**

Certain of our statistical information is presented within "Item 6. Selected Financial Data," "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Item 7A. Quantitative and Qualitative Disclosure About Market Risk." This information should be read in conjunction with the consolidated financial statements contained in "Item 8. Financial Statements and Supplementary Data."

## Supervision and Regulation

### *General*

The Company and Bank are subject to extensive regulation under federal and state banking laws that establish a comprehensive framework for our operations. Such regulation is intended to, among other things, protect the interests of customers, including depositors, and the federal deposit insurance fund, as well as to minimize risk to the banking system as a whole. These regulations are not, however, generally charged with protecting the interests of our stockholders or other creditors. Described below are elements of selected laws and regulations applicable to our Company or the Bank. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. Changes in applicable law or regulations, and in their application by regulatory agencies, cannot be predicted, and they may have a material effect on the business, operations, and results of our Company or the Bank. The current U.S. political environment adds additional uncertainty to the implementation, scope, and timing of regulatory reforms, including those related to the Dodd-Frank Act.

### *Bank Holding Company Regulation*

As a bank holding company, PacWest is registered with and subject to supervision, regulation, and examination by the FRB under the BHCA, and we are required to file with the FRB periodic reports of our operations and additional information regarding the Company and its subsidiaries as the FRB may require.

The Dodd-Frank Act requires the Company to act as a source of financial strength to the Bank including committing resources to support the Bank even at times when the Company may not be in a financial position to do so. Similarly, under the cross-guarantee provisions of the FDIA, the FDIC can hold any FDIC-insured depository institution liable for any loss suffered or anticipated by the FDIC in connection with (i) the default of a commonly controlled FDIC-insured depository institution or (ii) any assistance provided by the FDIC to such a commonly controlled institution.

Pursuant to the BHCA, we are required to obtain the prior approval of the FRB before we acquire all or substantially all of the assets of any bank or the ownership or control of voting shares of any bank if, after giving effect to such acquisition, we would own or control, directly or indirectly, more than 5 percent of such bank. Pursuant to the Bank Merger Act, the prior approval of the FDIC is required for the Bank to merge with another bank or purchase all or substantially all of the assets or assume any of the deposits of another FDIC-insured depository institution. In reviewing certain merger or acquisition transactions, the federal regulators will consider the assessment of the competitive effect and public benefits of the transactions, the capital position and managerial resources of the combined organization, the risks to the stability of the U.S. banking or financial system, our performance record under the CRA, our compliance with fair housing and other consumer protection laws, and the effectiveness of all organizations involved in combating money laundering activities.

Under the BHCA, we may not engage in any business other than managing or controlling banks or furnishing services to our subsidiaries and such other activities that the FRB deems to be so closely related to banking as “to be a proper incident thereto.” We are also prohibited, with certain exceptions, from acquiring direct or indirect ownership or control of more than 5 percent of the voting shares of any company unless the company is engaged in banking activities or the FRB determines that the activity is so closely related to banking as to be a proper incident to banking. The FRB’s approval must be obtained before the shares of any such company can be acquired.

The federal regulatory agencies also have general authority to prohibit a banking subsidiary or bank holding company from engaging in an unsafe or unsound banking practice. Depending upon the circumstances, the agencies could take the position that paying a dividend would constitute an unsafe or unsound banking practice. Further, as discussed below under “-Capital Requirements,” we are required to maintain minimum ratios of Common Equity Tier 1 capital, Tier 1 capital, and total capital to total risk-weighted assets, and a minimum ratio of Tier 1 capital to total adjusted quarterly average assets as defined in such regulations. The level of our capital ratios may affect our ability to pay dividends or repurchase our shares. See “Item 5. Market for Registrant’s Common Equity and Related Shareholder Matters - Dividends” and Note 20. *Dividend Availability and Regulatory Matters* of the Notes to Consolidated Financial Statements contained in “Item 8. Financial Statements and Supplementary Data.”

### ***The Dodd-Frank Act***

The Dodd-Frank Act, which was enacted in July 2010, significantly restructured the financial regulatory landscape in the United States, including the creation of a new systemic risk oversight body, the FSOC. The FSOC oversees and coordinates the efforts of the primary U.S. financial regulatory agencies (including the FRB, SEC, the Commodity Futures Trading Commission and the FDIC) in establishing regulations to address financial stability concerns. The Dodd-Frank Act and the FRB's implementing regulations impose increasingly stringent regulatory requirements on financial institutions as their size and scope of activities increases.

In May 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act ("EGRRCPA") was enacted. While the EGRRCPA reduced the impact of the Dodd-Frank Act on bank holding companies of our size, including in respect to stress testing, the Dodd-Frank Act nonetheless subjected us to additional significant regulatory requirements. In addition, as a result of the Dodd-Frank Act and our having in excess of \$10 billion in total consolidated assets, the Company and the Bank are subject to the examination and supervision of the CFPB.

### ***Transactions with Affiliates***

Transactions between the Bank and its affiliates are regulated under federal banking law. Subject to certain exceptions set forth in the Federal Reserve Act, a bank may enter into "covered transactions" with its affiliates if the aggregate amount of the covered transactions to any single affiliate does not exceed 10 percent of the Bank's capital stock and surplus or 20 percent of the Bank's capital stock and surplus for covered transaction with all affiliates. Covered transactions include, among other things, extension of credit, the investment in securities, the purchase of assets, the acceptance of collateral or the issuance of a guaranty. The Dodd-Frank Act significantly expanded the coverage and scope of the limitations on affiliate transactions within a banking organization.

### ***Dividends and Share Repurchases***

The ability of the Company to pay dividends on or to repurchase its common stock, and the ability of the Bank to pay dividends to the Company, may be restricted due to several factors including: (a) the DGCL (in the case of the Company) and applicable California law (in the case of the Bank), (b) covenants contained in our subordinated debentures and borrowing agreements, and (c) the regulatory authority of the FRB, the DBO and the FDIC.

Our ability to pay dividends to our stockholders or to repurchase shares of our common stock is subject to the restrictions set forth in the DGCL. The DGCL provides that a corporation, unless otherwise restricted by its certificate of incorporation, may declare and pay dividends (or repurchase shares) out of its surplus or, if there is no surplus, out of net profits for the fiscal year in which the dividend is declared and/or for the preceding fiscal year, as long as the amount of capital of the corporation is not less than the aggregate amount of the capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets. Surplus is defined as the excess of a corporation's net assets (i.e., its total assets minus its total liabilities) over the capital associated with issuances of its common stock. Moreover, the DGCL permits a board of directors to reduce its capital and transfer such amount to its surplus. In determining the amount of surplus of a Delaware corporation, the assets of the corporation, including stock of subsidiaries owned by the corporation, must be valued at their fair market value as determined by the board of directors, regardless of their historical book value.

Our ability to pay cash dividends to our stockholders or to repurchase shares of our common stock may be limited by certain covenants contained in the indentures governing trust preferred securities issued by us or entities that we have acquired, and the debentures underlying the trust preferred securities. Generally the indentures provide that if an Event of Default (as defined in the indentures) has occurred and is continuing, or if we are in default with respect to any obligations under our guarantee agreement which covers payments of the obligations on the trust preferred securities, or if we give notice of any intention to defer payments of interest on the debentures underlying the trust preferred securities, then we may not, among other restrictions, declare or pay any dividends with respect to our common stock or repurchase shares of our common stock.

In addition, notification to the FRB is required prior to our declaring and paying a cash dividend to our stockholders during any period in which our quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements. Under such circumstances, we may not pay a dividend should the FRB object until such time as we receive approval from the FRB or no longer need to provide notice under applicable regulations. In addition, prior approval of the FRB is required prior to our repurchasing shares of our common stock.

In connection with the decision regarding dividends and share repurchase programs, our Board will take into account general business conditions, our financial results, projected cash flows, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends by the Bank to the Company and such other factors as deemed relevant. We can provide no assurance that we will continue to declare dividends on a quarterly basis or otherwise or to repurchase shares of our common stock. The declaration of dividends by the Company is subject to the discretion of our Board.

PacWest's primary source of liquidity is the receipt of cash dividends from the Bank. Various statutes and regulations limit the availability of cash dividends from the Bank. Dividends paid by the Bank are regulated by the DBO and FDIC under their general supervisory authority as it relates to a bank's capital requirements. The Bank may declare a dividend without the approval of the DBO and FDIC as long as the total dividends declared in a calendar year do not exceed either the retained earnings or the total of net earnings for three previous fiscal years less any dividend paid during such period. Dividends paid by the Bank during the previous three fiscal years exceeded the Bank's earnings during that same period by \$28.5 million. Since the Bank had a retained deficit of \$643.9 million at December 31, 2018, for the foreseeable future, any further cash dividends from the Bank to the Company will continue to require DBO and FDIC approval.

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity - *Holding Company Liquidity*" and Note 20. *Dividend Availability and Regulatory Matters* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data" for a discussion of other factors affecting the availability of dividends and limitations on the ability to declare dividends.

### ***Capital Requirements***

We are subject to the comprehensive capital framework for U.S. banking organizations known as Basel III. Basel III generally implemented the Basel Committee's December 2010 final capital framework for strengthening international capital standards. Basel III became effective for the Company and the Bank as of January 1, 2015, subject to phase-in periods for certain of its components and other provisions.

Basel III, among other things, (i) implemented increased capital levels for the Company and the Bank, (ii) introduced a new capital measure called CET1 and related regulatory capital ratio of CET1 to risk-weighted assets, (iii) specified that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements, (iv) mandated that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital, and (v) expanded the scope of the deductions from and adjustments to capital as compared to existing regulations. Under Basel III, for most banking organizations the most common form of Additional Tier 1 capital is non-cumulative perpetual preferred stock and the most common form of Tier 2 capital is subordinated notes and a portion of the allowance for loan and lease losses, in each case, subject to Basel III specific requirements.

Pursuant to Basel III, the minimum capital ratios are as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 *plus* Additional Tier 1 capital) to risk-weighted assets;
- 8.0% Total capital (that is, Tier 1 capital *plus* Tier 2 capital) to risk-weighted assets; and
- 4% Tier 1 capital to average consolidated assets as reported on regulatory financial statements (known as the "leverage ratio").

Basel III also introduced a new “capital conservation buffer”, composed entirely of CET1, on top of the minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets, Tier 1 to risk-weighted assets or total capital to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall and the institution’s “eligible retained income” (that is, four quarter trailing net income, net of distributions and tax effects not reflected in net income). As of January 1, 2019, the capital conservation buffer is fully phased-in and the Company and the Bank are required to maintain an additional capital conservation buffer of 2.5% of CET1, effectively resulting in minimum ratios of (i) CET1 to risk-weighted assets of at least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) total capital to risk-weighted assets of at least 10.5%.

Basel III provides for a number of deductions from and adjustments to CET1. These include, for example, the requirement that deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such items, in the aggregate, exceed 15% of CET1.

Implementation of the deductions and other adjustments to CET1 commenced on January 1, 2015 and was phased-in beginning at 40% in 2015, 60% in 2016, and 80% for 2017 and 2018.

Basel III provides a standardized approach for risk weightings that expands the risk-weighting categories from the previous four Basel I-derived categories (0%, 20%, 50% and 100%) to a larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, resulting in higher risk weights for a variety of asset classes.

The Company has outstanding subordinated debentures issued to trusts, which, in turn, issued trust preferred securities. The carrying amount of subordinated debentures totaled \$453.8 million at December 31, 2018. Under Basel III, none of the Company’s trust preferred securities are included in Tier 1 capital, however \$440.2 million of such trust preferred securities was included in Tier 2 capital at December 31, 2018. We believe that, as of December 31, 2018, the Company and the Bank met all capital adequacy requirements under Basel III. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Regulatory Matters - *Capital*” for further information on regulatory capital requirements, capital ratios, and deferred tax asset limits as of December 31, 2018 for the Company and the Bank.

### ***Stress Testing***

Though the Company and Bank are no longer required to prepare annual stress tests pursuant to the Dodd-Frank Act, we continue to prepare an annual stress test of our capital, consolidated earnings and losses under adverse economic and market conditions. Our stress test results are considered by the FRB and FDIC in evaluating our capital adequacy and could have a negative impact on our ability to make capital distributions in the form of dividends or share repurchases.

### ***Safety and Soundness Standards***

As required by the FDIA, guidelines adopted by the federal bank regulatory agencies establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and quality, and compensation, fees and benefits. The agencies have adopted regulations and interagency guidelines which set forth the safety and soundness standards used to identify and address problems at insured depository institutions before capital becomes impaired. If an agency determines that a bank fails to satisfy any standard, it may require the bank to submit an acceptable plan to achieve compliance, consistent with deadlines for the submission and review of such safety and soundness compliance plans. If an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the FDIA.

### *Deposit Insurance*

The Bank is a state-chartered, “non-member” bank regulated by the DBO and the FDIC. The Bank accepts deposits, and those deposits have the benefit of FDIC insurance up to the applicable limits. The applicable limit for FDIC insurance for most types of accounts is \$250,000.

Under the FDIC’s risk-based deposit premium assessment system, the assessment rates for an insured depository institution are determined by an assessment rate calculator, which is based on a number of elements that measure the risk each institution poses to the Deposit Insurance Fund. The calculated assessment rate is applied to average consolidated assets less the average tangible equity of the insured depository institution during the assessment period to determine the dollar amount of the quarterly assessment. Under the current system, premiums are assessed quarterly and could increase if, for example, criticized loans and leases and/or other higher risk assets increase or balance sheet liquidity decreases.

During the first quarter of 2016, the FDIC issued a final rule implementing a 4.5 basis points surcharge on the quarterly FDIC insurance assessments of insured depository institutions with more than \$10 billion in total consolidated assets. The Bank became subject to the FDIC surcharge on July 1, 2016. The surcharge continued through September 30, 2018, when the Deposit Insurance Fund reserve ratio reached 1.36% of insured deposits, exceeding the statutorily required minimum reserve ratio of 1.35%. For the year ended December 31, 2018, we incurred \$15.9 million of FDIC assessment expense.

Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

### *Incentive Compensation*

In 2010, federal banking regulators issued final joint agency guidance on Sound Incentive Compensation Policies. This guidance applies to executive and non-executive incentive plans administered by the Bank. The guidance notes that incentive compensation programs must (i) provide employees incentives that appropriately balance risk and reward, (ii) be compatible with effective controls and risk management and (iii) be supported by strong corporate governance, including oversight by the Board. The FRB reviews, as part of its regular examination process, the Company’s incentive compensation programs.

In addition, the Dodd-Frank Act requires the federal bank regulatory agencies and the SEC to establish joint regulations or guidelines prohibiting incentive based payment arrangements at specified regulated entities having at least \$1 billion in total assets, such as the Company and the Bank, that encourage inappropriate risks by providing an executive officer, employee, director or principal stockholder with excessive compensation, fees, or benefits that could lead to material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure of incentive based compensation arrangements to regulators. The agencies proposed initial regulations in April 2011 and proposed revised regulations during the second quarter of 2016 that would establish general qualitative requirements applicable to all covered entities (and additional specific requirements for entities with total consolidated assets of at least \$50 billion). The general qualitative requirements include (i) prohibiting incentive arrangements that encourage inappropriate risks by providing excessive compensation; (ii) prohibiting incentive arrangements that encourage inappropriate risks that could lead to a material financial loss; (iii) establishing requirements for performance measures to appropriately balance risk and reward; (iv) requiring board of director oversight of incentive arrangements; and (v) mandating appropriate record-keeping.

In August 2015, the SEC adopted final rules implementing the pay ratio provisions of the Dodd-Frank Act by requiring companies to disclose the ratio of the compensation of its chief executive officer to the median compensation of its employees. Under SEC guidance issued in September 2017, companies such as the Company are able to use widely-recognized tests to determine who counts as an employee under the rule, use existing internal records such as payroll and tax information and describe the ratio as an estimate. For a registrant with a fiscal year ending on December 31, such as the Company, the pay ratio was first required as part of its executive compensation disclosure in proxy statements or Form 10-Ks filed in 2018.

### ***Consumer Regulation***

We are subject to a number of federal and state consumer protection laws that extensively govern our relationship with our customers. These laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act and these laws' respective state-law counterparts, as well as state usury laws and laws regarding unfair and deceptive acts and practices. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys' fees. Federal bank regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, action by the state and local attorneys general in each jurisdiction in which we operate, and civil money penalties. Failure to comply with consumer protection regulations may also result in our failure to obtain any required bank regulatory approval for merger or acquisition transactions we may wish to pursue or our prohibition from engaging in such transactions even if approval is not required.

The CFPB has broad rulemaking, supervisory, and enforcement powers under various federal consumer financial protection laws. The CFPB is also authorized to engage in consumer financial education, track consumer complaints, request data, and promote the availability of financial services to underserved consumers and communities. The Bank is subject to direct oversight and examination by the CFPB. The CFPB has broad supervisory, examination, and enforcement authority over various consumer financial products and services, including the ability to require reimbursements and other payments to customers for alleged legal violations and to impose significant penalties, as well as injunctive relief that prohibits lenders from engaging in allegedly unlawful practices. The CFPB also has the authority to obtain cease and desist orders providing for affirmative relief or monetary penalties. State regulation of financial products and potential enforcement actions could also adversely affect our business, financial condition, or results of operations.

### ***USA PATRIOT Act and Anti-Money Laundering***

The PATRIOT Act, designed to deny terrorists and others the ability to obtain access to the United States financial system, has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The PATRIOT Act, as implemented by various federal regulatory agencies, requires the Company and the Bank to establish and implement policies and procedures with respect to, among other matters, anti-money laundering, compliance, suspicious activity and currency transaction reporting and due diligence on customers and prospective customers. The PATRIOT Act and its underlying regulations permit information sharing for counter-terrorist purposes between federal law enforcement agencies and financial institutions, as well as among financial institutions, subject to certain conditions, and require the FRB, the FDIC and other federal banking agencies to evaluate the effectiveness of an applicant in combating money laundering activities when considering a bank holding company acquisition and/or a bank merger act application.

The U.S. Department of the Treasury's Financial Crimes Enforcement Network ("FinCEN") drafts regulations implementing the PATRIOT ACT and other anti-money laundering and Bank Secrecy Act legislation. In May 2017, a FinCEN rule became effective which requires financial institutions to obtain beneficial ownership information with respect to legal entities with which such institutions conduct business, subject to certain exclusions and exemptions.

We regularly evaluate and continue to enhance our systems and procedures to continue to comply with the PATRIOT Act and other anti-money laundering initiatives. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal, strategic, and reputational consequences for the institution and result in material fines and sanctions.



### ***Office of Foreign Assets Control Regulation***

The United States has imposed economic sanctions that affect transactions with designated foreign countries, designated nationals and others. These rules are based on their administration by OFAC. The OFAC-administered sanctions targeting designated countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on “U.S. persons” engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal, strategic, and reputational consequences, and result in civil money penalties on the Company and the Bank.

### ***Community Reinvestment Act (“CRA”)***

The CRA generally requires the Bank to identify the communities it serves and to make loans and investments, offer products, make donations in, and provide services designed to meet the credit needs of these communities. The CRA also requires the Bank to maintain comprehensive records of its CRA activities to demonstrate how we are meeting the credit needs of our communities. These documents are subject to periodic examination by the FDIC. During these examinations, the FDIC rates such institutions’ compliance with CRA as “Outstanding,” “Satisfactory,” “Needs to Improve” or “Substantial Noncompliance.” The CRA requires the FDIC to take into account the record of a bank in meeting the credit needs of all of the communities served, including low-and moderate-income neighborhoods, in determining such rating. Failure of an institution to receive at least a “Satisfactory” rating could inhibit such institution or its holding company from undertaking certain activities, including acquisitions. The Bank received a CRA rating of “Outstanding” as of its most recent examination. In the case of a bank holding company, such as the Company, when applying to acquire a bank, savings association, or a bank holding company, the FRB will assess the CRA record of each depository institution of the applicant bank holding company in considering the application.

In April 2018, the U.S. Department of Treasury issued a memorandum to the federal banking regulators recommending changes to the CRA’s regulations to reduce their complexity and associated burden on banks. We will continue to evaluate the impact of any changes to the CRA regulations.

### ***Customer Information Privacy and Cybersecurity***

The FRB and other bank regulatory agencies have adopted guidelines for safeguarding confidential, personal, non-public customer information. These guidelines require each financial institution, under the supervision and ongoing oversight of its board of directors or an appropriate committee thereof, to create, implement, and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, protect against any anticipated threats or hazard to the security or integrity of such information, and protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer. We have adopted a customer information security program to comply with these requirements.

In March 2015, federal regulators issued two related statements regarding cybersecurity. One statement indicates that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure that their risk management processes also address the risk posed by compromised customer credentials, including security measures to reliably authenticate customers accessing Internet-based services of the financial institution. The other statement indicates that a financial institution’s management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution’s operations after a cyber-attack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack. If we fail to observe the regulatory guidance, we could be subject to various regulatory sanctions, including financial penalties.

The Gramm-Leach-Bliley Act of 1999 (the “GLBA”) requires financial institutions to implement policies and procedures regarding the disclosure of non-public personal information about consumers to non-affiliated third parties. The GLBA requires disclosures to consumers on policies and procedures regarding the disclosure of such non-public personal information and, except as otherwise required by law, prohibit disclosing such information except as provided in the Bank’s policies and procedures. We have implemented privacy policies addressing these restrictions that are distributed regularly to all existing and new customers of the Bank.

State regulators have been increasingly active in implementing privacy and cybersecurity standards and regulations. Recently, several states have adopted regulations requiring certain financial institutions to implement cybersecurity programs and providing detailed requirements with respect to these programs, including data encryption requirements. Many states have also recently implemented or modified their data breach notification and data privacy requirements. In June 2018, the California legislature passed the California Consumer Privacy Act of 2018 (the “California Privacy Act”), which is scheduled to take effect on January 1, 2020. The California Privacy Act, which covers businesses that obtain or access personal information on California resident consumers, grants consumers enhanced privacy rights and control over their personal information and imposes significant requirements on covered companies with respect to consumer data privacy rights. We expect this trend of state-level activity to continue, and are continually monitoring developments in the states in which we operate. For a further discussion of risks related to privacy and cybersecurity, see "Item 1A. Risk Factors" included in this Form 10-K.

#### ***Regulation of Certain Subsidiaries***

SIAM is registered with the SEC under the Investment Advisers Act of 1940, as amended, and is subject to its rules and regulations. Following the completion of various studies on investment advisers and broker-dealers required by the Dodd-Frank Act, the SEC has, among other things, recommended to Congress that it consider various means to enhance the SEC’s examination authority over investment advisers, which may have an impact on SIAM that we cannot currently assess.

## ITEM 1A. RISK FACTORS

In the course of conducting our business operations, we are exposed to a variety of risks, some of which are inherent in the financial services industry and others of which are more specific to our own businesses. The discussion below addresses the most significant factors, of which we are currently aware, that could affect our businesses, results of operations and financial condition. Additional factors that could affect our businesses, results of operations and financial condition are discussed in "Item 1. Business - Forward-Looking Information." However, other factors not discussed below or elsewhere in this Annual Report on Form 10-K could adversely affect our businesses, results of operations and financial condition. Therefore, the risk factors below should not be considered a complete list of potential risks we may face.

Any risk factor described in this Annual Report on Form 10-K or in any of our other SEC filings could by itself, or together with other factors, materially adversely affect our liquidity, cash flows, competitive position, business, reputation, results of operations, capital position or financial condition, including materially increasing our expenses or decreasing our revenues, which could result in material losses.

### General Economic and Market Conditions Risk

*Our business is adversely affected by unfavorable economic and market conditions.*

U.S. economic conditions affect our operating results. The United States economy has been in a nine-year expansion since the Great Recession ended in 2009. This current expansion has been longer than most U.S. expansionary periods in recent history. In the event of an economic recession, our operating results could be adversely affected because we could experience higher loan and lease charge-offs and higher operating costs. Global economic conditions also affect our operating results because global economic conditions directly influence the U.S. economic conditions. Brexit, including the possibility of Brexit without an agreement between the United Kingdom and the European Union, has the potential to impact global economic conditions which may in turn impact U.S. economic conditions, but we would not expect any direct impact as we do not operate in the United Kingdom. Various market conditions also affect our operating results. Real estate market conditions directly affect performance of our loans secured by real estate. Debt markets affect the availability of credit which impacts the rates and terms at which we offer loans and leases. Stock market downturns often signal broader economic deterioration and/or a downward trend in business earnings which may adversely affect businesses' ability to raise capital and/or service their debts.

An economic recession or a downturn in various markets could have one or more of the following adverse effects on our business:

- a decrease in the demand for our loans and leases and other products and services offered by us;
- a decrease in our deposit balances due to overall reductions in the accounts of customers;
- a decrease in the value of our loans and leases;
- an increase in the level of nonperforming and classified loans and leases;
- an increase in provisions for credit losses and loan and lease charge-offs;
- a decrease in net interest income derived from our lending and deposit gathering activities;
- a decrease in the Company's stock price; or
- an increase in our operating expenses associated with attending to the effects of certain circumstances listed above.

*Our ability to attract and retain qualified employees is critical to our success.*

Our employees are our most important resource, and in many areas of the financial services industry, competition for qualified personnel is intense. We endeavor to attract talented and diverse new employees and retain and motivate our existing employees to assist in executing our growth, acquisition, and business strategies. We also seek to retain proven, experienced senior employees with superior talent, augmented from time to time by external hires, to provide continuity of succession of our executive management team. In addition, the Company's Board oversees succession planning, including review of the succession plans for the Chief Executive Officer and other members of executive management. If for any reason we are unable to continue to attract or retain qualified employees, our performance, could be materially and adversely affected.

### **Credit Risk**

**Credit Risk is the Risk of Loss Arising from the Inability or Failure of a Borrower or Counterparty to Meet its Obligation.**

*We may not recover all amounts that are contractually owed to us by our borrowers.*

We are dependent on the collection of loan and lease principal, interest, and fees to partially fund our operations. A shortfall in collections and proceeds may impair our ability to fund our operations or to repay our existing debt.

When we loan money, commit to loan money or enter into a letter of credit or other contract with a counterparty, we incur credit risk. The credit quality of our portfolio can have a significant impact on our earnings. We expect to experience charge-offs and delinquencies on our loans and leases in the future. Our clients' actual operating results may be worse than our underwriting indicated when we originated the loans and leases, and in these circumstances, if timely corrective actions are not taken, we could incur substantial impairment or loss of the value on these loans and leases. We may fail to identify problems because our client did not report them in a timely manner or, even if the client did report the problem, we may fail to address it quickly enough or at all. Even if clients provide us with full and accurate disclosure of all material information concerning their businesses, we may misinterpret or incorrectly analyze this information. Mistakes may cause us to make loans and leases that we otherwise would not have made or to fund advances that we otherwise would not have funded, either of which could result in losses on loans and leases, or necessitate that we significantly increase our allowance for loan and lease losses. As a result, we could suffer loan losses and have nonperforming loans and leases, which could have a material adverse effect on our net earnings and results of operations and financial condition, to the extent the losses exceed our allowance for loan and lease losses.

Some of our loans and leases are secured by a lien on specified collateral of the borrower and we may not obtain or properly perfect our liens or the value of the collateral securing any particular loan may not protect us from suffering a partial or complete loss if the loan becomes nonperforming and we proceed to foreclose on or repossess the collateral. In such event, we could suffer loan losses, which could have a material adverse effect on our net earnings, allowance for loan and lease losses, financial condition, and results of operations.

Additionally, loans to venture-backed companies support the borrowers' operations, including operating losses, working capital requirements and fixed asset acquisitions. Venture-backed borrowers are at various stages in their development and are, generally, reporting operating losses. The primary sources of repayment are future additional venture capital equity investments or the sale of the company or its assets. Our venture-backed borrowers' business plans may fail, increasing the likelihood for credit losses related to loans to venture-backed companies.

At December 31, 2018, loans to venture-backed companies totaled \$1.2 billion or 7% of total loans and leases. For the year ended December 31, 2018, net charge-offs related to venture-backed borrowers totaled \$24.2 million or 55% of total net charge-offs for this period. In accordance with U.S. GAAP, we maintain an allowance for loan and lease losses to provide for loan defaults and non-performance. Our allowance for loan and lease losses allocable to loans to venture-backed borrowers may not be adequate to absorb actual credit losses arising from these loans, and future provisions for credit losses could materially and adversely affect our operating results.

***Our allowance for credit losses may not be adequate to cover actual losses.***

In accordance with U.S. GAAP, we maintain an allowance for loan and lease losses to provide for loan and lease defaults and non-performance and a reserve for unfunded loan commitments, which, when combined, we refer to as the allowance for credit losses. Our allowance for credit losses may not be adequate to absorb actual credit losses, and future provisions for credit losses could materially and adversely affect our operating results. Our allowance for credit losses is based on prior experience and an evaluation of the risks inherent in the current portfolio. The amount of future losses is influenced by changes in economic, operating and other conditions, including changes in interest rates that may be beyond our control, and these losses may exceed current estimates. Our federal and state regulators, as an integral part of their examination process, review our loans and leases and allowance for credit losses. While we believe our allowance for credit losses is appropriate for the risk identified in our loan and lease portfolio, we cannot provide assurance that we will not further increase the allowance for credit losses, that it will be sufficient to address losses, or that regulators will not require us to increase this allowance. Any of these occurrences could materially and adversely affect our financial condition and results of operations. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" for more information.

***Our loans and leases are concentrated by location, collateral value, and borrower type which could exacerbate credit losses if certain markets or industries were to experience economic difficulties or operating issues.***

Real estate mortgage loans and real estate construction and land loans comprised 57% of our total loans and leases at December 31, 2018. Of total loans and leases, 32% are secured by real estate collateral located in California, 20% are secured by multi-family properties, and 5% are secured by commercial real estate construction projects.

For real estate mortgage loans, the respective primary and secondary sources of loan repayments are the net operating incomes of the properties and the proceeds from the sales or refinancing of the properties. For real estate construction and land loans, the primary source of loan repayments is the proceeds from the sales or refinancing of the properties following the completion of construction and the stabilization/attainment of sufficient debt service coverage. As such, our commercial real estate borrowers generally are required to refinance the loans with us or another lender or sell the properties to repay our loans.

***We have a number of large credit relationships and individual commitments.***

At December 31, 2018, we had 28 credit relationships with aggregate commitments greater than \$100 million. These 28 relationships had commitments that totaled \$4.8 billion and corresponding outstanding balances of \$2.8 billion. These relationships include loans to borrowers where a common enterprise has been determined to exist. Examples of a common enterprise are control through majority ownership, common management, or the sharing of a material guarantor. The aggregated loans typically are not cross collateralized and each borrower's performance does not usually affect the collectability of the other loans in the aggregation.

At December 31, 2018, our largest individual loan commitment was \$155.0 million and we had six individual loan commitments each of \$150.0 million. These commitments were for equity fund loans, lender finance loans, and commercial construction loans. At December 31, 2018, our ten largest individual loan commitments totaled \$1.5 billion and had corresponding outstanding balances that totaled \$732.7 million. These ten largest commitments ranged from \$130.0 million to \$155.0 million. These commitments were for equity fund loans, lender finance loans, commercial construction loans, other commercial real estate loans, and secured business loans. At December 31, 2017, our ten largest individual loan commitments totaled \$908.9 million and had corresponding outstanding balances that totaled \$516.2 million. These ten largest commitments ranged from \$75.0 million to \$110.0 million. These commitments were for residential construction, lender finance loans, commercial construction loans, other commercial real estate, hospitality loans, and income producing residential loans.

We are potentially vulnerable to significant loan losses in the event that the value of one of our larger borrower's collateral rapidly declines or one of our larger borrowers becomes unable to repay its loans due to a decline in its business. A significant loss related to one of our large lending relationships or individual commitments could have a material adverse effect on our financial condition and results of operations.

*A slowdown in venture capital investment levels may reduce the market for venture capital investment for our Venture Banking clients, which could adversely affect our business, results of operations, or financial condition.*

Our Venture Banking group's strategy is focused on providing banking products and credit to entrepreneurial businesses, including in particular early- and expansion-stage companies that receive financial support from sophisticated investors, including venture capital or private equity firms, and corporate investors. We derive a significant portion of deposits, including large deposits, from these companies and provide them with loans as well as other banking products and services. In many cases, our credit decisions are based on our analysis of the likelihood that our venture capital-backed clients will receive additional rounds of equity capital from investors. If the amount of capital available to such companies decreases, we could suffer loan losses, which could have a material adverse effect on our net earnings, allowance for loan and lease losses, financial condition, and results of operations.

### **Market Risk**

**Market Risk is the Risk that Market Conditions May Adversely Impact the Value of Assets or Liabilities or Otherwise Negatively Impact Earnings. Market Risk is Inherent to the Financial Instruments Associated with our Operations, Including Loans, Deposits, Securities, Short-term Borrowings, Long-term Debt, and Derivatives.**

*Our business is subject to interest rate risk, and variations in interest rates may materially and adversely affect our financial performance.*

Changes in the interest rate environment may reduce our profits. It is expected that we will continue to realize income from the differential or "spread" between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest-earning assets and interest-bearing liabilities. Changes in market interest rates generally affect loan volume, loan yields, funding sources and funding costs. Our net interest spread depends on many factors that are partly or completely out of our control, including competition, federal economic monetary and fiscal policies, and general economic conditions.

While an increase in interest rates may increase our loan yield, it may adversely affect the ability of certain borrowers with variable rate loans to pay the contractual interest and principal due to us. Following an increase in interest rates, our ability to maintain a positive net interest spread is dependent on our ability to increase our loan offering rates, replace loans that mature and repay or that prepay before maturity with new originations, minimize increases on our deposit rates, and maintain an acceptable level and composition of funding. We cannot provide assurances that we will be able to increase our loan offering rates and continue to originate loans due to the competitive landscape in which we operate. Additionally, we cannot provide assurances that we can minimize the increases in our deposit rates while maintaining an acceptable level of deposits. Finally, we cannot provide any assurances that we can maintain our current levels of noninterest-bearing deposits as customers may seek higher-yielding products when interest rates increase.

Accordingly, changes in levels of interest rates could materially and adversely affect our net interest spread, net interest margin, cost of deposits, asset quality, loan origination volume, average loan portfolio balance, liquidity, and overall profitability.

*The value of our securities in our investment portfolio may decline in the future.*

The fair value of our investment securities may be adversely affected by market conditions, including changes in interest rates, implied credit spreads, and the occurrence of any events adversely affecting the issuer of particular securities in our investments portfolio or any given market segment or industry in which we are invested. We analyze our securities on a quarterly basis to determine if an other-than-temporary impairment has occurred. The process for determining whether impairment is other-than-temporary usually requires complex, subjective judgments about the future financial performance of the issuer in order to assess the probability of receiving principal and interest payments sufficient to recover our amortized cost of the security. Because of changing economic and market conditions affecting issuers, we may be required to recognize other-than-temporary impairment in future periods, which could have a material adverse effect on our business, financial condition, or results of operations.

## Liquidity Risk

**Liquidity Risk is the Potential Inability to Meet our Contractual and Contingent Financial Obligations, On- or Off-balance Sheet, as they Become Due.**

*We are subject to liquidity risk, which could adversely affect our financial condition and results of operations.*

Effective liquidity management is essential for the operation of our business. Although we have implemented strategies to maintain sufficient and diverse sources of funding to accommodate planned, as well as unanticipated, changes in assets, liabilities, and off-balance sheet commitments under various economic conditions, an inability to raise funds through deposits, borrowings, the sale of investment securities and other sources could have a material adverse effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity due to a market disruption, a decrease in the borrowing capacity assigned to our pledged assets by our secured creditors, or adverse regulatory action against us. Deterioration in economic conditions and the loss of confidence in financial institutions may increase our cost of funding and limit our access to some of our customary sources of liquidity, including, but not limited to, inter-bank borrowings, repurchase agreements and borrowings from the discount window of the FRBSF. Our ability to acquire deposits or borrow could also be impaired by factors that are not specific to us, such as a severe disruption of the financial markets or negative views and expectations about the prospects for the financial services industry generally as a result of conditions faced by banking organizations in the domestic and international credit markets.

*We may be adversely affected by changes in the actual or perceived soundness or condition of other financial institutions.*

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial and financial soundness of other financial institutions. Financial institutions are closely related as a result of trading, investment, liquidity management, clearing, counterparty and other relationships. Loss of public confidence in any one institution, including through default, could lead to liquidity and credit problems, losses, or defaults for other institutions. Even the perceived lack of creditworthiness of, or questions about, a counterparty may lead to market-wide liquidity and credit problems, losses, or defaults by various institutions. This systemic risk may adversely affect financial intermediaries, such as clearing agencies, banks and exchanges we interact with on a daily basis or key funding providers such as the Federal Home Loan Banks, any of which could have a material adverse effect on our access to liquidity or otherwise have a material adverse effect on our business, financial condition, or results of operations.

*The primary source of the holding company's liquidity from which we pay dividends, among other things, is the receipt of dividends from the Bank.*

The holding company, PacWest, is a legal entity separate and distinct from the Bank and our other subsidiaries. The availability of dividends from the Bank is limited by various statutes and regulations. It is possible, depending upon the financial condition of the Bank and other factors, that the FRB, the FDIC and/or the DBO could assert that payment of dividends or other payments is an unsafe or unsound practice. In the event the Bank is unable to pay dividends to the holding company, it is likely that we, in turn, would have to discontinue capital distributions in the form of dividends or share repurchases and may have difficulty meeting our other financial obligations, including payments in respect of any outstanding indebtedness or subordinated debentures. The Bank may declare a dividend without the approval of the DBO and FDIC as long as the total dividends declared in a calendar year do not exceed either the retained earnings or the total of net earnings for the three previous fiscal years less any dividend paid during such period. Dividends paid by the Bank during the previous three fiscal years exceeded the Bank's net earnings during that same period by \$28.5 million. Since the Bank had an accumulated deficit of \$643.9 million at December 31, 2018, for the foreseeable future, any cash dividends from the Bank to the holding company will continue to require DBO and FDIC approval. The inability of the Bank to pay dividends to the holding company could have a material adverse effect on our business, including the market price of our common stock.

***We may reduce or discontinue the payment of dividends on common stock.***

Our stockholders are only entitled to receive such dividends as our Board may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and may reduce or eliminate our common stock dividend in the future. Our ability to pay dividends to our stockholders is subject to the restrictions set forth in Delaware law, by the FRB, and by certain covenants contained in our subordinated debentures. Notification to the FRB is also required prior to our declaring and paying a cash dividend to our stockholders during any period in which our quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements. We may not pay a dividend if the FRB objects or until such time as we receive approval from the FRB or we no longer need to provide notice under applicable regulations. In addition, we may be restricted by applicable law or regulation or actions taken by our regulators, now or in the future, from paying dividends to our stockholders. We cannot provide assurance that we will continue paying dividends on our common stock at current levels or at all. A reduction or discontinuance of dividends on our common stock could have a material adverse effect on our business, including the market price of our common stock.

**Capital Risk**

***We are subject to capital adequacy standards, and a failure to meet these standards could adversely affect our financial condition.***

The Company and the Bank are each subject to capital adequacy and liquidity rules and other regulatory requirements specifying minimum amounts and types of capital that must be maintained. From time to time, the regulators implement changes to these regulatory capital adequacy and liquidity guidelines. If we fail to meet these minimum capital and liquidity guidelines and other regulatory requirements, we may be restricted in the types of activities we may conduct and may be prohibited from taking certain capital actions, such as making TruPS payments or paying executive bonuses or dividends, and repurchasing or redeeming capital securities.

***We may need to raise additional capital in the future and such capital may not be available when needed or at all.***

We are required by federal and state regulators to maintain adequate levels of capital. We may need to raise additional capital in the future to meet regulatory or other internal requirements. As a publicly traded company, a likely source of additional funds is the capital markets, accomplished generally through the issuance of equity, both common and preferred stock, and the issuance of subordinated debentures. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance.

We cannot provide any assurance that access to such capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers or counter-parties participating in the capital markets, may materially and adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. Further, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would then have to compete with those institutions for investors. The inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our business, financial condition, or results of operations.



## Regulatory, Compliance and Legal Risk

*We are subject to extensive regulation, which could materially and adversely affect our business.*

The banking industry is extensively regulated and supervised under both federal and state laws and regulations that are intended primarily for the protection of depositors, customers, federal deposit insurance funds and the banking system as a whole, not for the protection of our stockholders and creditors. The Company is subject to regulation and supervision by the FRB, and the Bank is subject to regulation and supervision by the FDIC, DBO and CFPB. The laws and regulations applicable to us govern a variety of matters, including, but not limited to, permissible types, amounts and terms of loans and investments we make, the maximum interest rate that may be charged, consumer disclosures on the products and services we offer, the amount of reserves we must hold against our customers' deposits, the types of deposits we may accept and the rates we may pay on such deposits, maintenance of adequate capital and liquidity, restrictions on dividends and establishment of new offices by the Bank. We must obtain approval from our regulators before engaging in certain activities, including certain acquisitions, and there can be no assurance that any regulatory approvals we may require will be obtained, or obtained without conditions, either in a timely manner or at all. Our regulators have the ability to compel us to, or restrict us from, taking certain actions entirely, such as actions that our regulators deem to constitute unsafe or unsound banking practice. While we have policies and procedures designed to prevent violations of the extensive federal and state regulations, any failure to comply with any applicable laws or regulations, or regulatory policies and interpretations of such laws and regulations, could result in regulatory enforcement actions, civil monetary penalties, or damage to our reputation, all of which could have a material adverse effect on our business, financial condition, or results of operation.

Regulations affecting banks and other financial institutions are undergoing continuous review and frequent change. The ultimate effect of such changes cannot be predicted. Because our business is highly regulated, compliance with such regulations and laws may increase our costs and limit our ability to pursue business opportunities. Also, participation in any future specific government stabilization programs may subject us to additional restrictions. There can be no assurance that laws, rules, and regulations will not be proposed or adopted in the future, which could (i) make compliance much more difficult or expensive, (ii) restrict our ability to originate, broker, or sell loans or accept certain deposits, (iii) further limit or restrict the amount of commissions, interest, or other charges earned on loans originated or sold, or (iv) otherwise materially and adversely affect our business or prospects for business. While new legislation in 2018 scaled back portions of the Dodd-Frank Act and the current administration in the United States may ultimately roll back or modify certain of the regulations adopted since the financial crisis, future changes in bank regulation are uncertain and could negatively impact our business.

Though the Company and Bank are no longer required to prepare annual stress tests pursuant to the Dodd-Frank Act, we continue to prepare an annual stress test of our capital, consolidated earnings and losses under adverse economic and market conditions. Our stress test results are considered by the FRB and FDIC in evaluating our capital adequacy and could have a negative impact on our ability to make capital distributions in the form of dividends or share repurchases.

*The Company and its subsidiaries are subject to changes in federal and state tax laws, interpretation of existing laws and examinations and challenges by taxing authorities.*

Our financial performance is impacted by federal and state tax laws. Given the current economic and political environment, and ongoing budgetary pressures, the enactment of new federal or state tax legislation or new interpretations of existing tax laws could occur. The enactment of such legislation, or changes in the interpretation of existing law, including provisions impacting income tax rates, apportionment, consolidation or combination, income, expenses, and credits, may have a material adverse effect on our financial condition, results of operations, and liquidity.

In the normal course of business, we are routinely subjected to examinations and audits from federal, state, and local taxing authorities regarding tax positions taken by us and the determination of the amount of tax due. These examinations may relate to income, franchise, gross receipts, payroll, property, sales and use, or other tax returns filed, or not filed, by us. The challenges made by taxing authorities may result in adjustments to the amount of taxes due, and may result in the imposition of penalties and interest. If any such challenges are not resolved in our favor, they could have a material adverse effect on our financial condition, results of operations, and liquidity.

***We are subject to claims and litigation which could adversely affect our cash flows, financial condition and results of operations, or cause us significant reputational harm.***

We and certain of our subsidiaries and certain of our and their directors and officers may be involved, from time to time, in reviews, investigations, litigation, and other proceedings pertaining to our business activities. If claims or legal actions, whether founded or unfounded, are not resolved in a favorable manner to us, they may result in significant financial liability. Although we establish accruals for legal matters when and as required by U.S. GAAP and certain expenses and liabilities in connection with such matters may be covered by insurance, the amount of loss ultimately incurred in relation to those matters may be substantially higher than the amounts accrued and/or insured. Substantial legal liability could adversely affect our business, financial condition, results of operations, and reputation.

### **Risk of the Competitive Environment in which We Operate**

***We face strong competition from financial services companies and other companies that offer banking services, which could materially and adversely affect our business.***

The financial services industry has become even more competitive as a result of legislative, regulatory and technological changes and continued banking consolidation, which may increase in connection with current economic, market and political conditions. We face substantial competition in all phases of our operations from a variety of competitors, including national banks, regional banks, community banks and, more recently, financial technology (or "fintech") companies. Many of our competitors offer the same banking services that we offer and our success depends on our ability to adapt our products and services to evolving industry standards. Increased competition in our market may result in reduced new loan and lease production and/or decreased deposit balances or less favorable terms on loans and leases and/or deposit accounts. We also face competition from many other types of financial institutions, including without limitation, non-bank specialty lenders, insurance companies, private investment funds, investment banks, and other financial intermediaries. While there are a limited number of direct competitors in the venture banking market, some of our competitors have long-standing relationships with venture firms and the companies that are funded by such firms. Many of our competitors have significantly greater resources, established customer bases, more locations, and longer operating histories.

Should competition in the financial services industry intensify, our ability to market our products and services may be adversely affected. If we are unable to attract and retain banking customers, we may be unable to grow or maintain the levels of our loans and deposits and our results of operations and financial condition may be adversely affected as a result. Ultimately, we may not be able to compete successfully against current and future competitors.

***Our ability to maintain, attract and retain customer relationships and investors is highly dependent on our reputation.***

Damage to our reputation could undermine the confidence of our current and potential customers and investors in our ability to provide high-quality financial services. Such damage could also impair the confidence of our counterparties and vendors and ultimately affect our ability to effect transactions. Maintenance of our reputation depends not only on our success in maintaining our service-focused culture and controlling and mitigating the various risks described herein, but also on our success in identifying and appropriately addressing issues that may arise in areas such as potential conflicts of interest, anti-money laundering, client personal information and privacy issues, customer and other third-party fraud, record-keeping, technology-related issues including but not limited to cyber fraud, regulatory investigations and any litigation that may arise from the failure or perceived failure to comply with legal and regulatory requirements. Defense of our reputation, trademarks, and other intellectual property, including through litigation, also could result in costs that could have a material adverse effect on our business, financial condition, or results of operations.

## Risks Related to Risk Management

### *Our acquisitions may subject us to unknown risks.*

As an active acquirer having successfully completed 29 acquisitions since 2000, certain events may arise after the date of an acquisition, or we may learn of certain facts, events or circumstances after the closing of an acquisition, that may affect our financial condition or performance or subject us to risk of loss. These events include, but are not limited to: litigation resulting from circumstances occurring at the acquired entity prior to the date of acquisition; loan downgrades and credit loss provisions resulting from deterioration in the credit quality of the acquired loans; personnel changes that cause instability within a department; delays in implementing new policies or procedures or the failure to apply new policies or procedures; and other events relating to the performance of our business. Acquisitions involve inherent uncertainty and we cannot determine all potential events, facts and circumstances that could result in loss or increased costs or give assurances that our due diligence or mitigation efforts will be sufficient to protect against any such loss or increased costs.

Our ability to execute our strategic initiatives successfully will depend on a variety of factors. These factors likely will vary based on the nature of the initiative but may include our success in integrating the operations, services, products, personnel and systems of an acquired company into our business, operating effectively with any partner with whom we elect to do business, retaining key employees, achieving anticipated synergies, meeting expectations and otherwise realizing the undertaking's anticipated benefits. Our ability to address these matters successfully cannot be assured. In addition, our strategic initiatives may divert resources or management's attention from ongoing business operations and may subject us to additional regulatory scrutiny. If we do not successfully execute a strategic undertaking, it could adversely affect our business, financial condition, results of operations, reputation, regulatory relationships and growth prospects. To the extent we issue capital stock in connection with future acquisitions, these transactions may be dilutive to tangible book value and will dilute share ownership.

### *Failure to keep pace with technological change could adversely affect our business.*

The financial services industry experiences continuous technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. To keep pace with technology and provide sufficient scalability for growth, we completed the conversion to a new core processing system related to managing customer accounts during 2018. Many of our competitors, however, have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. In addition, we depend on internal and outsourced technology to support all aspects of our business operations. Interruption or failure of these systems creates a risk of business loss as a result of adverse customer experiences and possible diminishing of our reputation, damage claims or civil fines. Failure to successfully keep pace with technological change affecting the financial services industry or to successfully implement core processing strategies could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

### *A failure, interruption or breach in the security of our systems, or those of contracted vendors, could disrupt our business, result in the disclosure of confidential information, damage our reputation, and create significant financial and legal exposure.*

Although we devote significant resources to maintain and regularly update our systems and processes that are designed to protect the security of our computer systems, software, networks and other technology assets, as well as the confidentiality, integrity and availability of information belonging to us and our customers, there is no assurance that all of our security measures will provide absolute security.

Many financial institutions, including the Company, have been subjected to attempts to infiltrate the security of their websites or other systems, some involving sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage, including through the introduction of computer viruses or malware, cyber-attacks and other means. We have been targeted by individuals and groups using phishing campaigns, pretext calling, malicious code and viruses, and have experienced distributed denial-of-service attacks with the objective of disrupting on-line banking services and expect to be subject to such attacks in the future.

Despite efforts to ensure the integrity of our systems, it is possible that we may not be able to anticipate, detect or recognize threats to our systems or to implement effective preventive measures against all security breaches of these types inside or outside our business, especially because the techniques used change frequently or are not recognized until launched, and because cyber-attacks can originate from a wide variety of sources, including individuals or groups who are associated with external service providers or who are or may be involved in organized crime or linked to terrorist organizations or hostile foreign governments. Those parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers or clients. These risks may increase in the future as our web-based product offerings grow or we expand internal usage of web-based applications.

A successful penetration or circumvention of the security of our systems, including those of our third-party vendors, could cause serious negative consequences, including significant disruption of our operations, misappropriation of confidential information, or damage to computers or systems, and may result in violations of applicable privacy and other laws, financial loss, loss of confidence in our security measures, customer dissatisfaction, increased insurance premiums, significant litigation exposure and harm to our reputation, all of which could have a material adverse effect on our business, financial condition, results of operations, and future prospects.

***We rely on other companies to provide key components of our business infrastructure.***

We rely on certain third parties to provide products and services necessary to maintain day-to-day operations, such as data processing and storage, recording and monitoring transactions, on-line banking interfaces and services, Internet connections, telecommunications, and network access. Even though we have a vendor management program to help us carefully select and monitor the performance of third parties, we do not control their actions. The failure of a third-party to perform in accordance with the contracted arrangements under service level agreements as a result of changes in the third party's organizational structure, financial condition, support for existing products and services, strategic focus, system interruption or breaches, or for any other reason, could be disruptive to our operations, which could have a material adverse effect on our business, financial condition and results of operations. Replacing these third parties could also create significant delays and expense. Accordingly, use of such third parties creates an inherent risk to our business operations.

***Our controls and procedures may fail or be circumvented.***

We regularly review and update our internal controls, disclosure controls and procedures, compliance monitoring activities and corporate governance policies and procedures. Any system of controls, however well-designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations, reputation and financial condition. In addition, if we identify material weaknesses or significant deficiencies in our internal control over financial reporting or are required to restate our financial statements, we could be required to implement expensive and time-consuming remedial measures. We could lose investor confidence in the accuracy and completeness of our financial reports and potentially subject us to litigation. Any material weaknesses or significant deficiencies in our internal control over financial reporting or restatement of our financial statements could have a material adverse effect on our business, results of operations, reputation, and financial condition.

***Severe weather, natural disasters, acts of war or terrorism or other adverse external events could harm the Company's business.***

Severe weather, natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. The nature and level of severe weather and/or natural disasters cannot be predicted and may be exacerbated by global climate change. Severe weather and natural disasters could harm our operations through interference with communications, including the interruption or loss of our computer systems, which could prevent or impede us from gathering deposits, originating loans and processing and controlling the flow of business, as well as through the destruction of facilities and our operational, financial and management information systems. California, in which a substantial portion of our business and a substantial portion of our loan collateral is located, is susceptible to severe weather and natural disasters such as earthquakes, floods, droughts and wildfires. Additionally, the United States remains a target for potential acts of war or terrorism. Such severe weather, natural disasters, acts of war or terrorism or other adverse external events could negatively impact our business operations or the stability of our deposit base, cause significant property damage, adversely impact the values of collateral securing our loans and/or interrupt our borrowers' abilities to conduct their business in a manner to support their debt obligations, which could result in losses and increased provisions for credit losses. There is no assurance that our business continuity and disaster recovery program can adequately mitigate the risks of such business disruptions and interruptions.

#### **Risk from Accounting and Other Estimates**

***The Company's consolidated financial statements are based in part on assumptions and estimates which, if incorrect, could cause unexpected losses in the future.***

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period to prepare these consolidated financial statements in conformity with U.S. GAAP. Actual results could differ from these estimates. Material estimates subject to change in the near term include, among other items, the allowance for credit losses, the carrying value of intangible assets, the fair value estimates of certain assets and liabilities, and the realization of deferred tax assets and liabilities. These estimates may be adjusted as more current information becomes available, and any adjustment may be significant.

***There are risks resulting from the extensive use of models in our business.***

We rely on quantitative models to measure risks and to estimate certain financial values. Models may be used in such processes as determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, predicting or estimating losses, assessing capital adequacy and calculating regulatory capital levels, as well as to estimate the value of financial instruments and balance sheet items. Poorly designed or implemented models present the risk that our business decisions based on information incorporating model output could be adversely affected due to the inaccuracy of that information. Some of the decisions that our regulators make, including those related to capital distributions, could be affected due to the perception that the quality of the models used to generate the relevant information is insufficient, which could have a negative impact on our ability to make capital distributions in the form of dividends or share repurchases.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

As of January 31, 2019, we had a total of 155 properties consisting of 75 full-service branch offices and 80 other offices. We own four locations and the remaining properties are leased. Our properties are located throughout the United States, however, approximately 75% are located in California. We lease our principal office, which is located at 9701 Wilshire Blvd., Suite 700, Beverly Hills, CA 90212.

For additional information regarding properties of the Company and Pacific Western, see Note 8. *Premises and Equipment, Net* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

**ITEM 3. LEGAL PROCEEDINGS**

See Note 12. *Commitments and Contingencies* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data." That information is incorporated into this item by reference.

**ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Marketplace Designation and Holders

Our common stock is listed on The Nasdaq Global Select Market and is traded under the symbol "PACW." As of February 21, 2019, and based on the records of our transfer agent, there were approximately 1,780 record holders of our common stock.

#### Dividends

For a discussion of dividend restrictions on the Company's common stock, or of dividends from the Company's subsidiaries to the Company, see "Item 1. Business - Supervision and Regulation - *Dividends and Share Repurchases*" and Note 20. *Dividend Availability and Regulatory Matters* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

#### Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2018, regarding securities issued and to be issued under our equity compensation plans in effect during fiscal year 2018:

Plan Category	Plan Name	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	PacWest Bancorp 2017 Stock Incentive Plan <sup>(1)</sup>	86,716 <sup>(2)</sup>	\$ —	3,078,304 <sup>(3)</sup>
	PacWest Bancorp 2003 Stock Incentive Plan <sup>(1)</sup>	227,361 <sup>(4)</sup>	—	— <sup>(5)</sup>
Equity compensation plans not approved by security holders	None	—	—	—
Total		<u>314,077</u>	<u>\$ —</u>	<u>3,078,304</u>

- (1) The PacWest Bancorp 2017 Stock Incentive Plan (the "2017 Incentive Plan") was approved by our stockholders at our May 15, 2017 Annual Meeting of Stockholders, authorizing for issuance 4,000,000 shares. Upon approval of the 2017 Incentive Plan by our stockholders, the PacWest 2003 Stock Incentive Plan (the "2003 Incentive Plan") was frozen and no new awards can be granted under the 2003 Incentive Plan.
- (2) Amount includes PRSUs granted in 2018 that may be issued at the end of their three-year performance period if certain financial metrics are met. The number of units shown represents a target amount and the number of units that will ultimately vest is unknown. Amount does not include 772,081 shares of unvested time-based restricted stock outstanding under the 2017 Incentive Plan with a zero exercise price as of December 31, 2018.
- (3) The 2017 Incentive Plan permits these remaining shares to be issued in the form of options, restricted stock, or stock appreciation rights.
- (4) Amount includes 85,310 PRSUs granted in 2017 that may be issued at the end of the three-year performance period if certain financial metrics are met and 142,051 shares that vested and were issued in February 2019 related to PRSUs granted in 2016. The number shown for units granted in 2017 represents a target amount and the number of units that will ultimately vest is unknown. Amount does not include 572,575 shares of unvested time-based restricted stock outstanding under the 2003 Incentive Plan with a zero exercise price as of December 31, 2018.
- (5) The 2003 Incentive Plan was frozen on May 15, 2017 and no new awards can be granted under the 2003 Incentive Plan. However, the 2017 PRSU awards were granted from the 2003 Incentive Plan and at the end of their three-year performance period, if performance is achieved and awards are earned, they will be issued from the 2003 Incentive Plan. The number of shares to be issued, if any, is unknown at this time.

## Recent Sales of Unregistered Securities and Use of Proceeds

None.

## Repurchases of Common Stock

The following table presents stock repurchases we made during the fourth quarter of 2018:

<u>Purchase Dates</u>	<u>Total Number of Shares Purchased (1)</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Program (2)</u>	<u>Maximum Dollar Value of Shares That May Yet Be Purchased Under the Program (2)</u>
				<i>(In thousands)</i>
October 1 – October 31, 2018	7,779	\$ 48.40	—	\$ 110,126
November 1 – November 30, 2018	33,306	\$ 41.12	—	\$ 110,126
December 1 – December 31, 2018	—	\$ —	—	\$ 110,126
Total	<u>41,085</u>	<u>\$ 42.50</u>	<u>—</u>	

(1) Includes shares repurchased pursuant to net settlement by employees in satisfaction of income tax withholding obligations incurred through the vesting of Company stock awards.

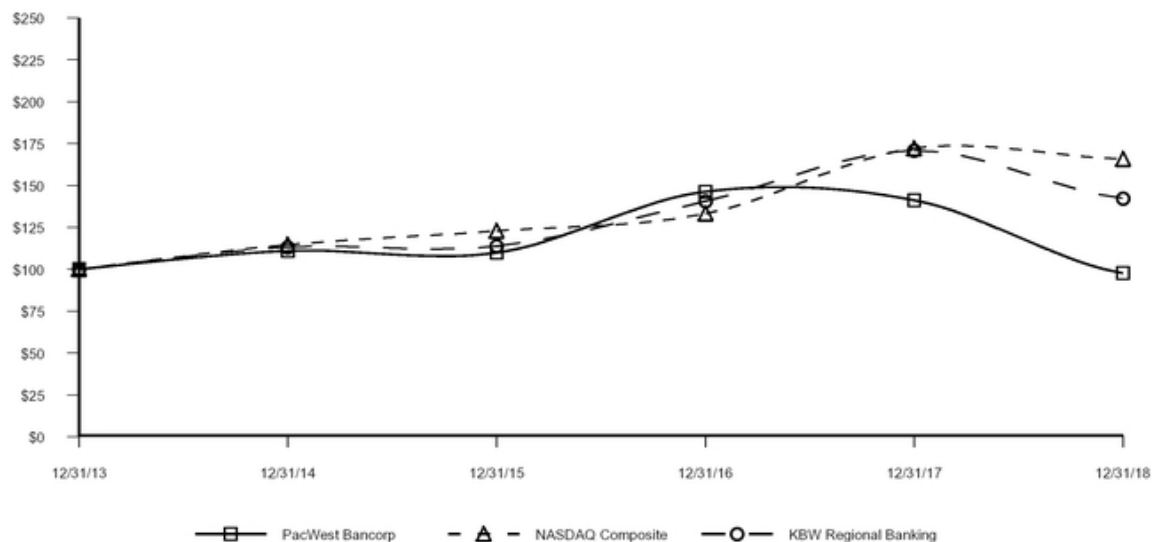
(2) The Stock Repurchase Program was initially authorized by PacWest's Board of Directors on October 17, 2016, pursuant to which the Company could, until December 31, 2017, purchase shares of its common stock for an aggregate purchase price not to exceed \$400 million. On November 15, 2017 PacWest's Board of Directors amended the Stock Repurchase Program to reduce the authorized purchase amount to \$150 million and extend the maturity date to December 31, 2018. On February 14, 2018, PacWest's Board of Directors amended the Stock Repurchase Program to increase the authorized purchase amount to \$350 million and extend the maturity date to February 28, 2019. On February 24, 2019, effective upon the maturity of the current Stock Repurchase Program on February 28, 2019, PacWest's Board of Directors authorized a new Stock Repurchase Program to purchase shares of its common stock for an aggregate purchase price not to exceed \$225 million until February 29, 2020. All shares repurchased under the Stock Repurchase Programs were retired upon settlement.



## Five-Year Stock Performance Graph

The following chart compares the yearly percentage change in the cumulative stockholder return on our common stock based on the closing price during the five years ended December 31, 2018, with (1) the Total Return Index for U.S. companies traded on The Nasdaq Stock Market (the “NASDAQ Composite Index”), and (2) the Total Return Index for KBW NASDAQ Regional Bank Stocks (the “KBW Regional Banking Index”). This comparison assumes \$100 was invested on December 31, 2013, in our common stock and the comparison groups and assumes the reinvestment of all cash dividends prior to any tax effect and retention of all stock dividends. The Company’s total cumulative loss was 2.31% over the five year period ending December 31, 2018 compared to gains of 65.84% and 42.33% for the NASDAQ Composite Index and KBW Regional Banking Index.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
**Among PacWest Bancorp, the NASDAQ Composite Index, and KBW Regional Banking Index**



\* \$100 invested on December 31, 2013 in stock or index, including reinvestment of dividends.

Index	Year Ended December 31,					
	2013	2014	2015	2016	2017	2018
PacWest Bancorp	\$ 100.00	\$ 110.92	\$ 109.87	\$ 146.23	\$ 141.15	\$ 97.69
NASDAQ Composite Index	100.00	114.62	122.81	133.19	172.11	165.84
KBW Regional Banking Index	100.00	113.21	113.82	140.51	170.84	142.33

## ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth certain of our financial and statistical information for each of the years in the five-year period ended December 31, 2018. The selected financial data should be read in conjunction with our "Management's Discussion and Analysis of Financial Condition and Results of Operations," our audited consolidated financial statements as of December 31, 2018 and 2017, and for each of the years in the three-year period ended December 31, 2018 and the related Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data." Our acquisitions may materially affect the comparability of the information reflected in the selected financial data presented in Item 6. Further information regarding our acquisitions can be found in Note 3. *Acquisitions* to our consolidated financial statements.

	At or For the Year Ended December 31,				
	2018	2017	2016	2015	2014
<i>(In thousands, except per share amounts and percentages)</i>					
<b>Results of Operations <sup>(1)</sup>:</b>					
Interest income	\$ 1,161,670	\$ 1,052,516	\$ 1,015,912	\$ 883,938	\$ 704,775
Interest expense	(120,756)	(72,945)	(54,621)	(60,592)	(42,398)
Net interest income	1,040,914	979,571	961,291	823,346	662,377
Provision for credit losses	(45,000)	(57,752)	(65,729)	(45,481)	(11,499)
Net interest income after provision for credit losses	995,914	921,819	895,562	777,865	650,878
Gain (loss) on sale of securities	8,176	(541)	9,485	3,744	4,841
FDIC loss sharing expense, net	—	—	(8,917)	(18,246)	(31,730)
Other noninterest income	140,459	129,114	111,907	98,812	69,076
Total noninterest income	148,635	128,573	112,475	84,310	42,187
Foreclosed assets income (expense), net	751	(1,702)	(1,881)	668	(5,401)
Acquisition, integration and reorganization costs	(1,770)	(19,735)	(200)	(21,247)	(101,016)
Other noninterest expense	(510,213)	(474,224)	(448,020)	(361,460)	(299,175)
Total noninterest expense	(511,232)	(495,661)	(450,101)	(382,039)	(405,592)
Earnings from continuing operations before income tax expense	633,317	554,731	557,936	480,136	287,473
Income tax expense	(167,978)	(196,913)	(205,770)	(180,517)	(117,005)
Net earnings from continuing operations	465,339	357,818	352,166	299,619	170,468
Loss from discontinued operations before income tax benefit	—	—	—	—	(2,677)
Income tax benefit	—	—	—	—	1,114
Net loss from discontinued operations	—	—	—	—	(1,563)
Net earnings	<u>\$ 465,339</u>	<u>\$ 357,818</u>	<u>\$ 352,166</u>	<u>\$ 299,619</u>	<u>\$ 168,905</u>
<b>Per Common Share Data:</b>					
Basic and diluted earnings per share (EPS):					
Net earnings from continuing operations	\$ 3.72	\$ 2.91	\$ 2.90	\$ 2.79	\$ 1.94
Net earnings	\$ 3.72	\$ 2.91	\$ 2.90	\$ 2.79	\$ 1.92
Cash dividends declared per share	\$ 2.30	\$ 2.00	\$ 2.00	\$ 2.00	\$ 1.25
Book value per share <sup>(2)(3)</sup>	\$ 39.17	\$ 38.65	\$ 36.93	\$ 36.22	\$ 34.03
Tangible book value per share <sup>(2)(3)</sup>	\$ 18.02	\$ 18.24	\$ 18.71	\$ 17.86	\$ 17.17
Shares outstanding at year-end <sup>(3)</sup>	123,190	128,783	121,284	121,414	103,022
Average shares outstanding for basic and diluted EPS	123,640	121,613	120,239	106,327	86,853

(1) Operating results of acquired companies are included from the respective acquisition dates. See Note 3. *Acquisitions* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

(2) For information regarding this calculation, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - *Non-GAAP Measurements*."

(3) Includes 1,344,656 shares, 1,436,120 shares, 1,476,132 shares, 1,211,951 shares, and 1,108,505 shares of unvested restricted stock outstanding at December 31, 2018, 2017, 2016, 2015, and 2014.

**At or For the Year Ended December 31,**

	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
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*(In thousands, except per share amounts and percentages)*

**Balance Sheet Data:**

Total assets	\$ 25,731,354	\$ 24,994,876	\$ 21,869,767	\$ 21,288,490	\$ 16,234,605
Cash and cash equivalents	385,767	398,437	419,670	396,486	313,226
Investment securities	4,041,534	3,795,221	3,245,700	3,579,147	1,607,786
Loans and leases held for investment <sup>(4)</sup>	17,957,713	16,914,707	15,347,530	14,289,209	11,591,641
Goodwill	2,548,670	2,548,670	2,173,949	2,176,291	1,720,479
Core deposit and customer relationship intangibles	57,120	79,626	36,366	53,220	17,204
Deposits	18,870,501	18,865,536	15,870,611	15,666,182	11,755,128
Borrowings	1,371,114	467,342	905,812	621,914	383,402
Subordinated debentures	453,846	462,437	440,744	436,000	433,583
Stockholders' equity	4,825,588	4,977,598	4,479,055	4,397,691	3,506,230

**Performance Ratios:**

Return on average assets	1.91%	1.58%	1.66%	1.70%	1.27%
Return on average equity	9.68%	7.71%	7.85%	7.99%	6.11%
Return on average tangible equity <sup>(2)</sup>	21.22%	15.15%	15.52%	15.76%	11.88%
Net interest margin	5.05%	5.10%	5.40%	5.60%	6.01%
Yield on average loans and leases	6.22%	5.97%	6.32%	6.51%	6.97%
Cost of average total deposits	0.44%	0.27%	0.20%	0.32%	0.28%
Efficiency ratio	41.0%	40.8%	39.8%	38.5%	41.6%
Equity to assets ratio <sup>(2)</sup>	18.8%	19.9%	20.5%	20.7%	21.6%
Tangible common equity ratio <sup>(2)</sup>	9.6%	10.5%	11.5%	11.4%	12.2%
Average equity to average assets ratio	19.8%	20.5%	21.2%	21.3%	20.7%
Dividend payout ratio	61.9%	69.1%	69.1%	71.8%	67.7%

**Capital Ratios (consolidated):**

Tier 1 leverage ratio	10.13%	10.66%	11.91%	11.67%	12.34%
Tier 1 capital ratio	10.01%	10.91%	12.31%	12.60%	13.16%
Total capital ratio	12.72%	13.75%	15.56%	15.65%	16.07%

**Allowance for Credit Losses Data <sup>(4)</sup>:**

Allowance for credit losses	\$ 169,333	\$ 161,647	\$ 161,278	\$ 122,268	\$ 76,767
Allowance for credit losses to loans and leases	0.94%	0.96%	1.05%	0.86%	0.66%
Allowance for credit losses to nonaccrual loans and leases	213.5%	103.8%	94.5%	94.8%	91.8%
Net charge-offs to average loans and leases	0.26%	0.40%	0.15%	0.06%	0.02%

**Nonperforming Assets Data <sup>(5)</sup>:**

Nonaccrual loans and leases	\$ 79,333	\$ 157,545	\$ 173,527	\$ 133,615	\$ 108,885
Accruing loan past due 90 days or more	—	—	—	700	—
Foreclosed assets, net	5,299	1,329	12,976	22,120	43,721
<b>Total nonperforming assets</b>	<b>\$ 84,632</b>	<b>\$ 158,874</b>	<b>\$ 186,503</b>	<b>\$ 156,435</b>	<b>\$ 152,606</b>

Nonaccrual loans and leases to loans and leases	0.44%	0.93%	1.12%	0.92%	0.92%
Nonperforming assets to loans and leases and foreclosed assets	0.47%	0.94%	1.21%	1.08%	1.28%

(4) Amounts and ratios related to 2018 are for total loans and leases held for investment, net of deferred fees. Amounts and ratios related to 2017 and prior years are for Non-PCI loans and leases held for investment, net of deferred fees.

(5) Amounts and ratios are for total loans and leases held for investment, net of deferred fees.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

PacWest Bancorp, a Delaware corporation, is a bank holding company registered under the BHCA, with our corporate headquarters located in Beverly Hills, California. Our principal business is to serve as the holding company for our wholly-owned subsidiary, Pacific Western Bank. References to "Pacific Western" or the "Bank" refer to Pacific Western Bank together with its wholly-owned subsidiaries. References to "we," "us," or the "Company" refer to PacWest Bancorp together with its subsidiaries on a consolidated basis. When we refer to "PacWest" or to the "holding company," we are referring to PacWest Bancorp, the parent company, on a stand-alone basis.

The Bank is focused on relationship-based business banking to small, middle-market, and venture-backed businesses nationwide. The Bank offers a broad range of loan and lease and deposit products and services through 74 full-service branches located throughout the state of California, one branch located in Durham, North Carolina, and numerous loan production offices across the country through our Community Banking, National Lending and Venture Banking groups. Community Banking provides real estate loans, commercial loans, and comprehensive deposit and treasury management services to small and medium-sized businesses conducted primarily through our California-based branch offices. National Lending provides asset-based, equipment, real estate, and security cash flow loans and treasury management services to established middle-market businesses on a national basis. Venture Banking offers a comprehensive suite of financial services focused on entrepreneurial businesses and their venture capital and private equity investors, with offices located in key innovation hubs across the United States. In addition, we provide investment advisory and asset management services to select clients through Square 1 Asset Management, Inc., a wholly-owned subsidiary of the Bank and a SEC-registered investment adviser.

At December 31, 2018, we had total assets of \$25.7 billion, including \$18.0 billion of total loans and leases, net of deferred fees, and \$4.0 billion of securities available-for-sale, compared to \$25.0 billion of total assets, including \$17.5 billion of loans and leases, net of deferred fees, and \$3.8 billion of securities available-for-sale at December 31, 2017. The \$736.5 million increase in total assets during 2018 was due primarily to a \$503.9 million increase in loans and leases and a \$235.0 million increase in securities available-for-sale. The increase in loans and leases was driven mostly by production of \$4.9 billion and disbursements of \$4.1 billion, offset partially by payoffs and paydowns of \$7.8 billion and sales of \$641.9 million, including settlement of the loans held for sale at December 31, 2017. The increase in securities available-for-sale was due mainly to purchases exceeding sales, principal paydowns, maturities, and other reductions.

At December 31, 2018, we had total liabilities of \$20.9 billion, including total deposits of \$18.9 billion and borrowings of \$1.4 billion compared to \$20.0 billion of total liabilities, including total deposits of \$18.9 billion and borrowings of \$467.3 million at December 31, 2017. The \$888.5 million increase in total liabilities during 2018 was due mainly to a \$903.8 million increase in borrowings, primarily short-term FHLB advances, and a \$409.7 million increase in core deposits, offset partially by a \$345.0 million decrease in non-core non-maturity deposits and a \$59.7 million decrease in time deposits. At December 31, 2018, core deposits totaled \$16.3 billion, or 87% of total deposits, including \$7.9 billion of noninterest-bearing demand deposits, or 42% of total deposits.

At December 31, 2018, we had total stockholders' equity of \$4.8 billion compared to \$5.0 billion at December 31, 2017. The \$152.0 million decrease in stockholders' equity during 2018 was due mainly to \$306.4 million of common stock repurchased under the Stock Repurchase Program, \$288.2 million of cash dividends paid, and a \$37.2 million decline in accumulated other comprehensive income, offset partially by \$465.3 million in net earnings. Consolidated capital ratios remained strong with Tier 1 capital and total capital ratios of 10.01% and 12.72% at December 31, 2018.

## Recent Events

### *Stock Repurchase Program*

Our Stock Repurchase Program was initially authorized by PacWest's Board of Directors on October 17, 2016, pursuant to which the Company could, until December 31, 2017, purchase shares of its common stock for an aggregate purchase price not to exceed \$400 million. On November 15, 2017, PacWest's Board of Directors amended the Stock Repurchase Program to reduce the authorized purchase amount to \$150 million and extend the maturity date to December 31, 2018. On February 14, 2018, PacWest's Board of Directors amended the Stock Repurchase Program to increase the authorized purchase amount to \$350 million and extend the maturity date to February 28, 2019. On February 24, 2019, effective upon the maturity of the current Stock Repurchase Program on February 28, 2019, PacWest's Board of Directors authorized a new Stock Repurchase Program to purchase shares of its common stock for an aggregate purchase price not to exceed \$225 million until February 29, 2020.

The amount and exact timing of any repurchases will depend upon market conditions and other factors. The Stock Repurchase Program may be suspended or discontinued at any time. During the fourth quarter of 2016, the Company repurchased 652,835 shares of common stock for a total amount of \$27.9 million. During 2017, the Company repurchased 2,081,227 shares of common stock for a total amount of \$99.7 million. During 2018, the Company repurchased 5,849,234 shares of common stock for a total amount of \$306.4 million. All shares repurchased under the Stock Repurchase Program were retired upon settlement. At December 31, 2018, the remaining amount that could be used to repurchase shares under the Stock Repurchase Program was \$110.1 million. After the authorization of a new Stock Repurchase Program on February 24, 2019, the amount that could be used to repurchase shares will be \$225 million as of March 1, 2019.

### *CU Bancorp Acquisition*

PacWest acquired CUB on October 20, 2017 in a transaction valued at \$670.6 million. As part of the acquisition, CU Bank, a wholly-owned subsidiary of CUB, was merged with and into the Bank.

CU Bank was a commercial bank headquartered in Los Angeles, California with nine branches located in Los Angeles, Orange, Ventura, and San Bernardino counties. We completed the acquisition to, among other things, enhance our Southern California community bank franchise by adding a \$2.1 billion loan portfolio and \$2.7 billion of core deposits.

We recorded the acquired assets and liabilities, both tangible and intangible, at their estimated fair values as of the acquisition date and increased total assets by \$3.5 billion. The application of the acquisition method of accounting resulted in goodwill of \$374.7 million. For further information, see Note 3. *Acquisitions* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

### *Loan Sales and Loans Held for Sale*

In the fourth quarter of 2017, we entered into an agreement to sell \$1.5 billion of cash flow loans (the "Cash Flow Loan Sale"). Of the \$1.5 billion in loans sold, none were on nonaccrual and \$4.7 million were classified, and we also exited our National Lending origination operations related to general, technology, and healthcare cash flow loans. These actions were taken to lower the Company's credit risk profile and improve its funding mix. As of December 31, 2017, \$1.0 billion of the loans sold had settled, while \$481.1 million were classified as held for sale. The loans held for sale at December 31, 2017 settled in the first quarter of 2018. In connection with the Cash Flow Loan Sale, we recognized \$2.2 million in charge-offs during the fourth quarter of 2017 to record the loans at the lower of cost or fair value.

### *Federal Tax Reform*

The TCJA was signed into law on December 22, 2017 and represented the first major overhaul of the United States federal income tax system in more than 30 years. The TCJA reduced the federal corporate tax rate from 35% to 21% effective January 1, 2018. Other changes affecting us include immediate deductions for acquisitions of certain fixed assets instead of deductions for depreciation expense over time, modification of the deduction for performance-based executive compensation, and limiting the amount of FDIC insurance assessments that are deductible. The effective tax rates for 2018 and 2017 were 26.5% and 35.5%.

## Key Performance Indicators

Among other factors, our operating results generally depend on the following key performance indicators:

### *The Level of Net Interest Income*

Net interest income is the excess of interest earned on our interest-earning assets over the interest paid on our interest-bearing liabilities. Net interest margin is net interest income (annualized if related to a quarterly period) expressed as a percentage of average interest-earning assets. Tax equivalent net interest income is net interest income increased by an adjustment for tax-exempt interest on certain loans and municipal securities based on a 21% federal statutory tax rate for 2018 and a 35% federal statutory tax rate for prior periods. Tax equivalent net interest margin is calculated as tax equivalent net interest income divided by average interest-earning assets.

Net interest income is affected by changes in both interest rates and the volume of average interest-earning assets and interest-bearing liabilities. Our primary interest-earning assets are loans and investment securities, and our primary interest-bearing liabilities are deposits. Contributing to our high net interest margin is our high yield on loans and leases and competitive cost of deposits. While our deposit balances will fluctuate depending on deposit holders' perceptions of alternative yields available in the market, we seek to minimize the impact of these variances by attracting a high percentage of noninterest-bearing deposits.

### *Loan and Lease Growth*

We actively seek new lending opportunities under an array of lending products. Our lending activities include real estate mortgage loans, real estate construction and land loans, commercial loans and leases, and a small amount of consumer lending. Our commercial real estate loans and real estate construction loans are secured by a range of property types. Our commercial loans are diverse and generally include various asset-secured loans, equipment-secured loans and leases, venture capital loans to support venture capital firms' operations and the operations of entrepreneurial companies during the various phases of their early life cycles, secured business loans originated through our Community Banking group, and loans to security alarm monitoring companies. Our loan origination process emphasizes credit quality. To augment our internal loan production, we have historically purchased multi-family loans from other banks. We have also purchased single-family mortgage and construction loans and private student loans from third-party lenders. These loan purchases help us manage the concentrations in our portfolio as they diversify the geographic, interest-rate risk, credit risk, and product composition of our loan portfolio. We price loans to preserve our interest spread and maintain our net interest margin. Achieving net loan growth is subject to many factors, including maintaining strict credit standards, competition from other lenders, and borrowers that opt to prepay loans.

### *The Magnitude of Credit Losses*

We emphasize credit quality in originating and monitoring our loans and leases, and we measure our success by the levels of our classified loans and leases, nonaccrual loans and leases, and net charge-offs. We maintain an allowance for credit losses on loans and leases, which is the sum of our allowance for loan and lease losses and our reserve for unfunded loan commitments. Provisions for credit losses are charged to operations as and when needed for both on and off-balance sheet credit exposure. Loans and leases which are deemed uncollectable are charged off and deducted from the allowance for loan and lease losses. Recoveries on loans and leases previously charged off are added to the allowance for loan and lease losses. The provision for credit losses on the loan and lease portfolio is based on our allowance methodology which considers various credit performance measures such as historical and current net charge-offs, the levels and trends of classified loans and leases, the likelihood of loans defaulting based on the historical degree that similar loans defaulted and the resulting loss severity for these defaulted loans, and the overall level of outstanding loans and leases. For originated and acquired non-impaired loans, a provision for credit losses may be recorded to reflect credit deterioration after the origination date or after the acquisition date, respectively.

We regularly review our loans and leases to determine whether there has been any deterioration in credit quality resulting from borrower operations or changes in collateral value or other factors which may affect collectability of our loans and leases. Changes in economic conditions, such as the rate of economic growth, the unemployment rate, rate of inflation, increases in the general level of interest rates, declines in real estate values, changes in commodity prices, and adverse conditions in borrowers' businesses, could negatively impact our borrowers and cause us to adversely classify loans and leases. An increase in classified loans and leases generally results in increased provisions for credit losses and an increased allowance for credit losses. Any deterioration in the commercial real estate market may lead to increased provisions for credit losses because our loans are concentrated in commercial real estate loans.

### ***The Level of Noninterest Expense***

Our noninterest expense includes fixed and controllable overhead, the largest components of which are compensation and occupancy expense. It also includes costs that tend to vary based on the volume of activity, such as loan and lease production and the number and complexity of foreclosed assets. We measure success in controlling both fixed and variable costs through monitoring of the efficiency ratio. We calculate the efficiency ratio by dividing noninterest expense (less intangible asset amortization, net foreclosed assets expense (income), and acquisition, integration and reorganization costs) by net revenues (the sum of tax equivalent net interest income plus noninterest income, less gain (loss) on sale of securities and gain (loss) on sales of assets other than loans and leases).

The following table presents the calculation of our efficiency ratio for the years indicated:

<b>Efficiency Ratio</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(Dollars in thousands)</i>		
Noninterest expense	\$ 511,232	\$ 495,661	\$ 450,101
Less: Intangible asset amortization	22,506	14,240	16,517
Foreclosed assets (income) expense, net	(751)	1,702	1,881
Acquisition, integration and reorganization costs	1,770	19,735	200
Noninterest expense used for efficiency ratio	<u>\$ 487,707</u>	<u>\$ 459,984</u>	<u>\$ 431,503</u>
Net interest income (tax equivalent)	\$ 1,048,915	\$ 999,362	\$ 980,811
Noninterest income	148,635	128,573	112,475
Net revenues	<u>1,197,550</u>	<u>1,127,935</u>	<u>1,093,286</u>
Less: Gain (loss) on sale of securities	8,176	(541)	9,485
Net revenues used for efficiency ratio	<u>\$ 1,189,374</u>	<u>\$ 1,128,476</u>	<u>\$ 1,083,801</u>
Efficiency ratio	41.0%	40.8%	39.8%

## Critical Accounting Policies and Estimates

The following discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements and the notes thereto, which have been prepared in accordance with U.S. GAAP. The preparation of the consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. We believe that our estimates and assumptions are reasonable; however, actual results may ultimately differ significantly from these estimates and assumptions, which could have a material adverse effect on the carrying value of assets and liabilities at the balance sheet dates and on our results of operations for the reporting periods.

Our significant accounting policies and practices are described in Note 1. *Nature of Operations and Summary of Significant Accounting Policies* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data." We have identified several policies and estimates as being critical because they require management to make particularly difficult, subjective, and/or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. These policies relate to the allowance for credit losses on loans and leases held for investment, accounting for business combinations, and the realization of deferred income tax assets and liabilities.

### *Allowance for Credit Losses on Loans and Leases Held for Investment*

The allowance for credit losses on loans and leases held for investment is the combination of the allowance for loan and lease losses and the reserve for unfunded loan commitments. The allowance for loan and lease losses is reported as a reduction of outstanding loan and lease balances and the reserve for unfunded loan commitments is included within "Accrued interest payable and other liabilities" on the consolidated balance sheets. For loans and leases acquired and measured at fair value and deemed non-impaired on the acquisition date, our allowance methodology measures deterioration in credit quality or other inherent risks related to these acquired assets that may occur after the acquisition date.

The allowance for credit losses is maintained at a level deemed appropriate by management to adequately provide for known and inherent risks in the loan and lease portfolio and other extensions of credit at the balance sheet date. The allowance is based upon our review of the credit quality of the loan and lease portfolio, which includes loan and lease payment trends, borrowers' compliance with loan agreements, borrowers' current and budgeted financial performance, collateral valuation trends, and current economic factors and external conditions that may affect our borrowers' ability to make payments to us in accordance with contractual terms. Loans and leases that are deemed to be uncollectable are charged off and deducted from the allowance. The provision for loan and lease losses and recoveries on loans and leases previously charged off are added to the allowance.

The allowance for loan and lease losses has a general reserve component for unimpaired loans and leases and a specific reserve component for impaired loans and leases.

A loan or lease is considered impaired when it is probable that we will be unable to collect all amounts due according to the original contractual terms of the agreement. We assess our loans and leases for impairment on an ongoing basis using certain criteria such as payment performance, borrower reported financial results and budgets, and other external factors when appropriate. We measure impairment of a loan or lease based upon the fair value of the underlying collateral if the loan or lease is collateral-dependent or the present value of cash flows, discounted at the effective interest rate, if the loan or lease is not collateral-dependent. To the extent a loan or lease balance exceeds the estimated collectable value, a specific reserve or charge-off is recorded depending upon either the certainty of the estimate of loss or the fair value of the loan's collateral if the loan is collateral-dependent. Impaired loans and leases with outstanding balances less than or equal to \$250,000 may not be individually assessed for impairment but are assessed with reserves based on the average loss severity on historical impaired loans with similar risk characteristics.



Our allowance methodology for the general reserve component includes both quantitative and qualitative loss factors which are applied to our population of unimpaired loans and leases to estimate our general reserves. The quantitative loss factors consider the likelihood of loans defaulting based on the historical degree that similar loans defaulted and the degree of credit losses based on the historical average degree of loss experienced for these similar loans and leases pooled both by loan or lease type and credit risk rating; loans with more adverse credit risk ratings have higher quantitative loss factors. The qualitative loss factors consider, among other things, current economic trends and forecasts, current collateral values and performance trends, credit performance trends, and the loan portfolio's current composition. As noted below in "*Allowance for Loan and Lease Losses - Change in Methodology*," we changed our methodology for calculating the ALLL in the second quarter of 2018. See that section for details regarding this change.

The qualitative criteria we consider when establishing the loss factors include the following:

- current economic trends and forecasts;
- current collateral values, performance trends, and overall outlook in the markets where we lend;
- legal and regulatory matters that could impact our borrowers' ability to repay our loans and leases;
- loan and lease portfolio composition and any loan concentrations;
- current lending policies and the effects of any new policies or policy amendments;
- loan and lease production volume and mix;
- loan and lease portfolio credit performance trends;
- results of our independent credit review; and
- changes in management related to credit administration functions.

We estimate the reserve for unfunded loan commitments using the same loss factors as used for the allowance for loan and lease losses. The reserve for unfunded loan commitments is computed using expected future usage of the unfunded commitments based on historical usage of unfunded commitments for the various loan types.

The allowance for credit losses is directly correlated to the credit risk ratings of our loans. To ensure the accuracy of our credit risk ratings, an independent credit review function assesses the appropriateness of the credit risk ratings assigned to loans on a regular basis. The credit risk ratings assigned to every loan and lease are either "pass," "special mention," "substandard," or "doubtful" and defined as follows:

- *Pass*: Loans and leases rated as "pass" are not adversely classified and collection and repayment in full are expected.
- *Special Mention*: Loans and leases rated as "special mention" have a potential weakness that requires management's attention. If not addressed, these potential weaknesses may result in further deterioration in the borrower's ability to repay the loan or lease.
- *Substandard*: Loans and leases rated as "substandard" have a well-defined weakness or weaknesses that jeopardize the collection of the debt. They are characterized by the possibility that we will sustain some loss if the weaknesses are not corrected.
- *Doubtful*: Loans and leases rated as "doubtful" have all the weaknesses of those rated as "substandard," with the additional trait that the weaknesses make collection or repayment in full highly questionable and improbable.

In addition, we may refer to the loans and leases with assigned credit risk ratings of "substandard" and "doubtful" together as "classified" loans and leases. For further information on classified loans and leases, see Note 6. *Loans and Leases* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

In addition to our internal risk rating process, our federal and state banking regulators, as an integral part of their examination process, periodically review the Company's loan risk rating classifications. Our regulators may require the Company to recognize rating downgrades based on their judgments related to information available to them at the time of their examinations. Risk rating downgrades generally result in increases in the provisions for credit losses and the allowance for credit losses.

Management believes the allowance for credit losses is appropriate for the known and inherent risks in our loan and lease portfolio and the credit risk ratings and inherent loss rates currently assigned are appropriate. It is possible that others, given the same information, may at any point in time reach different conclusions that could result in a significant impact to the Company's financial statements. In addition, current credit risk ratings are subject to change as we continue to monitor our loans and leases. To the extent we experience, for example, increased levels of borrower loan defaults, borrowers' noncompliance with our loan agreements, adverse changes in collateral values, or changes in economic and business conditions that adversely affect our borrowers, our classified loans and leases may increase. Higher levels of classified loans and leases generally result in increased provisions for credit losses and an increased allowance for credit losses. Although we have established an allowance for credit losses that we consider appropriate, there can be no assurance that the established allowance will be sufficient to absorb future losses.

Our federal and state banking regulators, as an integral part of their examination process, periodically review the Company's allowance for credit losses. Our regulators may require the Company to recognize additions to the allowance based on their judgments related to information available to them at the time of their examinations.

#### *Allowance for Loan and Lease Losses - Change in Methodology*

The allowance for loan and lease losses ("ALLL") represents management's estimate of probable credit losses inherent in the loan portfolio as of the balance sheet date. Our methodology to estimate the ALLL has three basic elements that include specific reserves for individually evaluated impaired loans, a quantitative general allowance for all other loans (including individually evaluated loans determined not to be impaired), and qualitative adjustments based on other factors which may be internal or external to the Company.

During the second quarter of 2018, we changed our methodology used to estimate the quantitative general allowance due to the growth and increased complexity of the loan portfolio.

The new ALLL methodology included three primary changes: the quantitative component now employs a probability of default/loss given default ("PD/LGD") methodology; the loan segmentation groups our loan portfolio into 21 loan pools with similar risk characteristics (as opposed to 34 loan pools used under the previous methodology); and the historical range of loan performance history, or look-back period, was lengthened by one year to ten years.

The new PD/LGD methodology estimates the likelihood of loans defaulting based on the historical degree that similar loans defaulted, and it estimates the degree of credit loss based on the historical average degree of loss experienced for these similar loans. The reduced number of loan pools provides greater statistical validity by having more default and loss histories within each pool for the quantitative general allowance estimation. The look-back period was extended to capture loan performance back to January 1, 2009, one year longer than under the historical loss migration methodology. Extending this look-back period includes more historical loan performance information. The loss emergence period was unchanged as we continue to use seven quarters.

The methodology to estimate specific reserves for individually evaluated impaired loans did not change. The methodology to derive qualitative adjustments based on other internal or external factors was updated to align with the new PD/LGD methodology being applied to estimate the quantitative general allowance for unimpaired loans. As a result, the composition of the ALLL changed as the quantitative component increased and the qualitative component decreased as the new quantitative methodology now encompasses more information, such as the longer look-back period, that previously required a qualitative adjustment as part of determining the total ALLL estimate. These changes in the ALLL methodology did not result in material changes to management's overall ALLL estimate at June 30, 2018.

### ***Business Combinations***

Business combinations are accounted for under the acquisition method of accounting in accordance with ASC Topic 805, "*Business Combinations*." Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the acquired assets and assumed liabilities, regardless of the percentage owned, at their estimated fair values as of the date of acquisition. Any excess of the purchase price over the fair value of net assets and other identifiable intangible assets acquired is recorded as goodwill. To the extent the fair value of net assets acquired, including other identifiable assets, exceeds the purchase price, a bargain purchase gain is recognized. Assets acquired and liabilities assumed which involve contingencies must also be recognized at their estimated fair value, provided such fair value can be determined during the measurement period. Acquisition-related costs, including severance, conversion and other restructuring charges, such as abandoned space accruals, are expensed. Results of operations of an acquired business are included in the statement of earnings from the date of acquisition.

### ***Deferred Tax Assets and Liabilities***

Our deferred tax assets and liabilities arise from differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and net operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We determine whether a deferred tax asset is realizable based on facts and circumstances, including our current and projected future tax position, the historical level of our taxable income, and estimates of our future taxable income. In most cases, the realization of deferred tax assets is based on our future profitability. If we were to experience either reduced profitability or operating losses in a future period, the realization of our deferred tax assets may no longer be considered more likely than not and, accordingly, we could be required to record a valuation allowance on our deferred tax assets by charging earnings.

## Non-GAAP Measurements

We use certain non-GAAP financial measures to provide meaningful supplemental information regarding the Company's operational performance and to enhance investors' overall understanding of such financial performance. The methodology for determining these non-GAAP measures may differ among companies. We use the following non-GAAP measures in this Form 10-K:

- **Return on average tangible equity, tangible common equity ratio, and tangible book value per share:** Given that the use of these measures is prevalent among banking regulators, investors and analysts, we disclose them in addition to the related GAAP measures of return on average equity, equity to assets ratio, and book value per share, respectively. The reconciliations of these non-GAAP measurements to the GAAP measurements are presented in the following tables for and as of the periods presented.

<b>Return on Average Tangible Equity</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(Dollars in thousands)</i>		
Net earnings	\$ 465,339	\$ 357,818	\$ 352,166
Average stockholders' equity	\$ 4,809,667	\$ 4,641,495	\$ 4,488,862
Less: Average intangible assets	2,616,820	2,279,010	2,219,756
Average tangible common equity	\$ 2,192,847	\$ 2,362,485	\$ 2,269,106
Return on average equity <sup>(1)</sup>	9.68%	7.71%	7.85%
Return on average tangible equity <sup>(2)</sup>	21.22%	15.15%	15.52%

(1) Net earnings divided by average stockholders' equity.

(2) Net earnings divided by average tangible common equity.

<b>Tangible Common Equity Ratio/ Tangible Book Value Per Share</b>	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(Dollars in thousands, except per share data)</i>		
Stockholders' equity	\$ 4,825,588	\$ 4,977,598	\$ 4,479,055
Less: Intangible assets	2,605,790	2,628,296	2,210,315
Tangible common equity	\$ 2,219,798	\$ 2,349,302	\$ 2,268,740
Total assets	\$ 25,731,354	\$ 24,994,876	\$ 21,869,767
Less: Intangible assets	2,605,790	2,628,296	2,210,315
Tangible assets	\$ 23,125,564	\$ 22,366,580	\$ 19,659,452
Equity to assets ratio	18.75%	19.91%	20.48%
Tangible common equity ratio <sup>(1)</sup>	9.60%	10.50%	11.54%
Book value per share	\$ 39.17	\$ 38.65	\$ 36.93
Tangible book value per share <sup>(2)</sup>	\$ 18.02	\$ 18.24	\$ 18.71
Shares outstanding	123,189,833	128,782,878	121,283,669

(1) Tangible common equity divided by tangible assets.

(2) Tangible common equity divided by shares outstanding.

## Results of Operations

### *Acquisitions Impact Earnings Performance*

The comparability of financial information is affected by our acquisitions. We completed the acquisition of CUB on October 20, 2017, thereby impacting the comparability of the three years presented. This acquisition was accounted for using the acquisition method of accounting and, accordingly, CUB's operating results have been included in the consolidated financial statements from its acquisition date.

### *Earnings Performance*

#### *2018 Compared to 2017*

Net earnings for the year ended December 31, 2018 were \$465.3 million, or \$3.72 per diluted share, compared to net earnings for the year ended December 31, 2017 of \$357.8 million, or \$2.91 per diluted share. The \$107.5 million increase in net earnings was due to higher net interest income of \$61.3 million, lower income tax expense of \$28.9 million, a lower provision for credit losses of \$12.8 million, and higher noninterest income of \$20.1 million, offset partially by higher noninterest expense of \$15.6 million. The increase in net interest income was due mainly to higher balances of average loans and leases and average investment securities and a higher yield on average loans and leases, offset partially by a lower yield on average investment securities and higher interest expense. The decrease in income tax expense was due primarily to the TCJA which reduced our effective tax rate to 26.5% for the year ended December 31, 2018 from 35.5% for 2017. The decrease in the provision for credit losses was due mainly to lower specific provisions for impaired loans during 2018, higher recoveries of charge-off loans during 2018, and lower amounts of loans rated special mention and classified at December 31, 2018 compared to December 31, 2017. The increase in noninterest income was due mostly to a higher gain on sale of securities of \$8.7 million, higher warrant income of \$4.9 million, higher other commissions and fees of \$4.1 million, and higher other income of \$3.7 million. The increase in noninterest expense was due mainly to higher compensation expense of \$16.0 million, higher intangible asset amortization of \$8.3 million, higher other professional services expense of \$4.6 million, and higher occupancy expense of \$4.4 million, offset partially by lower acquisition, integration and reorganization costs of \$18.0 million. The increases in these expense categories are primarily due to twelve months of CUB incremental operating expenses in 2018 compared to only 72 days of expense in 2017.

#### *2017 Compared to 2016*

Net earnings for the year ended December 31, 2017 were \$357.8 million, or \$2.91 per diluted share, compared to net earnings for the year ended December 31, 2016 of \$352.2 million, or \$2.90 per diluted share. The \$5.7 million increase in net earnings was due to higher net interest income of \$18.3 million, higher noninterest income of \$16.1 million, a lower provision for credit losses of \$8.0 million, and lower income tax expense of \$8.9 million, offset partially by higher noninterest expense of \$45.6 million. The increase in net interest income was attributable to higher average interest-earning asset balances, offset by lower discount accretion on acquired loans, lower yield on average loans and leases, and higher interest expense. The increase in noninterest income was due mainly to higher leased equipment income, higher gain on sale of loans and leases, lower FDIC loss sharing expense, and higher other income, offset partially by lower gain on sale of securities. The lower provision for credit losses was due primarily to lower general reserves of \$14.1 million related to the sale of cash flow loans and lower amounts of loans rated special mention and classified at December 31, 2017 compared to December 31, 2016, offset partially by higher specific provisions for impaired loans during 2017. The increase in noninterest expense was due mostly to a \$19.5 million increase in acquisition, integration and reorganization expense related to the CUB acquisition and incremental operating expenses of approximately \$10 million for CUB's operations post-acquisition, primarily compensation expense.

## Net Interest Income

The following table summarizes the distribution of average assets, liabilities and stockholders' equity, as well as interest income and yields earned on average interest-earning assets and interest expense and rates paid on average interest-bearing liabilities, presented on a tax equivalent basis, for the years indicated:

	Year Ended December 31,								
	2018			2017			2016		
	Interest	Yields		Interest	Yields		Interest	Yields	
	Average	Income/	and	Average	Income/	and	Average	Income/	and
Balance	Expense	Rates	Balance	Expense	Rates	Balance	Expense	Rates	
(Dollars in thousands)									
<b>ASSETS:</b>									
Loans and leases <sup>(1)(2)</sup>	\$ 16,863,673	\$ 1,048,984	6.22%	\$ 15,954,026	\$ 953,200	5.97%	\$ 14,621,568	\$ 924,294	6.32%
Investment securities <sup>(3)(4)</sup>	3,809,383	118,605	3.11%	3,504,808	117,564	3.35%	3,344,920	110,077	3.29%
Deposits in financial institutions	116,282	2,082	1.79%	137,228	1,543	1.12%	206,404	1,061	0.51%
Total interest-earning assets <sup>(4)</sup>	20,789,338	1,169,671	5.63%	19,596,062	1,072,307	5.47%	18,172,892	1,035,432	5.70%
Other assets	3,516,020			3,038,673			3,002,178		
Total assets	\$ 24,305,358			\$ 22,634,735			\$ 21,175,070		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>									
Interest checking deposits	\$ 2,445,094	20,049	0.82%	\$ 1,928,249	8,715	0.45%	\$ 1,141,476	2,439	0.21%
Money market deposits	5,107,888	39,194	0.77%	5,027,453	22,924	0.46%	4,357,921	12,276	0.28%
Savings deposits	641,720	1,009	0.16%	707,301	1,162	0.16%	758,973	1,528	0.20%
Time deposits	1,856,126	19,888	1.07%	2,247,168	12,893	0.57%	2,996,953	15,269	0.51%
Total interest-bearing deposits	10,050,828	80,140	0.80%	9,910,171	45,694	0.46%	9,255,323	31,512	0.34%
Borrowings	570,216	11,985	2.10%	388,896	3,638	0.94%	471,578	2,259	0.48%
Subordinated debentures	454,702	28,631	6.30%	447,684	23,613	5.27%	439,130	20,850	4.75%
Total interest-bearing liabilities	11,075,746	120,756	1.09%	10,746,751	72,945	0.68%	10,166,031	54,621	0.54%
Noninterest-bearing demand									
deposits	8,211,475			7,076,445			6,370,452		
Other liabilities	208,470			170,044			149,725		
Total liabilities	19,495,691			17,993,240			16,686,208		
Stockholders' equity	4,809,667			4,641,495			4,488,862		
Total liabilities and stockholders' equity	\$ 24,305,358			\$ 22,634,735			\$ 21,175,070		
Net interest income <sup>(4)</sup>		\$ 1,048,915			\$ 999,362			\$ 980,811	
Net interest rate spread <sup>(4)</sup>			4.54%			4.79%			5.16%
Net interest margin <sup>(4)</sup>			5.05%			5.10%			5.40%
Total deposits <sup>(5)</sup>	\$ 18,262,303	\$ 80,140	0.44%	\$ 16,986,616	\$ 45,694	0.27%	\$ 15,625,775	\$ 31,512	0.20%

(1) Includes nonaccrual loans and leases and loan fees. Starting with the third quarter of 2017, includes tax-equivalent adjustments related to tax-exempt interest on loans.

(2) Includes discount accretion on acquired loans of \$29.3 million, \$26.1 million, and \$79.5 million for 2018, 2017, and 2016, respectively.

(3) Includes tax-equivalent adjustments of \$6.5 million, \$19.4 million, and \$19.5 million for 2018, 2017, and 2016, respectively, related to tax-exempt interest on municipal securities. The federal statutory rate utilized was 21% for 2018 and 35% for 2017 and 2016.

(4) Tax equivalent.

(5) Total deposits is the sum of interest-bearing deposits and noninterest-bearing demand deposits. The cost of total deposits is calculated as annualized interest expense on total deposits divided by average total deposits.

Net interest income is affected by changes in both interest rates and the amounts of average interest-earning assets and interest-bearing liabilities. The changes in the amounts of average interest-earning assets and interest-bearing liabilities are referred to as changes in "volume." The changes in the yields earned on average interest-earning assets and rates paid on average interest-bearing liabilities are referred to as changes in "rate." The change in interest income/expense attributable to volume reflects the change in volume multiplied by the prior year's rate. The change in interest income/expense attributable to rate reflects the change in rate multiplied by the prior year's volume. The change in interest income/expense not attributable specifically to either volume or rate is allocated ratably between the two categories.

The following table presents changes in interest income/expense and related changes in volume and rate for the years indicated:

	2018 Compared to 2017			2017 Compared to 2016		
	Total Increase (Decrease)	Increase (Decrease) Due to		Total Increase (Decrease)	Increase (Decrease) Due to	
		Volume	Rate		Volume	Rate
<i>(In thousands)</i>						
<b>Interest Income:</b>						
Loans and leases <sup>(1)</sup>	\$ 95,784	\$ 55,647	\$ 40,137	\$ 28,906	\$ 81,346	\$ (52,440)
Investment securities <sup>(2)</sup>	1,041	9,815	(8,774)	7,487	5,334	2,153
Deposits in financial institutions	539	(264)	803	482	(449)	931
Total interest income <sup>(2)</sup>	<u>97,364</u>	<u>65,198</u>	<u>32,166</u>	<u>36,875</u>	<u>86,231</u>	<u>(49,356)</u>
<b>Interest Expense:</b>						
Interest checking deposits	11,334	2,807	8,527	6,276	2,397	3,879
Money market deposits	16,270	373	15,897	10,648	2,118	8,530
Savings deposits	(153)	(105)	(48)	(366)	(99)	(267)
Time deposits	6,995	(2,569)	9,564	(2,376)	(4,141)	1,765
Total interest-bearing deposits	<u>34,446</u>	<u>506</u>	<u>33,940</u>	<u>14,182</u>	<u>275</u>	<u>13,907</u>
Borrowings	8,347	2,272	6,075	1,379	(455)	1,834
Subordinated debentures	5,018	375	4,643	2,763	413	2,350
Total interest expense	<u>47,811</u>	<u>3,153</u>	<u>44,658</u>	<u>18,324</u>	<u>233</u>	<u>18,091</u>
Net interest income <sup>(2)</sup>	<u>\$ 49,553</u>	<u>\$ 62,045</u>	<u>\$ (12,492)</u>	<u>\$ 18,551</u>	<u>\$ 85,998</u>	<u>\$ (67,447)</u>

(1) Starting with the third quarter of 2017, includes tax-equivalent adjustments related to tax-exempt interest on loans.

(2) Tax equivalent.

#### 2018 Compared to 2017

Net interest income increased by \$61.3 million to \$1.04 billion for the year ended December 31, 2018 compared to \$979.6 million for the year ended December 31, 2017 due mainly to higher balances of average loans and leases and average investment securities and a higher yield on average loans and leases, offset partially by a lower yield on average investment securities and higher interest expense. The yield on average loans and leases was 6.22% for the year ended December 31, 2018 compared to 5.97% for 2017. The increase in the yield on average loans and leases was due mainly to repricing of variable-rate loans attributable to higher short-term market interest rates.

The tax equivalent NIM for the year ended December 31, 2018 was 5.05% compared to 5.10% for the year ended December 31, 2017. The decrease in the tax equivalent NIM was due mostly to a higher cost of average interest-bearing liabilities, a lower yield on average investment securities, and a decrease of six basis points resulting from a smaller tax equivalent adjustment due to the lower statutory federal tax rate, offset partially by the increase in the yield on average loans and leases as described above. The taxable equivalent adjustment for tax-exempt interest income on municipal securities contributed three basis points to the tax equivalent NIM for the year ended December 31, 2018 and ten basis points for 2017.

The cost of average total deposits increased to 0.44% for the year ended December 31, 2018 from 0.27% for 2017 due mainly to higher rates paid on deposits in conjunction with increased market interest rates.

#### *2017 Compared to 2016*

Net interest income increased by \$18.3 million to \$979.6 million for the year ended December 31, 2017 compared to \$961.3 million for the year ended December 31, 2016 due mainly to higher average interest-earning asset balances, offset partially by lower discount accretion on acquired loans, lower yields on average loans and leases, and higher interest expense. The loan and lease yield for the year ended December 31, 2017 was 5.97% compared to 6.32% for 2016. The decrease in the loan and lease yield was due mainly to the lower discount accretion on acquired loans and yields on new production being lower than the average portfolio yield. Total discount accretion on acquired loans was \$26.1 million for the year ended December 31, 2017 (16 basis points on the loan and lease yield) compared to \$79.5 million for 2016 (55 basis points on the loan and lease yield).

The tax equivalent NIM for the year ended December 31, 2017 was 5.10% compared to 5.40% for the year ended December 31, 2016. The decrease in the tax equivalent NIM was due mostly to lower discount accretion on acquired loans as described above. Total discount accretion on acquired loans contributed 14 basis points to the NIM for the year ended December 31, 2017 compared to 43 basis points for 2016. The taxable equivalent adjustment for tax-exempt interest income on municipal securities contributed 10 basis points to the tax equivalent NIM for the year ended December 31, 2017 and 11 basis points for 2016.

The cost of average total deposits increased to 0.27% for the year ended December 31, 2017 from 0.20% for 2016 primarily as a result of the general increase in deposit rates during 2017 as a result of the Federal Reserve's increases to federal funds rates.



### Provision for Credit Losses

The following table sets forth the details of the provision for credit losses on loans and leases held for investment and information regarding credit quality metrics for the years indicated:

	Year Ended December 31,				
	2018	Increase (Decrease)	2017	Increase (Decrease)	2016
	<i>(Dollars in thousands)</i>				
<b>Provision For Credit Losses:</b>					
Addition to allowance for loan and lease losses	\$ 36,774	\$ (14,192)	\$ 50,966	\$ (13,974)	\$ 64,940
Addition to reserve for unfunded loan commitments	8,226	1,440	6,786	5,997	789
Total provision for credit losses	<u>45,000</u>	<u>(12,752)</u>	<u>57,752</u>	<u>(7,977)</u>	<u>65,729</u>
<b>Credit Quality Metrics <sup>(1)</sup>:</b>					
Net charge-offs on loans and leases held for investment <sup>(2)</sup>	\$ 43,758	\$ (19,199)	\$ 62,957	\$ 40,967	\$ 21,990
Net charge-offs to average loans and leases	0.26%		0.40%		0.15%
At Year End:					
Allowance for credit losses	\$ 169,333	\$ 7,686	\$ 161,647	\$ 369	\$ 161,278
Allowance for credit losses to loans and leases held for investment	0.94%		0.96%		1.05%
Allowance for credit losses to nonaccrual loans and leases held for investment	213.5%		103.8%		94.5%
Nonaccrual loans and leases held for investment	\$ 79,333	(76,451)	\$ 155,784	\$ (14,815)	\$ 170,599
Performing TDRs held for investment	17,701	(39,137)	56,838	(8,114)	64,952
Total impaired loans and leases	<u>\$ 97,034</u>	<u>(115,588)</u>	<u>\$ 212,622</u>	<u>\$ (22,929)</u>	<u>\$ 235,551</u>
Classified loans and leases held for investment	\$ 237,110	\$ (41,295)	\$ 278,405	\$ (131,240)	\$ 409,645

(1) Amounts and ratios related to 2018 are for total loans and leases held for investment, net of deferred fees. Amounts and ratios related to 2017 and 2016 are for Non-PCI loans and leases held for investment, net of deferred fees.

(2) See "- Balance Sheet Analysis - Allowance for Credit Losses on Loans and Leases Held for Investment" for detail of charge-offs and recoveries by loan portfolio segment, class, and subclass for the periods presented.

Provisions for credit losses are charged to earnings for both on and off-balance sheet credit exposures. The provision for credit losses on our loans and leases held for investment is based on our allowance methodology and is an expense that, in our judgment, is required to maintain an adequate allowance for credit losses.

The allowance for loan and lease losses has a general reserve component for loans and leases with no credit impairment and a specific reserve component for impaired loans and leases. Our allowance methodology for the general reserve component includes both quantitative and qualitative loss factors that are applied against the population of unimpaired loans and leases. The quantitative loss factors consider the likelihood of loans defaulting based on the historical degree that similar loans defaulted and the degree of credit losses based on the historical average degree of loss experienced for these similar loans and leases pooled both by loan or lease type and credit risk rating; loans with more adverse credit risk ratings have higher quantitative loss factors. The qualitative loss factors consider, among other things, current economic trends and forecasts, current collateral values and performance trends, credit performance trends, and the loan portfolio's current composition. As noted in "- Critical Accounting Policies and Estimates - Allowance for Credit Losses on Loans and Leases Held for Investment - Allowance for Loan and Lease Losses - Change in Methodology," we changed our ALLL methodology in the second quarter of 2018. See that section for details regarding this change.

We recorded a provision for credit losses of \$45.0 million, \$57.8 million, and \$65.7 million for the years ended December 31, 2018, 2017, and 2016.

The provision for credit losses decreased by \$12.8 million to \$45.0 million for the year ended December 31, 2018 compared to \$57.8 million for the year ended December 31, 2017 due mainly to lower specific provisions for impaired loans during 2018, higher recoveries of charged off loans during 2018, and lower amounts of loans rated special mention and classified at December 31, 2018 compared to December 31, 2017. Loans rated special mention and classified have a higher general reserve amount than loans rated pass.

The provision for credit losses decreased by \$8.0 million to \$57.8 million for the year ended December 31, 2017 compared to \$65.7 million for the year ended December 31, 2016 due primarily to lower general reserves of \$14.1 million related to the sale of cash flow loans and lower amounts of loans rated special mention and classified at December 31, 2017 compared to December 31, 2016, offset partially by higher specific provisions for impaired loans during 2017.

Certain circumstances may lead to increased provisions for credit losses in the future. Examples of such circumstances are an increased amount of classified and/or impaired loans and leases, net loan and lease and unfunded commitment growth, and changes in economic conditions. Changes in economic conditions include the rate of economic growth, the unemployment rate, the rate of inflation, increases in the general level of interest rates, declines in real estate values, and adverse conditions in borrowers' businesses. For information regarding the allowance for credit losses on loans and leases held for investment, see "- Critical Accounting Policies and Estimates - *Allowance for Credit Losses on Loans and Leases Held for Investment*," "- Balance Sheet Analysis - *Allowance for Credit Losses on Loans and Leases Held for Investment*," Note 1(h). *Nature of Operations and Summary of Significant Accounting Policies*, and Note 6. *Loans and Leases* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

## Noninterest Income

The following table summarizes noninterest income by category for the years indicated:

<u>Noninterest Income</u>	Year Ended December 31,				
	2018	Increase (Decrease)	2017	Increase (Decrease)	2016
	<i>(In thousands)</i>				
Service charges on deposit accounts	\$ 16,509	\$ 1,202	\$ 15,307	\$ 773	\$ 14,534
Other commissions and fees	45,543	4,121	41,422	(5,704)	47,126
Leased equipment income	37,881	181	37,700	3,781	33,919
Gain on sale of loans and leases	4,675	(1,522)	6,197	5,288	909
Gain (loss) on sale of securities	8,176	8,717	(541)	(10,026)	9,485
FDIC loss sharing expense, net	—	—	—	8,917	(8,917)
Other income:					
Dividends and gains on equity investments	3,807	(1,312)	5,119	858	4,261
Warrant income	7,478	4,946	2,532	1,130	1,402
Other	24,566	3,729	20,837	11,081	9,756
Total noninterest income	<u>\$ 148,635</u>	<u>\$ 20,062</u>	<u>\$ 128,573</u>	<u>\$ 16,098</u>	<u>\$ 112,475</u>

### 2018 Compared to 2017

Noninterest income increased by \$20.1 million to \$148.6 million for the year ended December 31, 2018 compared to \$128.6 million for the year ended December 31, 2017 due primarily to increases in gain on sale of securities of \$8.7 million, warrant income of \$4.9 million, other commissions and fees of \$4.1 million, and other income of \$3.7 million. The increase in gain on sale of securities was attributable to a net gain of \$8.2 million on sales of \$563.6 million of securities during the year ended December 31, 2018 compared to a net loss of \$0.5 million on sales of \$759.8 million of securities during 2017. The securities sold in 2018 include \$299.9 million that were sold for a gain of \$6.3 million in the first quarter of 2018 primarily for reinvestment in higher quality liquid assets, yield, and credit risk purposes. Warrant income increased due primarily to a \$3.1 million gain on a warrant in a company that completed an IPO. Other commissions and fees increased due primarily to higher foreign exchange fees of \$3.1 million and higher credit card fee income of \$1.5 million. Other income increased due mainly to higher gains on early lease terminations and higher BOLI income, partially offset by lower legal settlements with former borrowers.

### 2017 Compared to 2016

Noninterest income increased by \$16.1 million to \$128.6 million for the year ended December 31, 2017 compared to \$112.5 million for the year ended December 31, 2016 due primarily to increases in other income of \$11.1 million, gain on sale of loans and leases of \$5.3 million, leased equipment income of \$3.8 million, and lower FDIC loss sharing expense of \$8.9 million, offset partially by decreases in gain on sales of securities of \$10.0 million and other commissions and fees of \$5.7 million. The increase in other income was primarily due to legal settlements with former borrowers and other parties of \$8.0 million. Leased equipment income increased due to a higher average balance of leased equipment in 2017 and higher gains from early lease terminations. The decrease in FDIC loss sharing expense was due to the termination of all FDIC loss sharing agreements in the second quarter of 2016. The decrease in gain on sale of securities was due partly to the tax-related decision to sell \$172.6 million of securities at a loss of \$3.3 million in the fourth quarter of 2017. The decrease in other commissions and fees was mostly due to lower loan prepayment penalty fees.

## Noninterest Expense

The following table summarizes noninterest expense by category for the years indicated:

<u>Noninterest Expense</u>	<u>Year Ended December 31,</u>				
	<u>2018</u>	<u>Increase (Decrease)</u>	<u>2017</u>	<u>Increase (Decrease)</u>	<u>2016</u>
	<i>(In thousands)</i>				
Compensation	\$ 282,568	\$ 16,001	\$ 266,567	\$ 14,654	\$ 251,913
Occupancy	53,223	4,360	48,863	(48)	48,911
Data processing	27,225	650	26,575	2,219	24,356
Other professional services	21,952	4,599	17,353	875	16,478
Insurance and assessments	20,705	972	19,733	1,369	18,364
Intangible asset amortization	22,506	8,266	14,240	(2,277)	16,517
Leased equipment depreciation	21,371	604	20,767	(132)	20,899
Foreclosed assets (income) expense, net	(751)	(2,453)	1,702	(179)	1,881
Acquisition, integration and reorganization costs	1,770	(17,965)	19,735	19,535	200
Loan expense	10,569	(3,263)	13,832	4,461	9,371
Other	50,094	3,800	46,294	5,083	41,211
Total noninterest expense	<u>\$ 511,232</u>	<u>\$ 15,571</u>	<u>\$ 495,661</u>	<u>\$ 45,560</u>	<u>\$ 450,101</u>

### 2018 Compared to 2017

Noninterest expense increased by \$15.6 million to \$511.2 million for the year ended December 31, 2018 compared to \$495.7 million for the year ended December 31, 2017 due primarily to increases in compensation expense of \$16.0 million, intangible asset amortization of \$8.3 million, other professional services expense of \$4.6 million, and occupancy expense of \$4.4 million, offset partially by a decrease in acquisition, integration and reorganization costs of \$18.0 million. Compensation expense increased due to higher salary expense of \$11.9 million, higher stock compensation expense of \$4.2 million, and higher bonus expense of \$3.6 million, offset partially by lower severance and retention expense of \$4.1 million. Intangible asset amortization increased due to the intangible assets added from the CUB acquisition in October 2017. Other professional services expense increased due primarily to higher consulting and legal expense. Occupancy expense increased due primarily to inclusion of the CUB operations for a full year in 2018. The acquisition, integration and reorganization costs for the year ended December 31, 2018 related to the terminated El Dorado Savings Bank merger agreement, while the costs for 2017 related to the CUB acquisition.

### 2017 Compared to 2016

Noninterest expense increased by \$45.6 million to \$495.7 million for the year ended December 31, 2017 compared to \$450.1 million for the year ended December 31, 2016 due primarily to an increase in acquisition, integration and reorganization costs of \$19.5 million related to the CUB acquisition and incremental operating expenses of approximately \$10 million for CUB's operations post-acquisition, mainly compensation expense.

### ***Income Taxes***

The effective tax rates were 26.5%, 35.5% and 36.9% for the years ended December 31, 2018, 2017, and 2016.

The decrease in the effective tax rate for the year ended December 31, 2018 was due to the enactment of the TCJA, which reduced the federal statutory corporate tax rate to 21% effective January 1, 2018 from 35% in prior periods. The Company remeasured its federal deferred tax assets and liabilities as a result of the TCJA in its financial statements as of December 31, 2017. As a result of changes in total deferred tax assets and liabilities resulting from true-ups to the 2017 tax return, we recorded an additional \$1.9 million of tax expense in 2018 to reflect the impact of the change in statutory rate under the TCJA. The Company considers its accounting for the effects of the TCJA to be complete. However, the legislation remains subject to potential amendments, technical corrections and further guidance at both the federal and state levels.

The decrease in the effective tax rate for the year ended December 31, 2017 was primarily due to the reversal of an \$11.6 million valuation allowance related to foreign tax credits that, based on a change in estimate in our 2017 analysis, were more likely than not to be utilized before they expire. The decrease in the effective tax rate for 2017 was also attributable, to a lesser extent, to tax benefits of \$1.5 million recorded in 2017 due to the adoption of ASU 2016-09 on January 1, 2017, and a tax benefit of \$1.2 million from remeasuring the federal deferred tax assets and liabilities as a result of the TCJA.

The Company's 2018 blended statutory tax rate for federal and state was 28.3%. For further information on income taxes, see Note 14. *Income Taxes* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

#### Fourth Quarter Results

The following table sets forth our unaudited quarterly results and certain performance metrics for the periods indicated:

	Three Months Ended	
	December 31, 2018	September 30, 2018
<i>(Dollars in thousands, except per share data)</i>		
<b>Earnings Summary:</b>		
Interest income	\$ 302,739	\$ 292,642
Interest expense	(40,974)	(32,325)
Net interest income	261,765	260,317
Provision for credit losses	(12,000)	(11,500)
Net interest income after provision for credit losses	249,765	248,817
Gain on sale of securities	786	826
Other noninterest income	32,740	36,086
Total noninterest income	33,526	36,912
Foreclosed assets income, net	311	257
Acquisition, integration and reorganization costs	(970)	(800)
Other noninterest expense	(128,576)	(127,610)
Total noninterest expense	(129,235)	(128,153)
Earnings before income taxes	154,056	157,576
Income tax expense	(39,015)	(41,289)
Net earnings	\$ 115,041	\$ 116,287
<b>Performance Measures:</b>		
Diluted earnings per share	\$ 0.93	\$ 0.94
Annualized return on:		
Average assets	1.84%	1.89%
Average tangible equity <sup>(1)(2)</sup>	21.23%	21.61%
Net interest margin (tax equivalent)	4.91%	4.99%
Yield on average loans and leases (tax equivalent)	6.27%	6.20%
Cost of average total deposits	0.62%	0.46%
Efficiency ratio	41.7%	40.9%

(1) Calculation reduces average equity by average intangible assets.

(2) See "Non-GAAP Measurements."

#### *Fourth Quarter of 2018 Compared to Third Quarter of 2018*

Net earnings were \$115.0 million, or \$0.93 per diluted share, for the fourth quarter of 2018 compared to \$116.3 million, or \$0.94 per diluted share, for the third quarter of 2018. The quarter-over-quarter decrease in net earnings of \$1.2 million was due to lower noninterest income of \$3.4 million, higher noninterest expense of \$1.1 million and a higher provision for credit losses of \$0.5 million partially offset by higher net interest income of \$1.4 million.

Net interest income increased by \$1.4 million to \$261.8 million for the fourth quarter of 2018 compared to \$260.3 million for the third quarter of 2018 due mainly to a higher yield on average loans and leases and a higher balance of average loans and leases, offset partially by higher deposit costs. The tax equivalent yield on average loans and leases was 6.27% for the fourth quarter of 2018 compared to 6.20% for the third quarter of 2018. The increase in the yield on average loans and leases was due principally to higher coupon interest.

The tax equivalent NIM was 4.91% for the fourth quarter of 2018 compared to 4.99% for the third quarter of 2018. The decrease in the NIM was due mainly to higher deposit and borrowing costs.

The cost of average total deposits increased to 0.62% for the fourth quarter of 2018 from 0.46% for the third quarter of 2018 due to higher rates paid on deposits in conjunction with increased market rates.

The provision for credit losses increased by \$0.5 million to \$12.0 million for the fourth quarter of 2018 compared to \$11.5 million for the third quarter of 2018.

Noninterest income decreased by \$3.4 million to \$33.5 million for the fourth quarter of 2018 compared to \$36.9 million for the third quarter of 2018 due mainly to a \$4.2 million decrease in dividends and gain on equity investments, a \$1.6 million decrease in warrant income, and a \$1.3 million decrease in other commissions and fees, offset partially by a \$3.4 million increase in other income. Dividends and gains on equity investments decreased due mainly to lower realized gains on investments sold and decreased fair values of investments still held. Warrant income decreased due to lower realized gains on exercised warrants as the third quarter included a \$3.1 million gain on a warrant in a company that completed an IPO. Other commissions and fees decreased due mostly to lower prepayment and other loan-related fees. Other income increased due primarily to higher miscellaneous income from borrower settlements and higher BOLI income from a death benefit received.

Noninterest expense increased by \$1.1 million to \$129.2 million for the fourth quarter of 2018 compared to \$128.2 million for the third quarter of 2018 attributable primarily a \$3.7 million increase in other expense, offset partially by a \$3.0 million decrease in compensation expense. Other expense increased due to the \$2.1 million write-off of the Square 1 trademark asset as a result of our plan to retire the Square 1 Bank name and increased employee expense due to executive relocation costs. Compensation expense decreased due mostly to lower stock compensation expense, lower bonus expense, and lower commissions expense as a result of the decreased warrant income.

## Balance Sheet Analysis

### Securities Available-for-Sale

Our securities available-for sale portfolio consists primarily of obligations of states and political subdivisions (“municipal securities”) and U.S. government agency and government-sponsored enterprise (“agency”) obligations.

The following table presents the composition and durations of our securities available-for-sale as of the dates indicated:

Security Type	December 31, 2018			December 31, 2017			December 31, 2016		
	Fair Value	% of Total	Duration (in years)	Fair Value	% of Total	Duration (in years)	Fair Value	% of Total	Duration (in years)
<i>(Dollars in thousands)</i>									
Residential MBS and CMOs:									
Agency MBS	\$ 281,088	7%	3.7	\$ 246,274	7%	3.0	\$ 502,443	16%	3.4
Agency CMOs	632,850	16%	4.3	275,709	7%	6.8	146,289	4%	3.0
Private label CMOs	101,205	2%	4.2	125,987	3%	5.1	125,469	4%	3.5
Municipal securities	1,312,194	33%	7.3	1,680,068	45%	7.3	1,456,459	45%	6.3
Agency commercial MBS	1,112,704	28%	4.9	1,163,969	31%	5.4	547,692	17%	4.9
U.S. Treasury securities	403,405	10%	3.0	—	—%	—	—	—%	—
Asset-backed securities	81,385	2%	2.4	88,710	2%	3.0	59,375	2%	3.5
SBA securities	67,047	2%	3.5	160,334	4%	2.0	178,845	6%	3.8
Corporate debt securities	17,553	—%	11.0	19,295	1%	11.8	47,509	1%	4.9
Collateralized loan obligations	—	—%	—	7,015	—%	0.3	156,887	5%	0.1
Equity investments <sup>(1)</sup>	—	—%	—	7,070	—%	—	2,862	—%	—
Total securities available-for-sale	<u>\$ 4,009,431</u>	<u>100%</u>	<u>5.2</u>	<u>\$ 3,774,431</u>	<u>100%</u>	<u>6.0</u>	<u>\$ 3,223,830</u>	<u>100%</u>	<u>4.8</u>

(1) In connection with our adoption of ASU 2016-01 and ASU 2018-03 on January 1, 2018, we reclassified \$7.1 million of equity investments from securities available-for-sale to other assets in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated.

The following table presents the geographic composition of the majority of our municipal securities portfolio as of the date indicated:

Municipal Securities by State	December 31, 2018	
	Fair Value	% of Total
<i>(Dollars in thousands)</i>		
California	\$ 298,196	23%
Washington	145,706	11%
New York	141,212	11%
Texas	71,718	6%
Utah	67,759	5%
Ohio	57,375	4%
Oregon	57,055	4%
Florida	50,056	4%
Massachusetts	48,202	4%
District of Columbia	42,331	3%
Total of ten largest states	979,610	75%
All other states	332,584	25%
Total municipal securities	<u>\$ 1,312,194</u>	<u>100%</u>



The following table presents a summary of contractual rates and contractual maturities of our securities available-for-sale as of the date indicated:

December 31, 2018	Due Within One Year		Due After One Year Through Five Years		Due After Five Years Through Ten Years		Due After Ten Years		Total	
	Fair Value	Rate	Fair Value	Rate	Fair Value	Rate	Fair Value	Rate	Fair Value	Rate
	<i>(Dollars in thousands)</i>									
Residential MBS and CMOs:										
Agency MBS	\$ 131	4.20%	\$ 1,777	4.29%	\$ 31,910	3.86%	\$ 247,270	4.15%	\$ 281,088	4.12%
Agency CMOs	—	—%	—	—%	72,766	3.49%	560,084	3.07%	632,850	3.12%
Private label CMOs	2	4.85%	822	3.65%	—	—%	100,381	3.65%	101,205	3.65%
Municipal securities <sup>(1)</sup>	27,451	4.63%	36,805	4.54%	70,534	2.77%	1,177,404	4.09%	1,312,194	4.04%
Agency commercial MBS	9,322	4.43%	274,246	3.11%	772,240	2.97%	56,896	3.15%	1,112,704	3.02%
US Treasury securities	—	—%	403,405	2.19%	—	—%	—	—%	403,405	2.19%
Asset-backed securities	—	—%	15,767	4.08%	12,219	3.05%	53,399	4.27%	81,385	4.05%
SBA securities	249	5.60%	17,048	3.07%	15,884	2.88%	33,866	3.00%	67,047	3.00%
Corporate debt securities	—	—%	—	—%	—	—%	17,553	5.76%	17,553	5.76%
Total securities available-for-sale <sup>(1)</sup>	<u>\$ 37,155</u>	<u>4.59%</u>	<u>\$ 749,870</u>	<u>2.71%</u>	<u>\$ 975,553</u>	<u>3.02%</u>	<u>\$ 2,246,853</u>	<u>3.80%</u>	<u>\$ 4,009,431</u>	<u>3.41%</u>

(1) Rates on tax-exempt securities are contractual rates and are not presented on a tax-equivalent basis.

### Loans and Leases Held for Investment

The following table presents the composition of our total loans and leases held for investment, net of deferred fees, by loan portfolio segment, class, and subclass as of the dates indicated:

	December 31,				
	2018	2017	2016	2015	2014 <sup>(1)</sup>
	<i>(In thousands)</i>				
<b>Real estate mortgage:</b>					
Healthcare real estate	\$ 451,776	\$ 843,653	\$ 955,477	\$ 1,230,787	\$ —
Hospitality	575,516	695,043	689,158	656,750	—
SBA program	559,113	551,606	454,196	473,960	—
Other commercial real estate	3,237,893	3,295,438	2,297,865	2,284,036	—
Total commercial real estate mortgage	4,824,298	5,385,740	4,396,696	4,645,533	—
Income producing residential	2,971,213	2,245,058	1,169,267	1,035,164	—
Other residential real estate	122,630	221,836	144,769	176,045	—
Total income producing and other residential real estate mortgage	3,093,843	2,466,894	1,314,036	1,211,209	—
Total real estate mortgage	7,918,141	7,852,634	5,710,732	5,856,742	5,593,372
<b>Real estate construction and land:</b>					
Commercial	912,583	769,075	581,246	345,991	—
Residential	1,321,073	822,154	384,001	184,382	—
Total real estate construction and land	2,233,656	1,591,229	965,247	530,373	317,676
Total real estate	10,151,797	9,443,863	6,675,979	6,387,115	5,911,048
<b>Commercial:</b>					
Lender finance & timeshare	1,780,731	1,609,937	1,666,855	1,587,577	—
Equipment finance	734,331	656,995	691,967	890,349	—
Other asset-based	434,005	425,354	428,284	498,671	—
Premium finance	356,354	232,664	161,835	108,738	—
Total asset-based	3,305,421	2,924,950	2,948,941	3,085,335	—
Expansion stage	908,047	953,199	920,006	600,541	—
Equity fund loans	797,500	471,163	325,047	228,863	—
Early stage	225,566	443,370	448,458	347,298	—
Late stage	107,635	255,003	294,389	281,311	—
Total venture capital	2,038,748	2,122,735	1,987,900	1,458,013	—
Secured business loans	788,012	743,824	354,822	352,679	—
Security monitoring	643,369	573,066	428,759	438,113	—
Other lending	514,947	475,584	310,896	300,383	—
Cash flow	114,098	278,920	2,373,235	2,335,469	—
Total other commercial	2,060,426	2,071,394	3,467,712	3,426,644	—
Total commercial	7,404,595	7,119,079	8,404,553	7,969,992	5,869,617
<b>Consumer</b>					
Total loans and leases held for investment, net of deferred fees	\$ 17,957,713	\$ 16,972,743	\$ 15,455,954	\$ 14,478,254	\$ 11,882,432

(1) Loans and leases by portfolio class and subclass not available.

Our loan portfolio segments of real estate mortgage loans, real estate construction and land loans, and commercial loans comprised 44%, 13%, and 41% of our total loans and leases held for investment at December 31, 2018, respectively, compared to 46%, 10%, and 42% at December 31, 2017, respectively.

The changes during 2018 in the portfolio classes comprising these portfolio segments reflected the following:

- Commercial real estate mortgage loans decreased by 10% to \$4.8 billion or 27% of total loans and leases held for investment at December 31, 2018 from \$5.4 billion or 32% at December 31, 2017. The lower balance and composition ratio was attributable primarily to the balance of healthcare real estate loans declining to \$451.8 million at December 31, 2018 from \$843.7 million at December 31, 2017. This decline in new healthcare real estate lending was the result of fewer loan opportunities meeting our credit standards.
- Income producing and other residential real estate mortgage loans increased by 25% to \$3.1 billion or 17% of total loans and leases held for investment at December 31, 2018 from \$2.5 billion or 14% at December 31, 2017. The higher balance and composition ratio was attributable to our continued emphasis on originating and purchasing multi-family secured real estate mortgage loans during 2018 due primarily to the favorable credit risk profile of those loans.
- Commercial real estate construction and land loans increased by 19% to \$912.6 million or 5% of total loans and leases held for investment at December 31, 2018 from \$769.1 million or 5% at December 31, 2017. The higher balance and comparable composition ratio was attributable to our continued emphasis on these types of loans and balances on existing loans increasing as disbursements occur during the construction phase.
- Residential real estate construction and land loans increased by 61% to \$1.3 billion or 8% of total loans and leases held for investment at December 31, 2018 from \$822.2 million or 5% at December 31, 2017. The higher balance and composition ratio was attributable to our continued emphasis on originating multi-family secured real estate construction loans in markets with strong demand for new multi-family housing.
- Asset-based loans and leases increased by 13% to \$3.3 billion or 18% of total loans and leases held for investment at December 31, 2018 from \$2.9 billion or 17% at December 31, 2017. The higher balance and composition ratio was due primarily to net loan growth in lender finance & timeshare loans and premium finance loans attributable to continued emphasis on originations for these loan types because of their favorable historical credit performance. Lender finance & timeshare loans increased to \$1.8 billion at December 31, 2018 from \$1.6 billion at December 31, 2017, and premium finance loans increased to \$356.4 million at December 31, 2018 from \$232.7 million at December 31, 2017.
- Venture capital loans decreased by 4% to \$2.0 billion or 11% of total loans and leases held for investment at December 31, 2018 from \$2.1 billion or 13% at December 31, 2017. The lower balance and composition ratio was attributable primarily to lower early stage and late stage loans to venture-backed companies, offset partially by higher equity fund loans. The increase in equity fund loans was due to continued emphasis on originations because of favorable historical credit performance. Early stage loans and late stage loans decreased to \$225.6 million and \$107.6 million at December 31, 2018 from \$443.4 million and \$255.0 million at December 31, 2017. Equity fund loans increased to \$797.5 million at December 31, 2018 from \$471.2 million at December 31, 2017.
- Other commercial loans decreased by 1% to \$2.06 billion or 12% of total loans and leases held for investment at December 31, 2018 from \$2.07 billion or 12% at December 31, 2017. The lower balance was attributable primarily to lower cash flow loans, which decreased to \$114.1 million at December 31, 2018 from \$278.9 million at December 31, 2017. Cash flow loans include the declining balances of certain cash flow lending businesses that we exited in December 2017. At December 31, 2018 and 2017, the remaining balances of these loans were \$92.5 million and \$249.3 million, respectively.

The following table presents the geographic composition of our real estate loans held for investment, net of deferred fees, by the top ten states and all other states combined (in the order presented for the current year-end) as of the dates indicated:

<b>Real Estate Loans by State</b>	<b>December 31, 2018</b>		<b>December 31, 2017</b>	
	<b>Amount</b>	<b>% of Total</b>	<b>Amount</b>	<b>% of Total</b>
	<i>(Dollars in thousands)</i>			
California	\$ 5,798,045	57%	\$ 5,206,633	55%
New York	855,644	8%	697,012	7%
Florida	547,054	5%	505,043	5%
Texas	378,834	4%	343,799	4%
Washington	253,545	3%	208,358	2%
Arizona	235,425	2%	263,621	3%
Oregon	227,067	2%	152,849	2%
Virginia	206,920	2%	233,654	3%
New Jersey	179,045	2%	140,150	1%
Illinois	154,808	2%	163,662	2%
Total of 10 largest states	8,836,387	87%	7,914,781	84%
All other states	1,315,410	13%	1,529,082	16%
Total real estate loans held for investment, net of deferred fees	\$ 10,151,797	100%	\$ 9,443,863	100%

At December 31, 2018 and 2017, 57% and 55% of our real estate loans were collateralized by property located in California because our full-service branches and our community banking activities are located throughout the state of California.

The following table presents a roll forward of loans and leases held for investment, net of deferred fees, for the years indicated:

<b>Roll Forward of Loans and Leases Held for Investment, Net of Deferred Fees</b> <sup>(1)</sup>	<b>Year Ended</b>	<b>Year Ended</b>
	<b>December 31, 2018</b>	<b>December 31, 2017</b>
	<i>(Dollars in thousands)</i>	
Balance, beginning of year	\$ 16,972,743	\$ 15,455,954
Additions:		
Production	4,888,614	4,685,763
Disbursements	4,104,335	3,204,272
Total production and disbursements	8,992,949	7,890,035
Reductions:		
Payoffs	(4,289,297)	(3,801,592)
Paydowns	(3,480,997)	(2,769,309)
Total payoffs and paydowns	(7,770,294)	(6,570,901)
Sales	(161,729)	(1,316,259)
Transfers to foreclosed assets	(16,914)	(580)
Charge-offs	(59,042)	(80,296)
Transfers to loans held for sale	—	(481,100)
Total reductions	(8,007,979)	(8,449,136)
Loans acquired through CUB acquisition	—	2,075,890
Balance, end of year	\$ 17,957,713	\$ 16,972,743
Weighted average rate on production <sup>(2)</sup>	5.23%	4.98%

(1) Includes direct financing leases but excludes equipment leased to others under operating leases.

(2) The weighted average rate on production presents contractual rates on a tax equivalent basis and does not include amortized fees. Amortized fees added approximately 31 basis points to loan yields in 2018 and 30 basis points to loan yields in 2017.

#### **Loan and Lease Interest Rate Sensitivity**

The following table presents contractual maturity information for loans and leases held for investment, net of deferred fees, as of the date indicated:

<b>December 31, 2018</b>	<b>Due</b>	<b>Due After</b>	<b>Due After</b>	<b>Total</b>
	<b>Within</b>	<b>One Year</b>	<b>Five Years</b>	
	<b>One Year</b>	<b>Through</b>	<b>Five Years</b>	
	<i>(In thousands)</i>			
Real estate mortgage	\$ 1,142,033	\$ 2,521,468	\$ 4,254,640	\$ 7,918,141
Real estate construction and land	1,164,705	1,018,941	50,010	2,233,656
Commercial	2,391,454	3,915,520	1,097,621	7,404,595
Consumer	20,302	76,303	304,716	401,321
Total loans and leases held for investment, net of deferred fees	\$ 4,718,494	\$ 7,532,232	\$ 5,706,987	\$ 17,957,713

At December 31, 2018, we had \$4.7 billion of loans and leases held for investment due to mature over the next twelve months. For any of these loans and leases held for investment, in the event that we provide a concession through a refinance or modification which we would not ordinarily consider in order to protect as much of our investment as possible, such loans may be considered TDRs even though the loans have performed in accordance with their contractual terms. The circumstances regarding any modifications and a borrower's specific situation, such as its ability to obtain financing from another source at similar market terms, are evaluated on an individual basis to determine if our contractual loan renewal or loan extension constitutes a TDR. Higher levels of TDRs generally lead to increases in classified loans and credit loss provisions.

The following table presents the interest rate profile of loans and leases held for investment, net of deferred fees, due after one year as of the date indicated:

<b>December 31, 2018</b>	<b>Due After One Year</b>		
	<b>Fixed</b>	<b>Variable</b>	<b>Total</b>
	<b>Rate</b>	<b>Rate</b>	
	<i>(In thousands)</i>		
Real estate mortgage	\$ 1,193,255	\$ 5,582,853	\$ 6,776,108
Real estate construction and land	157,399	911,552	1,068,951
Commercial	1,459,971	3,553,170	5,013,141
Consumer	330,827	50,192	381,019
Total loans and leases held for investment, net of deferred fees	<u>\$ 3,141,452</u>	<u>\$ 10,097,767</u>	<u>\$ 13,239,219</u>

For information regarding our variable-rate loans subject to interest rate floors, see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

#### ***Allowance for Credit Losses on Loans and Leases Held for Investment***

For a discussion of our policy and methodology on the allowance for credit losses on loans and leases held for investment, see "- Critical Accounting Policies and Estimates - Allowance for Credit Losses on Loans and Leases Held for Investment." For further information on the allowance for loan and lease losses on loans and leases held for investment, see Note 1(h). *Nature of Operations and Summary of Significant Accounting Policies*, and Note 6. *Loans and Leases* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

The following table presents information regarding the allowance for credit losses on loans and leases held for investment as of the dates indicated:

<b>Allowance for Credit Losses Data</b> <sup>(1)</sup>	<b>December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<i>(Dollars in thousands)</i>				
Allowance for loan and lease losses	\$ 132,472	\$ 133,012	\$ 143,755	\$ 105,534	\$ 70,456
Reserve for unfunded loan commitments	36,861	28,635	17,523	16,734	6,311
Total allowance for credit losses	<u>\$ 169,333</u>	<u>\$ 161,647</u>	<u>\$ 161,278</u>	<u>\$ 122,268</u>	<u>\$ 76,767</u>
Allowance for credit losses to loans and leases held for investment	0.94%	0.96%	1.05%	0.86%	0.66%
Allowance for credit losses to nonaccrual loans and leases held for investment	213.5%	103.8%	94.5%	94.8%	91.8%

(1) Amounts and ratios related to 2018 are for total loans and leases. Amounts and ratios related to 2017 and prior years are for Non-PCI loans and leases.

The following table presents the changes in our allowance for credit losses on loans and leases held for investment for the years indicated:

<b>Allowance for Credit Losses Roll Forward</b> <sup>(1)</sup>	<b>Year Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<i>(Dollars in thousands)</i>				
Balance, beginning of year <sup>(2)</sup>	\$ 168,091	\$ 161,278	\$ 122,268	\$ 76,767	\$ 67,816
Provision for credit losses:					
Addition to allowance for loan and lease losses	36,774	52,214	60,211	42,604	11,746
Addition to (reduction in) reserve for unfunded loan commitments	8,226	6,786	789	5,677	(1,264)
Total provision for credit losses	45,000	59,000	61,000	48,281	10,482
Loans and leases charged off:					
Real estate mortgage	(8,190)	(2,410)	(2,059)	(2,489)	(2,080)
Real estate construction and land	—	—	—	—	—
Commercial	(50,481)	(70,709)	(32,210)	(13,354)	(9,463)
Consumer	(371)	(1,023)	(823)	(156)	(332)
Total loans and leases charged off	(59,042)	(74,142)	(35,092)	(15,999)	(11,875)
Recoveries on loans charged off:					
Real estate mortgage	2,350	1,209	4,519	3,582	2,640
Real estate construction and land	195	429	673	1,082	156
Commercial	12,566	9,415	7,794	3,399	6,265
Consumer	173	132	116	410	1,283
Total recoveries on loans charged off	15,284	11,185	13,102	8,473	10,344
Net charge-offs	(43,758)	(62,957)	(21,990)	(7,526)	(1,531)
Fair value of acquired reserve for unfunded loan commitments	—	4,326	—	4,746	—
Balance, end of year	\$ 169,333	\$ 161,647	\$ 161,278	\$ 122,268	\$ 76,767
Net charge-offs to average loans and leases	0.26%	0.40%	0.15%	0.06%	0.02%

(1) Amounts and ratios related to 2018 are for total loans and leases. Amounts and ratios related to 2017 and prior years are for Non-PCI loans and leases.

(2) The allowance for loan losses related to PCI loans of \$6.4 million as of December 31, 2017 is reflected in the beginning balance for 2018.

The following table presents charge-offs by loan portfolio segment, class, and subclass for the periods indicated:

<b>Allowance for Credit Losses Charge-offs</b> <sup>(1)</sup>	<b>Year Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b> <sup>(2)</sup>
	<i>(In thousands)</i>				
<b>Real estate mortgage:</b>					
Healthcare real estate	\$ —	\$ —	\$ —	\$ —	\$ —
Hospitality	—	692	163	615	—
SBA program	2,679	1,237	227	1,436	—
Other commercial real estate	5,305	65	885	281	—
Total commercial real estate mortgage	7,984	1,994	1,275	2,332	—
Income producing residential	145	—	231	30	—
Other residential real estate	61	416	553	127	—
Total income producing and other residential real estate mortgage	206	416	784	157	—
Total real estate mortgage	8,190	2,410	2,059	2,489	2,080
<b>Real estate construction and land:</b>					
Commercial	—	—	—	—	—
Residential	—	—	—	—	—
Total real estate construction and land	—	—	—	—	—
<b>Commercial:</b>					
Lender finance & timeshare	8	202	904	—	—
Equipment finance	2,934	19	24,911	8,088	—
Other asset-based	1,033	400	—	—	—
Premium finance	—	—	—	—	—
Total asset-based	3,975	621	25,815	8,088	—
Expansion stage	17,907	17,014	2,262	—	—
Equity fund loans	—	—	—	—	—
Early stage	15,070	20,317	927	—	—
Late stage	—	2,970	—	—	—
Total venture capital	32,977	40,301	3,189	—	—
Secured business loans	1,984	948	684	2,260	—
Security monitoring	—	—	—	—	—
Other lending	1,606	1,301	1,674	339	—
Cash flow	9,939	27,538	848	2,667	—
Total other commercial	13,529	29,787	3,206	5,266	—
Total commercial	50,481	70,709	32,210	13,354	9,463
<b>Consumer</b>	371	1,023	823	156	332
Total charge-offs	\$ 59,042	\$ 74,142	\$ 35,092	\$ 15,999	\$ 11,875

(1) Charge-offs related to 2018 are for total loans and leases. Charge-offs related to 2017 and prior years are for Non-PCI loans and leases.

(2) Charge-offs by portfolio class and subclass not available.

Gross charge-offs within the real estate mortgage portfolio segment increased by \$5.8 million in 2018, of which \$4.3 million, or 75%, related to a single credit for a traditional mall that was foreclosed upon and sold during 2018. Gross charge-offs within the venture capital portfolio class decreased from \$40.3 million in 2017 to \$33.0 million in 2018. Similar to 2017, the charge-offs in 2018 were driven by specific borrower events and not indicative of any trends as venture capital loan charge-offs tend to be idiosyncratic in nature. Four loans, two in the early stage and two in the expansion stage, accounted for \$26.8 million, or 81%, of the venture capital gross charge-offs for 2018. Gross charge-offs within the commercial cash flow portfolio subclass decreased significantly from \$27.5 million in 2017 to \$9.9 million in 2018, reflecting our decision to sell most of this portfolio in 2017, while \$6.7 million, or 67%, of the 2018 gross charge-offs related to one borrower.



The following table presents recoveries by portfolio segment, class, and subclass for the periods indicated:

<b>Allowance for Credit Losses Recoveries</b> <sup>(1)</sup>	<b>Year Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b> <sup>(2)</sup>
	<i>(In thousands)</i>				
<b>Real estate mortgage:</b>					
Healthcare real estate	\$ —	\$ —	\$ —	\$ —	\$ —
Hospitality	—	—	12	269	—
SBA program	452	413	181	198	—
Other commercial real estate	477	567	3,836	2,712	—
Total commercial real estate mortgage	929	980	4,029	3,179	—
Income producing residential	1,208	—	115	103	—
Other residential real estate	213	229	375	300	—
Total income producing and other residential real estate mortgage	1,421	229	490	403	—
Total real estate mortgage	2,350	1,209	4,519	3,582	2,640
<b>Real estate construction and land:</b>					
Commercial	61	90	381	29	—
Residential	134	339	292	1,053	—
Total real estate construction and land	195	429	673	1,082	156
<b>Commercial:</b>					
Lender finance & timeshare	23	—	—	—	—
Equipment finance	90	3,377	1,854	77	—
Other asset-based	255	—	—	1	—
Premium finance	—	—	—	—	—
Total asset-based	368	3,377	1,854	78	—
Expansion stage	6,131	503	91	—	—
Equity fund loans	—	—	—	—	—
Early stage	2,664	3,827	—	—	—
Late stage	—	—	—	—	—
Total venture capital	8,795	4,330	91	—	—
Secured business loans	895	934	801	2,946	—
Security monitoring	—	—	—	—	—
Other lending	1,620	774	2,522	375	—
Cash flow	888	—	2,526	—	—
Total other commercial	3,403	1,708	5,849	3,321	—
Total commercial	12,566	9,415	7,794	3,399	6,265
<b>Consumer</b>	173	132	116	410	1,283
Total recoveries	\$ 15,284	\$ 11,185	\$ 13,102	\$ 8,473	\$ 10,344

(1) Recoveries related to 2018 are for total loans and leases. Recoveries related to 2017 and prior years are for Non-PCI loans and leases.

(2) Recoveries by portfolio class and subclass not available.

The following table presents the allowance for loan and lease losses on loans and leases held for investment by loan portfolio segment as of the dates indicated:

Allowance for Loan and Lease Losses by Portfolio Segment <sup>(1)</sup>						
	Real Estate Mortgage	Real Estate Construction and Land	Commercial	Consumer	Total	
<i>(Dollars in thousands)</i>						
<b>December 31, 2018</b>						
Allowance for loan and lease losses	\$ 46,021	\$ 28,209	\$ 56,360	\$ 1,882	\$ 132,472	
% of loans to total loans	44%	13%	41%	2%	100%	
<b>December 31, 2017</b>						
Allowance for loan and lease losses	\$ 34,981	\$ 13,055	\$ 82,726	\$ 2,250	\$ 133,012	
% of loans to total loans	46%	10%	42%	2%	100%	
<b>December 31, 2016</b>						
Allowance for loan and lease losses	\$ 37,765	\$ 10,045	\$ 93,853	\$ 2,092	\$ 143,755	
% of loans to total loans	37%	6%	55%	2%	100%	
<b>December 31, 2015</b>						
Allowance for loan and lease losses	\$ 36,654	\$ 7,137	\$ 61,082	\$ 661	\$ 105,534	
% of loans to total loans	40%	4%	55%	1%	100%	
<b>December 31, 2014</b>						
Allowance for loan losses	\$ 25,097	\$ 4,248	\$ 39,858	\$ 1,253	\$ 70,456	
% of loans to total loans	46%	3%	50%	1%	100%	

(1) Amounts and ratios related to 2018 are for total loans and leases. Amounts and ratios related to 2017 and prior years are for Non-PCI loans and leases.

The changes in the allowance by portfolio segment at December 31, 2018 compared to December 31, 2017 were due to the following:

- The real estate mortgage allowance increased due to a higher amount of unamortized purchase discount at December 31, 2017 related to real estate mortgage loans purchased in connection with the acquisition of CUB on October 20, 2017. Such purchase discount offsets the allowance for loan and lease losses related to these purchased loans.
- The real estate construction and land allowance increased due to net loan growth in this portfolio segment and a higher balance of special mention rated loans at December 31, 2018. Special mention loans have a higher allowance for loans and lease losses.
- The commercial allowance decreased due to a lower amount of specific reserves on impaired commercial loans at December 31, 2018.

## Deposits

The following table presents a summary of our average deposit amounts and average rates paid during the years indicated:

Deposit Category	Year Ended December 31,					
	2018		2017		2016	
	Average Amount	Weighted Average Rate	Average Amount	Weighted Average Rate	Average Amount	Weighted Average Rate
<i>(Dollars in thousands)</i>						
Interest checking deposits	\$ 2,445,094	0.82%	\$ 1,928,249	0.45%	\$ 1,141,476	0.21%
Money market deposits	5,107,888	0.77%	5,027,453	0.46%	4,357,921	0.28%
Savings deposits	641,720	0.16%	707,301	0.16%	758,973	0.20%
Time deposits	1,856,126	1.07%	2,247,168	0.57%	2,996,953	0.51%
Total interest-bearing deposits	10,050,828	0.80%	9,910,171	0.46%	9,255,323	0.34%
Noninterest-bearing deposits	8,211,475	—	7,076,445	—	6,370,452	—
Total deposits	\$ 18,262,303	0.44%	\$ 16,986,616	0.27%	\$ 15,625,775	0.20%

The following table presents the balance of each major category of deposits as of the dates indicated:

Deposit Category	December 31,					
	2018		2017		2016	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
<i>(Dollars in thousands)</i>						
Noninterest-bearing deposits	\$ 7,888,915	42%	\$ 8,508,044	45%	\$ 6,659,016	42%
Interest checking deposits	2,842,463	15%	2,226,885	12%	1,448,394	9%
Money market deposits	5,043,871	27%	4,511,730	24%	3,705,385	23%
Savings deposits	571,422	3%	690,353	4%	711,039	5%
Total core deposits	16,346,671	87%	15,937,012	85%	12,523,834	79%
Non-core non-maturity deposits	518,192	3%	863,202	4%	1,174,487	7%
Total non-maturity deposits	16,864,863	90%	16,800,214	89%	13,698,321	86%
Time deposits \$250,000 and under	1,593,453	8%	1,709,980	9%	1,758,434	11%
Time deposits over \$250,000	412,185	2%	355,342	2%	413,856	3%
Total time deposits	2,005,638	10%	2,065,322	11%	2,172,290	14%
Total deposits	\$ 18,870,501	100%	\$ 18,865,536	100%	\$ 15,870,611	100%

Total deposits increased by \$5.0 million during 2018 to \$18.9 billion at December 31, 2018, due to an increase in core deposits of \$409.7 million, offset by a decrease in non-core non-maturity deposits of \$345.0 million and a decrease in time deposits of \$59.7 million. At December 31, 2018, core deposits totaled \$16.3 billion, or 87% of total deposits, including \$7.9 billion of noninterest-bearing demand deposits, or 42% of total deposits. Our deposit base is also diversified by client type. As of December 31, 2018, no individual depositor represented more than 1.0% of our total deposits, and our top ten depositors represented 7.5% of our total deposits.

The following table summarizes the maturities of time deposits as of the date indicated:

<b>December 31, 2018</b>	<b>Time Deposits</b>		
	<b>\$250,000 and Under</b>	<b>Over \$250,000</b>	<b>Total</b>
	<i>(In thousands)</i>		
<b>Maturities:</b>			
Due in three months or less	\$ 642,105	\$ 170,890	\$ 812,995
Due in over three months through six months	394,637	87,135	481,772
Due in over six months through twelve months	465,358	135,085	600,443
Total due within twelve months	1,502,100	393,110	1,895,210
Due in over 12 months through 24 months	67,885	16,630	84,515
Due in over 24 months	23,468	2,445	25,913
Total	\$ 1,593,453	\$ 412,185	\$ 2,005,638

#### ***Client Investment Funds***

In addition to deposit products, we also offer select clients non-depository cash investment options through S1AM, our registered investment adviser subsidiary, and third-party money market sweep products. S1AM provides customized investment advisory and asset management solutions. At December 31, 2018, total off-balance sheet client investment funds were \$1.9 billion of which \$1.5 billion was managed by S1AM.

#### ***Borrowings and Subordinated Debentures***

The Bank has various available lines of credit. These include the ability to borrow funds from time to time on a long-term, short-term, or overnight basis from the FHLB, the FRBSF, or other financial institutions. The maximum amount that the Bank could borrow under its secured credit line with the FHLB at December 31, 2018 was \$3.7 billion, of which \$2.7 billion was available on that date. The maximum amount that the Bank could borrow under its secured credit line with the FRBSF at December 31, 2018 was \$2.0 billion, all of which was available on that date. The FHLB and FRBSF secured credit lines are collateralized by liens on \$5.4 billion and \$2.7 billion of qualifying loans, respectively. In addition to its secured lines of credit, the Bank also maintains unsecured lines of credit for the borrowing of overnight funds, subject to availability, of \$141.0 million with the FHLB and \$180.0 million in the aggregate with several correspondent banks. As of December 31, 2018, there was a \$141.0 million balance outstanding related to the FHLB unsecured line of credit. The Bank is a member of the AFX, through which it may either borrow or lend funds on an overnight or short-term basis with a group of pre-approved commercial banks. The availability of funds changes daily. As of December 31, 2018, the Bank had borrowed \$190.0 million through the AFX.

The following table presents information on our borrowings as of the dates indicated:

<b>Borrowings</b>	<b>December 31,</b>					
	<b>2018</b>		<b>2017</b>		<b>2016</b>	
	<b>Amount</b>	<b>Weighted Average Rate</b>	<b>Amount</b>	<b>Weighted Average Rate</b>	<b>Amount</b>	<b>Weighted Average Rate</b>
	<i>(Dollars in thousands)</i>					
FHLB secured short-term advances	\$ 1,040,000	2.56%	\$ 332,000	1.41%	\$ 735,000	0.59%
FHLB unsecured overnight advance	141,000	2.53%	135,000	1.34%	130,000	0.55%
AFX short-term borrowings	190,000	2.56%	—	—%	40,000	0.81%
Non-recourse debt	114	7.50%	342	6.87%	812	6.41%
Total borrowings	<u>\$ 1,371,114</u>	<u>2.56%</u>	<u>\$ 467,342</u>	<u>1.39%</u>	<u>\$ 905,812</u>	<u>0.60%</u>
Averages for the year:						
Total borrowings	\$ 570,216	2.10%	\$ 388,896	0.94%	\$ 471,578	0.48%

The subordinated debentures are variable-rate and based on 3-month LIBOR plus a margin, except for one which is based on 3-month EURIBOR plus a margin. The margins on the 3-month LIBOR debentures range from 1.55% to 3.10%, while the margin on the 3-month EURIBOR debenture is 2.05%. The subordinated debentures are all long-term, with maturities ranging from September 2033 to July 2037.

The following table presents summary information on our subordinated debentures as of the dates indicated:

<b>Subordinated Debentures</b>	<b>December 31,</b>					
	<b>2018</b>		<b>2017</b>		<b>2016</b>	
	<b>Amount</b>	<b>Weighted Average Rate</b>	<b>Amount</b>	<b>Weighted Average Rate</b>	<b>Amount</b>	<b>Weighted Average Rate</b>
	<i>(Dollars in thousands)</i>					
Gross subordinated debentures:						
With no unamortized discount	\$ 135,055	5.08%	\$ 120,622	4.03%	\$ 108,250	3.54%
With unamortized discount	406,289	4.33%	434,524	3.25%	430,723	2.77%
Total gross subordinated debentures	541,344	4.51%	555,146	3.42%	538,973	2.92%
Unamortized discount	(87,498)		(92,709)		(98,229)	
Net subordinated debentures	<u>\$ 453,846</u>		<u>\$ 462,437</u>		<u>\$ 440,744</u>	
Averages for the year:						
Net subordinated debentures	\$ 454,702	6.30%	\$ 447,684	5.27%	\$ 439,130	4.75%

## Credit Quality

### Nonperforming Assets, Performing TDRs, and Classified Loans and Leases

The following table presents information on our nonperforming assets, performing TDRs, and classified loans and leases as of the dates indicated:

	December 31,				
	2018	2017	2016	2015	2014
	<i>(Dollars in thousands)</i>				
Nonaccrual loans and leases held for investment <sup>(1)</sup>	\$ 79,333	\$ 157,545	\$ 173,527	\$ 133,615	\$ 108,885
Accruing loan contractually past due 90 days or more	—	—	—	700	—
Foreclosed assets, net	5,299	1,329	12,976	22,120	43,721
Total nonperforming assets	<u>\$ 84,632</u>	<u>\$ 158,874</u>	<u>\$ 186,503</u>	<u>\$ 156,435</u>	<u>\$ 152,606</u>
Performing TDRs held for investment <sup>(2)</sup>	\$ 17,701	\$ 56,838	\$ 64,952	\$ 40,182	\$ 35,244
Nonaccrual loans and leases held for investment to loans and leases held for investment <sup>(1)</sup>	0.44%	0.93%	1.12%	0.92%	0.92%
Nonperforming assets to loans and leases held for investment and foreclosed assets, net <sup>(1)</sup>	0.47%	0.94%	1.21%	1.08%	1.28%

(1) Amounts and ratios are for total loans and leases held for investment, net of deferred fees.

(2) Amount related to 2018 is for total loans and leases held for investment, net of deferred fees. Amounts related to 2017 and prior years are for Non-PCI loans and leases held for investment, net of deferred fees.

### Nonaccrual Loans and Leases Held for Investment

Nonaccrual loans and leases held for investment decreased by \$78.2 million during 2018 to \$79.3 million at December 31, 2018 due mainly to \$56.0 million in charge-offs, the sale of a \$44.6 million nonaccrual healthcare real estate loan, \$16.6 million in transfers to foreclosed assets, and \$74.7 million in principal payments and other reductions, offset partially by \$113.6 million in nonaccrual additions. As of December 31, 2018, the Company's three largest loan relationships on nonaccrual status had an aggregate carrying value of \$42.0 million and represented 53% of total nonaccrual loans and leases.

The following table presents our nonaccrual loans and leases held for investment and accruing loans and leases past due between 30 and 89 days by loan portfolio segment and class as of the dates indicated:

	Nonaccrual Loans and Leases <sup>(1)</sup>				Accruing and 30 - 89 Days Past Due <sup>(1)</sup>	
	December 31, 2018		December 31, 2017		December 31, 2018	December 31, 2017
	Amount	% of Loan Category	Amount	% of Loan Category	Amount	Amount
<i>(Dollars in thousands)</i>						
Real estate mortgage:						
Commercial	\$ 15,321	0.3%	\$ 65,563	1.2%	\$ 3,276	\$ 27,234
Income producing and other residential	2,524	0.1%	3,350	0.1%	1,557	6,629
Total real estate mortgage	17,845	0.2%	68,913	0.9%	4,833	33,863
Real estate construction and land:						
Commercial	442	—%	—	—%	—	—
Residential	—	—%	—	—%	1,527	2,081
Total real estate construction and land	442	—%	—	—%	1,527	2,081
Commercial:						
Asset-based	32,324	1.0%	33,553	0.1%	47	344
Venture capital	20,299	1.0%	29,424	1.4%	1,028	5,959
Other commercial	7,380	0.4%	23,874	1.8%	2,467	2,436
Total commercial	60,003	0.8%	86,851	1.2%	3,542	8,739
Consumer	1,043	0.3%	20	—%	581	562
Total held for investment	\$ 79,333	0.4%	\$ 155,784	0.9%	\$ 10,483	\$ 45,245

(1) Amounts and ratios related to 2018 are for total loans and leases held for investment, net of deferred fees. Amounts and ratios related to 2017 are for Non-PCI loans and leases held for investment, net of deferred fees.

### Foreclosed Assets

The following table presents foreclosed assets (primarily OREO) by property type as of the dates indicated:

Property Type	December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
Construction and land development	\$ 219	\$ 219	\$ 11,224
Multi-family	1,059	—	652
Single-family residence	953	1,019	—
Commercial real estate	2,004	64	—
Total OREO, net	4,235	1,302	11,876
Other foreclosed assets	1,064	27	1,100
Total foreclosed assets	\$ 5,299	\$ 1,329	\$ 12,976

Foreclosed assets increased by \$4.0 million during 2018 to \$5.3 million at December 31, 2018 due mainly to additions of \$16.9 million, offset partially by sales of \$12.9 million.

### Performing TDRs Held for Investment

The following table presents our performing TDRs held for investment by loan portfolio segment as of the dates indicated:

Performing TDRs <sup>(1)</sup>	December 31, 2018		December 31, 2017		December 31, 2016	
	Amount	Number of Loans	Amount	Number of Loans	Amount	Number of Loans
	<i>(Dollars in thousands)</i>					
Real estate mortgage	\$ 11,484	27	\$ 47,560	23	\$ 54,750	
Real estate construction and land	5,420	2	5,690	2	6,893	
Commercial	692	6	3,488	11	3,157	
Consumer	105	3	100	2	152	
Total performing TDRs held for investment	\$ 17,701	38	\$ 56,838	38	\$ 64,952	

(1) Amounts related to 2018 are for total loans and leases held for investment, net of deferred fees. Amounts related to 2017 and 2016 are for Non-PCI loans and leases held for investment, net of deferred fees.

Performing TDRs held for investment decreased by \$39.1 million during 2018 to \$17.7 million at December 31, 2018 due primarily to the removal of a \$29.4 million commercial real estate mortgage loan from TDR status due to the loan being renewed at current market terms with no concessions granted and the borrower not experiencing financial difficulties, and payoffs and other reductions of \$11.6 million, offset partially by new additions of \$1.6 million. The majority of the number of performing TDRs were on accrual status prior to the restructurings and have remained on accrual status after the restructurings due to the borrowers making payments before and after the restructurings.



### *Classified and Special Mention Loans and Leases Held for Investment*

The following table presents the credit risk ratings of our loans and leases held for investment, net of deferred fees, as of the dates indicated:

<b>Loan and Lease Credit Risk Ratings</b> <sup>(1)</sup>	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(Dollars in thousands)</i>		
Pass	\$ 17,459,205	\$ 16,334,134	\$ 14,519,492
Special mention	261,398	302,168	418,393
Classified	237,110	278,405	409,645
Total loans and leases held for investment, net of deferred fees	<u>\$ 17,957,713</u>	<u>\$ 16,914,707</u>	<u>\$ 15,347,530</u>
Classified loans and leases held for investment to loans and leases held for investment	1.32%	1.65%	2.67%

(1) Amounts and ratio related to 2018 are for total loans and leases held for investment, net of deferred fees. Amounts and ratios related to 2017 and 2016 are for Non-PCI loans and leases held for investment, net of deferred fees.

Changes in special mention and classified loans and leases measured from one period-end to the next derive from the net changes in loans and leases newly entering the special mention and classified categories, the loans and leases that migrated out of these categories, and the balance changes in these loans.

At December 31, 2018, special mention loans and leases declined to \$261.4 million from \$302.2 million at December 31, 2017. The lower amount of special mention loans and leases at December 31, 2018 compared to December 31, 2017 was due mainly to the decline in special mention healthcare real estate loans to \$11.9 million at December 31, 2018 from \$67.2 million at December 31, 2017 and to our exiting our National Lending origination operations related to general, technology, and healthcare cash flow loans. At December 31, 2018, there were no special mention loans related to these exited lending areas, and at December 31, 2017, special mention loans related to these exited lending areas were \$7.3 million.

The decrease in special mention loans and leases by loan portfolio class was attributable mainly to a \$47.7 million decrease in special mention commercial real estate mortgage loans and a \$36.6 million decrease in special mention venture capital loans, offset partially by a \$28.3 million increase in special mention other commercial loans and an \$11.1 million increase in special mention asset-based loans. The decrease in our special mention commercial real estate mortgage loans was due mainly to the decrease in our special mention healthcare real estate loans.

At December 31, 2018, classified loans and leases declined to \$237.1 million from \$278.4 million at December 31, 2017. The lower amount of classified loans and leases at December 31, 2018 compared to December 31, 2017 was due mainly to the decline in classified healthcare real estate loans to \$0.1 million at December 31, 2018 from \$63.9 million at December 31, 2017 and to our exiting our National Lending origination operations related to general, technology, and healthcare cash flow loans. At December 31, 2018 and 2017, classified loans related these exited lending areas were \$14.8 million and \$39.0 million.

The decrease in classified loans and leases by loan portfolio class was attributable primarily to a \$36.1 million decrease in classified commercial real estate mortgage loans and a \$20.9 million decrease in classified venture capital loans, offset partially by a \$17.3 million increase in classified other commercial loans. The decrease in our classified commercial real estate mortgage loans was due mainly to the decrease in our classified healthcare real estate loans.

## Regulatory Matters

### Capital

Bank regulatory agencies measure capital adequacy through standardized risk-based capital guidelines that compare different levels of capital (as defined by such guidelines) to risk-weighted assets and off-balance sheet obligations. At December 31, 2018, banks considered to be “well capitalized” must maintain a minimum Tier 1 leverage ratio of 5.00%, a minimum common equity Tier 1 risk-based capital ratio of 6.50%, a minimum Tier 1 risk-based capital ratio of 8.00%, and a minimum total risk-based capital ratio of 10.00%. Regulatory capital requirements limit the amount of deferred tax assets that may be included when determining the amount of regulatory capital. Deferred tax asset amounts in excess of the calculated limit are disallowed from regulatory capital. At December 31, 2018, such disallowed amounts were \$489,000 for the Company and \$39,000 for the Bank. No assurance can be given that the regulatory capital deferred tax asset limitation will not increase in the future or that the Company or Bank will not have increased deferred tax assets that are disallowed.

Basel III requires all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively comprised of common equity tier 1 capital, and it applies to each of the three risk-based capital ratios but not to the leverage ratio. At December 31, 2018, the Company and Bank were in compliance with the capital conservation buffer requirement. Effective January 1, 2019, the capital conservation buffer increased by 0.625% to its fully phased-in 2.5%, such that the common equity tier 1, tier 1 and total capital ratio minimums inclusive of the capital conservation buffer were 7.0%, 8.5%, and 10.5%.

The following tables present a comparison of our actual capital ratios to the minimum required ratios and well capitalized ratios as of the dates indicated:

	Actual	Minimum Required			
		For Capital Adequacy Purposes	Plus Capital Conservation Buffer Phase-In (1)	For Well Capitalized Requirement	Plus Capital Conservation Buffer Fully Phased-In
<b>December 31, 2018</b>					
<i>PacWest Bancorp Consolidated</i>					
Tier 1 capital (to average assets)	10.13%	4.00%	4.000%	N/A	4.00%
CET1 capital (to risk weighted assets)	10.01%	4.50%	6.375%	N/A	7.00%
Tier 1 capital (to risk weighted assets)	10.01%	6.00%	7.875%	N/A	8.50%
Total capital (to risk weighted assets)	12.72%	8.00%	9.875%	N/A	10.50%
<i>Pacific Western Bank</i>					
Tier 1 capital (to average assets)	10.80%	4.00%	4.000%	5.00%	4.00%
CET1 capital (to risk weighted assets)	10.68%	4.50%	6.375%	6.50%	7.00%
Tier 1 capital (to risk weighted assets)	10.68%	6.00%	7.875%	8.00%	8.50%
Total capital (to risk weighted assets)	11.44%	8.00%	9.875%	10.00%	10.50%

	Actual	Minimum Required			
		For Capital Adequacy Purposes	Plus Capital Conservation Buffer Phase-In (1)	For Well Capitalized Requirement	Plus Capital Conservation Buffer Fully Phased-In
<b>December 31, 2017</b>					
<i>PacWest Bancorp Consolidated</i>					
Tier 1 capital (to average assets)	10.66%	4.00%	4.000%	N/A	4.00%
CET1 capital (to risk weighted assets)	10.91%	4.50%	5.750%	N/A	7.00%
Tier 1 capital (to risk weighted assets)	10.91%	6.00%	7.250%	N/A	8.50%
Total capital (to risk weighted assets)	13.75%	8.00%	9.250%	N/A	10.50%
<i>Pacific Western Bank</i>					
Tier 1 capital (to average assets)	11.75%	4.00%	4.000%	5.00%	4.00%
CET1 capital (to risk weighted assets)	11.91%	4.50%	5.750%	6.50%	7.00%
Tier 1 capital (to risk weighted assets)	11.91%	6.00%	7.250%	8.00%	8.50%
Total capital (to risk weighted assets)	12.69%	8.00%	9.250%	10.00%	10.50%

(1) Ratios for December 31, 2018 reflect the minimum required plus capital conservation buffer phase-in for 2018; ratios for December 31, 2017 reflect the minimum required plus capital conservation buffer phase-in for 2017. The capital conservation buffer increases by 0.625% each year through 2019.

#### ***Subordinated Debentures***

We issued or assumed through mergers subordinated debentures to trusts that were established by us or entities we previously acquired, which, in turn, issued trust preferred securities. The carrying value of subordinated debentures totaled \$453.8 million at December 31, 2018. At December 31, 2018, none of the trust preferred securities were included in the Company's Tier I capital under the phase-out limitations of Basel III, and \$440.2 million were included in Tier II capital. For a more detailed discussion of our subordinated debentures, see "Item 1: Business - Supervision and Regulation - *Capital Requirements*."

During the first quarter of 2018, we redeemed \$12.4 million of subordinated debentures assumed in connection with the CUB acquisition.

#### ***Dividends on Common Stock and Interest on Subordinated Debentures***

As a bank holding company, PacWest is required to notify the FRB prior to declaring and paying a dividend to stockholders during any period in which quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements. Interest payments made by us on subordinated debentures are considered dividend payments under FRB regulations.

## Liquidity

### Liquidity Management

The goals of our liquidity management are to ensure the ability of the Company to meet its financial commitments when contractually due and to respond to other demands for funds such as the ability to meet the cash flow requirements of customers who may be either depositors wanting to withdraw funds or borrowers who have unfunded commitments. We have an Executive Management Asset/Liability Management Committee ("Executive ALM Committee") that is comprised of members of senior management and is responsible for managing commitments to meet the needs of customers while achieving our financial objectives. Our Executive ALM Committee meets regularly to review funding capacities, current and forecasted loan demand, and investment opportunities.

We manage our liquidity by maintaining pools of liquid assets on-balance sheet, consisting of cash and due from banks, interest-earning deposits in other financial institutions, and unpledged securities available-for-sale, which we refer to as our primary liquidity. We also maintain available borrowing capacity under secured credit lines with the FHLB and the FRBSF, which we refer to as our secondary liquidity.

As a member of the FHLB, the Bank had secured borrowing capacity with the FHLB of \$3.7 billion at December 31, 2018, of which \$2.7 billion was available on that date. The FHLB secured credit line was collateralized by a blanket lien on \$5.4 billion of qualifying loans. The Bank also had secured borrowing capacity with the FRBSF of \$2.0 billion at December 31, 2018, all of which was available on that date. The FRBSF secured credit line was collateralized by liens on \$2.7 billion of qualifying loans.

In addition to its secured lines of credit, the Bank also maintains unsecured lines of credit for the purpose of borrowing overnight funds, subject to availability, of \$141.0 million with the FHLB and \$180.0 million in the aggregate with several correspondent banks. As of December 31, 2018, there was a \$141.0 million balance outstanding related to the FHLB unsecured line of credit. The Bank is a member of the AFX, through which it may either borrow or lend funds on an overnight or short-term basis with a group of pre-approved commercial banks. The availability of funds changes daily. As of December 31, 2018, the Bank had borrowed \$190.0 million through the AFX.

The following tables provide a summary of the Bank's primary and secondary liquidity levels as of the dates indicated:

<b>Primary Liquidity - On-Balance Sheet</b>	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(Dollars in thousands)</i>		
Cash and due from banks	\$ 175,830	\$ 233,215	\$ 337,965
Interest-earning deposits in financial institutions	209,937	165,222	81,705
Securities available-for-sale	4,009,431	3,774,431	3,223,830
Less: pledged securities	(458,143)	(449,187)	(425,511)
Total primary liquidity	<u>\$ 3,937,055</u>	<u>\$ 3,723,681</u>	<u>\$ 3,217,989</u>
Ratio of primary liquidity to total deposits	20.9%	19.7%	20.3%

<b>Secondary Liquidity - Off-Balance Sheet</b>	<b>December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
<b>Available Secured Borrowing Capacity</b>			
Total secured borrowing capacity with the FHLB	\$ 3,746,970	\$ 3,789,949	\$ 2,010,739
Less: secured advances outstanding	(1,040,000)	(332,000)	(735,000)
Available secured borrowing capacity with the FHLB	2,706,970	3,457,949	1,275,739
Available secured borrowing capacity with the FRBSF	2,003,269	1,766,188	2,210,692
Total secondary liquidity	<u>\$ 4,710,239</u>	<u>\$ 5,224,137</u>	<u>\$ 3,486,431</u>

The Company's primary liquidity increased by \$213.4 million during 2018 due primarily to a \$235.0 million increase in securities available-for-sale and a \$44.7 million increase in interest-earning deposits in financial institutions, offset partially by a \$57.4 million decrease in cash and due from banks and a \$9.0 million increase in pledged securities. The Company's secondary liquidity decreased by \$513.9 million during 2018 due mainly to a \$708.0 million increase in advances outstanding on the secured credit line with the FHLB and a \$43.0 million decrease in the borrowing capacity on that secured credit line, offset partially by a \$237.1 million increase in the borrowing capacity on the secured credit line with the FRBSF attributable to an increase in loan collateral resulting from pledging construction loans.

In addition to our primary liquidity, we generate liquidity from cash flows from our loan and securities portfolios and our large base of core customer deposits, defined as noninterest-bearing demand, interest checking, savings, and non-brokered money market accounts. At December 31, 2018, core deposits totaled \$16.3 billion and represented 87% of the Company's total deposits. These core deposits are normally less volatile, often with customer relationships tied to other products offered by the Bank promoting long-standing relationships and stable funding sources. See "*Balance Sheet Analysis - Deposits*" for additional information and detail of our core deposits. We evaluate the stability of deposit relationships through a deposit scorecard process, considering factors such as balance, transactional activity, length of relationship, interest rate sensitivity, and utilization of other Bank products. The deposit scorecard results are used as an input for our liquidity stress test, which we routinely conduct as part of our liquidity management process.

Our deposit balances may decrease if interest rates increase significantly or if customers withdraw funds from the Bank. In order to address the Bank's liquidity risk as deposit balances may fluctuate, the Bank maintains adequate levels of available off-balance sheet liquidity.

We use brokered deposits, the availability of which is uncertain and subject to competitive market forces and regulation, for liquidity management purposes. At December 31, 2018, brokered deposits totaled \$1.3 billion, consisting of \$729.4 million of brokered time deposits, \$518.2 million of non-maturity brokered accounts, and \$3.7 million of other brokered deposits. At December 31, 2017, brokered deposits totaled \$1.6 billion, consisting of \$732.2 million of brokered time deposits, \$835.6 million of non-maturity brokered accounts, and \$7.5 million of other brokered deposits.

Our liquidity policy includes guidelines for On-Balance Sheet Liquidity (a measurement of primary liquidity to total deposits plus borrowings), Liquidity Buffer Coverage Ratio (the ratio of cash and unpledged securities to the estimated 30 day cash outflow in a defined stress scenario), Liquidity Stress Test Survival Horizon (the number of days that the Bank's liquidity buffer plus available secured borrowing capacity is sufficient to offset cumulative cash outflow in a defined stress scenario), Loan to Funding Ratio (measurement of gross loans net of fees divided by deposits plus borrowings), Wholesale Funding Ratio (measurement of wholesale funding divided by interest-earning assets), and other guidelines developed for measuring and maintaining liquidity. As of December 31, 2018, we were in compliance with all of our established liquidity guidelines.

#### ***Holding Company Liquidity***

PacWest acts a source of financial strength for the Bank which can also include being a source of liquidity. The primary sources of liquidity for the holding company include dividends from the Bank, intercompany tax payments from the Bank, and PacWest's ability to raise capital, issue subordinated debt, and secure outside borrowings. Our ability to obtain funds for the payment of dividends to our stockholders, the repurchase of shares of common stock, and other cash requirements is largely dependent upon the Bank's earnings. The Bank is subject to restrictions under certain federal and state laws and regulations that limit its ability to transfer funds to the holding company through intercompany loans, advances, or cash dividends.

Dividends paid by California state-chartered banks are regulated by the FDIC and the DBO under their general supervisory authority as it relates to a bank's capital requirements. The Bank may declare a dividend without the approval of the DBO and FDIC as long as the total dividends declared in a calendar year do not exceed either the retained earnings or the total of net earnings for the three previous fiscal years less any dividends paid during such period. Dividends paid by the Bank during the three previous fiscal years exceeded the Bank's net earnings during that same period by \$28.5 million. During the year ended December 31, 2018, PacWest received \$684.0 million in dividends from the Bank. Since the Bank had an accumulated deficit of \$643.9 million at December 31, 2018, for the foreseeable future, any dividends from the Bank to the holding company will continue to require DBO and FDIC approval.

At December 31, 2018, PacWest had \$242.9 million in cash and due from banks, of which substantially all is on deposit at the Bank. We believe this amount of cash, along with anticipated dividends from the Bank, will be sufficient to fund the holding company's cash flow needs over the next 12 months, including any stock repurchases pursuant to the Company's Stock Repurchase Program, which terminates on February 29, 2020. See "- Recent Events - *Stock Repurchase Program*" for additional information.

### Contractual Obligations

The following table summarizes the known contractual obligations of the Company as of the date indicated:

	December 31, 2018					Total
	Due Within One Year	Due After One Year Through Three Years	Due After Three Years Through Five Years	Due After Five Years		
	(In thousands)					
Time deposits <sup>(1)</sup>	\$ 1,895,210	\$ 101,616	\$ 8,812	\$ —	\$ —	\$ 2,005,638
Short-term borrowings	1,371,000	—	—	—	—	1,371,000
Long-term debt obligations <sup>(1)</sup>	106	8	—	541,344	—	541,458
Contractual interest <sup>(2)</sup>	12,394	1,515	233	—	—	14,142
Operating lease obligations	32,845	57,119	38,607	29,923	—	158,494
Other contractual obligations	53,451	58,648	11,620	28,469	—	152,188
<b>Total</b>	<b>\$ 3,365,006</b>	<b>\$ 218,906</b>	<b>\$ 59,272</b>	<b>\$ 599,736</b>	<b>\$ —</b>	<b>\$ 4,242,920</b>

(1) Excludes purchase accounting fair value adjustments.

(2) Excludes interest on subordinated debentures as these instruments are floating rate.

Operating lease obligations, time deposits, and debt obligations are discussed in Note 8. *Premises and Equipment, Net*, Note 10. *Deposits*, and Note 11. *Borrowings and Subordinated Debentures* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data." The other contractual obligations relate to our minimum liability associated with our data and item processing contract with a third-party provider, commitments to contribute capital to investments in low income housing project partnerships and private equity funds, and commitments under deferred compensation arrangements.

We believe that we will be able to meet our contractual obligations as they come due through the maintenance of adequate liquidity levels. We expect to maintain adequate liquidity levels through profitability, loan and lease payoffs, securities repayments and maturities, and continued deposit gathering activities. We also have in place various borrowing mechanisms for both short-term and long-term liquidity needs.

### Off-Balance Sheet Arrangements

Our obligations also include off-balance sheet arrangements consisting of loan commitments, of which only a portion is expected to be funded, and standby letters of credit. At December 31, 2018, our loan commitments and standby letters of credit were \$7.5 billion and \$364.2 million. The loan commitments, a portion of which result in funded loans, increase our profitability through net interest income when drawn. We manage our overall liquidity taking into consideration funded and unfunded commitments as a percentage of our liquidity sources. Our liquidity sources, as described in "- Liquidity - *Liquidity Management*," have been and are expected to be sufficient to meet the cash requirements of our lending activities. For further information on loan commitments, see Note 12. *Commitments and Contingencies* of the Notes to Consolidated Financial Statements contained in "Item 8. Financial Statements and Supplementary Data."

## Recent Accounting Pronouncements

See Note 1. *Nature of Operations and Summary of Significant Accounting Policies* of the Notes to Consolidated Financial Statements contained in “Item 8. Financial Statements and Supplementary Data” for information on recent accounting pronouncements and their expected impact, if any, on our consolidated financial statements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Risk - Foreign Currency Exchange

We enter into foreign exchange contracts with our clients and counter-party banks primarily for the purpose of offsetting or hedging clients' foreign currency exposures arising out of commercial transactions, and we enter into cross currency swaps and foreign exchange forward contracts to hedge exposures to loans and debt instruments denominated in foreign currencies. We have experienced and will continue to experience fluctuations in our net earnings as a result of transaction gains or losses related to revaluing certain asset and liability balances that are denominated in currencies other than the U.S. Dollar, and the derivative instruments that hedge those exposures. As of December 31, 2018, the U.S. Dollar notional amounts of loans receivable and subordinated debentures payable denominated in foreign currencies were \$48.3 million and \$29.6 million, and the U.S. Dollar notional amounts of derivatives outstanding to hedge these foreign currency exposures were \$51.3 million and \$29.2 million. We recognized foreign currency translation net gains of \$0.3 million, \$0.3 million, and \$0.5 million for the years ended December 31, 2018, 2017, and 2016, respectively.

### Asset/Liability Management and Interest Rate Sensitivity

#### *Interest Rate Risk*

We measure our IRR position on at least a quarterly basis using two methods: (i) NII simulation analysis; and (ii) MVE modeling. The Executive ALM Committee and the Board Asset/Liability Management Committee review the results of these analyses quarterly. If hypothetical changes to interest rates cause changes to our simulated net present value of equity and/or net interest income outside our pre-established limits, we may adjust our asset and liability mix in an effort to bring our interest rate risk exposure within our established limits.

We evaluated the results of our NII simulation model and MVE model prepared as of December 31, 2018, the results of which are presented below. Our NII simulation indicates that our balance sheet is asset-sensitive, while our MVE model indicates that our balance sheet had a slightly liability-sensitive profile. An asset-sensitive profile would suggest that a sudden sustained increase in rates would result in an increase in our estimated NII and MVE, while a liability-sensitive profile would suggest that these amounts would decrease.

#### *Net Interest Income Simulation*

We used a NII simulation model to measure the estimated changes in NII that would result over the next 12 months from immediate and sustained changes in interest rates as of December 31, 2018. This model is an interest rate risk management tool and the results are not necessarily an indication of our future net interest income. This model has inherent limitations and these results are based on a given set of rate changes and assumptions at one point in time. We have assumed no growth in either our total interest-sensitive assets or liabilities over the next 12 months, therefore the results reflect an interest rate shock to a static balance sheet.

This analysis calculates the difference between NII forecasted using both increasing and decreasing interest rate scenarios using the forward yield curve at December 31, 2018. In order to arrive at the base case, we extend our balance sheet at December 31, 2018 one year and reprice any assets and liabilities that would contractually reprice or mature during that period using the products' pricing as of December 31, 2018. Based on such repricing, we calculate an estimated tax equivalent NII and NIM for each rate scenario.

The NII simulation model is dependent upon numerous assumptions. For example, the substantial majority of our loans are variable rate, which are assumed to reprice in accordance with their contractual terms. Some loans and investment securities include the opportunity of prepayment (imbedded options) and the simulation model uses prepayment assumptions to estimate these prepayments and reinvest these proceeds at current simulated yields. Our interest-bearing deposits reprice at our discretion and are assumed to reprice at a rate less than the change in market rates. The 12 month NII simulation model as of December 31, 2018 assumes interest-bearing deposits reprice at 46% of the change in market rates (this is commonly referred to as the "deposit beta"). The effects of certain balance sheet attributes, such as fixed-rate loans, variable-rate loans that have reached their floors, and the volume of noninterest-bearing deposits as a percentage of earning assets, impact our assumptions and consequently the results of our NII simulation model. Changes that could vary significantly from our assumptions include loan and deposit growth or contraction, loan and deposit pricing, changes in the mix of our earning assets or funding sources, and future asset/liability management decisions, all of which may have significant effects on our net interest income.

The following table presents forecasted net interest income and net interest margin for the next 12 months using the static balance sheet and forward yield curve as the base scenario, with immediate and sustained parallel upward and downward movements in interest rates of 100, 200 and 300 basis points as of the date indicated:

<b>December 31, 2018</b>	<b>Forecasted Net Interest Income (Tax Equivalent)</b>	<b>Percentage Change From Base</b>	<b>Forecasted Net Interest Margin (Tax Equivalent)</b>	<b>Forecasted Net Interest Margin Change From Base</b>
<i>(Dollars in millions)</i>				
<b>Interest Rate Scenario:</b>				
Up 300 basis points	\$ 1,147.6	9.4%	5.13%	0.45%
Up 200 basis points	\$ 1,115.9	6.4%	4.98%	0.30%
Up 100 basis points	\$ 1,082.4	3.2%	4.83%	0.15%
BASE CASE	\$ 1,048.7	—	4.68%	—
Down 100 basis points	\$ 1,011.6	(3.5)%	4.52%	(0.16)%
Down 200 basis points	\$ 976.2	(6.9)%	4.36%	(0.32)%
Down 300 basis points	\$ 961.4	(8.3)%	4.29%	(0.39)%

Total base case year 1 tax equivalent NII was \$1.0 billion at December 31, 2018 compared to \$1.1 billion at December 31, 2017. The \$17.6 million decrease in year 1 tax equivalent NII was attributable to higher cost of funds and an increase in the mix of interest-bearing liabilities, offset partially by the positive impact from loan portfolio growth.

In addition to parallel interest rate shock scenarios, we also model various alternative rate vectors that are viewed as more likely to occur in a typical monetary policy tightening cycle. The most favorable alternate rate vector that we model is the "Bear Flattener" scenario, when short-term rates increase faster than long-term rates, and the least favorable alternate rate vector that we model is the "Bull Steepener," when short-term rates fall faster than long-term rates. In the "Bear Flattener" scenario, Year 1 tax equivalent NII increases by 0.3%, and in the "Bull Steepener" scenario, Year 1 tax equivalent NII decreases by 2.1%.

Of the \$18.0 billion of total loans in the portfolio, \$11.0 billion have variable interest rate terms (excluding hybrid loans discussed below). At December 31, 2018, \$10.9 billion of these variable-rate loans have a loan rate higher than their floor rate, which allows them to reprice at their next reprice date upon a change in their index. Approximately 52% of the variable-rate loans (excluding hybrid loans) have a LIBOR index rate. Of the \$186 million of loans with rates below their floor rates at December 31, 2018, \$174 million (93.6%) will rise above their floor rates with a 100 basis point increase in market rates. LIBOR is expected to be phased out after 2021, as such the Company is assessing the impacts of this transition and exploring alternatives to use in place of LIBOR. The business processes impacted relate primarily to our variable-rate loans and our subordinated debentures, both of which are indexed to LIBOR.



Additionally, approximately \$3.3 billion of variable-rate hybrid loans do not immediately reprice because the loans contain an initial fixed rate period before they become variable. The cumulative amounts of hybrid loans that would switch from being fixed-rate to variable-rate because the initial fixed-rate term would expire were approximately \$286 million, \$551 million, and \$1.2 billion in the next one, two, and three years.

### **Market Value of Equity**

We measure the impact of market interest rate changes on the net present value of estimated cash flows from our assets, liabilities, and off-balance sheet items, defined as the market value of equity, using our MVE model. This simulation model assesses the changes in the market value of our interest-sensitive financial instruments that would occur in response to an instantaneous and sustained increase or decrease in market interest rates of 100, 200, and 300 basis points. This analysis assigns significant value to our noninterest-bearing deposit balances. The projections include various assumptions regarding cash flows and interest rates and are by their nature forward-looking and inherently uncertain.

The MVE model is an interest rate risk management tool and the results are not necessarily an indication of our actual future results. Actual results may vary significantly from the results suggested by the market value of equity table. Loan prepayments and deposit attrition, changes in the mix of our earning assets or funding sources, and future asset/liability management decisions, among others, may vary significantly from our assumptions. The base case is determined by applying various current market discount rates to the estimated cash flows from the different types of assets, liabilities, and off-balance sheet items existing at December 31, 2018.

The following table shows the projected change in the market value of equity for the set of rate scenarios presented as of the date indicated:

<b>December 31, 2018</b>	<b>Projected Market Value of Equity</b>	<b>Dollar Change From Base</b>	<b>Percentage Change From Base</b>	<b>Percentage of Total Assets</b>	<b>Ratio of Projected Market Value to Book Value</b>
<i>(Dollars in millions)</i>					
<b>Interest Rate Scenario:</b>					
Up 300 basis points	\$ 5,447.8	\$ (58.2)	(1.1)%	21.2%	112.9%
Up 200 basis points	\$ 5,469.4	\$ (36.6)	(0.7)%	21.3%	113.3%
Up 100 basis points	\$ 5,484.7	\$ (21.3)	(0.4)%	21.3%	113.7%
BASE CASE	\$ 5,506.0	\$ —	—	21.4%	114.1%
Down 100 basis points	\$ 5,521.4	\$ 15.4	0.3%	21.5%	114.4%
Down 200 basis points	\$ 5,547.4	\$ 41.4	0.8%	21.6%	115.0%
Down 300 basis points	\$ 5,316.5	\$ (189.5)	(3.4)%	20.7%	110.2%

Total base case projected market value of equity was \$5.5 billion at December 31, 2018 compared to \$6.6 billion at December 31, 2017. The projected market value of equity decreased by \$1.1 billion, while our overall MVE sensitivity profile has remained relatively unchanged. The decrease in base case market value of equity was due primarily to: (1) a \$1.0 billion decrease in the mark-to-market adjustment for loans and leases resulting from higher credit spreads used for the loan value calculation and (2) a \$152 million decrease in the book value of stockholders' equity, offset partially by (3) a \$122 million decrease in the mark-to-market adjustment for total deposits due to the overall increase in the level of market interest rates. The decrease in the book value of stockholders' equity was due mainly to \$306 million of common stock repurchases under the Stock Repurchase Program, \$288 million of cash dividends paid, and a \$37 million decline in accumulated other comprehensive income, offset partially by \$465 million in net earnings.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of PacWest Bancorp, including its consolidated subsidiaries, is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements in accordance with U.S. generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management maintains a comprehensive system of controls intended to ensure that transactions are executed in accordance with management's authorization, assets are safeguarded, and financial records are reliable. Management also takes steps to see that information and communication flows are effective and to monitor performance, including performance of internal control procedures.

As of December 31, 2018, PacWest Bancorp management assessed the effectiveness of the Company's internal control over financial reporting based on the framework established in *Internal Control-Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2018, is effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements should they occur. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the control procedures may deteriorate.

KPMG LLP, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K, has issued a report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. The report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2018, is included in this Item under the heading "Report of Independent Registered Public Accounting Firm."

## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
PacWest Bancorp:

### *Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting*

We have audited the accompanying consolidated balance sheets of PacWest Bancorp and subsidiaries (the Company) as of December 31, 2018 and 2017, the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

### *Basis for Opinions*

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

*Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP

We have served as the auditor for the Company or its predecessors since 1982.

Los Angeles, California

February 27, 2019

PACWEST BANCORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2018	2017
	<i>(Dollars in thousands, except par value amounts)</i>	
<b>ASSETS:</b>		
Cash and due from banks	\$ 175,830	\$ 233,215
Interest-earning deposits in financial institutions	209,937	165,222
Total cash and cash equivalents	385,767	398,437
Securities available-for-sale, at fair value	4,009,431	3,774,431
Federal Home Loan Bank stock, at cost	32,103	20,790
Total investment securities	4,041,534	3,795,221
Loans held for sale, at lower of cost or fair value	—	481,100
Gross loans and leases held for investment	18,026,365	17,032,221
Deferred fees, net	(68,652)	(59,478)
Allowance for loan and lease losses	(132,472)	(139,456)
Total loans and leases held for investment, net	17,825,241	16,833,287
Equipment leased to others under operating leases	292,677	284,631
Premises and equipment, net	34,661	31,852
Foreclosed assets, net	5,299	1,329
Deferred tax asset, net	17,489	—
Goodwill	2,548,670	2,548,670
Core deposit and customer relationship intangibles, net	57,120	79,626
Other assets	522,896	540,723
Total assets	\$ 25,731,354	\$ 24,994,876
<b>LIABILITIES:</b>		
Noninterest-bearing deposits	\$ 7,888,915	\$ 8,508,044
Interest-bearing deposits	10,981,586	10,357,492
Total deposits	18,870,501	18,865,536
Borrowings	1,371,114	467,342
Subordinated debentures	453,846	462,437
Accrued interest payable and other liabilities	210,305	221,963
Total liabilities	20,905,766	20,017,278
Commitments and contingencies		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock (\$0.01 par value; 5,000,000 shares authorized; none issued and outstanding)	—	—
Common stock (\$0.01 par value, 200,000,000 shares authorized at December 31, 2018 and 2017; 125,079,705 and 130,491,108 shares issued, respectively, includes 1,344,656 and 1,436,120 shares of unvested restricted stock, respectively)	1,251	1,305
Additional paid-in capital	3,722,723	4,287,487
Retained earnings	1,182,674	723,471
Treasury stock, at cost (1,889,872 and 1,708,230 shares at December 31, 2018 and 2017)	(74,985)	(65,836)
Accumulated other comprehensive (loss) income, net	(6,075)	31,171
Total stockholders' equity	4,825,588	4,977,598
Total liabilities and stockholders' equity	\$ 25,731,354	\$ 24,994,876

See accompanying Notes to Consolidated Financial Statements.

**PACWEST BANCORP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF EARNINGS**

	Year Ended December 31,		
	2018	2017	2016
	<i>(Dollars in thousands, except per share amounts)</i>		
<b>Interest income:</b>			
Loans and leases	\$ 1,047,969	\$ 952,771	\$ 924,294
Investment securities	111,619	98,202	90,557
Deposits in financial institutions	2,082	1,543	1,061
Total interest income	<u>1,161,670</u>	<u>1,052,516</u>	<u>1,015,912</u>
<b>Interest expense:</b>			
Deposits	80,140	45,694	31,512
Borrowings	11,985	3,638	2,259
Subordinated debentures	28,631	23,613	20,850
Total interest expense	<u>120,756</u>	<u>72,945</u>	<u>54,621</u>
Net interest income	1,040,914	979,571	961,291
<b>Provision for credit losses</b>			
Net interest income after provision for credit losses	<u>995,914</u>	<u>921,819</u>	<u>895,562</u>
<b>Noninterest income:</b>			
Service charges on deposit accounts	16,509	15,307	14,534
Other commissions and fees	45,543	41,422	47,126
Leased equipment income	37,881	37,700	33,919
Gain on sale of loans and leases	4,675	6,197	909
Gain (loss) on sale of securities	8,176	(541)	9,485
FDIC loss sharing expense, net	—	—	(8,917)
Other income	35,851	28,488	15,419
Total noninterest income	<u>148,635</u>	<u>128,573</u>	<u>112,475</u>
<b>Noninterest expense:</b>			
Compensation	282,568	266,567	251,913
Occupancy	53,223	48,863	48,911
Data processing	27,225	26,575	24,356
Other professional services	21,952	17,353	16,478
Insurance and assessments	20,705	19,733	18,364
Intangible asset amortization	22,506	14,240	16,517
Leased equipment depreciation	21,371	20,767	20,899
Foreclosed assets (income) expense, net	(751)	1,702	1,881
Acquisition, integration and reorganization costs	1,770	19,735	200
Loan expense	10,569	13,832	9,371
Other expense	50,094	46,294	41,211
Total noninterest expense	<u>511,232</u>	<u>495,661</u>	<u>450,101</u>
Earnings before income taxes	633,317	554,731	557,936
Income tax expense	<u>(167,978)</u>	<u>(196,913)</u>	<u>(205,770)</u>
<b>Net earnings</b>	<u>\$ 465,339</u>	<u>\$ 357,818</u>	<u>\$ 352,166</u>
<b>Earnings per share:</b>			
Basic	\$ 3.72	\$ 2.91	\$ 2.90
Diluted	\$ 3.72	\$ 2.91	\$ 2.90

See accompanying Notes to Consolidated Financial Statements.

**PACWEST BANCORP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
<b>Net earnings</b>	\$ 465,339	\$ 357,818	\$ 352,166
<b>Other comprehensive income (loss), net of tax:</b>			
Unrealized net holding (losses) gains on securities available-for-sale arising during the year	(52,559)	42,190	(27,392)
Income tax benefit (expense) related to net unrealized holding (losses) gains arising during the year	15,015	(17,481)	11,148
Unrealized net holding (losses) gains on securities available-for-sale, net of tax	(37,544)	24,709	(16,244)
Reclassification adjustment for net (gains) losses included in net earnings <sup>(1)</sup>	(8,176)	541	(9,485)
Income tax expense (benefit) related to reclassification adjustment	2,338	(61)	3,883
Reclassification adjustment for net (gains) losses included in net earnings, net of tax	(5,838)	480	(5,602)
Other comprehensive (loss) income, net of tax	(43,382)	25,189	(21,846)
<b>Comprehensive income</b>	<b>\$ 421,957</b>	<b>\$ 383,007</b>	<b>\$ 330,320</b>

(1) Entire amount recognized in "Gain (loss) on sale of securities" on the Consolidated Statements of Earnings.

See accompanying Notes to Consolidated Financial Statements.



**PACWEST BANCORP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

	Common Stock			Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Par Value	Additional Paid-in Capital				
	<i>(Dollars in thousands)</i>						
<b>Balance, December 31, 2015</b>	121,413,727	\$ 1,228	\$ 4,405,775	\$ 13,907	\$ (51,047)	\$ 27,828	\$ 4,397,691
Net earnings	—	—	—	352,166	—	—	352,166
Other comprehensive loss	—	—	—	—	—	(21,846)	(21,846)
Restricted stock awarded and earned stock compensation, net of shares forfeited	664,135	7	23,312	—	—	—	23,319
Restricted stock surrendered	(141,358)	—	—	—	(5,313)	—	(5,313)
Common stock repurchased under Stock Repurchase Program	(652,835)	(7)	(27,924)	—	—	—	(27,931)
Tax effect from vesting of restricted stock	—	—	4,406	—	—	—	4,406
Cash dividends paid:							
Common stock, \$2.00/share	—	—	(243,437)	—	—	—	(243,437)
<b>Balance, December 31, 2016</b>	121,283,669	1,228	4,162,132	366,073	(56,360)	5,982	4,479,055
Cumulative effect of change in accounting principle <sup>(1)</sup>	—	—	711	(420)	—	—	291
Net earnings	—	—	—	357,818	—	—	357,818
Other comprehensive income	—	—	—	—	—	25,189	25,189
Issuance of common stock for acquisition of CU Bancorp	9,298,451	93	446,140	—	—	—	446,233
Restricted stock awarded and earned stock compensation, net of shares forfeited	470,855	5	25,563	—	—	—	25,568
Restricted stock surrendered	(188,870)	—	—	—	(9,476)	—	(9,476)
Common stock repurchased under Stock Repurchase Program	(2,081,227)	(21)	(99,656)	—	—	—	(99,677)
Cash dividends paid:							
Common stock, \$2.00/share	—	—	(247,403)	—	—	—	(247,403)
<b>Balance, December 31, 2017</b>	128,782,878	1,305	4,287,487	723,471	(65,836)	31,171	4,977,598
Cumulative effects of changes in accounting principles <sup>(2)</sup>	—	—	—	(6,136)	—	6,136	—
Net earnings	—	—	—	465,339	—	—	465,339
Other comprehensive loss	—	—	—	—	—	(43,382)	(43,382)
Restricted stock awarded and earned stock compensation, net of shares forfeited	437,831	4	29,764	—	—	—	29,768
Restricted stock surrendered	(181,642)	—	—	—	(9,149)	—	(9,149)
Common stock repurchased under Stock Repurchase Program	(5,849,234)	(58)	(306,335)	—	—	—	(306,393)
Cash dividends paid:							
Common stock, \$2.30/share	—	—	(288,193)	—	—	—	(288,193)
<b>Balance, December 31, 2018</b>	123,189,833	\$ 1,251	\$ 3,722,723	\$ 1,182,674	\$ (74,985)	\$ (6,075)	\$ 4,825,588

(1) Impact due to adoption on January 1, 2017 of ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting."

(2) Impact due to adoption on January 1, 2018 of ASU 2016-01, "Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities" and ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income."

See accompanying Notes to Consolidated Financial Statements.

**PACWEST BANCORP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
<b>Cash flows from operating activities:</b>			
Net earnings	\$ 465,339	\$ 357,818	\$ 352,166
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	35,168	32,029	32,884
Amortization of net premiums on securities available-for-sale	23,938	41,450	39,797
Amortization of intangible assets	22,506	14,240	16,517
Provision for credit losses	45,000	57,752	65,729
Gain on sale of foreclosed assets, net	(609)	(871)	(837)
Provision for losses on foreclosed assets	74	2,138	2,576
Gain on sale of loans and leases, net	(4,675)	(6,197)	(909)
(Gain) loss on sale of premises and equipment	(20)	(386)	78
(Gain) loss on sale of securities, net	(8,176)	541	(9,485)
Gain on BOLI death benefits	(1,338)	(1,050)	(539)
Unrealized gain on derivatives and foreign currencies, net	(325)	(429)	(202)
Earned stock compensation	29,768	25,568	23,319
Loss on sale of PWEF leasing unit	—	—	720
(Increase) decrease in deferred income taxes, net	(136)	76,860	53,556
Tax effect of restricted stock vesting included in stockholders' equity	—	—	(4,406)
Decrease (increase) in other assets	25,117	(118,477)	6,441
(Decrease) increase in accrued interest payable and other liabilities	(23,604)	2,982	3,702
Net cash provided by operating activities	<u>608,027</u>	<u>483,968</u>	<u>581,107</u>
<b>Cash flows from investing activities:</b>			
Cash acquired in acquisitions, net of cash consideration paid	—	160,318	—
Net cash used in branch sale	—	—	(178,792)
Net increase in loans and leases	(1,209,986)	(1,303,752)	(1,257,734)
Proceeds from sales of loans and leases	646,587	1,322,456	121,053
Proceeds from maturities and paydowns of securities available-for-sale	290,177	435,925	250,170
Proceeds from sales of securities available-for-sale	571,800	759,300	393,509
Purchases of securities available-for-sale	(1,180,545)	(1,298,105)	(375,261)
Net (purchases) redemptions of Federal Home Loan Bank stock	(11,313)	12,982	(2,160)
Proceeds from sales of foreclosed assets	13,479	12,345	8,186
Purchases of premises and equipment, net	(12,385)	(7,919)	(8,183)
Proceeds from sales of premises and equipment	57	10,309	24
Proceeds from sale of leasing unit	—	—	138,955
Proceeds from BOLI death benefits	3,546	2,478	3,238
Net increase in equipment leased to others under operating leases	(28,610)	(73,596)	(51,557)
Net cash (used in) provided by investing activities	<u>(917,193)</u>	<u>32,741</u>	<u>(958,552)</u>
<b>Cash flows from financing activities:</b>			
Net (decrease) increase in noninterest-bearing deposits	(615,263)	343,663	490,997
Net increase (decrease) in interest-bearing deposits	624,094	(63,700)	(104,021)
Net increase (decrease) in borrowings	903,772	(461,349)	285,928
Net decrease in subordinated debentures	(12,372)	—	—
Common stock repurchased and restricted stock surrendered	(315,542)	(109,153)	(33,244)
Tax effect of restricted stock vesting included in stockholders' equity	—	—	4,406
Cash dividends paid, net	(288,193)	(247,403)	(243,437)
Net cash provided by (used in) financing activities	<u>296,496</u>	<u>(537,942)</u>	<u>400,629</u>
Net (decrease) increase in cash and cash equivalents	(12,670)	(21,233)	23,184
<b>Cash and cash equivalents, beginning of year</b>	<u>398,437</u>	<u>419,670</u>	<u>396,486</u>
<b>Cash and cash equivalents, end of year</b>	<u>\$ 385,767</u>	<u>\$ 398,437</u>	<u>\$ 419,670</u>



**PACWEST BANCORP AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid for interest	\$ 119,042	\$ 69,477	\$ 54,389
Cash paid for income taxes	98,575	208,066	133,897
Loans transferred to foreclosed assets	16,914	580	781
Transfers from loans held for investment to loans held for sale	—	481,100	—
Common stock issued in acquisitions	—	446,233	—

See accompanying Notes to Consolidated Financial Statements.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

PacWest Bancorp, a Delaware corporation, is a bank holding company registered under the BHCA, with our corporate headquarters located in Beverly Hills, California. Our principal business is to serve as the holding company for our wholly-owned subsidiary, Pacific Western Bank. References to "Pacific Western" or the "Bank" refer to Pacific Western Bank together with its wholly-owned subsidiaries. References to "we," "us," or the "Company" refer to PacWest Bancorp together with its subsidiaries on a consolidated basis. When we refer to "PacWest" or to the "holding company," we are referring to PacWest Bancorp, the parent company, on a stand-alone basis.

The Bank is focused on relationship-based business banking to small, middle-market, and venture-backed businesses nationwide. The Bank offers a broad range of loan and lease and deposit products and services through 74 full-service branches located throughout the State of California, one branch located in Durham, North Carolina, and numerous loan production offices across the country through our Community Banking, National Lending and Venture Banking groups. Community Banking provides real estate loans, commercial loans, and comprehensive deposit and treasury management services to small and medium-sized businesses conducted primarily through our California-based branch offices. National Lending provides asset-based, equipment, real estate, and security cash flow loans and treasury management services to established middle-market businesses on a national basis. Venture Banking offers a comprehensive suite of financial services focused on entrepreneurial businesses and their venture capital and private equity investors, with offices located in key innovation hubs across the United States. In addition, we provide investment advisory and asset management services to select clients through Square 1 Asset Management, Inc., a wholly-owned subsidiary of the Bank and a SEC-registered investment adviser.

We generate our revenue primarily from interest received on loans and leases and, to a lesser extent, from interest received on investment securities, and fees received in connection with deposit services, extending credit and other services offered, including treasury management and investment management services. Our major operating expenses are the interest paid by the Bank on deposits and borrowings, compensation, occupancy, and general operating expenses.

**(a) Accounting Standards Adopted in 2018**

Effective January 1, 2018, the Company adopted ASU 2016-01, "*Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*" and ASU 2018-03, "*Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*." ASU 2016-01 contained a number of changes which are applicable to the Company including the following: (1) requires equity investments to be measured at fair value with changes in fair value recognized in net income; (2) allows equity investments without readily determinable fair values to be measured at cost less impairment, if any, plus or minus changes in observable prices (referred to as the "measurement alternative"); and (3) changes certain presentation and disclosure requirements for financial instruments, including using the exit price notion when measuring the fair value of financial instruments (see Note 13. *Fair Value Measurements*). ASU 2018-03 also clarified certain aspects of the guidance issued in ASU 2016-01, including requiring a prospective transition approach for equity investments without readily determinable fair value in which the measurement alternative is applied.

ASU 2016-01 does not apply to investments accounted for using the equity method, investments in consolidated subsidiaries, FHLB stock, and investments in low income housing tax credit projects accounted for under Topic 323, "*Investments - Equity Method and Joint Ventures*." Upon adoption of ASU 2016-01, the Company recorded a transition adjustment to reclassify \$529,000 in net unrealized gains from accumulated other comprehensive income ("AOCI") to retained earnings. The ASU also eliminated the requirement to classify equity investments into different categories such as "Available-for-sale." The adoption of this ASU may result in more earnings volatility as changes in fair value of certain equity investments are recorded in the statement of earnings as opposed to AOCI.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

Effective January 1, 2018, the Company early-adopted ASU 2018-02, "*Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.*" The TCJA required deferred tax assets and liabilities to be re-measured at its enactment date for the effect of the change in the federal corporate tax rate. This process resulted in "stranded tax effects" in AOCI for deferred tax asset or liabilities which were established with an offsetting amount in AOCI. ASU 2018-02 allows for a reclassification of the stranded tax effects resulting from the enactment of the TCJA from AOCI to retained earnings. The Company elected to reclassify all of its stranded tax effects of \$6.665 million from AOCI to retained earnings effective January 1, 2018, while no other income tax effects related to the application of the TCJA were reclassified.

Effective January 1, 2018, the Company adopted ASU 2014-09, "*Revenue Recognition (Topic 606): Revenue from Contracts with Customers.*" ASU 2014-09 supersedes Topic 605, "*Revenue Recognition*" and requires an entity to recognize revenue at an amount that reflects the consideration to which it expects to be entitled to in exchange for the transfer of promised goods or services to customers.

Substantially all of the Company's revenue is interest income on loans, investment securities, and deposits at other financial institutions which are specifically outside the scope of ASU 2014-09. ASU 2014-09 applies primarily to certain noninterest income items in the Company's consolidated statement of earnings. Upon adoption, the Company applied the cumulative effect transition method, which resulted in no adjustment to retained earnings and no material impact on the Company's consolidated financial position, results of operations, or cash flows. The Company did make minor changes to accounting operations and internal controls as part of adopting this new standard. See Note 16. *Revenue From Contracts With Customers* for further details.

Effective January 1, 2018, the Company adopted ASU 2016-15, "*Classification of Certain Cash Receipts and Cash Payments.*" Upon adoption, the Company applied the retrospective transition method to each period presented. ASU 2016-15 addressed eight issues related to the statement of cash flows, the most relevant to the Company being the classification of proceeds from the settlement of BOLI policies. As the Company classified proceeds from the settlement of BOLI policies in the manner required by ASU 2016-15 in the prior periods presented, there was no change to the Company's consolidated financial position, results of operations, or cash flows for both current and prior periods upon adoption.

Effective January 1, 2018, the Company adopted ASU 2016-18, "*Statement of Cash Flows (Topic 230): Restricted Cash.*" Upon adoption, the Company applied the retrospective transition method to each period presented. As the Company does not present restricted cash as a separate line in the statement of financial position, there is no change to the presentation of cash on the statement of cash flows. The nature and amount of our restricted cash is shown in Note 2. *Restricted Cash Balances.*

Effective January 1, 2018, the Company adopted ASU 2017-01, "*Business Combinations (Topic 805): Clarifying the Definition of a Business.*" ASU 2017-01 provides a new framework for determining whether transactions should be accounted for as acquisitions of assets or businesses. The Company had no acquisitions or purchases of components of a business in 2018, thus, the impact of adopting the new standard had no impact on the Company's consolidated financial position, results of operations, or cash flows.

Effective January 1, 2018, the Company adopted ASU 2017-09, "*Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting.*" ASU 2017-09 provided clarification of what constitutes a modification of a share-based payment award. The Company did not modify any share-based payment awards in 2018, thus, the impact of adopting the new standard had no impact on the Company's consolidated financial position, results of operations, or cash flows.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***(b) Basis of Presentation***

The accounting and reporting policies of the Company are in accordance with U.S. generally accepted accounting principles, which we may refer to as U.S. GAAP. In the opinion of management, all significant intercompany accounts and transactions have been eliminated and adjustments, consisting solely of normal recurring accruals and considered necessary for the fair presentation of financial statements have been included.

***(c) Use of Estimates***

We have made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period to prepare these consolidated financial statements in conformity with U.S. GAAP. Actual results could differ from those estimates. Material estimates subject to change in the near term include, among other items, the allowance for credit losses, the carrying value of intangible assets, the fair value estimates of assets acquired and liabilities assumed in acquisitions and the realization of deferred tax assets/liabilities. These estimates may be adjusted as more current information becomes available, and any adjustment may be significant.

The allowance for loan and lease losses ("ALLL") represents management's estimate of probable credit losses inherent in the loan portfolio as of the balance sheet date. During the second quarter of 2018, the Company changed its ALLL methodology due to the growth and increased complexity of the loan portfolio. The new ALLL methodology included three primary changes: the quantitative component now employs a probability of default/loss given default ("PD/LGD") methodology; the loan segmentation groups our loan portfolio into 21 loan pools with similar risk characteristics (as opposed to 34 loan pools used under the previous methodology); and the historical range of loan performance history (often referred to as the look-back period) was lengthened by one year to ten years. The methodology for assessing individually impaired loans did not change under the new ALLL methodology. The ALLL methodology used to derive qualitative adjustments based on other internal or external factors was updated to align with the new PD/LGD methodology being applied to estimate the quantitative general allowance for unimpaired loans. As a result, the composition of the ALLL changed as the quantitative component increased and the qualitative component decreased as the new quantitative methodology now encompasses more information, such as the longer look-back period, that previously required a qualitative adjustment as part of determining the total ALLL estimate. These changes in the ALLL methodology did not result in material changes to management's overall estimate of the ALLL at June 30, 2018.

As described in Note 3. *Acquisitions* below, we completed the CUB acquisition on October 20, 2017. The acquired assets and liabilities in this acquisition were measured at their estimated fair values. Management made significant estimates and exercised significant judgment in estimating such fair values and accounting for the acquired assets and assumed liabilities in this transaction.

***(d) Reclassifications***

Certain prior period amounts have been reclassified to conform to the current period's presentation format. In our loan and allowance tables, we realigned our commercial loan portfolio classes and subclasses to better reflect and report our lending, especially in light of the fourth quarter of 2017 cash flow loan sale and the exiting of the origination operations related to general, technology, and healthcare cash flow loans. Prior to the realignment, our commercial loan portfolio classes were: (1) asset-based, (2) venture capital, (3) cash flow, and (4) equipment finance. After the realignment, our commercial loan portfolio classes are (1) asset-based (which includes equipment finance), (2) venture capital, and (3) other commercial (which includes retained cash flow). All of the loan and allowance tables, both current period and prior periods, reflect this realignment.

Prior to January 1, 2018, our credit quality disclosures were only for Non-PCI loans and leases. As our gross PCI loan portfolio reduced to less than 0.4% of total loans and leases as of the end of 2017, beginning in 2018 the credit quality disclosures reflect our entire loan and lease portfolio. Accordingly, for the credit quality tables in Note 6. *Loans and Leases*, amounts related to 2018 are for total loans and leases, while amounts related to 2017 and 2016 are for Non-PCI loans and leases.

**PACWEST BANCORP AND SUBSIDIARIES**  
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***(e) Cash and Cash Equivalents***

For purposes of the consolidated statements of cash flows, cash and cash equivalents consist of: (1) cash and due from banks, and (2) interest-earning deposits in financial institutions. Interest-earning deposits in financial institutions represent mostly cash held at the FRBSF, the majority of which is immediately available.

***(f) Investment Securities***

We determine the classification of securities at the time of purchase. If we have the intent and the ability at the time of purchase to hold securities until maturity, they are classified as held-to-maturity. Securities held-to-maturity are stated at amortized cost. We do not classify any securities as held-to-maturity. Securities to be held for indefinite periods of time, but not necessarily to be held-to-maturity or on a long-term basis, are classified as available-for-sale and carried at estimated fair value, with unrealized gains or losses reported as a separate component of stockholders' equity in accumulated other comprehensive income, net of applicable income taxes. Securities available-for-sale include securities that management intends to use as part of its asset/liability management strategy and that may be sold in response to changes in interest rates, prepayment risk, and other related factors. Securities are individually evaluated for appropriate classification when acquired. As a result, similar types of securities may be classified differently depending on factors existing at the time of purchase.

The carrying values of all securities are adjusted for amortization of premiums and accretion of discounts using the interest method. Premiums on callable securities are amortized to the earliest call date. Realized gains or losses on the sale of securities, if any, are determined using the amortized cost of the specific securities sold. Declines in the fair value of debt securities classified as available-for-sale are reviewed to determine whether the impairment is other-than-temporary. This review considers a number of factors, including the severity of the decline in fair value, current market conditions, historical performance of the security, risk ratings and the length of time the security has been in an unrealized loss position. If we do not expect to recover the entire amortized cost basis of the security, then an other-than-temporary impairment is considered to have occurred. The cost basis of the security is written down to its estimated fair value and the amount of the write-down is recognized through a charge to earnings.

Investments in FHLB stock are carried at cost and evaluated regularly for impairment. FHLB stock is expected to be redeemed at par and is a required investment based on measurements of the Bank's assets and/or borrowing levels.

Our accounting policy for investment securities applied to both debt and equity securities in prior periods. Effective January 1, 2018, upon the adoption of ASUs 2016-01 and 2018-03, our accounting policy for investment securities applies only to debt securities. Our accounting policy for equity investments is described in *(o)* below.

***(g) Loans and Leases***

***Originated loans.*** Loans are originated by the Company with the intent to hold them for investment and are stated at the principal amount outstanding, net of unearned income. Unearned income includes deferred unamortized nonrefundable loan fees and direct loan origination costs. Net deferred fees or costs are recognized as an adjustment to interest income over the contractual life of the loans using the effective interest method or taken into income when the related loans are paid off or sold. The amortization of loan fees or costs is discontinued when a loan is placed on nonaccrual status. Interest income is recorded on an accrual basis in accordance with the terms of the respective loan.

***Purchased loans.*** Purchased loans are stated at the principal amount outstanding, net of unearned discounts or unamortized premiums. All loans acquired in our acquisitions are initially measured and recorded at their fair value on the acquisition date. A component of the initial fair value measurement is an estimate of the credit losses over the life of the purchased loans. Purchased loans are also evaluated for impairment as of the acquisition date and are accounted for as "acquired non-impaired" or "purchased credit impaired" loans.



**PACWEST BANCORP AND SUBSIDIARIES**  
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**Acquired non-impaired loans.** Acquired non-impaired loans are those loans for which there was no evidence of credit deterioration at their acquisition date and it was probable that we would be able to collect all contractually required payments. Acquired non-impaired loans, together with originated loans, are referred to as Non-PCI loans. Purchase discounts or premiums on acquired non-impaired loans are recognized as an adjustment to interest income over the contractual life of such loans using the effective interest method or taken into income when the related loans are paid off or sold.

**Purchased credit impaired loans.** Purchased credit impaired loans are referred to as PCI loans and are accounted for in accordance with ASC Subtopic 310-30, "Loans and Debt Securities Acquired with Deteriorated Credit Quality." A purchased loan is deemed to be credit impaired when there is evidence of credit deterioration since its origination and it is probable at the acquisition date that collection of all contractually required payments is unlikely. We apply PCI loan accounting when we acquire loans deemed to be impaired, and as a general policy election when we acquire a portfolio of loans in a distressed bank acquisition. As our gross PCI loan portfolio represented less than 0.4% of total loans as of the end of 2017, beginning in 2018 the PCI loans were accounted for as Non-PCI loans.

**Leases.** We provide equipment financing to our customers through a variety of lease arrangements. For direct financing leases, lease receivables are recorded on the balance sheet but the leased property is not, although we generally retain legal title to the leased property until the end of each lease. Direct financing leases are stated at the net amount of minimum lease payments receivable, plus any unguaranteed residual value, less the amount of unearned income and net acquisition discount at the reporting date. Direct lease origination costs are amortized using the effective interest method over the life of the leases. Leases acquired in an acquisition are initially measured and recorded at their fair value on the acquisition date. Purchase discount or premium on acquired leases is recognized as an adjustment to interest income over the contractual life of the leases using the effective interest method or taken into income when the related leases are paid off. Direct financing leases are subject to our allowance for loans and leases.

We also have operating leases where we purchase equipment which is then leased to our customers. We receive periodic rental income payments, which are recorded as "Noninterest income" in the consolidated statements of earnings, and the equipment remains on our balance sheet and is depreciated according to our fixed asset accounting policy.

**Loans and leases held for sale.** As part of our management of the loans and leases held in our portfolio, on occasion we will transfer loans from held for investment to held for sale. Upon transfer, any associated allowance for loan and lease loss is charged off and the carrying value of the loan is adjusted to the lower of cost or estimated fair value. The unamortized balance of net deferred fees and costs associated with loans held for sale are not accreted or amortized to interest income until the related loans are sold.

Gains or losses on the sale of these loans are recorded as "Noninterest income" in the consolidated statements of earnings.

**Delinquent or past due loans and leases.** Loans and leases are considered delinquent when principal or interest payments are past due 30 days or more. Delinquent loans may remain on accrual status between 30 days and 89 days past due.

**Nonaccrual loans and leases.** When we discontinue the accrual of interest on a loan or lease it is designated as nonaccrual. We discontinue the accrual of interest on a loan or lease generally when a borrower's principal or interest payments or a lessee's payments are past due 90 days or when, in the opinion of management, there is a reasonable doubt as to collectability in the normal course of business. Loans with interest or principal payments past due 90 days or leases with payments past due 90 days may be accruing if the loans or leases are concluded to be well-secured and in the process of collection; however, these loans or leases are still reported as nonperforming. When loans or leases are placed on nonaccrual status, all interest previously accrued but not collected is reversed against current period interest income. Interest on nonaccrual loans or leases is subsequently recognized only to the extent that cash is received and the loan principal balance or lease balance is deemed collectable. Loans or leases are restored to accrual status when the loans or leases become both well-secured and are in the process of collection.

**PACWEST BANCORP AND SUBSIDIARIES**  
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**Impaired loans and leases.** A loan or lease is considered impaired when it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan or lease agreement. Impaired loans and leases include loans and leases on nonaccrual status and performing troubled debt restructured loans. Income from impaired loans is recognized on an accrual basis unless the loan is on nonaccrual status. Income from loans on nonaccrual status is recognized to the extent cash is received and when the loan's principal balance is deemed collectable. We measure impairment of a loan or lease by using the estimated fair value of the collateral, less estimated costs to sell and other applicable costs, if the loan or lease is collateral-dependent and the present value of the expected future cash flows discounted at the loan's or lease's effective interest rate if the loan or lease is not collateral-dependent. The impairment amount on a collateral-dependent loan or lease is charged-off, and the impairment amount on a loan that is not collateral-dependent is generally recorded as a specific reserve.

**Troubled debt restructurings.** A loan is classified as a troubled debt restructuring when we grant a concession to a borrower experiencing financial difficulties that we otherwise would not consider under our normal lending policies. These concessions may include a reduction of the interest rate, principal or accrued interest, extension of the maturity date or other actions intended to minimize potential losses. All modifications of criticized loans are evaluated to determine whether such modifications are troubled debt restructurings as outlined under ASC Subtopic 310-40, "*Troubled Debt Restructurings by Creditors.*" Loans restructured with an interest rate equal to or greater than that of a new loan with comparable market risk at the time the loan is modified may be excluded from certain restructured loan disclosures in years subsequent to the restructuring if the loans are in compliance with their modified terms.

A loan that has been placed on nonaccrual status that is subsequently restructured will usually remain on nonaccrual status until the borrower is able to demonstrate repayment performance in compliance with the restructured terms for a sustained period of time, typically for six months. A restructured loan may return to accrual status sooner based on other significant events or circumstances. A loan that has not been placed on nonaccrual status may be restructured and such loan may remain on accrual status after such restructuring. In these circumstances, the borrower has made payments before and after the restructuring. Generally, this restructuring involves maturity extensions, a reduction in the loan interest rate and/or a change to interest-only payments for a period of time. The restructured loan is considered impaired despite the accrual status and a specific reserve is calculated based on the present value of expected cash flows discounted at the loan's original effective interest rate or based on the fair value of the collateral if the loan is collateral-dependent.

**(h) Allowance for Credit Losses on Loans and Leases Held for Investment**

The allowance for credit losses on loans and leases held for investment is the combination of the allowance for loan and lease losses and the reserve for unfunded loan commitments. The allowance for loan and lease losses is reported as a reduction of outstanding loan and lease balances and the reserve for unfunded loan commitments is included within "Accrued interest payable and other liabilities" on the consolidated balance sheets. For loans and leases acquired and measured at fair value and deemed non-impaired on the acquisition date, our allowance methodology measures deterioration in credit quality or other inherent risks related to these acquired assets that may occur after the acquisition date.

The allowance for credit losses is maintained at a level deemed appropriate by management to adequately provide for known and inherent risks in the loan and lease portfolio and other extensions of credit at the balance sheet date. The allowance is based upon our review of the credit quality of the loan and lease portfolio, which includes payment trends, borrowers' compliance with loan agreements, borrowers' current and budgeted financial performance, collateral valuation trends, and current economic factors and external conditions that may affect our borrowers' ability to make payments to us in accordance with contractual terms. Loans and leases that are deemed to be uncollectable are charged off and deducted from the allowance. The provision for loan and lease losses and recoveries on loans and leases previously charged off are added to the allowance.

The allowance for loan and lease losses has a general reserve component for unimpaired loans and leases and a specific reserve component for impaired loans and leases.

**PACWEST BANCORP AND SUBSIDIARIES**  
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A loan or lease is considered impaired when it is probable that we will be unable to collect all amounts due according to the original contractual terms of the agreement. We assess our loans and leases for impairment on an ongoing basis using certain criteria such as payment performance, borrower reported financial results and budgets, and other external factors when appropriate. We measure impairment of a loan or lease based upon the fair value of the underlying collateral if the loan or lease is collateral-dependent or the present value of cash flows, discounted at the effective interest rate, if the loan or lease is not collateral-dependent. To the extent a loan or lease balance exceeds the estimated collectable value, a specific reserve or charge-off is recorded depending upon either the certainty of the estimate of loss or the fair value of the loan's collateral if the loan is collateral-dependent. Impaired loans and leases with outstanding balances less than or equal to \$250,000 may not be individually assessed for impairment but are assessed with reserves based on the average loss severity on historical impaired loans with similar risk characteristics.

Our allowance methodology for the general reserve component includes both quantitative and qualitative loss factors which are applied to our population of unimpaired loans and leases to estimate our general reserves. The quantitative loss factors consider the likelihood of loans defaulting based on the historical degree that similar loans defaulted and the degree of credit losses based on the historical average degree of loss experienced for these similar loans and leases pooled both by loan or lease type and credit risk rating; loans with more adverse credit risk ratings have higher quantitative loss factors. The qualitative loss factors consider, among other things, current economic trends and forecasts, current collateral values and performance trends, credit performance trends, and the loan portfolio's current composition. As noted below in "*Allowance for Loan and Lease Losses - Change in Methodology*," we changed our methodology for calculating the ALLL in the second quarter of 2018. See that section for details regarding this change.

The quantitative estimation of the allowance for credit losses at December 31, 2018 considered actual historical loan and lease charge-off experience over a 40-quarter look-back period starting with the first quarter of 2009. This look-back period is inclusive of the average timeframe over which charge-offs typically occur following loan or lease origination. The estimation of the allowance for credit losses at December 31, 2017 considered actual historical loan and lease charge-off experience over a 31-quarter look-back period starting with the first quarter of 2010. The increase in the historical look-back period to a 40-quarter look-back period at December 31, 2018 from 31 quarters at December 31, 2017 was done as part of our ALLL methodology change in the second quarter of 2018 and allows the look-back period to capture sufficient loss observations that is relevant to the current portfolio. In a good economic cycle with less frequent loss events, management believes a longer look-back period is more appropriate to reflect the level of incurred losses over an entire economic cycle. When estimating the general reserve component for the various pools of similar loan types, the loss factors applied to the loan pools consider the current credit risk ratings, giving greater weight to loans with more adverse credit risk ratings. We recognize that the determination of the allowance for credit losses is sensitive to the assigned credit risk ratings and inherent loss rates at any given point in time. To ensure the accuracy of our credit risk ratings, an independent credit review function assesses the appropriateness of the credit risk ratings assigned to loans on a regular basis.

The qualitative criteria we consider when establishing the loss factors include the following:

- current economic trends and forecasts;
- current collateral values, performance trends, and overall outlook in the markets where we lend;
- legal and regulatory matters that could impact our borrowers' ability to repay our loans and leases;
- loan and lease portfolio composition and any loan concentrations;
- current lending policies and the effects of any new policies or policy amendments;
- loan and lease production volume and mix;
- loan and lease portfolio credit performance trends;
- results of our independent credit review; and
- changes in management related to credit administration functions.

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We estimate the reserve for unfunded loan commitments using the same loss factors as used for the allowance for loan and lease losses. The reserve for unfunded loan commitments is computed using expected future usage of the unfunded commitments based on historical usage of unfunded commitments for the various loan types.

The allowance for credit losses is directly correlated to the credit risk ratings of our loans. To ensure the accuracy of our credit risk ratings, an independent credit review function assesses the appropriateness of the credit risk ratings assigned to loans on a regular basis. The credit risk ratings assigned to every loan and lease are either "pass," "special mention," "substandard," or "doubtful" and defined as follows:

- *Pass*: Loans and leases rated as "pass" are not adversely classified and collection and repayment in full are expected.
- *Special Mention*: Loans and leases rated as "special mention" have a potential weakness that requires management's attention. If not addressed, these potential weaknesses may result in further deterioration in the borrower's ability to repay the loan or lease.
- *Substandard*: Loans and leases rated as "substandard" have a well-defined weakness or weaknesses that jeopardize the collection of the debt. They are characterized by the possibility that we will sustain some loss if the weaknesses are not corrected.
- *Doubtful*: Loans and leases rated as "doubtful" have all the weaknesses of those rated as "substandard," with the additional trait that the weaknesses make collection or repayment in full highly questionable and improbable.

In addition, we may refer to the loans and leases with assigned credit risk ratings of "substandard" and "doubtful" together as "classified" loans and leases. For further information on classified loans and leases, see Note 6. *Loans and Leases*.

Management believes the allowance for credit losses is appropriate for the known and inherent risks in our loan and lease portfolio and the credit risk ratings and inherent loss rates currently assigned are appropriate. It is possible that others, given the same information, may at any point in time reach different conclusions that could result in a significant impact to the Company's financial statements. In addition, current credit risk ratings are subject to change as we continue to monitor our loans and leases. To the extent we experience, for example, increased levels of borrower loan defaults, borrowers' noncompliance with our loan agreements, adverse changes in collateral values, or negative changes in economic and business conditions that adversely affect our borrowers, our classified loans and leases may increase. Higher levels of classified loans and leases generally result in increased provisions for credit losses and an increased allowance for credit losses. Although we have established an allowance for credit losses that we consider appropriate, there can be no assurance that the established allowance will be sufficient to absorb future losses.

***Allowance for loan and lease losses - change in methodology.*** The ALLL represents management's estimate of probable credit losses inherent in the loan portfolio as of the balance sheet date. Our methodology to estimate the ALLL has three basic elements that include specific reserves for individually evaluated impaired loans, a quantitative general allowance for all other loans (including individually evaluated loans determined not to be impaired), and qualitative adjustments based on other factors which may be internal or external to the Company.

During the second quarter of 2018, we changed our methodology used to estimate the quantitative general allowance due to the growth and increased complexity of the loan portfolio.

The new ALLL methodology included three primary changes: the quantitative component now employs a PD/LGD methodology; the loan segmentation groups our loan portfolio into 21 loan pools with similar risk characteristics (as opposed to 34 loan pools used under the previous methodology); and the historical range of loan performance history, or look-back period, was lengthened by one year to ten years.

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The new PD/LGD methodology estimates the likelihood of loans defaulting based on the historical degree that similar loans defaulted, and it estimates the degree of credit loss based on the historical average degree of loss experienced for these similar loans. The reduced number of loan pools provides greater statistical validity by having more default and loss histories within each pool for the quantitative general allowance estimation. The look-back period was extended to capture loan performance back to January 1, 2009, one year longer than under the historical loss migration methodology. Extending this look-back period includes more historical loan performance information. The loss emergence period was unchanged as we continue to use seven quarters.

The methodology to estimate specific reserves for individually evaluated impaired loans did not change. The methodology to derive qualitative adjustments based on other internal or external factors was updated to align with the new PD/LGD methodology being applied to estimate the quantitative general allowance for unimpaired loans. As a result, the composition of the ALLL changed as the quantitative component increased and the qualitative component decreased as the new quantitative methodology now encompasses more information, such as the longer look-back period, that previously required a qualitative adjustment as part of determining the total ALLL estimate. These changes in the ALLL methodology did not result in material changes to management's overall ALLL estimate at June 30, 2018.

***(i) Land, Premises and Equipment***

Premises and equipment are stated at cost less accumulated depreciation and amortization. Land is not depreciated. Depreciation and amortization is charged to "Noninterest expense" in the consolidated statements of earnings using the straight-line method over the estimated useful lives of the assets. The estimated useful lives of furniture, fixtures and equipment range from 3 to 7 years and for buildings up to 30 years. Leasehold improvements are amortized over their estimated useful lives, or the life of the lease, whichever is shorter.

***(j) Foreclosed Assets***

Foreclosed assets include OREO and repossessed non-real estate assets. Foreclosed assets are initially recorded at the estimated fair value of the property, based on current independent appraisals obtained at the time of acquisition, less estimated costs to sell, including senior obligations such as delinquent property taxes. The excess of the recorded loan balance over the estimated fair value of the property at the time of acquisition less estimated costs to sell is charged to the allowance for loan and lease losses. Any subsequent write-downs are charged to "Noninterest expense" in the consolidated statements of earnings and recognized through a foreclosed assets valuation allowance. Subsequent increases in the fair value of the asset less selling costs reduce the foreclosed assets valuation allowance, but not below zero, and are credited to "Noninterest expense." Gains and losses on the sale of foreclosed assets and operating expenses of such assets are included in "Noninterest expense."

***(k) Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period that includes the enactment date. Any interest or penalties assessed by the taxing authorities is classified in the financial statements as income tax expense. Deferred tax assets and liabilities, net of valuation allowances, are grouped together and reported net on the consolidated balance sheets.

On a quarterly basis, the Company evaluates its deferred tax assets to assess whether they are expected to be realized in the future. This determination is based on currently available facts and circumstances, including our current and projected future tax positions, the historical level of our taxable income, and estimates of our future taxable income. In most cases, the realization of deferred tax assets is based on our future profitability. To the extent our deferred tax assets are not considered more likely than not to be realized, we are required to record a valuation allowance on our deferred tax assets by charging earnings. The Company also evaluates existing valuation allowances periodically to determine if sufficient evidence exists to support an increase or reduction in the allowance.

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***(l) Goodwill and Other Intangible Assets***

Goodwill and other intangible assets arise from the acquisition method of accounting for business combinations. Goodwill and other intangible assets generated from business combinations and deemed to have indefinite lives are not subject to amortization and instead are tested for impairment at least annually unless certain events occur or circumstances change. Goodwill represents the excess of the purchase price over the fair value of the net assets and other identifiable intangible assets acquired. We test for goodwill impairment annually or earlier if events or changes in circumstances indicate goodwill might possibly be impaired. Impairment exists when the carrying value of the goodwill exceeds its implied fair value. An impairment loss would be recognized in an amount equal to that excess as a charge to "Noninterest expense" in the consolidated statements of earnings.

Intangible assets with estimable useful lives are amortized over such useful lives to their estimated residual values. CDI and CRI are recognized apart from goodwill at the time of acquisition based on market valuations. In preparing such valuations, variables considered included deposit servicing costs, attrition rates, and market discount rates. CDI assets are amortized to expense over their useful lives, which we have estimated to range from 7 to 10 years. CRI assets are amortized to expense over their useful lives, which we have estimated to range from 4 to 7 years. The amortization expense represents the estimated decline in the value of the underlying deposits or customer relationships acquired. Both CDI and CRI are reviewed for impairment quarterly or earlier if events or changes in circumstances indicate that their carrying values may not be recoverable. If the recoverable amount of either CDI or CRI is determined to be less than its carrying value, we would then measure the amount of impairment based on an estimate of the intangible asset's fair value at that time. If the fair value is below the carrying value, then the intangible asset is reduced to such fair value; an impairment loss for such amount would be recognized as a charge to "Noninterest expense" in the consolidated statements of earnings.

***(m) Stock-Based Compensation***

The Company issues stock-based compensation instruments consisting of TRSAs and PRSUs. Compensation expense related to TRSAs is based on the fair value of the underlying stock on the award date and is recognized over the vesting period using the straight-line method. Forfeitures of stock-based awards are recognized when they occur. Compensation expense related to PRSUs is based on the fair value of the underlying stock on the award date and is amortized over the vesting period using the straight-line method unless it is determined that: (1) attainment of the financial metrics is less than probable, in which case a portion of the amortization is suspended, or (2) attainment of the financial metrics is improbable, in which case a portion of the previously recognized amortization is reversed and also suspended. If it is determined that attainment of a financial measure higher than target is probable, the amortization will increase up to 150% or 200% of the target amortization amount. Annual PRSU expense may vary during the three-year performance period based upon changes in management's estimate of the number of shares that may ultimately vest. In the case where the performance target for the PRSU's is based on a market condition (such as total shareholder return), the amortization is neither reversed nor suspended if it is subsequently determined that the attainment of the performance target is less than probable or improbable.

Unvested TRSAs participate with common stock in any dividends declared and paid. Dividends are paid on unvested TRSAs and are charged to equity and the related tax impact is recorded to income tax expense. Dividends paid on forfeited TRSAs are charged to compensation expense. Unvested PRSUs participate with common stock in any dividends declared, but are paid only on the shares which ultimately vest, if any, at the end of the three-year performance period. At the time of vesting, the vested shares are entitled to receive cumulative dividends declared and paid during the three-year performance period. Such dividends are accrued during the three-year performance period at the estimated level of shares to be received by the award holder.

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***(n) Derivative Instruments***

Our derivative contracts primarily manage the foreign currency risk associated with certain assets and liabilities. As of December 31, 2018, all of our derivatives were held for risk management purposes and none were designated as accounting hedges. The objective is to manage the uncertainty of future foreign exchange rate fluctuations. These derivatives provide for a fixed exchange rate which has the effect of reducing or eliminating changes to anticipated cash flows to be received on assets and liabilities denominated in foreign currencies as the result of changes to exchange rates. Our derivatives are recorded in other assets or other liabilities, as appropriate. The changes in fair value of our derivatives and the related interest are recognized in "Noninterest income - other" in the consolidated statements of earnings. At December 31, 2018, our derivative contracts had a notional value of \$80.5 million.

Derivative instruments expose us to credit risk in the event of nonperformance by counterparties. This risk exposure consists primarily of the termination value of agreements where we are in a favorable position. We manage the credit risk associated with various derivative agreements through counterparty credit review and monitoring procedures.

***(o) Equity Investments***

Investments in common or preferred stock that are not publicly traded and certain investments in limited partnerships are considered equity investments that do not have a readily determinable fair value. If we have the ability to significantly influence the operating and financial policies of the investee, the investment is accounted for pursuant to the equity method of accounting. This is generally presumed to exist when we own between 20% and 50% of a corporation, or when we own greater than 5% of a limited partnership or similarly structured entity. Our equity investment carrying values are included in other assets and our share of earnings and losses in equity method investees is included in "Noninterest income - other" on the consolidated statements of earnings. Prior to January 1, 2018, if we did not have significant influence over the investee, the cost method was used to account for the equity interest.

Effective January 1, 2018 with the adoption of ASU 2016-01, our accounting treatment for equity investments differs for those with and without readily determinable fair values. Equity investments with readily determinable fair values are recorded at fair value with changes in fair value recorded in "Noninterest income - other." For equity investments without readily determinable fair values we have elected the "measurement alternative," and therefore carry these investments at cost, less impairment (if any), plus or minus changes in observable prices. On a quarterly basis, we review our equity investments without readily determinable fair values for impairment. We consider a number of qualitative factors such as whether there is a significant deterioration in earnings performance, credit rating, asset quality, or business prospects of the investee in determining if impairment exists. If the investment is considered impaired, an impairment loss equal to the amount by which the carrying value exceeds its fair value is recorded through a charge to earnings. The impairment loss may be reversed in a subsequent period if there are observable transactions for the identical or similar investment of the same issuer at a higher amount than the carrying amount that was established when the impairment was recognized. Impairment as well as upward or downward adjustments resulting from observable price changes in orderly transactions for identical or similar investments are included in "Noninterest income - other."

Realized gains or losses resulting from the sale of equity investments are calculated using the specific identification method and are included in "Noninterest income - other."

***(p) Comprehensive Income***

Comprehensive income consists of net earnings and net unrealized gains (losses) on debt securities available-for-sale, net, and is presented in the consolidated statements of comprehensive income.

**PACWEST BANCORP AND SUBSIDIARIES**  
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**(q) Earnings Per Share**

In accordance with ASC Topic 260, “*Earnings Per Share*,” all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends are considered participating securities and are included in the two-class method of determining basic and diluted earnings per share. All of our unvested restricted stock participates with our common stockholders in dividends. Accordingly, earnings allocated to unvested restricted stock are deducted from net earnings to determine that amount of earnings available to common stockholders. In the two-class method, the amount of our earnings available to common stockholders is divided by the weighted average shares outstanding, excluding any unvested restricted stock, for both the basic and diluted earnings per share.

**(r) Business Combinations**

Business combinations are accounted for under the acquisition method of accounting in accordance with ASC Topic 805, “*Business Combinations*.” Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the acquired assets and assumed liabilities, regardless of the percentage owned, at their estimated fair values as of the date of acquisition. Any excess of the purchase price over the fair value of net assets and other identifiable intangible assets acquired is recorded as goodwill. To the extent the fair value of net assets acquired, including other identifiable assets, exceeds the purchase price, a bargain purchase gain is recognized. Assets acquired and liabilities assumed from contingencies must also be recognized at fair value, if the fair value can be determined during the measurement period. Results of operations of an acquired business are included in the statement of earnings from the date of acquisition. Acquisition-related costs, including conversion and restructuring charges, are expensed as incurred.

**(s) Business Segments**

We regularly assess our strategic plans, operations and reporting structures to identify our reportable segments. Changes to our reportable segments are expected to be infrequent. As of December 31, 2018 and since December 31, 2015, we have operated as one reportable segment. The factors considered in making this determination include the nature of products and offered services, geographic regions in which we operate, the applicable regulatory environment, and the discrete financial information reviewed by our key decision makers. Through our network of banking offices nationwide, our entire operations provide relationship-based banking products, services and solutions for small to mid-sized companies, entrepreneurial businesses, venture capital and private equity investors, real estate investors, professionals and other individuals. Our products and services include commercial real estate, multi-family, commercial business, construction and land, consumer and government-guaranteed small business loans, business and personal deposit products, and treasury cash management services.

**(t) Recently Issued Accounting Standards**

In February 2016, the FASB issued ASU 2016-02, “*Leases (Topic 842)*,” which, among other things, requires lessees to recognize most leases on-balance sheet, which will result in an increase in their reported assets and liabilities. Lessor accounting remains substantially similar to current U.S. GAAP. ASU 2016-02 supersedes Topic 840, *Leases*, and is effective for annual and interim periods in fiscal years beginning after December 15, 2018. There have been further amendments issued in 2018, including practical expedients, with the issuance of ASU 2018-01, “*Leases (Topic 842): Land Easement Practical Expedient for Transition to Topic 842*,” ASU 2018-10, “*Codification Improvements to Topic 842, Leases*,” ASU 2018-11, “*Leases (Topic 842): Targeted Improvements*,” and ASU 2018-20, “*Leases (Topic 842): Narrow-Scope Improvements for Lessors*.”

The Company will adopt the standard effective January 1, 2019 and apply the guidance to all leases within the scope of Topic 842 as of that date using the optional transition method to not adjust comparative period financial information. We have elected the following practical expedients: (1) as a lessee we will not separate lease and non-lease components when determining the amount of right of use assets; (2) we have elected the package of transition practical expedients including (a) not to reassess whether any expired or existing contracts are or contains leases, (b) maintain existing lease classification, and (c) we will not reassess initial direct costs for leases existing at January 1, 2019; (3) we will not record short term leases on the balance sheet; and (4) we have elected to present sales tax on a “net” basis for those transactions in which we are the lessor.



**PACWEST BANCORP AND SUBSIDIARIES**  
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The primary impact of the new standard to the Company relates to leased branches and office space which are accounted for as operating leases. Adoption of the new standard on January 1, 2019 resulted in the recording of lease right-of-use assets of approximately \$131 million and lease right-of-use liabilities of approximately \$146 million with the difference due to the offset of previously accrued deferred rent and vacant space accruals based on the lease population as of January 1, 2019. The standard will not materially impact our consolidated statements of earnings and has no impact on cash flows. Effective January 1, 2019, the Company implemented: (1) a new lease accounting and administrative system, (2) new processes and procedures, and (3) new internal controls. As a lessor, we expect to recognize more sales-type leases that are currently accounted for as direct financing leases. The change in the definition of initial direct costs to include only incremental direct costs will also result in an acceleration of certain operating costs. Given the limited changes to lessor accounting, we have determined that the adoption of the new standard will not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "*Measurement of Credit Losses on Financial Instruments*," which significantly changes the way entities recognize credit losses and impairment of financial assets recorded at amortized cost. Currently, the credit loss and impairment model for loans and leases is based on incurred losses, and investments are recognized as impaired when there is no longer an assumption that future cash flows will be collected in full under the originally contracted terms. Under the new current expected credit loss ("CECL") model, the standard requires immediate recognition of estimated credit losses expected to occur over the remaining life of the asset. The forward-looking concept of CECL to estimate future credit losses will broaden the range of data to consider including past and current events and conditions along with reasonable and supportable forecasts that may affect expected collectability. ASU 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The standard will add new disclosure requirements and impact the Company's processes and internal controls over financial reporting. The issuance of ASU 2018-19, "*Codification Improvements to Topic 326, Financial Instruments - Credit Losses*," in November 2018 clarified that receivables arising from operating leases are not within the scope of the new credit losses standard. The FASB has also issued an exposure draft in November 2018 which contains matters related to the CECL guidance and the FASB's Transition Resource Group continues to field questions on issues requiring further interpretation and guidance. We expect discussions on these and other interpretation matters to continue throughout 2019 and beyond the effective date of January 1, 2020.

The Company has established a multidisciplinary project team and implementation plan, selected a software solution, reached preliminary accounting decisions on various matters, developed a conceptual framework, developed initial regression models for the reasonable and supportable forecast period, and is engaged in the implementation phase of the project. The Company, with the assistance of a third party adviser, continues to work on: (1) developing and documenting a new expected loss model with supportable assumptions, (2) addressing data and reporting requirements, (3) assessing updates to accounting policies, and (4) documenting new processes and controls. The Company expects to begin parallel calculations, testing, and sensitivity analysis on its initial modeling assumptions and results in the first quarter of 2019.

ASU 2016-13 is effective for interim and annual periods in fiscal years beginning after December 15, 2019, with earlier adoption permitted. The Company plans to adopt this standard on January 1, 2020. Entities are required to use a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted (modified-retrospective approach). A prospective transition approach is required for available-for-sale debt securities for which an other-than-temporary impairment had been recognized before the adoption date. The new standard will be significant to the policies, processes, and methodology used to determine credit losses; however, the Company has not yet determined the quantitative effect on its consolidated financial position and results of operations.

In January 2017, the FASB issued ASU 2017-04, "*Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*," which intends to simplify goodwill impairment testing by eliminating the second step of the analysis under which the implied fair value of goodwill is determined as if the reporting unit were being acquired in a business combination. ASU 2017-04 instead requires entities to compare the fair value of a reporting unit with its carrying amount and recognize an impairment charge for any amount by which the carrying amount exceeds the reporting unit's fair value, to the extent that the loss recognized does not exceed the amount of goodwill allocated to that reporting unit. ASU 2017-04 must be applied prospectively and is effective for the Company on January 1, 2020. While early adoption is permitted, the Company has no intention of doing so at this time and does not expect the adoption to have a material impact on its consolidated financial position or results of operations.

**PACWEST BANCORP AND SUBSIDIARIES**  
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In August 2018, the FASB issued ASU 2018-13, "*Fair Value Measurement (Topic 820): Disclosure Framework - Changes to Disclosure Requirements for Fair Value Measurements*," which changes the fair value measurement disclosure requirements of ASC 820. ASU 2018-13 must be applied prospectively and is effective for the Company on January 1, 2020. Early adoption is permitted. The Company will early adopt any removed or modified disclosures effective January 1, 2019 but will defer adoption of the additional disclosures until the effective date as permitted in the transition guidance in ASU 2018-13. The Company does not expect ASU 2018-13 to have a material impact on its consolidated financial position or results of operations.

In August 2018, the FASB issued ASU 2018-15, "*Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract (a consensus of the FASB Emerging Issues Task Force)*," which aligns the requirements for capitalizing implementation costs in a cloud computing arrangement service contract with the requirements for capitalizing implementation costs incurred for an internal-use software license. The new guidance also prescribes the balance sheet, income statement, and cash flow classification of the capitalized implementation costs and related amortization expense, and requires additional quantitative and qualitative disclosures. ASU 2018-15 is effective for the Company on January 1, 2020 and the Company has the option to adopt the new standard either prospectively to eligible costs incurred on or after the date this guidance is first applied or retrospectively. Early adoption is permitted. The Company will early adopt this standard prospectively effective January 1, 2019, and we have determined that the adoption of ASU 2018-15 will not have a material impact on its consolidated financial position or results of operations.

**NOTE 2. RESTRICTED CASH BALANCES**

The Company is required to maintain reserve balances with the FRBSF. Such reserve requirements are based on a percentage of deposit liabilities and may be satisfied by cash on hand. The average reserves required to be held at the FRBSF for the years ended December 31, 2018 and 2017 were \$77.0 million and \$77.6 million. As of December 31, 2018 and 2017, we pledged cash collateral for our derivative contracts of \$2.6 million and \$2.7 million.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 3. ACQUISITIONS**

The following assets acquired and liabilities assumed of CUB are presented at estimated fair value as of the acquisition date:

	<b>October 20, 2017</b>
	<i>(In thousands)</i>
<b>Assets Acquired:</b>	
Cash and due from banks	\$ 51,857
Interest-earning deposits in financial institutions	332,799
Total cash and cash equivalents	384,656
Securities available-for-sale	446,980
FHLB stock	11,902
Loans and leases	2,075,890
Premises and equipment	2,981
Goodwill	374,721
Core deposit and customer relationship intangibles	57,500
Other assets	103,498
Total assets acquired	\$ 3,458,128
<b>Liabilities Assumed:</b>	
Noninterest-bearing deposits	\$ 1,510,285
Interest-bearing deposits	1,209,597
Total deposits	2,719,882
Borrowings	22,879
Subordinated debentures	12,372
Accrued interest payable and other liabilities	32,424
Total liabilities assumed	\$ 2,787,557
Total consideration paid	\$ 670,571
Summary of consideration:	
Cash paid	\$ 224,338
PacWest common stock issued	446,233
Total	\$ 670,571

***CUB Acquisition***

We acquired CUB on October 20, 2017. As part of the acquisition, CU Bank, a wholly-owned subsidiary of CUB, was merged with and into PacWest's wholly-owned banking subsidiary, Pacific Western Bank.

We completed the acquisition to, among other things, enhance our Southern California community bank franchise by adding a \$2.1 billion loan portfolio and \$2.7 billion of core deposits. The CUB acquisition has been accounted for under the acquisition method of accounting. We acquired \$3.5 billion of assets and assumed \$2.8 billion of liabilities upon closing of the acquisition. The assets and liabilities, both tangible and intangible, were recorded at their estimated fair values as of the acquisition date. We made significant estimates and exercised significant judgment in estimating fair values and accounting for such acquired assets and liabilities. The application of the acquisition method of accounting resulted in goodwill of \$374.7 million. All of the recognized goodwill is non-deductible for tax purposes.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 4. GOODWILL AND OTHER INTANGIBLE ASSETS**

The following table presents the changes in the carrying amount of goodwill for the years indicated:

	<b>Goodwill</b>
	<i>(In thousands)</i>
Balance, December 31, 2016	\$ 2,173,949
Addition from the CUB acquisition	374,721
Balance, December 31, 2017	2,548,670
Balance, December 31, 2018	\$ 2,548,670

We perform our annual goodwill impairment testing with an as of date of December 31. We evaluated the carrying value of our goodwill and determined that it was not impaired.

Our other intangible assets with definite lives are CDI and CRI. CDI and CRI are amortized over their respective estimated useful lives and reviewed for impairment at least quarterly. The amortization expense represents the estimated decline in the value of the underlying deposits or loan and lease customers acquired. The estimated aggregate amortization expense related to our current intangible assets for each of the next five years is \$18.7 million for 2019, \$14.6 million for 2020, \$10.8 million for 2021, \$7.5 million for 2022 and \$3.8 million for 2023.

The following table presents the changes in CDI and CRI and the related accumulated amortization for the years indicated:

	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
<b>Gross Amount of CDI and CRI:</b>			
Balance, beginning of year	\$ 119,497	\$ 64,187	\$ 95,524
Addition from the CUB acquisition	—	57,500	—
Fully amortized portion	—	(2,190)	(29,637)
Reduction due to sale of PWEF leasing unit	—	—	(1,700)
Balance, end of year	119,497	119,497	64,187
<b>Accumulated Amortization:</b>			
Balance, beginning of year	(39,871)	(27,821)	(42,304)
Amortization	(22,506)	(14,240)	(16,517)
Fully amortized portion	—	2,190	29,637
Reduction due to sale of PWEF leasing unit	—	—	1,363
Balance, end of year	(62,377)	(39,871)	(27,821)
Net CDI and CRI, end of year	\$ 57,120	\$ 79,626	\$ 36,366

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 5. INVESTMENT SECURITIES**

*Securities Available-for-Sale*

The following table presents amortized cost, gross unrealized gains and losses, and fair values of securities available-for-sale as of the dates indicated:

Security Type	December 31, 2018				December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<i>(In thousands)</i>								
Residential MBS and CMOs:								
Agency MBS	\$ 281,486	\$ 1,902	\$ (2,300)	\$ 281,088	\$ 243,375	\$ 3,743	\$ (844)	\$ 246,274
Agency CMOs	634,774	3,448	(5,372)	632,850	277,638	968	(2,897)	275,709
Private label CMOs	101,313	1,985	(2,093)	101,205	122,816	3,813	(642)	125,987
Municipal securities	1,298,514	21,000	(7,320)	1,312,194	1,627,707	53,700	(1,339)	1,680,068
Agency commercial MBS	1,133,846	383	(21,525)	1,112,704	1,169,969	2,758	(8,758)	1,163,969
U.S. Treasury securities	401,056	2,437	(88)	403,405	—	—	—	—
Asset-backed securities	81,762	104	(481)	81,385	89,425	159	(874)	88,710
SBA securities	68,158	—	(1,111)	67,047	160,214	695	(575)	160,334
Corporate debt securities	17,000	553	—	17,553	17,000	2,295	—	19,295
Collateralized loan obligations	—	—	—	—	6,960	55	—	7,015
Equity investments <sup>(1)</sup>	—	—	—	—	6,421	779	(130)	7,070
<b>Total</b>	<b>\$ 4,017,909</b>	<b>\$ 31,812</b>	<b>\$ (40,290)</b>	<b>\$ 4,009,431</b>	<b>\$ 3,721,525</b>	<b>\$ 68,965</b>	<b>\$ (16,059)</b>	<b>\$ 3,774,431</b>

(1) In connection with our adoption of ASU 2016-01 and ASU 2018-03 on January 1, 2018, we reclassified \$7.1 million of equity investments from securities available-for-sale to other assets in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated.

See Note 13. *Fair Value Measurements* for information on fair value measurements and methodology.

As of December 31, 2018, securities available-for-sale with a fair value of \$458.1 million were pledged as collateral for borrowings, public deposits and other purposes as required by various statutes and agreements.

*Realized Gains and Losses on Securities Available-for-Sale*

Realized gains or losses in the consolidated statements of earnings resulting from the sale of securities are calculated using the specific identification method and included in gain (loss) on sale of securities.

During the year ended December 31, 2018, we sold \$563.6 million of securities available-for-sale for a gross realized gain of \$9.2 million and a gross realized loss of \$1.0 million.

During the year ended December 31, 2017, we sold \$355.4 million of securities available-for-sale for a gross realized gain of \$3.3 million and a gross realized loss of \$3.8 million. We also sold \$404.5 million of the \$447.0 million of securities obtained in the CUB acquisition for no gain or loss as they were marked to fair value at the time of acquisition.

During the year ended December 31, 2016, we sold \$384.0 million of securities available-for-sale for a gross realized gain of \$11.1 million and a gross realized loss of \$1.6 million.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***Unrealized Losses on Securities Available-for-Sale***

The following tables present the gross unrealized losses and fair values of securities available-for-sale that were in unrealized loss positions, for which other-than-temporary impairments have not been recognized in earnings, as of the dates indicated:

<u>Security Type</u>	<b>December 31, 2018</b>					
	<b>Less Than 12 Months</b>		<b>12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>
	<i>(In thousands)</i>					
<b>Residential MBS and CMOs:</b>						
Agency MBS	\$ 60,164	\$ (169)	\$ 85,245	\$ (2,131)	\$ 145,409	\$ (2,300)
Agency CMOs	69,859	(326)	164,097	(5,046)	233,956	(5,372)
Private label CMOs	32,170	(831)	49,237	(1,262)	81,407	(2,093)
Municipal securities	52,386	(238)	284,915	(7,082)	337,301	(7,320)
Agency commercial MBS	40,641	(341)	1,020,684	(21,184)	1,061,325	(21,525)
U.S. Treasury securities	49,729	(88)	—	—	49,729	(88)
Asset-backed securities	11,548	(38)	35,859	(443)	47,407	(481)
SBA securities	249	(1)	66,798	(1,110)	67,047	(1,111)
<b>Total</b>	<b>\$ 316,746</b>	<b>\$ (2,032)</b>	<b>\$ 1,706,835</b>	<b>\$ (38,258)</b>	<b>\$ 2,023,581</b>	<b>\$ (40,290)</b>

<u>Security Type</u>	<b>December 31, 2017</b>					
	<b>Less Than 12 Months</b>		<b>12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>	<b>Gross Unrealized Losses</b>
	<i>(In thousands)</i>					
<b>Residential MBS and CMOs:</b>						
Agency MBS	\$ 44,795	\$ (311)	\$ 26,010	\$ (533)	\$ 70,805	\$ (844)
Agency CMOs	163,014	(2,452)	20,928	(445)	183,942	(2,897)
Private label CMOs	50,521	(500)	5,035	(142)	55,556	(642)
Municipal securities	67,936	(365)	32,326	(974)	100,262	(1,339)
Agency commercial MBS	579,373	(3,777)	129,060	(4,981)	708,433	(8,758)
Asset-backed securities	45,198	(818)	10,473	(56)	55,671	(874)
SBA securities	74,904	(575)	—	—	74,904	(575)
Equity investments <sup>(1)</sup>	1,039	(130)	—	—	1,039	(130)
<b>Total</b>	<b>\$ 1,026,780</b>	<b>\$ (8,928)</b>	<b>\$ 223,832</b>	<b>\$ (7,131)</b>	<b>\$ 1,250,612</b>	<b>\$ (16,059)</b>

(1) In connection with our adoption of ASU 2016-01 and ASU 2018-03 on January 1, 2018, we reclassified \$7.1 million of equity investments from securities available-for-sale to other assets in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

We reviewed the securities that were in an unrealized loss position at December 31, 2018 and 2017, and concluded their unrealized losses were a result of the level of market interest rates relative to the types of securities and pricing changes caused by shifting supply and demand dynamics and not a result of downgraded credit ratings or other indicators of deterioration of the underlying issuers' ability to repay. Accordingly, we determined the securities were temporarily impaired and we did not recognize such impairment in the consolidated statements of earnings. Although we periodically sell securities for portfolio management purposes, we do not foresee having to sell any temporarily impaired securities strictly for liquidity needs and believe that it is more likely than not we would not be required to sell any temporarily impaired securities before recovery of their amortized cost.

***Contractual Maturities of Securities Available-for-Sale***

The following table presents the contractual maturities of our available-for-sale securities portfolio based on amortized cost and carrying value as of the date indicated.

<b>Maturity</b>	<b>December 31, 2018</b>	
	<b>Amortized</b>	<b>Fair</b>
	<b>Cost</b>	<b>Value</b>
	<i>(In thousands)</i>	
Due in one year or less	\$ 37,197	\$ 37,155
Due after one year through five years	749,860	749,870
Due after five years through ten years	991,138	975,553
Due after ten years	2,239,714	2,246,853
Total securities available-for-sale	<u>\$ 4,017,909</u>	<u>\$ 4,009,431</u>

Mortgage-backed securities have contractual terms to maturity, but require periodic payments to reduce principal. In addition, expected maturities may differ from contractual maturities because obligors and/or issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

***FHLB Stock***

In connection with outstanding FHLB advances, the Bank owned FHLB stock carried at cost of \$32.1 million and \$20.8 million at December 31, 2018 and 2017. At December 31, 2018 and 2017, the Bank was required to own FHLB stock at least equal to 2.7% of outstanding FHLB advances. During the year ended December 31, 2018, FHLB stock increased by \$11.3 million due to \$55.6 million in purchases, offset partially by \$44.3 million in redemptions. We evaluated the carrying value of our FHLB stock investment at December 31, 2018, and determined that it was not impaired. Our evaluation considered the long-term nature of the investment, the current financial and liquidity position of the FHLB, repurchase activity of excess stock by the FHLB at its carrying value, the return on the investment from recurring dividends, and our intent and ability to hold this investment for a period of time sufficient to recover our recorded investment.

***Interest Income on Investment Securities***

The following table presents the composition of our interest income on investment securities for the years indicated:

	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Taxable interest	\$ 68,504	\$ 52,981	\$ 46,097
Non-taxable interest	41,376	43,355	41,885
Dividend income	1,739	1,866	2,575
Total interest income on investment securities	<u>\$ 111,619</u>	<u>\$ 98,202</u>	<u>\$ 90,557</u>

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 6. LOANS AND LEASES**

Our loans are carried at the principal amount outstanding, net of deferred fees and costs, and in the case of acquired loans, net of purchase discounts and premiums. Deferred fees and costs and purchase discounts and premiums on acquired non-impaired loans are recognized as an adjustment to interest income over the contractual life of the loans primarily using the effective interest method or taken into income when the related loans are paid off or included in the carrying amount of loans that are sold.

Prior to January 1, 2018, our loan and lease portfolio consisted of Non-PCI loans and leases and PCI loans. Non-PCI loans and leases were those we originated or those we acquired that were not credit impaired at the dates of acquisition. PCI loans were purchased loans for which there was, at the acquisition date, evidence of credit deterioration since their origination and for which it was probable that collection of all contractually required payments was unlikely. As our gross PCI loan portfolio represented less than 0.4% of total loans as of the end of 2017, beginning in 2018 the PCI loans were accounted for as Non-PCI loans. Accordingly, in the credit quality tables below under "*Loans and leases held for investment*," amounts related to 2018 are for total loans and leases, and amounts related to 2017 and 2016 are for Non-PCI loans and leases.

***Loans Held for Sale***

In the fourth quarter of 2017, we entered into an agreement to sell \$1.5 billion of cash flow loans and exited our National Lending origination operations related to general, technology, and healthcare cash flow loans. As of December 31, 2017, \$1.0 billion of the loans sold had settled, while \$481.1 million were classified as held for sale. The loans held for sale at December 31, 2017 settled in the first quarter of 2018. In connection with the loan sale and transfer of loans to held for sale, we recognized \$2.2 million in charge-offs during the fourth quarter of 2017 to record the loans at the lower of cost or fair value.

***Loans and Leases Held for Investment***

The following table summarizes the composition of our loans and leases held for investment as of the dates indicated:

	December 31, 2018		December 31, 2017	
	Total Loans and Leases	Non-PCI Loans and Leases	PCI Loans	Total
	<i>(In thousands)</i>			
Real estate mortgage	\$ 7,933,859	\$ 7,815,355	\$ 53,658	\$ 7,869,013
Real estate construction and land	2,262,710	1,611,287	—	1,611,287
Commercial	7,428,500	7,137,978	4,158	7,142,136
Consumer	401,296	409,551	234	409,785
Total gross loans and leases held for investment	18,026,365	16,974,171	58,050	17,032,221
Deferred fees, net	(68,652)	(59,464)	(14)	(59,478)
Total loans and leases held for investment, net of deferred fees	17,957,713	16,914,707	58,036	16,972,743
Allowance for loan and lease losses	(132,472)	(133,012)	(6,444)	(139,456)
Total loans and leases held for investment, net	\$ 17,825,241	\$ 16,781,695	\$ 51,592	\$ 16,833,287



**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The following tables present an aging analysis of our loans and leases held for investment, net of deferred fees, by loan portfolio segment and class as of the dates indicated:

December 31, 2018					
	30 - 89 Days Past Due	90 or More Days Past Due	Total Past Due	Current	Total
<i>(In thousands)</i>					
<b>Real estate mortgage:</b>					
Commercial	\$ 3,487	\$ 7,541	\$ 11,028	\$ 4,813,270	\$ 4,824,298
Income producing and other residential	1,557	476	2,033	3,091,810	3,093,843
Total real estate mortgage	5,044	8,017	13,061	7,905,080	7,918,141
<b>Real estate construction and land:</b>					
Commercial	—	442	442	912,141	912,583
Residential	1,527	—	1,527	1,319,546	1,321,073
Total real estate construction and land	1,527	442	1,969	2,231,687	2,233,656
<b>Commercial:</b>					
Asset-based	47	646	693	3,304,728	3,305,421
Venture capital	4,705	—	4,705	2,034,043	2,038,748
Other commercial	5,181	1,285	6,466	2,053,960	2,060,426
Total commercial	9,933	1,931	11,864	7,392,731	7,404,595
Consumer	581	333	914	400,407	401,321
Total	\$ 17,085	\$ 10,723	\$ 27,808	\$ 17,929,905	\$ 17,957,713

December 31, 2017 <sup>(1)</sup>					
	30 - 89 Days Past Due	90 or More Days Past Due	Total Past Due	Current	Total
<i>(In thousands)</i>					
<b>Real estate mortgage:</b>					
Commercial	\$ 29,070	\$ 9,107	\$ 38,177	\$ 5,323,310	\$ 5,361,487
Income producing and other residential	6,999	2,022	9,021	2,428,483	2,437,504
Total real estate mortgage	36,069	11,129	47,198	7,751,793	7,798,991
<b>Real estate construction and land:</b>					
Commercial	—	—	—	769,075	769,075
Residential	2,081	—	2,081	820,073	822,154
Total real estate construction and land	2,081	—	2,081	1,589,148	1,591,229
<b>Commercial:</b>					
Asset-based	344	690	1,034	2,923,837	2,924,871
Venture capital	6,533	760	7,293	2,115,418	2,122,711
Other commercial	2,846	1,586	4,432	2,062,906	2,067,338
Total commercial	9,723	3,036	12,759	7,102,161	7,114,920
Consumer	562	—	562	409,005	409,567
Total	\$ 48,435	\$ 14,165	\$ 62,600	\$ 16,852,107	\$ 16,914,707

(1) Excludes PCI loans.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

It is our policy to discontinue accruing interest when principal or interest payments are past due 90 days or more unless the loan is both well secured and in the process of collection or when, in the opinion of management, there is a reasonable doubt as to the collectability of a loan or lease in the normal course of business. Interest income on nonaccrual loans is recognized only to the extent cash is received and the principal balance of the loan is deemed collectable. The amount of interest income that would have been recorded on nonaccrual loans and leases at December 31, 2018 and 2017 had such loans and leases been current in accordance with their original terms was \$9.3 million and \$10.8 million for 2018 and 2017.

The following table presents our nonaccrual and performing loans and leases held for investment, net of deferred fees, by loan portfolio segment and class as of the dates indicated:

	December 31, 2018			December 31, 2017 <sup>(1)</sup>		
	Nonaccrual	Performing	Total	Nonaccrual	Performing	Total
<i>(In thousands)</i>						
<b>Real estate mortgage:</b>						
Commercial	\$ 15,321	\$ 4,808,977	\$ 4,824,298	\$ 65,563	\$ 5,295,924	\$ 5,361,487
Income producing and other residential	2,524	3,091,319	3,093,843	3,350	2,434,154	2,437,504
Total real estate mortgage	17,845	7,900,296	7,918,141	68,913	7,730,078	7,798,991
<b>Real estate construction and land:</b>						
Commercial	442	912,141	912,583	—	769,075	769,075
Residential	—	1,321,073	1,321,073	—	822,154	822,154
Total real estate construction and land	442	2,233,214	2,233,656	—	1,591,229	1,591,229
<b>Commercial:</b>						
Asset-based	32,324	3,273,097	3,305,421	33,553	2,891,318	2,924,871
Venture capital	20,299	2,018,449	2,038,748	29,424	2,093,287	2,122,711
Other commercial	7,380	2,053,046	2,060,426	23,874	2,043,464	2,067,338
Total commercial	60,003	7,344,592	7,404,595	86,851	7,028,069	7,114,920
Consumer	1,043	400,278	401,321	20	409,547	409,567
Total	\$ 79,333	\$ 17,878,380	\$ 17,957,713	\$ 155,784	\$ 16,758,923	\$ 16,914,707

(1) Excludes PCI loans.

At December 31, 2018, nonaccrual loans and leases totaled \$79.3 million. Nonaccrual loans and leases included \$10.7 million of loans and leases 90 or more days past due, \$6.6 million of loans 30 to 89 days past due and \$62.0 million of current loans that were placed on nonaccrual status based on management's judgment regarding their collectability. Nonaccrual loans and leases totaled \$155.8 million at December 31, 2017, including \$14.2 million of loans and leases 90 or more days past due, \$3.2 million of loans 30 to 89 days past due and \$138.4 million of current loans that were placed on nonaccrual status based on management's judgment regarding their collectability.

As of December 31, 2018, our three largest loan relationships on nonaccrual status had an aggregate carrying value of \$42.0 million and represented 53% of total nonaccrual loans and leases.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The following table presents the credit risk rating categories for loans and leases held for investment by loan portfolio segment and class as of the dates indicated. Classified loans and leases are those with a credit risk rating of either substandard or doubtful.

	<b>December 31, 2018</b>			
	<b>Classified</b>	<b>Special Mention</b>	<b>Pass</b>	<b>Total</b>
	<i>(In thousands)</i>			
<b>Real estate mortgage:</b>				
Commercial	\$ 57,734	\$ 74,785	\$ 4,691,779	\$ 4,824,298
Income producing and other residential	10,521	968	3,082,354	3,093,843
Total real estate mortgage	68,255	75,753	7,774,133	7,918,141
<b>Real estate construction and land:</b>				
Commercial	442	7,041	905,100	912,583
Residential	—	1,527	1,319,546	1,321,073
Total real estate construction and land	442	8,568	2,224,646	2,233,656
<b>Commercial:</b>				
Asset-based	45,957	48,338	3,211,126	3,305,421
Venture capital	28,731	77,588	1,932,429	2,038,748
Other commercial	92,526	50,136	1,917,764	2,060,426
Total commercial	167,214	176,062	7,061,319	7,404,595
Consumer	1,199	1,015	399,107	401,321
Total	\$ 237,110	\$ 261,398	\$ 17,459,205	\$ 17,957,713

	<b>December 31, 2017 <sup>(1)</sup></b>			
	<b>Classified</b>	<b>Special Mention</b>	<b>Pass</b>	<b>Total</b>
	<i>(In thousands)</i>			
<b>Real estate mortgage:</b>				
Commercial	\$ 93,795	\$ 122,488	\$ 5,145,204	\$ 5,361,487
Income producing and other residential	8,425	4,582	2,424,497	2,437,504
Total real estate mortgage	102,220	127,070	7,569,701	7,798,991
<b>Real estate construction and land:</b>				
Commercial	—	—	769,075	769,075
Residential	—	619	821,535	822,154
Total real estate construction and land	—	619	1,590,610	1,591,229
<b>Commercial:</b>				
Asset-based	51,000	37,256	2,836,615	2,924,871
Venture capital	49,671	114,210	1,958,830	2,122,711
Other commercial	75,251	21,883	1,970,204	2,067,338
Total commercial	175,922	173,349	6,765,649	7,114,920
Consumer	263	1,130	408,174	409,567
Total	\$ 278,405	\$ 302,168	\$ 16,334,134	\$ 16,914,707

(1) Excludes PCI loans.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

Nonaccrual loans and leases and performing TDRs are considered impaired for reporting purposes. TDRs are a result of rate reductions, term extensions, fee concessions and debt forgiveness or a combination thereof. At December 31, 2018 and 2017, we had unfunded commitments related to TDRs of \$1.3 million and \$4.5 million.

The following table presents the composition of our impaired loans and leases held for investment, net of deferred fees, by loan portfolio segment as of the dates indicated:

	December 31, 2018			December 31, 2017 <sup>(1)</sup>		
	Nonaccrual Loans and Leases	Performing TDRs	Total Impaired Loans and Leases	Nonaccrual Loans and Leases	Performing TDRs	Total Impaired Loans and Leases
	<i>(In thousands)</i>					
Real estate mortgage	\$ 17,845	\$ 11,484	\$ 29,329	\$ 68,913	\$ 47,560	\$ 116,473
Real estate construction and land	442	5,420	5,862	—	5,690	5,690
Commercial	60,003	692	60,695	86,851	3,488	90,339
Consumer	1,043	105	1,148	20	100	120
Total	\$ 79,333	\$ 17,701	\$ 97,034	\$ 155,784	\$ 56,838	\$ 212,622

(1) Excludes PCI loans.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The following tables present information regarding our impaired loans and leases held for investment, net of deferred fees, by loan portfolio segment and class as of and for the years indicated:

	December 31, 2018			December 31, 2017 <sup>(1)</sup>		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>Impaired Loans and Leases</b>						
<i>(In thousands)</i>						
<b>With An Allowance Recorded:</b>						
Real estate mortgage:						
Commercial	\$ 1,736	\$ 1,648	\$ 170	\$ 15,750	\$ 16,548	\$ 628
Income producing and other residential	2,569	2,563	247	2,787	2,957	342
Commercial:						
Venture capital	11,621	13,255	3,141	16,565	17,203	4,267
Other commercial	473	482	473	20,404	29,951	8,368
Consumer	—	—	—	100	100	16
<b>With No Related Allowance Recorded:</b>						
Real estate mortgage:						
Commercial	\$ 17,783	\$ 32,035	\$ —	\$ 93,827	\$ 105,923	\$ —
Income producing and other residential	7,241	9,425	—	4,109	4,481	—
Real estate construction and land:						
Commercial	5,862	5,870	—	5,690	5,689	—
Commercial:						
Asset-based	32,324	38,100	—	33,553	54,911	—
Venture capital	8,678	41,335	—	14,534	40,029	—
Other commercial	7,599	25,740	—	5,283	9,351	—
Consumer	1,148	1,470	—	20	93	—
<b>Total Loans and Leases With and Without an Allowance Recorded:</b>						
Real estate mortgage	\$ 29,329	\$ 45,671	\$ 417	\$ 116,473	\$ 129,909	\$ 970
Real estate construction and land	5,862	5,870	—	5,690	5,689	—
Commercial	60,695	118,912	3,614	90,339	151,445	12,635
Consumer	1,148	1,470	—	120	193	16
Total	<u>\$ 97,034</u>	<u>\$ 171,923</u>	<u>\$ 4,031</u>	<u>\$ 212,622</u>	<u>\$ 287,236</u>	<u>\$ 13,621</u>

(1) Excludes PCI loans.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

	Year Ended December 31,					
	2018		2017 <sup>(2)</sup>		2016 <sup>(2)</sup>	
	Weighted Average Balance <sup>(1)</sup>	Interest Income Recognized	Weighted Average Balance <sup>(1)</sup>	Interest Income Recognized	Weighted Average Balance <sup>(1)</sup>	Interest Income Recognized
<i>(In thousands)</i>						
<b>Impaired Loans and Leases</b>						
<b>With An Allowance Recorded:</b>						
Real estate mortgage:						
Commercial	\$ 1,736	\$ 72	\$ 15,538	\$ 881	\$ 26,870	\$ 898
Income producing and other residential	2,199	75	2,787	55	6,521	255
Real estate construction and land:						
Residential	—	—	—	—	213	14
Commercial:						
Asset-based	—	—	—	—	508	—
Venture capital	9,449	—	10,228	—	1,227	—
Other commercial	35	—	20,329	60	26,578	144
Consumer	—	—	100	8	233	—
<b>With No Related Allowance Recorded:</b>						
Real estate mortgage:						
Commercial	\$ 15,714	\$ 236	\$ 89,554	\$ 2,648	\$ 41,917	\$ 1,506
Income producing and other residential	7,191	181	3,842	59	7,254	144
Real estate construction and land:						
Commercial	5,460	383	5,690	306	6,680	224
Residential	—	—	—	—	364	—
Commercial:						
Asset-based	32,324	—	31,388	—	31,000	—
Venture capital	689	—	2,860	—	2,446	—
Other commercial	6,286	98	3,404	84	2,750	22
Consumer	844	7	20	—	166	9
<b>Total Loans and Leases With and Without an Allowance Recorded:</b>						
Real estate mortgage	\$ 26,840	\$ 564	\$ 111,721	\$ 3,643	\$ 82,562	\$ 2,803
Real estate construction and land	5,460	383	5,690	306	7,257	238
Commercial	48,783	98	68,209	144	64,509	166
Consumer	844	7	120	8	399	9
<b>Total</b>	<b>\$ 81,927</b>	<b>\$ 1,052</b>	<b>\$ 185,740</b>	<b>\$ 4,101</b>	<b>\$ 154,727</b>	<b>\$ 3,216</b>

- (1) For loans and leases reported as impaired at December 31, 2018, 2017, and 2016, amounts were calculated based on the period of time such loans and leases were impaired during the reported period.
- (2) Excludes PCI loans.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The following table presents our troubled debt restructurings of loans held for investment and defaulted troubled debt restructurings of loans held for investment by loan portfolio segment and class for the years indicated:

	Troubled Debt Restructurings			Troubled Debt Restructurings That Subsequently Defaulted <sup>(1)</sup>	
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Recorded Investment <sup>(1)</sup>
<i>(Dollars In thousands)</i>					
<b>Year Ended December 31, 2018</b>					
Real estate mortgage:					
Commercial	10	\$ 17,181	\$ 2,604	—	\$ —
Income producing and other residential	10	3,262	2,203	—	—
Commercial:					
Asset-based <sup>(2)</sup>	4	28,947	33,947	—	—
Venture capital	14	37,416	36,919	—	—
Other commercial	19	14,399	14,027	—	—
Consumer	3	673	673	—	—
Total	60	\$ 101,878	\$ 90,373	—	\$ —
<b>Year Ended December 31, 2017</b>					
Real estate mortgage:					
Commercial	5	\$ 2,527	\$ 2,463	—	\$ —
Income producing and other residential	8	1,328	489	—	—
Real estate construction and land:					
Residential	1	362	—	—	—
Commercial:					
Asset-based	5	4,219	4,219	—	—
Venture capital	11	29,733	29,733	—	—
Other commercial	19	31,471	22,236	1	1
Consumer	1	97	97	—	—
Total	50	\$ 69,737	\$ 59,237	1	\$ 1
<b>Year Ended December 31, 2016</b>					
Real estate mortgage:					
Commercial	12	\$ 13,833	\$ 6,099	—	\$ —
Income producing and other residential	10	7,091	6,439	2	5,000
Real estate construction and land:					
Commercial	1	1,245	1,245	—	—
Commercial:					
Asset-based	7	44,196	42,572	2	1,502
Other commercial	19	32,946	32,946	—	—
Consumer	5	850	142	—	—
Total	54	\$ 100,161	\$ 89,443	4	\$ 6,502

(1) The population of defaulted TDRs for the period indicated includes only those loans restructured during the preceding 12-month period. For example, for the year ended December 31, 2018, the population of defaulted TDRs includes only those loans restructured after December 31, 2017. The table excludes defaulted TDRs in those classes for which the recorded investment was zero at the end of the period.

(2) One commercial asset-based loan with a pre-modification balance of \$27.3 million and a post-modification balance of \$32.3 million was previously restructured in December 2017.

(3) Represents the balance at December 31, 2018, and there were no charge-offs.

(4) Represents the balance at December 31, 2017, and is net of charge-offs of \$68,000.

(5) Represents the balance at December 31, 2016, and there were no charge-offs.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***Allowance for Loan and Lease Losses***

The following tables present a summary of the activity in the allowance for loan and lease losses on loans and leases held for investment by loan portfolio segment for the years indicated:

	Year Ended December 31, 2018				
	Real Estate Mortgage	Real Estate Construction and Land	Commercial	Consumer	Total
	<i>(In thousands)</i>				
<b>Allowance for Loan and lease losses:</b>					
Balance, beginning of year <sup>(1)</sup>	\$ 40,051	\$ 13,055	\$ 84,022	\$ 2,328	\$ 139,456
Charge-offs	(8,190)	—	(50,481)	(371)	(59,042)
Recoveries	2,350	195	12,566	173	15,284
Net (charge-offs) recoveries	(5,840)	195	(37,915)	(198)	(43,758)
Provision (negative provision)	11,810	14,959	10,253	(248)	36,774
Balance, end of year	<u>\$ 46,021</u>	<u>\$ 28,209</u>	<u>\$ 56,360</u>	<u>\$ 1,882</u>	<u>\$ 132,472</u>
<b>Ending Allowance by Impairment Methodology:</b>					
Individually evaluated for impairment	<u>\$ 417</u>	<u>\$ —</u>	<u>\$ 3,614</u>	<u>\$ —</u>	<u>\$ 4,031</u>
Collectively evaluated for impairment	<u>\$ 45,604</u>	<u>\$ 28,209</u>	<u>\$ 52,746</u>	<u>\$ 1,882</u>	<u>\$ 128,441</u>
<b>Ending Loans and Leases by Impairment Methodology:</b>					
Individually evaluated for impairment	\$ 26,473	\$ 5,862	\$ 59,288	\$ 444	\$ 92,067
Collectively evaluated for impairment	7,891,668	2,227,794	7,345,307	400,877	17,865,646
Ending balance	<u>\$ 7,918,141</u>	<u>\$ 2,233,656</u>	<u>\$ 7,404,595</u>	<u>\$ 401,321</u>	<u>\$ 17,957,713</u>

(1) The allowance for loan losses related to PCI loans of \$6.4 million as of December 31, 2017 is reflected in the beginning balance of the allowance for loan and lease losses for the year ended December 31, 2018.



**PACWEST BANCORP AND SUBSIDIARIES**  
Notes to Consolidated Financial Statements

Year Ended December 31, 2017

	Real Estate Mortgage	Real Estate Construction and Land	Commercial	Consumer	Total Non-PCI	Total PCI	Total
<i>(In thousands)</i>							
<b>Allowance for Loan and Lease Losses:</b>							
Balance, beginning of year	\$ 37,765	\$ 10,045	\$ 93,853	\$ 2,092	\$ 143,755	\$ 13,483	\$ 157,238
Charge-offs	(2,410)	—	(70,709)	(1,023)	(74,142)	(6,154)	(80,296)
Recoveries	1,209	429	9,415	132	11,185	363	11,548
Net (charge-offs) recoveries	(1,201)	429	(61,294)	(891)	(62,957)	(5,791)	(68,748)
Provision (negative provision)	(1,583)	2,581	50,167	1,049	52,214	(1,248)	50,966
Balance, end of year	<u>\$ 34,981</u>	<u>\$ 13,055</u>	<u>\$ 82,726</u>	<u>\$ 2,250</u>	<u>\$ 133,012</u>	<u>\$ 6,444</u>	<u>\$ 139,456</u>

**Ending Allowance by  
Impairment Methodology:**

Individually evaluated for  
impairment

\$ 970	\$ —	\$ 12,635	\$ 16	\$ 13,621
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Collectively evaluated for  
impairment

\$ 34,011	\$ 13,055	\$ 70,091	\$ 2,234	\$ 119,391
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Acquired loans with  
deteriorated credit quality

\$ 6,444
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**Ending Loans and Leases by**

**Impairment Methodology:**

Individually evaluated for  
impairment

\$ 115,319	\$ 5,690	\$ 89,626	\$ 100	\$ 210,735
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Collectively evaluated for  
impairment

7,683,672	1,585,539	7,025,294	409,467	16,703,972
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Acquired loans with  
deteriorated credit quality

\$ 58,036
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Ending balance

<u>\$ 7,798,991</u>	<u>\$ 1,591,229</u>	<u>\$ 7,114,920</u>	<u>\$ 409,567</u>	<u>\$ 16,914,707</u>	<u>\$ 58,036</u>	<u>\$ 16,972,743</u>
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**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Allowance for Credit Losses**

The allowance for credit losses is the combination of the allowance for loan and lease losses and the reserve for unfunded loan commitments. The reserve for unfunded loan commitments is included within "Accrued interest payable and other liabilities" on the consolidated balance sheets. The following tables present a summary of the activity in the allowance for loan and lease losses and reserve for unfunded loan commitments for the years indicated:

	<b>Year Ended December 31, 2018</b>		
	<b>Allowance for Loan and Lease Losses</b>	<b>Reserve for Unfunded Loan Commitments</b>	<b>Total Allowance for Credit Losses</b>
	<i>(In thousands)</i>		
Balance, beginning of period <sup>(1)</sup>	\$ 139,456	\$ 28,635	\$ 168,091
Charge-offs	(59,042)	—	(59,042)
Recoveries	15,284	—	15,284
Net charge-offs	(43,758)	—	(43,758)
Provision	36,774	8,226	45,000
Balance, end of period	<u>\$ 132,472</u>	<u>\$ 36,861</u>	<u>\$ 169,333</u>

(1) The allowance for loan losses related to PCI loans of \$6.4 million as of December 31, 2017 is reflected in the beginning balance of the allowance for loan and lease losses for the year ended December 31, 2018.

	<b>Year Ended December 31, 2017</b>				
	<b>Non-PCI</b>		<b>Allowance for Credit Losses</b>	<b>PCI</b>	<b>Total Allowance for Credit Losses</b>
	<b>Allowance for Loan and Lease Losses</b>	<b>Reserve for Unfunded Loan Commitments</b>		<b>Allowance for Loan Losses</b>	
	<i>(In thousands)</i>				
Balance, beginning of period	\$ 143,755	\$ 17,523	\$ 161,278	\$ 13,483	\$ 174,761
Charge-offs	(74,142)	—	(74,142)	(6,154)	(80,296)
Recoveries	11,185	—	11,185	363	11,548
Net charge-offs	(62,957)	—	(62,957)	(5,791)	(68,748)
Provision (negative provision)	52,214	6,786	59,000	(1,248)	57,752
Fair value of acquired reserve for unfunded loan commitments	—	4,326	4,326	—	4,326
Balance, end of period	<u>\$ 133,012</u>	<u>\$ 28,635</u>	<u>\$ 161,647</u>	<u>\$ 6,444</u>	<u>\$ 168,091</u>

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 7. FORECLOSED ASSETS**

The following table summarizes foreclosed assets as of the dates indicated:

<u>Property Type</u>	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
	<i>(In thousands)</i>	
Construction and land development	\$ 219	\$ 219
Multi-family	1,059	—
Single-family residence	953	1,019
Commercial real estate	2,004	64
Total other real estate owned, net	4,235	1,302
Other foreclosed assets	1,064	27
Total foreclosed assets, net	<u>\$ 5,299</u>	<u>\$ 1,329</u>

The following table presents the changes in foreclosed assets, net of the valuation allowance, for the years indicated:

<u>Foreclosed Assets</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
	<i>(In thousands)</i>		
Balance, beginning of year	\$ 1,329	\$ 12,976	\$ 22,120
Transfers to foreclosed assets from loans	16,914	580	781
Other additions	—	1,385	—
Provision for losses	(74)	(2,138)	(2,576)
Reductions related to sales	(12,870)	(11,474)	(7,349)
Balance, end of year	<u>\$ 5,299</u>	<u>\$ 1,329</u>	<u>\$ 12,976</u>

The following table presents the changes in the foreclosed assets valuation allowance for the years indicated:

<u>Foreclosed Assets Valuation Allowance</u>	<u>Year Ended December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
	<i>(In thousands)</i>		
Balance, beginning of year	\$ 14	\$ 12,696	\$ 10,246
Provision for losses	74	2,138	2,576
Reductions related to sales	—	(14,820)	(126)
Balance, end of year	<u>\$ 88</u>	<u>\$ 14</u>	<u>\$ 12,696</u>

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 8. PREMISES AND EQUIPMENT, NET**

The following table presents the components of premises and equipment as of the dates indicated:

	December 31,	
	2018	2017
	<i>(In thousands)</i>	
Land	\$ 1,243	\$ 1,243
Buildings	8,309	8,154
Furniture, fixtures and equipment	45,204	43,250
Leasehold improvements	50,214	42,521
Premises and equipment, gross	104,970	95,168
Less: accumulated depreciation and amortization	(70,309)	(63,316)
Premises and equipment, net	\$ 34,661	\$ 31,852

Depreciation and amortization expense was \$9.4 million, \$7.6 million, and \$8.2 million for the years ended December 31, 2018, 2017, and 2016.

We have obligations under a number of noncancelable operating leases for premises and equipment. The following table presents future minimum rental payments under noncancelable operating leases as of the date indicated:

	December 31, 2018
	<i>(In thousands)</i>
Estimated Lease Payments for Year Ending December 31,	
2019	\$ 32,845
2020	30,267
2021	26,852
2022	20,862
2023	17,745
2024 and thereafter	29,923
Total	\$ 158,494

Total gross rental expense for the years ended December 31, 2018, 2017, and 2016, was \$34.3 million, \$31.7 million, and \$30.0 million. Most of the leases provide that the Company pays maintenance, insurance and certain other operating expenses applicable to the leased premises in addition to the monthly rental payments.

Total rental income for the years ended December 31, 2018, 2017, and 2016, was \$553,000, \$481,000, and \$500,000. As of December 31, 2018, the future minimum rental payments to be received under noncancelable subleases were \$17.4 million through September 2025.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 9. OTHER ASSETS**

The following table presents the detail of our other assets as of the dates indicated:

<u>Other Assets</u>	<u>December 31,</u>	
	<u>2018</u>	<u>2017</u>
	<i>(In thousands)</i>	
Cash surrender value of BOLI	\$ 194,897	\$ 193,917
Interest receivable	88,754	82,935
LIHTC investments	59,507	39,235
CRA investments <sup>(1)</sup>	59,062	49,432
Taxes receivable	39,096	98,998
Prepaid expenses	18,006	17,800
Equity investments without readily determinable fair values	14,758	14,856
Equity investments with readily determinable fair values	4,891	—
Equity warrants	4,793	5,161
Other receivables/assets	39,132	38,389
<b>Total other assets</b>	<b>\$ 522,896</b>	<b>\$ 540,723</b>

(1) Includes equity investments without readily determinable fair values of \$12.5 million and \$8.2 million at December 31, 2018 and 2017.

The Company has purchased life insurance policies on certain employees and has also acquired life insurance policies through acquisitions. BOLI is recorded at the amount that can be realized under the insurance contract, which is the cash surrender value. The increase in the cash surrender value each period and the receipt of death benefit proceeds are recorded to "Noninterest income - other."

The Company makes various investments for CRA investment purposes including, but not limited to, CRA-related loan pool investments, CRA-related equity investments and investments in LIHTC partnerships. The loan pool and other CRA equity investments primarily consist of investments in partnerships which provide affordable housing and participations in loan pools which provide low-cost loans to low and moderate income applicants.

The Company invests as a limited partner in LIHTC partnerships that operate qualified affordable housing projects and generate tax benefits for investors, including federal low income housing tax credits. The partnerships are deemed to be VIEs because they do not have sufficient equity investment at risk and are structured with non-substantive voting rights; however, we are not the primary beneficiary of the VIEs and do not consolidate them. We amortize the investment in proportion to the allocated tax benefits using the proportional amortization method of accounting and record such benefits net of investment amortization in income tax expense.

The Company's equity investments without readily determinable fair values include investments in privately held companies and limited partnerships as well as investments in entities from which we issued trust preferred securities. On January 1, 2018, we adopted ASU 2016-01 and ASU 2018-03 which changed the way we account for equity investments without readily determinable fair values previously accounted for using the cost method. Upon adoption, we have elected to measure our equity investments without readily determinable fair values using the measurement alternative. The Company reclassified \$1.2 million of equity securities without readily determinable fair values previously included in securities available-for-sale to other assets on our condensed consolidated balance sheet in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated. Carrying values of these investments are adjusted to fair value upon observable transactions for identical or similar investments of the same issuer. During the year ended December 31, 2018, we sold a portion of one of our equity investments without a readily determinable fair value for an amount in excess of its basis, and consequently increased by \$286,000 the remaining carrying value of this investment at December 31, 2018. During the year ended December 31, 2018, we recorded impairment of \$278,000 in the aggregate on five of our CRA equity investments without readily determinable fair values. Beginning January 1, 2018, unrealized and realized gains and losses on equity investments without readily determinable fair values are recorded in "Noninterest income - other."

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

The Company's equity investments with readily determinable fair values include investments in public companies, often from the exercise of warrants, and publicly-traded mutual funds. The Company reclassified \$5.9 million of equity securities with readily determinable fair values previously included in securities available-for-sale to other assets on the condensed consolidated balance sheet in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated. Beginning January 1, 2018, unrealized and realized gains and losses on equity investments with readily determinable fair values are recorded in "Noninterest income - other."

**NOTE 10. DEPOSITS**

The following table presents the components of interest-bearing deposits as of the dates indicated:

<b>Deposit Category</b>	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
	<i>(In thousands)</i>	
Interest checking deposits	\$ 2,972,357	\$ 2,711,250
Money market deposits	5,432,169	4,890,567
Savings deposits	571,422	690,353
Time deposits \$250,000 and under	1,593,453	1,709,980
Time deposits over \$250,000	412,185	355,342
Total interest-bearing deposits	<u>\$ 10,981,586</u>	<u>\$ 10,357,492</u>

Brokered time deposits totaled \$729.4 million and \$732.2 million at December 31, 2018 and 2017. Brokered non-maturity deposits totaled \$518.2 million and \$835.6 million at December 31, 2018 and 2017.

The following table summarizes the maturities of time deposits as of the date indicated:

<b>December 31, 2018</b>	<b>Time Deposits</b>		
	<b>\$250,000 and Under</b>	<b>Over \$250,000</b>	<b>Total</b>
	<i>(In thousands)</i>		
<b>Year of Maturity:</b>			
2019	\$ 1,502,100	\$ 393,110	\$ 1,895,210
2020	67,885	16,630	84,515
2021	15,450	1,651	17,101
2022	5,931	794	6,725
2023	2,087	—	2,087
Total	<u>\$ 1,593,453</u>	<u>\$ 412,185</u>	<u>\$ 2,005,638</u>

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 11. BORROWINGS AND SUBORDINATED DEBENTURES**

***Borrowings***

The following table summarizes our borrowings as of the dates indicated:

<b>Borrowing Type</b>	<b>December 31, 2018</b>		<b>December 31, 2017</b>	
	<b>Amount</b>	<b>Weighted Average Rate</b>	<b>Amount</b>	<b>Weighted Average Rate</b>
	<i>(Dollars in thousands)</i>			
Non-recourse debt	\$ 114	7.50%	\$ 342	6.87%
FHLB secured advances	1,040,000	2.56%	332,000	1.41%
FHLB unsecured overnight advance	141,000	2.53%	135,000	1.34%
AFX borrowings	190,000	2.56%	—	—%
Total borrowings	\$ 1,371,114	2.56%	\$ 467,342	1.39%

The non-recourse debt represents the payment stream of certain equipment leases sold to third parties. The debt is secured by the equipment in the leases and all interest rates are fixed. As of December 31, 2018, this debt had a weighted average remaining maturity of 1.0 year.

The Bank has established secured and unsecured lines of credit under which it may borrow funds from time to time on a term or overnight basis from the FHLB, the FRBSF, and other financial institutions.

*FHLB Secured Line of Credit.* The Bank had secured borrowing capacity with the FHLB of \$3.7 billion as of December 31, 2018, collateralized by a blanket lien on \$5.4 billion of qualifying loans. As of December 31, 2018, the balance outstanding was a \$1.0 billion overnight advance. As of December 31, 2017, the balance outstanding was a \$332.0 million overnight advance.

*FRBSF Secured Line of Credit.* The Bank had secured borrowing capacity with the FRBSF of \$2.0 billion as of December 31, 2018, collateralized by liens on \$2.7 billion of qualifying loans. As of December 31, 2018 and 2017, there were no balances outstanding.

*FHLB Unsecured Line of Credit.* As of December 31, 2018, the Bank had a \$141.0 million unsecured line of credit with the FHLB for the borrowing of overnight funds, of which \$141.0 million was outstanding. As of December 31, 2017, the balance outstanding was \$135.0 million.

*Federal Funds Arrangements with Commercial Banks.* As of December 31, 2018, the Bank had unsecured lines of credit of \$180.0 million in the aggregate with several correspondent banks for the borrowing of overnight funds, subject to availability of funds. These lines are renewable annually and have no unused commitment fees. As of December 31, 2018 and 2017, there were no balances outstanding. The Bank is a member of the AFX, through which it may either borrow or lend funds on an overnight or short-term basis with a group of pre-approved commercial banks. The availability of funds changes daily. As of December 31, 2018, the balance outstanding was \$190.0 million, which consisted of a \$190.0 million overnight borrowing. As of December 31, 2017, there was no balance outstanding.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**Subordinated Debentures**

The following table summarizes the terms of each issuance of subordinated debentures outstanding as of the dates indicated:

<u>Series</u>	<u>December 31, 2018</u>		<u>December 31, 2017</u>		<u>Issue Date</u>	<u>Maturity Date</u>	<u>Rate Index (Quarterly Reset)</u>
	<u>Amount</u>	<u>Rate</u>	<u>Amount</u>	<u>Rate</u>			
	<i>(Dollars in thousands)</i>						
Trust V	\$ 10,310	5.89%	\$ 10,310	4.70%	8/15/2003	9/17/2033	3-month LIBOR + 3.10
Trust VI	10,310	5.84%	10,310	4.64%	9/3/2003	9/15/2033	3-month LIBOR + 3.05
Trust CII	5,155	5.74%	5,155	4.55%	9/17/2003	9/17/2033	3-month LIBOR + 2.95
Trust VII	61,856	5.27%	61,856	4.13%	2/5/2004	4/23/2034	3-month LIBOR + 2.75
Trust CIII	20,619	4.48%	20,619	3.28%	8/15/2005	9/15/2035	3-month LIBOR + 1.69
Trust FCCI	16,495	4.39%	16,495	3.19%	1/25/2007	3/15/2037	3-month LIBOR + 1.60
Trust FCBI	10,310	4.34%	10,310	3.14%	9/30/2005	12/15/2035	3-month LIBOR + 1.55
Trust CS 2005-1	82,475	4.74%	82,475	3.54%	11/21/2005	12/15/2035	3-month LIBOR + 1.95
Trust CS 2005-2	128,866	4.47%	128,866	3.33%	12/14/2005	1/30/2036	3-month LIBOR + 1.95
Trust CS 2006-1	51,545	4.47%	51,545	3.33%	2/22/2006	4/30/2036	3-month LIBOR + 1.95
Trust CS 2006-2	51,550	4.47%	51,550	3.33%	9/27/2006	10/30/2036	3-month LIBOR + 1.95
Trust CS 2006-3 <sup>(1)</sup>	29,556	1.73%	30,986	1.72%	9/29/2006	10/30/2036	3-month EURIBOR + 2.05
Trust CS 2006-4	16,470	4.47%	16,470	3.33%	12/5/2006	1/30/2037	3-month LIBOR + 1.95
Trust CS 2006-5	6,650	4.47%	6,650	3.33%	12/19/2006	1/30/2037	3-month LIBOR + 1.95
Trust CS 2007-2	39,177	4.47%	39,177	3.33%	6/13/2007	7/30/2037	3-month LIBOR + 1.95
Trust I <sup>(2)</sup>	—	—%	6,186	3.64%	12/10/2004	3/15/2035	3-month LIBOR + 2.05
Trust II <sup>(2)</sup>	—	—%	3,093	3.34%	12/23/2005	3/15/2036	3-month LIBOR + 1.75
Trust III <sup>(2)</sup>	—	—%	3,093	3.44%	6/30/2006	9/18/2036	3-month LIBOR + 1.85
Gross subordinated debentures	541,344	4.51%	555,146	3.42%			
Unamortized discount <sup>(3)</sup>	(87,498)		(92,709)				
Net subordinated debentures	<u>\$ 453,846</u>		<u>\$ 462,437</u>				

(1) Denomination is in Euros with a value of €25.8 million.

(2) Acquired in the CUB acquisition on October 20, 2017 and redeemed in the first quarter of 2018.

(3) Amount represents the fair value adjustment on trust preferred securities assumed in acquisitions.

Interest payments made by the Company on subordinated debentures are considered dividend payments under FRB regulations. Bank holding companies, such as PacWest, are required to notify the FRB prior to declaring and paying a dividend to stockholders during any period in which quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements.



**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 12. COMMITMENTS AND CONTINGENCIES**

The following table presents a summary of commitments described below as of the dates indicated:

	December 31,	
	2018	2017
	<i>(In thousands)</i>	
Loan commitments to extend credit	\$ 7,528,248	\$ 6,234,061
Standby letters of credit	364,210	320,063
Commitments to contribute capital to low income housing project partnerships and small business investment companies	101,991	62,553
Commitments to contribute capital to private equity funds	50	2,541
<b>Total</b>	<b>\$ 7,994,499</b>	<b>\$ 6,619,218</b>

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement that the Company has in particular classes of financial instruments.

Commitments to extend credit are contractual agreements to lend to our customers when customers are in compliance with their contractual credit agreements and when customers have contractual availability to borrow under such agreements. 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.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. We provide standby letters of credit in conjunction with some of our lending arrangements and property lease obligations. Most guarantees expire within one year from the date of issuance. If a borrower defaults on its commitments subject to any letter of credit issued under these arrangements, we would be required to meet the borrower's financial obligation but would seek repayment of that financial obligation from the borrower. In some cases, borrowers have pledged cash and investment securities as collateral with us under these arrangements.

In addition, we invest in low income housing project partnerships, which provide income tax credits, and in small business investment companies that call for capital contributions up to an amount specified in the partnership agreements. As of December 31, 2018 and 2017, we had commitments to contribute capital to these entities totaling \$102.0 million and \$62.6 million. We also had commitments to contribute up to an additional \$50,000 and \$2.5 million to private equity funds at December 31, 2018 and 2017.

***Legal Matters***

In the ordinary course of our business, we are party to various legal actions, which we believe are incidental to the operation of our business. The outcome of such legal actions and the timing of ultimate resolution are inherently difficult to predict. In the opinion of management, based upon information currently available to us, any resulting liability, in addition to amounts already accrued, and taking into consideration insurance which may be applicable, would not have a material adverse effect on the Company's financial statements or operations.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 13. FAIR VALUE MEASUREMENTS**

ASC Topic 820, “Fair Value Measurement,” defines fair value, establishes a framework for measuring fair value including a three-level valuation hierarchy, and expands disclosures about fair value measurements. Fair value is defined as the exchange 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 reflecting assumptions that a market participant would use when pricing an asset or liability. The hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Observable inputs other than Level 1, including quoted prices for similar assets and liabilities in active markets, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data, either directly or indirectly, for substantially the full term of the financial instrument. This category generally includes municipal securities, agency residential and commercial MBS, collateralized loan obligations, registered publicly rated private label CMOs, corporate debt securities, SBA securities, and asset-backed securitizations.
- Level 3: Inputs to a valuation methodology that are unobservable, supported by little or no market activity, and significant to the fair value measurement. These valuation methodologies generally include pricing models, discounted cash flow models, or a determination of fair value that requires significant management judgment or estimation. This category also includes observable inputs from a pricing service not corroborated by observable market data, and includes our non-rated private label CMOs, non-rated private label asset-backed securities, and equity warrants.

We use fair value to measure certain assets and liabilities on a recurring basis, primarily securities available-for-sale and derivatives. For assets measured at the lower of cost or fair value, the fair value measurement criteria may or may not be met during a reporting period and such measurements are therefore considered “nonrecurring” for purposes of disclosing our fair value measurements. Fair value is used on a nonrecurring basis to adjust carrying values for impaired loans and other real estate owned and also to record impairment on certain assets, such as goodwill, CDI, and other long-lived assets.

The following tables present information on the assets measured and recorded at fair value on a recurring basis as of the dates indicated:

<u>Measured on a Recurring Basis</u>	<b>Fair Value Measurements as of</b>			
	<b>December 31, 2018</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<i>(In thousands)</i>			
Securities available-for-sale:				
Residential MBS and CMOs:				
Agency MBS	\$ 281,088	\$ —	\$ 281,088	\$ —
Agency CMOs	632,850	—	632,850	—
Private label CMOs	101,205	—	93,917	7,288
Municipal securities	1,312,194	—	1,312,194	—
Agency commercial MBS	1,112,704	—	1,112,704	—
U.S. Treasury securities	403,405	403,405	—	—
Asset-backed securities	81,385	—	41,440	39,945
SBA securities	67,047	—	67,047	—
Corporate debt securities	17,553	—	17,553	—
Total securities available-for-sale	4,009,431	403,405	3,558,793	47,233
Equity warrants	4,793	—	—	4,793
Other derivative assets	3,292	—	3,292	—
Equity investments with readily determinable fair values	4,891	4,891	—	—
Total recurring assets	\$ 4,022,407	\$ 408,296	\$ 3,562,085	\$ 52,026
Derivative liabilities	\$ 142	\$ —	\$ 142	\$ —

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

<u>Measured on a Recurring Basis</u>	Fair Value Measurements as of December 31, 2017			
	Total	Level 1	Level 2	Level 3
	<i>(In thousands)</i>			
Securities available-for-sale:				
Residential MBS and CMOs:				
Agency MBS	\$ 246,274	\$ —	\$ 246,274	\$ —
Agency CMOs	275,709	—	275,709	—
Private label CMOs	125,987	—	103,113	22,874
Municipal securities	1,680,068	—	1,680,068	—
Agency commercial MBS	1,163,969	—	1,163,969	—
SBA securities	160,334	—	160,334	—
Asset-backed securities	88,710	—	46,601	42,109
Corporate debt securities	19,295	—	19,295	—
Collateralized loan obligations	7,015	—	7,015	—
Equity investments <sup>(1)</sup>	7,070	5,922	1,148	—
Total securities available-for-sale	3,774,431	5,922	3,703,526	64,983
Equity warrants	5,161	—	—	5,161
Other derivative assets	1,873	—	1,873	—
Total recurring assets	\$ 3,781,465	\$ 5,922	\$ 3,705,399	\$ 70,144
Derivative liabilities	\$ 1,379	\$ —	\$ 1,379	\$ —

(1) In connection with our adoption of ASU 2016-01 and ASU 2018-03 on January 1, 2018, we reclassified \$7.1 million of equity investments from securities available-for-sale to other assets in the first quarter of 2018. The reclassification was applied prospectively without prior period amounts being restated.

During the year ended December 31, 2018, there was a \$0.1 million transfer from Level 3 equity warrants to Level 1 equity investments with readily determinable fair values measured on a recurring basis. During the year ended December 31, 2017, there was a \$0.6 million transfer of private label CMOs from Level 2 to Level 3, a \$21.2 million transfer private label CMOs from Level 3 to Level 2, and a \$1.2 million transfer from Level 3 equity warrants to Level 1 securities available-for sale for assets measured on a recurring basis.

The following table presents information about the quantitative inputs and assumptions used to determine the fair values provided by our third party pricing service for our Level 3 private label CMOs and asset-backed securities available-for-sale measured at fair value on a recurring basis as of the date indicated:

<u>Unobservable Inputs</u>	December 31, 2018			
	Private Label CMOs	Asset-Backed Securities		
	Range of Inputs	Weighted Average Input	Input or Range of Inputs	Weighted Average Input
Voluntary annual prepayment speeds	6.1% - 31.1%	10.2%	12% - 15%	6.9%
Annual default rates <sup>(1)</sup>	0.6% - 82.0%	1.9%	2%	2.0%
Loss severity rates <sup>(1)</sup>	5.3% - 135.2%	53.0%	60%	60.0%
Discount rates	2.4% - 9.7%	6.4%	3.2% - 5.2%	2.1%

(1) The annual default rates and loss severity rates were the same for all of the asset-backed securities.

**PACWEST BANCORP AND SUBSIDIARIES**  
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The following table presents information about the quantitative inputs and assumptions used in the modified Black-Scholes option pricing model to determine the fair value for our Level 3 equity warrants measured at fair value on a recurring basis as of the date indicated:

	<b>December 31, 2018</b>
	<b>Equity Warrants</b>
<b>Unobservable Inputs</b>	<b>Weighted Average Input</b>
Volatility	16.6%
Risk-free interest rate	2.5%
Remaining life assumption (in years)	3.5

The following table summarizes activity for our Level 3 private label CMOs measured at fair value on a recurring basis for the years indicated:

<b>Level 3 Private Label CMOs</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Balance, beginning of year	\$ 22,874	\$ 56,902	\$ 81,241
Total included in earnings	1,737	2,256	1,636
Total unrealized loss in comprehensive income	(1,146)	(742)	(1,648)
Sales	(4,880)	(4,732)	—
Transfer from Level 2	—	574	—
Transfers to Level 2	—	(21,165)	—
Net settlements	(11,297)	(10,219)	(24,327)
Balance, end of year	<u>\$ 7,288</u>	<u>\$ 22,874</u>	<u>\$ 56,902</u>

The following table summarizes activity for our Level 3 asset-backed securities measured at fair value on a recurring basis for the years indicated:

<b>Level 3 Asset-Backed Securities</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Balance, beginning of year	\$ 42,109	\$ 8,373	\$ 18,200
Total included in earnings	(32)	367	96
Total unrealized gain (loss) in comprehensive income	495	(937)	94
Purchases	15,158	42,910	—
Net settlements	(17,785)	(8,604)	(10,017)
Balance, end of year	<u>\$ 39,945</u>	<u>\$ 42,109</u>	<u>\$ 8,373</u>

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The following table summarizes activity for our Level 3 equity warrants measured at fair value on a recurring basis for the years indicated:

<b>Level 3 Equity Warrants</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Balance, beginning of year	\$ 5,161	\$ 5,497	\$ 4,9
Total included in earnings	7,478	2,532	1,4
Exercises <sup>(1)</sup>	(8,589)	(3,093)	(1,8)
Issuances	821	1,407	1,9
Transfers to Level 1 (equity investments with readily determinable fair values)	(78)	(1,182)	(8)
Balance, end of year	<u>\$ 4,793</u>	<u>\$ 5,161</u>	<u>\$ 5,4</u>

(1) Upon exercise, warrants become equity securities in public companies. These are often subject to lock-up restrictions that must be met before the equity security can be sold, during which time they are reported as equity investments with readily determinable fair values.

The following tables present assets measured at fair value on a non-recurring basis as of the dates indicated:

<b>Measured on a Non-Recurring Basis</b>	<b>Fair Value Measurement as of</b>			
	<b>December 31, 2018</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<i>(In thousands)</i>			
Impaired loans	\$ 24,432	\$ —	\$ 1,800	\$ 22,632
OREO	1,136	—	1,136	—
Total non-recurring	<u>\$ 25,568</u>	<u>\$ —</u>	<u>\$ 2,936</u>	<u>\$ 22,632</u>

<b>Measured on a Non-Recurring Basis</b>	<b>Fair Value Measurement as of</b>			
	<b>December 31, 2017</b>			
	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	<i>(In thousands)</i>			
Impaired Non-PCI loans	\$ 61,095	\$ —	\$ 5,143	\$ 55,952
Loans held for sale	483,563	—	483,563	—
Total non-recurring	<u>\$ 544,658</u>	<u>\$ —</u>	<u>\$ 488,706</u>	<u>\$ 55,952</u>

The following table presents losses recognized on assets measured on a nonrecurring basis for the years indicated:

<b>Loss on Assets Measured on a Non-Recurring Basis</b>	<b>Year Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Impaired loans	\$ 9,198	\$ 20,422	\$ 43,240
Loans held for sale	—	957	—
OREO	74	14	2,576
Total net loss	<u>\$ 9,272</u>	<u>\$ 21,393</u>	<u>\$ 45,816</u>

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The following table presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a nonrecurring basis as of the date indicated:

Asset	December 31, 2018				
	Fair Value	Valuation	Unobservable	Range	Weighted
	(In thousands)	Technique	Inputs		Average
Impaired loans	\$ 11,931	Discounted cash flows	Discount rates	3.75% - 8.00%	6.92%
Impaired loans	5,000	Negotiated discounted payoff from investors			
Impaired loans	5,701	Third party appraisals	No discounts		
Total non-recurring Level 3	<u>\$ 22,632</u>				

ASC Topic 825, “*Financial Instruments*,” requires disclosure of the estimated fair value of certain financial instruments and the methods and significant assumptions used to estimate such fair values. Additionally, certain financial instruments and all nonfinancial instruments are excluded from the applicable disclosure requirements.

On January 1, 2018, we adopted ASU 2016-01 and ASU 2018-03 which requires the use of the exit price notion when measuring the fair values of financial instruments for disclosure purposes. Starting in the first quarter of 2018, we updated our methodology used to estimate the fair value for our loan portfolio to conform to the new requirements.

The following tables present carrying amounts and estimated fair values of certain financial instruments as of the dates indicated:

	December 31, 2018				
	Carrying	Estimated Fair Value			
	Amount	Total	Level 1	Level 2	Level 3
		(In thousands)			
<b>Financial Assets:</b>					
Cash and due from banks	\$ 175,830	\$ 175,830	\$ 175,830	\$ —	\$ —
Interest-earning deposits in financial institutions	209,937	209,937	209,937	—	—
Securities available-for-sale	4,009,431	4,009,431	403,405	3,558,793	47,233
Investment in FHLB stock	32,103	32,103	—	32,103	—
Loans and leases held for investment, net	17,825,241	17,013,860	—	1,800	17,012,060
Equity warrants	4,793	4,793	—	—	4,793
Other derivative assets	3,292	3,292	—	3,292	—
Equity investments with readily determinable fair values	4,891	4,891	4,891	—	—
<b>Financial Liabilities:</b>					
Core deposits	16,346,671	16,346,671	—	16,346,671	—
Non-core non-maturity deposits	518,192	518,192	—	518,192	—
Time deposits	2,005,638	2,017,137	—	2,017,137	—
Borrowings	1,371,114	1,371,114	1,371,000	114	—
Subordinated debentures	453,846	435,251	—	435,251	—
Derivative liabilities	142	142	—	142	—

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	December 31, 2017				
	Carrying Amount	Estimated Fair Value			
		Total	Level 1	Level 2	Level 3
<i>(In thousands)</i>					
<b>Financial Assets:</b>					
Cash and due from banks	\$ 233,215	\$ 233,215	\$ 233,215	\$ —	\$ —
Interest-earning deposits in financial institutions	165,222	165,222	165,222	—	—
Securities available-for-sale	3,774,431	3,774,431	5,922	3,703,526	64,983
Investment in FHLB stock	20,790	20,790	—	20,790	—
Loans held for sale	481,100	483,563	—	483,563	—
Loans and leases held for investment, net	16,833,287	17,023,098	—	5,143	17,017,955
Equity warrants	5,161	5,161	—	—	5,161
Other derivative assets	1,873	1,873	—	1,873	—
<b>Financial Liabilities:</b>					
Core deposits	15,937,012	15,937,012	—	15,937,012	—
Non-core non-maturity deposits	863,202	863,202	—	863,202	—
Time deposits	2,065,322	2,055,104	—	2,055,104	—
Borrowings	467,342	467,342	467,000	342	—
Subordinated debentures	462,437	444,383	—	444,383	—
Derivative liabilities	1,379	1,379	—	1,379	—

The following is a description of the valuation methodologies used to measure our assets recorded at fair value (under ASC Topic 820, “*Fair Value Measurement*”) and for estimating fair value for financial instruments not recorded at fair value (under ASC Topic 825).

**Cash and due from banks.** The carrying amount is assumed to be the fair value because of the liquidity of these instruments.

**Interest-earning deposits in financial institutions.** The carrying amount is assumed to be the fair value given the short-term nature of these deposits.

**Securities available-for-sale.** Securities available-for-sale are measured and carried at fair value on a recurring basis. Unrealized gains and losses on available-for-sale securities are reported as a component of “Accumulated other comprehensive income” in the consolidated balance sheets. See Note 5. **Investment Securities** for further information on unrealized gains and losses on securities available-for-sale.

Fair value for securities categorized as Level 1, which are publicly traded securities, are based on readily available quoted prices. In determining the fair value of the securities categorized as Level 2, we obtain a report from a nationally recognized broker-dealer detailing the fair value of each investment security we hold as of each reporting date. The broker-dealer uses observable market information to value our securities, with the primary source being a nationally recognized pricing service. We review the market prices provided by the broker-dealer for our securities for reasonableness based on our understanding of the marketplace and we consider any credit issues related to the securities. As we have not made any adjustments to the market quotes provided to us and they are based on observable market data, they have been categorized as Level 2 within the fair value hierarchy.

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Our non-rated private label CMOs and non-rated private label asset-backed securities (collectively, “the Level 3 AFS Securities”) were categorized as Level 3 due in part to the inactive market for such securities. There is a wide range of prices quoted for our Level 3 AFS Securities among independent third party pricing services, and this range reflects the significant judgment being exercised over the assumptions and variables that determine the pricing of such securities. We consider this subjectivity relating to our Level 3 AFS Securities to be a significant unobservable input. Our fair value estimate was based on either 1) prices provided to us by a nationally recognized pricing service which we also use to determine the fair value of the majority of our securities portfolio, or 2) pricing estimates we obtained from brokers. We determined the reasonableness of the fair values by reviewing assumptions at the individual security level about prepayment, default expectations, estimated loss severity factors, and discount rates, all of which are not directly observable in the market. Significant changes in default expectations, loss severity factors, or discount rates, which occur all together or in isolation, would result in different fair value measurements.

**FHLB stock.** Investments in FHLB stock are recorded at cost and measured for impairment quarterly. Ownership of FHLB stock is restricted to member banks and the securities do not have a readily determinable market value. Purchases and sales of these securities are at par value with the issuer. The fair value of investments in FHLB stock is equal to the carrying amount.

**Loans and leases.** As loans and leases are not measured at fair value, the following discussion relates to estimating the fair value disclosures under ASC Topic 825. Fair values are estimated for portfolios of loans and leases with similar characteristics. Loans are segregated by type and further segmented into fixed and adjustable rate interest buckets by credit risk categories and by maturity dates. To determine the exit price of a loan or lease, the cash flows are estimated using a model which utilizes credit spreads and illiquidity premiums. The credit spread for a loan is determined by mapping loans' credit risk ratings to an equivalent corporate bond rating. Once the corporate bond rating is assigned, the credit spread is determined using corporate credit curves for corporate bonds that have a similar corporate bond rating and remaining term as the loan being valued. Illiquidity premiums are assigned to individual loans in a similar manner as an illiquidity premium amount is determined for each corporate bond rating. The credit spread above the appropriate rate curve and the illiquidity premium are considered to arrive at the discount rate curve applied to loan cash flows.

**Impaired loans and leases.** Nonaccrual loans and leases and performing troubled debt restructured loans are considered impaired for reporting purposes and are measured and recorded at fair value on a non-recurring basis. Impaired loans and leases with outstanding balances over \$250,000 are reviewed individually for the amount of impairment, if any. Impaired loans and leases with outstanding balances less than or equal to \$250,000 may not be individually assessed for impairment but are assessed with reserves based on the average loss severity on historical impaired loans with similar risk characteristics.

To the extent a loan is collateral dependent, we measure such impaired loan based on the estimated fair value of the underlying collateral. The fair value of each loan's collateral is generally based on estimated market prices from an independently prepared appraisal, which is then adjusted for the cost related to liquidating such collateral; such valuation inputs result in a nonrecurring fair value measurement that is categorized as a Level 2 measurement. The Level 2 measurement is based on appraisals obtained within the last 12 months and for which a charge-off was recognized or a change in the specific valuation allowance was made during the year ended December 31, 2018.

When adjustments are made to an appraised value to reflect various factors such as the age of the appraisal or known changes in the market or the collateral, such valuation inputs are considered unobservable and the fair value measurement is categorized as a Level 3 measurement. The impaired loans categorized as Level 3 also include unsecured loans and other secured loans whose fair values are based significantly on unobservable inputs such as the strength of a guarantor, including an SBA government guarantee, cash flows discounted at the effective loan rate, and management's judgment.

The impaired loan and lease balances shown above as measured on a non-recurring basis represent those nonaccrual and restructured loans for which impairment was recognized during the year ended December 31, 2018. The amounts shown as net losses include the impairment recognized during the year ended December 31, 2018, for the loan and lease balances shown.



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**Loans held for sale.** Loans held for sale are carried at the lower of cost or fair value, with fair value adjustments recorded on a nonrecurring basis. The loans held for sale at December 31, 2017 consisted of cash flow loans, and the fair value of these loans was based on sale agreements which we entered into during the fourth quarter of 2017. Loans held for sale which are under contract for sale are considered Level 2 in the fair value hierarchy.

**OREO.** The fair value of OREO is generally based on the lower of estimated market prices from independently prepared current appraisals or negotiated sales prices with potential buyers, less estimated costs to sell; such valuation inputs result in a fair value measurement that is categorized as a Level 2 measurement on a nonrecurring basis. As a matter of policy, appraisals are required annually and may be updated more frequently as circumstances require in the opinion of management. The Level 2 measurement for OREO is based on appraisals obtained within the last 12 months and for which a write-down was recognized during the year ended December 31, 2018.

When a current appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value as a result of known changes in the market or the collateral and there is no observable market price, such valuation inputs result in a fair value measurement that is categorized as a Level 3 measurement. To the extent a negotiated sales price or reduced listing price represents a significant discount to an observable market price, such valuation input would result in a fair value measurement that is also considered a Level 3 measurement. The OREO losses disclosed are write-downs based on either a recent appraisal obtained after foreclosure or an accepted purchase offer by an independent third party received after foreclosure.

**Equity warrants.** Equity warrants with net settlement terms are received in connection with extending loan commitments to certain of our customers. We estimate the fair value of equity warrants using a Black-Scholes option pricing model to approximate fair market value. For warrants of private companies, the model estimates market value for each warrant based on the most recent equity offering at the time of issuance, the warrant's exercise price, the warrant's expected life, a risk-free interest rate based on a duration-matched U.S. Treasury rate and volatility factors derived from the iShares Russell Microcap index (IWC). For warrants of publicly-traded companies, the model estimates market value for each warrant based on the underlying share price as of the evaluation date, the warrant's exercise price, the warrant's expected life, a risk-free interest rate based on a duration-matched U.S. Treasury rate and uses a company-specific volatility factor. We typically classify our equity warrant derivatives in Level 3 of the fair value hierarchy.

**Equity investments with readily determinable fair values.** Our equity investments with readily determinable fair values include investments in public companies and publicly-traded mutual funds. Equity investments with readily determinable fair values are recorded at fair value with changes in fair value recorded in "Noninterest income - other." During the first quarter of 2018, the Company reclassified \$5.9 million of equity securities with readily determinable fair values previously included in securities available-for-sale to other assets on our consolidated balance sheet. The reclassification was applied prospectively without prior period amounts being restated. Fair value measurements related to these investments are typically classified within Level 1 of the fair value hierarchy.

**Deposits.** Deposits are carried at historical cost. The fair values of deposits with no stated maturity, such as core deposits (defined as noninterest-bearing demand, interest checking, money market, and savings accounts) and non-core non-maturity deposits, are equal to the amount payable on demand as of the balance sheet date and considered Level 2. The fair value of time deposits is based on the discounted value of contractual cash flows and considered Level 2. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. No value has been separately assigned to the Company's long-term relationships with its deposit customers, such as a core deposit intangible.

**Borrowings.** Borrowings include overnight FHLB advances and other fixed-rate term borrowings. Borrowings are carried at amortized cost. The fair value of overnight FHLB advances is equal to the carrying value and considered Level 1. The fair value of fixed-rate borrowings is calculated by discounting scheduled cash flows through the maturity dates or call dates, if applicable, using estimated market discount rates that reflect current rates offered for borrowings with similar remaining maturities and characteristics and are considered Level 2.

**Subordinated debentures.** Subordinated debentures are carried at amortized cost. The fair value of subordinated debentures with variable rates is determined using a market discount rate on the expected cash flows and are considered Level 2.

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**Derivative assets and liabilities.** Derivatives are carried at fair value on a recurring basis and primarily relate to forward exchange contracts which we enter into to manage foreign exchange risk. Our derivatives are principally traded in over-the-counter markets where quoted market prices are not readily available. Instead, the fair value of derivatives is estimated using market observable inputs such as foreign exchange forward rates, interest rate yield curves, volatilities and basis spreads. We also consider counter-party credit risk in valuing our derivatives. We typically classify our foreign exchange derivatives in Level 2 of the fair value hierarchy.

**Commitments to extend credit.** The majority of our commitments to extend credit carry current market interest rates if converted to loans. Because these commitments are generally not assignable by either the borrower or us, they only have value to the borrower and us. The estimated fair value approximates the recorded deferred fee amounts and is excluded from the table above because it is not material.

**Limitations**

Fair value estimates are made at a specific point in time and are based on relevant market information and information about the financial instrument. These estimates do not reflect income taxes or any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a portion of the Company's financial instruments, fair value estimates are based on what management believes to be conservative judgments regarding expected future cash flows, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimated fair values are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Since the fair values have been estimated as of December 31, 2018, the amounts that will actually be realized or paid at settlement or maturity of the instruments could be significantly different.

**NOTE 14. INCOME TAXES**

The following table presents the components of income tax expense for the years indicated:

	Year Ended December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
<b>Current Income Tax Expense:</b>			
Federal	\$ 100,466	\$ 74,769	\$ 101,530
State	69,909	38,933	52,551
Total current income tax expense	170,375	113,702	154,081
<b>Deferred Income Tax Expense:</b>			
Federal	4,746	63,463	55,857
State	(7,143)	19,748	(4,168)
Total deferred income tax expense	(2,397)	83,211	51,689
Total income tax expense	\$ 167,978	\$ 196,913	\$ 205,770

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The following table presents a reconciliation of the recorded income tax expense to the amount of taxes computed by applying the applicable federal statutory income tax rates of 21% for 2018 and 35% for 2017 and 2016 to earnings before income taxes:

	Year Ended December 31,		
	2018	2017	2016
	<i>(In thousands)</i>		
Computed expected income tax expense at federal statutory rate	\$ 132,997	\$ 194,156	\$ 195,278
State tax expense, net of federal tax benefit	45,945	33,729	32,896
Tax-exempt interest benefit	(9,810)	(15,510)	(13,992)
Increase in cash surrender value of life insurance	(1,742)	(1,853)	(1,544)
Low income housing tax credits, net of amortization	(2,025)	(2,054)	(1,439)
Nondeductible employee compensation	2,552	1,781	1,257
Nondeductible acquisition-related expense	71	1,608	—
Nondeductible FDIC premiums	1,664	—	—
Change in unrecognized tax benefits	(169)	1,157	(2,268)
Valuation allowance change	(15,721)	(13,071)	(8,689)
Expired capital loss carryforward	8,097	—	—
Federal rate change	1,859	(1,156)	—
Other, net	4,260	(1,874)	4,271
Recorded income tax expense	<u>\$ 167,978</u>	<u>\$ 196,913</u>	<u>\$ 205,770</u>

The Company recognized \$14.0 million and \$8.4 million of tax credits and other tax benefits associated with its investments in LIHTC partnerships for the years ended December 31, 2018 and 2017. The amount of amortization of such investments reported in income tax expense under the proportional amortization method of accounting was \$11.9 million for 2018 and \$6.3 million for 2017.

We have net operating loss carryforwards for state income tax purposes and federal tax credit carryforwards that can be utilized to offset future taxable income.

We acquired Square 1 on October 6, 2015. As merger consideration, we issued approximately 18.1 million shares of common stock to the Square 1 stockholders. The issuance of these shares caused us to experience an ownership change under Section 382 of the Code. Consequently, the utilization of our net operating loss carryforwards, tax credits, and other tax attributes are subject to an annual limitation. While an annual limitation on the ability to utilize tax attributes resulted from the Square 1 transaction, our ability to utilize these tax attributes over time is not expected to be any less than that prior to the Square 1 transaction.

At December 31, 2018, we had no federal net operating loss carryforwards and approximately \$1.1 billion of unused state net operating loss carryforwards available to be applied against future taxable income. A majority of the state net operating loss carryforwards will expire in varying amounts beginning in 2019 through 2038. A portion of the state net operating loss carryforwards generated after December 31, 2017 will carry forward indefinitely due to the state conformity to the federal net operating loss carryforward provisions as modified by the TCJA.

As of December 31, 2018, for federal tax purposes, we had capital loss carryforwards of \$0.1 million. If not used, these carryforwards will fully expire in 2021.

As of December 31, 2018, for federal tax purposes, we had foreign tax credit carryforwards of \$5.2 million. The foreign tax credit carryforwards are available to offset federal taxes on future foreign source income. If not used, these carryforwards will fully expire in 2021.

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The following table presents the tax effects of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities as of the dates indicated:

	December 31,	
	2018	2017
<i>(In thousands)</i>		
<b>Deferred Tax Assets:</b>		
Book allowance for loan losses in excess of tax specific charge-offs	\$ 58,375	\$ 60,349
Interest on nonaccrual loans	4,389	8,519
Deferred compensation	6,015	6,174
Premises and equipment, principally due to differences in depreciation	4,506	3,789
Foreclosed assets valuation allowance	263	248
State tax benefit	6,570	3,781
Net operating losses	68,026	70,269
Capital loss carryforwards	4,212	14,264
Accrued liabilities	35,750	25,986
Unrealized loss from FDIC-assisted acquisitions	3,559	4,654
Unrealized loss on securities available-for-sale	2,435	—
Tax mark-to-market	—	9,207
Equity investments	4,896	7,549
Goodwill	10,418	15,641
Tax credits	5,237	5,651
Other	4,887	—
Gross deferred tax assets	219,538	236,081
Valuation allowance	(78,407)	(94,120)
Deferred tax assets, net of valuation allowance	141,131	141,961
<b>Deferred Tax Liabilities:</b>		
Core deposit and customer relationship intangibles	15,159	21,529
Deferred loan fees and costs	7,275	9,735
Unrealized gain on securities available-for-sale	—	15,107
FHLB stock	658	744
Tax mark-to-market	1,636	—
Subordinated debentures	23,164	24,518
Operating leases	75,750	65,286
Other	—	7,303
Gross deferred tax liabilities	123,642	144,222
Total net deferred tax asset (liability)	\$ 17,489	\$ (2,261)

Based upon our taxpaying history and estimates of taxable income over the years in which the items giving rise to the deferred tax assets are deductible, management believes it is more likely than not the Company will realize the benefits of these deferred tax assets.

The Company had net income taxes receivable of \$38.9 million and \$98.8 million at December 31, 2018 and December 31, 2017.

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As of December 31, 2018 and 2017, the Company had a valuation allowance of \$78.4 million and \$94.1 million against DTAs. Periodic reviews of the carrying amount of DTAs are made to determine if a valuation allowance is necessary. A valuation allowance is required, based on available evidence, when it is more likely than not that all or a portion of a DTA will not be realized due to the inability to generate sufficient taxable income in the period and/or of the character necessary to utilize the benefit of the DTA. All available evidence, both positive and negative, that may affect the realizability of the DTA is identified and considered in determining the appropriate amount of the valuation allowance. It is more likely than not that these deferred tax assets subject to a valuation allowance will not be realized primarily due to their character and/or the expiration of the carryforward periods.

The net reduction in the total valuation allowance during the year ended December 31, 2018 was \$15.7 million. Of this amount, \$11.6 million consisted principally of adjustments to DTAs for tax attributes that expired in 2018. The DTAs had been subjected to a full valuation allowance because the Company had previously determined that they were more likely than not to be utilized. As a result, the expiration of the tax attributes supporting the \$11.6 million of deferred tax assets had no impact on the Company's effective tax rate for the year ended December 31, 2018. The remaining \$4.1 million reduction in the valuation allowance was primarily due to an increase in the amount of foreign tax credit and capital loss carryforwards that were determined to be more likely than not to be utilized prior to expiration.

The following table summarizes the activity related to the Company's unrecognized tax benefits for the years indicated:

<b>Unrecognized Tax Benefits</b>	<b>Year Ended December 31,</b>	
	<b>2018</b>	<b>2017</b>
	<i>(In thousands)</i>	
Balance, beginning of year	\$ 10,209	\$ 9,985
Increase based on tax positions related to prior years	1,278	5,725
Reductions for tax positions related to prior years	—	(767)
Reductions related to settlements	(684)	(3,795)
Reductions for tax positions as a result of a lapse of the applicable statute of limitations	(1,231)	(939)
Balance, end of year	<u>\$ 9,572</u>	<u>\$ 10,209</u>
Unrecognized tax benefits that would have impacted the effective tax rate if recognized	<u>\$ 5,806</u>	<u>\$ 6,443</u>

Due to the potential for the resolution of federal and state examinations and the expiration of various statutes of limitations, it is reasonably possible that our gross unrecognized tax benefits may decrease within the next twelve months by as much as \$5.3 million.

We recognize interest and penalties related to unrecognized tax benefits as a component of income tax expense. For the year ended December 31, 2018, we recognized \$0.2 million in expense for interest expense and penalties. For the year ended December 31, 2017, we recognized \$0.2 million in expense related to these items. For the year ended December 31, 2016, we reduced our accrual for interest expense and penalties and recognized \$0.6 million in income related to these items. We had \$0.8 million and \$0.5 million accrued for the payment of interest and penalties as of December 31, 2018 and 2017.

We file federal and state income tax returns with the Internal Revenue Service ("IRS") and various state and local jurisdictions and generally remain subject to examinations by these tax jurisdictions for tax years 2011 through 2017. We are currently under examination by the IRS for tax years 2011 through 2012 and certain state jurisdictions for tax years 2012 through 2016.

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**NOTE 15. EARNINGS PER SHARE**

The following table presents the computation of basic and diluted net earnings per share for the years indicated:

	Year Ended December 31,		
	2018	2017	2016
<i>(Dollars in thousands, except per share data)</i>			
<b>Basic Earnings Per Share:</b>			
Net earnings	\$ 465,339	\$ 357,818	\$ 352,166
Less: earnings allocated to unvested restricted stock <sup>(1)</sup>	(5,119)	(4,184)	(3,988)
Net earnings allocated to common shares	\$ 460,220	\$ 353,634	\$ 348,178
Weighted-average basic shares and unvested restricted stock outstanding	125,100	123,060	121,670
Less: weighted-average unvested restricted stock outstanding	(1,460)	(1,447)	(1,431)
Weighted-average basic shares outstanding	123,640	121,613	120,239
Basic earnings per share	\$ 3.72	\$ 2.91	\$ 2.90
<b>Diluted Earnings Per Share:</b>			
Net earnings allocated to common shares	\$ 460,220	\$ 353,634	\$ 348,178
Weighted-average basic shares outstanding	123,640	121,613	120,239
Diluted earnings per share	\$ 3.72	\$ 2.91	\$ 2.90

(1) Represents cash dividends paid to holders of unvested restricted stock, net of forfeitures, plus undistributed earnings amounts available to holders of unvested restricted stock, if any.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 16. REVENUE FROM CONTRACTS WITH CUSTOMERS**

The Company adopted Topic 606 *Revenue from Contracts with Customers* effective as of January 1, 2018 and has applied the guidance to all contracts within the scope of Topic 606 as of that date. Revenue from contracts with customers in the scope of Topic 606 is measured based on the consideration specified in the contract with a customer, and excludes amounts collected on behalf of third parties. The Company recognizes revenue from contracts with customers when it satisfies its performance obligations. The Company's performance obligations are typically satisfied as services are rendered and payment is generally collected at the time services are rendered, or on a monthly, quarterly or annual basis. The Company had no material unsatisfied performance obligations as of December 31, 2018.

In certain cases, other parties are involved with providing products and services to our customers. If the Company is a principal in the transaction (providing goods or services itself), revenues are reported based on the gross consideration received from the customer and any related expenses are reported gross in noninterest expense. If the Company is an agent in the transaction (arranging for another party to provide goods or services), the Company reports its net fee or commission retained as revenue. Rebates, waivers, and reversals are recorded as a reduction of revenue either when the revenue is recognized by the Company or at the time the rebate, waiver, or reversal is earned by the customer.

The Company has elected the following practical expedients: (1) we do not disclose information about remaining performance obligations that have original expected durations of one year or less; and (2) we do not adjust the consideration from customers for the effects of a significant financing component if at contract inception the period between when the Company transfers the goods or services and when the customer pays for that good or service will be one year or less.

*Nature of Goods and Services*

Substantially all of the Company's revenue, such as interest income on loans, investment securities, and interest-earning deposits in financial institutions, is specifically out-of-scope of Topic 606. For the revenue that is in-scope, the following is a description of principal activities, separated by the timing of revenue recognition, from which the Company generates its revenue from contracts with customers:

- *Revenue earned at a point in time.* Examples of revenue earned at a point in time are ATM transaction fees, wire transfer fees, NSF fees, and credit and debit card interchange fees. Revenue is generally derived from transactional information accumulated by our systems and is recognized as revenue immediately as the transactions occur or upon providing the service to complete the customer's transaction. The Company is the principal in each of these contracts with the exception of credit and debit card interchange fees, in which case the Company is acting as the agent and records revenue net of expenses paid to the principal.
- *Revenue earned over time.* The Company earns certain revenue from contracts with customers monthly. Examples of this type of revenue are deposit account service fees, investment management fees, merchant referral services, MasterCard marketing incentives and safe deposit box fees. Account service charges, management fees and referral fees are recognized on a monthly basis while any transaction-based revenue is recorded as the activity occurs. Revenue is primarily based on the number and type of transactions and is generally derived from transactional information accumulated by our systems. Revenue is recorded in the same period as the related transactions occur or services are rendered to the customer.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***Disaggregation of Revenue***

The following table presents interest income and noninterest income, the components of total revenue, as disclosed in the consolidated statements of earnings and the related amounts which are from contracts with customers within the scope of Topic 606. As illustrated here, substantially all of our revenue is specifically excluded from the scope of Topic 606.

	<b>Year Ended December 31, 2018</b>	
	<b>Total Recorded Revenue</b>	<b>Revenue from Contracts with Customers</b>
<b>Total interest income</b>	\$ 1,161,670	\$ —
<b>Noninterest income:</b>		
Service charges on deposit accounts	16,509	16,509
Other commissions and fees	45,543	19,080
Leased equipment income	37,881	—
Gain on sale of loans	4,675	—
Gain on sale of securities	8,176	—
Other income	35,851	1,791
<b>Total noninterest income</b>	<b>148,635</b>	<b>37,380</b>
<b>Total revenue</b>	<b>\$ 1,310,305</b>	<b>\$ 37,380</b>

The following table presents revenue from contracts with customers based on the timing of revenue recognition for the period indicated:

	<b>Year Ended December 31, 2018</b>
	<i>(In thousands)</i>
Products and services transferred at a point in time	\$ 18,681
Products and services transferred over time	18,699
<b>Total revenue from contracts with customers</b>	<b>\$ 37,380</b>

***Contract Balances***

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers:

	<b>December 31, 2018</b>
	<i>(In thousands)</i>
Receivables, which are included in "Other assets"	\$ 1,334
Contract assets, which are included in "Other assets"	\$ —
Contract liabilities, which are included in "Interest payable and other liabilities"	\$ 621

Contract liabilities relate to advance consideration received from customers for which revenue is recognized over the life of the contract. The change in contract liabilities for the year ended December 31, 2018 due to revenue recognized that was included in the contract liability balance at the beginning of the year was \$131,000.



**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 17. STOCK-BASED COMPENSATION**

The Company's 2017 Stock Incentive Plan, or the 2017 Plan, permits stock-based compensation awards to officers, directors, key employees, and consultants. The 2017 Plan authorized grants of stock-based compensation instruments to issue up to 4,000,000 shares of Company common stock. As of December 31, 2018, there were 3,165,020 shares available for grant under the 2017 Plan. Though frozen for new issuances, certain awards issued under the 2003 Stock Incentive Plan, or the 2003 Plan, remain outstanding.

***Restricted Stock***

Restricted stock amortization totaled \$29.1 million, \$24.9 million, and \$22.7 million for the years ended December 31, 2018, 2017, and 2016. Such amounts are included in compensation expense on the accompanying consolidated statements of earnings. The income tax benefit recognized in the consolidated statements of earnings related to this expense was \$7.7 million, \$8.9 million, and \$8.4 million for the years ended December 31, 2018, 2017, and 2016. The amount of unrecognized compensation expense related to all unvested TRSAs and PRSUs as of December 31, 2018 totaled \$50.0 million. Such expense is expected to be recognized over a weighted average period of 1.3 years.

The following table presents a summary of restricted stock transactions during the year ended December 31, 2018:

	TRSAs		PRSUs	
	Number of Shares	Weighted Average Grant Date Fair Value (Per Share)	Number of Units	Weighted Average Grant Date Fair Value (Per Unit)
<b>Year Ended December 31, 2018</b>				
Unvested restricted stock, beginning of year	1,436,120	\$43.47	239,025	\$38.20
Granted	509,265	\$53.69	86,716	\$57.52
Vested	(517,547)	\$42.86	—	\$—
Forfeited	(83,182)	\$45.96	—	\$—
Unvested restricted stock, end of year	1,344,656	\$47.43	325,741	\$43.34

***Time-Based Restricted Stock Awards***

At December 31, 2018, there were 1,344,656 shares of unvested TRSAs outstanding pursuant to the Company's 2003 and 2017 Stock Incentive Plans (the "Plans"). The TRSAs generally vest over a service period of three to four years from the date of the grant or immediately upon death of an employee. TRSA grants are subject to "double-trigger" vesting, meaning that, in the event of a change in control of the Company, as defined in the Plans, and in the event an employee's employment is terminated within 24 months after the change in control by the Company without Cause or by the employee for Good Reason, as defined in the Plans, such awards will vest. Compensation expense related to TRSAs is based on the fair value of the underlying stock on the award date and is recognized over the vesting period using the straight-line method.

The weighted average grant date fair value per share of TRSAs granted during 2018, 2017, and 2016 were \$53.69, \$50.08, and \$36.05. The vesting date fair value of TRSAs that vested during 2018, 2017, and 2016 were \$25.9 million, \$24.9 million, and \$14.4 million.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

***Performance-Based Restricted Stock Units***

At December 31, 2018, there were 325,741 units of unvested PRSUs that have been granted. The PRSUs will vest only if performance goals with respect to certain financial metrics are met over a three-year performance period. The PRSUs are not considered issued and outstanding until they vest. PRSUs are granted and initially expensed based on a target number. The number of shares that will ultimately vest based on actual performance will range from zero to a maximum of either 150% or 200% of target. Compensation expense related to PRSUs is based on the fair value of the underlying stock on the award date and is amortized over the vesting period using the straight-line method unless it is determined that: (1) attainment of the financial metrics is less than probable, in which case a portion of the amortization is suspended, or (2) attainment of the financial metrics is improbable, in which case a portion of the previously recognized amortization is reversed and also suspended. If it is determined that attainment of a financial measure higher than target is probable, the amortization will increase up to 150% or 200% of the target amortization amount. Annual PRSU expense may vary during the three-year performance period based upon changes in management's estimate of the number of shares that may ultimately vest. In the case where the performance target for the PRSU's is based on a market condition (such as total shareholder return), the amortization is neither reversed nor suspended if it is subsequently determined that the attainment of the performance target is less than probable or improbable.

Upon a change in control, each PRSU will (i) be deemed earned at the target level with respect to all open performance periods if the change in control occurs within six months after the grant date, and (ii) be deemed earned at the actual performance level as of the date of the change in control if a change in control occurs more than six months after the grant date, and in both cases, the PRSU will cease to be subject to any further performance conditions, but will be subject to time-based service vesting following the change in control in accordance with the original performance period.

The weighted average grant date fair value per share of PRSUs granted during 2018, 2017, and 2016 was \$57.52, \$57.80 and \$27.32. There were no PRSUs that vested during 2018, 2017, and 2016.

**NOTE 18. BENEFIT PLANS**

***401(K) Plans***

The Company sponsors a defined contribution plan for the benefit of its employees. Participants are eligible to participate immediately as long as they are scheduled to work a minimum of 1,000 hours and are at least 18 years of age. Eligible participants may contribute up to 60% of their annual compensation, not to exceed the dollar limit imposed by the Internal Revenue Code. Employer contributions are determined annually by the Board of Directors in accordance with plan requirements and applicable tax code. Expense related to 401(k) employer matching contributions was \$4.3 million, \$4.0 million and \$3.7 million for the years ended December 31, 2018, 2017, and 2016.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 19. STOCKHOLDERS' EQUITY**

*Common Stock Repurchased*

The Company's common stock repurchased consisted of: (1) restricted stock surrendered as treasury shares and (2) stock purchased under the Company's Stock Repurchase Program and retired.

*Treasury Shares*

As a Delaware corporation, the Company records treasury shares for shares surrendered to the Company resulting from statutory payroll tax obligations arising from the vesting of restricted stock. During the years ended December 31, 2018, 2017, and 2016, the Company purchased 181,642 treasury shares at a weighted average price of \$50.37 per share, 188,870 treasury shares at a weighted average price of \$50.17 per share, and 141,358 treasury shares at a weighted average price of \$37.59 per share.

*Stock Repurchase Program*

The Stock Repurchase Program was initially authorized by PacWest's Board of Directors on October 17, 2016, pursuant to which the Company could, until December 31, 2017, purchase shares of its common stock for an aggregate purchase price not to exceed \$400 million. On November 15, 2017, PacWest's Board of Directors amended the Stock Repurchase Program to reduce the authorized purchase amount to \$150 million and extend the maturity date to December 31, 2018. On February 14, 2018, PacWest's Board of Directors amended the Stock Repurchase Program to increase the authorized purchase amount to \$350 million and extend the maturity date to February 28, 2019.

The common stock repurchases may be effected through open market purchases or in privately negotiated transactions and may utilize any derivative or similar instrument to effect share repurchase transactions (including, without limitation, accelerated share repurchase contracts, equity forward transactions, equity option transactions, equity swap transactions, cap transactions, collar transactions, floor transactions or other similar transactions or any combination of the foregoing transactions).

The amount and exact timing of any repurchases will depend upon market conditions and other factors. The Stock Repurchase Program may be suspended or discontinued at any time. During the year ended December 31, 2018, the Company repurchased 5,849,234 shares for \$306.4 million at a weighted average price of \$52.38 per share. During the year ended December 31, 2017, the Company repurchased 2,081,227 shares for \$99.7 million at a weighted average price of \$47.89 per share. During the year ended December 31, 2016, the Company repurchased 652,835 shares for \$27.9 million at a weighted average price of \$42.78 per share. All shares repurchased under the Stock Repurchase Program were retired upon settlement. At December 31, 2018, the remaining amount that could be used to repurchase shares under the Stock Repurchase Program was \$110.1 million.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 20. DIVIDEND AVAILABILITY AND REGULATORY MATTERS**

Holders of Company common stock may receive dividends declared by the Board of Directors out of funds legally available under DGCL and certain federal laws and regulations governing the banking and financial services business. Our ability to pay dividends to our stockholders is subject to the restrictions set forth in DGCL and certain covenants contained in our subordinated debentures and borrowing agreements. Notification to the FRB is also required prior to our declaring and paying dividends during any period in which our quarterly and/or cumulative twelve-month net earnings are insufficient to fund the dividend amount, among other requirements. Should the FRB object to payment of dividends, we would not be able to make the payment until approval is received or we no longer need to provide notice under applicable regulations.

It is possible, depending upon the financial condition of the Bank and other factors, that the FRB, the FDIC, or the DBO, could assert that payment of dividends or other payments is an unsafe or unsound practice. The Bank is subject to restrictions under certain federal and state laws and regulations governing banks which limit its ability to transfer funds to the holding company through intercompany loans, advances or cash dividends. Dividends paid by California state-chartered banks such as Pacific Western are regulated by the DBO and FDIC under their general supervisory authority as it relates to a bank's capital requirements. The Bank may declare a dividend without the approval of the DBO and FDIC as long as the total dividends declared in a calendar year do not exceed either the retained earnings or the total of net earnings for the three previous fiscal years less any dividend paid during such period. Dividends paid by the Bank during the previous three fiscal years exceeded the Bank's net earnings during that same period by \$28.5 million. During 2018, PacWest received \$684.0 million in dividends from the Bank. Since the Bank had an accumulated deficit of \$643.9 million at December 31, 2018, for the foreseeable future, dividends from the Bank to PacWest will continue to require DBO and FDIC approval.

PacWest, as a bank holding company, is subject to regulation by the FRB under the BHCA. The FDICIA required that the federal regulatory agencies adopt regulations defining capital tiers for banks: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of common equity Tier 1, Tier 1, and total capital to risk-weighted assets ("total capital ratio"), and of Tier I capital to average assets, adjusted for goodwill and other non-qualifying intangible assets and other assets ("leverage ratio"). Common equity Tier 1 capital includes common stockholders' equity less goodwill and certain other deductions (including a portion of servicing assets and the after-tax unrealized net gains and losses on securities available-for-sale). Tier 1 capital includes common equity Tier 1 plus additional Tier 1 capital instruments meeting certain requirements. Total capital includes Tier 1 capital and other items such as subordinated debt and the allowance for credit losses. All three measures are stated as a percentage of risk-weighted assets, which are measured based on their perceived credit risk and include certain off-balance sheet exposures, such as unfunded loan commitments and letters of credit.

Regulatory capital requirements limit the amount of deferred tax assets that may be included when determining the amount of regulatory capital. Deferred tax asset amounts in excess of the calculated limit are disallowed from regulatory capital. At December 31, 2018, such disallowed amounts were \$489,000 for the Company and \$39,000 for the Bank. No assurance can be given that the regulatory capital deferred tax asset limitation will not increase in the future or that the Company or Bank will not have increased deferred tax assets that are disallowed.

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

Banks considered to be “adequately capitalized” are required to maintain a minimum total capital ratio of 8.0%, a minimum Tier 1 capital ratio of 6.0%, a minimum common equity Tier 1 capital ratio of 4.5%, and a minimum leverage ratio of 4.0%. Banks considered to be “well capitalized” must maintain a minimum total capital ratio of 10.0%, a minimum Tier 1 capital ratio of 8.0%, a minimum common equity Tier 1 capital ratio of 6.5%, and a minimum leverage ratio of 5.0%. As of December 31, 2018, the most recent notification date to the regulatory agencies, the Company and the Bank are each “well capitalized” under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Company’s or any of the Bank’s categories.

Management believes, as of December 31, 2018, that the Company and the Bank met all capital adequacy requirements to which we are subject.

Basel III, the comprehensive regulatory capital rules for U.S. banking organizations, requires all banking organizations to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively comprised of common equity tier 1 capital, and it applies to each of the three risk-based capital ratios but not to the leverage ratio. At December 31, 2018, the Company and Bank were in compliance with the capital conservation buffer requirement. Effective January 1, 2019, the capital conservation buffer increased by 0.625% to its fully phased-in 2.5%, such that the common equity tier 1, tier 1 and total capital ratio minimums inclusive of the capital conservation buffer were 7.0%, 8.5%, and 10.5%.

The following tables present actual capital amounts and ratios for the Company and the Bank as of the dates indicated:

	Actual		Well Capitalized		Excess Capital Amount
			Minimum Requirement		
	Amount	Ratio	Amount	Ratio	
<i>(Dollars in thousands)</i>					
<b>December 31, 2018</b>					
Tier I leverage:					
PacWest Bancorp Consolidated	\$ 2,255,588	10.13%	\$ 1,113,341	5.00%	\$ 1,142,247
Pacific Western Bank	\$ 2,403,244	10.80%	\$ 1,112,356	5.00%	\$ 1,290,888
Common equity Tier I capital:					
PacWest Bancorp Consolidated	\$ 2,255,588	10.01%	\$ 1,464,131	6.50%	\$ 791,457
Pacific Western Bank	\$ 2,403,244	10.68%	\$ 1,462,083	6.50%	\$ 941,161
Tier I capital:					
PacWest Bancorp Consolidated	\$ 2,255,588	10.01%	\$ 1,802,008	8.00%	\$ 453,580
Pacific Western Bank	\$ 2,403,244	10.68%	\$ 1,799,487	8.00%	\$ 603,757
Total capital:					
PacWest Bancorp Consolidated	\$ 2,865,152	12.72%	\$ 2,252,510	10.00%	\$ 612,642
Pacific Western Bank	\$ 2,572,586	11.44%	\$ 2,249,359	10.00%	\$ 323,227

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

	Actual		Well Capitalized Minimum Requirement		Excess Capital
	Amount	Ratio	Amount	Ratio	Amount
	<i>(Dollars in thousands)</i>				
<b>December 31, 2017</b>					
Tier I leverage:					
PacWest Bancorp Consolidated	\$ 2,361,800	10.66%	\$ 1,107,900	5.00%	\$ 1,253,900
Pacific Western Bank	\$ 2,574,561	11.75%	\$ 1,095,656	5.00%	\$ 1,478,905
Common equity Tier I capital:					
PacWest Bancorp Consolidated	\$ 2,361,800	10.91%	\$ 1,407,743	6.50%	\$ 954,057
Pacific Western Bank	\$ 2,574,561	11.91%	\$ 1,405,299	6.50%	\$ 1,169,262
Tier I capital:					
PacWest Bancorp Consolidated	\$ 2,361,800	10.91%	\$ 1,732,607	8.00%	\$ 629,193
Pacific Western Bank	\$ 2,574,561	11.91%	\$ 1,729,599	8.00%	\$ 844,962
Total capital:					
PacWest Bancorp Consolidated	\$ 2,978,643	13.75%	\$ 2,165,759	10.00%	\$ 812,884
Pacific Western Bank	\$ 2,742,624	12.69%	\$ 2,161,999	10.00%	\$ 580,625

We issued or assumed through mergers subordinated debentures to trusts that were established by us or entities that we previously acquired, which, in turn, issued trust preferred securities. The carrying value of subordinated debentures totaled \$453.8 million at December 31, 2018. At December 31, 2018, none of the trust preferred securities were included in the Company's Tier I capital under the phase-out limitations of Basel III, and \$440.2 million was included in Tier II capital.

Interest payments on subordinated debentures are considered dividend payments under the FRB regulations and subject to the same notification requirements for declaring and paying dividends on common stock.

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**Notes to Consolidated Financial Statements**

**NOTE 21. CONDENSED FINANCIAL INFORMATION OF PARENT COMPANY**

The following tables present the parent company only condensed balance sheets and the related condensed statements of earnings and condensed statements of cash flows as of and for the years indicated:

<b>Parent Company Only</b>	<b>December 31,</b>	
<b>Condensed Balance Sheets</b>	<b>2018</b>	<b>2017</b>
	<i>(In thousands)</i>	
<b>Assets:</b>		
Cash and cash equivalents	\$ 244,859	\$ 185,511
Investments in subsidiaries	4,641,649	4,869,391
Other assets	79,516	76,458
Total assets	<u>\$ 4,966,024</u>	<u>\$ 5,131,360</u>
<b>Liabilities:</b>		
Subordinated debentures	\$ 135,055	\$ 147,233
Other liabilities	5,381	6,529
Total liabilities	140,436	153,762
<b>Stockholders' equity</b>	4,825,588	4,977,598
Total liabilities and stockholders' equity	<u>\$ 4,966,024</u>	<u>\$ 5,131,360</u>

<b>Parent Company Only</b>	<b>Year Ended December 31,</b>		
<b>Condensed Statements of Earnings</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
Miscellaneous income	\$ 8,358	\$ 3,393	\$ 2,146
Dividends from Bank subsidiary	684,000	265,000	259,000
Total income	692,358	268,393	261,146
Interest expense	6,550	5,519	4,816
Operating expenses	10,068	8,273	7,732
Total expenses	16,618	13,792	12,548
Earnings before income taxes and equity in undistributed earnings of subsidiaries	675,740	254,601	248,598
Income tax benefit	7,262	19,957	2,612
Earnings before equity in undistributed earnings of subsidiaries	683,002	274,558	251,210
Equity in undistributed earnings of subsidiaries	(217,663)	83,260	100,956
Net earnings	<u>\$ 465,339</u>	<u>\$ 357,818</u>	<u>\$ 352,166</u>

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

Parent Company Only	Year Ended December 31,		
<b>Condensed Statements of Cash Flows</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
	<i>(In thousands)</i>		
<b>Cash flows from operating activities:</b>			
Net earnings	\$ 465,339	\$ 357,818	\$ 352,166
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Change in other assets	(36,362)	(34,274)	96,668
Change in liabilities	(953)	4,857	(17,311)
Gain on sale of securities, net	—	(15)	(405)
Earned stock compensation	29,768	25,568	23,319
Tax effect of restricted stock vesting included in stockholders' equity	—	—	4,406
Equity in undistributed earnings of subsidiaries	217,663	(83,260)	(100,956)
Net cash provided by operating activities	<u>675,455</u>	<u>270,694</u>	<u>357,887</u>
<b>Cash flows from investing activities:</b>			
Proceeds from sales of securities available-for-sale	—	426	995
Net cash and cash equivalents (paid in) acquired in acquisitions	—	(223,818)	—
Net cash (used in) provided by investing activities	<u>—</u>	<u>(223,392)</u>	<u>995</u>
<b>Cash flows from financing activities:</b>			
Common stock repurchased and restricted stock surrendered	(315,542)	(109,153)	(33,244)
Tax effect of restricted stock vesting included in stockholders' equity	—	—	(4,406)
Net decrease in subordinated debentures	(12,372)	—	—
Cash dividends paid, net	(288,193)	(247,403)	(243,437)
Net cash used in financing activities	<u>(616,107)</u>	<u>(356,556)</u>	<u>(281,087)</u>
Net increase (decrease) in cash and cash equivalents	59,348	(309,254)	77,795
Cash and cash equivalents, beginning of year	185,511	494,765	416,970
Cash and cash equivalents, end of year	<u>\$ 244,859</u>	<u>\$ 185,511</u>	<u>\$ 494,765</u>
<b>Supplemental disclosure of noncash investing and financing activities:</b>			
Common stock issued for acquisitions	<u>\$ —</u>	<u>\$ 446,233</u>	<u>\$ —</u>



**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 22. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

The following tables set forth our unaudited quarterly results for the periods indicated:

	<b>Three Months Ended</b>			
	<b>December 31,</b>	<b>September 30,</b>	<b>June 30,</b>	<b>March 31,</b>
	<b>2018</b>	<b>2018</b>	<b>2018</b>	<b>2018</b>
	<i>(Dollars in thousands, except per share data)</i>			
Interest income	\$ 302,739	\$ 292,642	\$ 288,514	\$ 277,775
Interest expense	(40,974)	(32,325)	(26,182)	(21,275)
Net interest income	261,765	260,317	262,332	256,500
Provision for credit losses	(12,000)	(11,500)	(17,500)	(4,000)
Net interest income after provision for credit losses	249,765	248,817	244,832	252,500
Gain on sale of securities	786	826	253	6,311
Other noninterest income	32,740	36,086	39,385	32,248
Total noninterest income	33,526	36,912	39,638	38,559
Foreclosed assets income, net	311	257	61	122
Acquisition, integration and reorganization costs	(970)	(800)	—	—
Other noninterest expense	(128,576)	(127,610)	(126,510)	(127,517)
Total noninterest expense	(129,235)	(128,153)	(126,449)	(127,395)
Earnings before income taxes	154,056	157,576	158,021	163,664
Income tax expense	(39,015)	(41,289)	(42,286)	(45,388)
Net earnings	\$ 115,041	\$ 116,287	\$ 115,735	\$ 118,276
Basic and diluted earnings per share	\$ 0.93	\$ 0.94	\$ 0.92	\$ 0.93
Cash dividends declared per share	\$ 0.60	\$ 0.60	\$ 0.60	\$ 0.50

	<b>Three Months Ended</b>			
	<b>December 31,</b>	<b>September 30,</b>	<b>June 30,</b>	<b>March 31,</b>
	<b>2017</b>	<b>2017</b>	<b>2017</b>	<b>2017</b>
	<i>(Dollars in thousands, except per share data)</i>			
Interest income	\$ 284,597	\$ 260,966	\$ 259,544	\$ 247,409
Interest expense	(21,641)	(19,276)	(17,071)	(14,957)
Net interest income	262,956	241,690	242,473	232,452
Provision for credit losses	(6,406)	(15,119)	(11,499)	(24,728)
Net interest income after provision for credit losses	256,550	226,571	230,974	207,724
(Loss) gain on sale of securities	(3,329)	1,236	1,651	(99)
Other noninterest income	30,124	30,146	33,631	35,213
Total noninterest income	26,795	31,382	35,282	35,114
Foreclosed assets income (expense), net	475	(2,191)	157	(143)
Acquisition, integration and reorganization costs	(16,085)	(1,450)	(1,700)	(500)
Other noninterest expense	(127,258)	(114,901)	(116,164)	(115,901)
Total noninterest expense	(142,868)	(118,542)	(117,707)	(116,544)
Earnings before income taxes	140,477	139,411	148,549	126,294
Income tax expense	(56,440)	(37,945)	(54,902)	(47,626)
Net earnings	\$ 84,037	\$ 101,466	\$ 93,647	\$ 78,668
Basic and diluted earnings per share	\$ 0.66	\$ 0.84	\$ 0.77	\$ 0.65
Cash dividends declared per share	\$ 0.50	\$ 0.50	\$ 0.50	\$ 0.50

**PACWEST BANCORP AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**

**NOTE 23. SUBSEQUENT EVENTS**

***Stock Repurchase Program***

On February 24, 2019, effective upon the maturity of the current Stock Repurchase Program on February 28, 2019, PacWest's Board of Directors authorized a new Stock Repurchase Program to purchase shares of its common stock for an aggregate purchase price not to exceed \$225 million until February 29, 2020. After the authorization of the new Stock Repurchase Program on February 24, 2019, the amount that could be used to repurchase shares will be \$225 million as of March 1, 2019.

***Common Stock Dividends***

On February 1, 2019, the Company announced that the Board of Directors had declared a quarterly cash dividend of \$0.60 per common share. The cash dividend is payable on February 28, 2019 to stockholders of record at the close of business on February 20, 2019.

We have evaluated events that have occurred subsequent to December 31, 2018 and have concluded there are no subsequent events that would require recognition in the accompanying consolidated financial statements.

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

**(a) Evaluation of disclosure controls and procedures.** Our Chief Executive Officer and Chief Financial Officer have evaluated our disclosure controls and procedures as of December 31, 2018 and have concluded that these disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. These disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

**(b) Management's Report on Internal Control over Financial Reporting.** Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in the Securities Exchange Act of 1934 Rules 13a-15(f). Our management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2018. See "Management's Report on Internal Control Over Financial Reporting" set forth in Part II, Item 8 for additional information regarding management's evaluation.

**(c) Report of the Registered Public Accounting Firm.** KPMG LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

**(d) Changes in Internal Control Over Financial Reporting.** There were no changes in our internal control over financial reporting that occurred during the fourth quarter of 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ITEM 9B. OTHER INFORMATION

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information required by this Item regarding the Company's directors and executive officers, and corporate governance, including information with respect to beneficial ownership reporting compliance, will appear in the Proxy Statement we will deliver to our stockholders in connection with our 2019 Annual Meeting of Stockholders. Such information is incorporated herein by reference. Information relating to the registrant's Code of Business Conduct and Ethics that applies to its employees, including its senior financial officers, is included in Part I of this Annual Report on Form 10-K under "Available Information."

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by this Item will appear in the Proxy Statement we will deliver to our stockholders in connection with our 2019 Annual Meeting of Stockholders. Such information is incorporated herein by reference.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item regarding security ownership of certain beneficial owners and management will appear in the Proxy Statement we will deliver to our stockholders in connection with our 2019 Annual Meeting of Stockholders. Such information is incorporated herein by reference. Information relating to securities authorized for issuance under the Company's equity compensation plans is included in Part II of this Annual Report on Form 10-K under "Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities."

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item will appear in the Proxy Statement we will deliver to our stockholders in connection with our 2019 Annual Meeting of Stockholders. Such information is incorporated herein by reference.

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item will appear in the Proxy Statement we will deliver to our stockholders in connection with our 2019 Annual Meeting of Stockholders. Such information is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (a) 1. Financial Statements

The consolidated financial statements of PacWest Bancorp and its subsidiaries and independent auditors' report are included in Item 8 under Part II of this Form 10-K.

#### 2. Financial Statement Schedules

All financial statement schedules have been omitted, as they are either inapplicable or included in the Notes to Consolidated Financial Statements.

#### 3. Exhibits

The following documents are included or incorporated by reference in this Annual Report on Form 10-K:

- 3.1 [Certificate of Incorporation, as amended, of PacWest Bancorp, a Delaware Corporation, dated April 22, 2008 \(Exhibit 3.1 to Form 8-K filed on May 14, 2008 and incorporated herein by this reference\).](#)
- 3.2 [Certificate of Amendment of Certificate of Incorporation of PacWest Bancorp, a Delaware Corporation, dated May 14, 2010 \(Exhibit 3.1 to Form 8-K filed on May 14, 2010 and incorporated herein by this reference\).](#)
- 3.5 [Amended and Restated Bylaws of PacWest Bancorp, a Delaware corporation, dated November 5, 2014 \(Exhibit 3.5 to Form 10-Q filed on November 7, 2014 and incorporated herein by this reference\).](#)
- 4.1 Other long-term borrowing instruments are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. The Company undertakes to furnish copies of such instruments to the Commission upon request.
- 10.1\* [PacWest Bancorp 2003 Stock Incentive Plan, as amended and restated, dated May 16, 2016 \(Exhibit 10.1 to Form 8-K filed on May 18, 2016 and incorporated herein by this reference\).](#)
- 10.2\* [Form of Stock Award Agreement and Grant Notice pursuant to the Company's 2003 Stock Incentive Plan, as amended and restated \(Exhibit 10.2 to Form 10-Q filed on November 7, 2016 and incorporated herein by this reference\).](#)
- 10.3\* [Form of Stock Unit Award Agreement pursuant to the Company's 2003 Stock Incentive Plan, as amended and restated \(Exhibit 10.3 to Form 10-Q filed on November 7, 2016 and incorporated herein by this reference\).](#)
- 10.4\* [PacWest Bancorp 2017 Stock Incentive Plan, dated May 15, 2017 \(Exhibit 10.1 to Form S-8 filed on May 15, 2017 and incorporated herein by this reference\).](#)
- 10.5\* [Form of Stock Unit Award Agreement and Grant Notice pursuant to the Company's 2017 Stock Incentive Plan \(Exhibit 10.2 to Form 8-K filed on May 18, 2017 and incorporated herein by this reference\).](#)
- 10.6\* [Form of Stock Award Agreement and Grant Notice pursuant to the Company's 2017 Stock Incentive Plan \(Exhibit 10.3 to Form 8-K filed on May 18, 2017 and incorporated herein by this reference\).](#)
- 10.7\* [2018 Executive Incentive Plan, as amended and restated February 14, 2018 \(Exhibit 10.1 to Form 8-K filed on February 16, 2018 and incorporated herein by this reference\).](#)
- 10.8\* [Executive Severance Pay Plan, as amended and restated effective December 15, 2008, applicable to the executive officers of PacWest Bancorp and certain senior officers of PacWest Bancorp and its subsidiaries \(Exhibit 10.2 to Form 10-K filed on March 2, 2009 and incorporated herein by this reference\).](#)
- 10.9\* [Amendment to Executive Severance Pay Plan, dated December 11, 2014 \(Exhibit 10.1 to Form 8-K filed on December 16, 2014 and incorporated herein by this reference\).](#)

- 10.10\* [2007 Executive Incentive Plan, as amended and restated, dated February 11, 2015 \(Appendix A of the Company's Definitive Proxy Statement filed on April 1, 2015 and incorporated herein by this reference\).](#)
- 10.11\* [Indemnification Agreement, as amended, applicable to the directors and executive officers of the Company \(Exhibit 10.24 to Form 10-K filed on March 12, 2004 and incorporated herein by this reference\).](#)
- 10.12\* [Separation Agreement by and between PacWest Bancorp and Lynn M. Hopkins, dated as of November 17, 2016 \(Exhibit 10.11 to Form 10-K filed on March 1, 2017 and incorporated herein by this reference\).](#)
- 21.1 [Subsidiaries of the Registrant \(Filed herewith\).](#)
- 23.1 [Consent of KPMG LLP \(Filed herewith\).](#)
- 24.1 [Powers of Attorney \(included on signature page\).](#)
- 31.1 [Section 302 Certification of Chief Executive Officer \(Filed herewith\).](#)
- 31.2 [Section 302 Certification of Chief Financial Officer \(Filed herewith\).](#)
- 32.1 [Section 906 Certification of Chief Executive Officer \(Filed herewith\).](#)
- 32.2 [Section 906 Certification of Chief Financial Officer \(Filed herewith\).](#)
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) [the Consolidated Balance Sheets as of December 31, 2018 and 2017](#), (ii) [the Consolidated Statements of Earnings for the years ended December 31, 2018, 2017, and 2016](#), (iii) [the Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016](#), (iv) [the Consolidated Statement of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016](#), (v) [the Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016](#), and (vi) [the Notes to Consolidated Financial Statements. \(Pursuant to Rule 406T of Regulation S-T, this information is deemed furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.\) \(Filed herewith\).](#)

\* Management contract or compensatory plan or arrangement.

**(b) Exhibits**

The exhibits listed in Item 15(a)3 are incorporated by reference or attached hereto.

**(c) Excluded Financial Statements**

Not Applicable

**ITEM 16. FORM 10-K SUMMARY**

None

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PACWEST BANCORP

/s/ Matthew P. Wagner

Matthew P. Wagner

(Chief Executive Officer)

Dated: February 27, 2019

By:

## POWERS OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John M. Eggemeyer, Matthew P. Wagner, Patrick J. Rusnak and Kori L. Ogrosky, and each of them severally, his or her true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his or her name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Exchange Act of 1934 and any rules, regulations and requirements of the U.S. Securities and Exchange Commission in connection with this Annual Report on Form 10-K and any and all amendments hereto, as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JOHN M. EGGEMEYER</u> John M. Eggemeyer	Chairman of the Board of Directors	February 27, 2019
<u>/s/ MATTHEW P. WAGNER</u> Matthew P. Wagner	Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2019
<u>/s/ PATRICK J. RUSNAK</u> Patrick J. Rusnak	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 27, 2019
<u>/s/ BART R. OLSON</u> Bart R. Olson	Executive Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 27, 2019
<u>/s/ TANYA M. ACKER</u> Tanya M. Acker	Director	February 27, 2019
<u>/s/ PAUL R. BURKE</u> Paul R. Burke	Director	February 27, 2019
<u>/s/ CRAIG A. CARLSON</u> Craig A. Carlson	Director	February 27, 2019
<u>/s/ C. WILLIAM HOSLER</u> C. William Hosler	Director	February 27, 2019
<u>/s/ SUSAN E. LESTER</u> Susan E. Lester	Director	February 27, 2019
<u>/s/ ROGER H. MOLVAR</u> Roger H. Molvar	Director	February 27, 2019
<u>/s/ JAMES J. PIECZYNSKI</u> James J. Pieczynski	Director	February 27, 2019
<u>/s/ DANIEL B. PLATT</u> Daniel B. Platt	Director	February 27, 2019
<u>/s/ ROBERT A. STINE</u> Robert A. Stine	Director	February 27, 2019
<u>/s/ MARK T. YUNG</u> Mark T. Yung	Director	February 27, 2019

## Section 2: EX-21.1 (EXHIBIT 21.1)



**Subsidiaries of PacWest Bancorp:**

Pacific Western Bank	State:
10700 West Jefferson Avenue SBL LLC	California
10790 Civic Center Drive CRE LLC	Delaware
1127 East Gore Boulevard LLC	Delaware
12148 Sky Lane SBL LLC	Delaware
1238 Green Lane CRE LLC	Delaware
1246 East Turin Avenue CRE LLC	Delaware
1602 East Central Boulevard SBL LLC	Delaware
1602 Medical Parkway SBL LLC	Delaware
2005 South Oneida Street SBL LLC	Delaware
2015 East Marshall Avenue SBL LLC	Delaware
2030 Main Street SBL LLC	Delaware
22106 East Country Vista SBL LLC	Delaware
2425 West Fifth Street CRE LLC	Delaware
2723 Zinfandel Drive CRE LLC	Delaware
2921 New Highway 51 SBL LLC	Delaware
3040 SE McLoughlin Boulevard SBL LLC	Delaware
309 1 <sup>st</sup> Street SBL LLC	Delaware
3889 Highway 69 North SBL LLC	Delaware
460 West 9 <sup>th</sup> Street SBL LLC	Delaware
4635 North Black Canyon Highway SBL LLC	Delaware
5081 Bolivar Road SBL LLC	Delaware
600 North Arrowhead Avenue CRE LLC	Delaware
6401 Sunrise Boulevard LLC	Delaware
6824 Oak Crest Drive West SBL LLC	Delaware
7120 West McNichols Avenue SBL LLC	Delaware
749 West Main Street SBL LLC	Delaware
75 North Main Street SBL LLC	Delaware
7530 Highway 65 SBL LLC	Delaware
808 West Bartlett Road SBL LLC	Delaware
8805 South McClintock Drive SBL LLC	Delaware
ALTEC Capital Trust	Delaware
BFI Business Finance	California
CapitalSource CF LLC	Delaware
CapitalSource Finance LLC	Delaware
CapitalSource Funding LLC	Delaware
CapitalSource International LLC	Delaware
CapitalSource Real Estate Loan LLC, 2006-A	Delaware
CapitalSource TRS LLC	Delaware
CapitalSource Trust Preferred Securities 2005-1	Delaware
CapitalSource Trust Preferred Securities 2005-2	Delaware

**PACWEST BANCORP**  
**LIST OF SUBSIDIARIES**

**December 31, 2018**

CapitalSource Trust Preferred Securities 2006-1	Delaware
CapitalSource Trust Preferred Securities 2006-2	Delaware
CapitalSource Trust Preferred Securities 2006-3	Delaware
CapitalSource Trust Preferred Securities 2006-4	Delaware
CapitalSource Trust Preferred Securities 2006-5	Delaware
CapitalSource Trust Preferred Securities 2007-2	Delaware
Cheron Holdings LLC	Delaware
Chestnut Assets, LLC	California
CIMC Master Trust	Delaware
Coastline Golf Holdings Corp.	California
Coastline JX Holdings LLC	Delaware
Coastline Michigan LLC	Michigan
Coastline Ohio LLC	Ohio
Coastline RE Holdings Corp.	California
Coastline RE Holdings Moorpark Corp.	California
Coastline RE Holdings NV Corp.	Nevada
Community (CA) Capital Statutory Trust II	Connecticut
Community (CA) Capital Statutory Trust III	Delaware
CRE Assets, LLC	California
CS CF Equity I LLC	Delaware
CS Equity II LLC	Delaware
CS Equity III LLC	Delaware
CS Equity Investments LLC	Delaware
CS Linton Oaks Holdings LLC	Delaware
CS SBA Servicing LLC	Delaware
CSE Equity Holdings LLC	Delaware
CSE Mortgage LLC	Delaware
CSE Owned LLC	Delaware
FCB Statutory Trust I	Delaware
First California Capital Trust I	Delaware
First Community Bancorp	California
FIRST COMMUNITY BANCORP/CA STATUTORY TRUST VII	Delaware
First Community/CA Statutory Trust V	Connecticut
First Community/CA Statutory Trust VI	Delaware
Hudson Housing Tax Credit Fund LXXXIV LP	Delaware
Hudson Kings Canyon LP	Delaware
Hudson Vista del Puente LP	Delaware
Kings Canyon Affordable Housing, L.P.	California
Oak Park 3, LP	California

**PACWEST BANCORP  
LIST OF SUBSIDIARIES**

**December 31, 2018**

Palace and Jetty CRE LLC	Delaware
PWB OPTICAL LLC	Delaware
R4 OPCA Acquisition LLC	Delaware
SC Financial	California
Square 1 Asset Management, Inc.	North Carolina
Square 1 Ventures, LLC	Delaware
Stone Eagle Golf Holdings Corp.	California
Valley Oaks Financial Corporation	California
Vista del Puente, L.P.	California
Wendy Road Office Development, LLC	California

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### **Section 3: EX-23.1 (EXHIBIT 23.1)**

**Exhibit 23.1**

#### **Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
PacWest Bancorp:

We consent to the incorporation by reference in the registration statement (Nos. 333-107636, 333-138542, 333-162808, 333-181869, 333-195147 and 333-218010) on Form S-8 of PacWest Bancorp of our report dated February 27, 2019, with respect to the consolidated balance sheets of PacWest Bancorp and subsidiaries as of December 31, 2018 and 2017, and the related consolidated statements of earnings, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively the "consolidated financial statements"), and the effectiveness of internal control over financial reporting as of December 31, 2018, which report appears in the December 31, 2018 annual report on Form 10-K of PacWest Bancorp.

/s/ KPMG LLP

Los Angeles, California  
February 27, 2019

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### **Section 4: EX-31.1 (EXHIBIT 31.1)**

**Exhibit 31.1**

**Certification  
Pursuant to Section 302 of the**

## Sarbanes-Oxley Act of 2002

I, Matthew P. Wagner, certify that:

1. I have reviewed this report on Form 10-K for the year ended December 31, 2018 of PacWest Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2019

/s/ Matthew P. Wagner

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Matthew P. Wagner  
Chief Executive Officer

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## Section 5: EX-31.2 (EXHIBIT 31.2)

**Exhibit 31.2**

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

I, Patrick J. Rusnak, certify that:

1. I have reviewed this report on Form 10-K for the year ended December 31, 2018 of PacWest Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

Date: February 27, 2019

/s/ Patrick J. Rusnak

Patrick J. Rusnak

*Executive Vice President and Chief Financial Officer*

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## Section 6: EX-32.1 (EXHIBIT 32.1)

**Exhibit 32.1**

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), the undersigned officer of PacWest Bancorp (the "Company") hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2018 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2019

/s/ Matthew P. Wagner

Matthew P. Wagner

*Chief Executive Officer*

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) and is not being filed as part of the Report or as a separate disclosure document.

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## Section 7: EX-32.2 (EXHIBIT 32.2)

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), the undersigned officer of PacWest Bancorp (the "Company") hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2018 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2019

/s/ Patrick J. Rusnak

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Patrick J. Rusnak

*Executive Vice President and Chief Financial Officer*

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350) and is not being filed as part of the Report or as a separate disclosure document.

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