

Hilltop Holdings Inc.  
Form 10-K  
February 16, 2017  
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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, 2016

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-31987

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

84-1477939  
(I.R.S. Employer  
Identification No.)

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200 Crescent Court, Suite 1330  
Dallas, TX 75201  
(Address of principal executive offices) (Zip Code)

(214) 855-2177

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange

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

Indicate by check mark 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, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company) Smaller reporting company

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

Aggregate market value of the voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common stock was last sold on the New York Stock Exchange on June 30, 2016, was approximately \$1.60 billion. For the purposes of this computation, all officers, directors and 10% stockholders are considered affiliates. The number of shares of the registrant’s common stock outstanding at February 16, 2017 was 98,569,476.

#### DOCUMENTS INCORPORATED BY REFERENCE

The Registrant’s definitive Proxy Statement pertaining to the 2017 Annual Meeting of Stockholders, filed or to be filed not later than 120 days after the end of the fiscal year pursuant to Regulation 14A, is incorporated herein by reference into Part III.

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MARKET AND INDUSTRY DATA AND FORECASTS

Market and industry data and other statistical information and forecasts used throughout this Annual Report on Form 10-K (this “Annual Report”) are based on independent industry publications, government publications and reports by market research firms or other published independent sources. We have not sought or obtained the approval or endorsement of the use of this third party information. Some data also is based on our good faith estimates, which are

derived from our review of internal surveys, as well as independent sources. Forecasts are particularly likely to be inaccurate, especially over long periods of time.

Unless the context otherwise indicates, all references in this Annual Report to the “Company,” “we,” “us,” “our” or “ours” or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to “Hilltop” refer solely to Hilltop Holdings Inc., references to “PCC” refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to “Securities Holdings” refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to “Hilltop Securities” refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as Southwest Securities, Inc.), references to “HTS Independent Network” refer to Hilltop Securities Independent Network Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as SWS Financial Services, Inc.), references to the “Bank” refer to PlainsCapital Bank (a wholly owned subsidiary of PCC), references to “FNB” refer to First National Bank, references to “SWS” refer to the former SWS Group, Inc., references to “First Southwest” refer to First Southwest Holdings, LLC (a wholly owned subsidiary of Securities Holdings) and its subsidiaries as a whole, references to “FSC” refer to First Southwest Company, LLC (a former wholly owned subsidiary of First Southwest), references to “PrimeLending” refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole, references to “NLC”

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refer to National Lloyds Corporation (a wholly owned subsidiary of Hilltop) and its subsidiaries as a whole, references to “NLIC” refer to National Lloyds Insurance Company (a wholly owned subsidiary of NLC) and references to “ASIC” refer to American Summit Insurance Company (a wholly owned subsidiary of NLC).

## FORWARD-LOOKING STATEMENTS

This Annual Report and the documents incorporated by reference into this report include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), as amended by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included in this Annual Report that address results or developments that we expect or anticipate will or may occur in the future, and statements that are preceded by, followed by or include, words such as “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “intends,” “might,” “plan,” “probable,” “projects,” “seeks,” “should,” “target,” “view” or “would” or the negative of these words and phrases, and similar words or phrases, including such things as our business strategy, our financial condition, our efforts to make strategic acquisitions, the integration of the operations acquired in the SWS Merger (as defined below), our revenue, our liquidity and sources of funding, market trends, operations and business, capital levels, mortgage servicing rights (“MSR”) assets, stock repurchases, dividend payments, expectations concerning mortgage loan origination volume, expected losses on covered loans and related reimbursements from or to the Federal Deposit Insurance Corporation (“FDIC”), anticipated amortization of the value of the receivable under our loss-share agreements with the FDIC (“FDIC Indemnification Asset”), expected levels of refinancing as a percentage of total loan origination volume, projected losses on mortgage loans originated, anticipated changes in our revenues or earnings, the effects of government regulation applicable to our operations, the appropriateness of our allowance for loan losses and provision for loan losses, anticipated investment yields, our expectations regarding accretion of discount on loans in future periods, the collectability of loans and the outcome of litigation are forward-looking statements.

These forward-looking statements are based on our beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If an event occurs, our business, business plan, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Certain factors that could cause actual results to differ include, among others:

the credit risks of lending activities, including our ability to estimate loan losses as well as the effects of changes in the level of, and trends in, loan delinquencies and write-offs;

changes in general economic, market and business conditions in areas or markets where we compete, including changes in the price of crude oil;

changes in the interest rate environment;

risks associated with concentration in real estate related loans;

risks associated with merger and acquisition integration, including our ability to promptly and effectively integrate our businesses with those acquired in the SWS Merger and achieve the anticipated synergies and cost savings in connection therewith, as well as the diversion of management time on acquisition- and integration-related issues;

severe catastrophic events in Texas and other areas of the southern United States;

effectiveness of our data security controls in the face of cyber attacks;

- the effects of our indebtedness on our ability to manage our business successfully, including the restrictions imposed by the indenture governing our indebtedness;
- cost and availability of capital;
- changes in state and federal laws, regulations or policies affecting one or more of our business segments, including changes in regulatory fees, deposit insurance premiums, capital requirements and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”);

changes in key management;

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competition in our banking, broker-dealer, mortgage origination and insurance segments from other banks and financial institutions as well as investment banking and financial advisory firms, mortgage bankers, asset-based non-bank lenders, government agencies and insurance companies;

our obligations under loss-share agreements with the FDIC, including the possibility that we may be required to make a “true-up” payment to the FDIC;

failure of our insurance segment reinsurers to pay obligations under reinsurance contracts; and

our ability to use excess cash in an effective manner, including the execution of successful acquisitions.

For a more detailed discussion of these and other factors that may affect our business and that could cause the actual results to differ materially from those anticipated in these forward-looking statements, see Item 1A, “Risk Factors,” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” herein.

We caution that the foregoing list of factors is not exhaustive, and new factors may emerge, or changes to the foregoing factors may occur, that could impact our business. All subsequent written and oral forward-looking statements concerning our business attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements above. We do not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this Annual Report except to the extent required by federal securities laws.



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PART I

Item 1. Business.

General

Hilltop Holdings Inc. is a diversified, Texas-based financial holding company registered under the Bank Holding Company Act of 1956, as amended (the “Bank Holding Company Act”). Our primary line of business is to provide business and consumer banking services from offices located throughout Texas through the Bank. We also provide an array of financial products and services through our broker-dealer, mortgage origination and insurance segments. We endeavor to build and maintain a strong financial services company through organic growth as well as acquisitions, which we may make using available cash, excess liquidity and, if necessary or appropriate, additional equity or debt financing sources.

Following our acquisition of PlainsCapital Corporation in November 2012 (the “PlainsCapital Merger”), we further expanded our operations through our assumption of substantially all of the liabilities and acquisition of substantially all of the assets of FNB, including former FNB branches, in an FDIC-assisted transaction on September 13, 2013 (the “FNB Transaction”) and our acquisition by merger of SWS for stock and cash consideration on January 1, 2015 (the “SWS Merger”). Through the SWS Merger, SWS’s broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings, a wholly owned subsidiary of Hilltop, and SWS’s banking subsidiary, Southwest Securities, FSB (“SWS FSB”), was merged into the Bank. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed “Hilltop Securities Inc.” and “Hilltop Securities Independent Network Inc.”, respectively.

Effective January 1, 2015, in connection with the SWS Merger, we modified our organizational structure into three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). The PCC unit continues to include the Bank, and its wholly owned subsidiary, PrimeLending (collectively referred to herein as “PlainsCapital”), while the Securities Holdings unit includes our broker-dealer operations transferred from the PCC unit effective January 1, 2015, and two entities acquired in the SWS Merger, Hilltop Securities and HTS Independent Network.

On October 22, 2015, the Financial Industry Regulatory Authority (“FINRA”) granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Following this approval, we integrated the back-office systems of FSC and Hilltop Securities and, on January 22, 2016, merged FSC and Hilltop Securities into a combined firm operating under the “Hilltop Securities” name. We use the term “Hilltop Broker-Dealers” to refer to FSC, Hilltop Securities and HTS Independent Network prior to such date and Hilltop Securities and HTS Independent Network after such date.

The following includes additional details regarding the financial products and services provided by each of our primary business units.

**PCC.** PCC is a financial holding company headquartered in Dallas, Texas that provides, through its subsidiaries, traditional banking services, wealth and investment management and treasury management primarily in Texas as well as residential mortgage lending throughout the United States.

**Securities Holdings.** Securities Holdings is a holding company headquartered in Dallas, Texas that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

**NLC.** NLC is a property and casualty insurance holding company headquartered in Waco, Texas that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

At December 31, 2016, on a consolidated basis, we had total assets of \$12.7 billion, total deposits of \$7.1 billion, total loans, including loans held for sale, of \$7.8 billion and stockholders' equity of \$1.9 billion.

Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "HTH."

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Our principal office is located at 200 Crescent Court, Suite 1330, Dallas, Texas 75201, and our telephone number at that location is (214) 855-2177. Our internet address is [www.hilltop-holdings.com](http://www.hilltop-holdings.com). Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available on our website at <http://ir.hilltop-holdings.com/> under the tab “SEC Filings” as soon as reasonably practicable after we electronically file such reports with, or furnish them to, the Securities and Exchange Commission (the “SEC”). The references to our website in this Annual Report are inactive textual references only. The information on our website is not incorporated by reference into this Annual Report.

## Organizational Structure

Our organizational structure is comprised of three primary business units: PCC (banking and mortgage origination); Securities Holdings (broker-dealer); and NLC (insurance). The following provides additional details regarding our current organizational structure.

## Geographic Dispersion of our Businesses

The Bank provides traditional banking and wealth, investment and treasury management services. The Bank has a presence in every major market in Texas and conducts substantially all of its banking operations in Texas.

Our broker-dealer services are provided through Hilltop Securities and HTS Independent Network, which conduct business nationwide. Public finance net revenues represented 22% of total net broker-dealer revenues during 2016, and 77% of public finance financial advisory revenues were from entities located in Texas. Additionally, retail brokerage service net revenues represented 22% of total broker-dealer net revenues during 2016, and 90% of such retail brokerage revenues were generated through its locations in Texas, California and Oklahoma.

PrimeLending provides residential mortgage origination products and services from over 310 locations in 42 states. During 2016, an aggregate of 59.0% of PrimeLending’s origination volume was concentrated in eight states. None of the other states in which PrimeLending operated during 2016 had origination volume of 3% or more.



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The following table is a summary of the mortgage loan origination volume by state for the periods shown (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Texas	\$ 3,352,469	21.7 %	\$ 2,967,740	22.2 %	\$ 2,453,705	23.7 %
California	2,235,915	14.4 %	1,965,039	14.7 %	1,552,372	15.0 %
Florida	797,578	5.2 %	644,090	4.8 %	505,507	4.9 %
Ohio	637,435	4.1 %	555,106	4.2 %	401,379	3.9 %
Washington	538,857	3.5 %	451,277	3.4 %	298,845	2.9 %
Arizona	527,055	3.4 %	415,215	3.1 %	339,830	3.3 %
Maryland	521,686	3.4 %	452,280	3.4 %	298,577	2.9 %
North Carolina	512,087	3.3 %	492,879	3.7 %	423,164	4.1 %
All other states	6,337,131	41.0 %	5,408,493	40.5 %	4,090,469	39.3 %
	\$ 15,460,213	100.0 %	\$ 13,352,119	100.0 %	\$ 10,363,848	100.0 %

Our insurance products are distributed through a broad network of independent agents and a select number of managing general agents, referred to as MGAs. During 2016, total gross written premiums were concentrated in five states, with Texas insureds representing 70.1% of the aggregate. None of the other states in which we operated during 2016 had gross written premiums of 3% or more. The following table sets forth our total gross written premiums by state for the periods shown (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Texas	\$ 115,108	70.1 %	\$ 125,264	70.5 %	\$ 126,273	69.3 %
Arizona	16,714	10.2 %	17,117	9.6 %	16,775	9.2 %
Oklahoma	10,258	6.2 %	11,660	6.6 %	14,122	7.7 %
Tennessee	9,823	6.0 %	10,575	5.9 %	10,903	6.0 %
Georgia	5,434	3.3 %	6,050	3.4 %	7,031	3.9 %
All other states	6,971	4.2 %	7,072	4.0 %	7,105	3.9 %
Total	\$ 164,308	100.0 %	\$ 177,738	100.0 %	\$ 182,209	100.0 %

## Business Segments

Under accounting principles generally accepted in the United States (“GAAP”), our three business units are comprised of four reportable business segments organized primarily by the core products offered to the segments’ respective customers: banking, broker-dealer, mortgage origination and insurance. These segments reflect the manner in which operations are managed and the criteria used by our chief operating decision maker function to evaluate segment performance, develop strategy and allocate resources. Our chief operating decision maker function consists of our President and Co-Chief Executive Officer and Vice Chairman and Co-Chief Executive Officer.

For more financial information about each of our business segments, see Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” herein. See also Note 30 in the notes to our consolidated financial statements included under Item 8, “Financial Statements and Supplementary Data.”

## Banking

The banking segment includes the operations of the Bank and, since September 14, 2013 and January 1, 2015, the banking operations acquired in the FNB Transaction and SWS Merger, respectively. At December 31, 2016, our banking segment had \$9.5 billion in assets and total deposits of \$6.8 billion. The primary sources of our deposits are residents and businesses located in Texas.

**Business Banking.** Our business banking customers primarily consist of agribusiness, energy, health care, institutions of higher education, real estate (including construction and land development) and wholesale/retail trade companies. We provide these customers with extensive banking services, such as Internet banking, business check cards and other add-on services as determined on a customer-by-customer basis. Our treasury management services, which are designed to reduce

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the time, burden and expense of collecting, transferring, disbursing and reporting cash, are also available to our business customers. We offer these business customers lines of credit, equipment loans and leases, letters of credit, agricultural loans, commercial real estate loans and other loan products.

The banking segment's loan portfolio includes "covered loans" acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC, while all other loans held by the Bank are referred to as "non-covered loans." The tables below set forth a distribution of the banking segment's non-covered and covered loans, classified by portfolio segment and segregated between those considered to be purchased credit impaired ("PCI") loans and all other originated or acquired loans at December 31, 2016 (dollars in thousands). PCI loans showed evidence of credit deterioration at the time of acquisition that made it probable that all contractually required principal and interest payments will not be collected. The commercial and industrial non-covered loans category includes a \$1.8 billion warehouse line of credit extended to PrimeLending until April 1, 2018, of which \$1.6 billion was drawn at December 31, 2016. During 2016, the commitment under this warehouse line of credit ranged from \$1.5 billion to \$1.9 billion to address seasonal fluctuations in loan origination volumes, and was \$1.8 billion at December 31, 2016. Amounts advanced against the warehouse line of credit are included in the table below, but are eliminated from net loans on our consolidated balance sheets.

	Loans, excluding PCI Loans	PCI Loans	Total Loans	% of Total Non-Covered Loans	
Non-covered loans					
Commercial and industrial:					
Secured	\$ 3,240,147	\$ 8,672	\$ 3,248,819	46.4	%
Unsecured	99,341	—	99,341	1.4	%
Real estate:					
Secured by commercial properties	1,928,609	28,510	1,957,119	28.0	%
Secured by residential properties	851,183	10,489	861,672	12.4	%
Construction and land development:					
Residential construction loans	128,652	—	128,652	1.8	%
Commercial construction loans and land development	654,731	3,467	658,198	9.4	%
Consumer	41,058	294	41,352	0.6	%
Total non-covered loans	\$ 6,943,721	\$ 51,432	\$ 6,995,153	100.0	%

	Loans, excluding PCI Loans	PCI Loans	Total Loans	% of Total Covered Loans	
Covered loans					
Commercial and industrial:					
Secured	\$ 1,185	\$ 1,213	\$ 2,398	0.9	%
Unsecured	—	299	299	0.1	%
Real estate:					
Secured by commercial properties	19,457	52,637	72,094	28.2	%
Secured by residential properties	97,974	74,401	172,375	67.3	%

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Construction and land development:					
Residential construction loans	—	—	—	—	%
Commercial construction loans and land development	3,757	5,204	8,961	3.5	%
Total covered loans	\$ 122,373	\$ 133,754	\$ 256,127	100.0	%

Our lending policies seek to establish an asset portfolio that will provide a return on stockholders' equity sufficient to maintain capital to assets ratios that meet or exceed established regulations. In support of that goal, we have designed our underwriting standards to determine:

- that our borrowers possess sound ethics and competently manage their affairs;
- that we know the source of the funds the borrower will use to repay the loan;
- that the purpose of the loan makes economic sense; and
- that we identify relevant risks of the loan and determine that the risks are acceptable.



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We implement our underwriting standards according to the facts and circumstances of each particular loan request, as discussed below.

Commercial and industrial loans are primarily made within Texas and are underwritten on the basis of the borrower's ability to service the debt from cash flow from an operating business. In general, commercial and industrial loans involve more credit risk than residential and commercial mortgage loans and, therefore, usually yield a higher return. The increased risk in commercial and industrial loans results primarily from the type of collateral securing these loans, which typically includes commercial real estate, accounts receivable, equipment and inventory. Additionally, increased risk arises from the expectation that commercial and industrial loans generally will be serviced principally from operating cash flow of the business, and such cash flows are dependent upon successful business operations. Historical trends have shown these types of loans to have higher delinquencies than mortgage loans. As a result of the additional risk and complexity associated with commercial and industrial loans, such loans require more thorough underwriting and servicing than loans to individuals. To manage these risks, our policy is to attempt to secure commercial and industrial loans with both the assets of the borrowing business and other additional collateral and guarantees that may be available. In addition, depending on the size of the credit, we actively monitor the financial condition of the borrower by analyzing the borrower's financial statements and assessing certain financial measures, including cash flow, collateral value and other appropriate credit factors. We also have processes in place to analyze and evaluate on a regular basis our exposure to industries, products, market changes and economic trends.

The Bank offers term financing on commercial real estate properties that include retail, office, multi-family, industrial, warehouse and non-owner occupied single family residences. Commercial mortgage lending can involve high principal loan amounts, and the repayment of these loans is dependent, in large part, on a borrower's on-going business operations or on income generated from the properties that are leased to third parties. Accordingly, we apply the measures described above for commercial and industrial loans to our commercial real estate lending, with increased emphasis on analysis of collateral values. As a general practice, the Bank requires its commercial mortgage loans to (i) be secured with first lien positions on the underlying property, (ii) maintain adequate equity margins, (iii) be serviced by businesses operated by an established management team and (iv) be guaranteed by the principals of the borrower. The Bank seeks lending opportunities where cash flow from the collateral provides adequate debt service coverage and/or the guarantor's net worth is comprised of assets other than the project being financed.

The Bank also offers construction financing for (i) commercial, retail, office, industrial, warehouse and multi-family developments, (ii) residential developments and (iii) single family residential properties. Construction loans involve additional risks because loan funds are advanced upon the security of a project under construction, and the project is of uncertain value prior to its completion. If the Bank is forced to foreclose on a project prior to completion, it may not be able to recover the entire unpaid portion of the loan. Additionally, the Bank may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period of time. Because of uncertainties inherent in estimating construction costs, the market value of the completed project and the effects of governmental regulation on real property, it can be difficult to accurately evaluate the total funds required to complete a project and the related loan-to-value ratio. As a result of these uncertainties, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. The Bank generally requires that the subject property of a construction loan for commercial real estate be pre-leased, because cash flows from the completed project provide the most reliable source of repayment for the loan. Loans to finance these transactions are generally secured by first liens

on the underlying real property. The Bank conducts periodic completion inspections, either directly or through an agent, prior to approval of periodic draws on these loans.

In addition to the real estate lending activities described above, a portion of the Bank's real estate portfolio consists of single family residential mortgage loans typically collateralized by owner occupied properties located in its market areas. These residential mortgage loans are generally secured by a first lien on the underlying property and have maturities up to thirty years. At December 31, 2016, the Bank had \$641.7 million in one-to-four family residential loans, which represented 11.5% of its total loans held for investment.

**Personal Banking.** The Bank offers a broad range of personal banking products and services for individuals. Similar to its business banking operations, the Bank also provides its personal banking customers with a variety of add-on features such as check cards, safe deposit boxes, Internet banking, bill pay, overdraft privilege services and access to automated teller machine (ATM) facilities throughout the United States. The Bank offers a variety of deposit accounts to its personal banking customers including savings, checking, interest-bearing checking, money market and certificates of deposit.

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The Bank loans to individuals for personal, family and household purposes, including lines of credit, home improvement loans, home equity loans, and loans for purchasing and carrying securities. At December 31, 2016, the Bank had \$41.4 million of loans for these purposes, which are shown in the non-covered loans table above as “Consumer.”

**Wealth and Investment Management.** The Bank’s private banking team personally assists high net worth individuals and their families with their banking needs, including depository, credit, asset management, and trust and estate services. The Bank offers trust and asset management services in order to assist these customers in managing, and ultimately transferring, their wealth.

The Bank’s wealth management services provide personal trust, investment management and employee benefit plan administration services, including estate planning, management and administration, investment portfolio management, employee benefit accounts and individual retirement accounts.

## Broker-Dealer

Our broker-dealer segment’s operations are conducted through Hilltop Securities and HTS Independent Network. From the date of the SWS Merger until January 22, 2016, when we merged FSC into Hilltop Securities to form a combined firm operating under the “Hilltop Securities” name, our broker-dealer segment was operated through FSC, Hilltop Securities and HTS Independent Network as separate broker-dealers under coordinated leadership. At December 31, 2016, the Hilltop Broker-Dealers employed approximately 940 people and maintained 48 locations in 19 states.

Through December 31, 2014, the operations of First Southwest comprised our broker-dealer segment. FSC, a wholly owned subsidiary of First Southwest, was a diversified investment banking firm and a registered broker-dealer with the SEC and FINRA with a primary focus on providing public finance services. Since the SWS Merger, our broker-dealer segment operations have also included Hilltop Securities, a clearing broker-dealer subsidiary registered with the SEC and FINRA and a member of the NYSE, HTS Independent Network, an introducing broker-dealer subsidiary that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC, a wholly-owned subsidiary of First Southwest. Hilltop Securities and HTS Independent Network are both registered with the Commodity Futures Trading Commission (“CFTC”) as non-guaranteed introducing brokers and as members of the National Futures Association (“NFA”). At December 31, 2016, Hilltop Securities had consolidated assets of \$2.8 billion and net capital of \$135.1 million, which was \$125.5 million in excess of its minimum net capital requirement of \$9.6 million.

Our broker-dealer segment has six primary lines of business: (i) public finance, (ii) capital markets, (iii) retail, (iv) structured finance, (v) clearing services, and (vi) securities lending.

Public Finance. The public finance group assists public bodies nationwide, including cities, counties, school districts, utility districts, tax increment zones, special districts, state agencies and other governmental entities, in originating, syndicating and distributing securities of municipalities and political subdivisions. In addition, the group provides specialized advisory and investment banking services for airports, convention centers, healthcare institutions, institutions of higher education, housing, industrial development agencies, toll road authorities, and public power and utility providers.

Additionally, First Southwest Asset Management, LLC, Hilltop Securities and HTS Independent Network are investment advisers registered under the Investment Advisers Act of 1940 and provide state and local governments with advice and assistance with respect to arbitrage rebate compliance, portfolio management and local government investment pool administration.

Capital Markets. The capital markets group specializes in trading and underwriting U.S. government and government agency bonds, corporate bonds, municipal bonds, mortgage-backed, asset-backed and commercial mortgage-backed securities and structured products to support sales and other customer activities, and trades equities and option orders on an agency basis on behalf of its retail and institutional clients, including corporations, insurance companies, banks, mutual funds, money managers and other clients. In addition, the capital markets group provides asset and liability management advisory services to community banks.

Additionally, the equity trading department focuses on executing equity and option orders on an agency basis for clients, while the syndicate department, housed within its fixed income sales group, coordinates the distribution of managed and co-managed corporate equity underwritings, accepts invitations to participate in competitive or negotiated underwritings

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managed by other investment banking firms and allocates and markets the sales of allotments to institutional clients and to other broker-dealers.

**Retail.** The retail group acts as a securities broker for retail investors in the purchase and sale of securities, options, commodities and futures contracts that are traded on various exchanges or in the over-the-counter market through our employee-registered representatives or independent contractor arrangements. Through our retail group, we extend margin credit on a secured basis to our retail customers in order to facilitate securities transactions. Through our insurance subsidiaries, we hold insurance licenses to facilitate the sale of insurance and annuity products by HTS Independent Network advisors to retail clients. We retain no underwriting risk related to these insurance and annuity products. In addition, through our investment management group, the retail group provides a number of advisory programs that offer advisors a wide array of products and services for their advisory businesses. In most cases, we charge commissions to our clients in accordance with an established commission schedule, subject to certain discounts based upon the client's level of business, the trade size and other relevant factors. Some registered representatives also sell certain third party insurance products. Hilltop Securities is also a fully disclosed client of two of the largest futures commission merchants in the United States. At December 31, 2016, we employed 117 registered representatives in 15 retail brokerage offices and had contracts with 224 independent retail representatives for the administration of their securities business.

**Structured Finance.** The structured finance group provides structured asset and liability services and commodity hedging advisory services to facilitate balance sheet management primarily to public finance clients. In addition, the structured finance group participates in programs in which it issues forward purchase commitments of mortgage-backed securities to certain non-profit housing clients and sells U.S. Agency to-be-announced ("TBA") mortgage-backed securities.

**Clearing Services.** The clearing services group offers fully disclosed clearing services to FINRA- and SEC-registered member firms for trade execution and clearance as well as back office services such as record keeping, trade reporting, accounting, general back-office support, securities and margin lending, reorganization assistance and custody of securities. At December 31, 2016, we provided services to 175 financial organizations, including correspondent firms, correspondent broker-dealers, registered investment advisers, discount and full-service brokerage firms, and institutional firms.

**Securities Lending.** The securities lending group performs activities that include borrowing and lending securities for other broker-dealers, lending institutions, and internal clearing and retail operations. These activities involve borrowing securities to cover short sales and to complete transactions in which clients have failed to deliver securities by the required settlement date, and lending securities to other broker-dealers for similar purposes.

**Mortgage Origination**

Our mortgage origination segment operates through a wholly owned subsidiary of the Bank, PrimeLending, a residential mortgage banker licensed to originate and close loans in all 50 states and the District of Columbia. At December 31, 2016, our mortgage origination segment operated from over 310 locations in 42 states, originating 21.7% and 14.4%, respectively, of its mortgage loans (by dollar volume) from its Texas and California locations. The mortgage lending business is subject to variables that can impact loan origination volume, including seasonal and interest rate fluctuations. Historically, the mortgage origination segment has typically experienced increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes. An increase in mortgage interest rates tends to result in decreased loan origination volume from refinancings, while a decrease in mortgage interest rates tends to result in increased refinancings. Changes in interest rates have historically had a lesser impact on home purchases volume than on refinancing volume.

PrimeLending handles loan processing, underwriting and closings in-house. Mortgage loans originated by PrimeLending are funded through a warehouse line of credit maintained with the Bank. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, the majority servicing released. PrimeLending's determination of whether to retain or release servicing on mortgage loans it sells is impacted by changes in mortgage interest rates, and refinancing and market activity. PrimeLending may, from time to time, manage its MSR asset through different strategies, including varying the percentage of mortgage loans sold servicing released and opportunistically selling MSR assets. As mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with the Bank. Loans sold are subject to certain standard indemnification provisions with investors, including the repurchase of loans sold and the repayment of sales proceeds to investors under certain conditions.

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Our mortgage lending underwriting strategy, driven in large measure by secondary market investor standards, seeks primarily to originate conforming loans. Our underwriting practices include:

- granting loans on a sound and collectible basis;
- obtaining a balance between maximum yield and minimum risk;
- ensuring that primary and secondary sources of repayment are adequate in relation to the amount of the loan; and
- ensuring that each loan is properly documented and, if appropriate, adequately insured.

PrimeLending had a staff of approximately 3,000 people as of December 31, 2016 that produced \$15.5 billion in closed mortgage loan volume during 2016, 73% of which related to home purchases volume. PrimeLending offers a variety of loan products catering to the specific needs of borrowers seeking purchase or refinancing options, including 30-year and 15-year fixed rate conventional mortgages, adjustable rate mortgages, jumbo loans, and Federal Housing Administration (“FHA”) and Veteran Affairs (“VA”) loans. Mortgage loans originated by PrimeLending are secured by a first lien on the underlying property. PrimeLending does not currently originate subprime loans (which it defines to be conventional and government loans that are ineligible for sale to the Federal National Mortgage Association (“FNMA”), Federal Home Loan Mortgage Corporation (“FHLMC”) or Government National Mortgage Association (“GNMA”), or that do not comply with applicable investor-specific underwriting guidelines).

## Insurance

The operations of NLC comprise our insurance segment. NLC specializes in providing fire and limited homeowners insurance for low value dwellings and manufactured homes primarily in Texas and other areas of the south, southeastern and southwestern United States through its subsidiaries, NLIC and ASIC. NLC’s product lines also include enhanced homeowners products offering higher coverage limits with distribution restricted to select agents. NLC targets underserved markets through a broad network of independent agents currently operating in 23 states and a select number of MGAs, which require underwriting expertise that many larger carriers have been unwilling to develop given the relatively small volume of premiums produced by local agents.

**Ratings.** Many insurance buyers, agents and brokers use the ratings assigned by A.M. Best and other rating agencies to assist them in assessing the financial strength and overall quality of the companies from which they purchase insurance. The financial strength ratings for NLIC and ASIC of “A” (Excellent) were affirmed by A.M. Best in April 2016. An “A” rating is the third highest of 16 rating categories used by A.M. Best. This rating assignment is subject to the ability to meet A.M. Best’s expectations as to performance and capitalization on an ongoing basis, and is subject to revocation or revision at any time at the sole discretion of A.M. Best. NLC cannot ensure that NLIC and ASIC will maintain their present ratings.

**Product Lines.** NLC’s business is conducted in two product lines: personal lines and commercial lines. The personal lines include homeowners, dwelling fire, manufactured home, flood and vacant policies. The commercial lines include

commercial multi-peril, builders risk, builders risk renovation, sports liability and inland marine policies.

The NLC companies specialize in writing fire and homeowners insurance coverage for low value dwellings and manufactured homes. The vast majority of NLC's property coverage is written on policies that provide actual cash value payments, as opposed to replacement cost. Under actual cash value policies, the insured is entitled to receive only the cost of replacing or repairing damaged or destroyed property with comparable new property, less depreciation. Replacement cost coverage does not include such a deduction for depreciation; however, it does include limited water coverage.

**Underwriting and Pricing.** NLC applies its regional expertise, underwriting discipline and a risk-adjusted, return-on-equity-based approach to capital allocation to primarily offer short-tail insurance products in its target markets. NLC's underwriting process involves securing an adequate level of underwriting information from its independent agents, identifying and evaluating risk exposures and then pricing the risks it chooses to accept. Management reviews pricing on an ongoing basis to monitor any emerging issues on a specific coverage or geographic territory.



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**Catastrophe Exposure.** NLC maintains a comprehensive risk management strategy, which includes actively monitoring its catastrophe prone territories by zip code to ensure a diversified book of risks. NLC utilizes software and risk support from its reinsurance brokers to analyze its portfolio and catastrophe exposure. Biannually, NLC has its entire portfolio analyzed by its reinsurance broker who utilizes hurricane and severe storm models to predict risk.

**Reinsurance.** NLC purchases reinsurance to reduce its exposure to liability on individual risks and claims and to protect against catastrophe losses. NLC's management believes that less volatile, yet reasonable returns are in the long-term interest of NLC.

Reinsurance involves an insurance company transferring, or ceding, a portion of its risk to another insurer, the reinsurer. The reinsurer assumes the exposure in return for a portion of the premium. The ceding of risk to a reinsurer does not legally discharge the primary insurer from its liability for the full amount of the policies on which it obtains reinsurance. Accordingly, the primary insurer remains liable for the entire loss if the reinsurer fails to meet its obligations under the reinsurance agreement and, as a result, the primary insurer is exposed to the risk of non-payment by its reinsurers. In formulating its reinsurance programs, NLC believes that it is selective in its choice of reinsurers and considers numerous factors, the most important of which are the financial stability of the reinsurer, its history of responding to claims and its overall reputation.

Additionally, NLC further reduces its exposure to liability through an underlying excess of loss contract that provides aggregate coverage in excess of NLC's per event retention and aggregate retention for sub-catastrophic events.

## Competition

We face significant competition in the business segments in which we operate and the geographic markets we serve. Many of our competitors have substantially greater financial resources, lending limits and branch networks than we do, and offer a broader range of products and services.

Our banking segment primarily competes with national, regional and community banks within the various markets where the Bank operates. The Bank also faces competition from many other types of financial institutions, including savings and loan associations, credit unions, finance companies, pension trusts, mutual funds, insurance companies, brokerage and investment banking firms, asset-based non-bank lenders, government agencies and certain other non-financial institutions. The ability to attract and retain skilled lending professionals is critical to our banking business. Competition for deposits and in providing lending products and services to consumers and businesses in our market area is intense and pricing is important. Other factors encountered in competing for deposits are convenient office locations, interest rates and fee structures of products offered. Direct competition for deposits also comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities that may offer more attractive rates than insured depository institutions are willing to pay. Competition for loans is

based on factors such as interest rates, loan origination fees and the range of services offered by the provider. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive loan and deposit products and other services.

Within our broker-dealer segment we face significant competition based on a number of factors, including price, perceived expertise, quality of advice, reputation, range of services and products, technology, innovation and local presence. Competition for successful securities traders, stock loan professionals and investment bankers among securities firms and other competitors is intense. Our broker-dealer business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, are not subject to the broker-dealer regulatory framework. Further, our broker-dealer segment competes with discount brokerage firms that do not offer equivalent services but offer discounted prices.

Our competitors in the mortgage origination business include large financial institutions as well as independent mortgage banking companies, commercial banks, savings banks and savings and loan associations. Our mortgage origination segment competes on a number of factors including customer service, quality and range of products and services offered, price, reputation, interest rates, closing process and duration, and loan origination fees. The ability to attract and retain skilled mortgage origination professionals is critical to our mortgage origination business. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive mortgage loan products and services.

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Our insurance business competes with a large number of other companies in its selected lines of business, including major U.S. and non-U.S. insurers, regional companies, mutual companies, specialty insurance companies, underwriting agencies and diversified financial services companies. The personal lines market in Texas is dominated by a few large carriers and their subsidiaries and affiliates. We seek to distinguish ourselves from our competitors by targeting underserved market segments that provide us with the best opportunity to obtain favorable policy terms, conditions and pricing.

## Employees

At December 31, 2016, we employed approximately 5,400 people, substantially all of which are full-time. None of our employees are represented by any collective bargaining unit or a party to any collective bargaining agreement.

## Government Supervision and Regulation

### General

We are subject to extensive regulation under federal and state laws. The regulatory framework is intended primarily for the protection of customers and clients, and not for the protection of our stockholders or creditors. In many cases, the applicable regulatory authorities have broad enforcement power over bank holding companies, banks and their subsidiaries, including the power to impose substantial fines and other penalties for violations of laws and regulations. The following discussion describes the material elements of the regulatory framework that applies to us and our subsidiaries. References in this Annual Report to applicable statutes and regulations are brief summaries thereof, do not purport to be complete, and are qualified in their entirety by reference to such statutes and regulations.

**Recent Regulatory Developments.** New regulations and statutes are regularly proposed and/or adopted that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating and doing business in the United States. Certain of these recent proposals and changes are described below.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act. The Dodd-Frank Act aims to restore responsibility and accountability to the financial system by significantly altering the regulation of financial institutions and the financial services industry. Most of the provisions contained in the Dodd-Frank Act have delayed effective dates. Full implementation of the Dodd-Frank Act requires many new rules to be issued by federal regulatory agencies, which profoundly affect how financial institutions will be regulated in the future. The ultimate effect of the Dodd-Frank Act and its implementing regulations (or any amendments thereto) on the financial services industry in general, and on us in particular, is uncertain at this time.

The Dodd-Frank Act, among other things:

- Established the Consumer Financial Protection Bureau (the “CFPB”), an independent organization within the Federal Reserve which has the authority to promulgate consumer protection regulations applicable to all entities offering consumer financial products or services, including banks and mortgage originators. The CFPB has broad rule-making authority for a wide range of consumer protection laws, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The CFPB has exclusive examination authority and primary enforcement authority with respect to financial institutions with total assets of more than \$10.0 billion and their affiliates for purposes of federal consumer protection laws. After June 30, 2011, a financial institution becomes subject to the CFPB’s exclusive examination authority and primary enforcement authority after it has reported total assets of greater than \$10.0 billion in its quarterly call reports for four consecutive quarters.
- Established the Financial Stability Oversight Council, tasked with the authority to identify and monitor institutions and systems which pose a systemic risk to the financial system, and to impose standards regarding capital, leverage, liquidity, risk management, and other requirements for financial firms.
- Changed the base for FDIC insurance assessments.
- Increased the minimum reserve ratio for the Deposit Insurance Fund from 1.15% to 1.35% (the FDIC subsequently increased it by regulation to 2.00%).
- Permanently increased the deposit insurance coverage amount from \$100,000 to \$250,000.

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- Directed the Federal Reserve to establish interchange fees for debit cards pursuant to a restrictive “reasonable and proportional cost” per transaction standard.
- Limits the ability of banking organizations to sponsor or invest in private equity and hedge funds and to engage in proprietary trading in a provision known as the “Volcker Rule”.
- Grants the U.S. government authority to liquidate or take emergency measures with respect to troubled nonbank financial companies that fall outside the existing resolution authority of the FDIC, including the establishment of an orderly liquidation fund.
- Increases regulation of asset-backed securities, including a requirement that issuers of asset-backed securities retain at least 5% of the risk of the asset-backed securities.
- Increases regulation of consumer protections regarding mortgage originations, including banker compensation, minimum repayment standards, and prepayment consideration.
- Establishes new disclosure and other requirements relating to executive compensation and corporate governance.

On June 21, 2010, the Federal Reserve Board, the Office of the Comptroller of the Currency, the Office of Thrift Supervision and the FDIC jointly issued comprehensive final guidance on incentive compensation policies (the “Incentive Compensation Guidance”) intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Incentive Compensation Guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. The Incentive Compensation Guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon three primary principles: (i) balanced risk-taking incentives, (ii) compatibility with effective controls and risk management, and (iii) strong corporate governance. Any deficiencies in compensation practices that are identified may be incorporated into the organization’s supervisory ratings, which can affect its ability to make acquisitions or perform other actions. In addition, under the Incentive Compensation Guidance, a banking organization’s federal regulator may initiate enforcement action if the organization’s incentive compensation arrangements pose a risk to the safety and soundness of the organization.

On April 14, 2011, the Federal Reserve Board and various other federal agencies published a notice of proposed rulemaking implementing provisions of the Dodd-Frank Act that would require reporting of incentive-based compensation arrangements by a covered financial institution and prohibit incentive-based compensation arrangements at a covered financial institution that provide excessive compensation or that could expose the institution to inappropriate risks that could lead to material financial loss. The Dodd-Frank Act defines “covered financial institution” to include, among other entities, a depository institution or depository institution holding company that has \$1 billion or more in assets. There are enhanced requirements for institutions with more than \$50 billion in assets.

On January 10, 2013, the CFPB issued a final rule to implement the “qualified mortgage”, or “QM” provisions of the Dodd-Frank Act requiring mortgage lenders to consider consumers’ ability to repay home loans before extending them credit. The final rule describes certain minimum requirements for creditors making ability-to-repay determinations, but does not dictate that they follow particular underwriting models. Lenders will be presumed to have complied with the ability-to-repay rule if they issue “qualified mortgages”, which are generally defined as mortgage loans prohibiting or limiting certain risky features. Loans that do not meet the ability-to-repay standard can be challenged in court by borrowers who default and the absence of ability-to-repay status can be used against a creditor in foreclosure proceedings. The CFPB’s QM rule took effect on January 10, 2014.

We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which our business may be affected by any new regulation or statute.

#### Corporate

Hilltop is a legal entity separate and distinct from PCC and its other subsidiaries. On November 30, 2012, concurrent with the consummation of the PlainsCapital Merger, Hilltop became a financial holding company registered under the Bank Holding Company Act, as amended by the Gramm-Leach-Bliley Act (“Gramm-Leach-Bliley Act”). Accordingly, it is subject to supervision, regulation and examination by the Federal Reserve Board. The Dodd-Frank Act, Gramm-Leach-Bliley Act, the Bank Holding Company Act and other federal laws subject financial and bank holding companies to

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particular restrictions on the types of activities in which they may engage and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations.

**Changes of Control.** Federal and state laws impose additional notice, approval and ongoing regulatory requirements on any investor that seeks to acquire direct or indirect “control” of a regulated holding company, such as Hilltop. These laws include the Bank Holding Company Act, the Change in Bank Control Act and the Texas Insurance Code. Among other things, these laws require regulatory filings by an investor that seeks to acquire direct or indirect “control” of a regulated holding company. The determination whether an investor “controls” a regulated holding company is based on all of the facts and circumstances surrounding the investment. As a general matter, an investor is deemed to control a depository institution or other company if the investor owns or controls 25% or more of any class of voting stock. Subject to rebuttal, an investor may be presumed to control the regulated holding company if the investor owns or controls 10% or more of any class of voting stock. Accordingly, these laws would apply to a person acquiring 10% or more of Hilltop’s common stock. Furthermore, these laws may discourage potential acquisition proposals and may delay, deter or prevent change of control transactions, including those that some or all of our stockholders might consider to be desirable.

**Regulatory Restrictions on Dividends; Source of Strength.** It is the policy of the Federal Reserve Board that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company’s ability to serve as a source of strength to its banking subsidiaries. The Dodd-Frank Act requires the regulatory agencies to issue regulations requiring that all bank and savings and loan holding companies serve as a source of financial and managerial strength to their subsidiary depository institutions by providing capital, liquidity and other support in times of financial stress; however, no such proposals have yet been published.

Under Federal Reserve Board policy, a bank holding company is expected to act as a source of financial strength to each of its banking subsidiaries and commit resources to their support. Such support may be required at times when, absent this Federal Reserve Board policy, a holding company may not be inclined to provide it. As discussed herein, a bank holding company, in certain circumstances, could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

**Scope of Permissible Activities.** Under the Bank Holding Company Act, Hilltop and PCC generally may not acquire a direct or indirect interest in, or control of more than 5% of, the voting shares of any company that is not a bank or bank holding company. Additionally, the Bank Holding Company Act may prohibit Hilltop from engaging in activities other than those of banking, managing or controlling banks or furnishing services to, or performing services for, its subsidiaries, except that it may engage in, directly or indirectly, certain activities that the Federal Reserve Board has determined to be closely related to banking or managing and controlling banks as to be a proper incident thereto. In approving acquisitions or the addition of activities, the Federal Reserve Board considers, among other things, whether the acquisition or the additional activities can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh such possible adverse

effects as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices.

Notwithstanding the foregoing, the Gramm-Leach-Bliley Act, effective March 11, 2000, eliminated the barriers to affiliations among banks, securities firms, insurance companies and other financial service providers and permits bank holding companies to become financial holding companies and thereby affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. The Gramm-Leach-Bliley Act defines “financial in nature” to include: securities underwriting; dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking activities; and activities that the Federal Reserve Board has determined to be closely related to banking. Prior to enactment of the Dodd-Frank Act, regulatory approval was not required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that were financial in nature or incidental to activities that were financial in nature, as determined by the Federal Reserve Board.

Under the Gramm-Leach-Bliley Act, a bank holding company may become a financial holding company by filing a declaration with the Federal Reserve Board if each of its subsidiary banks is “well capitalized” under the Federal Deposit Insurance Corporation Improvement Act prompt corrective action provisions, is “well managed”, and has at least a “satisfactory” rating under the Community Reinvestment Act of 1977 (the “CRA”). The Dodd-Frank Act underscores the criteria for becoming a financial holding company by amending the Bank Holding Company Act to require that bank



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holding companies be “well capitalized” and “well managed” in order to become financial holding companies. Hilltop became a financial holding company on December 1, 2012.

**Safe and Sound Banking Practices.** Bank holding companies are not permitted to engage in unsafe and unsound banking practices. The Federal Reserve Board’s Regulation Y, for example, generally requires a holding company to give the Federal Reserve Board prior notice of any redemption or repurchase of its equity securities, if the consideration to be paid, together with the consideration paid for any repurchases or redemptions in the preceding year, is equal to 10% or more of the company’s consolidated net worth. In addition, bank holding companies are required to consult with the Federal Reserve Board prior to making any redemption or repurchase, even within the foregoing parameters. The Federal Reserve Board may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation. Depending upon the circumstances, the Federal Reserve Board could take the position that paying a dividend would constitute an unsafe or unsound banking practice.

The Federal Reserve Board has broad authority to prohibit activities of bank holding companies and their nonbanking subsidiaries that represent unsafe and unsound banking practices or that constitute violations of laws or regulations, and can assess civil money penalties for certain activities conducted on a knowing and reckless basis, if those activities caused a substantial loss to a depository institution. The penalties can be as high as \$1.89 million for each day the activity continues. In addition, the Dodd-Frank Act authorizes the Federal Reserve Board to require reports from and examine bank holding companies and their subsidiaries, and to regulate functionally regulated subsidiaries of bank holding companies.

**Anti-tying Restrictions.** Subject to various exceptions, bank holding companies and their affiliates are generally prohibited from tying the provision of certain services, such as extensions of credit, to certain other services offered by a bank holding company or its affiliates.

**Capital Adequacy Requirements and BASEL III.** Hilltop and PlainsCapital are subject to capital adequacy requirements under the recently adopted comprehensive capital framework for U.S. banking organizations known as “Basel III”. Basel III, which reformed the existing frameworks under which U.S. banking organizations historically operated, became effective January 1, 2015 but will not be fully phased-in until January 1, 2019. Basel III was developed by the Basel Committee on Banking Supervision and adopted by the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency.

The federal banking agencies’ risk-based capital and leverage ratios are minimum supervisory ratios generally applicable to banking organizations that meet certain specified criteria, assuming that they have the highest regulatory rating. Banking organizations not meeting these criteria are expected to operate with capital positions well above the minimum ratios. The federal bank regulatory agencies may set capital requirements for a particular banking organization that are higher than the minimum ratios when circumstances warrant. Federal Reserve Board guidelines also provide that banking organizations experiencing internal growth or making acquisitions will be expected to

maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets.

The Dodd-Frank Act directed federal banking agencies to establish minimum leverage capital requirements and minimum risk-based capital requirements for insured depository institutions, depository institution holding companies, and nonbank financial companies supervised by the Federal Reserve Board. The Dodd-Frank Act required that these minimum capital requirements be not less than the “generally applicable leverage and risk-based capital requirements” applicable to insured depository institutions, in effect applying the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies. However, it was left to the discretion of the agencies to set the leverage ratio requirement through the rulemaking process.

Final rules published by the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency implemented the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. Among other things, Basel III increased minimum capital requirements, introduced a new minimum leverage ratio and implemented a capital conservation buffer. The final Basel III rules take important steps toward improving the quality and increasing the quantity of capital for all banking organizations as well as setting higher standards for large, internationally active banking organizations. The regulatory agencies believe that the new rules will result in capital requirements that better reflect banking organizations’ risk profiles, thereby improving the overall resilience of the banking system. The regulatory agencies carefully considered the potential impacts on all banking organizations, including community and regional banking organizations such as Hilltop and PlainsCapital, and sought to minimize the potential burden of these changes

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where consistent with applicable law and the agencies’ goals of establishing a robust and comprehensive capital framework. Under the guidelines in effect beginning January 1, 2015, a risk weight factor of 0% to 1250% is assigned to each category of assets based generally on the perceived credit risk of the asset class. The risk weights are then multiplied by the corresponding asset balances to determine a “risk-weighted” asset base.

Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital consists of common equity Tier 1 capital and additional Tier 1 capital. Below is a list of certain significant components that comprise the tiers of capital for Hilltop and PlainsCapital under Basel III.

Common equity Tier 1 capital:

- includes common stockholders’ equity (such as qualifying common stock and any related surplus, undivided profits, disclosed capital reserves that represent a segregation of undivided profits and foreign currency translation adjustments, excluding changes in other comprehensive income (loss) and treasury stock);
- includes certain minority interests in the equity capital accounts of consolidated subsidiaries; and
- excludes goodwill and various intangible assets.

Additional Tier 1 capital:

- includes certain qualifying minority interests not included in common equity Tier 1 capital;
- includes certain preferred stock and related surplus;
- includes certain subordinated debt; and
- excludes 50% of the insurance underwriting deduction.

Tier 2 capital:

- includes allowance for loan losses, up to a maximum of 1.25% of risk-weighted assets;
- includes minority interests not included in Tier 1 capital;
- includes certain unrealized holding gains on equity securities; and
- excludes 50% of the insurance underwriting deduction.

Hilltop and PlainsCapital began transitioning to the Basel III final rules on January 1, 2015. The capital conservation buffer and certain deductions from common equity Tier 1 capital will be phased-in through 2019.

The following table summarizes the Basel III phase-in schedule for periods beginning January 1, 2016.

Year (as of January 1)	2016	2017	2018	2019
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Minimum common equity Tier 1 capital ratio	4.5 %	4.5 %	4.5 %	4.5 %
Common equity Tier 1 capital conservation buffer	0.625 %	1.25 %	1.875 %	2.5 %
Minimum common equity Tier 1 capital ratio plus capital conservation buffer	5.125 %	5.75 %	6.375 %	7.0 %
Phase-in of most deductions from common equity Tier 1 (including 10 percent & 15 percent common equity Tier 1 threshold deduction items that are over the limits)	60.0 %	80.0 %	100.0 %	100.0 %
Minimum Tier 1 capital ratio	6.0 %	6.0 %	6.0 %	6.0 %
Minimum Tier 1 capital ratio plus capital conservation buffer	6.625 %	7.25 %	7.875 %	8.5 %
Minimum total capital ratio	8.0 %	8.0 %	8.0 %	8.0 %
Minimum total capital ratio plus conservation buffer	8.625 %	9.25 %	9.875 %	10.5 %

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer helps to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets.

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The rules also prohibit a banking organization from making distributions or discretionary bonus payments during any quarter if its eligible retained income is negative in that quarter and its capital conservation buffer ratio was less than 2.5 percent at the beginning of the quarter. A banking organization with a buffer greater than 2.5 percent would not be subject to limits on capital distributions or discretionary bonus payments; however, a banking organization with a buffer of less than 2.5 percent would be subject to increasingly stringent limitations as the buffer approaches zero. The eligible retained income of a banking organization is defined as its net income for the four calendar quarters preceding the current calendar quarter, based on the organization's quarterly regulatory reports, net of any distributions and associated tax effects not already reflected in net income. When the rules are fully phased-in in 2019, the minimum capital requirements plus the capital conservation buffer will exceed the prompt corrective action well-capitalized thresholds. During 2016, our eligible retained income was positive and our capital conservation buffer was greater than 2.5 percent, and therefore, we were not subject to limits on capital distributions or discretionary bonus payments. We anticipate similar results during 2017.

The following table summarizes how much a banking organization can pay out in the form of distributions or discretionary bonus payments in a quarter based on its capital conservation buffer.

Capital Conservation Buffer (as a percentage of risk-weighted assets)	Maximum Payout (as a percentage of eligible retained income)
Greater than 2.5 percent	No payout limitation applies
Less than or equal to 2.5 percent and greater than 1.875 percent	60 percent
Less than or equal to 1.875 percent and greater than 1.25 percent	40 percent
Less than or equal to 1.25 percent and greater than 0.625 percent	20 percent
Less than or equal to 0.625 percent	0 percent

At December 31, 2016, Hilltop had a total capital to risk-weighted assets ratio of 19.34%, Tier 1 capital to risk-weighted assets ratio of 18.87% and a common equity Tier 1 capital to risk-weighted assets ratio of 18.30%. Hilltop's actual capital amounts and ratios in accordance with Basel III exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

At December 31, 2016, PlainsCapital had a total capital to risk-weighted assets ratio of 15.38%, Tier 1 capital to risk-weighted assets ratio of 14.64% and a common equity Tier 1 capital to risk-weighted assets ratio of 14.64%. Accordingly, PlainsCapital's actual capital amounts and ratios in accordance with Basel III resulted in it being considered "well-capitalized" and exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

**Volcker Rule.** Provisions of the Volcker Rule and the final rules implementing the Volcker Rule restrict certain activities provided by the Company, including proprietary trading and sponsoring or investing in "covered funds," which include many venture capital, private equity and hedge funds. For purposes of the Volcker Rule, purchases or sales of

financial instruments such as securities, derivatives, contracts of sale of commodities for future delivery or options on the foregoing for the purpose of short-term gain are deemed to be proprietary trading (with financial instruments held for less than 60 days presumed to be for proprietary trading unless an alternative purpose can be demonstrated), unless certain exemptions apply. Exempted activities include, among others, the following: (i) underwriting; (ii) market making; (iii) risk mitigating hedging; (iv) trading in certain government securities; (v) employee compensation plans and (vi) transactions entered into on behalf of and for the account of clients as agent, broker, custodian, or in a trustee or fiduciary capacity. While management continues to assess compliance with the Volcker Rule, we have reviewed our processes and procedures in regard to proprietary trading and covered funds activities and we believe we are currently complying with the provisions of the Volcker Rule. However, it remains uncertain how the scope of applicable restrictions and exceptions will be interpreted and administered by the relevant regulators. Absent further regulatory guidance, we are required to make certain assumptions as to the degree to which our activities, processes and procedures in these areas comply with the requirements of the Volcker Rule. If these assumptions are not accurate or if our implementation of compliance processes and procedures is not consistent with regulatory expectations, we may be required to make certain changes to our business activities, processes or procedures, which could further increase our compliance and regulatory risks and costs.

**Imposition of Liability for Undercapitalized Subsidiaries.** Bank regulators are required to take “prompt corrective action” to resolve problems associated with insured depository institutions whose capital declines below certain levels. In the event an institution becomes “undercapitalized,” it must submit a capital restoration plan. The capital restoration plan will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the

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subsidiary's compliance with the capital restoration plan up to a certain specified amount. Any such guarantee from a depository institution's holding company is entitled to a priority of payment in bankruptcy.

The aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution's assets at the time it became undercapitalized or the amount necessary to cause the institution to be "adequately capitalized." The bank regulators have greater power in situations where an institution becomes "significantly" or "critically" undercapitalized or fails to submit a capital restoration plan. For example, a bank holding company controlling such an institution can be required to obtain prior Federal Reserve Board approval of proposed dividends, or might be required to consent to a consolidation or to divest the troubled institution or other affiliates.

**Acquisitions by Bank Holding Companies.** The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve Board before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve Board is required to consider, among other things, the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, and various competitive factors. In addition, the Dodd-Frank Act requires the Federal Reserve Board to consider "the risk to the stability of the U.S. banking or financial system" when evaluating acquisitions of banks and nonbanks under the Bank Holding Company Act. With respect to interstate acquisitions, the Dodd-Frank Act amends the Bank Holding Company Act by raising the standard by which interstate bank acquisitions are permitted from a standard that the acquiring bank holding company be "adequately capitalized" and "adequately managed", to the higher standard of being "well capitalized" and "well managed".

**Control Acquisitions.** The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Board has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve Board, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, would, under the circumstances set forth in the presumption, constitute acquisition of control of such company.

**Governmental Monetary Policies.** Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Board have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve Board affect the levels of bank loans, investments and deposits through its influence over the issuance of U.S. government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. We cannot predict the nature or impact of future changes in monetary and fiscal policies.

## Banking

The Bank is subject to various requirements and restrictions under the laws of the United States, and to regulation, supervision and regular examination by the Texas Department of Banking. The Bank, as a state member bank, is also subject to regulation and examination by the Federal Reserve Board. As a bank with less than \$10 billion in assets, the Bank became subject to the regulations issued by the CFPB on July 21, 2011, although the Federal Reserve Board continued to examine the Bank for compliance with federal consumer protection laws. As of December 31, 2016, the Bank's total assets were \$9.5 billion. If the Bank's total assets were to increase, either organically or through an acquisition, merger or combination, to over \$10.0 billion (as measured on four consecutive quarterly call reports of the Bank and any institutions it acquires), the Bank would become subject to the CFPB's supervisory and enforcement authority with respect to federal consumer financial laws beginning in the following quarter.

The Bank is also an insured depository institution and, therefore, subject to regulation by the FDIC, although the Federal Reserve Board is the Bank's primary federal regulator. The Federal Reserve Board, the Texas Department of Banking, the CFPB and the FDIC have the power to enforce compliance with applicable banking statutes and regulations. Such requirements and restrictions include requirements to maintain reserves against deposits, restrictions on the nature and amount of loans that may be made and the interest that may be charged thereon and restrictions relating to investments and other activities of the Bank. In July 2010, the FDIC voted to revise its agreement with the primary federal regulators



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to enhance the FDIC's existing backup authorities over insured depository institutions that the FDIC does not directly supervise. As a result, the Bank may be subject to increased supervision by the FDIC.

Restrictions on Transactions with Affiliates. Transactions between the Bank and its nonbanking affiliates, including Hilltop and PCC, are subject to Section 23A of the Federal Reserve Act. In general, Section 23A imposes limits on the amount of such transactions, and also requires certain levels of collateral for loans to affiliated parties. It also limits the amount of advances to third parties that are collateralized by the securities or obligations of Hilltop or its subsidiaries. Among other changes, the Dodd-Frank Act expands the definition of "covered transactions" and clarifies the amount of time that the collateral requirements must be satisfied for covered transactions, and amends the definition of "affiliate" in Section 23A to include "any investment fund with respect to which a member bank or an affiliate thereof is an investment adviser."

Affiliate transactions are also subject to Section 23B of the Federal Reserve Act, which generally requires that certain transactions between the Bank and its affiliates be on terms substantially the same, or at least as favorable to the Bank, as those prevailing at the time for comparable transactions with or involving other nonaffiliated persons. The Federal Reserve has also issued Regulation W, which codifies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretive guidance with respect to affiliate transactions.

Loans to Insiders. The restrictions on loans to directors, executive officers, principal stockholders and their related interests (collectively referred to herein as "insiders") contained in the Federal Reserve Act and Regulation O apply to all insured institutions and their subsidiaries and holding companies. These restrictions include limits on loans to one borrower and conditions that must be met before such a loan can be made. There is also an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and the Federal Reserve Board may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions. The Dodd-Frank Act amends the statutes placing limitations on loans to insiders by including credit exposures to the person arising from a derivatives transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction, or securities borrowing transaction between the member bank and the person within the definition of an extension of credit.

Restrictions on Distribution of Subsidiary Bank Dividends and Assets. Dividends paid by the Bank have provided a substantial part of PCC's operating funds and for the foreseeable future it is anticipated that dividends paid by the Bank to PCC will continue to be PCC's and Hilltop's principal source of operating funds. Capital adequacy requirements serve to limit the amount of dividends that may be paid by the Bank. Pursuant to the Texas Finance Code, a Texas banking association may not pay a dividend that would reduce its outstanding capital and surplus unless it obtains the prior approval of the Texas Banking Commissioner. Additionally, the FDIC and the Federal Reserve Board have the authority to prohibit Texas state banks from paying a dividend when they determine the dividend would be an unsafe or unsound banking practice. As a member of the Federal Reserve System, the Bank must also comply with the dividend restrictions with which a national bank would be required to comply. Those provisions are generally similar to those imposed by the state of Texas. Among other things, the federal restrictions require that if losses have at any time been sustained by a bank equal to or exceeding its undivided profits then on hand, no dividend may be paid.

In the event of a liquidation or other resolution of an insured depository institution, the claims of depositors and other general or subordinated creditors are entitled to a priority of payment over the claims of holders of any obligation of the institution to its stockholders, including any depository institution holding company (such as PCC and Hilltop) or any stockholder or creditor thereof.

**Branching.** The establishment of a bank branch must be approved by the Texas Department of Banking and the Federal Reserve Board, which consider a number of factors, including financial history, capital adequacy, earnings prospects, character of management, needs of the community and consistency with corporate powers. The regulators will also consider the applicant's CRA record.

**Interstate Branching.** Effective June 1, 1997, the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Riegle-Neal Act") amended the Federal Deposit Insurance Act and certain other statutes to permit state and national banks with different home states to merge across state lines, with approval of the appropriate federal banking agency, unless the home state of a participating bank had passed legislation prior to May 31, 1997 expressly prohibiting interstate mergers. Under the Dodd-Frank Act, de novo interstate branching by banks is permitted if, under the laws of the state where the branch is to be located, a state bank chartered in that state would be permitted to establish a branch.

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Prompt Corrective Action. The Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) establishes a system of prompt corrective action to resolve the problems of undercapitalized financial institutions. Under this system, the federal banking regulators have established five capital categories (“well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized”) in which all institutions are placed. Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category.

An institution that is categorized as “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized” is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. A bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company’s obligation to fund a capital restoration plan is limited to the lesser of 5% of an undercapitalized subsidiary’s assets at the time it became undercapitalized or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. The regulations also establish procedures for downgrading an institution to a lower capital category based on supervisory factors other than capital. PlainsCapital was classified as “well capitalized” at December 31, 2016.

In addition, if a bank is classified as “undercapitalized,” the bank is required to submit a capital restoration plan to the federal banking regulators. Pursuant to FDICIA, an “undercapitalized” bank is prohibited from increasing its assets, engaging in a new line of business, acquiring any interest in any company or insured depository institution, or opening or acquiring a new branch office, except under certain circumstances, including the acceptance by the federal banking regulators of a capital restoration plan for the bank.

Furthermore, if a bank is classified as “undercapitalized,” the federal banking regulators may take certain actions to correct the capital position of the bank; if a bank is classified as “significantly undercapitalized” or “critically undercapitalized,” the federal banking regulators would be required to take one or more prompt corrective actions. These actions would include, among other things, requiring: sales of new securities to bolster capital, improvements in management, limits on interest rates paid, prohibitions on transactions with affiliates, termination of certain risky activities and restrictions on compensation paid to executive officers. If a bank is classified as “critically undercapitalized,” FDICIA requires the bank to be placed into conservatorship or receivership within 90 days, unless the federal banking regulators determines that other action would better achieve the purposes of FDICIA regarding prompt corrective action with respect to undercapitalized banks.

The capital classification of a bank affects the frequency of examinations of the bank and impacts the ability of the bank to engage in certain activities and affects the deposit insurance premiums paid by such bank. Under FDICIA, the federal banking regulators are required to conduct a full-scope, on-site examination of every bank at least once every

12 months. An exception to this rule is made, however, that provides that banks (i) with assets of less than \$100 million, (ii) that are categorized as “well capitalized,” (iii) that were found to be well managed and composite rating was outstanding and (iv) have not been subject to a change in control during the last 12 months, need only be examined once every 18 months.

FDIC Insurance Assessments. The FDIC has adopted a risk-based assessment system for insured depository institutions that takes into account the risks attributable to different categories and concentrations of assets and liabilities. The system assigns an institution to one of three capital categories: (1) “well capitalized;” (2) “adequately capitalized;” or (3) “undercapitalized.” These three categories are substantially similar to the prompt corrective action categories described above, with the “undercapitalized” category including institutions that are undercapitalized, significantly undercapitalized and critically undercapitalized for prompt corrective action purposes. The FDIC also assigns an institution to one of three supervisory subgroups based on a supervisory evaluation that the institution’s primary federal regulator provides to the FDIC and information that the FDIC determines to be relevant to the institution’s financial condition and the risk posed to the deposit insurance funds. The FDIC may terminate its insurance of deposits if it finds 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.

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The FDIC is required to maintain a designated reserve ratio of the deposit insurance fund (“DIF”) to insured deposits in the United States. The Dodd-Frank Act requires the FDIC to assess insured depository institutions to achieve a DIF ratio of at least 1.35 percent by September 30, 2020. Pursuant to its authority in the Dodd-Frank Act, the FDIC on December 20, 2010, published a final rule establishing a higher long-term target DIF ratio of greater than 2%. Deposit insurance assessment rates are subject to change by the FDIC and will be impacted by the overall economy and the stability of the banking industry as a whole. The FDIC will notify the Bank concerning an assessment rate that we will be charged for the assessment period. As a result of the new regulations, we expect to incur higher annual deposit insurance assessments, which could have a significant adverse impact on our financial condition and results of operations. Accruals for DIF assessments were \$3.0 million during 2016.

In March 2016, the FDIC published final rules to increase the DIF to the statutorily required minimum level of 1.35% by imposing on banks with at least \$10 billion in assets a surcharge of 4.5 cents per \$100 of their assessment base, after making certain adjustments. If the Bank reaches an asset size of more than \$10 billion, the Bank will be subject to this surcharge.

The Dodd-Frank Act permanently increased the standard maximum deposit insurance amount from \$100,000 to \$250,000. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category.

Community Reinvestment Act. The CRA requires, in connection with examinations of financial institutions, that federal banking regulators (in the Bank’s case, the Federal Reserve Board) evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate-income neighborhoods. These facts are also considered in evaluating mergers, acquisitions and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on the Bank. Additionally, the Bank must publicly disclose the terms of various CRA-related agreements.

During the third quarter of 2015, the Bank received a “satisfactory” CRA rating in connection with its most recent CRA performance evaluation. A CRA rating of less than “satisfactory” adversely affects a bank’s ability to establish new branches and impairs a bank’s ability to commence new activities that are “financial in nature” or acquire companies engaged in these activities. See “Risk factors — We are subject to extensive supervision and regulation that could restrict our activities and impose financial requirements or limitations on the conduct of our business and limit our ability to generate income.”

Privacy. Under the Gramm-Leach-Bliley Act, financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer or when the financial institution is jointly sponsoring a product or service with a nonaffiliated third party. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other

marketing to consumers. The Bank and all of its subsidiaries have established policies and procedures to comply with the privacy provisions of the Gramm-Leach-Bliley Act.

Federal Laws Applicable to Credit Transactions. The loan operations of the Bank are also subject to federal laws and implementing regulations applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies and preventing identity theft;
- Fair Debt Collection Practices Act, governing the manner in which consumer debts may be collected by collection agencies;

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- Service Members Civil Relief Act, which amended the Soldiers' and Sailors' Civil Relief Act of 1940, governing the repayment terms of, and property rights underlying, secured obligations of persons in military service;
- The Dodd-Frank Act, which establishes the CFPB, an independent entity within the Federal Reserve, dedicated to promulgating and enforcing consumer protection laws applicable to all entities offering consumer financial services or products; and
- The rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates.

Federal Laws Applicable to Deposit Operations. The deposit operations of the Bank are subject to:

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with subpoenas of financial records, among other requests;
- Truth in Savings Act, which requires the Bank to disclose the terms and conditions on which interest is paid and fees are assessed in connection with deposit accounts; and
- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board and the CFPB to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of ATMs and other electronic banking services. The Dodd-Frank Act amends the Electronic Funds Transfer Act to, among other things, give the Federal Reserve Board the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer.

Capital Requirements. The Federal Reserve Board and the Texas Department of Banking monitor the capital adequacy of PlainsCapital by using a combination of risk-based guidelines and leverage ratios. The agencies consider PlainsCapital's capital levels when taking action on various types of applications and when conducting supervisory activities related to the safety and soundness of individual banks and the banking system.

Under the regulatory capital guidelines within the Basel III capital rules, PlainsCapital must maintain a total risk-based capital to risk-weighted assets ratio of at least 8.0%, a Tier 1 capital to risk-weighted assets ratio of at least 6.0%, a common equity Tier 1 capital to risk-weighted assets ratio of at least 4.5%, and a Tier 1 capital to average total assets ratio of at least 4.0% (3.0% for banks receiving the highest examination rating) to be considered "adequately capitalized." See the discussion herein under "The FDIC Improvement Act." At December 31, 2016, PlainsCapital's ratio of total risk-based capital to risk-weighted assets was 15.38%, PlainsCapital's ratio of Tier 1 capital to risk-weighted assets was 14.64%, PlainsCapital's common equity Tier 1 capital to risk-weighted assets ratio was 14.64%, and PlainsCapital's ratio of Tier 1 capital to average total assets was 12.35%.

On January 1, 2015, PlainsCapital began transitioning to the final rules that substantially amend the regulatory risk-based capital rules to implement the Basel III regulatory capital reforms. For additional discussion of Basel III, see the section entitled “Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and Basel III” earlier in this Item 1.

FIRREA. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 (“FIRREA”) includes various provisions that affect or may affect the Bank. Among other matters, FIRREA generally permits bank holding companies to acquire healthy thrifts as well as failed or failing thrifts. FIRREA removed certain cross marketing prohibitions previously applicable to thrift and bank subsidiaries of a common holding company. Furthermore, a multi-bank holding company may now be required to indemnify the DIF against losses it incurs with respect to such company’s affiliated banks, which in effect makes a bank holding company’s equity investments in healthy bank subsidiaries available to the FDIC to assist such company’s failing or failed bank subsidiaries.

In addition, pursuant to FIRREA, any depository institution that has been chartered less than two years, is not in compliance with the minimum capital requirements of its primary federal banking regulator, or is otherwise in a troubled condition must notify its primary federal banking regulator of the proposed addition of any person to its board of directors



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or the employment of any person as a senior executive officer of the institution at least 30 days before such addition or employment becomes effective. During such 30 day period, the applicable federal banking regulatory agency may disapprove of the addition of or employment of such director or officer. The Bank is not subject to any such requirements. FIRREA also expanded and increased civil and criminal penalties available for use by the appropriate regulatory agency against certain “institution affiliated parties” primarily including: (i) management, employees and agents of a financial institution; (ii) independent contractors such as attorneys and accountants and others who participate in the conduct of the financial institution’s affairs and who caused or are likely to cause more than minimum financial loss to or a significant adverse effect on the institution, who knowingly or recklessly violate a law or regulation, breach a fiduciary duty or engage in unsafe or unsound practices. Such practices can include the failure of an institution to timely file required reports or the submission of inaccurate reports. Furthermore, FIRREA authorizes the appropriate banking agency to issue cease and desist orders that may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnifications or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets or take other action as determined by the ordering agency to be appropriate.

The FDIC Improvement Act. FDICIA made a number of reforms addressing the safety and soundness of the deposit insurance system, supervision of domestic and foreign depository institutions, and improvement of accounting standards. This statute also limited deposit insurance coverage, implemented changes in consumer protection laws and provided for least-cost resolution and prompt regulatory action with regard to troubled institutions.

FDICIA requires every bank with total assets in excess of \$500 million to have an annual independent audit made of the bank’s financial statements by a certified public accountant to verify that the financial statements of the bank are presented in accordance with GAAP and comply with such other disclosure requirements as prescribed by the FDIC.

Brokered Deposits. Under FDICIA, banks may be restricted in their ability to accept brokered deposits, depending on their capital classification. “Well capitalized” banks are permitted to accept brokered deposits, but banks that are not “well capitalized” are not permitted to accept such deposits. The FDIC may, on a case-by-case basis, permit banks that are “adequately capitalized” to accept brokered deposits if the FDIC determines that acceptance of such deposits would not constitute an unsafe or unsound banking practice with respect to the bank. At December 31, 2016, PlainsCapital was “well capitalized” and therefore not subject to any limitations with respect to its brokered deposits.

Federal Limitations on Activities and Investments. The equity investments and activities, as a principle of FDIC-insured state-chartered banks, are generally limited to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state bank generally may not directly or indirectly acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank.

Check Clearing for the 21st Century Act. The Check Clearing for the 21st Century Act gives “substitute checks,” such as a digital image of a check and copies made from that image, the same legal standing as the original paper check.

Federal Home Loan Bank System. The Federal Home Loan Bank (“FHLB”) system, of which the Bank is a member, consists of regional FHLBs governed and regulated by the Federal Housing Finance Board. The FHLBs serve as reserve or credit facilities for member institutions within their assigned regions. The reserves are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system. The FHLBs make loans (i.e., advances) to members in accordance with policies and procedures established by the FHLB and the boards of directors of each regional FHLB.

As a system member, according to currently existing policies and procedures, the Bank is entitled to borrow from the FHLB of its respective region and is required to own a certain amount of capital stock in the FHLB. The Bank is in compliance with the stock ownership rules with respect to such advances, commitments and letters of credit and home mortgage loans and similar obligations. All loans, advances and other extensions of credit made by the FHLB to the Bank are secured by a portion of the respective mortgage loan portfolio, certain other investments and the capital stock of the FHLB held by the Bank.

Fixing America’s Surface Transportation Act (FAST Act). The FAST Act, signed by President Obama on December 4, 2015, provides for funding highways and infrastructure in the United States. Part of the funding for this law comes from a reduction of the dividends paid by the Federal Reserve to its stockholders with total consolidated assets of more than \$10 billion, effective January 1, 2016. On that date, the annual dividend on paid-in capital stock for stockholders with total consolidated assets of more than \$10 billion shall be the lesser of: (i) the rate equal to the high yield of the 10-year

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Treasury note auctioned at the last auction held prior to the payment of such dividend and (ii) 6 percent. The Federal Reserve Board published an interim final rule implementing these requirements on February 24, 2016. As of December 31, 2016, the Bank's total assets were \$9.5 billion.

Anti-terrorism and Money Laundering Legislation. The Bank is subject to the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism of 2001, as amended (the "USA PATRIOT Act"), the Bank Secrecy Act and rules and regulations of the Office of Foreign Assets Control. These statutes and related rules and regulations impose requirements and limitations on specific financial transactions and account relationships intended to guard against money laundering and terrorism financing. The Bank has established a customer identification program pursuant to Section 326 of the USA PATRIOT Act and the Bank Secrecy Act, and otherwise has implemented policies and procedures intended to comply with the foregoing rules.

## Broker-Dealer

The Hilltop Broker-Dealers are broker-dealers registered with the SEC, FINRA, all 50 U.S. states and the District of Columbia. Hilltop Securities is also registered in Puerto Rico and the U.S. Virgin Islands. Much of the regulation of broker-dealers, however, has been delegated to self-regulatory organizations, principally FINRA, the Municipal Securities Rulemaking Board and national securities exchanges. These self-regulatory organizations adopt rules (which are subject to approval by the SEC) for governing its members and the industry. Broker-dealers are also subject to the laws and rules of the states in which a broker-dealer conducts business. The Hilltop Broker-Dealers are members of, and are primarily subject to regulation, supervision and regular examination by, FINRA.

The regulations to which broker-dealers are subject cover all aspects of the securities business, including, but not limited to, sales and trade practices, net capital requirements, record keeping and reporting procedures, relationships and conflicts with customers, the handling of cash and margin accounts, experience and training requirements for certain employees, the conduct of investment banking and research activities and the conduct of registered persons, directors, officers and employees. Broker-dealers are also subject to the privacy and anti-money laundering laws and regulations discussed herein. Additional legislation, changes in rules promulgated by the SEC and by self-regulatory organizations or changes in the interpretation or enforcement of existing laws and rules often directly affects the method of operation and profitability of broker-dealers. The SEC, the self-regulatory organizations and states may conduct administrative and enforcement proceedings that can result in censure, fine, suspension or expulsion of broker-dealers, their registered persons, officers or employees. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the securities markets rather than protection of creditors and stockholders of broker-dealers.

Limitation on Businesses. The businesses that the Hilltop Broker-Dealers may conduct are limited by its agreements with, and its oversight by, FINRA, other regulatory authorities and federal and state law. Participation in new business lines, including trading of new products or participation on new exchanges or in new countries often requires governmental and/or exchange approvals, which may take significant time and resources. In addition, the

Hilltop-Broker Dealers are operating subsidiaries of Hilltop, which means its activities are further limited by those that are permissible for subsidiaries of financial holding companies, and as a result, may be prevented from entering new businesses that may be profitable in a timely manner, if at all.

**Net Capital Requirements.** The SEC, FINRA and various other regulatory authorities have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Rule 15c3-1 of the Exchange Act (the “Net Capital Rule”) requires that a broker-dealer maintain minimum net capital. Generally, a broker-dealer’s net capital is net worth plus qualified subordinated debt less deductions for non-allowable (or non-liquid) assets and other adjustments and operational charges. At December 31, 2016, the Hilltop Broker-Dealers were in compliance with applicable net capital requirements.

The SEC, CFTC, FINRA and other regulatory organizations impose rules that require notification when net capital falls below certain predefined thresholds. These rules also dictate the ratio of debt-to-equity in the regulatory capital composition of a broker-dealer, and constrain the ability of a broker-dealer to expand its business under certain circumstances. If a broker-dealer fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the SEC or applicable regulatory authorities, and suspension or expulsion by these regulators could ultimately lead to the broker-dealer’s liquidation. Additionally, the Net Capital Rule and certain FINRA rules impose requirements that may have the effect of prohibiting a broker-dealer from distributing or withdrawing capital and requiring prior notice to, and approval from, the SEC and FINRA for certain capital withdrawals.

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Compliance with the net capital requirements may limit our operations, requiring the intensive use of capital. Such rules require that a certain percentage of our assets be maintained in relatively liquid form and therefore act to restrict our ability to withdraw capital from our broker-dealer entities, which in turn may limit our ability to pay dividends, repay debt or redeem or purchase shares of our outstanding common stock. Any change in such rules or the imposition of new rules affecting the scope, coverage, calculation or amount of capital requirements, or a significant operating loss or any unusually large charge against capital, could adversely affect our ability to pay dividends, repay debt, meet our debt covenant requirements or to expand or maintain our operations. In addition, such rules may require us to make substantial capital contributions into one or more of the Hilltop Broker-Dealers in order for such subsidiaries to comply with such rules, either in the form of cash or subordinated loans made in accordance with the requirements of all applicable net capital rules.

**Customer Protection Rule.** The Hilltop Broker-Dealers that hold customers' funds and securities are subject to the SEC's customer protection rule (Rule 15c3-3 under the Exchange Act), which generally provides that such broker-dealers maintain physical possession or control of all fully-paid securities and excess margin securities carried for the account of customers and maintain certain reserves of cash or qualified securities.

**Securities Investor Protection Corporation ("SIPC").** The Hilltop Broker-Dealers are subject to the Securities Investor Protection Act and belong to SIPC, whose primary function is to provide financial protection for the customers of failing brokerage firms. SIPC provides protection for customers up to \$500,000, of which a maximum of \$250,000 may be in cash.

**Anti-Money Laundering.** The Hilltop Broker-Dealers must also comply with the USA PATRIOT Act and other rules and regulations, including FINRA requirements, designed to fight international money laundering and to block terrorist access to the U.S. financial system. We are required to have systems and procedures to ensure compliance with such laws and regulations.

**CFTC Oversight.** Hilltop Securities and HTS Independent Network are registered as introducing brokers with the CFTC and NFA. The CFTC also has net capital regulations (CFTC Rule 1.17) that must be satisfied. Our futures business is also regulated by the NFA, a registered futures association. Violation of the rules of the CFTC, the NFA or the commodity exchanges could result in remedial actions including fines, registration restrictions or terminations, trading prohibitions or revocations of commodity exchange memberships.

**Investment Advisory Activity.** First Southwest Asset Management, LLC, Hilltop Securities and HTS Independent Network are registered with, and subject to oversight and inspection by, the SEC as investment advisers under the Investment Advisers Act of 1940, as amended. The investment advisory business of our subsidiaries is subject to significant federal regulation, including with respect to wrap fee programs, the management of client accounts, the safeguarding of client assets, client fees and disclosures, transactions among affiliates and recordkeeping and reporting procedures. Legislation and changes in regulations promulgated by the SEC or changes in the interpretation or enforcement of existing laws and regulations often directly affect the method of operation and profitability of

investment advisers. The SEC may conduct administrative and enforcement proceedings that can result in censure, fine, suspension, revocation or expulsion of the investment advisory business of our subsidiaries, our officers or employees.

**Volcker Rule.** Provisions of the Volcker Rule and the final rules implementing the Volcker Rule also restrict certain activities provided by the Hilltop Broker-Dealers, including proprietary trading and sponsoring or investing in “covered funds.”

**Changing Regulatory Environment.** The regulatory environment in which the Hilltop Broker-Dealers operate is subject to frequent change. Our business, financial condition and operating results may be adversely affected as a result of new or revised legislation or regulations imposed by the U.S. Congress, the SEC, FINRA or other U.S. and state governmental regulatory authorities. The business, financial condition and operating results of the Hilltop Broker-Dealers also may be adversely affected by changes in the interpretation and enforcement of existing laws and rules by these governmental and regulatory authorities. In the current era of heightened regulation of financial institutions, the Hilltop Broker-Dealers can expect to incur increasing compliance costs, along with the industry as a whole.

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Mortgage Origination

PrimeLending and the Bank are subject to the rules and regulations of the CFPB, FHA, VA, FNMA, FHLMC and GNMA with respect to originating, processing, selling and servicing mortgage loans and the issuance and sale of mortgage-backed securities. Those rules and regulations, among other things, prohibit discrimination and establish underwriting guidelines which include provisions for inspections and appraisals, require credit reports on prospective borrowers and fix maximum loan amounts, and, with respect to VA loans, fix maximum interest rates. Mortgage origination activities are subject to, among others, the Equal Credit Opportunity Act, Fair Housing Act, Federal Truth-in-Lending Act, Secure and Fair Enforcement of Mortgage Licensing Act, Home Mortgage Disclosure Act, Fair Credit Reporting Act and the Real Estate Settlement Procedures Act and the regulations promulgated thereunder which, among other things, prohibit discrimination and require the disclosure of certain basic information to borrowers concerning credit terms and settlement costs. PrimeLending and the Bank are also subject to regulation by the Texas Department of Banking with respect to, among other things, the establishment of maximum origination fees on certain types of mortgage loan products. PrimeLending and the Bank are also subject to the provisions of the Dodd-Frank Act. Among other things, the Dodd-Frank Act established the CFPB and provides mortgage reform provisions regarding a customer's ability to repay, restrictions on variable-rate lending, loan officers' compensation, risk retention, and new disclosure requirements. The Dodd-Frank Act also clarifies that applicable state laws, rules and regulations related to the origination, processing, selling and servicing of mortgage loans continue to apply to PrimeLending. The additional regulatory requirements affecting our mortgage origination operations will result in increased compliance costs and may impact revenue.

On August 16, 2010, the Federal Reserve Board published a final rule on loan broker compensation, pursuant to the Dodd-Frank Act, which prohibits certain compensation payments to loan brokers and the practice of steering consumers to loans not in their interest when it will result in greater compensation for a loan broker. This final rule became effective on April 1, 2011, however, the Federal Reserve Board noted in the final rule that the CFPB may clarify the rule in the future pursuant to the CFPB's authority granted under the Dodd-Frank Act. The CFPB's final rule addressing mortgage loan originator compensation is discussed in more detail below.

In addition, the Dodd-Frank Act directed the Federal Reserve Board to promulgate regulations requiring lenders and securitizers to retain an economic interest in the credit risk relating to loans the lender sells and other asset-backed securities that the securitizer issues if the loans have not complied with the ability to repay standards spelled out in the Dodd-Frank Act and its implementing regulations.

On March 2, 2011, the Federal Reserve Board published a final rule implementing a provision in the Dodd-Frank Act that provides a separate, higher rate threshold for determining when the escrow requirements apply to higher-priced mortgage loans that exceed the maximum principal obligation eligible for purchase by Freddie Mac.

In January 2013, the CFPB published final rules that will impact mortgage origination and servicing. Had these final rules not been published, many of the statutory requirements in Title XIV of the Dodd-Frank Act would have become

effective on January 21, 2013 without any implementing regulations. Unless noted below, these final rules became effective in January 2014.

On October 22, 2014 the Federal Reserve Board, the SEC and several other agencies collectively issued a final rule that implements the credit risk retention provisions under Section 941 of the Dodd-Frank Act.

The final rules concerning mortgage origination and servicing address the following topics:

**Ability to Repay.** This final rule implements the Dodd-Frank Act provisions requiring that for residential mortgages, creditors must make a reasonable and good faith determination based on verified and documented information that the consumer has a reasonable ability to repay the loan according to its terms. The final rule also establishes a presumption of compliance with the ability to repay determination for a certain category of mortgages called “qualified mortgages” meeting a series of detailed requirements. The final rule also provides a rebuttable presumption for higher-priced mortgage loans.

**High-Cost Mortgage.** This final rule strengthens consumer protections for high-cost mortgages (generally bans balloon payments and prepayment penalties, subject to exceptions and bans or limits certain fees and practices) and requires consumers to receive information about homeownership counseling prior to taking out a high-cost mortgage.



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**Appraisals for High-Risk Mortgages.** The final rule permits a creditor to extend a higher-priced (subprime) mortgage loan (“HPML”) only if the following conditions are met (subject to exceptions): (i) the creditor obtains a written appraisal; (ii) the appraisal is performed by a certified or licensed appraiser; and (iii) the appraiser conducts a physical property visit of the interior of the property. The rule also requires that during the application process, the applicant receives a notice regarding the appraisal process and their right to receive a free copy of the appraisal.

**Copies of Appraisals.** This final rule amends Regulation B that implements the Equal Credit Opportunity Act. It requires a creditor to provide a free copy of appraisal or valuation reports prepared in connection with any closed-end loan secured by a first lien on a dwelling. The final rule requires notice to applicants of the right to receive copies of any appraisal or valuation reports and creditors must send copies of the reports whether or not the loan transaction is consummated. Creditors must provide the copies of the appraisal or evaluation reports for free, however, the creditors may charge reasonable fees for the cost of the appraisal or valuation unless applicable law provides otherwise.

**Escrow Requirements.** This final rule implements Dodd-Frank Act changes that generally extend the required duration of an escrow account on certain higher-priced mortgage loans from a minimum of one year to a minimum of five years, subject to certain exemptions for loans made by certain creditors that operate predominantly in rural or underserved areas, as long as certain other criteria are met. This final rule became effective on June 1, 2013.

**Servicing.** Two final rules were published to implement laws to protect consumers from detrimental actions by mortgage servicers and to provide consumers with better tools and information when dealing with mortgage servicers. One final rule amends Regulation Z, which implements the Truth in Lending Act, and a second final rule amends Regulation X, which implements the Real Estate Settlement Procedures Act. The rules cover nine major topics implementing the Dodd-Frank Act provisions related to mortgage servicing. The final rules include a number of exemptions and other adjustments for small servicers, defined as servicers that service 5,000 or fewer mortgage loans and service only mortgage loans that they or an affiliate originated or own.

**Mortgage Loan Originator Compensation.** This final rule implements Dodd-Frank Act requirements, as well as revises and clarifies existing regulations and commentary on loan originator compensation. The rule also prohibits, among other things: (i) certain arbitration agreements; (ii) financing certain credit insurance in connection with a mortgage loan; (iii) compensation based on a term of a transaction or a proxy for a term of a transaction; and (iv) dual compensation from a consumer and another person in connection with the transaction. The final rule also imposes a duty on individual loan officers, mortgage brokers and creditors to be “qualified” and, when applicable, registered or licensed to the extent required under applicable State and Federal law.

**Risk Retention.** This final rule implements the requirements of the Dodd-Frank Act that at least one sponsor of each securitization retains at least 5% of the credit risk of the assets collateralizing asset-backed securities. Sponsors are prohibited from hedging or transferring this credit risk, and the rule applies in both public and private transactions. Securitizations backed by “qualified residential mortgages” or “servicing assets” are exempt from the rule, and the definition of “qualified residential mortgages” is subject to review of the joint regulators every five years. The

rule became effective on December 24, 2015 with respect to asset-backed securities collateralized by residential mortgages and December 24, 2016 with respect to all other classes of asset-backed securities.

Additional rules and regulations are expected. Any additional regulatory requirements affecting PrimeLending mortgage origination operations will result in increased compliance costs and may impact revenue.

## Insurance

NLC's insurance subsidiaries, NLIC and ASIC, are subject to regulation and supervision in each state where they are licensed to do business. This regulation and supervision is vested in state agencies having broad administrative power over the various aspects of the business of NLIC and ASIC.

State insurance holding company regulation. NLC controls two operating insurance companies, NLIC and ASIC, and is subject to the insurance holding company laws of Texas, the state in which those insurance companies are domiciled. These laws generally require NLC to register with the Texas Department of Insurance ("TDI") and periodically to furnish financial and other information about the operations of companies within its holding company structure. Generally under these laws, all transactions between an insurer and an affiliated company in its holding company structure, including sales, loans, reinsurance agreements and service agreements, must be fair and reasonable

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and, if satisfying a specified threshold amount or of a specified category, require prior notice and approval or non-objection by the TDI.

National Association of Insurance Commissioners. The National Association of Insurance Commissioners (“NAIC”) is a group consisting of state insurance commissioners that discuss issues and formulate policy with respect to regulation, reporting and accounting for insurance companies. Although the NAIC has no legislative authority and insurance companies are at all times subject to the laws of their respective domiciliary states and, to a lesser extent, other states in which they conduct business, the NAIC is influential in determining the form in which such laws are enacted. Certain Model Insurance Laws, Regulations and Guidelines, or Model Laws, have been promulgated by the NAIC as a minimum standard by which state regulatory systems and regulations are measured. Adoption of state laws that provide for substantially similar regulations to those described in the Model Laws is a requirement for accreditation by the NAIC.

The NAIC provides authoritative guidance to insurance regulators on current statutory accounting issues by promulgating and updating a codified set of statutory accounting practices in its Accounting Practices and Procedures Manual. The TDI has generally adopted these codified statutory accounting practices.

Texas also has adopted laws substantially similar to the NAIC’s risk based capital (“RBC”) laws, which require insurers to maintain minimum levels of capital based on their investments and operations. Domestic property and casualty insurers are required to report their RBC based on a formula that attempts to measure statutory capital and surplus needs based on the risks in the insurer’s mix of products and investment portfolio. The formula is designed to allow the TDI to identify potential inadequately capitalized companies. Under the formula, a company determines its RBC by taking into account certain risks related to its assets (including risks related to its investment portfolio and ceded reinsurance) and its liabilities (including underwriting risks related to the nature and experience of its insurance business). Among other requirements, an insurance company must maintain capital and surplus of at least 200% of the RBC computed by the NAIC’s RBC model (known as the “Authorized Control Level” of RBC). At December 31, 2016, NLIC and ASIC capital and surplus levels exceeded the minimum RBC requirements that would trigger regulatory attention. In their 2016 statutory financial statements, both NLIC and ASIC complied with the NAIC’s RBC reporting requirements.

The NAIC’s Insurance Regulatory Information System (“IRIS”) was developed to assist state insurance departments in executing their statutory mandates to oversee the financial condition of insurance companies. IRIS identifies twelve industry ratios and specifies a range of “usual values” for each ratio. Departure from the usual values on four or more of these ratios can lead to inquiries from state insurance commissioners as to certain aspects of an insurer’s business. For 2016, all ratios for both NLIC and ASIC were within the usual values with two exceptions. Both companies fell below the indicated minimum investment yield range of 3%, with NLIC at 1.5% and ASIC at 1.2%, due to the concentration in cash at each company. We expect improvement in the yields at both companies as appropriate investment opportunities are identified.

The NAIC adopted an amendment to its “Model Audit Rule” in response to the passage of the Sarbanes-Oxley Act of 2002 (“SOX”). The amendment is effective for financial statements for accounting periods after January 1, 2010. This amendment addresses auditor independence, corporate governance and, most notably, the application of certain provisions of Section 404 of SOX regarding internal control reporting. The rules relating to internal controls apply to insurers with gross direct and assumed written premiums of \$500 million or more, measured at the legal entity level (rather than at the insurance holding company level), and to insurers that the domiciliary commissioner selects from among those identified as in hazardous condition, but exempts SOX compliant entities. Neither NLIC nor ASIC currently has direct and assumed written premiums of at least \$500 million, but it is conceivable that this may change in the future; however, NLC must be SOX compliant because it is wholly owned by Hilltop, a public company subject to SOX compliance.

Federal Office of Insurance. The Dodd-Frank Act established within the Treasury Department a Federal Office of Insurance (“FIO”) and vested FIO with the authority to monitor all aspects of the insurance sector, monitor the extent to which traditionally underserved communities and consumers have access to affordable non-health insurance products, and to represent the United States on prudential aspects of international insurance matters. Management is monitoring the activities of the FIO for any possible federal regulation of the insurance industry.

Legislative changes. From time to time, various regulatory and legislative changes have been, or are, proposed that would adversely affect the insurance industry. Among the proposals that have been, or are being, considered are the possible introduction of Federal regulation in addition to, or in lieu of, the current system of state regulation of insurers and proposals in various state legislatures (some of which proposals have been enacted) to conform portions of their insurance

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laws and regulations to various Model Laws adopted by the NAIC. NLC is unable to predict whether any of these laws and regulations will be adopted, the form in which any such laws and regulations would be adopted, or the effect, if any, these developments would have on its financial condition or results of operations.

In November 2002, in response to the tightening supply in certain insurance and reinsurance markets resulting from, among other things, the September 11, 2001 terrorist attacks, the Terrorism Risk Insurance Act (“TRIA”) was enacted. TRIA was modified and extended by the Terrorism Risk Insurance Extension Act of 2005 and extended again by the Terrorism Risk Insurance Program Reauthorization Act of 2007. These Acts created a Federal Program designed to ensure the availability of commercial insurance coverage for terrorist acts in the United States. This Program helped the commercial property and casualty insurance industry cover claims related to terrorism-related losses and requires such companies to offer coverage for certain acts of terrorism. As a result, NLC is prohibited from adding certain terrorism exclusions to the policies written by its insurance company subsidiaries. The 2005 Act extended the Program through 2007, but eliminated commercial auto, farm-owners and certain other commercial coverages from its scope.

The Terrorism Risk Insurance Program Reauthorization Act of 2015 further extended the Program through December 31, 2020 and set the reimbursement percentage at 85%, subject to a decrease of one percentage point per calendar year until it equals 80%, and the deductible at 20%. Although NLC is protected by federally funded terrorism reinsurance as provided for in the TRIA, there is a substantial deductible that must be met, the payment of which could have an adverse effect on its financial condition and results of operations. NLC’s deductible under the Program was \$0.7 million for 2016 and is estimated to be \$0.6 million in 2017. Potential future changes to the TRIA could also adversely affect NLC by causing its reinsurers to increase prices or withdraw from certain markets where terrorism coverage is required. NLC had no terrorism-related losses in 2016.

State insurance regulations. State insurance authorities have broad powers to regulate U.S. insurance companies. The primary purposes of these powers are to promote insurer solvency and to protect individual policyholders. The extent of regulation varies, but generally has its source in statutes that delegate regulatory, supervisory and administrative power to state insurance departments. These powers relate to, among other things, licensing to transact business, accreditation of reinsurers, admittance of assets to statutory surplus, regulating unfair trade and claims practices, establishing actuarial requirements and solvency standards, regulating investments and dividends, and regulating policy forms, related materials and premium rates. State insurance laws and regulations require insurance companies to file financial statements prepared in accordance with accounting principles prescribed by insurance departments in states in which they conduct insurance business, and their operations are subject to examination by those departments.

As part of the broad authority that state insurance commissioners hold, they may impose periodic rules or regulations related to local issues or events. An example is the State of Oklahoma’s prohibition on the cancellation of policies for nonpayment of premium in the wake of severe tornadic activity. Due to the extent of damage and displacement of people, inability of mail to reach policyholders and inaccessibility of entire neighborhoods, the State of Oklahoma prohibited insurance companies from canceling or non-renewing policies for a period of time following the specific event.

Periodic financial and market conduct examinations. The insurance departments in every state in which NLC's insurance companies do business may conduct on-site visits and examinations of its insurance companies at any time to review the insurance companies' financial condition, market conduct and relationships and transactions with affiliates. In addition, the TDI will conduct comprehensive examinations of insurance companies domiciled in Texas every three to five years. Examinations are generally carried out in cooperation with the insurance departments of other licensing states under guidelines promulgated by the NAIC.

The TDI has delivered an examination report of NLIC and ASIC through December 31, 2010. This examination report contained no information of any significant compliance issues and there is no indication of any significant changes to our financial statements as a result of the examination by the domiciliary state. The Company is awaiting the TDIs' examination report with respect to its examinations of NLIC and ASIC for 2011 through December 31, 2015.

State dividend limitations. The TDI must approve any dividend declared or paid by an insurance company domiciled in the state if the dividend, together with all dividends declared or distributed by that insurance company during the preceding twelve months, exceeds the greater of (1) 10% of its policyholders' surplus as of December 31 of the preceding year or (2) 100% of its net income for the preceding calendar year. The greater number is known as the insurer's extraordinary dividend limit. At December 31, 2016, the extraordinary dividend limit for NLIC and ASIC was

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\$13.1 million and \$3.0 million, respectively. In addition, NLC's insurance companies may only pay dividends out of their earned surplus.

Statutory accounting principles. Statutory accounting principles ("SAP") are a comprehensive basis of accounting developed to assist insurance regulators in monitoring and regulating the solvency of insurance companies. SAP rules are different from GAAP, and are intended to reflect a more conservative view of the insurer. SAP is primarily concerned with measuring an insurer's surplus to policyholders. Accordingly, SAP focuses on valuing assets and liabilities of insurers at financial reporting dates in accordance with insurance laws and regulatory provisions applicable in each insurer's domiciliary state.

While GAAP is concerned with a company's solvency, it also stresses other financial measurements, such as income and cash flows. Accordingly, GAAP gives more consideration to appropriate matching of revenues and expenses and accounting for management's stewardship of assets than does SAP. As a direct result, different amounts of assets and liabilities will be reflected in financial statements prepared in accordance with GAAP as opposed to SAP. SAP, as established by the NAIC and adopted by Texas regulators, determines the statutory surplus and statutory net income of the NLC insurance companies and, thus, determines the amount they have available to pay dividends.

Guaranty associations. In Texas, and in all of the jurisdictions in which NLIC and ASIC are, or in the future may be, licensed to transact business, there is a requirement that property and casualty insurers doing business within the jurisdiction must participate in guaranty associations, which are organized to pay limited covered benefits owed pursuant to insurance policies issued by impaired, insolvent or failed insurers. These associations levy assessments, up to prescribed limits, on all member insurers in a particular state on the basis of the proportionate share of the premiums written by member insurers in the lines of business in which the impaired, insolvent or failed insurer was engaged. States generally permit member insurers to recover assessments paid through full or partial premium tax offsets.

NLC did not incur any levies in 2016, 2015 or 2014. Property and casualty insurance company insolvencies or failures may, however, result in additional guaranty fund assessments at some future date. At this time NLC is unable to determine the impact, if any, that these assessments may have on its financial condition or results of operations. NLC has established liabilities for guaranty fund assessments with respect to insurers that are currently subject to insolvency proceedings.

National Flood Insurance Program. NLC's insurance subsidiaries voluntarily participate as Write Your Own carriers in the National Flood Insurance Program ("NFIP"). The NFIP is administered and regulated by the Federal Emergency Management Agency ("FEMA"). NLIC and ASIC operate as a fiscal agent of the Federal government in the selling and administering of the Standard Flood Insurance Policy. This involves writing the policy, the collection of premiums and the paying of covered claims. All pricing is set by FEMA and all collections are made by NLIC and ASIC.

NLIC and ASIC cede 100% of the policies written by NLIC and ASIC on the Standard Flood Insurance Policy to FEMA; however, if FEMA were unable to perform, NLIC and ASIC would have a legal obligation to the policyholders. The terms of the reinsurance agreement are standard terms, which require NLIC and ASIC to maintain its rating criteria, determine policyholder eligibility, issue policies on NLIC and ASIC's paper, endorse and cancel policies, collect from insureds and process claims. NLIC and ASIC receive ceding commissions from NFIP for underwriting administration, claims management, commission and adjuster fees.

Participation in involuntary risk plans. NLC's insurance companies are required to participate in residual market or involuntary risk plans in various states where they are licensed that provide insurance to individuals or entities that otherwise would be unable to purchase coverage from private insurers. If these plans experience losses in excess of their capitalization, they may assess participating insurers for proportionate shares of their financial deficit. These plans include the Georgia Underwriting Association, Texas FAIR Plan Association, Texas Windstorm Insurance Agency, the Louisiana Citizens Property Insurance Corporation, the Mississippi Residential Property Insurance Underwriting Association and the Mississippi Windstorm Underwriting Association. For example in 2005, following Hurricanes Katrina and Rita, the above plans levied collective assessments totaling \$10.4 million on NLC's insurance subsidiaries. Additional assessments, including emergency assessments, may follow. In some of these instances, NLC's insurance companies should be able to recover these assessments through policyholder surcharges, higher rates or reinsurance. The ultimate impact hurricanes have on the Texas and Louisiana facilities is currently uncertain and future assessments can occur whenever the involuntary facilities experience financial deficits.



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Other. Insurance activities are subject to state insurance laws and regulations as determined by the particular insurance commissioner for each state in accordance with the McCarran-Ferguson Act, as well as subject to the Gramm-Leach-Bliley Act and the privacy regulations promulgated by the Federal Trade Commission.

Changes in any of the laws governing our conduct could have an adverse impact on our ability to conduct our business or could materially affect our financial position, operating income, expense or cash flow.

Item 1A. Risk Factors.

The following discussion sets forth what management currently believes could be the most significant regulatory, market and economic, liquidity, legal and business and operational risks and uncertainties that could impact our business, results of operations and financial condition. Other risks and uncertainties, including those not currently known to us, could also negatively impact our businesses, results of operations and financial condition. Thus, the following should not be considered a complete discussion of all of the risks and uncertainties we may face, and the order of their respective significance may change.

Risks Related to our Business

If our allowance for loan losses is insufficient to cover actual loan losses, our banking segment earnings will be adversely affected.

As a lender, we are exposed to the risk that we could sustain losses because our borrowers may not repay their loans in accordance with the terms of their loans. We have historically accounted for this risk by maintaining an allowance for loan losses in an amount intended to cover Bank management's estimate of losses inherent in the loan portfolio. Under the acquisition method of accounting requirements, we were required to estimate the fair value of the loan portfolios acquired in each of the PlainsCapital Merger, the FNB Transaction and the SWS Merger (collectively, the "Bank Transactions") as of the applicable acquisition date and write down the recorded value of each such acquired portfolio to the applicable estimate. For most loans, this process was accomplished by computing the net present value of estimated cash flows to be received from borrowers of such loans. The allowance for loan losses that had been maintained by PCC, FNB or SWS, as applicable, prior to their respective transactions, was eliminated in this accounting process. A new allowance for loan losses has been established for loans made by the Bank subsequent to consummation of the PlainsCapital Merger and for any decrease from that originally estimated as of the applicable acquisition date in the estimate of cash flows to be received from the loans acquired in the Bank Transactions.

The estimates of fair value as of the consummation of the Bank Transactions were based on economic conditions at such time and on Bank management's projections concerning both future economic conditions and the ability of the borrowers to continue to repay their loans. If management's assumptions and projections prove to be incorrect, however, the estimate of fair value may be higher than the actual fair value and we may suffer losses in excess of those estimated. Further, the allowance for loan losses established for new loans or for revised estimates may prove to be inadequate to cover actual losses, especially if economic conditions worsen.

While Bank management will endeavor to estimate the allowance to cover anticipated losses in our loan portfolio, no underwriting and credit monitoring policies and procedures that we could adopt to address credit risk could provide complete assurance that we will not incur unexpected losses. These losses could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, federal regulators periodically evaluate the adequacy of our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs based on judgments different from those of Bank management. Any such increase in our provision for loan losses or additional loan charge-offs could have a material adverse effect on our results of operations and financial condition.

An adverse change in real estate market values may result in losses in our banking segment and otherwise adversely affect our profitability.

At December 31, 2016, 42% of the loan portfolio of our banking segment was comprised of loans with real estate as the primary component of collateral. The real estate collateral in each case provides a source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. A decline in real estate values generally, and in Texas specifically, could impair the value of the collateral underlying a significant portion of the Bank's

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loan portfolio and our ability to sell the collateral upon any foreclosure. In the event of a default with respect to any of these loans, the amounts we receive upon sale of the collateral may be insufficient to recover the outstanding principal and interest on the loan. As a result, our results of operations and financial condition may be materially adversely affected by a decrease in real estate market values.

Our business and results of operations may be adversely affected by unpredictable economic, market and business conditions.

Our business and results of operations are affected by general economic, market and business conditions. The credit quality of our loan portfolio necessarily reflects, among other things, the general economic conditions in the areas in which we conduct our business. Our continued financial success depends to a degree on factors beyond our control, including:

- national and local economic conditions, such as the level and volatility of short-term and long-term interest rates, inflation, home prices, unemployment and under-employment levels, energy prices, bankruptcies, household income and consumer spending;
- the availability and cost of capital and credit;
- incidence of customer fraud; and
- federal, state and local laws affecting these matters.

The deterioration of any of these conditions, as we have experienced with past economic downturns, could adversely affect our consumer and commercial businesses and securities portfolios, our level of loan charge-offs and provision for loan losses, the carrying value of our deferred tax assets, the investment portfolio of our insurance segment, our capital levels and liquidity, our securities underwriting business and our results of operations.

Although the United States has seen improvement in certain economic indicators, including improvement in the housing market, increasing consumer confidence, continued growth in private sector employment, and improved credit availability, these improvements may not be sustainable. Further, such improvements have led to increases in interest rates, with additional increases projected to occur, which may adversely impact the economic recovery. Several factors could pose risks to the financial services industry, including international political unrest, increases in interest rates, regulatory uncertainty, continued infrastructure deterioration and low oil prices. In addition, the current environment of heightened scrutiny of financial institutions has resulted in increased public awareness of and sensitivity to banking fees and practices. Each of these factors may adversely affect our fees and costs.

Our geographic concentration may magnify the adverse effects and consequences of any regional or local economic downturn.

We conduct our banking operations primarily in Texas. At December 31, 2016, substantially all of the real estate loans in our loan portfolio were secured by properties located in our four largest markets within Texas, with 36%, 24%, 12% and 11% secured by properties located in the Dallas/Fort Worth, Austin/San Antonio, Houston/Coastal Bend and Rio Grande Valley/South Texas markets, respectively. Substantially all of these loans are made to borrowers who live and conduct business in Texas. Accordingly, economic conditions in Texas have a significant impact on the ability of the Bank's customers to repay loans, the value of the collateral securing loans, our ability to sell the collateral upon any foreclosure, and the stability of the Bank's deposit funding sources. Further, low crude oil prices may have a more profound effect on the economy of energy-dominant states such as Texas. At December 31, 2016, energy loans, including those within the exploration and production, oilfield services, pipeline construction, distribution and transportation sectors, comprised 3.0% of the Bank's loan portfolio. The Bank also has loans extended to businesses that depend on the energy industry. If crude oil prices decrease and remain depressed for an extended period, the Bank could experience weaker energy loan demand and increased losses within its energy and Texas-related loan portfolios.

In addition, mortgage origination fee income and insurance premium volume are both dependent to a significant degree on economic conditions in Texas and California. During 2016, 21.7% and 14.4% of our mortgage loans originated (by dollar volume) were collateralized by properties located in Texas and California, respectively. Further, Texas insureds accounted for 70.1% and 70.5% of our insurance segment's gross premiums written in 2016 and 2015, respectively. Any regional or local economic downturn that affects Texas or, to a lesser extent, California, whether caused by recession, inflation, unemployment, changing oil prices or other factors, may affect us and our profitability more significantly and

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more adversely than our competitors that are less geographically concentrated, and could have a material adverse effect on our results of operations and financial condition.

Our business is subject to interest rate risk, and fluctuations in interest rates may adversely affect our earnings, capital levels and overall results.

The majority of our assets are monetary in nature and, as a result, we are subject to significant risk from changes in interest rates. In December 2016, the Federal Open Market Committee of the Federal Reserve Board raised its target range for short-term interest rates by 25 basis points, and further increases to the target rate may occur in 2017. Changes in interest rates may impact our net interest income in our banking segment as well as the valuation of our assets and liabilities in each of our segments. Earnings in our banking segment are significantly dependent on our net interest income, which is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. We expect to periodically experience “gaps” in the interest rate sensitivities of our banking segment’s assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this “gap” may work against us, and our results of operations and financial condition may be adversely affected. Moreover, increases in interest rates could also lead to increases in our loan losses.

An increase in the general level of interest rates may also, among other things, adversely affect the demand for loans and our ability to originate loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on our income generated from mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to prepayments on our loan and mortgage-backed securities portfolios and increased competition for deposits. Accordingly, changes in the general level of market interest rates may adversely affect our net yield on interest-earning assets, loan origination volume and our overall results.

Our broker-dealer segment holds securities, principally fixed-income bonds, to support sales, underwriting and other customer activities. If interest rates increase, the value of debt securities held in the broker-dealer segment’s inventory would decrease. Rapid or significant changes in interest rates could adversely affect the segment’s bond sales, underwriting activities and broker-dealer businesses. Further, the profitability of our margin and stock lending businesses depends to a great extent on the difference between interest income earned on loans and investments of customer cash balances and the interest expense paid on customer cash balances and borrowings.

At December 31, 2016, over 80% of our insurance segment’s invested assets were invested in fixed maturity assets such as bonds and mortgage-backed securities. Because bond trading prices decrease as interest rates rise, a significant increase in interest rates could have a material adverse effect on our insurance segment’s financial condition and results of operations. On the other hand, decreases in interest rates could have an adverse effect on our insurance segment’s investment income and results of operations. For example, if interest rates decline, investment of new premiums

received and funds reinvested will earn less. Additionally, mortgage-backed securities are typically prepaid more quickly when interest rates fall and the holder must reinvest the proceeds at lower interest rates. In periods of increasing interest rates, mortgage-backed securities are typically prepaid more slowly, which may result in our insurance segment receiving interest payments that are below the then-prevailing interest rates for longer time periods than expected.

The volatility of our insurance segment's claims may force it to liquidate securities, which may cause it to incur capital losses. If our insurance segment's investment portfolio is not appropriately matched with its insurance liabilities, it may be forced to liquidate investments prior to maturity at a significant loss to cover these liabilities. In addition, if we experience market disruption and volatility, such as that experienced in 2009 and 2010, we may experience additional losses on our investments and reductions in our earnings. Investment losses could significantly decrease the asset base and statutory surplus of our insurance segment, thereby adversely affecting its ability to conduct business and potentially its A.M. Best financial strength rating.

In addition, we hold securities that may be sold in response to changes in market interest rates, changes in securities' prepayment risk, increases in loan demand, general liquidity needs and other similar factors. Such securities are classified as available for sale and are carried at estimated fair value, which may fluctuate with changes in market interest rates. The effects of an increase in market interest rates may result in a decrease in the value of our available for sale investment portfolio.

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Market interest rates are affected by many factors outside of our control, including inflation, recession, unemployment, money supply, international disorder and instability in domestic and foreign financial markets. We may not be able to accurately predict the likelihood, nature and magnitude of such changes or how and to what extent such changes may affect our business. We also may not be able to adequately prepare for, or compensate for, the consequences of such changes. Any failure to predict and prepare for changes in interest rates, or adjust for the consequences of these changes, may adversely affect our earnings and capital levels and overall results of operations and financial condition.

Our mortgage origination and insurance businesses are subject to fluctuations based upon seasonal and other factors and, as a result, our results of operations for any given quarter may not be indicative of the results that may be achieved for the full fiscal year.

Our mortgage origination business is subject to several variables that can impact loan origination volume, including seasonal and interest rate fluctuations. We typically experience increased loan origination volume from purchases of homes during the second and third calendar quarters, when more people tend to move and buy or sell homes. In addition, an increase in the general level of interest rates may, among other things, adversely affect the demand for mortgage loans and our ability to originate mortgage loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on our mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to increased competition for mortgage loan origination business.

Generally, our insurance segment's insured risks exhibit higher losses in the second and third calendar quarters due to a seasonal concentration of weather-related events in its primary geographic markets. Although weather-related losses (including hail, high winds, tornadoes and hurricanes) can occur in any calendar quarter, the second calendar quarter, historically, has experienced the highest frequency of losses associated with these events. Hurricanes, however, are more likely to occur in the third calendar quarter of the year.

As a result of these variables, our results of operations for any single quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

We may be forced to make a "true-up" or reimbursement payment to the FDIC if we continue to experience favorable resolutions within our covered assets portfolio.

Under the terms of the loss-share agreements we entered into with the FDIC in connection with the FNB Transaction, the FDIC is obligated to reimburse us for the following amounts with respect to the covered assets (including covered loans): (i) 80% of net losses on the first \$240.4 million of net losses incurred; (ii) 0% of net losses in excess of \$240.4 million up to and including \$365.7 million of net losses incurred; and (iii) 80% of net losses in excess of \$365.7

million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. The loss-share agreements also provide that we may be obligated to reimburse the FDIC under certain circumstances. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to September 13, 2013 (the "Bank Closing Date"). There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for five years and ten years, respectively, and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the Purchase and Assumption Agreement we entered into with the FDIC in connection with the FNB Transaction. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of \$240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than \$240.4 million. As a result, the Bank expects that it will record amortization associated with its FDIC Indemnification Asset during periods beginning in 2017. While the ultimate amount of any "true-up" payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related "true-up" payment accrual of \$14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. Additionally, as estimates of realized losses on covered assets change, the value of the receivable under the loss-share agreements with the



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FDIC (“FDIC Indemnification Asset”) will be adjusted and therefore may not be realized. As noted above, if the Bank continues to experience favorable resolutions within its covered assets portfolio and covered losses, the Bank may be required to increase its “true-up” payment accrual and recognize amortization on the FDIC Indemnification Asset. If such changes occur, our financial position and results of operations may be adversely affected.

We may fail to realize all of the anticipated benefits of the SWS Merger.

Achieving the anticipated cost savings and financial benefits of the SWS Merger and any other acquisitions we may complete will depend, in part, on our ability to successfully integrate the operations of the acquired companies with our own in an efficient and effective manner. It is possible that the integration process could result in the loss of key employees, the disruption of ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees. In addition, the integration of certain operations will require the dedication of significant management resources, which may temporarily distract management’s attention from our day-to-day business. Any inability to realize the full extent, or any, of the anticipated cost savings and financial benefits of the SWS Merger or any other acquisitions we make, as well as any delays encountered in the integration process, could have an adverse effect on our business and results of operations, which could adversely affect our financial condition and cause a decrease in our earnings per share or decrease or delay the expected accretive effect of the acquisitions and contribute to a decrease in the price of our common stock.

Our geographic concentration may exacerbate the adverse effects on our insurance segment of inherently unpredictable catastrophic events.

Our insurance segment expects to have large aggregate exposures to inherently unpredictable natural and man-made disasters of great severity, such as hurricanes, hail, tornados, windstorms, wildfires and acts of terrorism. The catastrophe models utilized by our insurance segment to assess its probable maximum insurance losses generally failed to adequately project the financial impact of these hurricanes. Although our insurance segment may attempt to exclude certain losses, such as terrorism and other similar risks, from some coverage that our insurance segment writes, it may be prohibited from, or may not be successful in, doing so. The occurrence of losses from catastrophic events may have a material adverse effect on our insurance segment’s ability to write new business and on its financial condition and results of operations. Increases in the values and geographic concentrations of policyholder property and the effects of inflation have resulted in increased severity of industry losses in recent years, and our insurance segment expects that these factors will increase the severity of losses in the future. Factors that may influence our insurance segment’s exposure to losses from these types of events, in addition to the routine adjustment of losses, include, among others:

- exhaustion of reinsurance coverage;
- increases in reinsurance rates;
- unanticipated litigation expenses;

- unrecoverability of ceded losses;
- impact on independent agent operations and future premium income in areas affected by catastrophic events;
- unanticipated expansion of policy coverage or reduction of premium due to regulatory, legislative and/or judicial action following a catastrophic event; and
- unanticipated demand surge related to other recent catastrophic events.

Our insurance segment writes insurance primarily in the states of Texas, Arizona, Oklahoma, Tennessee and Georgia. In 2016, Texas accounted for 70.1%, Arizona accounted for 10.2%, Oklahoma accounted for 6.2%, Tennessee accounted for 6.0% and Georgia accounted for 3.3% of our gross premiums written. As a result, a single catastrophe, destructive weather pattern, wildfire, terrorist attack, regulatory development or other condition or general economic trend affecting these regions or significant portions of these regions could adversely affect our insurance segment's financial condition and results of operations more significantly than other insurance companies that conduct business across a broader geographic area. Although our insurance segment purchases catastrophe reinsurance to limit its exposure to these types of catastrophes, in the event of one or more major catastrophes resulting in losses to it in excess of \$125.0 million, our insurance segment's losses would exceed the limits of its reinsurance coverage.

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Our risk management processes may not fully identify and mitigate exposure to the various risks that we face, including interest rate, credit, liquidity and market risk.

We continue to refine our risk management techniques, strategies and assessment methods on an ongoing basis. However, our risk management techniques and strategies (as well as those available to the market generally) may not be fully effective in mitigating our risk exposure in all economic market environments or against all types of risk. For example, we might fail to identify or anticipate particular risks, or the systems that we use, and that are used within our business segments generally, may not be capable of identifying certain risks. Certain of our strategies for managing risk are based upon observed historical market behavior. We apply statistical and other tools to these observations to quantify our risk exposure. Any failures in our risk management techniques and strategies to accurately identify and quantify our risk exposure could limit our ability to manage risks. In addition, any risk management failures could cause our losses to be significantly greater than the historical measures indicate. Further, our quantified modeling does not take all risks into account. As a result, we also take a qualitative approach in reducing our risk, although our qualitative approach to managing those risks could also prove insufficient, exposing us to material unanticipated losses.

Our bank lending, margin lending, stock lending, securities trading and execution and mortgage purchase businesses are all subject to credit risk.

We are exposed to credit risk in all areas of our business. The Bank is exposed to the risk that its loan customers may not repay their loans in accordance with their terms, the collateral securing the loans may be insufficient, or its loan loss reserve may be inadequate to fully compensate the Bank for the outstanding balance of the loan plus the costs to dispose of the collateral. Further, our mortgage warehousing activities subject us to credit risk during the period between funding by the Bank and when the mortgage company sells the loan to a secondary investor.

Our broker-dealer business is subject to credit risk if securities prices decline rapidly because the value of our collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. Our securities lending business as well as our securities trading and execution businesses subject us to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, we are subject to credit risk during the period between the execution of a trade and the settlement by the customer.

Significant failures by our customers, including correspondents, or clients to honor their obligations, or increases in their rates of default, together with insufficient collateral and reserves, could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Our operational systems and networks have been, and will continue to be, subject to an increasing risk of continually evolving cybersecurity or other technological risks, which could result in a loss of customer business, financial liability, regulatory penalties, damage to our reputation or the disclosure of confidential information.

We rely heavily on communications and information systems to conduct our business and maintain the security of confidential information and complex transactions, which subjects us to an increasing risk of cyber incidents from these activities due to a combination of new technologies and the increasing use of the Internet to conduct financial transactions, as well as a potential failure, interruption or breach in the security of these systems, including those that could result from attacks or planned changes, upgrades and maintenance of these systems. Such cyber incidents could result in failures or disruptions in our customer relationship management, securities trading, general ledger, deposits, computer systems, electronic underwriting servicing or loan origination systems. We also utilize relationships with third parties to aid in a significant portion of our information systems, communications, data management and transaction processing. These third parties with which we do business may also be sources of cybersecurity or other technological risks, including operational errors, system interruptions or breaches, unauthorized disclosure of confidential information and misuse of intellectual property. If our third-party service providers encounter any of these issues, we could be exposed to disruption of service, reputation damages, and litigation risk that could be material to our business.

Although we devote significant resources to maintain and regularly upgrade our systems and networks to safeguard critical business applications, there is no guarantee that these measures or any other measures can provide absolute security. Our computer systems, software and networks may be adversely affected by cyber incidents such as unauthorized access; loss or destruction of data (including confidential client information); account takeovers; unavailability of service; computer viruses or other malicious code; cyber-attacks; and other events. In addition, we

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cannot provide assurance that these measures will promptly detect intrusions, and that we will not experience losses or incur costs or other damage related to intrusions that go undetected, at levels that adversely affect our financial results or reputation. These threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. Additional challenges are posed by external extremist parties, including foreign state actors, in some circumstances, as a means to promote political ends. If one or more of these events occurs, it could result in the disclosure of confidential client or customer information, damage to our reputation with our clients, customers and the market, customer dissatisfaction, additional costs such as repairing systems or adding new personnel or protection technologies, regulatory penalties, exposure to litigation and other financial losses to both us and our clients and customers. Such events could also cause interruptions or malfunctions in our operations. We maintain cyber risk insurance, but this insurance may not be sufficient to cover all of our losses from any future breaches of our system.

In February 2014, FINRA released a report identifying principles and effective practices it expects firms to consider as they develop or enhance their cybersecurity programs, and in February 2015 and September 2015, the SEC's Office of Compliance Inspections and Examinations issued Risk Alerts to provide information on summary findings and areas of focus on cybersecurity examinations. In light of the guidance in these reports, Securities Holdings evaluated its cybersecurity program by participating in an Information Security vulnerability assessment based on the Critical Security Controls (CSCs) standard established by the Center for Internet Security.

We continue to evaluate our cybersecurity program and will consider incorporating new practices as necessary to meet the expectations of such regulatory agencies, including in response to regulatory actions and settlements for cybersecurity-related failures and violations by other industry participants. Such procedures include management-level engagement and corporate governance, risk management and assessment, technical controls, incident response planning, vendor management and staff training. Even if we implement these procedures, however, we cannot assure you that we will be fully protected from a cybersecurity incident, the occurrence of which could adversely affect our reputation and financial condition.

We are heavily dependent on dividends from our subsidiaries.

We are a financial holding company engaged in the business of managing, controlling and operating our subsidiaries, including the Bank and its subsidiary, PrimeLending, NLC and its two insurance company subsidiaries, NLIC and ASIC, and Securities Holdings and its subsidiaries. We conduct no material business or other activity other than activities incidental to holding stock in the Bank, NLC and Securities Holdings. As a result, we rely substantially on the profitability of, and dividends from, these subsidiaries to pay our operating expenses and to pay interest on our debt obligations. Each of the Bank, NLC and Securities Holdings is subject to significant regulatory restrictions limiting its ability to declare and pay dividends to us. Accordingly, if the Bank, NLC or Securities Holdings are unable to make cash distributions to us, then we may be unable to satisfy our obligations or make interest payments on our debt obligations.

NLIC and ASIC are also subject to limitations under debt agreements limiting their ability to declare and pay dividends, including the indenture governing NLC's London Interbank Offered Rate ("LIBOR") plus 3.40% notes due 2035 and the surplus indentures governing NLIC's two LIBOR plus 4.10% and 4.05% notes due 2033 and ASIC's LIBOR plus 4.05% notes due 2034.

Our indebtedness may affect our ability to operate our business, and may have a material adverse effect on our financial condition and results of operations. We may incur additional indebtedness, including secured indebtedness.

At December 31, 2016, on a consolidated basis, we had total deposits of \$7.1 billion and other indebtedness of \$1.8 billion, including \$150.0 million in aggregate principal amount of 5% senior notes due 2025 (the "Senior Notes"). Our significant amount of indebtedness could have important consequences, such as:

- limiting our ability to obtain additional financing to fund our working capital needs, acquisitions, capital expenditures or other debt service requirements or for other purposes;
- limiting our ability to use operating cash flow in other areas of our business because we must dedicate a substantial portion of these funds to service debt;
- limiting our ability to compete with other companies who are not as highly leveraged, as we may be less capable of responding to adverse economic and industry conditions;
- restricting us from making strategic acquisitions, developing properties or pursuing business opportunities;

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- restricting the way in which we conduct our business because of financial and operating covenants in the agreements governing our and certain of our subsidiaries' existing and future indebtedness, including, in the case of certain indebtedness of subsidiaries, certain covenants that restrict the ability of such subsidiaries to pay dividends or make other distributions to us;
- exposing us to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, financial condition and operating results;
- increasing our vulnerability to a downturn in general economic conditions or a decrease in pricing of our products; and
- limiting our ability to react to changing market conditions in our industry and in our customers' industries.

In addition to our debt service obligations, our operations require substantial investments on a continuing basis. Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets and properties, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors.

Subject to the restrictions in the indenture governing the Senior Notes, we may incur significant additional indebtedness, including secured indebtedness. If new debt is added to our current debt levels, the risks described above could increase.

We may not be able to generate sufficient cash to service all of our indebtedness, including the Senior Notes, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful.

Our ability to satisfy our debt obligations will depend upon, among other things:

- our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control; and
- our future ability to refinance the Senior Notes, which depends on, among other things, our compliance with the covenants in the indenture governing the Senior Notes.

We cannot assure you that our business will generate sufficient cash flow from operations, or that we will be able to obtain financing in an amount sufficient to fund our liquidity needs.

If our cash flows and capital resources are insufficient to service our indebtedness, including the Senior Notes, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness, including the Senior Notes. These alternative measures may not be successful and may not permit us

to meet our scheduled debt service obligations, including our obligations under the Senior Notes. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations, sell equity and/or negotiate with our lenders and other creditors to restructure the applicable debt in order to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value or at all. The indenture governing the Senior Notes may restrict, or market or business conditions may limit, our ability to avail ourselves of some or all of these options. Furthermore, any proceeds that we could realize from any such dispositions may not be adequate to meet our debt service obligations then due.



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The indenture governing the Senior Notes contains, and any instruments governing future indebtedness would likely contain, restrictions that limit our flexibility in operating our business.

The indenture governing the Senior Notes contains, and any instruments governing future indebtedness would likely contain, a number of covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- dispose of, or issue voting stock of, certain subsidiaries; or
  - incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain subsidiaries.

Any of these restrictions could limit our ability to plan for or react to market conditions and could otherwise restrict corporate activities. Any failure to comply with these covenants could result in a default under the indenture governing the Senior Notes. Upon a default, holders of the Senior Notes have the ability ultimately to force us into bankruptcy or liquidation, subject to the indenture governing the Senior Notes. In addition, a default under the indenture governing the Senior Notes could trigger a cross default under the agreements governing our existing and future indebtedness. Our operating results may not be sufficient to service our indebtedness or to fund our other expenditures and we may not be able to obtain financing to meet these requirements.

We depend on our computer and communications systems and an interruption in service would negatively affect our business.

Our businesses rely on electronic data processing and communications systems. The effective use of technology allows us to better serve customers and clients, increases efficiency and reduces costs. Our continued success will depend, in part, upon our ability to successfully maintain, secure and upgrade the capability of our systems, our ability to address the needs of our clients by using technology to provide products and services that satisfy their demands and our ability to retain skilled information technology employees. Significant malfunctions or failures of our computer systems, computer security, software or any other systems in the trading process (e.g., record retention and data processing functions performed by third parties, and third party software, such as Internet browsers) could cause delays in customer trading activity. Such delays could cause substantial losses for customers and could subject us to claims from customers for losses, including litigation claiming fraud or negligence. In addition, if our computer and communications systems fail to operate properly, regulations would restrict our ability to conduct business. Any such failure could prevent us from collecting funds relating to customer and client transactions, which would materially impact our cash flows. Any computer or communications system failure or decrease in computer system performance that causes interruptions in our operations could have a material adverse effect on our business, financial condition, results of operations or cash flows.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively or timely implement new technology-driven products and services or be successful in marketing these products and services to our customers and clients. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business, financial condition, results of operations or cash flows.

We are subject to extensive supervision and regulation that could restrict our activities and impose financial requirements or limitations on the conduct of our business and limit our ability to generate income.

We are subject to extensive federal and state regulation and supervision, including that of the Federal Reserve Board, the Texas Department of Banking, the TDI, the FDIC, the CFPB, the SEC and FINRA. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not stockholders or other debt holders. Insurance regulations promulgated by state insurance departments are primarily intended to protect policyholders rather than stockholders or other debt holders. Likewise, regulations promulgated by FINRA are primarily intended to protect customers of broker-dealer businesses rather than stockholders or other debt holders.

These regulations affect our lending practices, capital structure, capital requirements, investment practices, brokerage and investment advisory activities, dividends and growth, among other things. Failure to comply with laws, regulations or policies could result in money damages, civil money penalties or reputational damage, as well as sanctions and supervisory actions by regulatory agencies that could subject us to significant restrictions or suspensions on our business

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and our ability to expand through acquisitions or branching. Further, our clearing contracts generally include automatic termination provisions that are triggered in the event we are suspended from any of the national exchanges of which we are a member for failure to comply with the rules or regulations thereof. While we have implemented policies and procedures designed to prevent any such violations of laws and regulations, such violations may occur from time to time, which could have a material adverse effect on our financial condition and results of operations.

The U.S. Congress, state legislatures, and federal and state regulatory agencies frequently revise banking and securities laws, regulations and policies. On July 21, 2010, President Obama signed into law the Dodd-Frank Act, which significantly altered the regulation of financial institutions and the financial services industry. The Dodd-Frank Act established the CFPB and requires the CFPB and other federal agencies to implement many provisions of the Dodd-Frank Act. We expect that several aspects of the Dodd-Frank Act may affect our business, including, without limitation, increased capital requirements, increased mortgage regulation, restrictions on proprietary trading in securities, restrictions on investments in hedge funds and private equity funds, executive compensation restrictions, potential federal oversight of the insurance industry and disclosure and reporting requirements. At this time, it is difficult to predict the extent to which the Dodd-Frank Act or the resulting rules and regulations will affect our business. Compliance with these new laws and regulations likely will result in additional costs, which could be significant and may adversely impact our results of operations, financial condition, and liquidity.

During the third quarter of 2015, the Bank received a “satisfactory” CRA rating in connection with its most recent CRA performance evaluation. A CRA rating of less than “satisfactory” adversely affects a bank’s ability to establish new branches and impairs a bank’s ability to commence new activities that are “financial in nature” or acquire companies engaged in these activities. Other regulatory exam ratings or findings also may adversely impact our ability to branch, commence new activities or make acquisitions.

We cannot predict whether or in what form any other proposed regulations or statutes will be adopted or the extent to which our business may be affected by any new regulation or statute. These changes become less predictable, yet more likely to occur, following the transition of power from one presidential administration to another, especially as in 2017, when it involves a change in political party. Any such changes could subject our business to additional costs, limit the types of financial services and products we may offer and increase the ability of non-banks to offer competing financial services and products, among other things.

The impact of the changing regulatory capital requirements and new capital rules are uncertain.

In July 2013, the Federal Reserve Board approved a final rule that substantially amends the risk-based capital rules applicable to Hilltop and PlainsCapital. The final rule implements the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The final rule includes new minimum risk-based capital and leverage ratios, which became effective on a phase-in basis for Hilltop and PlainsCapital on January 1, 2015, and refines the definition of what constitutes “capital” for purposes of calculating these ratios. The final rule also establishes a “capital conservation buffer” of 2.5% above the new regulatory minimum capital ratios and results in the following minimum

ratios: (i) a common equity Tier 1 capital ratio of 7.0%; (ii) a Tier 1 to risk-based assets capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. As of January 1, 2017, the capital conservation buffer requirement is currently being phased in at 1.25% of risk-weighted assets and will increase each year until fully implemented in January 2019. Based on the Basel III phase-in schedule, as of January 1, 2017, the minimum capital requirements including the capital conservation buffer requirement are: (i) a common equity Tier 1 capital ratio of 5.75% (increased from 5.125%); (ii) a Tier 1 to risk-based assets capital ratio of 7.25% (increased from 6.625%); (iii) a total capital ratio of 9.25% (increased from 8.625%); and (iv) a Tier 1 leverage ratio of 4%. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such actions. The application of more stringent capital requirements for Hilltop and PlainsCapital could, among other things, adversely affect our results of operations and growth, require the raising of additional capital, restrict our ability to pay dividends or repurchase shares and result in regulatory actions if we were to be unable to comply with such requirements.

In addition, the Federal Reserve Board adopted a final rule in February 2014 that clarifies how companies should incorporate the Basel III regulatory capital reforms into their capital and business projections during the 2014 and subsequent cycles of capital plan submissions and stress tests required under the Dodd-Frank Act. For companies and their subsidiary banks with between \$10.0 billion and \$50.0 billion in total consolidated assets, the initial stress testing cycle began on October 1, 2013 and the initial nine-quarter planning horizon for stress capital projections continued

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through the fourth quarter of 2015, which overlaps with the implementation of the Basel III capital reforms that began on January 1, 2015. At December 31, 2016, Hilltop and PlainsCapital had \$12.7 billion and \$9.6 billion, respectively, in total consolidated assets and their average of total consolidated assets for the four most recent consecutive quarters was \$12.5 billion and \$9.1 billion, respectively. In addition, banks with \$10.0 billion in total consolidated assets are primarily examined by the CFPB with respect to various consumer financial protection laws and regulations. As a relatively new agency with evolving regulations and practices, there is uncertainty as to how the CFPB's examination and regulatory authority might impact the Company's and PlainsCapital's businesses. As a result of the SWS Merger, Hilltop has more than \$10.0 billion in assets. Accordingly, the Dodd-Frank Act Stress Testing program will require Hilltop to submit its initial annual company-run stress test to the Federal Reserve Board using our capital planning tools to regulators by July 31, 2017. Hilltop will be required to publicly disclose a summary of the results of these forward looking, company-run stress tests that assess the impact of hypothetical macroeconomic baseline, adverse and severely adverse economic scenarios provided by the Federal Reserve Board. If we are deemed to have inadequate capital under the hypothetical economic scenarios, then our regulator may, among other things, require us to limit any dividend or other capital distributions we may make to stockholders or increase our capital levels, modify our business and growth strategies or decrease our exposure to various asset classes, any of which could have a material adverse effect on our financial condition or results of operations. Our regulators may also consider preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval the Company may make, including requests for approvals on unrelated matters.

Compliance with these capital planning and stress testing requirements has increased our cost of regulatory compliance and necessitated the hiring of additional compliance and other personnel, the design and implementation of additional internal controls and processes, and attention from management. We cannot assure you that our efforts will be deemed sufficient or that we will be deemed to have adequate capital under the hypothetical economic stress scenarios which would affect our ability to take certain capital actions in the future. Compliance with the annual stress testing requirements, part of which must be publicly disclosed, may also be misinterpreted by the market generally or our customers and, as a result, may adversely affect our stock price or our ability to retain our customers or effectively compete for new business opportunities.

Periodically, the SEC adopts amendments to Rules 15c3-1 and 15c3-3 under the Exchange Act related to our broker-dealer segment. The implementation of any new requirements from these amendments may increase our cost of regulatory compliance.

The CFPB has issued "ability-to-repay" and "qualified mortgage" rules that may have a negative impact on our loan origination process and foreclosure proceedings, which could adversely affect our business, operating results, and financial condition.

On January 10, 2013, the CFPB issued a final rule to implement the "qualified mortgage" provisions of the Dodd-Frank Act requiring mortgage lenders to consider consumers' ability to repay home loans before extending them credit. The CFPB's "qualified mortgage" rule took effect on January 10, 2014. The final rule describes certain minimum requirements for lenders making ability-to-repay determinations, but does not dictate that they follow particular underwriting models. Lenders will be presumed to have complied with the ability-to-repay rule if they issue "qualified

mortgages,” which are generally defined as mortgage loans prohibiting or limiting certain risky features. Loans that do not meet the ability-to-repay standard can be challenged in court by borrowers who default and the absence of ability-to-repay status can be used against a lender in foreclosure proceedings. Any loans that we make outside of the “qualified mortgage” criteria could expose us to an increased risk of liability and reduce or delay our ability to foreclose on the underlying property. The CFPB’s “qualified mortgage” rule could limit our ability or desire to make certain types of loans or loans to certain borrowers, or could make it more expensive or time consuming to make these loans. Any decreases in loan origination volume or increases in compliance and foreclosure costs caused by the rule could negatively affect our business, operating results and financial condition.

Our broker-dealer business is subject to various risks associated with the securities industry.

Our broker-dealer business is subject to uncertainties that are common in the securities industry. These uncertainties include:

- intense competition in the public finance and other sectors of the securities industry;
- the volatility of domestic and international financial, bond and stock markets;

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- extensive governmental regulation;
- litigation; and
- substantial fluctuations in the volume and price level of securities.

As a result, the revenues and operating results of our broker-dealer segment may vary significantly from quarter to quarter and from year to year. Unfavorable financial or economic conditions could reduce the number and size of transactions in which we provide financial advisory, underwriting and other services. Disruptions in fixed income and equity markets could lead to a decline in the volume of transactions executed for customers and, therefore, to declines in revenues from commissions and clearing services. Our broker-dealer business is much smaller and has much less capital than many competitors in the securities industry. In addition, the Hilltop Broker-Dealers are operating subsidiaries of Hilltop, which means that their activities are limited to those that are permissible for subsidiaries of a financial holding company.

Market fluctuations could adversely impact our broker-dealer business.

Our broker-dealer segment is subject to risks as a result of fluctuations in the securities markets. Our securities trading, market-making and underwriting activities involve the purchase and sale of securities as a principal, which subjects our capital to significant risks. Market conditions could limit our ability to sell securities purchased or to purchase securities sold in such transactions. If price levels for equity securities decline generally, the market value of equity securities that we hold in our inventory could decrease and trading volumes could decline. In addition, if interest rates increase, the value of debt securities we hold in our inventory would decrease. Rapid or significant market fluctuations could adversely affect our business, financial condition, results of operations and cash flow.

In addition, during periods of market disruption, it may be difficult to value certain assets if comparable sales become less frequent or market data becomes less observable. Certain classes of assets or loan collateral that were in active markets with significant observable data may become illiquid due to the current financial environment. In such cases, asset valuations may require more estimation and subjective judgment.

Our investment advisory business may be affected if our investment products perform poorly.

Poor investment returns and declines in client assets in our investment advisory business, due to either general market conditions or underperformance (relative to our competitors or to benchmarks) by investment products, affects our ability to retain existing assets, prevent clients from transferring their assets out of products or their accounts, or inhibit our ability to attract new clients or additional assets from existing clients. Any such poor performance could adversely affect our investment advisory business and the advisory fees that we earn on client assets.

Our portfolio trading business is highly price competitive and serves a very limited market.

Our portfolio trading business serves one small component of the capital markets group with a small customer base and a high service model, charging competitive commission rates. Consequently, growing or maintaining market share is very price sensitive. We rely upon a high level of customer service and product customization to maintain our market share; however, should prevailing market prices fall, or the size of our market segment or customer base decline, our profitability would be adversely impacted. In addition, in our portfolio trading business, we purchase securities as principal, which subjects our capital to significant risks.

Our existing correspondents may choose to perform their own clearing services, move their clearing business to one of our competitors or exit the business.

As our correspondents' operations grow, they often consider the option of performing clearing functions themselves, in a process referred to as "self-clearing." The option to convert to self-clearing operations may be attractive due to the fact that as the transaction volume of a broker-dealer grows, the cost of implementing the necessary infrastructure for self-clearing may eventually be offset by the elimination of per transaction processing fees that would otherwise be paid to a clearing firm. Additionally, performing their own clearing services allows self-clearing broker-dealers to retain their customers' margin balances, free credit balances and securities for use in margin lending activities. Furthermore, our correspondents may decide to use the clearing services of one of our competitors or exit the business. Any significant loss of correspondents due to self-clearing or because of their use of a competitor's clearing service or their exiting the business could have a material adverse effect on our business, financial condition, results of operations or cash flows.



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Several of our broker-dealer segment's product lines rely on favorable tax treatment and changes in federal tax law could impact the attractiveness of these products to our customers.

We offer a variety of services and products, such as individual retirement accounts and municipal bonds, which rely on favorable federal income tax treatment to be attractive to our customers. Should favorable tax treatment of these products be eliminated or reduced, sales of these products could be materially impacted, which could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Our mortgage origination segment is subject to investment risk on loans that it originates.

We intend to sell, and not hold for investment, substantially all residential mortgage loans that we originate through PrimeLending. At times, however, we may originate a loan or execute an interest rate lock commitment ("IRLC") with a customer pursuant to which we agree to originate a mortgage loan on a future date at an agreed-upon interest rate without having identified a purchaser for such loan. An identified purchaser may also decline to purchase a loan for a variety of reasons. In these instances, we will bear interest rate risk on an IRLC until, and unless, we are able to find a buyer for the loan underlying such IRLC and the risk of investment on a loan until, and unless, we are able to find a buyer for such loan. In addition, if a customer defaults on a mortgage payment shortly after the loan is originated, the purchaser of the loan may have a put right, whereby the purchaser can require us to repurchase the loan at the full amount that it paid. During periods of market downturn, we have at times chosen to hold mortgage loans when the identified purchasers have declined to purchase such loans because we could not obtain an acceptable substitute bid price for such loan. The failure of mortgage loans that we hold on our books to perform adequately could have a material adverse effect on our financial condition, liquidity and results of operations.

Changes in interest rates may change the value of our mortgage servicing rights portfolio which may increase the volatility of our earnings.

As a result of our mortgage servicing business, which we may expand in the future, we have a portfolio of MSR assets. A MSR is the right to service a mortgage loan – collect principal, interest and escrow amounts – for a fee. We measure and carry all of our residential MSR assets using the fair value measurement method. Fair value is determined as the present value of estimated future net servicing income, calculated based on a number of variables, including assumptions about the likelihood of prepayment by borrowers.

One of the principal risks associated with MSR assets is that in a declining interest rate environment, they will likely lose a substantial portion of their value as a result of higher than anticipated prepayments. Moreover, if prepayments are greater than expected, the cash we receive over the life of the mortgage loans would be reduced. The mortgage origination segment uses derivative financial instruments, including interest rate swaps and swaptions, and U.S. Treasury bond futures and options as a means to mitigate market risk associated with MSR assets. However, no

hedging strategy can protect us completely, and hedging strategies may fail because they are improperly designed, improperly executed and documented or based on inaccurate assumptions and, as a result, could actually increase our risks and losses. The increasing size of our MSR portfolio may increase our interest rate risk and correspondingly, the volatility of our earnings, especially if we cannot adequately hedge the interest rate risk relating to our MSR assets.

At December 31, 2016, the mortgage origination segment's MSR asset had a fair value of \$63.3 million. All income related to retained servicing, including changes in the value of the MSR asset, is included in noninterest income. Depending on the interest rate environment, it is possible that the fair value of our MSR asset may be reduced in the future. If such changes in fair value significantly reduce the carrying value of our MSR asset, our financial condition and results of operations would be negatively affected.

Income that we recognize in connection with the purchase discount of the credit-impaired loans acquired in the Bank Transactions and accounted for under Accounting Standards Codification 310-30 could be volatile in nature and have significant effects on reported net income.

In connection with the Bank Transactions, we acquired loans at an aggregate discount of \$523.2 million. The Bank Transactions have each been accounted for under the acquisition method of accounting. Accordingly, the respective discounts are amortized and accreted to interest income on a monthly basis. The effective yield and related discount accretion on credit-impaired loans is initially determined at the acquisition date based upon estimates of the timing and amount of future cash flows as well as the amount of credit losses that will be incurred. These estimates are updated

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quarterly. In future periods, if actual historical results combined with future projections of these factors (amount, timing, or credit losses) differ from the initial projections, the effective yield and the amount of discount recognized will change. Volatility may increase as the variance of actual results from initial projections increases. As the acquired loans are removed from our books, the related discount will no longer be available for accretion into income. Aggregate accretion of \$67.8 million on loans purchased at a discount in the Bank Transactions was recorded as interest income during 2016. As of December 31, 2016, the balance of our discount on loans in the aggregate was \$171.6 million.

We ultimately may write-off goodwill and other intangible assets resulting from business combinations.

As a result of purchase accounting in connection with our acquisition of NLC, the PlainsCapital Merger, the FNB Transaction and the SWS Merger, our consolidated balance sheet at December 31, 2016, included goodwill of \$251.8 million and other intangible assets, net of accumulated amortization, of \$44.7 million. On an ongoing basis, we evaluate whether facts and circumstances indicate any impairment of value of intangible assets. As circumstances change, we may not realize the value of these intangible assets. If we determine that a material impairment has occurred, we will be required to write-off the impaired portion of intangible assets, which could have a material adverse effect on our results of operations in the period in which the write-off occurs.

The accuracy of our financial statements and related disclosures could be affected if we are exposed to actual conditions different from the judgments, assumptions or estimates used in our critical accounting policies.

The preparation of financial statements and related disclosure in conformity with GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported in our consolidated financial statements and accompanying notes. Our critical accounting policies, which are included in this Annual Report, describe those significant accounting policies and methods used in the preparation of our consolidated financial statements that we consider "critical" because they require judgments, assumptions and estimates that materially impact our consolidated financial statements and related disclosures. As a result, if future events differ significantly from the judgments, assumptions and estimates in our critical accounting policies, such events or assumptions could have a material impact on our audited consolidated financial statements and related disclosures.

We are dependent on our management team, and the loss of our senior executive officers or other key employees could impair our relationship with customers and adversely affect our business and financial results.

Our success is dependent, to a large degree, upon the continued service and skills of our existing management team and other key employees with long-term customer relationships. Our business and growth strategies are built primarily upon our ability to retain employees with experience and business relationships within their respective segments. The loss of one or more of these key personnel could have an adverse impact on our business because of their skills,

knowledge of the market, years of industry experience and the difficulty of finding qualified replacement personnel. In addition, we currently do not have non-competition agreements with certain members of management and other key employees. If any of these personnel were to leave and compete with us, our business, financial condition, results of operations and growth could suffer.

A decline in the market for municipal advisory services could adversely affect our business and results of operations.

Our broker-dealer segment has historically earned a significant portion of its revenues from advisory fees paid to it by its clients, in large part upon the successful completion of the client's transaction. New issuances in the municipal market by cities, counties, school districts, state and other governmental agencies, airports, healthcare institutions, institutions of higher education and other clients that the public finance group serves can be subject to significant fluctuations based on factors such as changes in interest rates, property tax bases, budget pressures on certain issuers caused by uncertain economic times and other factors. A decline in the market for municipal advisory services due to the factors listed above could have an adverse effect on our business and results of operations.

We are subject to losses due to fraudulent and negligent acts.

Our banking and mortgage origination businesses expose us to fraud risk from our loan and deposit customers and the parties they do business with, as well as from our employees, contractors and vendors. We rely heavily upon information supplied by third parties, including the information contained in credit applications, property appraisals, title information, equipment pricing and valuation, and employment and income documentation, in deciding which loans to originate and

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the terms of those loans. If any of the information upon which we rely is misrepresented, either fraudulently or negligently, and the misrepresentation is not detected prior to funding, the value of the collateral may be significantly lower than expected, the source of repayment may not exist or may be significantly impaired, or we may fund a loan that we would not have funded or on terms we would not have extended. While we have underwriting and operational controls in place to help detect and prevent such fraud, no such controls are effective to detect or prevent all fraud, and we have experienced losses resulting from fraud in the past. Whether a misrepresentation is made by the applicant, another third party or one of our own employees, we may bear the risk of loss associated with the misrepresentation. A loan subject to a material misrepresentation is typically unsellable or subject to repurchase if it is sold prior to detection of the misrepresentation.

Our broker-dealer and insurance underwriting activities also expose us to fraud risks. When acting as an underwriter, our broker-dealer segment may be liable jointly and severally under federal, state and foreign securities laws for false and misleading statements concerning the securities, or the issuer of the securities, that it underwrites. We are sometimes brought into lawsuits in connection with our correspondent clearing business based on actions of our correspondents. In addition, we may act as a fiduciary in other capacities that could expose us to liability under such laws or under common law fiduciary principles. Furthermore, our insurance segment's success also depends, in part, on its ability to detect and respond to fraudulent or inflated claims.

The soundness of other financial institutions could adversely affect our business.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different counterparties and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, credit unions, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even negative speculation about, one or more financial services institutions, or the financial services industry in general, have led to market-wide liquidity problems in the past and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when we hold collateral that cannot be realized or is liquidated at prices not sufficient to recover the full amount of the receivable due to us. Any such losses could be material and could materially and adversely affect our business, financial condition, results of operations or cash flows.

Negative publicity regarding us, or financial institutions in general, could damage our reputation and adversely impact our business and results of operations.

Our ability to attract and retain customers and conduct our business could be adversely affected to the extent our reputation is damaged. Reputational risk, or the risk to our business, earnings and capital from negative public opinion regarding our company, or financial institutions in general, is inherent in our business. Adverse perceptions concerning our reputation could lead to difficulties in generating and maintaining accounts as well as in financing

them. In particular, such negative perceptions could lead to decreases in the level of deposits that consumer and commercial customers and potential customers choose to maintain with us. Negative public opinion could result from actual or alleged conduct in any number of activities or circumstances, including lending or foreclosure practices; sales practices; corporate governance and potential conflicts of interest; ethical failures or fraud, including alleged deceptive or unfair lending or pricing practices; regulatory compliance; protection of customer information; cyber-attacks, whether actual, threatened, or perceived; negative news about us or the financial institutions industry generally; general company performance; or from actions taken by government regulators and community organizations in response to such activities or circumstances. Furthermore, our failure to address, or the perception that we have failed to address, these issues appropriately could impact our ability to keep and attract customers and/or employees and could expose us to litigation and/or regulatory action, which could have an adverse effect on our business and results of operations.

We face strong competition from other financial institutions and financial service and insurance companies, which may adversely affect our operations and financial condition.

Our banking segment primarily competes with national, regional and community banks within various markets where the Bank operates. The Bank also faces competition from many other types of financial institutions, including savings and loan associations, savings banks, finance companies and credit unions. A number of these banks and other financial institutions have substantially greater resources and lending limits, larger branch systems and a wider array of banking

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services than we do. We also compete with other providers of financial services, such as money market mutual funds, brokerage and investment banking firms, consumer finance companies, pension trusts, insurance companies and governmental organizations, each of which may offer more favorable financing than we are able to provide. In addition, some of our non-bank competitors are not subject to the same extensive regulations that govern us. The banking business in Texas has remained competitive over the past several years, and we expect the level of competition we face to further increase. Competition for deposits and in providing lending products and services to consumers and businesses in our market area is intense and pricing is important. Other factors encountered in competing for savings deposits are convenient office locations, interest rates and fee structures of products offered. Direct competition for savings deposits also comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities that may offer more attractive rates than insured depository institutions are willing to pay. Competition for loans is based on factors such as interest rates, loan origination fees and the range of services offered by the provider. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive loan and deposit products and other services. Our profitability depends on our ability to compete effectively in these markets. This competition may reduce or limit our margins on banking services, reduce our market share and adversely affect our results of operations and financial condition.

The financial advisory and investment banking industries also are intensely competitive industries and will likely remain competitive. Our broker-dealer business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, not subject to the broker-dealer regulatory framework. In addition to competition from firms currently in the industry, there has been increasing competition from others offering financial services, including automated trading and other services based on technological innovations. Our broker-dealer business competes on the basis of a number of factors, including the quality of advice and service, technology, product selection, innovation, reputation, client relationships and price. Many of our broker-dealer segment's competitors in the investment banking industry have a greater range of products and services, greater financial and marketing resources, larger customer bases, greater name recognition, more managing directors to serve their clients' needs, greater global reach and more established relationships with their customers than our broker-dealer business. Additionally, certain competitors of our financial advisory business have reorganized or plan to reorganize from investment banks into bank holding companies, which may provide them with a competitive advantage. These larger and better capitalized competitors may be more capable of responding to changes in the investment banking market, competing for skilled professionals, financing acquisitions, funding internal growth and competing for market share generally. Increased pressure created by any current or future competitors, or by competitors of our broker-dealer business collectively, could materially and adversely affect our business and results of operations. Increased competition may result in reduced revenue and loss of market share. Further, as a strategic response to changes in the competitive environment, our broker-dealer business may from time to time make certain pricing, service or marketing decisions that also could materially and adversely affect our business and results of operations.

Our mortgage origination business faces vigorous competition from banks and other financial institutions, including large financial institutions as well as independent mortgage banking companies, commercial banks, savings banks and savings and loan associations. Our mortgage origination segment competes on a number of factors including customer service, quality and range of products and services offered, price, reputation, interest rates, closing process and duration, and loan origination fees. The ability to attract and retain skilled mortgage origination professionals is critical to our mortgage origination business. We seek to distinguish ourselves from our competitors through our

commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive mortgage loan products and services.

The insurance industry also is highly competitive and has, historically, been characterized by periods of significant price competition, alternating with periods of greater pricing discipline during which competitors focus on other factors, including service, experience, the strength of agent and policyholder relationships, reputation, speed and accuracy of claims payment, perceived financial strength, ratings, scope of business, commissions paid and policy and contract terms and conditions. Our insurance business competes with many other insurers, including large national companies that have greater financial, marketing and management resources than our insurance segment. Many of these competitors also have better ratings and market recognition than our insurance business.

In addition, a number of new, proposed or potential industry developments also could increase competition in our insurance segment's industry. These developments include changes in practices and other effects caused by the Internet



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(including direct marketing campaigns by our insurance segment's competitors in established and new geographic markets), which have led to greater competition in the insurance business and increased expectations for customer service. These developments could prevent our insurance business from expanding its book of business. Our insurance business also faces competition from new entrants into the insurance market. New entrants do not have historic claims or losses to address and, therefore, may be able to price policies on a basis that is not favorable to our insurance business. New competition could reduce the demand for our insurance segment's insurance products, which could have a material adverse effect on our financial condition and results of operations.

If the actual losses and loss adjustment expenses of our insurance segment exceed its loss and expense estimates, its financial condition and results of operations could be materially adversely affected.

The financial condition and results of operations of our insurance segment depend upon its ability to assess accurately the potential losses associated with the risks that it insures. Our insurance segment establishes reserve liabilities to cover the payment of all losses and loss adjustment expenses ("LAE") incurred under the policies that it writes. These liability estimates include case estimates, which are established for specific claims that have been reported to our insurance segment, and liabilities for claims that have been incurred but not reported ("IBNR"). LAE represent expenses incurred to investigate and settle claims. To the extent that losses and LAE exceed estimates, NLIC and ASIC will be required to increase their reserve liabilities and reduce their income in the period in which the deficiency is identified. In addition, increasing reserves causes a reduction in policyholders' surplus and could cause a downgrade in the ratings of NLIC and ASIC. This, in turn, could diminish our ability to sell insurance policies.

The liability estimation process for our insurance segment's casualty insurance coverage possesses characteristics that make case and IBNR reserving inherently less susceptible to accurate actuarial estimation than is the case with property coverages. Unlike property losses, casualty losses are claims made by third-parties of which the policyholder may not be aware and, therefore, may be reported a significant time after the occurrence, including sometimes years later. As casualty claims most often involve claims of bodily injury, assessment of the proper case estimates is a far more subjective process than claims involving property damage. In addition, in determining the case estimate for a casualty claim, information develops slowly over the life of the claim and can subject the case estimation to substantial modification well after the claim was first reported. Numerous factors impact the casualty case reserving process, such as venue, the amount of monetary damage, legislative activity, the permanence of the injury and the age of the claimant.

The effects of inflation could cause the severity of claims from catastrophes or other events to rise in the future. Increases in the values and geographic concentrations of policyholder property and the effects of inflation have resulted in increased severity of industry losses in recent years, and our insurance segment expects that these factors will increase the severity of losses in the future. As NLC observed in 2008, the severity of some catastrophic weather events, including the scope and extent of damage and the inability to gain access to damaged properties, and the ensuing shortages of labor and materials and resulting demand surge, provide additional challenges to estimating ultimate losses. Our insurance segment's liabilities for losses and LAE include assumptions about future payments for settlement of claims and claims handling expenses, such as medical treatments and litigation costs. To the extent inflation causes these costs to increase above liabilities established for these costs, our insurance segment expects to

be required to increase its liabilities, together with a corresponding reduction in its net income in the period in which the deficiency is identified.

Estimating an appropriate level of liabilities for losses and LAE is an inherently uncertain process. Accordingly, actual loss and LAE paid will likely deviate, perhaps substantially, from the liability estimates reflected in our insurance segment's consolidated financial statements. Claims could exceed our insurance segment's estimate for liabilities for losses and LAE, which could have a material adverse effect on its financial condition and results of operations.

If our insurance segment cannot obtain adequate reinsurance protection for the risks it underwrites or its reinsurers do not pay losses in a timely fashion, or at all, our insurance segment will suffer greater losses from these risks or may reduce the amount of business it underwrites, which may materially adversely affect its financial condition and results of operations.

Our insurance segment purchases reinsurance to protect itself from certain risks and to share certain risks it underwrites. During 2016, our insurance segment's personal lines ceded 9.2% of its direct insurance premiums written (primarily through excess of loss, quota share and catastrophe reinsurance treaties) and its commercial lines ceded 5.2% of its direct insurance premiums written (primarily through excess of loss and catastrophe reinsurance treaties). The total cost of reinsurance, inclusive of per risk excess and catastrophe, decreased 14.9% during 2016, compared with 2015, which was

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primarily attributable to reduced limits and lower premium rate. Reinsurance cost generally fluctuates as a result of storm costs or any changes in capacity within the reinsurance market.

From time to time, market conditions have limited, and in some cases have prevented, insurers from obtaining the types and amounts of reinsurance that they have considered adequate for their business needs. Accordingly, our insurance segment may not be able to obtain desired amounts of reinsurance. Even if our insurance segment is able to obtain adequate reinsurance, it may not be able to obtain it from entities with satisfactory creditworthiness or negotiate terms that it deems appropriate or acceptable. Although the cost of reinsurance is, in some cases, reflected in our insurance segment's premium rates, our insurance segment may have guaranteed certain premium rates to its policyholders. Under these circumstances, if the cost of reinsurance were to increase with respect to policies for which our insurance segment guaranteed the rates, our insurance segment would be adversely affected. In addition, if our insurance segment cannot obtain adequate reinsurance protection for the risks it underwrites, it may be exposed to greater losses from these risks or it may be forced to reduce the amount of business that it underwrites for such risks, which will reduce our insurance segment's revenue and may have a material adverse effect on its results of operations and financial condition.

At December 31, 2016, our insurance segment had \$13.7 million in reinsurance recoverables, including ceded paid loss recoverables, ceded losses and LAE recoverables and ceded unearned insurance premiums. Our insurance segment expects to continue to purchase substantial reinsurance coverage in the foreseeable future. Because our insurance segment remains primarily liable to its policyholders for the payment of their claims, regardless of the reinsurance it has purchased relating to those claims, in the event that one of its reinsurers becomes insolvent or otherwise refuses to reimburse our insurance segment for losses paid, or delays in reimbursing our insurance segment for losses paid, its liability for these claims could materially and adversely affect its financial condition and results of operations.

We are subject to legal claims and litigation, including potential securities law liabilities, any of which could have a material adverse effect on our business.

We face significant legal risks in each of the business segments in which we operate, and the volume of legal claims and amount of damages and penalties claimed in litigation and regulatory proceedings against financial service companies remains high. These risks often are difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time. Substantial legal liability or significant regulatory action against us or any of our subsidiaries could have a material adverse effect on our results of operations or cause significant reputational harm to us, which could seriously harm our business and prospects. Further, regulatory inquiries and subpoenas, other requests for information, or testimony in connection with litigation may require incurrence of significant expenses, including fees for legal representation and fees associated with document production. These costs may be incurred even if we are not a target of the inquiry or a party to the litigation. Any financial liability or reputational damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Further, in the normal course of business, our broker-dealer segment has been subject to claims by customers and clients alleging unauthorized trading, churning, mismanagement, suitability of investments, breach of fiduciary duty or other alleged misconduct by our employees or brokers. We are sometimes brought into lawsuits based on allegations concerning our correspondents. As underwriters, we are subject to substantial potential liability for material misstatements and omissions in prospectuses and other communications with respect to underwritten offerings of securities. Prolonged litigation producing significant legal expenses or a substantial settlement or adverse judgment could have a material adverse effect on our business, financial condition, results of operations or cash flows.

We may be subject to environmental liabilities in connection with the foreclosure on real estate assets securing the loan portfolio of our banking segment.

Hazardous or toxic substances or other environmental hazards may be located on the real estate that secures our loans. If we acquire such properties as a result of foreclosure, or otherwise, we could become subject to various environmental liabilities. For example, we could be held liable for the cost of cleaning up or otherwise addressing contamination at or from these properties. We could also be held liable to a governmental entity or third party for property damage, personal injury or other claims relating to any environmental contamination at or from these properties. In addition, we could be held liable for costs relating to environmental contamination at or from our current or former properties. We may not detect all environmental hazards associated with these properties. If we ever became subject to significant environmental liabilities, our business, financial condition, liquidity and results of operations could be harmed.

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If we fail to maintain an effective system of internal controls over financial reporting, the accuracy and timing of our financial reporting may be adversely affected.

Effective internal controls are necessary for us to provide timely and reliable financial reports and effectively prevent fraud. Any inability to provide reliable financial reports or prevent fraud could harm our business. If we fail to maintain the adequacy of our internal controls, our financial statements may not accurately reflect our financial condition. Inadequate internal controls over financial reporting could impact the reliability and timeliness of our financial reports and could cause investors to lose confidence in our reported financial information, which could have a negative effect on our business and the value of our securities.

The debt agreements of our insurance segment and its controlled affiliates contain financial covenants and impose restrictions on its business.

The indenture governing NLC's LIBOR plus 3.40% notes due 2035 contains restrictions on its ability to, among other things, declare and pay dividends and merge or consolidate. In addition, this indenture contains a change of control provision, which provides that (i) if a person or group becomes the beneficial owner, directly or indirectly, of 50% or more of NLC's equity securities and (ii) if NLC's ratings are downgraded by a nationally recognized statistical rating organization (as defined in the Exchange Act), then each holder of the notes governed by such indenture has the right to require that NLC purchase such holder's notes, in whole or in part, at a price equal to 100% of the then outstanding principal amount. Likewise, the surplus indentures governing NLIC's two LIBOR plus 4.10% and 4.05% notes due 2033 and ASIC's LIBOR plus 4.05% notes due 2034 contain restrictions on dividends and mergers and consolidations. In addition, NLC has other credit arrangements with its affiliates and other third-parties.

NLC's ability to comply with these covenants may be affected by events beyond its control, including prevailing economic, financial and industry conditions. The breach of any of these restrictions could result in a default under the loan agreements or indentures governing the notes or under its other debt agreements. An event of default under its debt agreements would permit some of its lenders to declare all amounts borrowed from them to be due and payable, together with accrued and unpaid interest. If NLC were unable to repay debt to its secured lenders, these lenders could proceed against the collateral securing that debt. In addition, acceleration of its other indebtedness may cause NLC to be unable to make interest payments on the notes. Other agreements that NLC or its insurance company subsidiaries may enter into in the future may contain covenants imposing significant restrictions on their respective businesses that are similar to, or in addition to, the covenants under their respective existing agreements. These restrictions may affect NLC's ability to operate its business and may limit its ability to take advantage of potential business opportunities as they arise.

Risks Related to our Substantial Cash Position and Related Strategies for its Use

Because we intend to use a substantial portion of our remaining available cash to make acquisitions or effect a business combination, we may become subject to risks inherent in pursuing and completing any such acquisitions or business combination.

We are endeavoring to make acquisitions or effect business combinations with a substantial portion of our remaining available cash. We may not, however, be able to identify suitable targets, consummate acquisitions or effect a combination on commercially acceptable terms or, if consummated, successfully integrate personnel and operations.

The success of any acquisition or business combination will depend upon, among other things, the ability of management and our employees to integrate personnel, operations, products and technologies effectively, to attract, retain and motivate key personnel and to retain customers and clients of targets. In addition, any acquisition or business combination we undertake may consume available cash resources, result in potentially dilutive issuances of equity securities and divert management's attention from other business concerns. Even if we conduct extensive due diligence on a target business that we acquire or with which we merge, our diligence may not surface all material issues that may adversely affect a particular target business, and we may be forced to later write-down or write-off assets, restructure our operations or incur impairment or other charges that could result in our reporting losses. Consequently, we also may need to make further investments to support the acquired or combined company and may have difficulty identifying and acquiring the appropriate resources.

We may enter, through acquisitions or a business combination, into new lines of business or initiate new service offerings subject to the restrictions imposed upon us as a regulated financial holding company. Accordingly, there is no basis for you to evaluate the possible merits or risks of the particular target business with which we may combine or that we may ultimately acquire.

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There can be no assurance that we will continue to declare cash dividends or repurchase stock.

On October 27, 2016, we announced that our board of directors authorized a dividend program under which we intend to pay quarterly dividends on our common stock, subject to quarterly declarations by our board of directors. During the second quarter of 2016, our board of directors approved a stock repurchase program under which it authorized us to repurchase, in the aggregate, up to \$50.0 million of our outstanding common stock. We did not repurchase any stock under the program during 2016, and in the first quarter of 2017, our board of directors reauthorized the program through January 2018. Any future declarations, amount and timing of any dividends and/or the amount and timing of such stock repurchases are subject to capital availability and the discretion of our board of directors, which must evaluate, among other things, whether cash dividends and/or stock repurchases are in the best interest of our stockholders and are in compliance with all applicable laws and any agreements containing provisions that limit our ability to declare and pay cash dividends and/or repurchase stock. Our ability to pay dividends and/or repurchase stock will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, the ability of our subsidiaries to pay dividends to Hilltop, capital adequacy requirements and other regulatory restrictions on us and our subsidiaries, policies of the Federal Reserve Board, equity and debt service requirements senior to our common stock, earnings, financial condition, the general economic and regulatory climate and other factors beyond our control that our board of directors may deem relevant. In addition, the amount we spend and the number of shares we are able to repurchase under our stock repurchase program may further be affected by a number of other factors, including the stock price and blackout periods in which we are restricted from repurchasing shares. Our dividend payments and/or stock repurchases may change from time to time, and we cannot provide assurance that we will continue to declare dividends and/or repurchase stock in any particular amounts or at all. A reduction in or elimination of our dividend payments, our dividend program and/or stock repurchases could have a negative effect on our stock price.

Difficult market conditions have adversely affected the yield on our available cash.

Our primary objective is to preserve and maintain the liquidity of our available cash, while at the same time maximizing yields without significantly increasing risk. The capital and credit markets recently experienced volatility and disruption for a prolonged period. This volatility and disruption reached unprecedented levels, resulting in dramatic declines in interest rates and other yields relative to risk. This downward pressure has negatively affected the yields we receive on our available cash. If market conditions do not continue to improve, there can be no assurance that we will receive any significant yield on our available cash. Further, given current market conditions, no assurance can be given that we will be able to preserve our available cash.

## Risks Related to Our Common Stock

We may issue shares of preferred stock or additional shares of common stock to complete an acquisition or effect a combination or under an employee incentive plan after consummation of an acquisition or combination, which would dilute the interests of our stockholders and likely present other risks.

The issuance of shares of preferred stock or additional shares of common stock:

- may significantly dilute the equity interest of our stockholders;
- may subordinate the rights of holders of common stock if preferred stock is issued with rights senior to those afforded our common stock;
- could cause a change in control if a substantial number of shares of common stock are issued, which may affect, among other things, our ability to use our net operating loss carry forwards; and
- may adversely affect prevailing market prices for our common stock.

Our board of directors, in its sole discretion, may designate and issue one or more additional series of preferred stock from the authorized and unissued shares of preferred stock. Subject to limitations imposed by law or our articles of incorporation, our board of directors is empowered to determine the designation and number of shares constituting each series of preferred stock, as well as any designations, qualifications, privileges, limitations, restrictions or special or relative rights of additional series. The rights of preferred stockholders may supersede the rights of common stockholders. Preferred stock could be issued with voting and conversion rights that could adversely affect the voting power of the shares of our common stock. The issuance of preferred stock could also result in a series of securities outstanding that would have preferences over the common stock with respect to dividends and in liquidation.



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Our common stock price may experience substantial volatility, which may affect your ability to sell our common stock at an advantageous price.

Price volatility of our common stock may affect your ability to sell our common stock at an advantageous price. Market price fluctuations in our common stock may arise due to acquisitions, dispositions or other material public announcements, including those regarding dividends or changes in management, along with a variety of additional factors, including, without limitation, other risks identified in “Forward-looking Statements” and these “Risk Factors.” In addition, the stock markets in general, including the NYSE, have experienced extreme price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often have been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market price of our common stock.

Existing circumstances may result in several of our directors having interests that may conflict with our interests.

A director who has a conflict of interest with respect to an issue presented to our board will have no inherent legal obligation to abstain from voting upon that issue. We do not have provisions in our bylaws or charter that require an interested director to abstain from voting upon an issue, and we do not expect to add provisions in our charter and bylaws to this effect. Although each director has a duty to act in good faith and in a manner he or she reasonably believes to be in our best interests, there is a risk that, should interested directors vote upon an issue in which they or one of their affiliates has an interest, their vote may reflect a bias that could be contrary to our best interests. In addition, even if an interested director abstains from voting, the director’s participation in the meeting and discussion of an issue in which they have, or companies with which they are associated have, an interest could influence the votes of other directors regarding the issue.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

We are organized under Maryland law, which provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter eliminates our directors’ and officers’ liability to us and our stockholders for money damages, except for liability resulting from actual receipt of an improper benefit or profit in money, property or services or active and deliberate dishonesty established by a final judgment and that is material to the cause of action. Our bylaws require us to indemnify our directors and officers for liability resulting from actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, our stockholders and we may have more limited rights against our directors and officers than might otherwise exist under common law. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

Our charter and bylaws contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our common stock.

**Authority to Issue Additional Shares.** Under our charter, our board of directors may issue up to an aggregate of ten million shares of preferred stock without stockholder action. The preferred stock may be issued, in one or more series, with the preferences and other terms designated by our board of directors that may delay or prevent a change in control of us, even if the change is in the best interests of stockholders. At December 31, 2016, no shares of preferred stock were outstanding.

**Banking Laws.** Any change in control of our company is subject to prior regulatory approval under the Bank Holding Company Act or the Change in Bank Control Act, which may delay, discourage or prevent an attempted acquisition or change in control of us.

**Insurance Laws.** NLIC and ASIC are domiciled in the State of Texas. Before a person can acquire control of an insurance company domiciled in Texas, prior written approval must be obtained from the TDI. Acquisition of control would be presumed on the acquisition, directly or indirectly, of ten percent or more of our outstanding voting stock, unless the regulators determine otherwise. Prior to granting approval of an application to acquire control of a domestic insurer, the TDI will consider several factors, such as:

- the financial strength of the acquirer;
- the integrity and management experience of the acquirer's board of directors and executive officers;

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- the acquirer's plans for the management of the insurer;
- the acquirer's plans to declare dividends, sell assets or incur debt;
- the acquirer's plans for the future operations of the domestic insurer;
- the impact of the acquisition on continued licensure of the domestic insurer;
- the impact on the interests of Texas policyholders; and
- any anti-competitive results that may arise from the consummation of the acquisition of control.

These laws may discourage potential acquisition proposals for us and may delay, deter or prevent a change of control of us, including transactions that some or all of our stockholders might consider desirable.

FINRA. Any change in control (as defined under FINRA rules) of any of the Hilltop Broker-Dealers, including through acquisition, is subject to prior regulatory approval by FINRA which may delay, discourage or prevent an attempted acquisition or other change in control of such broker-dealers.

Restrictions on Calling Special Meeting, Cumulative Voting and Director Removal. Our bylaws includes a provision prohibiting the holders of less than a majority of the voting power represented by all of our shares issued, outstanding and entitled to be voted at a proposed meeting, from calling a special meeting of stockholders. Our charter does not provide for the cumulative voting in the election of directors. In addition, our charter provides that our directors may only be removed for cause and then only by an affirmative vote of at least two-thirds of the votes entitled to be cast in the election of directors. Any amendment to our charter relating to the removal of directors requires the affirmative vote of two-thirds of all of the votes entitled to be cast on the matter. These provisions of our bylaws and charter may delay, discourage or prevent an attempted acquisition or change in control of us.

An investment in our common stock is not an insured deposit.

An investment in our common stock is not a bank deposit and is not insured or guaranteed by the FDIC, SIPC, the TDI or any other government agency. Accordingly, you should be capable of affording the loss of any investment in our common stock.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We lease office space for our principal executive offices in Dallas, Texas. In addition to our principal office, our various business segments conduct business at various locations. We have options to renew leases at most locations that we do not own.

**Banking.** At December 31, 2016, our banking segment conducted business at 72 locations throughout Texas, including seven support facilities. Our banking segment's principal executive offices are located in Dallas, Texas, in space leased by PCC. We lease 35 banking locations, including our principal offices, and we own the remaining 37 banking locations.

**Broker-dealer.** Our broker-dealer segment is headquartered in Dallas, Texas and at December 31, 2016 conducted business from 48 locations in 19 states. Each of these locations is leased by Hilltop Securities.

**Mortgage Origination.** Our mortgage origination segment is headquartered in Dallas, Texas and at December 31, 2016 conducted business from over 310 locations in 42 states. Each of these locations is leased by PrimeLending.

**Insurance.** At December 31, 2016, our insurance segment leases office space in Waco, Texas for its corporate, claims and customer service operations.

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Item 3. Legal Proceedings.

For a description of material pending legal proceedings, see the discussion set forth under the heading “Legal Matters” in Note 18, Commitments and Contingencies, in the notes to our consolidated financial statements, which is incorporated by reference herein.

Item 4. Mine Safety Disclosures.

Not applicable.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Securities, Stockholder and Dividend Information

Our common stock is listed on the New York Stock Exchange under the symbol "HTH". Our common stock closed at \$28.32 on February 16, 2017. At February 16, 2017, there were 98,569,476 shares of our common stock outstanding with 490 stockholders of record.

On October 27, 2016, we announced that our board of directors authorized a dividend program under which we intend to pay quarterly dividends on our common stock, subject to quarterly declarations by our board of directors. Although we expect to pay dividends, we may elect not to pay dividends. Any declarations of dividends, and the amount and timing thereof, will be at the discretion of our board of directors, which must evaluate, among other things, whether cash dividends are in the best interest of our stockholders and are in compliance with all applicable laws and any agreements containing provisions that limit our ability to declare and pay cash dividends. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, equity and debt service requirements senior to our common stock, earnings, financial condition, the general economic and regulatory climate and other factors beyond our control that our board of directors may deem relevant. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends in any particular amounts or at all. A reduction in or elimination of our dividend payments and/or our dividend program could have a negative effect on our stock price. See Item 1A, "Risk Factors — Risks Related to our Substantial Cash Position and Related Strategies for its Use — There can be no assurance that we will continue to declare cash dividends or repurchase stock."

As a holding company, we are ultimately dependent upon our subsidiaries to provide funding for our operating expenses, debt service and dividends. Various laws limit the payment of dividends and other distributions by our subsidiaries to us, and may therefore limit our ability to pay dividends on our common stock. In addition, the federal bank regulatory agencies have issued policy statements providing that FDIC-insured depository institutions and their holding companies should generally pay dividends only out of their current operating earnings. See Part I, Item I, "Business — Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and BASEL III" for more information on regulatory capital requirements limiting our and our banking segment's ability to declare and pay dividends.

If required payments on our outstanding junior subordinated debentures held by our unconsolidated subsidiary trusts are not made or are suspended, we may be prohibited from paying dividends on our common stock. Regulatory

authorities could impose administratively stricter limitations on the ability of our subsidiaries to pay dividends to us if such limits were deemed appropriate to preserve certain capital adequacy requirements. See Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Regulatory Capital.”

The following table discloses for each quarter of 2016 and 2015 the high and low sales prices for our common stock and the cash dividends declared per share. Quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

	Year Ended December 31, 2016			2015		Cash Dividends Per Share
	High	Low	Cash Dividends Per Share	High	Low	
First Quarter	\$ 19.21	\$ 14.28	\$ —	\$ 20.10	\$ 17.34	\$ —
Second Quarter	\$ 22.05	\$ 17.91	\$ —	\$ 24.70	\$ 19.09	\$ —
Third Quarter	\$ 22.94	\$ 19.97	\$ —	\$ 24.50	\$ 18.11	\$ —
Fourth Quarter	\$ 30.24	\$ 22.21	\$ 0.06	\$ 23.12	\$ 18.97	\$ —

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## Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth information at December 31, 2016 with respect to compensation plans under which shares of our common stock may be issued. Additional information concerning our stock-based compensation plans is presented in Note 20, Stock-Based Compensation, in the notes to our consolidated financial statements.

## Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders*	—	\$ —	1,964,716
Total	—	\$ —	1,964,716

\*In September 2012, our stockholders approved the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the “2012 Plan”), which allows for the granting of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights and other awards to employees of Hilltop, its subsidiaries and outside directors of Hilltop. Upon the effectiveness of the 2012 Plan, no additional awards are permissible under the 2003 equity incentive plan (the “2003 Plan”). At December 31, 2016, no awards remain outstanding. In the aggregate, 4,000,000 shares of common stock may be delivered pursuant to awards granted under the 2012 Plan. At December 31, 2016, 2,120,622 awards had been granted pursuant to the 2012 Plan, while 84,860 awards were forfeited and are eligible for reissuance. All shares outstanding under the 2012 Plan, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in our 2012 Plan may be granted awards in any fiscal year covering more than 1,250,000 shares of our common stock.

## Issuer Repurchases of Equity Securities

The following table details our repurchases of shares of common stock during the three months ended December 31, 2016.

Period	Total Number of Shares Purchased	Average Price Paid per	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that
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		Share		May Yet Be Purchased Under the Plans or Programs (2)
October 1 - October 31, 2016	1,620	(1) \$ 22.46	—	\$ 50,000,000
November 1 - November 30, 2016	—	—	—	50,000,000
December 1 - December 31, 2016	—	—	—	50,000,000
Total	1,620	\$ 22.46	—	

- (1) Represents shares of common stock repurchased by the Company to satisfy tax withholding obligations on restricted stock issued under the Hilltop Holdings Inc. 2012 Equity Incentive Plan.
- (2) On June 13, 2016, we announced a stock repurchase program which authorized us to repurchase, in the aggregate, up to \$50.0 million of our outstanding common stock. As of December 31, 2016, we had not repurchased any shares of our outstanding common stock under this stock repurchase program. On January 26, 2017, we announced that our board of directors reauthorized this stock repurchase program through January 2018. As of December 31, 2016, we had not repurchased any shares of our outstanding common stock under this stock repurchase program.

#### Recent Sales of Unregistered Securities

Pursuant to the terms of an employment agreement, on September 6, 2016, the Company granted 42,112 restricted stock units (“RSUs”) under the 2012 Plan to an executive officer. The RSUs were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act.

On November 11, 2016, we issued an aggregate of 4,718 shares of common stock under the 2012 Plan to certain non-employee directors as compensation for their service on our board of directors during the third quarter of 2016. The shares were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act.

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## Item 6. Selected Financial Data.

Our historical consolidated balance sheet data at December 31, 2016 and 2015 and our consolidated statements of operations data for the years ended December 31, 2016, 2015 and 2014 have been derived from our historical consolidated financial statements included elsewhere in this Annual Report. The following table shows our selected historical financial data for the periods indicated. You should read our selected historical financial data, together with the notes thereto, in conjunction with the more detailed information contained in our consolidated financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in this Annual Report. Our operating results for 2012 include the results from the operations acquired in the PlainsCapital Merger for the month of December 2012. The operations acquired in the FNB Transaction and SWS Merger are included in our operating results beginning September 14, 2013 and January 1, 2015, respectively (dollars in thousands, except per share data and weighted average shares outstanding).

	2016	2015	2014	2013	2012
Statement of Operations Data:					
Total interest income	\$ 455,954	\$ 469,838	\$ 388,769	\$ 329,075	\$ 39,038
Total interest expense	58,423	61,255	27,628	32,874	10,196
Net interest income	397,531	408,583	361,141	296,201	28,842
Provision for loan losses	40,620	12,715	16,933	37,158	3,800
Net interest income after provision for loan losses	356,911	395,868	344,208	259,043	25,042
Total noninterest income	1,286,965	1,227,642	799,311	850,085	224,232
Total noninterest expense	1,412,471	1,340,016	965,353	911,735	255,517
Income (loss) before income taxes	231,405	283,494	178,166	197,393	(6,243)
Income tax expense (benefit)	83,461	70,915	65,608	70,684	(1,145)
Net income (loss)	147,944	212,579	112,558	126,709	(5,098)
Less: Net income attributable to noncontrolling interest	2,050	1,606	908	1,367	494
Income (loss) attributable to Hilltop	145,894	210,973	111,650	125,342	(5,592)
Dividends on preferred stock (1)	—	1,854	5,703	4,327	259
Income (loss) applicable to Hilltop common stockholders	\$ 145,894	\$ 209,119	\$ 105,947	\$ 121,015	\$ (5,851)
Per Share Data:					
Net income (loss) - basic	\$ 1.48	\$ 2.10	\$ 1.18	\$ 1.43	\$ (0.10)
Weighted average shares outstanding - basic	98,404	99,074	89,710	84,382	58,754

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Net income (loss) - diluted	\$ 1.48	\$ 2.09	\$ 1.17	\$ 1.40	\$ (0.10)					
Weighted average shares outstanding - diluted	98,629	99,962	90,573	90,331	58,754					
Book value per common share	\$ 18.98	\$ 17.56	\$ 14.93	\$ 13.27	\$ 12.34					
Tangible book value per common share	\$ 15.97	\$ 14.46	\$ 11.47	\$ 9.70	\$ 8.37					
Cash dividends declared per common share	\$ 0.06	\$ —	\$ —	\$ —	\$ —					
Balance Sheet Data:										
Total assets	\$ 12,738,062	\$ 11,867,001	\$ 9,242,416	\$ 8,904,122	\$ 7,286,865					
Cash and due from banks	669,357	652,036	782,473	713,099	722,039					
Securities	1,215,372	1,219,874	1,109,461	1,261,989	1,081,066					
Investment in SWS common stock (2)	—	—	70,282	—	—					
Loans held for sale	1,795,463	1,533,678	1,309,693	1,089,039	1,401,507					
Non-covered loans, net of unearned income	5,843,499	5,207,617	3,920,476	3,514,646	3,152,396					
Covered loans	256,127	380,294	642,640	1,006,369	—					
Allowance for loan losses	(54,599)	(46,947)	(41,652)	(34,302)	(3,409)					
Goodwill and other intangible assets, net	296,503	306,676	311,591	322,729	331,508					
Total deposits	7,063,811	6,952,683	6,369,892	6,722,918	4,700,461					
Notes payable	317,912	238,716	56,684	56,327	141,539					
Junior subordinated debentures	67,012	67,012	67,012	67,012	67,012					
Total stockholders' equity	1,874,520	1,738,125	1,461,239	1,311,922	1,146,550					
Performance Ratios (3):										
Return on average stockholders' equity	8.13	%	12.32	%	8.01	%	10.48	%	(0.62)	%
Return on average assets	1.21	%	1.70	%	1.26	%	1.66	%	(0.08)	%
Net interest margin (4)	3.74	%	3.78	%	4.71	%	4.44	%	4.60	%
Net interest margin (taxable equivalent) (5)	3.76	%	3.81	%	4.74	%	4.47	%	4.64	%
Efficiency ratio (6)	58.87	%	56.45	%	61.17	%	42.58	%	NM	

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	2016		2015		2014		2013		2012
Asset Quality Ratios (3):									
Total nonperforming assets to total loans and other real estate	1.39	%	2.34	%	4.14	%	3.70	%	NM
Allowance for loan losses to nonperforming loans	193.05	%	137.99	%	74.01	%	136.39	%	NM
Allowance for loan losses to total loans	0.90	%	0.84	%	0.91	%	0.76	%	NM
Net charge-offs to average loans outstanding	0.57	%	0.14	%	0.21	%	0.18	%	NM
Capital Ratios:									
Equity to assets ratio	14.68	%	14.64	%	15.80	%	14.73	%	15.71 %
Tangible common equity to tangible assets	12.65	%	12.37	%	11.59	%	10.19	%	10.05 %
Regulatory Capital Ratios (3):									
Hilltop - Leverage ratio (7)	13.51	%	12.65	%	14.17	%	12.81	%	13.08 %
Hilltop - Common equity Tier 1 risk-based capital ratio (8)	18.30	%	17.87	%					
Hilltop - Tier 1 risk-based capital ratio	18.87	%	18.48	%	19.02	%	18.53	%	17.72 %
Hilltop - Total risk-based capital ratio	19.34	%	18.89	%	19.69	%	19.13	%	17.81 %
PlainsCapital - Leverage ratio (7)	12.35	%	13.22	%	10.31	%	9.29	%	8.84 %
PlainsCapital - Common equity Tier 1 risk-based capital ratio (8)	14.64	%	16.23	%					
PlainsCapital - Tier 1 risk-based capital ratio	14.64	%	16.25	%	13.74	%	13.38	%	11.83 %
PlainsCapital - Total risk-based capital ratio	15.38	%	16.99	%	14.45	%	14.00	%	11.93 %
Other Data (9):									
Net loss and LAE ratio	57.4	%	61.1	%	57.4	%	70.3	%	74.4 %
Expense ratio	33.5	%	33.8	%	31.9	%	32.3	%	34.4 %
Combined ratio	90.9	%	94.9	%	89.3	%	102.6	%	108.8 %
Statutory surplus (10)	\$ 161,790		\$ 153,342		\$ 141,987		\$ 125,054		\$ 120,319
Statutory premiums to surplus ratio	92.3	%	105.4	%	115.8	%	130.7	%	125.0 %

(1) Series B preferred stock was redeemed in April 2015.

(2) For periods prior to 2014, Hilltop's investment in SWS common stock was accounted for and included within its available for sale securities portfolio.

(3) Noted measures are typically used for measuring the performance of banking and financial institutions. Our operations prior to the PlainsCapital Merger are limited to our insurance operations and, therefore, noted measures are not meaningful ("NM") in 2012.

(4) Net interest margin is defined as net interest income divided by average interest-earning assets

(5) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest-earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments.

To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. For the periods presented, the taxable equivalent adjustments to interest income were \$2.4 million, \$3.0 million, \$2.3 million, \$2.4 million and \$0.2 million, respectively. Our operations prior to the PlainsCapital Merger were limited to our insurance operations. Therefore, noted measure for 2012 reflects the ratio for the month ended December 31, 2012.

- (6) Only considers operations of banking segment. Efficiency ratio is defined as noninterest expenses divided by the sum of total noninterest income and net interest income for the year.
- (7) Ratio for 2012 was calculated using the average assets for the month of December.
- (8) Common equity Tier 1 risk-based capital ratio applicable for reporting periods beginning after January 1, 2015.
- (9) Only considers operations of insurance segment.
- (10) Statutory surplus includes combined surplus of NLIC and ASIC.

#### GAAP Reconciliation and Management's Explanation of Non-GAAP Financial Measures

We present two measures in our selected financial data that are not measures of financial performance recognized by GAAP. "Tangible book value per common share" is defined as our total stockholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets, divided by total common shares outstanding. "Tangible common equity to tangible assets" is defined as our total stockholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets divided by total assets reduced by goodwill and other intangible assets. These measures are important to investors interested in changes from period to period in tangible common equity per share exclusive of changes in intangible assets. For companies such as ours that have engaged in business combinations, purchase accounting can result in the recording of significant amounts of goodwill and other intangible assets related to those transactions.

You should not view this disclosure as a substitute for results determined in accordance with GAAP, and our disclosure is not necessarily comparable to that of other companies that use non-GAAP measures.

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The following table reconciles these non-GAAP financial measures to the most comparable GAAP financial measures, “book value per common share” and “Hilltop stockholders’ equity to total assets” (dollars in thousands, except per share data).

	December 31,									
	2016	2015	2014	2013	2012					
Book value per common share	\$ 18.98	\$ 17.56	\$ 14.93	\$ 13.27	\$ 12.34					
Effect of goodwill and intangible assets per share	\$ (3.01)	\$ (3.10)	\$ (3.46)	\$ (3.57)	\$ (3.97)					
Tangible book value per common share	\$ 15.97	\$ 14.46	\$ 11.47	\$ 9.70	\$ 8.37					
Hilltop stockholders’ equity	\$ 1,870,509	\$ 1,736,954	\$ 1,460,452	\$ 1,311,141	\$ 1,144,496					
Less: preferred stock	—	—	114,068	114,068	114,068					
Less: goodwill and intangible assets, net	296,503	306,676	311,591	322,729	331,508					
Tangible common equity	1,574,006	1,430,278	1,034,793	874,344	698,920					
Total assets	12,738,062	11,867,001	9,242,416	8,904,122	7,286,865					
Less: goodwill and intangible assets, net	296,503	306,676	311,591	322,729	331,508					
Tangible assets	12,441,559	11,560,325	8,930,825	8,581,393	6,955,357					
Equity to assets	14.68	%	14.64	%	15.80	%	14.73	%	15.71	%
Tangible common equity to tangible assets	12.65	%	12.37	%	11.59	%	10.19	%	10.05	%

#### Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to help the reader understand our results of operations and financial condition and is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements and the accompanying notes thereto commencing on page F-1. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under “Item 1A. Risk Factors” and elsewhere in this Annual Report. See “Forward-Looking Statements.”

Unless the context otherwise indicates, all references in this Management’s Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, to the “Company,” “we,” “us,” “our” or “ours” or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to “Hilltop” refer solely to Hilltop Holdings Inc., references to “PCC” refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to “Securities Holdings” refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to “Hilltop Securities” refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as Southwest Securities, Inc.), references to “HTS Independent Network” refer to Hilltop Securities Independent Network Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as SWS Financial Services, Inc.), references to the “Bank” refer to PlainsCapital Bank (a wholly owned subsidiary of PCC), references to “FNB” refer to First National Bank, references to “SWS” refer to the former SWS Group, Inc., references to “First Southwest” refer to First Southwest Holdings, LLC (a wholly owned subsidiary of Securities Holdings) and its subsidiaries as a whole, references to “FSC” refer to First Southwest Company, LLC (a former wholly owned subsidiary of First Southwest), references to “PrimeLending” refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole, references to “NLC” refer to National Lloyds Corporation (a wholly owned subsidiary of Hilltop) and its subsidiaries as a whole, references to “NLIC” refer to National Lloyds Insurance Company (a wholly owned subsidiary of NLC) and references to “ASIC” refer to American Summit Insurance Company (a wholly owned subsidiary of NLC).

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OVERVIEW

We are a financial holding company registered under the Bank Holding Company Act of 1956. Our primary line of business is to provide business and consumer banking services from offices located throughout Texas through the Bank. We also provide an array of financial products and services through our broker-dealer, mortgage origination and insurance segments.

In connection with our acquisition of SWS, we modified our organizational structure into three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). The PCC unit continues to include the Bank and its wholly owned subsidiary, PrimeLending (collectively referred to herein as “PlainsCapital”), while the Securities Holdings unit includes our broker-dealer operations transferred from the PCC unit effective January 1, 2015, and two entities acquired in the SWS Merger (as defined below), Hilltop Securities and HTS Independent Network.

The following includes additional details regarding the financial products and services provided by each of our primary business units.

**PCC.** PCC is a financial holding company headquartered in Dallas, Texas that provides, through its subsidiaries, traditional banking and wealth, investment management and treasury management services primarily in Texas and residential mortgage loans throughout the United States.

**Securities Holdings.** Securities Holdings is a holding company headquartered in Dallas, Texas that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

**NLC.** NLC is a property and casualty insurance holding company headquartered in Waco, Texas that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

During 2016, our net income to common stockholders was \$145.9 million, or \$1.48 per diluted share.



We reported \$231.4 million of consolidated income before income taxes during 2016, including the following contributions from our four reportable operating segments.

- The banking segment contributed \$130.3 million of income before income taxes during 2016;
- The broker-dealer segment contributed \$39.5 million of income before income taxes during 2016;
- The mortgage origination segment contributed \$77.8 million of income before income taxes during 2016; and
- The insurance segment contributed \$21.4 million of income before income taxes during 2016.

During 2016, the Bank discovered irregularities with respect to a non-covered loan that is currently in default, including the genuineness of certain underlying documents that supported the loan and the operations of the borrower's business. As a result of the payment default and other irregularities, the Bank increased its provision for loan losses and recorded a \$24.5 million charge-off during the second quarter of 2016, representing the entire outstanding principal balance of the loan. The banking segment's financial results for 2016 reflect this charge-off. The Bank continues to investigate the loan relationship and is pursuing legal remedies to recover losses arising from this isolated incident, including litigation against the borrower and guarantors. Given the preliminary nature of the investigation and related legal proceedings, the Bank cannot currently estimate the amount of any future recoveries or additional expenses related to this charged-off loan.

In addition, the broker-dealer segment's operating results during 2016 included a specific legal reserve of \$16.0 million related to one matter that was settled in the first quarter of 2017.

As a financial institution providing products and services through our banking, broker-dealer, mortgage origination and insurance segments, we are directly affected by general economic and market conditions, many of which are beyond our control and unpredictable. A key factor impacting our financial position includes changes in the level of interest rates in addition to twists in the shape of the yield curve with the magnitude and direction of the impact varying across the

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different lines of business. Other factors include, but are not limited to, fluctuations in volume and price levels of securities, inflation, political events, investor confidence, investor participation levels, legal and regulatory, and compliance requirements and competition. All of these factors have the potential to impact on our financial position, operating results and liquidity. In addition, the recent economic and political environment has led to legislative and regulatory initiatives, both enacted and proposed, that could substantially change the regulation of the financial services industry and may significantly impact us.

At December 31, 2016, on a consolidated basis, we had total assets of \$12.7 billion, total deposits of \$7.1 billion, total loans, including loans held for sale, of \$7.8 billion and stockholders' equity of \$1.9 billion.

On October 27, 2016, we announced that, for the first time in our history, Hilltop's board of directors authorized a dividend program and declared our first quarterly cash dividend of \$0.06 per common share, or \$5.8 million, paid on November 30, 2016. On January 26, 2017, our board of directors declared a quarterly cash dividend of \$0.06 per common share, payable on February 28, 2017 to all common stockholders of record as of the close of business on February 15, 2017.

## Company Background

In January 2007, we acquired NLC, a property and casualty insurance holding company. As a result, our subsequent primary operations through November 2012 were limited to providing fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States through NLC's wholly owned subsidiaries, NLIC and ASIC.

On November 30, 2012, we acquired PlainsCapital Corporation pursuant to a plan of merger whereby PlainsCapital Corporation merged with and into our wholly owned subsidiary (the "PlainsCapital Merger"), which continued as the surviving entity under the name "PlainsCapital Corporation". Concurrent with the consummation of the PlainsCapital Merger, Hilltop became a financial holding company registered under the Bank Holding Company Act of 1956.

On September 13, 2013 (the "Bank Closing Date"), the Bank assumed substantially all of the liabilities, including all of the deposits, and acquired substantially all of the assets of Edinburg, Texas-based FNB from the Federal Deposit Insurance Corporation (the "FDIC"), as receiver, and reopened former branches of FNB acquired from the FDIC under the "PlainsCapital Bank" name (the "FNB Transaction"). Pursuant to the Purchase and Assumption Agreement by and among the FDIC as receiver for FNB, the FDIC and the Bank (the "P&A Agreement"), the Bank and the FDIC entered into loss-share agreements whereby the FDIC agreed to share in the losses of certain covered loans and covered other real estate owned ("OREO") that the Bank acquired in the FNB Transaction.

On January 1, 2015, we acquired SWS in a stock and cash transaction (the “SWS Merger”), whereby SWS’s broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings and SWS’s banking subsidiary, Southwest Securities, FSB (“SWS FSB”), was merged into the Bank, an indirect wholly owned subsidiary of Hilltop. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed “Hilltop Securities Inc.” and “Hilltop Securities Independent Network Inc.”, respectively. As a result of the SWS Merger, each outstanding share of SWS common stock was converted into the right to receive 0.2496 shares of Hilltop common stock and \$1.94 in cash, equating to \$6.92 per share based on Hilltop’s closing price on December 31, 2014 and resulting in an aggregate purchase price of \$349.1 million, consisting of 10.1 million shares of common stock, \$78.2 million in cash and \$70.3 million associated with our existing investment in SWS common stock. Based on purchase date valuations, the fair value of the assets acquired was \$3.3 billion, including \$707.5 million in securities, \$863.8 million in non-covered loans and \$1.2 billion in broker-dealer and clearing organization receivables. The fair value of liabilities assumed was \$2.9 billion, consisting primarily of deposits of \$1.3 billion and \$1.1 billion in broker-dealer and clearing organization payables. The operations acquired in the SWS Merger, including a bargain purchase gain of \$81.3 million, are included in our operating results beginning January 1, 2015.

On October 22, 2015, the Financial Industry Regulatory Authority (“FINRA”) granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Following this approval, we integrated the back-office systems of FSC and Hilltop Securities and, on January 22, 2016, merged FSC and Hilltop Securities into a combined firm operating under the “Hilltop Securities” name. We use the term “Hilltop Broker-Dealers” to refer to FSC, Hilltop Securities and HTS Independent Network prior to such date and Hilltop Securities and HTS Independent Network after such date.

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### Segment Information

We have three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). Under accounting principles generally accepted in the United States (“GAAP”), our business units are comprised of four reportable business segments organized primarily by the core products offered to the segments’ respective customers: banking, broker-dealer, mortgage origination and insurance. The SWS Merger did not result in changes to our four reportable business segments. Consistent with our historical segment operating results, we anticipate that future revenues will be driven primarily from the banking segment, with the remainder being generated by our broker-dealer, mortgage origination and insurance segments. Operating results for the mortgage origination segment have historically been more volatile than operating results for the banking, broker-dealer and insurance segments.

The banking segment includes the operations of the Bank, and since January 1, 2015, the operations of the former SWS FSB. The banking segment primarily provides business and consumer banking services from offices located throughout Texas and generates revenue from its portfolio of earning assets. The Bank’s results of operations are primarily dependent on net interest income, while also deriving revenue from other sources, including service charges on customer deposit accounts and trust fees.

The broker-dealer segment includes the operations of FSC through January 22, 2016, and since January 1, 2015, the operations of Hilltop Securities and HTS Independent Network. The broker-dealer segment generates a majority of its revenues from fees and commissions earned from investment advisory and securities brokerage services. Hilltop Securities is a broker-dealer registered with the Securities and Exchange Commission (the “SEC”) and FINRA and a member of the New York Stock Exchange (“NYSE”), HTS Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC is a registered investment adviser under the Investment Advisers Act of 1940.

The mortgage origination segment includes the operations of PrimeLending, which offers a variety of loan products and generates revenue predominantly from fees charged on the origination of loans and from selling these loans in the secondary market.

The insurance segment includes the operations of NLC, which operates through its wholly owned subsidiaries, NLIC and ASIC. Insurance segment income is primarily generated from revenue earned on net insurance premiums less loss and loss adjustment expenses (“LAE”) and policy acquisition and other underwriting expenses in Texas and other areas of the southern United States.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall

operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance, and acquisition costs.

The elimination of intercompany transactions are included in “All Other and Eliminations.” Additional information concerning our reportable segments is presented in Note 30, Segment and Related Information, in the notes to our consolidated financial statements. The following tables present certain information about the operating results of our reportable segments (in thousands).

Year Ended December 31, 2016	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Hilltop Eliminations	Consolidated
Net interest income (expense)	\$ 363,083	\$ 31,172	\$ (11,589)	\$ 3,164	\$ (7,257)	\$ 18,958	\$ 363,083
Provision for loan losses	40,673	(53)	—	—	—	—	40,673
Noninterest income	52,579	385,766	704,126	164,841	2	(20,349)	1,227,035
Noninterest expense	244,715	377,524	614,741	146,601	29,938	(1,048)	1,313,567
Income (loss) before income taxes	\$ 130,274	\$ 39,467	\$ 77,796	\$ 21,404	\$ (37,193)	\$ (343)	\$ 233,405

Year Ended December 31, 2015	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Hilltop Eliminations	Consolidated
Net interest income (expense)	\$ 369,493	\$ 32,971	\$ (10,423)	\$ 3,187	\$ (5,109)	\$ 18,464	\$ 408,583
Provision for loan losses	12,795	(80)	—	—	—	—	12,715
Noninterest income	62,639	334,495	597,163	171,185	81,289	(19,129)	1,237,642
Noninterest expense	243,926	367,812	539,257	158,720	31,926	(1,625)	1,342,266
Income (loss) before income taxes	\$ 175,411	\$ (266)	\$ 47,483	\$ 15,652	\$ 44,254	\$ 960	\$ 282,494

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Year Ended December 31, 2014	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	\$ 334,377	\$ 12,144	\$ (12,591)	\$ 3,672	\$ 5,219	\$ 18,320	\$ 366,047
Provision for loan losses	16,916	17	—	—	—	—	16,933
Noninterest income	67,438	119,451	456,776	173,577	5,985	(23,916)	799,301
Noninterest expense	245,790	124,715	431,820	151,541	13,878	(2,391)	969,934
Income (loss) before income taxes	\$ 139,109	\$ 6,863	\$ 12,365	\$ 25,708	\$ (2,674)	\$ (3,205)	\$ 178,166

## How We Generate Revenue

We generate revenue from net interest income and from noninterest income. Net interest income represents the difference between the income earned on our assets, including our loans and investment securities, and our cost of funds, including the interest paid on the deposits and borrowings that are used to support our assets. Net interest income is a significant contributor to our operating results. Fluctuations in interest rates, as well as the amounts and types of interest-earning assets and interest-bearing liabilities we hold, affect net interest income. We generated \$397.5 million in net interest income during 2016, compared with net interest income of \$408.6 million and \$361.1 million during 2015 and 2014, respectively. Changes in net interest income during 2016, compared with 2015, included decreases within our banking and broker-dealer segments, as well as interest expense incurred on our \$150.0 million aggregate principal amount of 5% senior notes due 2025 (“Senior Notes”) that were not issued until the second quarter of 2015. The increase in net interest income during 2015, compared with 2014, was primarily due to the inclusion of the operations acquired in the SWS Merger within our broker-dealer and banking segments.

The other component of our revenue is noninterest income, which is primarily comprised of the following:

- (i) Income from broker-dealer operations. Through the Hilltop Broker-Dealers, we provide investment banking and other related financial services. We generated \$273.9 million, \$276.6 million and \$101.9 million in securities brokerage commissions and fees and investment advisory fees and commissions, and \$102.2 million, \$56.8 million and \$17.6 million in gains on derivative and trading portfolio activities (included within other noninterest income) during 2016, 2015 and 2014, respectively.
- (ii) Income from mortgage operations. Through PrimeLending, we generate noninterest income by originating and selling mortgage loans. During 2016, 2015 and 2014, we generated \$703.3 million, \$596.8 million and \$453.4 million, respectively, in net gains from sale of loans, other mortgage production income (including income associated with retained mortgage servicing rights), and mortgage loan origination fees.
- (iii) Income from insurance operations. Through NLC, we provide fire and limited homeowners insurance for low value dwellings and manufactured homes. We generated \$155.5 million, \$162.1 million and \$164.5 million in net insurance premiums earned during 2016, 2015 and 2014, respectively.

In the aggregate, we generated \$1.3 billion, \$1.2 billion and \$799.3 million in noninterest income during 2016, 2015 and 2014, respectively. Excluding the bargain purchase gain of \$81.3 million related to the SWS Merger in 2015, our noninterest income during 2015 was \$1.1 billion. We are presenting this financial measure because certain investors may use it to evaluate our business and financial results. The increase in noninterest income during 2016, compared with 2015, other than bargain purchase gain, was predominantly attributable to increases in noninterest income in our mortgage origination and broker-dealer segments. The increase in noninterest income during 2015, compared with 2014, other than bargain purchase gain, was primarily due to an increase in noninterest income in our broker-dealer segment associated with the inclusion of the operations acquired in the SWS Merger and an increase in noninterest income in our mortgage origination segment.

We also incur noninterest expenses in the operation of our businesses. Our businesses engage in labor intensive activities and, consequently, employees' compensation and benefits represent the majority of our noninterest expenses.

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## Consolidated Operating Results

Net income applicable to common stockholders during 2016 was \$145.9 million, or \$1.48 per diluted share, compared with net income applicable to common stockholders of \$209.1 million, or \$2.09 per diluted share, during 2015, and net income applicable to common stockholders of \$105.9 million, or \$1.17 per diluted share, during 2014. The consolidated operating results during 2016 included the previously mentioned \$24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016 and a specific legal reserve of \$16.0 million related to one matter involving Hilltop Securities that was settled in the first quarter of 2017. The consolidated operating results during 2015 include the recognition of a bargain purchase gain related to the SWS Merger of \$81.3 million, or \$0.81 per diluted share. Included in the bargain purchase gain is a reversal of a \$33.4 million valuation allowance against SWS deferred tax assets. This amount is based on our expected ability to realize these acquired deferred tax assets through our consolidated core earnings, the implementation of certain tax planning strategies and reversal of timing differences. SWS's net operating loss carryforwards are subject to an annual limitation on their usage because of the ownership change effected in connection with the SWS Merger. In addition, the bargain purchase gain reflects our acquisition date fair value allocation to identifiable intangible assets of \$7.5 million.

Our consolidated operating results during 2016, 2015 and 2014 also included transaction costs related to the SWS Merger, and integration-related costs associated with employee expenses (such as severance and retention), professional fees (such as consulting and legal) and contractual costs (such as vendor contract termination and lease), incurred as a result of the integration of the operations and systems acquired in the SWS Merger. During 2016, we incurred \$7.4 million in pre-tax transaction costs related to the SWS Merger, while pre-tax integration-related costs associated with employee, professional fee and contractual expenses during this same period were \$2.9 million, \$2.9 million, and \$0.1 million, respectively. During 2015, we incurred \$31.6 million in pre-tax transaction costs related to the SWS Merger, while pre-tax integration-related costs associated with employee, professional fee and contractual expenses during this same period were \$8.7 million, \$6.5 million and \$2.7 million, respectively. During 2014, we incurred \$1.4 million in pre-tax transaction costs related to the SWS Merger. On October 22, 2015, FINRA granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Since this approval, we have integrated the back-office systems of FSC and Hilltop Securities and, effective as of the close of business on January 22, 2016, we merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. As a result, we began realizing cost savings in 2016, although these cost savings were partially offset by additional integration costs that we incurred during 2016.

Certain items included in net income for 2016, 2015 and 2014 resulted from purchase accounting associated with the PlainsCapital Merger, the FNB Transaction and the SWS Merger (collectively, the "Bank Transactions"). Income before income taxes during 2016 includes net accretion of \$9.7 million, \$50.7 million and \$4.6 million on earning assets and liabilities acquired in the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, offset by amortization of identifiable intangibles of \$1.9 million, \$0.2 million and \$0.2 million, respectively. Income before income taxes during 2015 includes net accretion of \$15.3 million, \$60.4 million and \$17.3 million on earning assets and liabilities acquired in the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, offset by amortization of identifiable intangibles of \$8.7 million, \$0.9 million and \$1.0 million, respectively. Income before income taxes during 2014 includes net accretion of \$33.9 million and \$49.2 million on earning assets and liabilities acquired in the PlainsCapital Merger and FNB Transaction, respectively, offset by amortization of identifiable intangibles of \$9.2 million and \$1.0 million, respectively.





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We consider the ratios shown in the table below to be key indicators of our performance.

	Year Ended December		
	31,		
	2016	2015	2014
Performance Ratios:			
Return on average stockholder's equity	8.13 %	12.32 %	8.01 %
Return on average assets	1.21 %	1.70 %	1.26 %
Net interest margin (1) (3) (4)	3.74 %	3.78 %	4.71 %
Net interest margin (taxable equivalent) (2) (3) (4)	3.76 %	3.81 %	4.74 %

- (1) Net interest margin is defined as net interest income divided by average interest-earning assets.
- (2) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. See footnote 2 to the consolidated net interest income table below for the taxable equivalent adjustments to interest income.
- (3) The securities financing operations within our broker-dealer segment had the effect of lowering both net interest margin and taxable equivalent net interest margin by 55 basis points and 81 basis points during 2016 and 2015, respectively. The effect on net interest margin and taxable equivalent net interest margin was nominal during 2014.
- (4) Net interest margin and taxable equivalent net interest margin were 67 basis points, 94 basis points and 125 basis points greater due to the impact of purchase accounting during 2016, 2015 and 2014, respectively.

We present net interest margin in the previous table, and net interest margin and net interest income in the following discussion and tables, on a taxable equivalent basis. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During 2016, the consolidated taxable equivalent net interest margin of 3.76% was 67 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$12.9 million, \$50.7 million and \$4.2 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of \$3.1 million. During 2015, the consolidated taxable equivalent net interest margin of 3.81% was 94 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$19.0 million, \$60.4 million and \$16.7 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of \$3.4 million. During 2014, the consolidated taxable equivalent net interest margin of 4.74% was 125 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$37.4 million and \$43.6 million associated with the PlainsCapital Merger and FNB Transaction, respectively, PlainsCapital Merger-related amortization of premium on acquired

securities of \$4.1 million, and FNB Transaction-related amortization of premium on acquired time deposits of \$5.5 million.

The FNB Transaction-related accretion of discount on loans of \$50.7 million, \$60.4 million and \$43.6 million during 2016, 2015 and 2014, respectively, included accretion of approximately \$16 million, \$35 million and \$30 million, respectively, due to better-than-expected resolution of covered purchased credit impaired (“PCI”) loans during the respective periods. The better-than-expected performance of the covered PCI loan portfolio since 2014 has led to higher yields calculated as a result of the Bank’s quarterly cash flow recast process. The recast process performed during 2016, 2015 and 2014 resulted in the reclassification of \$41.2 million, \$70.9 million and \$105.5 million, respectively, from nonaccretable difference to accretable yield.

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The table below provides additional details regarding our consolidated net interest income (dollars in thousands).

	Year Ended December 31, 2016				2015				2014
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate		Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate		Average Outstanding Balance
<b>Assets</b>									
<b>Interest-earning assets</b>									
Loans, gross (1)	\$ 7,153,769	\$ 389,637	5.45	%	\$ 6,550,164	\$ 390,359	5.96	%	\$ 5,460,000
Investment securities - taxable	1,038,838	26,152	2.52	%	1,112,524	26,511	2.38	%	1,070,000
Investment securities - non-taxable (2)	282,780	8,674	3.07	%	250,870	9,629	3.84	%	182,000
Federal funds sold and securities purchased under agreements to resell	150,337	155	0.10	%	99,037	120	0.12	%	18,100
Interest-bearing deposits in other financial institutions	426,150	2,024	0.47	%	587,742	1,491	0.25	%	698,000
Securities borrowed	1,523,195	29,518	1.94	%	2,121,643	41,051	1.93	%	162,000
Other	66,088	2,247	3.40	%	67,936	3,678	5.41	%	67,000
Interest-earning assets, gross (2)	10,641,157	458,407	4.31	%	10,789,916	472,839	4.38	%	7,660,000
Allowance for loan losses	(51,925)				(42,924)				(40,000)
Interest-earning assets, net	10,589,232				10,746,992				7,620,000
Noninterest-earning assets	1,606,572				1,734,266				1,340,000
Total assets	\$ 12,195,804				\$ 12,481,258				\$ 8,960,000
<b>Liabilities and Stockholders' Equity</b>									
<b>Interest-bearing liabilities</b>									
Interest-bearing deposits	\$ 4,824,374	\$ 15,843	0.33	%	\$ 4,804,077	\$ 15,523	0.32	%	\$ 4,490,000
Securities loaned	1,428,829	22,510	1.58	%	2,025,107	29,893	1.48	%	117,000
	1,237,609	20,070	1.62	%	1,103,045	15,839	1.44	%	816,000

Notes payable and other borrowings									
Total interest-bearing liabilities	7,490,812	58,423	0.78	%	7,932,229	61,255	0.77	%	5,42
Noninterest-bearing liabilities									
Noninterest-bearing deposits	2,241,561				2,187,336				1,86
Other liabilities	665,878				647,985				283
Total liabilities	10,398,251				10,767,550				7,57
Stockholders' equity	1,795,219				1,713,030				1,39
Noncontrolling interest	2,334				678				500
Total liabilities and stockholders' equity	\$ 12,195,804				\$ 12,481,258				\$ 8,96
Net interest income (2)		\$ 399,984				\$ 411,584			
Net interest spread (2)			3.53	%			3.61	%	
Net interest margin (2)			3.76	%			3.81	%	

(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with taxable equivalent adjustments based on a 35% federal income tax rate. The adjustment to interest income was \$2.4 million, \$3.0 million and \$2.3 million during 2016, 2015 and 2014, respectively.

The banking segment's net interest margin exceeds our consolidated net interest margin shown above. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, yields and costs on certain interest-earning assets, such as warehouse lines of credit extended to subsidiaries by the banking segment, are eliminated from the consolidated financial statements.

On a consolidated basis, net interest income decreased \$11.1 million during 2016, compared with 2015, while net interest income increased \$47.4 million during 2015, compared with 2014. The change in net interest income during 2016, compared with 2015, was primarily related to a lower yield on the loan portfolio within our banking segment, a decrease in average stock borrow/loan program balances in our broker-dealer segment and an increase in interest expense at corporate on our outstanding Senior Notes, the offering of which was completed during the second quarter of 2015. The increase during 2015, compared with 2014, was primarily due to the inclusion of the operations acquired in the SWS Merger within our broker-dealer and banking segments, partially offset by a reduction in recurring quarterly investment and interest income, as well as interest expense on the Senior Notes discussed above.



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The provision for loan losses is determined by management as the amount to be added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level which, in management's best estimate, is necessary to absorb probable losses within the existing loan portfolio. The consolidated provision for loan losses, substantially all of which relates to the banking segment, was \$40.6 million, \$12.7 million and \$16.9 million during 2016, 2015 and 2014, respectively. As previously mentioned, the consolidated provision for loan losses during 2016 included a \$24.5 million charge-off of a single large loan by the Bank. The provision for loan losses during 2016 and 2015 was comprised of charges relating to newly originated loans and acquired loans without credit impairment at acquisition of \$41.6 million and \$13.8 million, respectively, partially offset by the recapture of PCI loans of \$1.0 million and \$1.1 million, respectively. During 2014, the provision for loan losses was comprised of charges relating to newly originated loans and acquired loans without credit impairment at acquisition of \$6.1 million and PCI loans of \$10.8 million.

Consolidated noninterest income increased \$59.3 million during 2016, compared with 2015, while consolidated noninterest income increased \$428.3 million during 2015, compared with 2014. Consolidated noninterest income during 2015 included the recognition of a bargain purchase gain related to the SWS Merger of \$81.3 million. The increase in noninterest income, other than bargain purchase gain, during 2016, compared with 2015, of \$140.6 million was primarily driven by an increase in noninterest income within our mortgage origination segment of \$107.0 million and an increase in income earned on derivative and trading portfolio activities within our broker-dealer segment of \$45.5 million, partially offset by decreases in noninterest income in our banking and insurance segments. The increase in noninterest income, other than bargain purchase gain, during 2015, compared with 2014, included increases in securities commissions and fees (net of intercompany eliminations) and investment banking and advisory fees within our broker-dealer segment of \$174.7 million primarily due to the inclusion of the operations acquired in the SWS Merger, and an increase within our mortgage origination segment of \$2.7 million.

Consolidated noninterest expense during 2016 increased \$72.5 million, compared with 2015, while consolidated noninterest expense during 2015 increased \$374.7 million, compared with 2014. The increase in noninterest expense during 2016, compared with 2015, primarily included an increase in noninterest expense within our mortgage origination segment, as well as an increase within our broker-dealer segment, partially offset by a decrease within our insurance segment. Changes between 2016 and 2015 within the major components of consolidated noninterest expense included increases of \$68.2 million in employees' compensation and benefits, \$27.0 million in other expenses primarily attributable to increases in our mortgage origination and broker-dealer segments, as well as increased costs associated with regulatory compliance throughout the organization, partially offset by a decrease of \$7.5 million in occupancy and equipment, net, primarily related to our broker-dealer segment. In addition, during 2016 we incurred pre-tax transaction and integration costs related to the SWS Merger of \$13.3 million. The increase in noninterest expense during 2015, compared with 2014, included significant increases in noninterest expenses within our broker-dealer segment of \$243.0 million primarily due to the inclusion of the operations acquired in the SWS Merger. Changes between 2015 and 2014 within the major components of noninterest expense included increases of \$275.2 million in employees' compensation and benefits and \$76.7 million in other expenses primarily attributable to increases in our broker-dealer segment due to the inclusion of the operations acquired in the SWS Merger and increases in our mortgage origination segment due to the increase in mortgage origination loan volume. In addition, during 2015 and 2014, we incurred pre-tax transaction and integration costs related to the SWS Merger of \$31.6 million and \$1.4 million, respectively.

Consolidated income tax expense during 2016, 2015 and 2014 was \$83.5 million, \$70.9 million and \$65.6 million, respectively, reflecting effective rates of 36.1%, 25.0% and 36.8%, respectively. Our effective tax rate during 2016 was relatively consistent with the statutory rate but did include gross effects related to non-deductible transaction costs associated with the SWS Merger, offset by the reversal of a valuation allowance of \$2.2 million previously established on a deferred tax asset associated with the SWS Merger and the recognition of excess tax benefits on share-based payment awards as a result of our adoption of the provisions of Accounting Standards Update (“ASU”) 2016-09 as of January 1, 2016 as discussed in Note 33 to the consolidated financial statements. The lower effective tax rate during 2015 was primarily due to no income taxes being recorded during 2015 in connection with the bargain purchase gain of \$81.3 million associated with the SWS Merger because the acquisition was a tax-free reorganization under Section 368(a) of the Internal Revenue Code. In addition, during 2015, we recorded an income tax benefit of \$2.1 million as a result of the SWS Merger to reverse our deferred tax liability for the difference between book and tax basis on Hilltop’s investment in SWS common stock and also reversed a valuation allowance of \$1.9 million previously established on a deferred tax asset for a capital loss carryforward. Therefore, the effective income tax rates during 2016 and 2015 are not necessarily indicative of anticipated future effective tax rates.



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## Segment Results

## Banking Segment

Income before income taxes in our banking segment during 2016, 2015 and 2014 was \$130.3 million, \$175.4 million, \$139.1 million, respectively. The decrease in income before income taxes during 2016, compared with 2015, was primarily due to the increase in the provision for loan losses associated with the previously mentioned \$24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016, a decrease in net interest income associated with the decline in accretion of discount on loans, and a decrease in noninterest income associated with the prior year recognition of gains on securities acquired in the SWS Merger and subsequently sold. The change in income before income taxes during 2015, compared with 2014, was primarily due to an increase in net interest income, partially offset by pre-tax costs of \$3.0 million directly attributable to the integration of the former SWS FSB. The operations acquired in the SWS Merger had a significant effect on net interest income during 2015, compared with 2014.

We consider the ratios shown in the table below to be key indicators of the performance of our banking segment.

	Year Ended December		
	31,		
	2016	2015	2014
Performance Ratios:			
Efficiency ratio (1)	58.87 %	56.45 %	61.17 %
Return on average assets	0.94 %	1.36 %	1.20 %
Net interest margin (2) (4)	4.65 %	5.05 %	4.97 %
Net interest margin (taxable equivalent) (3) (4)	4.68 %	5.08 %	5.00 %

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- (1) Efficiency ratio is defined as noninterest expenses divided by the sum of total noninterest income and net interest income for the period.
- (2) Net interest margin is defined as net interest income divided by average interest-earning assets.
- (3) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. See footnote 2 to the following tables for the taxable equivalent adjustments to interest income.
- (4) Net interest margin and taxable equivalent net interest margin were 93 basis points, 142 basis points and 143 basis points greater due to the impact of purchase accounting during 2016, 2015 and 2014, respectively.

The banking segment presents net interest margin in the previous table, and net interest margin and net interest income in the following discussion and tables, on a taxable equivalent basis. The interest income earned on certain earning

assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During 2016, the banking segment's taxable equivalent net interest margin of 4.68% was 93 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$12.9 million, \$50.7 million and \$4.2 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of \$3.1 million. The banking segment's taxable equivalent net interest margin during 2015 of 5.08% was 142 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$19.0 million, \$60.4 million and \$16.7 million associated with the PlainsCapital Merger, FNB Transaction, and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of \$3.4 million. During 2014, the banking segment's taxable equivalent net interest margin of 5.00% was 143 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of \$37.4 million and \$43.6 million associated with the PlainsCapital Merger and FNB Transaction, respectively, PlainsCapital Merger-related amortization of premium on acquired securities of \$4.1 million, and FNB Transaction-related amortization of premium on acquired time deposits of \$5.5 million.

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The FNB Transaction-related accretion of discount on loans of \$50.7 million, \$60.4 million and \$43.6 million during 2016, 2015 and 2014, respectively, included accretion of approximately \$16 million, \$35 million and \$30 million, respectively, due to better-than-expected resolution of covered PCI loans during the respective periods. The better-than-expected performance of the covered PCI loan portfolio since 2014 has led to higher yields calculated as a result of the Bank's quarterly cash flow recast process. The recast process performed during 2016, 2015 and 2014 resulted in the reclassification of \$41.2 million, \$70.9 million and \$105.5 million, respectively, from nonaccretable difference to accretable yield.

The table below provides additional details regarding our banking segment's net interest income (dollars in thousands).

	Year Ended December 31, 2016				2015				2014		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate		Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate		Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets											
Interest-earning assets											
Loans, gross (1)	\$ 5,301,117	\$ 317,695	5.99	%	\$ 4,789,972	\$ 328,384	6.86	%	\$ 4,189,972	\$ 328,384	6.86
Subsidiary warehouse lines of credit	1,261,016	49,075	3.89	%	1,055,525	37,772	3.58	%	912,650	37,772	3.58
Investment securities - taxable	714,096	13,911	1.95	%	791,994	17,241	2.18	%	886,160	17,241	2.18
Investment securities - non-taxable (2)	136,141	4,998	3.67	%	141,186	5,295	3.75	%	149,650	5,295	3.75
Federal funds sold and securities purchased under agreements to resell	28,297	155	0.55	%	21,821	65	0.30	%	18,120	65	0.30
Interest-bearing deposits in other financial institutions	335,136	1,823	0.54	%	484,553	1,366	0.28	%	527,650	1,366	0.28
Other	56,867	2,075	3.65	%	49,988	1,745	3.49	%	45,225	1,745	3.49
Interest-earning assets, gross (2)	7,832,670	389,732	4.98	%	7,335,039	391,868	5.34	%	6,729,972	391,868	5.34
Allowance for loan losses	(51,706)				(42,579)				(40,350)		
Interest-earning assets, net	7,780,964				7,292,460				6,689,622		
Noninterest-earning assets	1,036,910				1,125,974				1,245,974		

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Total assets	\$ 8,817,874				\$ 8,418,434				\$ 7,934,
Liabilities and Stockholders' Equity									
Interest-bearing liabilities									
Interest-bearing deposits	\$ 4,523,079	\$ 19,815	0.44	%	\$ 4,413,352	\$ 16,992	0.39	%	\$ 4,451,
Notes payable and other borrowings	675,011	3,633	0.54	%	585,732	2,118	0.36	%	587,92
Total interest-bearing									
liabilities (3)	5,198,090	23,448	0.45	%	4,999,084	19,110	0.38	%	5,039,
Noninterest-bearing liabilities									
Noninterest-bearing deposits	2,257,440				2,144,282				1,808,
Other liabilities	57,501				49,388				35,755
Total liabilities	7,513,031				7,192,754				6,883,
Stockholders' equity	1,304,843				1,225,680				1,051,
Total liabilities and stockholders' equity	\$ 8,817,874				\$ 8,418,434				\$ 7,934,
Net interest income (2)		\$ 366,284				\$ 372,758			
Net interest spread (2)			4.52	%			4.96	%	
Net interest margin (2)			4.68	%			5.08	%	

(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with taxable equivalent adjustments based on a 35% federal income tax rate. The adjustment to interest income was \$1.5 million, \$1.8 million and \$2.0 million during 2016, 2015 and 2014, respectively.

(3) Only considers debt of PlainsCapital without the allocation of interest expense on PCC debt of \$1.5 million, \$1.4 million and \$1.1 million during 2016, 2015 and 2014, respectively.

The banking segment's net interest margin exceeds our consolidated net interest margin. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and PCC and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, the banking segment's interest-earning assets include warehouse lines of credit extended to other subsidiaries, which are eliminated from the consolidated financial statements.



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The following table summarizes the changes in the banking segment's net interest income for the periods indicated below, including the component changes in the volume of average interest-earning assets and interest-bearing liabilities and changes in the rates earned or paid on those items (in thousands).

	Year Ended December 31, 2016 vs. 2015			2015 vs. 2014		
	Change Due To (1)			Change Due To (1)		
	Volume	Yield/Rate	Change	Volume	Yield/Rate	Change
Interest income						
Loans, gross	\$ 35,042	\$ (45,731)	\$ (10,689)	\$ 41,943	\$ (6,418)	\$ 35,525
Subsidiary warehouse lines of credit	7,353	3,950	11,303	5,416	(2,242)	3,174
Investment securities - taxable	(1,696)	(1,634)	(3,330)	(1,908)	1,193	(715)
Investment securities - non-taxable (2)	(189)	(108)	(297)	(328)	(177)	(505)
Federal funds sold and securities purchased under agreements to resell	19	71	90	11	2	13
Interest-bearing deposits in other financial institutions	(421)	878	457	(111)	115	4
Other	240	90	330	181	(153)	28
Total interest income (2)	40,348	(42,484)	(2,136)	45,204	(7,680)	37,524
Interest expense						
Deposits	\$ 422	\$ 2,401	\$ 2,823	\$ (134)	\$ 1,325	\$ 1,191
Notes payable and other borrowings	323	1,192	1,515	(7)	345	338
Total interest expense	745	3,593	4,338	(141)	1,670	1,529
Net interest income (2)	\$ 39,603	\$ (46,077)	\$ (6,474)	\$ 45,345	\$ (9,350)	\$ 35,995

(1) Changes attributable to both volume and yield/rate are included in yield/rate column.

(2) Taxable equivalent.

Taxable equivalent net interest income decreased \$6.5 million during 2016, compared with 2015. Changes in the yields earned on interest-earning assets decreased taxable equivalent net interest income by \$42.5 million during 2016, compared with 2015, primarily due to the net effects of lower yields on the loan portfolio as a result of the decline in accretion of discount on loans, partially offset by the favorable change in yields on warehouse lines of credit extended to other subsidiaries. Accretion of discount on loans is expected to continue to decrease in future periods as loans acquired in the Bank Transactions are repaid, refinanced or renewed. Increases in the volume of interest-earning assets, primarily on the loan portfolio and additional amounts drawn on the subsidiary warehouse lines of credit, increased taxable equivalent net interest income by \$40.3 million during 2016, compared with 2015. Changes in rates paid on interest-bearing liabilities decreased taxable equivalent net interest income by \$3.6 million during 2016, compared with 2015. Taxable equivalent net interest income increased \$36.0 million during 2015, compared with 2014. Increases in the volume of interest-earning assets, primarily loans acquired in the SWS Merger and additional

amounts drawn on the subsidiary warehouse lines of credit, increased taxable equivalent net interest income by \$45.2 million during 2015, compared with 2014. Changes in the yields earned on interest-earning assets decreased taxable equivalent net interest income by \$7.7 million during 2015, compared with 2014, primarily due to the net effects of lower yields on the loan portfolio and subsidiary warehouse lines of credit, partially offset by increased yields on the investment portfolio. Changes in rates paid on interest-bearing liabilities decreased taxable equivalent net interest income by \$1.7 million during 2015, compared with 2014, primarily due to lower amortization of premiums on time deposits acquired in the FNB Transaction.

The banking segment's noninterest income was \$52.6 million, \$62.6 million and \$67.4 million during 2016, 2015 and 2014, respectively. The decrease during 2016, compared with 2015, was primarily due to \$4.4 million of realized gains on securities acquired in the SWS Merger and subsequently sold during 2015, that did not recur during 2016, as well as year-over-year decreases in subsidiary management fees, exchange fee income due to the impact of the Durbin Act and OREO income. The decrease during 2015, compared with 2014, was primarily due to year-over-year decreases in accretion on the receivable under the loss-share agreements with the FDIC ("FDIC Indemnification Asset"), OREO income and service fees, partially offset by the realized gains during 2015 previously discussed.

The banking segment's noninterest expenses were \$244.7 million, \$243.9 million and \$245.8 million during 2016, 2015 and 2014, respectively. Noninterest expenses were primarily comprised of employees' compensation and benefits, and occupancy expenses. The change in noninterest expenses during 2016, compared with 2015, was relatively flat, but

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included an increase in compensation and benefits costs and a year-over-year increase in the “true-up” payment accrual associated with covered assets of \$3.3 million, offset by a \$3.0 million decrease in pre-tax integration-related costs directly attributable to the integration of the former SWS FSB related to employee expenses and a decrease in occupancy expenses associated with closed branches and related costs. Noninterest expenses during 2015, compared with 2014, were down slightly and included reduced write downs on certain OREO assets acquired in the FNB Transaction and increased gains on the sale of certain OREO assets also acquired in the FNB Transaction. These changes were offset by increases in compensation and benefits associated with the addition of employees of the former SWS FSB and pre-tax integration-related costs directly attributable to the integration of the former SWS FSB of \$3.0 million related to employee, professional fees and contractual expenses.

In addition, as discussed under the heading “— Financial Condition — Covered Loan Portfolio” that follows, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than its initial estimate and expects that it will begin recording amortization associated with its FDIC Indemnification Asset in 2017. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

## Broker-Dealer Segment

Income before income taxes in our broker-dealer segment during 2016 was \$39.5 million, compared with a loss before income taxes during 2015 of \$0.3 million, and income before income taxes during 2014 of \$6.9 million. The change in income (loss) before income taxes during 2016, compared with 2015, was primarily the result of increases in trading gains associated with the structured finance business and the decrease in pre-tax transaction and integration-related costs of \$9.3 million, partially offset by a specific legal reserve of \$16.0 million during the fourth quarter of 2016 related to one matter that was settled in the first quarter of 2017. The change in income (loss) before income taxes during 2015, compared with 2014, was primarily the result of pre-tax transaction and integration-related costs of \$15.2 million directly attributable to the SWS Merger. As shown in the table below, the operations acquired in the SWS Merger had a significant impact on each of the components of income (loss) before income taxes during 2016 and 2015, compared with 2014.

The broker-dealer segment is subject to interest rate risk as a consequence of maintaining inventory positions, trading in interest rate sensitive financial instruments and maintaining a matched stock loan book. Changes in interest rates are likely to have a meaningful impact on our overall financial performance. The profitability of the broker-dealer segment margin and stock lending businesses depends to a great extent on the difference between interest income earned on loans, investments of customer cash balances, and the interest expense paid on customer cash balances and borrowings. In addition, our broker-dealer segment has historically earned a significant portion of its revenues from advisory fees paid to it by its clients, in large part upon the successful completion of the client’s transaction. Rapid or significant changes in interest rates could adversely affect the broker-dealer segment’s bond sales, underwriting activities and broker-dealer businesses.





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The following table provides additional details regarding our broker-dealer operating results (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Net interest income:					
Securities lending	\$ 7,008	\$ 11,158	\$ 3,276	\$ (4,150)	\$ 7,882
Other	24,164	21,813	8,868	2,351	12,945
Total net interest income	31,172	32,971	12,144	(1,799)	20,827
Noninterest income:					
Securities commissions and fees by business line (1):					
Capital markets	54,992	56,570	15,462	(1,578)	41,108
Retail	75,271	78,470	777	(3,199)	77,693
Clearing	27,850	20,840	8,504	7,010	12,336
Other	3,698	6,150	2,568	(2,452)	3,582
	161,811	162,030	27,311	(219)	134,719
Investment banking and advisory fees by business line:					
Public finance	90,851	92,308	71,671	(1,457)	20,637
Capital markets	4,621	2,384	(252)	2,237	2,636
Retail	14,635	15,258	(2)	(623)	15,260
Structured finance	5,369	5,678	2,768	(309)	2,910
Clearing	515	48	45	467	3
Other	1	256	323	(255)	(67)
	115,992	115,932	74,553	60	41,379
Other:					
Structured finance	81,352	38,738	16,239	42,614	22,499
Capital markets	20,813	17,903	1,443	2,910	16,460
Other	5,798	(108)	(95)	5,906	(13)
	107,963	56,533	17,587	51,430	38,946
Total noninterest income	385,766	334,495	119,451	51,271	215,044
Noninterest expense:					
Compensation and benefits expenses	252,772	255,629	78,598	(2,857)	177,031
Other	124,699	112,103	46,134	12,596	65,969
Total noninterest expense	377,471	367,732	124,732	9,739	243,000
Income (loss) before income taxes	\$ 39,467	\$ (266)	\$ 6,863	\$ 39,733	\$ (7,129)

(1) Securities commissions and fees includes income of \$3.9 million and \$1.4 million during 2016 and 2015, respectively, that is eliminated in consolidation.

The broker-dealer segment had net interest income of \$31.2 million, \$33.0 million and \$12.1 million during 2016, 2015 and 2014, respectively. In the broker-dealer segment, interest is earned from securities lending activities, interest charged on customer margin loan balances and interest earned on investment securities used to support sales,

underwriting and other customer activities. The decrease in net interest income during 2016, compared with 2015, was primarily due to a decrease of 21% in the broker-dealer segment's average stock borrow/loan program balances, while the increase in net interest income during 2015, compared with 2014 was primarily due to the inclusion of the operations acquired in the SWS Merger.

Noninterest income was \$385.8 million, \$334.5 million and \$119.5 million during 2016, 2015 and 2014, respectively. The increase in noninterest income of \$51.3 million during 2016, compared with 2015, was primarily due to a \$45.5 million increase in the income earned from trading gains associated with the structured finance and capital markets businesses, a \$7.0 million increase in securities commissions and fees earned by our clearing business from fees earned on money markets and FDIC insured bank deposits resulting from the 25 basis point increases in the federal funds rate in December 2015, and a \$4.1 million increase in other noninterest income due to a non-recurring reversal of a contingent liability associated with an investment. These increases were partially offset by a reduction in securities commissions and fees earned in our capital markets and retail businesses of \$4.8 million from decreases in municipal bond transactions and insurance product sales. The increase in noninterest income of \$215.0 million during 2015, compared with 2014, was primarily due to an increase of \$174.4 million associated with the inclusion of the former SWS's operations and increased advisory fees earned by FSC from public finance clients.

Noninterest expenses were \$377.5 million, \$367.8 million and \$124.7 million during 2016, 2015 and 2014, respectively. The increase in noninterest expenses of \$9.7 million during 2016, compared with 2015, was primarily due to an increase in legal expenses associated with both resolved and ongoing litigation matters, partially offset by a decrease of \$2.9 million in compensation and benefits expenses. This decrease in compensation and benefits expense was primarily as a result of a decrease in salaries and benefits, which was in part a product of the integration and merger of FSC and Hilltop Securities, partially offset by an increase in incentive pay given the improvement in year-over-year operating performance. The increase in noninterest expenses of \$243.1 million during 2015, compared with 2014, reflects an increase of \$177.0 million in employees' compensation and benefits costs, of which \$154.0 million was associated with

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the operations acquired in the SWS Merger and \$20.6 million was the result of an increase in compensation that varies with First Southwest's noninterest income. During 2016, the broker-dealer segment incurred pre-tax integration-related costs resulting from employee expenses, professional fees and contractual expenses directly attributable to the integration of the operations acquired in the SWS Merger of \$2.9 million, \$2.9 million and \$0.1 million, respectively, compared with pre-tax transaction costs of \$0.8 million, and employee expenses, professional fees and contractual expenses of \$6.9 million, \$5.6 million and \$1.9 million, respectively, during 2015.

On October 22, 2015, FINRA granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Since this approval, we have integrated the back-office systems of FSC and Hilltop Securities and, effective as of January 22, 2016, we merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. As a result, we began realizing cost savings in 2016, although these costs savings were partially offset by integration costs that we incurred during 2016.

Selected information concerning the broker-dealer segment follows (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Compensation as a % of net revenue	60.6%	69.6%	59.7%
FDIC insured program balances at PlainsCapital Bank (end of period)	\$ 1,000,310	\$ 845,569	\$ 280,812
Other FDIC insured program balances (end of period)	\$ 1,517,482	\$ 1,380,030	\$ 193,788
Customer margin balances (end of period)	\$ 332,806	\$ 414,013	\$ 207,299
Customer funds on deposit, including short credits (end of period)	\$ 385,104	\$ 474,773	\$ 136,886
Public finance:			
Number of issues	1,742	1,655	1,170
Aggregate amount of offerings	\$ 82,561,809	\$ 70,021,094	\$ 40,741,221
Capital markets:			
Total volumes	\$ 76,482,509	\$ 76,737,890	\$ 32,463,513
Net inventory (end of period)	\$ 95,925	\$ 62,879	\$ 44,894
Retail:			
Retail employee representatives (end of period)	117	118	4
Independent registered representatives (end of period)	224	234	—
Structured finance:			
Lock production/TBA volume	\$ 6,088,319	\$ 3,848,214	\$ 1,658,217
Clearing:			
Total tickets	\$ 1,669,856	\$ 2,396,478	\$ 1,500,192
Correspondents (end of period)	175	205	74

Securities lending:			
Interest-earning assets - stock borrowed (end of period)	\$ 1,436,069	\$ 1,307,741	\$ 152,899
Interest-bearing liabilities - stock loaned (end of period)	\$ 1,283,676	\$ 1,235,466	\$ 117,822

### Mortgage Origination Segment

Income before income taxes in our mortgage origination segment during 2016, 2015 and 2014 was \$77.8 million, \$47.5 million and \$12.4 million, respectively. The year-over-year increases in income before income taxes during 2016 and 2015, compared with 2015 and 2014, respectively, were primarily due to increases in noninterest income, partially offset by increases in segment operating costs and compensation that varies with the volume of mortgage loan originations (“variable compensation”). Net interest expense of \$11.6 million, \$10.4 million and \$12.6 million during 2016, 2015 and 2014, respectively, resulted from interest incurred on a warehouse line of credit held with the Bank as well as related intercompany financing costs, partially offset by interest income earned on loans held for sale.

The mortgage lending business is subject to variables that can impact loan origination volume, including seasonal and interest rate fluctuations. Historically, the mortgage origination segment has typically experienced increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes. An increase in mortgage interest rates tends to result in decreased loan origination volume from refinancings, while a decrease in mortgage interest rates tends to result in increased loan origination volume from refinancings. During 2016, PrimeLending’s refinancing volume was \$4.2 billion, representing 27.1% of total loan origination volume. Due to recent increases in mortgage interest rates, PrimeLending anticipates both its refinancing volume and its percentage of refinancing volume of total loan origination volume will decrease in 2017 as compared to 2016. PrimeLending does not anticipate that recent increases in mortgage interest rates will significantly impact its home purchases volume during 2017, as changes in mortgage interest rates have historically had a lesser impact on home purchases volume than on refinancing volume.

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On October 3, 2015, lender compliance changes associated with TILA-RESPA Integrated Disclosures (“TRID”) became effective and significantly modified required disclosure documents and settlement procedures associated with home mortgage loans. PrimeLending has not experienced significant delays in loan closings due to the implementation of TRID. While PrimeLending believes the majority of infrastructure changes have been made to address additional fulfillment processes resulting from TRID, it continues to evaluate TRID requirements to determine if further fulfillment process changes are needed, which could result in additional costs.

The mortgage origination segment originates all of its mortgage loans through a retail channel. The following table provides certain details regarding our mortgage loan originations and selected information for the periods indicated below (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Mortgage Loan Originations - units	66,881		59,621		48,655	
Mortgage Loan Originations - volume	\$ 15,460,213		\$ 13,352,119		\$ 10,363,848	
Mortgage Loan Originations:						
Conventional	\$ 9,897,230	64.02 %	\$ 8,394,709	62.87 %	\$ 6,487,825	62.60 %
Government	3,595,219	23.25 %	3,395,587	25.43 %	2,737,415	26.41 %
Jumbo	1,312,800	8.49 %	961,598	7.20 %	863,770	8.34 %
Other	654,964	4.24 %	600,225	4.50 %	274,838	2.65 %
	\$ 15,460,213	100.00 %	\$ 13,352,119	100.00 %	\$ 10,363,848	100.00 %
Home purchases	\$ 11,276,378	72.94 %	\$ 9,891,792	74.08 %	\$ 8,295,994	80.05 %
Refinancings	4,183,835	27.06 %	3,460,327	25.92 %	2,067,854	19.95 %
	\$ 15,460,213	100.00 %	\$ 13,352,119	100.00 %	\$ 10,363,848	100.00 %
Texas	\$ 3,352,469	21.69 %	\$ 2,967,740	22.23 %	\$ 2,453,705	23.68 %
California	2,235,915	14.46 %	1,965,039	14.72 %	1,552,372	14.98 %
Florida	797,578	5.16 %	644,090	4.82 %	505,507	4.88 %
Ohio	637,435	4.12 %	555,106	4.16 %	401,379	3.87 %
Washington	538,857	3.49 %	451,277	3.38 %	298,845	2.88 %
Arizona	527,055	3.41 %	415,215	3.11 %	339,830	3.28 %
Maryland	521,686	3.37 %	452,280	3.39 %	298,577	2.88 %
North Carolina	512,087	3.31 %	492,879	3.69 %	423,164	4.08 %
South Carolina	446,221	2.89 %	385,347	2.88 %	307,832	2.97 %
Missouri	441,125	2.85 %	379,621	2.84 %	288,579	2.78 %

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All other states	5,449,785	35.25 %	4,643,525	34.78 %	3,494,058	33.72 %
	\$ 15,460,213	100.00%	\$ 13,352,119	100.00%	\$ 10,363,848	100.00%
Mortgage Loan Sales - volume	\$ 15,155,340		\$ 13,129,069		\$ 10,164,350	

Refinancing volume increased to \$4.2 billion during 2016 from \$3.5 billion during 2015 (representing 27.1% and 25.9%, respectively, of total loan origination volume), while home purchases volume increased 14.0% to \$11.3 billion during 2016 from \$9.9 billion during 2015. Refinancing volume increased to \$3.5 billion from \$2.1 billion during 2015, compared with 2014 (representing 25.9% and 20.0%, respectively, of total loan origination volume), while home purchases volume increased 19.2% to \$9.9 billion during 2015 from \$8.3 billion during 2014.

The mortgage origination segment's total loan origination volume during 2016 increased 15.8%, compared with 2015, while income before income taxes during 2016 increased 63.8%, compared with 2015. The increase in income before income taxes during 2016 was primarily due to noninterest income increasing by 17.9%, while noninterest expense increased at a slightly lower rate of 14.0%. The mortgage origination segment's total loan origination volume increased 28.8% between 2015 and 2014, while income before income taxes during 2015 increased 284.0%, compared with 2014. Income before income taxes during 2015 increased at a greater rate than loan origination volume compared with 2014, primarily due to noninterest income increasing by 30.7%, compared with an increase in noninterest expense of 24.9%.

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Noninterest income was \$704.1 million, \$597.2 million and \$456.8 million during 2016, 2015 and 2014, respectively, and was comprised of the following (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Net gains from sale of loans	\$ 577,003	\$ 491,532	\$ 370,384	\$ 85,471	\$ 121,148
Mortgage loan origination fees	96,267	77,708	63,011	18,559	14,697
Other mortgage production income:					
Change in net fair value and related derivative activity:					
Interest rate lock commitments and loans held for sale	13,357	13,796	14,349	(439)	(553)
Mortgage servicing rights asset	(6,277)	(5,424)	(4,304)	(853)	(1,120)
Servicing fees	23,776	19,551	13,336	4,225	6,215
	\$ 704,126	\$ 597,163	\$ 456,776	\$ 106,963	\$ 140,387

Net gains from sale of loans and mortgage origination fees increased 17.4% and 23.9% during 2016, respectively, compared with 2015, while net gains from sale of loans and mortgage origination fees increased 32.7% and 23.3% during 2015, respectively, compared with 2014. The increases in net gains from sale of loans were primarily a result of increases in total loan sales volume of 15.4% and 29.2% during 2016 and 2015, respectively, as well as slight increases in average loan sales margin, compared with 2015 and 2014, respectively. The increase in mortgage loan origination fees during 2016 was a result of an increase in total loan origination volume and average loan origination fees, compared with 2015. The increase in mortgage loan origination fees during 2015 was a result of an increase in total loan origination volume, partially offset by a decrease in average loan origination fees, compared with 2014.

Noninterest income included increases of \$13.4 million, \$13.8 million and \$14.3 million during 2016, 2015 and 2014, respectively, in the net fair value of the mortgage origination segment's interest rate lock commitments ("IRLCs") and loans held for sale and the related activity associated with forward commitments used by the mortgage origination segment to mitigate interest rate risk associated with its IRLCs and mortgage loans held for sale. These increases were primarily a result of increases in the volume of IRLCs and mortgage loans held during these periods, in addition to increases in the average value of individual IRLCs and mortgage loans.

The mortgage origination segment sells substantially all mortgage loans it originates to various investors in the secondary market, the majority servicing released. During 2016, 2015 and 2014, the mortgage origination segment retained servicing on approximately 16%, 18% and 31% of loans sold, respectively. The mortgage origination segment's determination of whether to retain or release servicing on mortgage loans it sells is impacted by, among other things, changes in mortgage interest rates, and refinancing and market activity. The related mortgage servicing rights ("MSR") asset was valued at \$63.3 million on \$5.6 billion of serviced loan volume at December 31, 2016, compared with a value of \$53.5 million on \$5.2 billion of serviced loan volume at December 31, 2015. The mortgage origination segment may, from time to time, manage its MSR asset through different strategies, including varying the



percentage of mortgage loans sold servicing released and opportunistically selling MSR assets. The mortgage origination segment has also retained servicing on certain loans sold to the banking segment. Gains and losses associated with such sales to the banking segment and the related MSR asset are eliminated in consolidation. During the third quarter of 2014, the mortgage origination segment began using derivative financial instruments, including various combinations of interest rate swaps, swaptions, forward commitments to sell mortgage-backed securities, and U.S. Treasury bond futures and options, as a means to mitigate interest rate risk associated with its MSR asset. Changes in the net fair value of the MSR asset and the related derivatives associated with normal customer payments, changes in discount rates, prepayment speed assumptions and customer payoffs resulted in net losses of \$6.3 million, \$5.4 million and \$4.3 million during 2016, 2015 and 2014, respectively. These net losses were offset by net servicing income of \$10.2 million, \$8.9 million and \$6.6 million during 2016, 2015 and 2014, respectively. In May 2016 and July 2014, the mortgage origination segment sold MSR assets of \$7.6 million and \$11.4 million, respectively, which represented \$917.4 million and \$1.0 billion, respectively, of its serviced loan volume at the time.

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Noninterest expenses were \$614.7 million, \$539.3 million and \$431.8 million during 2016, 2015 and 2014, respectively, and were comprised of the following (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Variable compensation	\$ 266,373	\$ 228,590	\$ 164,394	\$ 37,783	\$ 64,196
Segment operating costs	299,733	263,049	226,721	36,684	36,328
Lender paid closing costs	35,061	37,010	33,947	(1,949)	3,063
Servicing expense	13,574	10,608	6,758	2,966	3,850
	\$ 614,741	\$ 539,257	\$ 431,820	\$ 75,484	\$ 107,437

Employees' compensation and benefits accounted for the majority of the noninterest expenses incurred during all periods presented. Variable compensation increased \$37.8 million during 2016, compared with 2015, and comprised 61.5% and 62.2% of the total employees' compensation and benefits expenses during 2016 and 2015, respectively. Variable compensation increased \$64.2 million during 2015, compared with 2014, and comprised 57.8% of the total employees' compensation and benefits expenses during 2014. Variable compensation, which is primarily driven by loan origination volume, tends to fluctuate to a greater degree than loan origination volume because mortgage loan originator and fulfillment staff incentive compensation plans are structured to pay at increasing rates as higher monthly volume tiers are achieved. However, certain other incentive compensation plans driven by non-mortgage production criteria, including financial operating results, may alter this trend.

While total loan origination volumes increased 15.8% during 2016, compared with 2015, the mortgage origination segment's operating costs increased 13.9%. The largest increases in segment operating costs during 2016, compared with 2015, were increases in non-variable salaries and benefits totaling \$27.3 million. These increases were primarily the result of increases in headcount related to loan processing, loan fulfillment and technology functions. The increases in loan processing and fulfillment headcount levels were initiated during 2015 primarily to address growth in loan origination volume that began in 2014 and to address the implementation of TRID. Additional increases in segment operating costs during 2016, compared with 2015, were primarily increases in costs associated with loan servicing, an increase in mortgage branch locations, business development and administrative activities. During 2015, compared with 2014, segment operating costs increased 16.0%, while total loan origination volumes increased 28.8%. Non-variable salaries and benefits increased \$18.9 million during 2015, compared with 2014, primarily as a result of headcount increases previously discussed. Additional increases in segment operating costs during 2015, compared with 2014, were primarily increases in costs associated with loan servicing, business development, an increase in mortgage branch locations, technology initiatives and administrative activities. Historically, segment operating costs tend to fluctuate with, but at a lesser magnitude than, loan origination volume, as these costs are comprised of salaries, benefits, occupancy and administrative costs, which are not normally highly sensitive to changes in loan origination volume.

In exchange for a higher interest rate, a customer may opt to have PrimeLending pay certain costs associated with the origination of their mortgage loan ("lender paid closing costs"). Fluctuations in lender paid closing costs are not always

aligned with fluctuations in loan origination volume. Other loan pricing conditions, including the mortgage loan interest rate, loan origination fees paid by the customer, and a customer's willingness to pay closing costs, may influence fluctuations in lender paid closing costs.

Between January 1, 2007 and December 31, 2016, the mortgage origination segment sold mortgage loans totaling \$89.0 billion. These loans were sold under sales contracts that generally include provisions that hold the mortgage origination segment responsible for errors or omissions relating to its representations and warranties that loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. In addition, the sales contracts typically require the refund of purchased servicing rights plus certain investor servicing costs if a loan experiences an early payment default. While the mortgage origination segment sold loans prior to 2007, it does not anticipate experiencing significant losses in the future on loans originated prior to 2007 as a result of investor claims under these provisions of its sales contracts.

When an investor claim for indemnification of a loan sold is made, the mortgage origination segment evaluates the claim and determines if the claim can be satisfied through additional documentation or other deliverables. If the claim cannot be satisfied in that manner, the mortgage origination segment negotiates with the investor to reach a settlement of the claim. Settlements typically result in either the repurchase of a loan or reimbursement to the investor for losses incurred on the loan.

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Following is a summary of the mortgage origination segment's claims resolution activity relating to loans sold between January 1, 2007 and December 31, 2016 (dollars in thousands).

	Original Loan Balance	Loss Recognized		
	Amount	% of	Amount	% of
		Loans		Loans
	Sold		Sold	
Claims resolved with no payment	\$ 213,281	0.24%	\$ —	0.00%
Claims resolved as a result of a loan repurchase or payment to an investor for losses incurred (1)	255,670	0.29%	25,535	0.03%
	\$ 468,951	0.53%	\$ 25,535	0.03%

(1) Losses incurred include refunded purchased servicing rights.

At December 31, 2016 and 2015, the mortgage origination segment's indemnification liability reserve totaled \$18.2 million and \$16.6 million, respectively. The related provision for indemnification losses was \$4.6 million, \$4.0 million, and \$3.1 million during 2016, 2015 and 2014, respectively.

### Insurance Segment

Income before income taxes in our insurance segment was \$21.4 million, \$15.7 million and \$25.7 million during 2016, 2015 and 2014, respectively.

The insurance segment is subject to claims arising out of severe weather, the incidence and severity of which are inherently unpredictable. Generally, the insurance segment's insured risks exhibit higher losses in the second and third calendar quarters due to a seasonal concentration of weather-related events in its primary geographic markets. Although weather-related losses (including hail, high winds, tornadoes and hurricanes) can occur in any calendar quarter, the second calendar quarter, historically, has experienced the highest frequency of losses associated with these events. Hurricanes, however, are more likely to occur in the third calendar quarter of the year.

The insurance segment periodically reviews the pricing of its primary products in each state of operation utilizing a consulting actuarial firm to supplement normal review processes resulting in filings to adjust rates as deemed necessary. The benefit of these rate actions are not fully realized until all customers are subject to the new rates, which typically occurs one year from the date of rate change implementation. Concurrently, business concentrations are reviewed and actions initiated, including cancellation of agents, non-renewal of policies and cessation of new business writing on certain products in problematic geographic areas. We have historically utilized rate actions to reduce the

rate of premium growth for targeted areas when compared with the patterns exhibited in prior quarters and years and reduce the insurance segment's exposure to volatile weather in these areas, but competition and customer response to rate increases has negatively impacted customer retention and new business. The insurance segment aims to manage and diversify its business concentrations and products to minimize the effects of future weather-related events.

While the insurance segment had positive earnings during each of 2016, 2015 and 2014, the changes experienced in operating results between periods were primarily a result of changes in claims loss experience associated with the general severity of severe weather-related events, and declines in net insurance premiums written and earned. Based on our estimates of the ultimate losses, claims associated with severe weather-related events during 2016 totaled \$44.0 million through December 31, 2016, with a net loss, after reinsurance, of \$34.0 million during 2016. During 2015, and based on our estimates of the ultimate losses, claims associated with severe weather-related events during 2015 totaled \$35.3 million through December 31, 2015, with a net loss, after reinsurance, of \$26.2 million during 2015. During 2014, and based on our estimates of the ultimate losses, claims associated with severe weather-related events totaled \$21.7 million through December 31, 2014, with a net loss, after reinsurance, of \$19.9 million during 2014.

The insurance segment's operations resulted in combined ratios of 90.9% during 2016, compared with 94.9% and 89.3% during 2015 and 2014, respectively. The decrease in the combined ratio during 2016, compared with 2015, was primarily due to the benefit of the current reinsurance structure that has limited the insurance segment's retention of claims losses associated with sub-catastrophic weather-related events experienced through December 31, 2016. Additionally, premiums earned decreasing at a lower rate than loss and LAE expense also contributed to the decline in the combined ratio during

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2016, compared with 2015. The increase in the combined ratio during 2015, compared with 2014, was primarily driven by the effects of a decrease in net insurance premiums earned, an increase in frequency and severity of severe weather events in our geographic coverage area, an increase in claims loss reserves associated with prior period adverse development related to litigation emerging from a series of hail storms within the 2012 through 2014 accident years, and additional costs associated with sales, marketing and corporate organizational initiatives. The combined ratio is a measure of overall insurance underwriting profitability, and represents the sum of loss and LAE and underwriting expenses divided by net insurance premiums earned.

Noninterest income of \$164.8 million, \$171.2 million and \$173.6 million during 2016, 2015 and 2014, respectively, included net insurance premiums earned of \$155.5 million, \$162.1 million and \$164.5 million, respectively. The decreases in net insurance premiums earned during 2016 and 2015, compared with 2015 and 2014, respectively, were primarily due to the effect of decreases in net insurance premiums written.

Direct insurance premiums written by major product line are presented in the table below (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Direct Insurance Premiums Written:					
Homeowners	\$ 64,816	\$ 72,939	\$ 76,250	\$ (8,123)	\$ (3,311)
Fire	46,792	52,167	54,375	(5,375)	(2,208)
Mobile Home	37,953	38,161	37,611	(208)	550
Commercial	3,225	3,536	3,973	(311)	(437)
Other	184	222	255	(38)	(33)
	\$ 152,970	\$ 167,025	\$ 172,464	\$ (14,055)	\$ (5,439)

The total direct insurance premiums written for our three largest insurance product lines decreased by \$13.7 million during 2016, compared with 2015, and \$5.0 million during 2015, compared with 2014, due to the continued effects of efforts to reduce concentrations both geographically and within specific product lines, agent management initiatives and competitive pressure, partially offset by increased premium rates.

Net insurance premiums earned by major product line are presented in the table below (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014

## Net Insurance Premiums Earned:

Homeowners	\$ 65,907	\$ 70,781	\$ 72,739	\$ (4,874)	\$ (1,958)
Fire	47,580	50,623	51,871	(3,043)	(1,248)
Mobile Home	38,592	37,032	35,880	1,560	1,152
Commercial	3,279	3,431	3,790	(152)	(359)
Other	187	215	244	(28)	(29)
	\$ 155,545	\$ 162,082	\$ 164,524	\$ (6,537)	\$ (2,442)

Net insurance premiums earned during 2016 and 2015 decreased, compared to 2015 and 2014, respectively, primarily due to the decreases in net insurance premiums written during each respective period. The decreases in net insurance premiums earned reflects the effects of the insurance segment's previously discussed efforts to manage and diversify its business concentrations and products to minimize the effects of future weather-related events, slightly offset by the benefit of the current reinsurance structure.

Noninterest expenses of \$146.6 million, \$158.7 million and \$151.5 million during 2016, 2015 and 2014, respectively, included both loss and LAE expenses and policy acquisition and other underwriting expenses, as well as other noninterest expenses. Loss and LAE are recognized based on formula and case basis estimates for losses reported with respect to direct business, estimates of unreported losses based on past experience and deduction of amounts for reinsurance placed with reinsurers. Loss and LAE during 2016 was \$89.2 million, compared to \$99.1 million and \$94.4 million during 2015 and 2014, respectively, resulting in loss and LAE ratios during 2016, 2015 and 2014 of 57.4%, 61.1% and 57.4%, respectively. The lower claims loss experience during 2016, compared with 2015, was primarily driven by the benefit of the current reinsurance structure previously discussed, the effects of premiums earned decreasing at a lower rate than loss and LAE expense, and the decrease in claims loss reserves associated with prior period adverse development of \$6.1 million. The increase in the loss and LAE ratio during 2015, compared with 2014, was primarily due to the effects of net insurance premiums earned being relatively flat, the increase in frequency and severity of severe weather events in our

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geographic coverage area and the increase in claims loss reserves associated with prior period adverse development related to litigation emerging from a series of hail storms within the 2012 through 2014 accident years.

The insurance segment seeks to generate underwriting profitability. Management evaluates NLC's loss and LAE ratio by bifurcating the losses to derive catastrophic and non-catastrophic loss ratios. The non-catastrophic loss ratio excludes Property Claims Services events that exceed \$1.0 million of losses to NLC. Catastrophic events, including those that do not exceed our reinsurance retention, affect insurance segment loss ratios. During 2016, catastrophic events that did not exceed reinsurance retention accounted for \$34.0 million of the total loss and LAE, as compared to \$26.2 million and \$19.9 million during 2015 and 2014, respectively. The inclusion of catastrophic events increased insurance segment combined ratios by 21.9%, 16.2% and 14.1% during 2016, 2015 and 2014, respectively.

Policy acquisition and other underwriting expenses encompass all expenses incurred relative to NLC operations, and include elements of multiple categories of expense otherwise reported as noninterest expense in the consolidated statements of operations.

The following table details the calculation of the underwriting expense ratio for the periods presented (dollars in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Amortization of deferred policy acquisition costs	\$ 38,502	\$ 40,258	\$ 41,609	\$ (1,756)	\$ (1,351)
Other underwriting expenses	16,998	17,609	13,823	(611)	3,786
Total	55,500	57,867	55,432	(2,367)	2,435
Agency expenses	(3,460)	(3,128)	(3,023)	(332)	(105)
Total less agency expenses	\$ 52,040	\$ 54,739	\$ 52,409	\$ (2,699)	\$ 2,330
Net insurance premiums earned	\$ 155,545	\$ 162,082	\$ 164,524	\$ (6,537)	\$ (2,442)
Expense ratio	33.5 %	33.8 %	31.9 %	(0.3) %	1.9 %



Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance, and acquisition costs.

As a holding company, Hilltop's primary investment objectives are to preserve capital and have cash resources available to make acquisitions. Investment and interest income earned was \$0.4 million, \$0.4 million and \$5.2 million during 2016, 2015 and 2014, respectively. On October 2, 2014, Hilltop exercised its warrant to purchase 8,695,652 shares of SWS common stock at an exercise price of \$5.75 per share (the "SWS Warrant"). The aggregate exercise price was paid by the automatic elimination of the \$50.0 million aggregate principal amount note receivable from SWS. Consequently, recurring quarterly investment and interest income of \$1.6 million were no longer recognized beginning in the fourth calendar quarter of 2014. Investment and interest income during 2016 and 2015 included \$0.2 million and \$0.3 million, respectively, of intercompany interest earned on note receivables held with First Southwest and Securities Holdings that were paid off in January 2016 and March 2016, respectively.

Interest expense was \$7.6 million and \$5.5 million during 2016 and 2015, respectively. On April 9, 2015, as previously discussed, Hilltop completed its offering of \$150.0 million aggregate principal amount of Senior Notes and used the net proceeds of the offering to redeem all of its outstanding Non-Cumulative Perpetual Preferred Stock, Series B ("Series B Preferred Stock") at an aggregate liquidation value of \$114.1 million, plus accrued but unpaid dividends of \$0.4 million. Consequently, recurring annual interest expense of \$7.5 million is being incurred.

Noninterest income was \$81.3 million and \$6.0 million during 2015 and 2014, respectively. Noninterest income during 2016 was nominal, while noninterest income during 2015 represented the recognition of a bargain purchase gain related to the SWS Merger. Included in the bargain purchase gain was a reversal of a \$33.4 million valuation allowance against SWS deferred tax assets. This amount was based on our expected ability to realize these acquired deferred tax assets through our consolidated core earnings, the implementation of certain tax planning strategies and reversal of timing differences. SWS's net operating loss carryforwards are subject to an annual Section 382 limitation on their usage because of the ownership change.

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Following the exercise of the SWS Warrant, Hilltop owned approximately 21% of the outstanding shares of SWS common stock as of October 2, 2014. Contemporaneous with the exercise of the SWS Warrant, Hilltop changed the accounting method for its investment in SWS common stock and elected to account for its investment in accordance with the provisions of the Fair Value Option Subsections of the Accounting Standards Codification (“ASC”) (the “Fair Value Option”) as permitted by GAAP. Hilltop had previously accounted for its investment in SWS common stock as an available for sale security. Under the Fair Value Option, Hilltop’s investment in SWS common stock is recorded at fair value effective October 2, 2014, with changes in fair value being recorded in other noninterest income within the consolidated statement of operations rather than as a component of other comprehensive income. Hilltop’s election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of \$7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop’s investment in SWS common stock resulted in a loss of \$1.2 million. In the aggregate, Hilltop recorded a \$6.0 million net gain in other noninterest income during 2014.

Noninterest expenses of \$29.9 million, \$31.9 million and \$13.9 million during 2016, 2015 and 2014, respectively, were primarily comprised of employees’ compensation and benefits and professional fees, including corporate governance, legal and transaction costs. During 2016, compared with 2015, noninterest expenses included a year-over-year decrease in transaction and integration-related costs directly attributable to the SWS Merger, partially offset by increases in employees’ compensation and benefits costs of \$2.3 million associated with increases in headcount and incentive compensation costs, as well as other professional fees. During 2015, compared with 2014, noninterest expenses included year-over-year increases in employees’ compensation and benefits costs of \$3.4 million associated with increases in headcount and incentive compensation costs, as well as transaction and integration-related costs directly attributable to the SWS Merger. During 2016, Hilltop incurred pre-tax transaction costs related to the SWS Merger of \$7.4 million, compared with pre-tax transaction costs related to the SWS Merger of \$12.9 million and pre-tax integration-related costs associated with professional fees of \$0.5 million during 2015 and pre-tax transaction costs related to the SWS Merger of \$1.4 million during 2014.

## Financial Condition

The following discussion contains a more detailed analysis of our financial condition at December 31, 2016 as compared to December 31, 2015 and 2014.

## Securities Portfolio

At December 31, 2016, investment securities consisted of securities of the U.S. Treasury, U.S. government and its agencies, obligations of municipalities and other political subdivisions, primarily in the State of Texas, mortgage-backed, corporate debt, and equity securities. We may categorize investments as trading, available for sale, and held to maturity.

Trading securities are bought and held principally for the purpose of selling them in the near term and are carried at fair value, marked to market through operations and held at the Bank and the Hilltop Broker-Dealers. Securities that may be sold in response to changes in market interest rates, changes in securities' prepayment risk, increases in loan demand, general liquidity needs and other similar factors are classified as available for sale and are carried at estimated fair value, with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Securities are classified as held to maturity based on the intent and ability of our management, at the time of purchase, to hold such securities to maturity. These securities are carried at amortized cost.

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The table below summarizes our securities portfolio (in thousands).

	December 31,		
	2016	2015	2014
Trading securities, at fair value			
U.S. Treasury securities	\$ 5,940	\$ 20,481	\$ —
U.S. government agencies:			
Bonds	36,303	36,244	—
Residential mortgage-backed securities	2,539	12,505	5,126
Commercial mortgage-backed securities	15,171	19,280	19,932
Collateralized mortgage obligations	5,607	264	—
Corporate debt securities	60,699	34,735	4
States and political subdivisions	89,946	58,588	40,616
Unit investment trusts	41,409	18,400	—
Private-label securitized product	4,292	12,324	—
Other	3,628	1,325	39
	265,534	214,146	65,717
Securities available for sale, at fair value			
U.S. Treasury securities	31,801	44,603	19,613
U.S. government agencies:			
Bonds	122,652	296,636	516,241
Residential mortgage-backed securities	133,138	35,853	41,843
Commercial mortgage-backed securities	8,715	9,207	11,055
Collateralized mortgage obligations	114,702	52,701	87,124
Corporate debt securities	79,129	97,950	98,472
States and political subdivisions	87,515	118,725	136,785
Commercial mortgage-backed securities	515	531	640
Equity securities	19,840	17,500	13,762
	598,007	673,706	925,535
Securities held to maturity, at amortized cost			
U.S. Treasury securities	—	25,146	25,008
U.S. government agencies:			
Bonds	40,513	69,379	—
Residential mortgage-backed securities	19,606	23,735	29,782
Commercial mortgage-backed securities	31,767	18,658	—
Collateralized mortgage obligations	217,954	167,541	57,328
States and political subdivisions	41,991	27,563	6,091
	351,831	332,022	118,209
Total securities portfolio	\$ 1,215,372	\$ 1,219,874	\$ 1,109,461

We had a net unrealized loss of \$0.2 million related to the available for sale investment portfolio at December 31, 2016, compared with net unrealized gains of \$3.7 million and \$0.8 million at December 31, 2015 and 2014, respectively.

Our net unrealized losses associated with the securities held to maturity portfolio were \$6.7 million and \$0.6 million at December 31, 2016 and 2015, respectively, compared with a net unrealized gain of \$0.1 million at December 31, 2014.

#### Banking Segment

The banking segment's securities portfolio plays a role in the management of our interest rate sensitivity and generates additional interest income. In addition, the securities portfolio is used to meet collateral requirements for public and trust deposits, securities sold under agreements to repurchase and other purposes. The available for sale securities portfolio serves as a source of liquidity. Historically, the Bank's policy has been to invest primarily in securities of the U.S. government and its agencies, obligations of municipalities in the State of Texas and other high grade fixed income securities to minimize credit risk. At December 31, 2016, the banking segment's securities portfolio of \$844.0 million was comprised of trading securities of \$15.7 million, available for sale securities of \$476.4 million and held to maturity securities of \$351.8 million.

#### Broker-Dealer Segment

Our broker-dealer segment holds securities to support sales, underwriting and other customer activities. The Hilltop Broker-Dealers are required to carry their securities at fair value and record changes in the fair value of the portfolio in

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operations. The securities portfolio of the Hilltop Broker-Dealers included trading securities of \$249.8 million at December 31, 2016. In addition, the Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligation may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheet, had a value of \$153.9 million at December 31, 2016.

## Insurance Segment

Our insurance segment's primary investment objective is to preserve capital and manage for a total rate of return. NLC's strategy is to purchase securities in sectors that represent the most attractive relative value. Our insurance segment invests the premiums it receives from policyholders until they are needed to pay policyholder claims or other expenses. At December 31, 2016, the insurance segment's securities portfolio was comprised of \$121.5 million in available for sale securities and \$5.0 million of other investments included in other assets within the consolidated balance sheet.

The following table sets forth the estimated maturities of our debt securities, excluding trading securities, at December 31, 2016. Contractual maturities may be different (dollars in thousands, yields are tax-equivalent).

	One Year Or Less	One Year to Five Years	Five Years to Ten Years	Greater Than Ten Years	Total
U.S. Treasury securities:					
Amortized cost	\$ 17,545	\$ 9,201	\$ 4,955	\$ —	\$ 31,701
Fair value	\$ 17,533	\$ 9,179	\$ 5,089	\$ —	\$ 31,801
Weighted average yield	0.01 %	0.01 %	0.03 %	—	0.01 %
U.S. government agencies:					
Bonds:					
Amortized cost	\$ 94,640	\$ 14,975	\$ 36,237	\$ 16,499	\$ 162,351
Fair value	\$ 94,677	\$ 14,908	\$ 36,355	\$ 15,938	\$ 161,878
Weighted average yield	0.01 %	0.02 %	0.02 %	0.02 %	0.01 %
Residential mortgage-backed securities:					
Amortized cost	\$ —	\$ 643	\$ 335	\$ 153,999	\$ 154,977
Fair value	\$ —	\$ 674	\$ 367	\$ 151,710	\$ 152,751
Weighted average yield	— %	0.03 %	0.05 %	0.02 %	0.02 %
Commercial mortgage-backed securities:					
Amortized cost	\$ —	\$ —	\$ 35,552	\$ 4,986	\$ 40,538
Fair value	\$ —	\$ —	\$ 34,914	\$ 5,077	\$ 39,991
Weighted average yield	—	— %	0.03 %	0.03 %	0.03 %

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Collateralized mortgage obligations:									
Amortized cost	\$ —	\$ 10,260	\$ 10,329	\$ 315,244	\$ 335,833				
Fair value	\$ —	\$ 10,112	\$ 10,223	\$ 309,077	\$ 329,412				
Weighted average yield	—	0.02 %	0.02 %	0.02 %	0.02 %				
Corporate debt securities:									
Amortized cost	\$ 6,734	\$ 25,575	\$ 43,639	\$ 918	\$ 76,866				
Fair value	\$ 6,928	\$ 26,529	\$ 44,695	\$ 977	\$ 79,129				
Weighted average yield	0.06 %	0.04 %	0.03 %	0.06 %	0.04 %				
States and political subdivisions:									
Amortized cost	\$ 816	\$ 3,424	\$ 15,227	\$ 108,877	\$ 128,344				
Fair value	\$ 816	\$ 3,416	\$ 15,333	\$ 108,213	\$ 127,778				
Weighted average yield	0.02 %	0.02 %	0.02 %	0.03 %	0.02 %				
Commercial mortgage-backed securities:									
Amortized cost	\$ —	\$ —	\$ —	\$ 499	\$ 499				
Fair value	\$ —	\$ —	\$ —	\$ 515	\$ 515				
Weighted average yield	—	—	—	0.06 %	0.06 %				
Total securities portfolio:									
Amortized cost	\$ 119,735	\$ 64,078	\$ 146,274	\$ 601,022	\$ 931,109				
Fair value	\$ 119,954	\$ 64,818	\$ 146,976	\$ 591,507	\$ 923,255				
Weighted average yield	0.01 %	0.03 %	0.03 %	0.02 %	0.02 %				

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## Non-Covered Loan Portfolio

Consolidated non-covered loans held for investment are detailed in the table below, classified by portfolio segment and segregated between those considered to be PCI loans and all other originated or acquired loans (in thousands). PCI loans showed evidence of credit deterioration on the date of acquisition that made it probable that all contractually required principal and interest payments will not be collected.

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2016			
Commercial and industrial	\$ 1,687,781	\$ 8,672	\$ 1,696,453
Real estate	2,777,768	38,999	2,816,767
Construction and land development	783,383	3,467	786,850
Consumer	41,058	294	41,352
Broker-dealer	502,077	—	502,077
Non-covered loans, gross	5,792,067	51,432	5,843,499
Allowance for loan losses	(51,089)	(3,097)	(54,186)
Non-covered loans, net of allowance	\$ 5,740,978	\$ 48,335	\$ 5,789,313

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2015			
Commercial and industrial	\$ 1,539,455	\$ 13,350	\$ 1,552,805
Real estate	2,260,464	52,775	2,313,239
Construction and land development	700,206	5,150	705,356
Consumer	44,893	779	45,672
Broker-dealer	590,545	—	590,545
Non-covered loans, gross	5,135,563	72,054	5,207,617
Allowance for loan losses	(40,929)	(4,486)	(45,415)
Non-covered loans, net of allowance	\$ 5,094,634	\$ 67,568	\$ 5,162,202

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2014			
Commercial and industrial	\$ 1,366,984	\$ 13,442	\$ 1,380,426
Real estate	1,670,684	24,151	1,694,835
Construction and land development	404,465	9,178	413,643
Consumer	51,009	2,138	53,147
Broker-dealer	378,425	—	378,425
Non-covered loans, gross	3,871,567	48,909	3,920,476
Allowance for loan losses	(31,722)	(5,319)	(37,041)
Non-covered loans, net of allowance	\$ 3,839,845	\$ 43,590	\$ 3,883,435



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	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2013			
Commercial and industrial	\$ 1,318,737	\$ 36,816	\$ 1,355,553
Real estate	1,418,003	39,250	1,457,253
Construction and land development	344,734	19,817	364,551
Consumer	51,067	4,509	55,576
Broker-dealer	281,713	—	281,713
Non-covered loans, gross	3,414,254	100,392	3,514,646
Allowance for loan losses	(30,104)	(3,137)	(33,241)
Non-covered loans, net of allowance	\$ 3,384,150	\$ 97,255	\$ 3,481,405

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2012			
Commercial and industrial	\$ 1,311,822	\$ 71,386	\$ 1,383,208
Real estate	1,122,667	62,247	1,184,914
Construction and land development	247,413	33,070	280,483
Consumer	26,629	77	26,706
Broker-dealer	277,085	—	277,085
Non-covered loans, gross	2,985,616	166,780	3,152,396
Allowance for loan losses	(3,409)	—	(3,409)
Non-covered loans, net of allowance	\$ 2,982,207	\$ 166,780	\$ 3,148,987

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### Banking Segment

The loan portfolio constitutes the major earning asset of the banking segment and typically offers the best alternative for obtaining the maximum interest spread above the banking segment's cost of funds. The overall economic strength of the banking segment generally parallels the quality and yield of its loan portfolio. The banking segment's loan portfolio consists of the non-covered loan portfolio and the covered loan portfolio. The covered loan portfolio consists of loans acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC and is discussed under the heading "— Covered Loan Portfolio" below. The non-covered loan portfolio includes all other loans held by the Bank and is discussed herein.

The banking segment's total non-covered loans, net of the allowance for non-covered loan losses, were \$6.9 billion, \$5.9 billion and \$4.7 billion at December 31, 2016, 2015 and 2014, respectively. The banking segment's non-covered loan portfolio includes a warehouse line of credit extended to PrimeLending, of which \$1.6 billion, \$1.4 billion and \$1.2 billion was drawn at December 31, 2016, 2015 and 2014, respectively. During 2016, the commitment under this warehouse line of credit ranged from \$1.5 billion to \$1.9 billion to address seasonal fluctuations in loan origination volumes, and was \$1.8 billion at December 31, 2016. Amounts advanced against the warehouse line of credit are eliminated from net loans on our consolidated balance sheets. The banking segment does not generally participate in syndicated loan transactions and has no foreign loans in its portfolio.

At December 31, 2016, the banking segment had non-covered loan concentrations (loans to borrowers engaged in similar activities) that exceeded 10% of total non-covered loans in its real estate portfolio. The areas of concentration within our non-covered real estate portfolio were non-construction commercial real estate loans, non-construction residential real estate loans, and construction and land development loans, which represented 33.4%, 14.8% and 13.5%, respectively, of the banking segment's total non-covered loans at December 31, 2016. The banking segment's non-covered loan concentrations were within regulatory guidelines at December 31, 2016.

### Broker-Dealer Segment

The loan portfolio of the broker-dealer segment consists primarily of margin loans to customers and correspondents. These loans are collateralized by the securities purchased or by other securities owned by the clients and, because of collateral coverage ratios, are believed to present minimal collectability exposure. Additionally, these loans are subject to a number of regulatory requirements as well as the Hilltop Broker-Dealers' internal policies. The broker-dealer segment's total non-covered loans, net of the allowance for non-covered loan losses, were \$501.9 million, \$590.3 million and \$378.3 million at December 31, 2016, 2015 and 2014, respectively. The decrease during 2016, compared to 2015, was primarily attributable to decreases of \$81.2 million in borrowings in margin accounts and \$6.3 million in receivables from customers. The increase during 2015, compared to 2014, was primarily attributable to the inclusion of the assets acquired in the SWS Merger.

## Mortgage Origination Segment

The loan portfolio of the mortgage origination segment consists of loans held for sale, primarily single-family residential mortgages funded through PrimeLending, and IRLCs with customers pursuant to which we agree to originate a mortgage loan on a future date at an agreed-upon interest rate. The components of the mortgage origination segment's loans held for sale and IRLCs are as follows (in thousands).

	December 31,		
	2016	2015	2014
Loans held for sale:			
Unpaid principal balance	\$ 1,706,383	\$ 1,410,445	\$ 1,218,792
Fair value adjustment	42,115	50,390	53,360
	\$ 1,748,498	\$ 1,460,835	\$ 1,272,152
IRLCs:			
Unpaid principal balance	\$ 944,550	\$ 944,942	\$ 621,216
Fair value adjustment	23,269	23,762	17,057
	\$ 967,819	\$ 968,704	\$ 638,273

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The mortgage origination segment uses forward commitments to mitigate interest rate risk associated with its loans held for sale and IRLCs. The notional amounts of these forward commitments at December 31, 2016, 2015 and 2014 were \$2.1 billion, \$2.0 billion and \$1.5 billion, respectively, while the related estimated fair values were \$8.5 million, (\$1.2) million and \$(11.1) million, respectively.

### Covered Loan Portfolio

### Banking Segment

Loans acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC are referred to as “covered loans” and reported separately in our consolidated balance sheets. Under the terms of the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets (including covered loans): (i) 80% of net losses on the first \$240.4 million of net losses incurred; (ii) 0% of net losses in excess of \$240.4 million up to and including \$365.7 million of net losses incurred; and (iii) 80% of net losses in excess of \$365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for five years and ten years, respectively, and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of \$240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than \$240.4 million. As a result, the Bank expects that it will record amortization associated with its FDIC Indemnification Asset during periods beginning in 2017. As of December 31, 2016, the Bank had billed \$151.1 million of covered net losses to the FDIC, of which 80%, or \$120.9 million, were reimbursable under the loss-share agreements. As of December 31, 2016, the Bank had received aggregate reimbursements of \$120.9 million from the FDIC. While the ultimate amount of any “true-up” payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related “true-up” payment accrual of \$14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. Additionally, as estimates of realized losses on covered assets change, the value of the FDIC Indemnification Asset will be adjusted and therefore may not be realized. As noted above, if the Bank continues to experience favorable resolutions within its covered assets portfolio and covered losses, the Bank will be required to increase its “true-up” payment accrual and recognize amortization on the FDIC Indemnification Asset.

In connection with the FNB Transaction, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. Based on purchase date valuations, the banking segment's portfolio of acquired covered loans had a fair value of \$1.1 billion as of the Bank Closing Date, with no carryover of any allowance for loan losses. Unless the banking segment acquires additional loans subject to loss-share agreements with the FDIC, the covered portfolio will continue to decrease as covered loans are liquidated.

Covered loans held for investment are detailed in the table below and classified by portfolio segment (in thousands).

December 31, 2016	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	\$ 1,185	\$ 1,512	\$ 2,697
Real estate	117,431	127,038	244,469
Construction and land development	3,757	5,204	8,961
Covered loans, gross	122,373	133,754	256,127
Allowance for loan losses	(69)	(344)	(413)
Covered loans, net of allowance	\$ 122,304	\$ 133,410	\$ 255,714

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	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2015			
Commercial and industrial	\$ 1,294	\$ 7,507	\$ 8,801
Real estate	147,502	193,546	341,048
Construction and land development	9,524	20,921	30,445
Covered loans, gross	158,320	221,974	380,294
Allowance for loan losses	(32)	(1,500)	(1,532)
Covered loans, net of allowance	\$ 158,288	\$ 220,474	\$ 378,762

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2014			
Commercial and industrial	\$ 10,345	\$ 20,435	\$ 30,780
Real estate	183,886	368,964	552,850
Construction and land development	13,021	45,989	59,010
Covered loans, gross	207,252	435,388	642,640
Allowance for loan losses	(77)	(4,534)	(4,611)
Covered loans, net of allowance	\$ 207,175	\$ 430,854	\$ 638,029

	Loans, excluding PCI Loans	PCI Loans	Total Loans
December 31, 2013			
Commercial and industrial	\$ 28,533	\$ 38,410	\$ 66,943
Real estate	223,304	564,678	787,982
Construction and land development	25,376	126,068	151,444
Covered loans, gross	277,213	729,156	1,006,369
Allowance for loan losses	(179)	(882)	(1,061)
Covered loans, net of allowance	\$ 277,034	\$ 728,274	\$ 1,005,308

At December 31, 2016, the banking segment had covered loan concentrations (loans to borrowers engaged in similar activities) that exceeded 10% of total covered loans in its real estate portfolio. The areas of concentration within our covered real estate portfolio were non-construction residential real estate loans and non-construction commercial real estate loans, which represented 67.3% and 28.2%, respectively, of the banking segment's total covered loans at December 31, 2016. The banking segment's covered loan concentrations were within regulatory guidelines at December 31, 2016.

## Loan Portfolio Maturities

## Banking Segment

The following table provides information regarding the maturities of the banking segment's non-covered and covered commercial and real estate loans held for investment, net of unearned income (in thousands).

	December 31, 2016			Total
	Due Within One Year	Due From One To Five Years	Due After Five Years	
Commercial and industrial	\$ 2,836,628	\$ 410,450	\$ 103,779	\$ 3,350,857
Real estate (including construction and land development)	1,033,954	1,716,317	1,108,800	3,859,071
Total	\$ 3,870,582	\$ 2,126,767	\$ 1,212,579	\$ 7,209,928
Fixed rate loans	\$ 2,809,207	\$ 1,407,289	\$ 912,517	\$ 5,129,013
Floating rate loans	1,061,375	719,478	300,062	2,080,915
Total	\$ 3,870,582	\$ 2,126,767	\$ 1,212,579	\$ 7,209,928

In the table above, floating rate loans that have reached their applicable rate floor or ceiling are classified as fixed rate loans rather than floating rate loans. The majority of floating rate loans carry an interest rate tied to The Wall Street Journal Prime Rate, as published in The Wall Street Journal.

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### Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses inherent in our existing non-covered and covered loan portfolios. Management has responsibility for determining the level of the allowance for loan losses, subject to review by the Loan Review Committee of the Bank's board of directors.

It is management's responsibility at the end of each quarter, or more frequently as deemed necessary, to analyze the level of the allowance for loan losses to ensure that it is appropriate for the estimated credit losses in the portfolio. Estimated credit losses are the probable current amount of loans that we will be unable to collect given facts and circumstances as of the evaluation date. When management determines that a loan, or portion thereof, is uncollectible, the loan, or portion thereof, is charged-off against the allowance for loan losses, or for acquired loans accounted for in pools, charged against the pool discount. Recoveries on charge-offs of loans acquired in the Bank Transactions that occurred prior to their acquisition represent contractual cash flows not expected to be collected and are recorded as accretion income. Recoveries on acquired loans charged-off subsequent to their acquisition are credited to the allowance for loan loss, except for recoveries on loans accounted for in pools, which are credited to the pool discount.

We have developed a methodology that seeks to determine an allowance within the scope of the Receivables and Contingencies Topics of the ASC. Each of the loans that has been determined to be impaired is within the scope of the Receivables Topic. Impaired loans that are equal to or greater than \$0.5 million are individually evaluated using one of three impairment measurement methods as of the evaluation date: (1) the present value of expected future discounted cash flows on the loan, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. Specific reserves are provided in our estimate of the allowance based on the measurement of impairment under these three methods, except for collateral dependent loans, which require the fair value method. All non-impaired loans are within the scope of the Contingencies Topic. Estimates of loss for the Contingencies Topic are calculated based on historical loss, adjusted for qualitative or environmental factors. The Bank uses a rolling three year average net loss rate to calculate historical loss factors. The analysis is conducted by call report loan category, and further disaggregates commercial and industrial loans by collateral type. The analysis uses net charge-off experience by considering charge-offs and recoveries in determining the loss rate. The historical loss calculation for the quarter is calculated by dividing the current quarter net charge-offs for each loan category by the quarter ended loan category balance. The Bank utilizes a weighted average loss rate to better represent recent trends. The Bank weights the most recent four quarter average at 120% versus the oldest four quarters at 80%.

While historical loss experience provides a reasonable starting point for the analysis, historical losses are not the sole basis upon which we determine the appropriate level for the allowance for loan losses. Management considers recent qualitative or environmental factors that are likely to cause estimated credit losses associated with the existing portfolio to differ from historical loss experience, including but not limited to:

- changes in the volume and severity of past due, nonaccrual and classified loans;



- changes in the nature, volume and terms of loans in the portfolio;
- changes in lending policies and procedures;
- changes in economic and business conditions and developments that affect the collectability of the portfolio;
- changes in lending management and staff;
- changes in the loan review system and the degree of oversight by the Bank's board of directors; and
- any concentrations of credit and changes in the level of such concentrations.

Changes in the volume and severity of past due, nonaccrual and classified loans, as well as changes in the nature, volume and terms of loans in the portfolio are key indicators of changes that could indicate a necessary adjustment to the historical loss factors. The magnitude of the impact of these factors on our qualitative assessment of the allowance for loan loss changes from quarter to quarter.

The loan review program is designed to identify and monitor problem loans by maintaining a credit grading process, requiring that timely and appropriate changes are made to reviewed loans and coordinating the delivery of the information necessary to assess the appropriateness of the allowance for loan losses. Loans are evaluated for impaired status when: (i) payments on the loan are delayed, typically by 90 days or more (unless the loan is both well secured and in the process of collection), (ii) the loan becomes classified, (iii) the loan is being reviewed in the normal course of the loan review scope, or (iv) the loan is identified by the servicing officer as a problem. We review on an individual basis all loan

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relationships equal to or greater than \$0.5 million that exhibit probable or observed credit weaknesses, the top 25 loan relationships by dollar amount in each market we serve, and additional relationships necessary to achieve adequate coverage of our various lending markets.

In connection with the Bank Transactions, we acquired loans both with and without evidence of credit quality deterioration since origination. PCI loans acquired in the PlainsCapital Merger are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and the SWS Merger are accounted for in pools as well as on an individual loan basis. We have established under our PCI accounting policy a framework to aggregate certain acquired loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing. The common risk characteristics used for the pooling of the FNB and SWS PCI loans are risk grade and loan collateral type. The loans acquired in the Bank Transactions were initially recorded at fair value with no carryover of any allowance for loan losses.

An allowance for loan losses on PCI loans is calculated using the quarterly recast of cash flows expected to be collected for each loan or pool. These evaluations require the continued use and updating of key assumptions and estimates such as default rates, loss severity given default and prepayment speed assumptions (similar to those used for the initial fair value estimate). Management judgment must be applied in developing these assumptions. If expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase, any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan.

Loans without evidence of credit impairment at acquisition are subsequently evaluated for any required allowance at each reporting date. An allowance for loan losses is calculated using a methodology similar to that described above for originated loans. The allowance as determined for each loan collateral type is compared to the remaining fair value discount for that loan collateral type. If greater, the excess is recognized as an addition to the allowance through a provision for loan losses. If less than the discount, no additional allowance is recorded. Charge-offs and losses first reduce any remaining fair value discount for the loan and once the discount is depleted, losses are applied against the allowance established for that loan.

Provisions for loan losses are charged to operations to record the total allowance for loan losses at a level deemed appropriate by the banking segment's management based on such factors as the volume and type of lending it conducted, the amount of non-performing loans and related collateral security, the present level of the allowance for loan losses, the results of recent regulatory examinations, generally accepted accounting principles, general economic conditions and other factors related to the ability to collect loans in its portfolio. The provision for loan losses, primarily in the banking segment, was \$40.6 million, \$12.7 million and \$16.9 million during 2016, 2015 and 2014, respectively. The significant increase in the provision for loan losses during 2016, compared with 2015, was primarily the result of the previously mentioned \$24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016.

The allowance for loan losses is subject to regulatory examination and determination as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance. While we believe we have an appropriate allowance for our existing non-covered and covered portfolios at December 31, 2016, additional provisions for losses on existing loans may be necessary in the future.

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The following tables present the activity in our allowance for loan losses within our non-covered and covered loan portfolios for the periods presented (in thousands). Substantially all of the activity shown below occurred within the banking segment. With respect to the covered portfolio, the year ended December 31, 2013 below refers to the period from September 14, 2013 through December 31, 2013.

	Year Ended December 31,				Month
	2016	2015	2014	2013	Ended December 31, 2012
Non-Covered Portfolio					
Balance, beginning of period	\$ 45,415	\$ 37,041	\$ 33,241	\$ 3,409	\$ —
Provisions charged to operations	41,741	12,173	7,747	36,093	3,800
Recoveries of non-covered loans previously charged off:					
Commercial and industrial	1,931	3,558	2,943	3,439	—
Real estate	395	520	218	282	—
Construction and land development	—	—	185	265	—
Consumer	123	127	105	61	—
Broker-dealer	—	123	1	—	—
Total recoveries	2,449	4,328	3,452	4,047	—
Non-covered loans charged off:					
Commercial and industrial	33,776	7,144	6,926	9,359	391
Real estate	1,439	605	114	209	—
Construction and land development	—	—	—	524	—
Consumer	203	378	359	216	—
Broker-dealer	1	—	—	—	—
Total charge-offs	35,419	8,127	7,399	10,308	391
Net charge-offs	(32,970)	(3,799)	(3,947)	(6,261)	(391)
Balance, end of year	\$ 54,186	\$ 45,415	\$ 37,041	\$ 33,241	\$ 3,409
Non-covered allowance for loan losses as a percentage of gross non-covered loans	0.93 %	0.87 %	0.94 %	0.95 %	0.11 %

	Year Ended December 31,			
	2016	2015	2014	2013
Covered Portfolio				
Balance, beginning of year	\$ 1,532	\$ 4,611	\$ 1,061	\$ —
Provisions charged to (recapture from) operations	(1,121)	542	9,186	1,065
Recoveries of covered loans previously charged off:				
Commercial and industrial	—	222	—	—
Real estate	17	120	—	—
Construction and land development	104	—	—	—
Total recoveries	121	342	—	—
Covered loans charged off:				
Commercial and industrial	6	915	90	4
Real estate	62	2,869	5,399	—
Construction and land development	51	179	147	—

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Total charge-offs	119	3,963	5,636	4
Net recoveries (charge-offs)	2	(3,621)	(5,636)	(4)
Balance, end of year	\$ 413	\$ 1,532	\$ 4,611	\$ 1,061
Covered allowance for loan losses as a percentage of gross covered loans	0.16 %	0.40 %	0.72 %	0.11 %

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The distribution of the allowance for loan losses among loan types and the percentage of the loans for that type to gross loans, excluding unearned income, within our non-covered and covered loan portfolios are presented in the tables below (dollars in thousands).

	December 31, 2016			2015			2014			2013		
	Reserve	% of Gross Non- Covered Loans	%	Reserve	% of Gross Non- Covered Loans	%	Reserve	% of Gross Non- Covered Loans	%	Reserve	% of Gross Non- Covered Loans	%
Non-Covered Portfolio												
Commercial and industrial	\$ 21,369	29.03	%	\$ 19,845	29.82	%	\$ 18,833	35.21	%	\$ 16,717	38.57	%
Real estate (including construction and land development)	32,238	61.67	%	25,047	57.96	%	17,581	53.78	%	16,288	51.84	%
Consumer	424	0.71	%	314	0.88	%	461	1.36	%	88	1.58	%
Broker-dealer	155	8.59	%	209	11.34	%	166	9.65	%	148	8.01	%
Total	\$ 54,186	100.00	%	\$ 45,415	100.00	%	\$ 37,041	100.00	%	\$ 33,241	100.00	%

	December 31, 2016			2015			2014			2013		
	Reserve	% of Gross Covered loans	%	Reserve	% of Gross Covered Loans	%	Reserve	% of Gross Covered Loans	%	Reserve	% of Gross Covered Loans	%
Covered Portfolio												
Commercial and industrial	\$ 35	1.05	%	\$ 758	2.31	%	\$ 1,193	4.79	%	\$ 1,053	6.65	%
Real estate (including construction and land development)	378	98.95	%	774	97.69	%	3,418	95.21	%	8	93.35	%
Total	\$ 413	100.00	%	\$ 1,532	100.00	%	\$ 4,611	100.00	%	\$ 1,061	100.00	%

## Potential Problem Loans

Potential problem loans consist of loans that are performing in accordance with contractual terms but for which management has concerns about the ability of an obligor to continue to comply with repayment terms because of the obligor's potential operating or financial difficulties. Management monitors these loans and reviews their performance on a regular basis. Potential problem loans contain potential weaknesses that could improve, persist or further

deteriorate. If such potential weaknesses persist without improving, the loan is subject to downgrade, typically to substandard, in three to six months. Potential problem loans are assigned a grade of special mention within our risk grading matrix. Potential problem loans do not include PCI loans because PCI loans exhibited evidence of credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected. Within our non-covered loan portfolio, we had four credit relationships totaling \$3.8 million of potential problem loans at December 31, 2016, compared with two credit relationships totaling \$1.6 million of potential problem loans at December 31, 2015 and three credit relationships totaling \$1.8 million of potential problem loans at December 31, 2014. Within our covered loan portfolio, we had one credit relationship totaling \$0.5 million of potential problem loans at December 31, 2016, compared with one credit relationship totaling \$0.5 million with potential problem loans at December 31, 2015 and no credit relationships with potential problem loans at December 31, 2014.

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## Non-Performing Assets

The following table presents components of our non-covered non-performing assets (dollars in thousands).

	December 31,				
	2016	2015	2014	2013	2012
Non-covered loans accounted for on a non-accrual basis:					
Commercial and industrial	\$ 9,515	\$ 17,764	\$ 16,648	\$ 16,730	\$ —
Real estate	13,932	7,160	4,707	6,511	1,756
Construction and land development	755	114	703	112	—
Consumer	244	7	—	—	—
Broker-dealer	—	—	—	—	—
	\$ 24,446	\$ 25,045	\$ 22,058	\$ 23,353	\$ 1,756
Non-covered non-performing loans as a percentage of total non-covered loans	0.32 %	0.37 %	0.42 %	0.51 %	0.04 %
Non-covered other real estate owned	\$ 4,507	\$ 394	\$ 808	\$ 4,805	\$ 11,098
Other repossessed assets	\$ 1,117	\$ —	\$ 361	\$ 13	\$ 557
Non-covered non-performing assets	\$ 30,070	\$ 25,439	\$ 23,227	\$ 28,171	\$ 13,411
Non-covered non-performing assets as a percentage of total assets	0.24 %	0.21 %	0.25 %	0.32 %	0.18 %
Non-covered loans past due 90 days or more and still accruing	\$ 47,486	\$ 50,776	\$ 19,237	\$ 7,301	\$ 3,563
Troubled debt restructurings included in accruing non-covered loans	\$ 1,196	\$ 1,418	\$ 2,901	\$ 1,055	\$ —

At December 31, 2016, total non-covered non-performing assets increased \$4.7 million to \$30.1 million, compared with \$25.4 million at December 31, 2015. Total non-covered non-performing assets increased \$2.2 million to \$25.4 million, compared with \$23.2 million at December 31, 2014. Non-covered non-performing loans totaled \$24.4 million, \$25.0 million and \$22.1 million at December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, non-covered non-accrual loans included 19 commercial and industrial relationships with loans of \$9.5 million secured by accounts receivable, life insurance, oil and gas, livestock, and equipment. Non-covered non-accrual loans at December 31, 2016 also included \$13.9 million characterized as real estate loans, including five commercial real estate loan relationships totaling \$11.0 million and \$2.9 million in loans secured by residential real estate, \$1.7 million of which were classified as loans held for sale, as well as construction and land development loans of \$0.8 million. At December 31, 2015, non-covered non-accrual loans included 20 commercial and industrial relationships with loans of



\$17.4 million secured by accounts receivable, inventory, life insurance, livestock, and oil and gas, and a total of \$0.3 million in lease financing receivables. Non-covered non-accrual loans at December 31, 2015 also included \$7.2 million characterized as real estate loans, including four commercial real estate loan relationships of \$4.6 million and loans secured by residential real estate of \$2.6 million, \$1.6 million of which were classified as loans held for sale, as well as construction and land development loans of \$0.1 million. At December 31, 2014, non-covered non-accrual loans included twelve commercial and industrial relationships with loans of \$15.0 million secured by accounts receivable, inventory, equipment and life insurance, and a total of \$1.6 million in lease financing receivables. Non-covered non-accrual loans at December 31, 2014 also included \$4.7 million characterized as real estate loans, including two commercial real estate loan relationships of \$0.4 million and loans secured by residential real estate of \$1.3 million, \$3.0 million of which were classified as loans held for sale, as well as construction and land development loans of \$0.7 million.

Non-covered OREO increased \$4.1 million to \$4.5 million at December 31, 2016, compared with \$0.4 million at December 31, 2015. Changes in non-covered OREO included the addition of eight properties totaling \$6.3 million and the disposal of six properties totaling \$1.6 million. At December 31, 2016, non-covered OREO included commercial properties of \$4.2 million and other real estate properties of \$0.3 million. At December 31, 2015, non-covered OREO included commercial properties of \$0.4 million.

Non-covered non-PCI loans past due 90 days or more and still accruing were \$47.5 million, \$50.8 million and \$19.2 million at December 31, 2016, 2015 and 2014, respectively, substantially all of which were loans held for sale and guaranteed by U.S. Government agencies, including loans that are subject to repurchase, or have been repurchased, by PrimeLending.

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At December 31, 2016, troubled debt restructurings (“TDRs”) on non-covered loans totaled \$6.4 million. These TDRs were comprised of \$1.2 million of non-covered loans that were considered to be performing and non-covered non-performing loans of \$5.2 million reported in non-accrual loans. At December 31, 2015, TDRs on non-covered loans totaled \$9.3 million, of which \$1.4 million related to non-covered loans that were considered to be performing and non-covered non-performing loans of \$7.9 million reported in non-accrual loans. At December 31, 2014, TDRs on non-covered loans totaled \$10.3 million, of which \$2.9 million related to non-covered loans that were considered to be performing and non-covered non-performing loans of \$7.4 million reported in non-accrual loans.

The following table presents components of our covered non-performing assets (dollars in thousands).

	December 31,							
	2016		2015		2014		2013	
Covered loans accounted for on a non-accrual basis:								
Commercial and industrial	\$	52	\$	68	\$	1,325	\$	973
Real estate		3,765		2,958		31,869		249
Construction and land development		19		5,952		1,029		575
	\$	3,836	\$	8,978	\$	34,223	\$	1,797
Covered non-performing loans as a percentage of total covered loans	1.50	%	2.36	%	5.33	%	0.18	%
Covered other real estate owned:								
Real estate - residential	\$	7,396	\$	17,718	\$	15,711	\$	11,634
Real estate - commercial		9,558		33,425		40,889		51,897
Construction and land development - residential		7,926		9,190		21,719		36,866
Construction and land development - commercial		26,762		38,757		58,626		42,436
	\$	51,642	\$	99,090	\$	136,945	\$	142,833
Other repossessed assets	\$	—	\$	—	\$	—	\$	—
Covered non-performing assets	\$	55,478	\$	108,068	\$	171,168	\$	144,630
Covered non-performing assets as a percentage of total assets	0.44	%	0.91	%	1.85	%	1.62	%
Covered loans past due 90 days or more and still accruing	\$	173	\$	—	\$	67	\$	—
Troubled debt restructurings included in accruing covered loans	\$	503	\$	515	\$	326	\$	—

At December 31, 2016, covered non-performing assets decreased by \$52.6 million to \$55.5 million, compared with \$108.1 million at December 31, 2015, due to decreases in covered other real estate owned of \$47.5 million and covered non-accrual loans of \$5.1 million. At December 31, 2015, covered non-performing assets decreased by \$63.1

million to \$108.1 million, compared with \$171.2 million at December 31, 2014, due to decreases in covered non-accrual loans of \$25.3 million and covered other real estate owned of \$37.8 million. Covered non-performing loans totaled \$3.8 million, \$9.0 million and \$34.2 million at December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, covered non-performing loans included one commercial and industrial relationships of \$0.1 million, three commercial real estate loan relationships of \$0.7 million and 31 residential real estate loan relationships of \$3.0 million. At December 31, 2015, covered non-performing loans included four commercial and industrial relationships with loans of \$0.1 million secured by accounts receivable and inventory, two commercial real estate loan relationships of \$0.4 million, 25 residential real estate loan relationships of \$2.5 million, as well as construction and land development loans of \$6.0 million. At December 31, 2014, covered non-performing loans included two commercial and industrial relationships with loans of \$1.2 million secured by accounts receivable and inventory, four commercial real estate loan relationships of \$30.8 million, nine residential real estate loan relationships of \$1.1 million, as well as construction and land development loans of \$1.0 million.

OREO acquired in the FNB Transaction that is subject to the FDIC loss-share agreements is referred to as “covered OREO” and reported separately in our consolidated balance sheets. Covered OREO decreased \$47.5 million to \$51.6 million at December 31, 2016, compared with \$99.1 million at December 31, 2015. The decrease was primarily due to the disposal of 212 properties totaling \$42.9 million and fair value valuation decreases of \$18.5 million, partially offset by the addition of 124 properties totaling \$13.9 million. Covered OREO decreased \$37.8 million to \$99.1 million at December

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31, 2015, compared with \$136.9 million at December 31, 2014. The decrease was primarily due to the disposal of 251 properties totaling \$71.7 million and fair value valuation decreases of \$16.6 million, partially offset by the addition of 150 properties totaling \$50.5 million.

Covered non-PCI loans past due 90 days or more and still accruing totaled \$0.2 million at December 31, 2016 and included one residential real estate loan and one commercial and industrial loan. There were no covered non-PCI loans past due 90 days or more and still accruing at December 31, 2015. Covered non-PCI loans past due 90 days or more and still accruing totaled \$0.1 million at December 31, 2014 and included a secured commercial and industrial loan, a construction and land development loan, and a residential real estate loan.

At December 31, 2016, TDRs on covered loans totaled \$1.4 million, of which \$0.5 million related to covered loans that were considered to be performing and covered non-performing loans of \$0.9 million included in non-accrual loans. At December 31, 2015, TDRs on covered loans totaled \$1.5 million, of which \$0.5 million related to covered loans that were considered to be performing and covered non-performing loans of \$1.0 million included in non-accrual loans. At December 31, 2014, TDRs on covered loans totaled \$0.7 million, of which \$0.3 million related to covered loans that were considered to be performing and covered non-performing loans of \$0.4 million included in non-accrual loans.

## Insurance Losses and Loss Adjustment Expenses

At December 31, 2016, 2015 and 2014, our gross reserves for unpaid losses and LAE was \$35.8 million, \$44.4 million, and \$29.7 million, respectively, including estimated recoveries from reinsurance of \$9.4 million, \$13.5 million and \$4.3 million, respectively. The liability for insurance losses and LAE represents estimates of the ultimate unpaid cost of all losses incurred, including losses for claims that have not yet been reported, less a reduction for reinsurance recoverables related to those liabilities. Separately for each of NLIC and ASIC and each line of business, our actuaries estimate the liability for unpaid losses and LAE by first estimating ultimate losses and LAE amounts for each year, prior to recognizing the impact of reinsurance. The amount of liabilities for reported claims is based primarily on a claim-by-claim evaluation of coverage, liability, injury severity or scope of property damage, and any other information considered relevant to estimating exposure presented by the claim.

The methods that our actuaries utilize to estimate ultimate loss and LAE amounts are the paid and reported loss development method and the paid and reported Bornhuetter-Ferguson method (the "BF method"). Significant periods of time can elapse between the occurrence of an insured loss, the reporting of the loss to the insurer and the insurer's payment of that loss. NLC's liabilities for unpaid losses represent the best estimate at a given point in time of what it expects to pay claimants, based on facts, circumstances and historical trends then known. During the loss settlement period, additional facts regarding individual claims may become known and, consequently, it often becomes necessary to refine and adjust the estimates of liability. This process is commonly referred to as loss development. To project ultimate losses and LAE, our actuaries examine the paid and reported losses and LAE for each accident year and multiply these values by a loss development factor. The selected loss development factors are based upon a review of

the loss development patterns indicated in the companies' historical loss triangles (which utilize historical trends, adjusted for changes in loss costs, underwriting standards, policy provisions, product mix and other factors) and applicable insurance industry loss development factors. Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors that are subject to significant variation. Liabilities for LAE are intended to cover the ultimate cost of settling claims, including investigation and defense of lawsuits resulting from such claims.

The BF method is a procedure that weights an expected ultimate loss and LAE amount, and the result of the loss development method. This method is useful when loss data is immature or sparse because it is not as sensitive as the loss development method to unusual variations in the paid or reported amounts. The BF method requires an initial estimate of expected ultimate losses and LAE. For each year, the expected ultimate losses and LAE is based on a review of the ultimate loss ratios indicated in the companies' historical data and applicable insurance industry ultimate loss ratios. Each loss development factor, paid or reported, implies a certain percent of the ultimate losses and LAE is still unpaid or unreported. The amounts of unpaid or unreported losses and LAE by year are estimated as the percentage unpaid or unreported, times the expected ultimate loss and LAE amounts. To project ultimate losses and LAE, the actual paid or reported losses and LAE to date are added to the estimated unpaid or unreported amounts. The results of each actuarial method performed by year are reviewed to select an ultimate loss and LAE amount for each accident year. In general, more weight is given to the loss development projections for more mature accident periods and more weight is given to the BF methods for less mature accident periods.

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The reserve analysis performed by our actuaries provides preliminary central estimates of the unpaid losses and LAE. At each quarter-end, the results of the reserve analysis are summarized and discussed with our senior management. The senior management group considers many factors in determining the amount of reserves to record for financial statement purposes. These factors include the extent and timing of any recent catastrophic events, historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and reported loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in our pricing and underwriting, and overall pricing and underwriting trends in the insurance market. We would consider reasonably likely changes in the key assumptions to have an impact on our best estimate by plus or minus 10%. At December 31, 2016, this equates to approximately plus or minus \$2.6 million, or 1.6% of insurance segment equity, and 2.9% of calendar year 2016 insurance losses.

## Deposits

The banking segment's major source of funds and liquidity is its deposit base. Deposits provide funding for its investments in loans and securities. Interest paid for deposits must be managed carefully to control the level of interest expense and overall net interest margin. The composition of the deposit base (time deposits versus interest-bearing demand deposits and savings), as discussed in more detail within the section entitled "Liquidity and Capital Resources — Banking Segment" below, is constantly changing due to the banking segment's needs and market conditions. Average deposits totaled \$7.1 billion during 2016, and was relatively consistent with average deposits of \$7.0 billion during 2015 and an increase from average deposits of \$6.4 billion during 2014. The significant year-over-year increase in average deposits during 2015, compared with 2014, were primarily due to the assumption of deposits in the SWS Merger. For the periods presented in the table below, the average rates paid associated with time deposits include the effects of amortization of the deposit premiums booked as a part of the Bank Transactions.

The table below presents the average balance of, and rate paid on, consolidated deposits (dollars in thousands).

	Year Ended December 31,		2015		2014			
	2016		2015		2014			
	Average	Average	Average	Average	Average	Average	Average	
	Balance	Rate Paid	Balance	Rate Paid	Balance	Rate Paid	Rate Paid	
Noninterest-bearing demand deposits	\$ 2,241,561	0.00 %	\$ 2,187,336	0.00 %	\$ 1,862,277	0.00 %		
Interest-bearing demand deposits	3,185,006	0.14 %	3,011,647	0.13 %	2,249,527	0.22 %		
Savings deposits	301,877	0.15 %	297,857	0.15 %	304,774	0.19 %		
Time deposits	1,337,491	0.81 %	1,494,573	0.74 %	1,936,447	0.53 %		
	\$ 7,065,935	0.22 %	\$ 6,991,413	0.22 %	\$ 6,353,025	0.25 %		

The maturity of consolidated interest-bearing time deposits of \$100,000 or more at December 31, 2016 is set forth in the table below (in thousands).

Months to maturity:	
3 months or less	\$ 153,269
3 months to 6 months	157,955
6 months to 12 months	254,815
Over 12 months	331,750
	\$ 897,789

The banking segment experienced an increase of \$125.8 million in interest-bearing time deposits of \$100,000 or more at December 31, 2016, compared to December 31, 2015, primarily due to our strategic decision to offer more aggressive time deposit rate options. This change compares favorably to the decrease in interest-bearing time deposits of \$100,000 or more at December 31, 2015, compared to December 31, 2014, of \$186.2 million primarily due our strategic decisions to both not renew any “listing service” time deposits and offer lower renewal rates on certain time deposits acquired in the FNB Transaction to conform to the Bank’s interest rate structure. At December 31, 2016, there were \$782.4 million in interest-bearing time deposits scheduled to mature within one year.

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## Borrowings

Our borrowings are shown in the table below (dollars in thousands).

	December 31, 2016		2015			2014			
	Balance	Average Rate Paid	Balance	Average Rate Paid	Balance	Average Rate Paid			
Short-term borrowings	\$ 1,417,289	0.65 %	\$ 947,373	0.56 %	\$ 762,696	0.32 %			
Notes payable	317,912	3.89 %	238,716	3.93 %	56,684	4.27 %			
Junior subordinated debentures	67,012	3.99 %	67,012	3.58 %	67,012	3.52 %			
	\$ 1,802,213	1.57 %	\$ 1,253,101	1.38 %	\$ 886,392	0.88 %			

Short-term borrowings consisted of federal funds purchased, securities sold under agreements to repurchase, borrowings at the Federal Home Loan Bank (“FHLB”) and short-term bank loans. The \$469.9 million increase in short-term borrowings at December 31, 2016 compared with December 31, 2015 included an increase in borrowings of \$428.2 million in our banking segment primarily associated with an increase in borrowings under the mortgage origination segment’s warehouse line of credit with the Bank and a net increase of \$34.5 million in short-term bank loans and securities sold under agreements to repurchase used by the Hilltop Broker-Dealers to finance their activities. The \$184.7 million increase in short-term borrowings at December 31, 2015 compared with December 31, 2014 was primarily due to an increase in borrowings of \$167.4 million in our banking segment to fund an increase in borrowings under the mortgage origination segment’s warehouse line of credit with the Bank and an increase of \$17.3 million in borrowings by the Hilltop Broker-Dealers to finance their activities. The increase in Hilltop Broker-Dealer borrowings was primarily due to the inclusion of the operations acquired in the SWS Merger. Notes payable at December 31, 2016 of \$317.9 million was comprised of \$148.3 million related to Senior Notes, net of loan origination fees, associated with our debt offering in April 2015, FHLB borrowings with an original maturity greater than one year held by the former SWS FSB within the banking segment of \$102.6 million, insurance segment term notes of \$50.5 million, and mortgage origination segment borrowings of \$16.5 million. Notes payable at December 31, 2015 of \$238.7 million was comprised of \$148.2 million related to Senior Notes, net of loan origination fees, insurance segment term notes of \$54.5 million, and FHLB borrowings with an original maturity greater than one year held by the former SWS FSB within the banking segment of \$36.0 million. For the 2016 and 2015 periods above, the average rate paid associated with notes payable includes the effect of amortization of the premiums on FHLB borrowings booked as a part of the SWS Merger. Notes payable at December 31, 2014 of \$56.7 million was primarily comprised of insurance segment term notes of \$52.5 million.

## Liquidity and Capital Resources



Hilltop is a financial holding company whose assets primarily consist of the stock of its subsidiaries and invested assets. Hilltop's primary investment objectives, as a holding company, are to preserve capital and have cash resources available to make acquisitions. At December 31, 2016, Hilltop had \$103.9 million in freely available cash and cash equivalents, an increase of \$48.4 million from \$55.5 million at December 31, 2015. This increase in available cash was primarily due to the net effects of Hilltop's receipt of \$87.8 million in dividends from PCC, a \$20.0 million contribution of capital to Hilltop Securities, payment of \$5.8 million in cash dividends declared during the fourth quarter of 2016, and payment of transaction-related costs associated with the SWS Merger and other general corporate expenses. If necessary or appropriate, we may also finance acquisitions with the proceeds from equity or debt issuances. Subject to regulatory restrictions, Hilltop has received, and may also continue to receive, dividends from its subsidiaries. We believe that Hilltop's liquidity is sufficient for the foreseeable future, with current short-term liquidity needs including operating expenses, interest on debt obligations, dividend payments to stockholders and potential stock repurchases.

#### Dividend Program and Declaration

On October 27, 2016, we announced that, for the first time in our history, Hilltop's board of directors authorized a dividend program and declared our first quarterly cash dividend of \$0.06 per common share, or \$5.8 million, paid on November 30, 2016. Then, on January 26, 2017, our board of directors declared a quarterly cash dividend of \$0.06 per common share, payable on February 28, 2017 to all common stockholders of record as of the close of business on February 15, 2017.

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Future dividends on our common stock are subject to the determination by the board of directors based on an evaluation of our earnings and financial condition, liquidity and capital resources, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to our common stock and other factors.

Senior Notes due 2025

On April 9, 2015, we completed an offering of \$150.0 million aggregate principal amount of our 5% senior notes due 2015 (“Senior Unregistered Notes”) in a private offering that was exempt from the registration requirements of the Securities Act. The Senior Unregistered Notes were offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to persons outside of the United States under Regulation S under the Securities Act. The Senior Unregistered Notes were issued pursuant to an indenture, dated as of April 9, 2015 (the “indenture”), by and between Hilltop and U.S. Bank National Association, as trustee. The net proceeds from the offering, after deducting estimated fees and expenses and the initial purchasers’ discounts, were approximately \$148 million. We used the net proceeds of the offering to redeem all of our outstanding Series B Preferred Stock at an aggregate liquidation value of \$114.1 million, plus accrued but unpaid dividends of \$0.4 million, and Hilltop utilized the remainder for general corporate purposes.

In connection with the issuance of the Senior Unregistered Notes, on April 9, 2015, we entered into a registration rights agreement with the initial purchasers of the Senior Unregistered Notes. Under the terms of the registration rights agreement, we agreed to offer to exchange the Senior Unregistered Notes for notes registered under the Securities Act (the “Senior Registered Notes”). The terms of the Senior Registered Notes are substantially identical to the Senior Unregistered Notes for which they were exchanged (including principal amount, interest rate, maturity and redemption rights), except that the Senior Registered Notes generally are not subject to transfer restrictions. On May 22, 2015, and subject to the terms and conditions set forth in the Senior Registered Notes prospectus, we commenced an offer to exchange the outstanding Senior Unregistered Notes for Senior Registered Notes. Substantially all of the Senior Unregistered Notes were tendered for exchange, and on June 22, 2015, we fulfilled all of the requirements of the registration rights agreement for the Senior Unregistered Notes by issuing Senior Registered Notes in exchange for the tendered Senior Unregistered Notes. We refer to the Senior Registered Notes and the Senior Unregistered Notes that remain outstanding collectively as the “Senior Notes.”

The Senior Notes bear interest at a rate of 5% per year, payable semi-annually in arrears in cash on April 15 and October 15 of each year, commencing on October 15, 2015. The Senior Notes will mature on April 15, 2025, unless we redeem the Senior Notes, in whole at any time or in part from time to time, on or after January 15, 2025 (three months prior to the maturity date of the Senior Notes) at our election at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

The indenture contains covenants that limit our ability to, among other things and subject to certain significant exceptions: (i) dispose of or issue voting stock of certain of our bank subsidiaries or subsidiaries that own voting stock

of our bank subsidiaries, (ii) incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain of our bank subsidiaries or subsidiaries that own capital stock of our bank subsidiaries and (iii) sell all or substantially all of our assets or merge or consolidate with or into other companies. The indenture also provides for certain events of default, which, if any of them occurs, would permit or require the principal amount, premium, if any, and accrued and unpaid interest on the then outstanding Senior Notes to be declared immediately due and payable.

#### Stock Repurchase Program

During January 2017, our board of directors reauthorized the stock repurchase program originally approved during the second quarter of 2016 through January 2018. Pursuant to the stock repurchase program, we are authorized to repurchase, in the aggregate, up to \$50.0 million of our outstanding common stock. Under the stock repurchase program authorized, we may repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of December 31, 2016, the Company had not repurchased any shares of its outstanding common stock under this stock repurchase program. The extent to which we repurchase our shares and the timing of such repurchases depends upon market conditions and other corporate considerations, as determined by Hilltop's management team. The purchases will be funded from available cash balances. Any retired shares will be returned to our pool of authorized but unissued shares of common stock.

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## Loss-Share Agreements

In connection with the FNB Transaction, the Bank entered into two loss-share agreements with the FDIC that collectively cover \$1.2 billion of loans and OREO acquired in the FNB Transaction, which we refer to as “covered assets”. Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first \$240.4 million of net losses incurred; (ii) 0% of net losses in excess of \$240.4 million up to and including \$365.7 million of net losses incurred; and (iii) 80% of net losses in excess of \$365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family assets. The loss-share agreements for commercial and single family residential loans are in effect for five years and ten years, respectively, from the Bank Closing Date and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any “true-up” payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related “true-up” payment accrual of \$14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

## Regulatory Capital

We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements may prompt certain actions by regulators that, if undertaken, could have a direct material adverse effect on our financial condition and results of operations. Under capital adequacy and regulatory requirements, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices.

In January 2015, the comprehensive capital framework (“Basel III”) for U.S. banking organizations became effective for PlainsCapital and Hilltop for reporting periods beginning after January 1, 2015 (subject to a phase-in period through January 2019). Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital is further composed of common equity Tier 1 capital and additional Tier 1 capital. Total capital is the sum of Tier 1 capital and Tier 2 capital. We perform reviews of the classification and calculation of risk-weighted assets to ensure accuracy and compliance with the Basel III regulatory capital requirements. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer helps to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets. The phase-in of the capital conservation buffer requirements began on January 1, 2016 for Hilltop and PlainsCapital. Based on the actual ratios as noted below, Hilltop and PlainsCapital exceed each of the capital conservation buffer requirements in effect as of December 31, 2016, as well as the fully phased-in requirements through 2019.

In addition, under the final rules, bank holding companies with less than \$15 billion in assets as of December 31, 2009 are allowed to continue to include junior subordinated debentures in Tier 1 capital, subject to certain restrictions. However, if an institution grows to above \$15 billion in assets as a result of an acquisition, or organically grows to above \$15 billion in assets and then makes an acquisition, the combined trust preferred issuances must be phased out of Tier 1 and into Tier 2 capital. All of the debentures issued to the PCC Statutory Trusts I, II, III and IV (the "Trusts"), less the common stock of the Trusts, qualified as Tier 1 capital as of December 31, 2016, under guidance issued by the Board of Governors of the Federal Reserve System.

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At December 31, 2016, Hilltop had a total capital to risk weighted assets ratio of 19.34%, Tier 1 capital to risk weighted assets ratio of 18.87%, common equity Tier 1 capital to risk weighted assets ratio of 18.30% and a Tier 1 capital to average assets, or leverage, ratio of 13.51%. Accordingly, Hilltop's actual capital amounts and ratios in accordance with Basel III exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

At December 31, 2016, PlainsCapital had a total capital to risk weighted assets ratio of 15.38%, Tier 1 capital to risk weighted assets ratio of 14.64%, common equity Tier 1 capital to risk weighted assets ratio of 14.64%, and a Tier 1 capital to average assets, or leverage, ratio of 12.35%. Accordingly, PlainsCapital's actual capital amounts and ratios in accordance with Basel III resulted in it being considered "well-capitalized" and exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

We discuss regulatory capital requirements in more detail in Note 21 to our consolidated financial statements, as well as under the caption "Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and BASEL III" set forth in Part I, Item I. of our Annual Report on Form 10-K.

## Banking Segment

Within our banking segment, our primary uses of cash are for customer withdrawals and extensions of credit as well as our borrowing costs and other operating expenses. Our asset and liability group is responsible for continuously monitoring our liquidity position to ensure that our assets and liabilities are managed in a manner that will meet our short-term and long-term cash requirements. Our goal is to manage our liquidity position in a manner such that we can meet our customers' short-term and long-term deposit withdrawals and anticipated and unanticipated increases in loan demand without penalizing earnings. Funds invested in short-term marketable instruments, the continuous maturing of other interest-earning assets, cash flows from self-liquidating investments such as mortgage-backed securities and collateralized mortgage obligations, the possible sale of available for sale securities, and the ability to securitize certain types of loans provide sources of liquidity from an asset perspective. The liability base provides sources of liquidity through deposits and the maturity structure of short-term borrowed funds. For short-term liquidity needs, we utilize federal fund lines of credit with correspondent banks, securities sold under agreements to repurchase, borrowings from the Federal Reserve and borrowings under lines of credit with other financial institutions. For intermediate liquidity needs, we utilize advances from the FHLB. To supply liquidity over the longer term, we have access to brokered time deposits, term loans at the FHLB and borrowings under lines of credit with other financial institutions.

We had deposits of \$7.1 billion at December 31, 2016, a slight increase of \$111.1 million from \$7.0 billion at December 31, 2015. Deposit flows are affected by the level of market interest rates, the interest rates and products offered by competitors, the volatility of equity markets and other factors. At December 31, 2016, money market deposits, including brokered deposits, were \$1.8 billion; time deposits, including brokered deposits, were \$1.2 billion;

and noninterest bearing demand deposits were \$2.2 billion. Money market deposits, including brokered deposits, increased by \$117.3 million from \$1.6 billion and time deposits, including brokered deposits, decreased \$156.7 million from \$1.4 billion at December 31, 2015.

The Bank's 15 largest depositors, excluding Hilltop and Hilltop Securities, accounted for 9.22% of the Bank's total deposits, and the Bank's five largest depositors, excluding Hilltop and Hilltop Securities, accounted for 4.77% of the Bank's total deposits at December 31, 2016. The loss of one or more of our largest Bank customers, or a significant decline in our deposit balances due to ordinary course fluctuations related to these customers' businesses, could adversely affect our liquidity and might require us to raise deposit rates to attract new deposits, purchase federal funds or borrow funds on a short-term basis to replace such deposits.

#### Broker-Dealer Segment

The Hilltop Broker-Dealers rely on their equity capital, short-term bank borrowings, interest-bearing and non-interest-bearing client credit balances, correspondent deposits, securities lending arrangements, repurchase agreement financings and other payables to finance their assets and operations, subject to their respective compliance with broker-dealer net capital and customer protection rules. At December 31, 2016, Hilltop Securities had credit arrangements with five unaffiliated banks of up to \$700.0 million. These credit arrangements are used to finance securities owned, securities held for correspondent accounts, receivables in customer margin accounts and underwriting activities. These credit arrangements are provided on an "as offered" basis and are not committed lines of credit. In addition, Hilltop Securities

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has a committed revolving credit facility with an unaffiliated bank of up to \$50.0 million. At December 31, 2016, Hilltop Securities had borrowed \$135.0 million under its credit arrangements and had no borrowings under its credit facility.

### Mortgage Origination Segment

PrimeLending funds the mortgage loans it originates through a warehouse line of credit maintained with the Bank. During 2016, this warehouse line of credit's commitment ranged from \$1.5 billion to \$1.9 billion to address seasonal fluctuations in loan origination volumes. At December 31, 2016, PrimeLending had outstanding borrowings of \$1.6 billion against the warehouse line of credit commitment of \$1.8 billion. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, the majority with servicing released. As these mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with the Bank. In addition, PrimeLending has an available line of credit with JPMorgan Chase Bank, NA ("JPMorgan Chase") of up to \$1.0 million, of which no borrowings were outstanding at December 31, 2016.

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC ("Ventures Management"). Ventures Management is the managing member and owns 51% of the membership interest in both PrimeLending Ventures, LLC ("Ventures") and Mutual of Omaha Mortgage, LLC ("Mutual"). Ventures has available lines of credit with each of the Bank and Wells Fargo Bank, N.A. ("Wells Fargo") of up to \$20.0 million. At December 31, 2016, Ventures had \$6.0 million and \$16.5 million in borrowings under its Bank warehouse line of credit and its Wells Fargo line of credit, respectively. Mutual has available warehouse lines of credit with the Bank and Comerica Bank ("Comerica") of up to \$10.0 million and \$20.0 million, respectively. At December 31, 2016, Mutual had \$1.8 million in borrowings under its Bank warehouse line of credit and no outstanding borrowings on its Comerica line of credit.

### Insurance Segment

Our insurance operating subsidiary's primary investment objectives are to preserve capital and manage for a total rate of return. NLC's strategy is to purchase securities in sectors that represent the most attractive relative value. Bonds, cash and short-term investments of \$224.3 million, or 90.0%, equity investments of \$19.8 million and other investments of \$5.0 million comprised NLC's \$249.1 million in total cash and investments at December 31, 2016. NLC does not currently have any significant concentration in both direct and indirect guarantor exposure or any investments in subprime mortgages. NLC has custodial agreements with Wells Fargo and an investment management agreement with DTF Holdings, LLC.

### Contractual Obligations



The following table presents information regarding our contractual obligations at December 31, 2016 (in thousands). Our reserve for losses and LAE does not have a contractual maturity date. However, based on historical payment patterns, the amounts presented are management's estimate of the expected timing of these payments. The timing of payments is subject to significant uncertainty. NLC maintains a portfolio of investments with varying maturities to provide adequate cash flows for such payments. Payments related to leases are based on actual payments specified in the underlying contracts. Payments related to short-term borrowings and long-term debt obligations include the estimated contractual interest payments under the respective agreements.

	Payments Due by Period				Total
	1 year or Less	More than 1 Year but Less than 3 Years	3 Years or More but Less than 5 Years	5 Years or More	
Reserve for losses and LAE	\$ 24,648	\$ 9,959	\$ 1,111	\$ 108	\$ 35,826
Short-term borrowings	1,426,130	—	—	—	1,426,130
Long-term debt obligations	113,460	40,709	29,607	366,320	550,096
Capital lease obligations	1,129	2,354	2,411	5,914	11,808
Operating lease obligations	34,800	56,623	34,049	41,357	166,829
FDIC loss-share obligation (1)	—	—	—	14,225	14,225
Total	\$ 1,600,167	\$ 109,645	\$ 67,178	\$ 427,924	\$ 2,204,914

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(1) In accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any “true-up” payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded the noted “true-up” payment accrual at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

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### Impact of Inflation and Changing Prices

Our consolidated financial statements included herein have been prepared in accordance with GAAP, which presently require us to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on our operations is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond our control, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the U.S. government, its agencies and various other governmental regulatory authorities.

### Off-Balance Sheet Arrangements; Commitments; Guarantees

In the normal course of business, we enter into various transactions, which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in our consolidated balance sheets.

We enter into contractual loan commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of our commitments to extend credit are contingent upon customers maintaining specific credit standards until the time of loan funding. We minimize our exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. We assess the credit risk associated with certain commitments to extend credit and have recorded a liability related to such credit risk in our consolidated financial statements.

Standby letters of credit are written conditional commitments issued by us to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, we would be entitled to seek recovery from the customer. Our policies generally require that standby letter of credit arrangements contain security and debt covenants similar to those contained in loan agreements.

In the aggregate, the Bank had outstanding unused commitments to extend credit of \$1.8 billion at December 31, 2016 and outstanding financial and performance standby letters of credit of \$34.8 million at December 31, 2016.

In the normal course of business, the Hilltop Broker-Dealers execute, settle and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the account of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

#### Critical Accounting Policies and Estimates

Our accounting policies are fundamental to understanding our management's discussion and analysis of our results of operations and financial condition. Our significant accounting policies are presented in Note 1 to our consolidated financial statements, which are included in this Annual Report. We have identified certain significant accounting policies which involve a higher degree of judgment and complexity in making certain estimates and assumptions that affect amounts reported in our consolidated financial statements. The significant accounting policies which we believe to be the most critical in preparing our consolidated financial statements relate to allowance for loan losses, FDIC Indemnification Asset, reserve for losses and LAE, goodwill and identifiable intangible assets, mortgage loan indemnification liability, mortgage servicing rights asset and acquisition accounting.

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### Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable losses inherent in the loan portfolio. Loans are charged to the allowance when the loss is confirmed or when a determination is made that a probable loss has occurred on a specific loan. Recoveries are credited to the allowance at the time of recovery. Throughout the year, management estimates the probable level of losses to determine whether the allowance for credit losses is appropriate to absorb losses in the existing portfolio. Based on these estimates, an amount is charged to the provision for loan losses and credited to the allowance for loan losses in order to adjust the allowance to a level determined to be appropriate to absorb losses. Management's judgment regarding the appropriateness of the allowance for loan losses involves the consideration of current economic conditions and their estimated effects on specific borrowers; an evaluation of the existing relationships among loans, potential loan losses and the present level of the allowance; results of examinations of the loan portfolio by regulatory agencies; and management's internal review of the loan portfolio. In determining the ability to collect certain loans, management also considers the fair value of any underlying collateral. The amount ultimately realized may differ from the carrying value of these assets because of economic, operating or other conditions beyond our control. For additional discussion of allowance for loan losses and provisions for loan losses, see the section entitled "Allowance for Loan Losses" earlier in this Item 7.

### FDIC Indemnification Asset

The FDIC Indemnification Asset is initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreements. The difference between the present value and the undiscounted cash flows we expect to collect from the FDIC will be accreted into noninterest income within the consolidated statements of operations over the life of the FDIC Indemnification Asset. The FDIC Indemnification Asset is reviewed quarterly and the accretion rate is adjusted for changes in the timing of cash flows expected to be collected from the FDIC. Cumulative net losses over the life of the loss-share agreements of less than \$240.4 million will reduce the value of the FDIC Indemnification Asset. Any amortization of changes in value of the FDIC Indemnification Asset is limited to the contractual terms of the loss-share agreements. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

### Reserve for Losses and Loss Adjustment Expenses

The reserve for losses and LAE represents our best estimate of our ultimate liability for losses and LAE relating to events that occurred prior to the end of any given accounting period but have not been paid, less a reduction for reinsurance recoverables related to those liabilities. Months and potentially years may elapse between the occurrence of a loss covered by one of our insurance policies, the reporting of the loss and the payment of the claim. We record a liability for estimates of losses that will be paid for claims that have been reported, which is referred to as case reserves. As claims are not always reported when they occur, we estimate liabilities for claims that have occurred but have not been reported ("IBNR").

Each of our insurance company subsidiaries establishes a reserve for all of its unpaid losses, including case reserves and IBNR reserves, and estimates for the cost to settle the claims. We estimate our IBNR reserves by estimating our ultimate liability for loss and LAE reserves first, and then reducing that amount by the amount of cumulative paid claims and by the amount of our case reserves. The reserve analysis performed by our actuaries provides preliminary central estimates of the unpaid losses and LAE. At each quarter-end, the results of the reserve analysis are summarized and discussed with our senior management. The senior management group considers many factors in determining the amount of reserves to record for financial statement purposes. These factors include the extent and timing of any recent catastrophic events, historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and reported loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in our pricing and underwriting, and overall pricing and underwriting trends in the insurance market. As experience develops or new information becomes known, we increase or decrease the level of our reserves in the period in which changes to the estimates are determined. Accordingly, the actual losses and LAE may differ materially from the estimates we have recorded. See “Insurance Losses and Loss Adjustment Expenses” earlier in this Item 7 for additional discussion.

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### Goodwill and Identifiable Intangible Assets

Goodwill and other identifiable intangible assets were initially recorded at their estimated fair values at the date of acquisition. Goodwill and other intangible assets having an indefinite useful life are not amortized for financial statement purposes. In the event that facts and circumstances indicate that the goodwill and other identifiable intangible assets may be impaired, an interim impairment test would be required. Intangible assets with finite lives have been fully amortized over their useful lives. We perform required annual impairment tests of our goodwill and other intangible assets as of October 1st for our reporting units.

The goodwill impairment test is a two-step process that requires us to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts and recent industry transaction and trading multiples of our peers, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment, if any, by determining an “implied fair value” of goodwill. The determination of the “implied fair value” of goodwill of a reporting unit requires us to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the “implied fair value” of goodwill, which is compared to its corresponding carrying value.

Our evaluation includes multiple assumptions, including estimated discounted cash flows and other estimates that may change over time. If future discounted cash flows become less than those projected by us, future impairment charges may become necessary that could have a materially adverse impact on our results of operations and financial condition in the period in which the write-off occurs.

As of January 1, 2017, we adopted the provisions of ASU 2017-04 which removes Step 2 from the goodwill impairment test and eliminates the determination of goodwill impairment through calculation of the implied fair value when the carrying amount of a reporting unit exceeds its fair value.

### Mortgage Loan Indemnification Liability

The mortgage origination segment may be responsible for errors or omissions relating to its representations and warranties that the mortgage loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the mortgage loan. If determined to be at fault, the mortgage origination segment either repurchases the mortgage loans from the investors or reimburses the investors’ losses (a “make-whole” payment). The mortgage origination segment has established an indemnification liability for such probable losses based upon, among other things, the level of current unresolved repurchase requests,

the volume of estimated probable future repurchase requests, our ability to cure the defects identified in the repurchase requests, and the severity of the estimated loss upon repurchase. Although we consider this reserve to be appropriate, there can be no assurance that the reserve will prove to be appropriate over time to cover ultimate losses, due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters will be considered in the reserving process when known.

#### Mortgage Servicing Rights Asset

The Company measures its residential mortgage servicing rights asset using the fair value method. Under the fair value method, the retained MSR assets are carried in the balance sheet at fair value and the changes in fair value are reported in earnings within other noninterest income in the period in which the change occurs. Retained MSR assets are measured at fair value as of the date of sale of the related mortgage loan. Subsequent fair value measurements are determined using a discounted cash flow model. In order to determine the fair value of the MSR asset, the present value of expected future cash flows is estimated. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income.

The model assumptions and the MSR asset fair value estimates are compared to observable trades of similar portfolios as well as to MSR asset broker valuations and industry surveys, as available. The expected life of the loan can vary from management's estimates due to prepayments by borrowers, especially when rates fall. Prepayments in excess of management's estimates would negatively impact the recorded value of the MSR asset. The value of the MSR asset is

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also dependent upon the discount rate used in the model, which is based on current market rates. Management reviews this rate on an ongoing basis based on current market rates. A significant increase in the discount rate would reduce the value of the MSR asset.

### Acquisition Accounting

We account for business combinations using the acquisition method, which requires an allocation of the purchase price of an acquired entity to the assets acquired, including identifiable intangibles, and liabilities assumed based on their estimated fair values at the date of acquisition. Management applies various valuation methodologies to these acquired assets and assumed liabilities which often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular item being valued. Examples of such items include loans, deposits, identifiable intangible assets and certain other assets and liabilities acquired or assumed in business combinations. Management uses significant estimates and assumptions to value such items, including, among others, projected cash flows, prepayment and default assumptions, discount rates, and realizable collateral values. Purchase date valuations, which are subject to change for up to one year after the acquisition date, determine the amount of goodwill or bargain purchase gain recognized in connection with the business combination. Changes to provisional amounts identified during this measurement period are recognized in the reporting period in which the adjustment amounts are determined. Certain assumptions and estimates must be updated regularly in connection with the ongoing accounting for purchased loans. Valuation assumptions and estimates may also have to be revisited in connection with periodic assessments of possible value impairment, including impairment of goodwill, intangible assets and certain other long-lived assets. The use of different assumptions could produce significantly different valuation results, which could have material positive or negative effects on the Company's results of operations.

### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. Market risk represents the risk of loss that may result from changes in value of a financial instrument as a result of changes in interest rates, market prices and the credit perception of an issuer. The disclosure is not meant to be a precise indicator of expected future losses, but rather an indicator of reasonably possible losses, and therefore our actual results may differ from any of the following projections. This forward-looking information provides an indicator of how we view and manage our ongoing market risk exposures.

At December 31, 2016, total debt obligations on our consolidated balance sheet, excluding short-term borrowings and unamortized debt issuance costs and premiums, was \$386.0 million, and was comprised of \$252.0 million in debt obligations subject to fixed interest rates, with the remainder of indebtedness subject to variable interest rates. If LIBOR and the prime rate were to increase by one eighth of one percent (0.125%), the increase in interest expense on the variable rate debt would not have a significant impact on our future consolidated earnings or cash flows.



## Banking Segment

The banking segment is engaged primarily in the business of investing funds obtained from deposits and borrowings in interest-earning loans and investments, and our primary component of market risk is sensitivity to changes in interest rates. Consequently, our earnings depend to a significant extent on our net interest income, which is the difference between interest income on loans and investments and our interest expense on deposits and borrowings. To the extent that our interest-bearing liabilities do not reprice or mature at the same time as our interest-bearing assets, we are subject to interest rate risk and corresponding fluctuations in net interest income.

There are several common sources of interest rate risk that must be effectively managed if there is to be minimal impact on our earnings and capital. Repricing risk arises largely from timing differences in the pricing of assets and liabilities. Reinvestment risk refers to the reinvestment of cash flows from interest payments and maturing assets at lower or higher rates. Basis risk exists when different yield curves or pricing indices do not change at precisely the same time or in the same magnitude such that assets and liabilities with the same maturity are not all affected equally. Yield curve risk refers to unequal movements in interest rates across a full range of maturities.

We have employed asset/liability management policies that attempt to manage our interest-earning assets and interest-bearing liabilities, thereby attempting to control the volatility of net interest income, without having to incur unacceptable levels of risk. We employ procedures which include interest rate shock analysis, repricing gap analysis and balance sheet

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decomposition techniques to help mitigate interest rate risk in the ordinary course of business. In addition, the asset/liability management policies permit the use of various derivative instruments to manage interest rate risk or hedge specified assets and liabilities.

An interest rate sensitive asset or liability is one that, within a defined time period, either matures or experiences an interest rate change in line with general market interest rates. The management of interest rate risk is performed by analyzing the maturity and repricing relationships between interest-earning assets and interest-bearing liabilities at specific points in time (“GAP”) and by analyzing the effects of interest rate changes on net interest income over specific periods of time by projecting the performance of the mix of assets and liabilities in varied interest rate environments. Interest rate sensitivity reflects the potential effect on net interest income resulting from a movement in interest rates. A company is considered to be asset sensitive, or have a positive GAP, when the amount of its interest-earning assets maturing or repricing within a given period exceeds the amount of its interest-bearing liabilities also maturing or repricing within that time period. Conversely, a company is considered to be liability sensitive, or have a negative GAP, when the amount of its interest-bearing liabilities maturing or repricing within a given period exceeds the amount of its interest-earning assets also maturing or repricing within that time period. During a period of rising interest rates, a negative GAP would tend to affect net interest income adversely, while a positive GAP would tend to result in an increase in net interest income. During a period of falling interest rates, a negative GAP would tend to result in an increase in net interest income, while a positive GAP would tend to affect net interest income adversely. However, it is our intent to remain relatively balanced so that changes in rates do not have a significant impact on earnings.

As illustrated in the table below, the banking segment is asset sensitive overall. Loans that adjust daily or monthly to the Wall Street Journal Prime rate comprise a large percentage of interest sensitive assets and are the primary cause of the banking segment’s asset sensitivity. To help neutralize interest rate sensitivity, the banking segment has kept the terms of most of its borrowings under one year as shown in the following table (dollars in thousands).

	December 31, 2016					
	3 Months or Less	> 3 Months to 1 Year	> 1 Year to 3 Years	> 3 Years to 5 Years	> 5 Years	Total
Interest sensitive assets:						
Loans	\$ 4,588,458	\$ 649,218	\$ 934,671	\$ 324,303	\$ 700,186	\$ 7,196,836
Securities	134,848	122,895	177,574	73,509	414,937	923,763
Federal funds sold and securities purchased under agreements to resell	21,407	—	—	—	—	21,407
	379,040	—	—	—	—	379,040

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Other interest sensitive assets											
Total interest sensitive assets	5,123,753	772,113	1,112,245	397,812	1,115,123	8,521,046					
Interest sensitive liabilities:											
Interest bearing checking	\$ 3,113,919	\$ —	\$ —	\$ —	\$ —	\$ 3,113,919					
Savings	279,911	—	—	—	—	279,911					
Time deposits	304,087	518,131	304,023	56,577	12,431	1,195,249					
Notes payable and other borrowings	1,243,440	80,999	16,880	3,893	7,198	1,352,410					
Total interest sensitive liabilities	4,941,357	599,130	320,903	60,470	19,629	5,941,489					
Interest sensitivity gap	\$ 182,396	\$ 172,983	\$ 791,342	\$ 337,342	\$ 1,095,494	\$ 2,579,557					
Cumulative interest sensitivity gap	\$ 182,396	\$ 355,379	\$ 1,146,721	\$ 1,484,063	\$ 2,579,557						
Percentage of cumulative gap to total interest sensitive assets	2.14	%	4.17	%	13.46	%	17.42	%	30.27	%	

The positive GAP in the interest rate analysis indicates that banking segment net interest income would generally rise if rates increase. Because of inherent limitations in interest rate GAP analysis, the banking segment uses multiple interest rate risk measurement techniques. Simulation analysis is used to subject the current repricing conditions to rising and falling interest rates in increments and decrements of 1%, 2% and 3% to determine the effect on net interest income changes for the next twelve months. The banking segment also measures the effects of changes in interest rates on economic value of equity by discounting projected cash flows of deposits and loans. Economic value changes in the investment portfolio are estimated by discounting future cash flows and using duration analysis. Investment security prepayments are estimated using current market information. We believe the simulation analysis presents a more accurate picture than the GAP analysis. Simulation analysis recognizes that deposit products may not react to changes in interest rates as quickly or with the same magnitude as earning assets contractually tied to a market rate

index. The sensitivity to changes in market rates varies across deposit products. Also, unlike GAP analysis, simulation analysis takes into account the effect of embedded options in the securities and loan portfolios as well as any off-balance-sheet derivatives.

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The table below shows the estimated impact of increases of 1%, 2% and 3% and a decrease of 0.5% in interest rates on net interest income and on economic value of equity for the banking segment at December 31, 2016 (dollars in thousands).

Change in Interest Rates (basis points)	Changes in Net Interest Income			Changes in Economic Value of Equity		
	Amount	Percent		Amount	Percent	
+300	\$ 36,278	11.56	%	\$ 142,064	8.15	%
+200	\$ 20,427	6.51	%	\$ 105,903	6.08	%
+100	\$ 3,296	1.05	%	\$ 55,680	3.20	%
-50	\$ 680	0.22	%	\$ (63,225)	(3.63)	%

The projected changes in net interest income and economic value of equity to changes in interest rates at December 31, 2016 were in compliance with established internal policy guidelines. These projected changes are modeled based on numerous assumptions including parallel instantaneous changes in rates and a static balance sheet as of the end of the period. These assumptions are subject to inherent uncertainties and, consequently, the simulation analysis cannot precisely predict net interest income or the impact of fluctuating market interest rates on net interest income. The timing, magnitude and frequency of interest rate changes, as well as changes in market and credit conditions and the application and timing of various management strategies, may lead to actual results that differ materially from the projections shown above. Accordingly, undue reliance should not be placed on the simulation models and projected results.

The historically low level of interest rates, combined with the existence of rate floors that are in effect for a significant portion of the loan portfolio, are projected to cause yields on our earning assets to rise more slowly than increases in market interest rates. As a result, in a rising interest rate environment, our interest rate margins are projected to compress until the rise in market interest rates is sufficient to allow our loan portfolio to reprice above applicable rate floors.

#### Broker-Dealer Segment

Our broker-dealer segment is exposed to market risk primarily due to its role as a financial intermediary in customer transactions, which may include purchases and sales of securities, use of derivatives and securities lending activities, and in our trading activities, which are used to support sales, underwriting and other customer activities. We are subject to the risk of loss that may result from the potential change in value of a financial instrument as a result of fluctuations in interest rates, market prices, investor expectations and changes in credit ratings of the issuer.

Our broker-dealer segment is exposed to interest rate risk as a result of maintaining inventories of interest rate sensitive financial instruments and other interest earning assets including customer and correspondent margin loans and securities borrowing activities. Our exposure to interest rate risk is also from our funding sources including customer and correspondent cash balances, bank borrowings, repurchase agreements and securities lending activities. Interest rates on customer and correspondent balances and securities produce a positive spread with rates generally fluctuating in parallel.

With respect to securities held, our interest rate risk is managed by setting and monitoring limits on the size and duration of positions and on the length of time securities can be held. Much of the interest rates on customer and correspondent margin loans are indexed and can vary daily. Our funding sources are generally short term with interest rates that can vary daily.

Derivatives are used to support certain customer programs and hedge our related exposure to interest rate risks.

Our broker-dealer segment is engaged in various brokerage and trading activities that expose us to credit risk arising from potential non-performance from counterparties, customers or issuers of securities. This risk is managed by setting and monitoring position limits for each counterparty, conducting periodic credit reviews of counterparties, reviewing concentrations of securities and conducting business through central clearing organizations.

Collateral underlying margin loans to customers and correspondents and with respect to securities lending activities is marked to market daily and additional collateral is required as necessary.

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### Mortgage Origination Segment

Within our mortgage origination segment, our principal market exposure is to interest rate risk due to the impact on our mortgage-related assets and commitments, including mortgage loans held for sale, IRLCs and MSR. Changes in interest rates could also materially and adversely affect our volume of mortgage loan originations.

IRLCs represent an agreement to extend credit to a mortgage loan applicant, whereby the interest rate on the loan is set prior to funding. Our mortgage loans held for sale, which we hold in inventory while awaiting sale into the secondary market, and our IRLCs are subject to the effects of changes in mortgage interest rates from the date of the commitment through the sale of the loan into the secondary market. As a result, we are exposed to interest rate risk and related price risk during the period from the date of the lock commitment until (i) the lock commitment cancellation or expiration date or (ii) the date of sale into the secondary mortgage market. Loan commitments generally range from 20 to 60 days, and our average holding period of the mortgage loan from funding to sale is approximately 30 days. An integral component of our interest rate risk management strategy is our execution of forward commitments to sell MBSs to minimize the impact on earnings resulting from significant fluctuations in the fair value of mortgage loans held for sale and IRLCs caused by changes in interest rates.

We have expanded, and may continue to expand, our residential mortgage servicing operations within our mortgage origination segment. As a result of our mortgage servicing business, we have a portfolio of retained MSR. One of the principal risks associated with MSR is that in a declining interest rate environment, they will likely lose a substantial portion of their value as a result of higher than anticipated prepayments. Moreover, if prepayments are greater than expected, the cash we receive over the life of the mortgage loans would be reduced. The mortgage origination segment uses derivative financial instruments, including interest rate swaps and swaptions, U.S. Treasury bond futures and options, and forward MBS commitments, as a means to mitigate market risk associated with MSR assets. No hedging strategy can protect us completely, and hedging strategies may fail because they are improperly designed, improperly executed and documented or based on inaccurate assumptions and, as a result, could actually increase our risks and losses. The increasing size of our MSR portfolio may increase our interest rate risk and, correspondingly, the volatility of our earnings, especially if we cannot adequately hedge the interest rate risk relating to our MSR.

The goal of our interest rate risk management strategy within our mortgage origination segment is not to eliminate interest rate risk, but to manage it within appropriate limits. To mitigate the risk of loss, we have established policies and procedures, which include guidelines on the amount of exposure to interest rate changes we are willing to accept.

### Insurance Segment

Within our insurance segment, our exposures to market risk relate primarily to our investment portfolio, which is exposed primarily to interest rate risk and credit risk. The fair value of our investment portfolio is directly impacted by

changes in market interest rates; generally, the fair value of fixed-income investments moves inversely with movements in market interest rates. Our fixed maturity portfolio is comprised of substantially all fixed rate investments with primarily short-term and intermediate-term maturities. This portfolio composition allows flexibility in reacting to fluctuations of interest rates. The portfolios of our insurance company subsidiaries are managed to achieve an adequate risk-adjusted return while maintaining sufficient liquidity to meet policyholder obligations. Additionally, the fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, the liquidity of the instrument and other general market conditions.

Item 8. Financial Statements and Supplementary Data.

Our financial statements required by this item are submitted as a separate section of this Annual Report. See “Financial Statements,” commencing on page F-1 hereof.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.



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Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Our management, with the supervision and participation of our Co-Principal Executive Officers and Principal Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report.

Based upon that evaluation, our Co-Principal Executive Officers and Principal Financial Officer concluded that, as of the end of such period, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to the Company's management, including our Co-Principal Executive Officers and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, as a process designed by, or under the supervision of, our Co-Principal Executive Officers and Principal Financial Officer and effected by our board of directors, management and other personnel 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 and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and
  - provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our 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. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting at December 31, 2016. In making this assessment, management used the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on our assessment, management concluded that, at December 31, 2016, our internal control over financial reporting is effective.

Item 9B. Other Information.

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 11. Executive Compensation.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.



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PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a)The following documents are filed herewith as part of this Form 10-K.

	Page
1. Financial Statements.	
Hilltop Holdings Inc.	
<u>Report of Independent Registered Public Accounting Firm</u>	F-2
<u>Consolidated Balance Sheets</u>	F-3
<u>Consolidated Statements of Operations</u>	F-4
<u>Consolidated Statements of Comprehensive Income</u>	F-5
<u>Consolidated Statements of Stockholders' Equity</u>	F-6
<u>Consolidated Statements of Cash Flows</u>	F-7
<u>Notes to Consolidated Financial Statements</u>	F-9
2. Financial Statement Schedules.	
<u>Schedule I - Insurance Incurred and Cumulative Paid Losses and Allocated Loss Adjustment Expenses,     Net of Reinsurance</u>	F-83

All other financial statement schedules have been omitted because they are not required, not applicable or the information has been included in our consolidated financial statements.

3. Exhibits. See the Exhibit Index following the signature page hereto.

Item 16. Form 10-K Summary.

None.





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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Capacity in which Signed	Date
/s/ Jeremy B. Ford Jeremy B. Ford	President, Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	February 16, 2017
/s/ Alan B. White Alan B. White	Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	February 16, 2017
/s/ William B. Furr William B. Furr	Chief Financial Officer (Principal Financial Officer)	February 16, 2017
/s/ John A. Martin John A. Martin	Chief Accounting Officer (Principal Accounting Officer)	February 16, 2017
Charlotte Jones Anderson	Director	
/s/ Rhodes Bobbitt Rhodes Bobbitt	Director	February 16, 2017
/s/ Tracy A. Bolt Tracy A. Bolt	Director and Audit Committee Member	February 16, 2017
/s/ W. Joris Brinkerhoff W. Joris Brinkerhoff	Director	February 16, 2017
/s/ J. Taylor Crandall J. Taylor Crandall	Director	February 16, 2017
/s/ Charles R. Cummings Charles R. Cummings	Director and Chairman of Audit Committee	February 16, 2017
/s/ Hill A. Feinberg Hill A. Feinberg	Director	February 16, 2017
/s/ Gerald J. Ford Gerald J. Ford	Director	February 16, 2017
/s/ J. Markham Green J. Markham Green	Director and Audit Committee Member	February 16, 2017
/s/ William T. Hill, Jr. William T. Hill, Jr.	Director	February 16, 2017



/s/ James R. Huffines James R. Huffines	Director	February 16, 2017
Lee Lewis	Director	
Andrew J. Littlefair	Director	
W. Robert Nichols, III	Director	
/s/ C. Clifton Robinson C. Clifton Robinson	Director	February 16, 2017
Kenneth D. Russell	Director	
A. Haag Sherman	Director	
/s/ Robert Taylor, Jr. Robert Taylor, Jr.	Director	February 16, 2017
/s/ Carl B. Webb Carl B. Webb	Director	February 16, 2017

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Exhibit Number	Description of Exhibit
2.1	Purchase and Assumption Agreement — Whole Bank, All Deposits, dated as of September 13, 2013, by and among the Federal Deposit Insurance Corporation, receiver of First National Bank, Edinburg, Texas, PlainsCapital Bank and the Federal Deposit Insurance Corporation (filed as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed on September 19, 2013 (File No. 001-31987) and incorporated herein by reference).
2.2	Agreement and Plan of Merger by and among SWS Group, Inc., Hilltop Holdings Inc. and Peruna LLC, dated as of March 31, 2014 (filed as Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed on April 1, 2014 (File No. 001-31987) and incorporated herein by reference).
3.1	Articles of Amendment and Restatement of Affordable Residential Communities Inc., dated February 16, 2004, as amended or supplemented by: Articles Supplementary, dated February 16, 2004; Corporate Charter Certificate of Notice, dated June 6, 2005; Articles of Amendment, dated January 23, 2007; Articles of Amendment, dated July 31, 2007; Corporate Charter Certificate of Notice, dated September 23, 2008; Articles Supplementary, dated December 15, 2010; Articles Supplementary, dated as of November 29, 2012 relating to Subtitle 8 election; Articles Supplementary, dated November 29, 2012 relating to Non-Cumulative Perpetual Preferred Stock, Series B, of Hilltop Holdings Inc.; and Articles of Amendment, dated March 31, 2014 (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (File No. 001-31987) and incorporated herein by reference).
3.2	Second Amended and Restated Bylaws of Hilltop Holdings Inc. (filed as Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on March 16, 2009 (File No. 001-31987) and incorporated herein by reference).
4.1	Form of Certificate of Common Stock of Hilltop Holdings Inc. (filed as Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-31987) and incorporated herein by reference).
4.2	Corporate Charter Certificate of Notice, dated June 6, 2005 (filed as Exhibit 3.2 to the Registrant’s Registration Statement on Form S-3 (File No. 333-125854) and incorporated herein by reference).
4.3.1	Amended and Restated Declaration of Trust, dated as of July 31, 2001, by and among U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.2 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
4.3.2	First Amendment to Amended and Restated Declaration of Trust, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Institutional Trustee (filed as Exhibit 4.3 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
4.3.3	Indenture, dated as of July 31, 2001, by and between PlainsCapital Corporation and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Trustee (filed as Exhibit 4.4 to the Registration Statement on Form 10 filed by

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PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

- 4.3.4 First Supplemental Indenture, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.5 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
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- 4.3.5 Second Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation (filed as Exhibit 4.5.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 4.3.6 Amended and Restated Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of August 7, 2006, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust I (filed as Exhibit 4.6 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.3.7 Guarantee Agreement, dated as of July 31, 2001, by and between PlainsCapital and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Trustee (filed as Exhibit 4.7 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.3.8 First Amendment to Guarantee Agreement, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.8 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.4.1 Amended and Restated Declaration of Trust, dated as of March 26, 2003, by and among U.S. Bank National Association, as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.9 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.4.2 Indenture, dated as of March 26, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.10 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.4.3 First Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation (filed as Exhibit 4.6.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 4.4.4 Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of March 26, 2003, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust II (filed as Exhibit 4.11 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.4.5 Guarantee Agreement, dated as of March 26, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.12 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.5.1 Amended and Restated Declaration of Trust, dated as of September 17, 2003, by and among U.S. Bank National Association, as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.13 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

- 4.5.2 Indenture, dated as of September 17, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.14 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
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- 4.5.3 First Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation. (filed as Exhibit 4.7.3 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 4.5.4 Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of September 17, 2003, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust III (filed as Exhibit 4.15 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.5.5 Guarantee Agreement, dated as of September 17, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.16 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.6.1 Amended and Restated Trust Agreement, dated as of February 22, 2008, by and among PlainsCapital Corporation, Wells Fargo Bank, N.A., as Property Trustee, Wells Fargo Delaware Trust Company, as Delaware Trustee, and the Administrators party thereto from time to time (filed as Exhibit 4.17 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.6.2 Junior Subordinated Indenture, dated as of February 22, 2008, by and between PlainsCapital Corporation and Wells Fargo Bank, N.A., as Trustee (filed as Exhibit 4.18 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.6.3 First Supplemental Indenture, dated as of November 30, 2012, by and between PlainsCapital Corporation (f/k/a Meadow Corporation) and Wells Fargo Bank, National Association, as Trustee. (filed as Exhibit 4.8.3 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 4.6.4 Plains Capital Corporation Floating Rate Junior Subordinated Note due 2038, dated as of February 22, 2008, by PlainsCapital Corporation in favor of Wells Fargo Bank, N.A., as Property Trustee of PCC Statutory Trust IV (filed as Exhibit 4.19 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.6.5 Guarantee Agreement, dated as of February 22, 2008, by and between PlainsCapital Corporation and Wells Fargo Bank, N.A., as Guarantee Trustee (filed as Exhibit 4.20 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
- 4.7 Indenture, dated as of April 9, 2015, by and between Hilltop Holdings, Inc. and U.S. Bank National Association, as Trustee, including form of notes (filed as Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on April 9, 2015 (File No. 001-31987) and incorporated herein by reference).
- 10.1.1† Hilltop Holdings Inc. 2012 Equity Incentive Plan, effective September 20, 2012 (filed as Exhibit 10.18 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 10.1.2†

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Form of Restricted Stock Award Agreement (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed on May 6, 2013 (File No. 001-31987) and incorporated herein by reference).

10.1.3† Form of Restricted Stock Unit Award Agreement (Time-Based Vesting) (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 28, 2014 (File No. 001-31987) and incorporated herein by reference).

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- 10.1.4† Form of Restricted Stock Unit Award Agreement (Performance-Based Vesting) (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on February 28, 2014 (File No. 001-31987) and incorporated herein by reference).
- 10.2† Hilltop Holdings Inc. Annual Incentive Plan, effective September 20, 2012 (filed as Exhibit 10.19 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
- 10.3.1† Retention Agreement, dated May 8, 2012, but effective as of November 30, 2012, by and among Alan B. White, Hilltop Holdings Inc. and PlainsCapital Corporation (f/k/a Meadow Corporation) (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on May 11, 2012 (File No. 001-31987) and incorporated herein by reference).
- 10.3.2† First Amendment to Retention Agreement and Assignment and Assumption Agreement by and among Hilltop Holdings Inc., PlainsCapital Corporation and Alan B. White, dated as of September 12, 2016 (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on September 13, 2016 (File No. 001-31987) and incorporated herein by reference).
- 10.4.1† Employment Agreement, dated as of December 4, 2014, by and between James R. Huffines and Hilltop Holdings Inc. (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on December 9, 2014 (File No. 001-31987) and incorporated herein by reference).
- 10.4.2† First Amendment to Employment Agreement by and between Hilltop Holdings Inc. and James R. Huffines, dated as of September 12, 2016 (filed as Exhibit 10.3 to the Registrant’s Current Report on Form 8-K filed on September 13, 2016 (File No. 001-31987) and incorporated herein by reference).
- 10.5† Employment Agreement, dated as of December 4, 2014, by and between Todd Salmans and Hilltop Holdings Inc. (filed as Exhibit 10.8 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2014 (File No. 001-31987) and incorporated herein by reference).
- 10.6† Compensation arrangement of Jeremy B. Ford (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K filed on March 2, 2015 (File No. 001-31987) and incorporated herein by reference).
- 10.7† Compensation arrangement with Darren Parmenter (filed as Exhibit 10.2 to the Registrant’s Current Report on Form 8-K filed on March 2, 2015 (File No. 001-31987) and incorporated herein by reference).
- 10.8† Employment Agreement, dated as of September 1, 2016, by and between William Furr and Hilltop Holdings Inc. (filed as Exhibit 10.1 to the Registrant’s Current Report on Form 8-K/A (Amendment No. 1) filed on September 7, 2016 (File No. 001-31987) and incorporated herein by reference).
- 10.9.1† Sublease, dated December 1, 2012, by and between Hunter’s Glen/Ford, LTD and Hilltop Holdings Inc. (filed as Exhibit 10.19 to the Registrant’s Report on Form 10-K for the year ended December 31, 2013 filed on March 3, 2014 (File No. 001-31987) and incorporated herein by reference).
- 10.9.2† First Amendment to Sublease, dated February 28, 2014, by and between Hunter’s Glen/Ford, LTD and Hilltop Holdings Inc. (filed as Exhibit 10.20 to the Registrant’s Report on Form 10-K for the year ended December 31, 2013 filed on March 3, 2014 (File No. 001-31987) and incorporated herein by reference).
- 10.10



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Registration Rights Agreement, dated as of April 9, 2015, by and among Hilltop Holdings, Inc., Barclays Capital Inc. and Sandler O'Neill & Partners, L.P. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 9, 2015 (File No. 001-31987) and incorporated herein by reference).

21.1\* List of subsidiaries of the Registrant.

23.1\* Consent of PricewaterhouseCoopers LLP.

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31.1*	Certification of Co-Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Co-Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.3*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Co-Principal Executive Officers and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

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\*Filed herewith.

†Exhibit is a management contract or compensatory plan.

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Hilltop Holdings Inc.

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Report of Independent Registered Public Accounting Firm

To The Board of Directors and Stockholders of Hilltop Holdings Inc.

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Hilltop Holdings Inc. and its subsidiaries (the “Company”) at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. 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.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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/ PricewaterhouseCoopers LLP

Dallas, Texas

February 16, 2017

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## HILLTOP HOLDINGS INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

	December 31, 2016	2015
Assets		
Cash and due from banks	\$ 669,357	\$ 652,036
Federal funds sold	21,407	17,409
Securities purchased under agreements to resell	89,430	105,660
Assets segregated for regulatory purposes	180,993	158,613
Securities:		
Trading, at fair value	265,534	214,146
Available for sale, at fair value (amortized cost of \$598,198 and \$670,003, respectively)	598,007	673,706
Held to maturity, at amortized cost (fair value of \$345,088 and \$331,468, respectively)	351,831	332,022
	1,215,372	1,219,874
Loans held for sale	1,795,463	1,533,678
Non-covered loans, net of unearned income	5,843,499	5,207,617
Allowance for non-covered loan losses	(54,186)	(45,415)
Non-covered loans, net	5,789,313	5,162,202
Covered loans, net of allowance of \$413 and \$1,532, respectively	255,714	378,762
Broker-dealer and clearing organization receivables	1,497,741	1,362,499
Premises and equipment, net	190,361	200,618
FDIC indemnification asset	71,313	91,648
Covered other real estate owned	51,642	99,090
Other assets	613,453	578,236
Goodwill	251,808	251,808
Other intangible assets, net	44,695	54,868
Total assets	\$ 12,738,062	\$ 11,867,001
Liabilities and Stockholders' Equity		
Deposits:		
Noninterest-bearing	\$ 2,199,483	\$ 2,235,436
Interest-bearing	4,864,328	4,717,247
Total deposits	7,063,811	6,952,683
Broker-dealer and clearing organization payables	1,347,128	1,338,305
Short-term borrowings	1,417,289	947,373
Securities sold, not yet purchased, at fair value	153,889	130,044
Notes payable	317,912	238,716

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Junior subordinated debentures	67,012	67,012
Other liabilities	496,501	454,743
Total liabilities	10,863,542	10,128,876
Commitments and contingencies (see Notes 18 and 19)		
Stockholders' equity:		
Hilltop stockholders' equity:		
Common stock, \$0.01 par value, 125,000,000 shares authorized; 98,543,774 and 98,896,184 shares issued and outstanding, respectively	985	989
Additional paid-in capital	1,572,877	1,577,270
Accumulated other comprehensive income	485	2,629
Retained earnings	295,568	155,475
Deferred compensation employee stock trust, net	903	1,034
Employee stock trust (15,492 and 22,196 shares, at cost, respectively)	(309)	(443)
Total Hilltop stockholders' equity	1,870,509	1,736,954
Noncontrolling interests	4,011	1,171
Total stockholders' equity	1,874,520	1,738,125
Total liabilities and stockholders' equity	\$ 12,738,062	\$ 11,867,001

See accompanying notes.

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## HILLTOP HOLDINGS INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	Year Ended December 31,		
	2016	2015	2014
Interest income:			
Loans, including fees	\$ 389,637	\$ 390,359	\$ 341,458
Securities borrowed	29,518	41,051	7,257
Securities:			
Taxable	26,233	26,584	29,206
Tax-exempt	6,222	6,628	4,681
Other	4,344	5,216	6,167
Total interest income	455,954	469,838	388,769
Interest expense:			
Deposits	15,843	15,523	15,742
Securities loaned	22,510	29,893	3,981
Short-term borrowings	5,803	4,574	2,214
Notes payable	10,849	8,143	2,532
Junior subordinated debentures	2,676	2,401	2,360
Other	742	721	799
Total interest expense	58,423	61,255	27,628
Net interest income	397,531	408,583	361,141
Provision for loan losses	40,620	12,715	16,933
Net interest income after provision for loan losses	356,911	395,868	344,208
Noninterest income:			
Net realized gains on securities	—	4,403	—
Net gains from sale of loans and other mortgage production income	606,991	519,103	390,361
Mortgage loan origination fees	96,267	77,708	63,011
Securities commissions and fees	157,906	160,660	27,321
Investment and securities advisory fees and commissions	115,992	115,932	74,553
Net insurance premiums earned	155,545	162,082	164,524
Bargain purchase gain	—	81,289	—
Other	154,264	106,465	79,541
Total noninterest income	1,286,965	1,227,642	799,311
Noninterest expense:			
Employees' compensation and benefits	834,113	765,887	490,706
Occupancy and equipment, net	109,418	119,653	101,697
Loss and loss adjustment expenses	89,243	99,066	94,429
Policy acquisition and other underwriting expenses	44,389	47,126	46,942



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Other	335,308	308,284	231,579
Total noninterest expense	1,412,471	1,340,016	965,353
Income before income taxes	231,405	283,494	178,166
Income tax expense	83,461	70,915	65,608
Net income	147,944	212,579	112,558
Less: Net income attributable to noncontrolling interest	2,050	1,606	908
Income attributable to Hilltop	145,894	210,973	111,650
Dividends on preferred stock	—	1,854	5,703
Income applicable to Hilltop common stockholders	\$ 145,894	\$ 209,119	\$ 105,947
Earnings per common share:			
Basic	\$ 1.48	\$ 2.10	\$ 1.18
Diluted	\$ 1.48	\$ 2.09	\$ 1.17
Cash dividends declared per common share	\$ 0.06	\$ —	\$ —
Weighted average share information:			
Basic	98,404	99,074	89,710
Diluted	98,629	99,962	90,573

See accompanying notes.

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## HILLTOP HOLDINGS INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

	Year Ended December 31,		
	2016	2015	2014
Net income	\$ 147,944	\$ 212,579	\$ 112,558
Other comprehensive income:			
Net unrealized gains (losses) on securities available for sale, net of tax of \$1,264, \$2,761 and \$22,268, respectively	(2,144)	4,792	40,090
Reclassification adjustment for gains included in net income, net of tax of \$(1,589) and \$(2,582), respectively	—	(2,814)	(4,576)
Comprehensive income	145,800	214,557	148,072
Less: comprehensive income attributable to noncontrolling interest	2,050	1,606	908
Comprehensive income applicable to Hilltop	\$ 143,750	\$ 212,951	\$ 147,164

See accompanying notes.

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## HILLTOP HOLDINGS INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)

	Preferred Stock		Common Stock		Additional	Accumulated	Retained	Deferred
	Shares	Amount	Shares	Amount	Paid-in	Other	Earnings	Compensation
					Capital	Comprehensive	Accumulated	Stock
						Income (Loss)	Deficit	Trust,
								Net
Balance, December 31, 2013	114	\$ 114,068	90,176	\$ 902	\$ 1,388,641	\$ (34,863)	\$ (157,607)	\$ —
Net income	—	—	—	—	—	—	111,650	—
Other comprehensive income	—	—	—	—	—	35,514	—	—
Issuance of common stock	—	—	—	—	3,001	—	—	—
Stock-based compensation expense	—	—	—	—	4,653	—	—	—
Common stock issued to board members	—	—	9	—	208	—	—	—
Issuance of common stock related to share-based awards, net	—	—	(3)	—	(12)	—	—	—
Dividends on preferred stock	—	—	—	—	(5,703)	—	—	—
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—
Balance, December 31, 2014	114	\$ 114,068	90,182	\$ 902	\$ 1,390,788	\$ 651	\$ (45,957)	\$ —
Net income	—	—	—	—	—	—	210,973	—
Other comprehensive income	—	—	—	—	—	1,978	—	—
	—	—	10,113	101	199,932	—	—	—

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Issuance of common stock								
Stock-based compensation expense	—	—	—	—	8,309	—	—	—
Common stock issued to board members	—	—	14	—	281	—	—	—
Issuance of common stock related to share-based awards, net	—	—	(22)	—	287	—	—	—
Dividends on preferred stock	—	—	—	—	—	—	(1,854)	—
Redemption of preferred stock	(114)	(114,068)	—	—	—	—	—	—
Repurchase of common stock	—	—	(1,391)	(14)	(22,327)	—	(7,687)	—
Deferred compensation plan	—	—	—	—	—	—	—	1,034
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—
Balance, December 31, 2015	—	\$ —	98,896	\$ 989	\$ 1,577,270	\$ 2,629	\$ 155,475	\$ 1,034
Net income	—	—	—	—	—	—	145,894	—
Other comprehensive loss	—	—	—	—	—	(2,144)	—	—
Issuance of common stock	—	—	538	5	4,134	—	—	—
Stock-based compensation expense	—	—	—	—	10,058	—	—	—
Common stock issued to board members	—	—	22	—	429	—	—	—
Issuance of common stock related to share-based awards, net	—	—	(96)	(1)	(2,746)	—	—	—
Retirement of common stock	—	—	(816)	(8)	(16,268)	—	—	—
Dividends on common stock	—	—	—	—	—	—	(5,801)	—
	—	—	—	—	—	—	—	(131)

Deferred compensation plan									
Net cash distributed from noncontrolling interest	—	—	—	—	—	—	—	—	—
Balance, December 31, 2016	—	\$ —	98,544	\$ 985	\$ 1,572,877	\$ 485	\$ 295,568	\$ 903	

See accompanying notes.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

HILLTOP HOLDINGS INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

	Year Ended December 31,		
	2016	2015	2014
Operating Activities			
Net income	\$ 147,944	\$ 212,579	\$ 112,558
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for loan losses	40,620	12,715	16,933
Depreciation, amortization and accretion, net	(49,765)	(83,360)	(83,279)
Net realized gains on securities	—	(4,403)	—
Bargain purchase gain	—	(81,289)	—
Net gain on investment in SWS common stock	—	—	(5,985)
Deferred income taxes	(9,690)	17,376	(22,782)
Other, net	16,564	7,995	19,000
Net change in securities purchased under agreements to resell	16,230	(60,919)	—
Net change in assets segregated for regulatory purposes	(22,380)	99,010	(76,011)
Net change in trading securities	(51,388)	117,639	(6,871)
Net change in broker-dealer and clearing organization receivables	(46,775)	73,344	(145,283)
Net change in FDIC indemnification asset	20,577	39,936	61,299
Net change in other assets	41,315	(59,142)	(32,842)
Net change in broker-dealer and clearing organization payables	(33,180)	(54,048)	214,755
Net change in other liabilities	11,752	(104,897)	59,283
Net change in securities sold, not yet purchased	23,845	129,996	48
Proceeds from sale of mortgage servicing rights asset	7,586	—	11,387
Net gains from sales of loans	(606,991)	(519,103)	(390,361)
Loans originated for sale	(16,026,911)	(13,871,473)	(10,839,905)
Proceeds from loans sold	16,337,299	14,163,781	11,016,636
Net cash provided by (used in) operating activities	(183,348)	35,737	(91,420)
Investing Activities			
Proceeds from maturities and principal reductions of securities held to maturity	166,522	88,070	5,203
Proceeds from sales, maturities and principal reductions of securities available for sale	396,572	673,950	315,166
Purchases of securities held to maturity	(186,875)	(230,404)	(123,520)
Purchases of securities available for sale	(326,810)	(48,121)	(49,156)
Net change in loans	(555,040)	(150,605)	103,031
Purchases of premises and equipment and other assets	(41,941)	(31,270)	(43,186)
Proceeds from sales of premises and equipment and other real estate owned	73,032	110,922	69,400

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Proceeds from redemption of bank owned life insurance	—	822	—
Net cash paid for Federal Home Loan Bank and Federal Reserve Bank stock	(19,021)	(12,172)	(17,114)
Net cash from acquisition	—	41,097	—
Net cash provided by (used in) investing activities	(493,561)	442,289	259,824
Financing Activities			
Net change in deposits	153,131	(601,386)	(518,417)
Net change in short-term borrowings	469,916	20,437	420,609
Proceeds from notes payable	296,993	150,078	3,000
Payments on notes payable	(217,630)	(42,571)	(2,643)
Redemption of preferred stock	—	(114,068)	—
Proceeds from issuance of common stock	4,139	—	—
Payments to repurchase common stock	—	(30,028)	—
Dividends paid on common stock	(5,801)	—	—
Dividends paid on preferred stock	—	(3,539)	(5,619)
Net cash distributed from (to) noncontrolling interest	790	(1,222)	(902)
Taxes paid on employee stock awards netting activity	(2,442)	(75)	—
Other, net	(868)	718	2,620
Net cash provided by (used in) financing activities	698,228	(621,656)	(101,352)
Net change in cash and cash equivalents	21,319	(143,630)	67,052
Cash and cash equivalents, beginning of year	669,445	813,075	746,023
Cash and cash equivalents, end of year	\$ 690,764	\$ 669,445	\$ 813,075
Supplemental Disclosures of Cash Flow Information			
Cash paid for interest	\$ 58,429	\$ 59,700	\$ 28,846
Cash paid for income taxes, net of refunds	\$ 88,899	\$ 112,459	\$ 26,859
Supplemental Schedule of Non-Cash Activities			
Conversion of available for sale investment to SWS common stock	\$ —	\$ —	\$ 71,502
Conversion of loans to other real estate owned	\$ 20,184	\$ 57,838	\$ 67,542
Common stock issued in acquisition	\$ —	\$ 200,626	\$ —
Additions to mortgage servicing rights	\$ 23,381	\$ 24,974	\$ 35,056

See accompanying notes.



## 1. Summary of Significant Accounting and Reporting Policies

### Nature of Operations

Hilltop Holdings Inc. (“Hilltop” and, collectively with its subsidiaries, the “Company”) is a financial holding company registered under the Bank Holding Company Act of 1956. The Company’s primary line of business is to provide business and consumer banking services from offices located throughout Texas through PlainsCapital Bank (the “Bank”). In addition, the Company provides an array of financial products and services through its broker-dealer, mortgage origination and insurance subsidiaries.

The Company provides its products and services through three primary business units, PlainsCapital Corporation (“PCC”), Hilltop Securities Holdings LLC (“Securities Holdings”) and National Lloyds Corporation (“NLC”). PCC is a financial holding company, headquartered in Dallas, Texas, that provides, through its subsidiaries, traditional banking, wealth and investment management and treasury management services primarily in Texas and residential mortgage lending throughout the United States. Securities Holdings is a holding company, headquartered in Dallas, Texas, that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States. NLC is a property and casualty insurance holding company, headquartered in Waco, Texas, that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

On January 1, 2015, Hilltop completed its acquisition of SWS Group, Inc. (“SWS”) in a stock and cash transaction (the “SWS Merger”), whereby SWS’s broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings, and SWS’s banking subsidiary, Southwest Securities, FSB (“SWS FSB”), was merged into the Bank. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed “Hilltop Securities Inc.” (“Hilltop Securities”) and “Hilltop Securities Independent Network Inc.” (“HTS Independent Network”), respectively. On October 22, 2015, the Financial Industry Regulatory Authority (“FINRA”) granted approval to combine First Southwest Company, LLC (“FSC”) and Hilltop Securities, subject to customary conditions. FSC, Hilltop Securities and HTS Independent Network operated as separate broker-dealers, under coordinated leadership from the date of the SWS Merger until January 22, 2016, when FSC was merged into Hilltop Securities to form a combined firm operating under the “Hilltop Securities” name. We use the term “Hilltop Broker-Dealers” to refer to FSC, Hilltop Securities and HTS Independent Network prior to January 22, 2016 and Hilltop Securities and HTS Independent Network after such date.

### Basis of Presentation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates regarding the allowance for loan losses, the fair values of financial instruments, the amounts receivable from the Federal Deposit Insurance Corporation (the “FDIC”) under loss-share agreements (the “FDIC Indemnification Asset”), reserves for losses and loss adjustment expenses (“LAE”), the mortgage loan indemnification liability, and the potential impairment of assets are particularly subject to change. The Company has applied its critical accounting policies and estimation methods consistently in all periods presented in these consolidated financial statements.

Hilltop owns 100% of the outstanding stock of PCC. PCC owns 100% of the outstanding stock of the Bank and 100% of the membership interest in PlainsCapital Equity, LLC. The Bank owns 100% of the outstanding stock of PrimeLending, a PlainsCapital Company (“PrimeLending”).

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC (“Ventures Management”). Ventures Management is the managing member and owns 51% of the membership interest in both PrimeLending Ventures, LLC (“Ventures”) and Mutual of Omaha Mortgage, LLC (“Mutual”).

PCC also owns 100% of the outstanding common securities of PCC Statutory Trusts I, II, III and IV (the “Trusts”), which are not included in the consolidated financial statements under the requirements of the Variable Interest Entities Subsections of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), because the primary beneficiaries of the Trusts are not within the consolidated group.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Hilltop has a 100% membership interest in Securities Holdings, which operates through its wholly-owned subsidiaries, Hilltop Securities, HTS Independent Network and First Southwest Holdings, LLC (“First Southwest”). Hilltop Securities is a broker-dealer registered with the SEC and FINRA and a member of the New York Stock Exchange (“NYSE”), HTS Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC, a wholly-owned subsidiary of First Southwest, is a registered investment adviser under the Investment Advisers Act of 1940. As discussed above, prior to January 22, 2016, Securities Holdings’ subsidiaries also included FSC, First Southwest’s principal subsidiary and formerly a broker-dealer registered with the SEC and FINRA and a member of the NYSE.

Hilltop also owns 100% of NLC, which operates through its wholly owned subsidiaries, National Lloyds Insurance Company (“NLIC”) and American Summit Insurance Company (“ASIC”).

The consolidated financial statements include the accounts of the above-named entities. Intercompany transactions and balances have been eliminated. Noncontrolling interests have been recorded for minority ownership in entities that are not wholly owned and are presented in compliance with the provisions of Noncontrolling Interest in Subsidiary Subsections of the ASC.

Certain reclassifications have been made to the prior period consolidated financial statements to conform with the current period presentation. In preparing these consolidated financial statements, subsequent events were evaluated through the time the financial statements were issued. Financial statements are considered issued when they are widely distributed to all stockholders and other financial statement users, or filed with the SEC.

Acquisition Accounting

Acquisitions are accounted for under the acquisition method of accounting. Purchased assets, including identifiable intangible assets, and assumed liabilities are recorded at their respective acquisition date fair values. If the fair value of net assets purchased exceeds the consideration given, a bargain purchase gain is recognized. If the consideration given exceeds the fair value of the net assets received, goodwill is recognized.

Securities Purchased Under Agreements to Resell

Securities purchased under agreements to resell (reverse repurchase agreements or reverse repos) are treated as collateralized financings and are carried at the amounts at which the securities will subsequently be resold as specified in the agreements. The Company is in possession of collateral with a fair value equal to or in excess of the contract amounts.

## Securities

Management classifies securities at the time of purchase and reassesses such designation at each balance sheet date. Transfers between categories from these reassessments are rare. Securities held for resale to facilitate principal transactions with customers are classified as trading, and are carried at fair value, with changes in fair value reflected in the consolidated statements of operations. Hilltop reports interest income on trading securities as interest income on securities and other changes in fair value as other noninterest income.

Securities held but not intended to be held to maturity or on a long-term basis are classified as available for sale. Securities included in this category are those 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, resultant prepayment risk, and other factors related to interest rate and resultant prepayment risk changes. Securities available for sale are carried at fair value. Unrealized holding gains and losses on securities available for sale, net of taxes, are reported in other comprehensive income (loss) until realized. Premiums and discounts are recognized in interest income using the effective interest method and consider any optionality that may be embedded in the security.

Purchases and sales (and related gain or loss) of securities are recorded on the trade date, based on specific identification. Declines in the fair value of available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses to the extent the other-than-temporary impairment (“OTTI”) is related to credit losses.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The amount of the OTTI related to other factors is recognized in other comprehensive income (loss). In estimating OTTI, management considers in developing its best estimate of cash flows, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, (iii) the historic and implied volatility of the security, (iv) failure of the issuer to make scheduled interest payments and (v) changes to the rating of the security by a rating agency.

Loans Held for Sale

Loans held for sale consist primarily of single-family residential mortgages funded through PrimeLending. These loans are generally on the consolidated balance sheet for no more than 30 days. Substantially all mortgage loans originated by PrimeLending are sold to various investors in the secondary market, the majority with servicing released. Mortgage loans held for sale are carried at fair value in accordance with the provisions of the Fair Value Option Subsections of the ASC (the "Fair Value Option"). Changes in the fair value of the loans held for sale are recognized in earnings and fees and costs associated with origination are recognized as incurred. The specific identification method is used to determine realized gains and losses on sales of loans, which are reported as net gains (losses) in noninterest income. Loans sold are subject to certain indemnification provisions with investors, including the repurchase of loans sold and repayment of certain sales proceeds to investors under certain conditions. In addition, certain mortgage loans guaranteed by U.S. Government agencies and sold into Government National Mortgage Association ("GNMA") pools may, under certain conditions specified in the government programs, become subject to repurchase by PrimeLending. Such loans subject to repurchase no longer qualify for sale accounting and are reported as loans held for sale in the consolidated balance sheets.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal reduced by unearned income, net unamortized deferred fees and an allowance for loan losses. Unearned income on installment loans and interest on other loans is recognized using the effective interest method. Net fees received for providing loan commitments and letters of credit that result in loans are deferred and amortized to interest income over the life of the related loan, beginning with the initial borrowing. Net fees on commitments and letters of credit that are not expected to be funded are amortized to noninterest income over the commitment period. Income on direct financing leases is recognized on a basis that achieves a constant periodic rate of return on the outstanding investment.

Impaired loans include non-accrual loans, troubled debt restructurings, purchased credit impaired (“PCI”) loans and partially charged-off loans. The accrual of interest on impaired loans is discontinued when, in management’s opinion, there is a clear indication that the borrower’s cash flow may not be sufficient to meet principal and interest payments, which is generally when a loan is 90 days past due unless the asset is both well secured and in the process of collection. When a loan is placed on non-accrual status, all previously accrued and unpaid interest is charged against income. If the ultimate collectability of principal, wholly or partially, is in doubt, any payment received on a loan on which the accrual of interest has been suspended is applied to reduce principal to the extent necessary to eliminate such doubt. Once the collection of the remaining recorded loan balance is fully expected, interest income is recognized on a cash basis.

The Bank originates loans to customers primarily in Texas. Although the Bank has diversified loan and leasing portfolios and, generally, holds collateral against amounts advanced to customers, its debtors’ ability to honor their contracts is substantially dependent upon the general economic conditions of the region and of the industries in which its debtors operate, which consist primarily of agribusiness, construction, energy, real estate and wholesale/retail trade. PrimeLending originates mortgage loans to customers in its offices, which are located throughout the United States. Substantially all mortgage loans originated by PrimeLending are sold to various investors in the secondary market, the majority with servicing released, although PrimeLending does retain servicing in certain circumstances. The Hilltop Broker-Dealers make loans to customers and correspondents through margin transactions originated by both employees and independent retail representatives throughout the United States. The Hilltop Broker-Dealers control or controlled risk by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines, which may vary based upon market conditions. Securities owned by customers and held as collateral for margin loans are not included in the consolidated financial statements.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Management has defined the loans acquired in a business combination as acquired loans. Acquired loans are recorded at estimated fair value on their purchase date with no carryover of the related allowance for loan losses. Acquired loans were segregated between those considered to be credit impaired and those without credit impairment at acquisition. To make this determination, management considered such factors as past due status, nonaccrual status and credit risk ratings. The fair value of acquired performing loans was determined by discounting expected cash flows, both principal and interest, at prevailing market interest rates. The difference between the fair value and principal balances due at acquisition date, the fair value discount, is accreted into income over the estimated life of each loan.

Loans acquired in the FDIC-assisted transaction whereby the Bank acquired certain assets and assumed certain liabilities of Edinburg, Texas-based First National Bank (“FNB”) on September 13, 2013 (the “FNB Transaction”) that are subject to a loss-share agreement are referred to as “covered loans” and reported separately in the consolidated balance sheets. Covered loans are reported exclusive of the cash flow reimbursements that may be received from the FDIC. Covered loans are discussed in more detail within Note 6 to the consolidated financial statements.

PCI loans acquired by the Company upon completion of the merger with PCC (the “PlainsCapital Merger”) are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and SWS Merger are accounted for in pools as well as on an individual loan basis. The Company has established under its PCI accounting policy a framework to aggregate certain acquired loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing. The common risk characteristics used for the pooling of the FNB and SWS PCI loans are risk grade and loan collateral type.

PCI loans showed evidence of credit deterioration that makes it probable that all contractually required principal and interest payments will not be collected. Their fair value was initially based on an estimate of cash flows, both principal and interest, expected to be collected, discounted at prevailing market rates of interest. Management estimated cash flows using key assumptions such as default rates, loss severity rates assuming default, prepayment speeds and estimated collateral values. The excess of cash flows expected to be collected from a loan or pool over its estimated fair value at acquisition is referred to as the accretable yield and is recognized in interest income using an effective yield method over the remaining life of the loan or pool. Subsequent to acquisition, management must update these estimates of cash flows expected to be collected at each reporting date. These updates require the continued use of key assumptions and estimates, similar to those used in the initial estimate of fair value.

The Bank accretes the discount for PCI loans for which it can predict the timing and amount of cash flows. PCI loans for which a discount is accreted are considered performing.

## Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses inherent in the existing portfolio of loans at the balance sheet date. The allowance for loan losses includes allowance allocations calculated in accordance with the Interagency Policy Statement on the Allowance for Loan and Lease Losses and the Receivables and Contingencies Topics of the ASC. The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions, and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Bank's control, including the performance of the Bank's loan portfolio, the economy and changes in interest rates.

The Bank's allowance for loan losses consists of three elements: (i) specific valuation allowances established for probable losses on impaired loans; (ii) general historical valuation allowances calculated based on historical loan loss experience for homogenous loans with similar collateral; and (iii) valuation allowances to adjust general reserves based on recent economic conditions and other qualitative risk factors both internal and external to the Bank.



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The Bank's methodology regarding the calculation of the allowance for loan losses is discussed in more detail within Note 5 to the consolidated financial statements.

Broker-Dealer and Clearing Organization Transactions

Amounts recorded in broker-dealer and clearing organization receivables and payables include securities lending activities, as well as amounts related to securities transactions for either customers of the Hilltop Broker-Dealers or for the accounts of the Hilltop Broker-Dealers. Securities-borrowed and securities-loaned transactions are generally reported as collateralized financings. Securities-borrowed transactions require the Hilltop Broker-Dealers to deposit cash, letters of credit, or other collateral with the lender. With respect to securities loaned, the Hilltop Broker-Dealers receive collateral in the form of cash or other assets in an amount generally in excess of the market value of securities loaned. The Hilltop Broker-Dealers monitor the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary. Interest income and interest expense associated with collateralized financings is included in the accompanying consolidated statements of operations.

Insurance Premiums Receivable

Insurance premiums receivable include premiums written and not yet collected. NLC routinely evaluates the receivable balance to determine if an allowance for uncollectible amounts is necessary. At December 31, 2016 and 2015, NLC determined that no valuation allowance was necessary.

Deferred Policy Acquisition Costs

Costs of acquiring insurance vary with, and are primarily related to, the successful acquisition of new and renewal business, primarily consisting of commissions, premium taxes and underwriting expenses, and are deferred and amortized over the terms of the policies or reinsurance treaties to which they relate. Proceeds from reinsurance transactions that represent recovery of acquisition costs reduce applicable unamortized acquisition costs in such a manner that net acquisition costs are capitalized and charged to expense in proportion to net revenue recognized. Future investment income is considered in determining the recoverability of deferred policy acquisition costs. NLC regularly reviews the categories of acquisition costs that are deferred and assesses the recoverability of this asset. A premium deficiency and a corresponding charge to income is recognized if the sum of the expected loss and LAE,

unamortized policy acquisition costs, and maintenance costs exceed related unearned insurance premiums and anticipated investment income. At December 31, 2016 and 2015, there was no premium deficiency.

#### Reinsurance

In the normal course of business, NLC seeks to reduce the loss that may arise from catastrophes or other events that could cause unfavorable underwriting results by reinsuring certain levels of risk in various areas of exposure with other insurance enterprises or reinsurers. Amounts recoverable from reinsurers are estimated in a manner consistent with the reinsured policy. NLC routinely evaluates the receivable balance to determine if any uncollectible balances exist.

Net insurance premiums earned, losses and LAE, and policy acquisition and other underwriting expenses are reported net of the amounts related to reinsurance ceded to other companies. Amounts recoverable from reinsurers related to the portions of the liability for losses and LAE and unearned insurance premiums ceded to them are included in other assets within the consolidated balance sheets. Reinsurance assumed from other companies, including assumed premiums written and earned, and losses and LAE, is accounted for in the same manner as direct insurance written.

#### Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization computed principally on the straight-line method over the estimated useful lives of the assets, which range between 3 and 40 years. Gains or losses on disposals of premises and equipment are included in results of operations.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Other Real Estate Owned

Real estate acquired through foreclosure (“OREO”) is included in other assets within the consolidated balance sheets and is carried at management’s estimate of fair value, less estimated cost to sell. Any excess of recorded investment over fair value, less cost to sell, is charged against either the allowance for loan losses or the related PCI pool discount when property is initially transferred to OREO. Subsequent to the initial transfer to OREO, downward valuation adjustments are charged against earnings. Valuation adjustments, revenue and expenses from operations of the properties and resulting gains or losses on sale are included within the consolidated statements of operations in other noninterest income or expense, as appropriate.

Acquired OREO subject to FDIC loss-share agreements is referred to as “covered OREO” and reported separately in the consolidated balance sheets. Covered OREO is reported exclusive of expected reimbursement cash flows from the FDIC. Foreclosed covered loan collateral is transferred into covered OREO at the collateral’s fair value, less selling costs. Covered OREO was initially recorded at its estimated fair value based on similar market comparable valuations, less estimated selling costs. Subsequently, loan collateral transferred to OREO is recorded at its net realizable value. Any subsequent valuation adjustments due to declines in fair value of the covered OREO will be charged to noninterest expense, while any recoveries of previous valuation decreases will be credited to noninterest expense.

FDIC Indemnification Asset

The Company has elected to account for the FDIC Indemnification Asset in accordance with the Business Combination Topic of the ASC. The FDIC Indemnification Asset is initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreements. The difference between the present value and the undiscounted cash flows the Bank expects to collect from the FDIC will be accreted into noninterest income within the consolidated statements of operations over the life of the FDIC Indemnification Asset. The FDIC Indemnification Asset is reviewed quarterly and the accretion rate is adjusted for changes in the timing of cash flows expected to be collected from the FDIC. Cumulative net losses over the life of the loss-share agreements of less than \$240.4 million will reduce the value of the FDIC Indemnification Asset. Any amortization of changes in value of the FDIC Indemnification Asset is limited to the contractual term of the loss-share agreements. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

Debt Issuance Costs

The Company capitalizes debt issuance costs associated with financing of debt. These costs are amortized using the effective interest method over the repayment term of the debt. Unamortized debt issuance costs are presented in the consolidated balance sheets as a direct reduction from the associated debt liability. Debt issuance costs of \$0.1 million and \$0.4 million during 2016 and 2015 were amortized and included in interest expense within the consolidated statements of operations. In April 2015, debt issuance costs of \$1.9 million were capitalized in connection with Hilltop's issuance of the 5% senior notes due 2025.

## Goodwill

Goodwill, which represents the excess of cost over the fair value of the net assets acquired, is allocated to reporting units and tested for impairment annually, or whenever events or changes in circumstances indicate that the carrying amount should be assessed. The Company performs required annual impairment tests of its goodwill as of October 1st for each of its reporting units, which is one level below an operating segment. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill. Prior to testing goodwill for impairment, the Company has the option to assess on a qualitative basis whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If determined, based on its assessment of qualitative factors that it is more likely than not that fair value of a reporting unit is less than its carrying amount, the Company will proceed to test goodwill for impairment as a part of a two-step process. The first step, used to identify potential impairment, involves comparing each reporting unit's estimated fair value to its carrying value, including goodwill. If the carrying value exceeds the estimated fair value, there is an indication of potential impairment and the second step is performed to measure the amount of impairment. The second step involves calculating an implied fair

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

value of goodwill for each reporting unit for which the first step indicated impairment. If the carrying amount of a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

### Intangibles and Other Long-Lived Assets

Intangible assets are acquired assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability. The Company's intangible assets primarily consist of core deposits, trade names and customer relationships. Intangible assets with definite useful lives are generally amortized on the straight-line method over their estimated lives, although certain intangibles, including core deposits, and customer and agent relationships, are amortized on an accelerated basis. Amortization of intangible assets is recorded in other noninterest expense within the consolidated statements of operations. Intangible assets with indefinite useful lives are tested for impairment annually as of October 1st, or more often if events or circumstances indicate there may be impairment, and not amortized until their lives are determined to be definite. Intangible assets with definite useful lives, premises and equipment, and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

### Mortgage Servicing Rights

The Company determines its classes of residential mortgage servicing assets based on the asset type being serviced along with the methods used to manage the risk inherent in the servicing assets, which includes the market inputs used to value the servicing assets. The Company measures its servicing assets at fair value and reports changes in fair value through earnings.

The retained mortgage servicing rights ("MSR") asset is measured at fair value as of the date of sale of the related mortgage loan. Subsequent fair value measurements of the MSR asset are determined by valuing the projected net servicing cash flows, which are then discounted to estimate fair value using a discounted cash flow model. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income.

The model assumptions and the MSR asset fair value estimates are compared to observable trades of similar portfolios as well as to MSR asset broker valuations and industry surveys, as available. The expected life of the loan can vary from management's estimates due to prepayments by borrowers, especially when rates fall. Prepayments in excess of management's estimates would negatively impact the recorded value of the MSR asset. The value of the MSR asset is also dependent upon the discount rate used in the model, which is based on current market rates that are reviewed by management on an ongoing basis. A significant increase in the discount rate would reduce the value of the MSR asset.

#### Derivative Financial Instruments

The Company's hedging policies permit the use of various derivative financial instruments, including forward commitments, interest rate swaps and swaptions, and U.S. Treasury bond futures and options to manage interest rate risk or to hedge specified assets and liabilities. The Company's derivative financial instruments also include interest rate lock commitments ("IRLCs") executed with its customers that allow those customers to obtain a mortgage loan on a future date at an agreed-upon interest rate. The IRLCs, forward commitments, interest rate swaps and swaptions, and U.S. Treasury bond futures and options meet the definition of a derivative under the provisions of the Derivatives and Hedging Topic of the ASC.

Derivatives are recorded at fair value in the consolidated balance sheets. To qualify for hedge accounting, derivatives must be highly effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the derivative contract. If derivative instruments are designated as hedges of fair values, the change in the fair value of both the derivative instrument and the hedged item are included in current earnings. Changes in the fair value of derivatives designated as hedges of cash flows are recorded in other comprehensive income (loss). Actual cash receipts and/or payments and related accruals on derivatives related to hedges are recorded as adjustments to the line item where the hedged item's effect on earnings is recorded.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Reserve for Losses and Loss Adjustment Expenses

The liability for losses and LAE includes an amount determined from loss reports and individual cases and an amount, based on past experience, for losses incurred but not reported (“IBNR”). Such liabilities are based on estimates and, while management believes that the amount is adequate, the ultimate liability may be in excess of or less than the amounts provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed, and any adjustments are reflected in earnings currently. The liability for losses and LAE has not been reduced for reinsurance recoverable.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated.

Stock-Based Compensation

Stock-based compensation expense for all share-based awards granted is based on the grant date fair value estimated in accordance with the provisions of the Stock Compensation Topic of the ASC. The Company recognizes these compensation costs for only those awards expected to vest over the service period of the award.

Advertising

Advertising costs are expensed as incurred. Advertising expense totaled \$5.3 million, \$4.6 million and \$4.6 million during 2016, 2015 and 2014, respectively.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recorded for the estimated future tax effects of the temporary difference between the tax basis and book basis of assets and liabilities reported in the accompanying consolidated balance sheets. The provision for income tax expense or benefit differs from the amounts of income taxes currently payable because certain items of income and expense included in the consolidated financial statements are recognized in different time periods by taxing authorities. Interest and penalties incurred related to tax matters are charged to other interest expense or other noninterest expense, respectively.

Benefits from uncertain tax positions are recognized in the consolidated financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority having full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of cumulative benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold are recognized in the reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold are derecognized in the reporting period in which that threshold is no longer met. If the Company were to prevail on all uncertain tax positions, the effect would be a benefit to the Company's effective tax rate. Due to uncertainties in any tax audit outcome, estimates of the ultimate settlement of unrecognized tax positions may change and the actual tax benefits may differ significantly from the estimate.



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Deferred tax assets, including net operating loss and tax credit carry forwards, are reduced by a valuation allowance when, in the opinion of management, it is more-likely-than-not that any portion of these tax attributes will not be realized. Periodic reviews of the carrying amount of deferred tax assets are made when it is more likely than not that all or a portion of a deferred tax asset will not be realized.

Cash Flow Reporting

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents are defined as the amount included in the consolidated balance sheet captions “Cash and due from banks” and “Federal funds sold”. Cash equivalents have original maturities of three months or less.

Repurchases of Common Stock

In accordance with Maryland law, the Company uses the par value method of accounting for its stock repurchases, whereby the par value of the shares is deducted from common stock. The excess of the cost of shares acquired over the par value is allocated to additional paid-in capital based on an estimated average sales price per issued share with the excess amounts charged to retained earnings.

Basic and Diluted Net Income Per Share

Nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and are included in the computation of earnings per share pursuant to the two-class method prescribed by the Earnings Per Share Topic of the ASC. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. Restricted Stock Awards are the only instruments issued by Hilltop which qualify as participating securities.

Net earnings, less any preferred dividends accumulated for the period (whether or not declared), is allocated between the common stock and participating securities pursuant to the two-class method. Basic earnings per common share is

computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during the period, excluding participating nonvested restricted shares.

Diluted earnings per common share is computed in a similar manner, except that first the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares, excluding the participating securities, were issued using the treasury stock method. During 2016, 2015 and 2014, stock options and restricted stock units (“RSUs”) are the only potentially dilutive non-participating instruments issued by Hilltop. Next, the Company determines and includes in the diluted earnings per common share calculation the more dilutive effect of the participating securities using the treasury stock method or the two-class method. Undistributed losses are not allocated to the nonvested share-based payment awards (the participating securities) under the two-class method as the holders are not contractually obligated to share in the losses of the Company.

## 2. Acquisition

### SWS Merger

On January 1, 2015, Hilltop completed its acquisition of SWS in a stock and cash transaction, whereby each outstanding share of SWS common stock was converted into the right to receive 0.2496 shares of Hilltop common stock and \$1.94 in cash, equating to \$6.92 per share based on Hilltop’s closing price on December 31, 2014 and resulting in an aggregate purchase price of \$349.1 million, consisting of 10.1 million shares of common stock, \$78.2 million in cash and \$70.3 million associated with Hilltop’s existing investment in SWS common stock. The operations acquired in the SWS Merger are included in the Company’s operating results beginning January 1, 2015. Such operating results include a bargain purchase gain of \$81.3 million and are not necessarily indicative of future operating results. SWS’s results of operations prior to the acquisition date are not included in the Company’s consolidated operating results.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The SWS Merger was accounted for using the acquisition method of accounting, and accordingly, purchased assets, including identifiable intangible assets, and assumed liabilities were recorded at their respective acquisition date fair values. The components of the consideration paid are shown in the following table (in thousands).

Fair value of consideration paid:	
Common stock issued	\$ 200,626
Cash	78,217
Fair value of Hilltop's existing investment in SWS	70,282
Total consideration paid	\$ 349,125

The resulting fair values of the identifiable assets acquired, and liabilities assumed, in the SWS Merger at January 1, 2015 are summarized in the following table (in thousands).

Cash and due from banks	\$ 119,314
Federal funds sold and securities purchased under agreements to resell	44,741
Assets segregated for regulatory purposes	181,610
Securities	707,476
Non-covered loans, net	863,819
Broker-dealer and clearing organization receivables	1,221,793
Other assets	159,906
Total identifiable assets acquired	3,298,659
Deposits	(1,287,509)
Broker-dealer and clearing organization payables	(1,109,978)
Short-term borrowings	(164,240)
Securities sold, not yet purchased, at fair value	(140,409)
Notes payable	(76,643)
Other liabilities	(89,466)
Total liabilities assumed	(2,868,245)
Bargain purchase gain	(81,289)
	349,125
Less Hilltop existing investment in SWS	(70,282)
Net identifiable assets acquired	\$ 278,843

The bargain purchase gain represents the excess of the estimated fair value of the underlying net tangible assets and intangible assets over the merger consideration. The SWS Merger was a tax-free reorganization under Section 368(a) of the Internal Revenue Code, therefore no income taxes were recorded in connection with the bargain purchase gain. The Company used significant estimates and assumptions to value certain identifiable assets acquired and liabilities assumed. The bargain purchase gain was primarily driven by the Company's ability to realize acquired deferred tax assets through its consolidated core earnings and the decline in the price of the Company's common stock between the date the fixed conversion ratio was agreed upon and the closing date.

Included within the fair value of other assets in the table above are identifiable intangible assets recorded in connection with the SWS Merger. The allocation to intangible assets is as follows (in thousands).

	Estimated Useful Life (Years)	Gross Intangible Assets
Customer relationships	14	\$ 7,300
Core deposits	4	160
		\$ 7,460

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

In connection with the SWS Merger, Hilltop acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan losses. Acquired loans were segregated between those considered to be PCI loans and those without credit impairment at acquisition. The following table presents details on acquired loans at the acquisition date (in thousands).

	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	\$ 178,603	\$ 9,850	\$ 188,453
Real estate	324,477	62,218	386,695
Construction and land development	14,708	1,391	16,099
Consumer	3,216	—	3,216
Broker-dealer (1)	269,356	—	269,356
Total	\$ 790,360	\$ 73,459	\$ 863,819

(1) Acquired loans include margin loans to customers and correspondents of \$269.4 million associated with acquired broker-dealer operations, none of which are PCI loans.

The following table presents information about the PCI loans at acquisition (in thousands).

Contractually required principal and interest payments	\$ 120,078
Nonaccretable difference	32,040
Cash flows expected to be collected	88,038
Accretable difference	14,579
Fair value of loans acquired with a deterioration of credit quality	\$ 73,459

The following table presents information about the acquired loans without credit impairment at acquisition (in thousands).

Contractually required principal and interest payments	\$ 901,672
Contractual cash flows not expected to be collected	39,721

Fair value at acquisition

790,360

## Unaudited Pro Forma Results of Operations

The results of operations acquired in the SWS Merger have been included in the Company's consolidated financial results since January 1, 2015. The following table discloses the impact of the operations acquired in the SWS Merger on the Company's results of operations. The table presents pro forma results had the SWS Merger taken place on January 1, 2014 and includes the estimated impact of purchase accounting adjustments (in thousands). The purchase accounting adjustments reflect the impact of recording the acquired loans at fair value, including the estimated accretion of the purchase discount on the loan portfolio. Accretion estimates were based on the acquisition date purchase discount on the loan portfolio, as it was not practicable to determine the amount of discount that would have been recorded based on economic conditions that existed on January 1, 2014. The pro forma results do not include any potential operating cost savings as a result of the SWS Merger. Further, certain costs associated with any integration activities are not reflected in the pro forma results. The pro forma results are not necessarily indicative of what would have occurred had the SWS Merger taken place on the indicated date.

	Year Ended December 31, 2014
Net interest income	\$ 429,264
Other revenues	1,005,701
Net income	118,421

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

3. Fair Value Measurements

Fair Value Measurements and Disclosures

The Company determines fair values in compliance with The Fair Value Measurements and Disclosures Topic of the ASC (the “Fair Value Topic”). The Fair Value Topic defines fair value and establishes a framework for measuring fair value in GAAP. The Fair Value Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Fair Value Topic assumes that transactions upon which fair value measurements are based occur in the principal market for the asset or liability being measured. Further, fair value measurements made under the Fair Value Topic exclude transaction costs and are not the result of forced transactions.

The Fair Value Topic includes a fair value hierarchy that classifies fair value measurements based upon the inputs used in valuing the assets or liabilities that are the subject of fair value measurements. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs, as indicated below.

- Level 1 Inputs: Unadjusted quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.
- Level 2 Inputs: Observable inputs other than Level 1 prices. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, yield curves, prepayment speeds, default rates, credit risks and loss severities), and inputs that are derived from or corroborated by market data, among others.
- Level 3 Inputs: Unobservable inputs that reflect an entity’s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. Level 3 inputs include pricing models and discounted cash flow techniques, among others.

Fair Value Option

The Company has elected to measure substantially all of PrimeLending’s mortgage loans held for sale and the retained MSR asset at fair value, under the provisions of the Fair Value Option. The Company elected to apply the provisions

of the Fair Value Option to these items so that it would have the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. At December 31, 2016 and 2015, the aggregate fair value of PrimeLending's mortgage loans held for sale accounted for under the Fair Value Option was \$1.75 billion and \$1.46 billion, respectively, and the unpaid principal balance of those loans was \$1.71 billion and \$1.41 billion, respectively. The interest component of fair value is reported as interest income on loans in the accompanying consolidated statements of operations.

On October 2, 2014, Hilltop exercised its warrant to purchase 8,695,652 shares of SWS common stock at an exercise price of \$5.75 per share (the "SWS Warrant") and paid the aggregate exercise price by the automatic elimination of the \$50.0 million aggregate principal amount note due to Hilltop under its credit agreement with SWS. Following the exercise of the SWS Warrant, Hilltop owned approximately 21% of the outstanding shares of SWS common stock as of October 2, 2014. Contemporaneous with the exercise of the SWS Warrant, Hilltop changed the accounting method for its investment in SWS common stock and elected to account for its investment in accordance with the provisions of the Fair Value Option as permitted by GAAP. Hilltop had previously accounted for its investment in SWS common stock as an available for sale security. Under the Fair Value Option, Hilltop's investment in SWS common stock is recorded at fair value effective October 2, 2014, with changes in fair value being recorded in other noninterest income within the consolidated statements of operations rather than as a component of other comprehensive income. Hilltop's election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of \$7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop's investment in SWS common stock resulted in a loss of \$1.2 million. In the aggregate, Hilltop recorded a \$6.0 million net gain in other noninterest income within the consolidated statement of operations during 2014. At December 31,



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

2014, the fair value of Hilltop's investment in SWS common stock was \$70.3 million and was included in other assets within the consolidated balance sheet.

The Company holds a number of financial instruments that are measured at fair value on a recurring basis, either by the application of the Fair Value Option or other authoritative pronouncements. The fair values of those instruments are determined primarily using Level 2 inputs, as further described below.

**Trading Securities** — Trading securities are reported at fair value primarily using either Level 1 or Level 2 inputs in the same manner as discussed below for available for sale securities.

**Available For Sale Securities** — Most securities available for sale are reported at fair value using Level 2 inputs. The Company obtains fair value measurements from independent pricing services. As the Company is responsible for the determination of fair value, control processes are designed to ensure that the fair values received from independent pricing services are reasonable and the valuation techniques and assumptions used appear reasonable and consistent with prevailing market conditions. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the financial instruments' terms and conditions, among other things. For public common and preferred equity stocks, the determination of fair value uses Level 1 inputs based on observable market transactions.

**Loans Held for Sale** — Mortgage loans held for sale are reported at fair value, as discussed above, using Level 2 inputs that consist of commitments on hand from investors or prevailing market prices. These instruments are held for relatively short periods, typically no more than 30 days. As a result, changes in instrument-specific credit risk are not a significant component of the change in fair value. The fair value of certain loans held for sale that cannot be sold through normal sale channels or are non-performing is measured using Level 3, or unobservable, inputs. The fair value of such loans is generally based upon estimates of expected cash flows using unobservable inputs, including listing prices of comparable assets, uncorroborated expert opinions, and/or management's knowledge of underlying collateral.

**Derivatives** — Derivatives, which are included in other assets and liabilities within the Company's consolidated balance sheets, are reported at fair value using either Level 2 or Level 3 inputs. PrimeLending and the Hilltop Broker-Dealers use dealer quotes to value forward purchase commitments and forward sale commitments, respectively, executed for both hedging and non-hedging purposes. PrimeLending also issues IRLCs to its customers and the Hilltop

Broker-Dealers issue forward purchase commitments to its clients that are valued based on the change in the fair value of the underlying mortgage loan from inception of the IRLC or purchase commitment to the balance sheet date, adjusted for projected loan closing rates. PrimeLending determines the value of the underlying mortgage loan as discussed in “Loans Held for Sale”, above. The Hilltop Broker-Dealers determine the value of the underlying mortgage loan from prices of comparable securities used to value forward sale commitments. Additionally, PrimeLending uses dealer quotes to value interest rate swaps and swaptions executed to hedge its MSR asset.

**MSR Asset** — The MSR asset, which is included in other assets within the Company’s consolidated balance sheets, is reported at fair value using Level 3 inputs. The MSR asset is valued by projecting net servicing cash flows, which are then discounted to estimate the fair value. The fair value of the MSR asset is impacted by a variety of factors. Prepayment rates and discount rates, the most significant unobservable inputs, are discussed further in Note 10 to the consolidated financial statements.

**Securities Sold, Not Yet Purchased** — Securities sold, not yet purchased are reported at fair value primarily using either Level 1 or Level 2 inputs in the same manner as discussed above for trading and available for sale securities.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The following tables present information regarding financial assets and liabilities measured at fair value on a recurring basis (in thousands).

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
December 31, 2016				
Trading securities	\$ 9,481	\$ 256,053	\$ —	\$ 265,534
Available for sale securities	19,840	578,167	—	598,007
Loans held for sale	—	1,712,697	35,801	1,748,498
Derivative assets	—	57,036	—	57,036
MSR asset	—	—	61,968	61,968
Securities sold, not yet purchased	60,715	93,174	—	153,889
Derivative liabilities	—	35,737	—	35,737

	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
December 31, 2015				
Trading securities	\$ 21,807	\$ 192,338	\$ 1	\$ 214,146
Available for sale securities	17,409	656,297	—	673,706
Loans held for sale	—	1,434,955	25,880	1,460,835
Derivative assets	—	35,676	—	35,676
MSR asset	—	—	52,285	52,285
Securities sold, not yet purchased	27,648	102,396	—	130,044
Derivative liabilities	—	5,426	—	5,426

The following table includes a rollforward for those financial instruments measured at fair value using Level 3 inputs (in thousands).

Year ended	Balance at Beginning of Year	Purchases/ Additions	Sales/ Reductions	Total Gains or Losses (Realized or Unrealized)		Balance at End of Year
				Included in Net Income	Included in Other Comprehensive Income (Loss)	
December 31, 2016						
Trading securities	\$ 1	\$ —	\$ —	\$ (1)	\$ —	\$ —

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Loans held for sale	25,880	60,999	(39,637)	(11,441)	—	35,801
MSR asset	52,285	23,381	(7,586)	(6,112)	—	61,968
Total	\$ 78,166	\$ 84,380	\$ (47,223)	\$ (17,554)	\$ —	\$ 97,769

Year ended

December 31, 2015

Trading securities	\$ —	\$ 7,301	\$ (3,397)	\$ (3,903)	\$ —	\$ 1
Loans held for sale	9,017	52,800	(25,514)	(10,423)	—	25,880
MSR asset	36,155	24,974	—	(8,844)	—	52,285
Total	\$ 45,172	\$ 85,075	\$ (28,911)	\$ (23,170)	\$ —	\$ 78,166

Year ended

December 31, 2014

Available for sale securities	\$ 60,053	\$ —	\$ (61,283)	\$ 1,848	\$ (618)	\$ —
Loans held for sale	27,729	24,851	(44,597)	1,034	—	9,017
MSR asset	20,149	35,056	(11,387)	(7,663)	—	36,155
Derivative liabilities	(5,600)	(177)	6,827	(1,050)	—	—
Total	\$ 102,331	\$ 59,730	\$ (110,440)	\$ (5,831)	\$ (618)	\$ 45,172

All net realized and unrealized gains (losses) in the table above are reflected in the accompanying consolidated financial statements. The available for sale securities noted in the table above reflect Hilltop's note receivable from SWS and the SWS Warrant, which, as previously discussed, Hilltop exercised in full on October 2, 2014. Excluding these available for sale securities, trading securities sold, and derivative liabilities, the unrealized gains (losses) relate to financial instruments still held at December 31, 2016.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

For Level 3 financial instruments measured at fair value on a recurring basis at December 31, 2016, the significant unobservable inputs used in the fair value measurements were as follows.

Financial instrument	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
Loans held for sale	Discounted cash flows / Market comparable	Projected price	93 - 97 % ( 97 %)
MSR asset	Discounted cash flows	Constant prepayment rate	10.47 %
		Discount rate	10.95 %

The Company had no transfers between Levels 1 and 2 during the periods presented.

The following table presents the changes in fair value for instruments that are reported at fair value under the Fair Value Option (in thousands).

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	\$ (8,275)	\$ —	\$ (8,275)	\$ (2,970)	\$ —	\$ (2,970)	\$ 31,805	\$ —	\$ 31,805
Investment in SWS common stock	—	—	—	—	—	—	—	5,985	5,985
MSR asset	(6,112)	—	(6,112)	(8,844)	—	(8,844)	(7,663)	—	(7,663)

The Company also determines the fair value of certain assets and liabilities on a non-recurring basis. In particular, the fair value of all of the assets acquired and liabilities assumed in the PlainsCapital Merger and SWS Merger were determined at the respective acquisition date, while fair value of all assets acquired and liabilities assumed in the FNB Transaction was determined at the Bank Closing Date. In addition, facts and circumstances may dictate a fair value measurement when there is evidence of impairment. Assets and liabilities measured on a non-recurring basis include the items discussed below.

Impaired Loans — The Company reports impaired loans based on the underlying fair value of the collateral through specific allowances within the allowance for loan losses. PCI loans with a fair value of \$172.9 million, \$822.8 million and \$73.5 million were acquired by the Company upon completion of the PlainsCapital Merger, the FNB Transaction and the SWS Merger, respectively (collectively, the “Bank Transactions”). Substantially all PCI loans acquired in the FNB Transaction are covered by FDIC loss-share agreements. The fair value of PCI loans was determined using Level 3 inputs, including estimates of expected cash flows that incorporated significant unobservable inputs regarding default rates, loss severity rates assuming default, prepayment speeds on acquired loans accounted for in pools (“Pooled Loans”), and estimated collateral values.

At December 31, 2016, estimates for these significant unobservable inputs were as follows.

	PCI Loans					
	PlainsCapital		FNB		SWS	
	Merger		Transaction		Merger	
Weighted average default rate	54	%	52	%	52	%
Weighted average loss severity rate	55	%	28	%	29	%
Weighted average prepayment speed	0	%	8	%	0	%

At December 31, 2016, the resulting weighted average expected loss on PCI loans associated with the PlainsCapital Merger, FNB Transaction and SWS Merger was 30%, 14% and 15%, respectively.

The Company obtains updated appraisals of the fair value of collateral securing impaired collateral dependent loans at least annually, in accordance with regulatory guidelines. The Company also reviews the fair value of such collateral on a quarterly basis. If the quarterly review indicates that the fair value of the collateral may have deteriorated, the Company orders an updated appraisal of the fair value of the collateral. Because the Company obtains updated appraisals when evidence of a decline in the fair value of collateral exists, it typically does not adjust appraised values.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Other Real Estate Owned — The Company determines fair value primarily using independent appraisals of OREO properties. The resulting fair value measurements are classified as Level 2 or Level 3 inputs, depending upon the extent to which unobservable inputs determine the fair value measurement. The Company considers a number of factors in determining the extent to which specific fair value measurements utilize unobservable inputs, including, but not limited to, the inherent subjectivity in appraisals, the length of time elapsed since the receipt of independent market price or appraised value, and current market conditions. At December 31, 2016, the most significant unobservable input used in the determination of fair value of OREO was a discount to independent appraisals for estimated holding periods of OREO properties. Level 3 inputs were used to determine the initial fair value at acquisition of a large group of smaller balance properties that were acquired in the FNB Transaction. In the FNB Transaction, the Bank acquired OREO of \$135.2 million, all of which is covered by FDIC loss-share agreements. At December 31, 2016 and 2015, the estimated fair value of covered OREO was \$51.6 million and \$99.1 million, respectively, and the underlying fair value measurements utilize Level 2 and Level 3 inputs. The fair value of non-covered OREO at December 31, 2016 and 2015 was \$4.5 million and \$0.4 million, respectively, and is included in other assets within the consolidated balance sheets. During the reported periods, all fair value measurements for non-covered OREO subsequent to initial recognition utilized Level 2 inputs.

The following table presents information regarding certain assets and liabilities measured at fair value on a non-recurring basis for which a change in fair value has been recorded during reporting periods subsequent to initial recognition (in thousands).

December 31, 2016	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value	Total Gains (Losses) for the Year Ended December 31,		
					2016	2015	2014
Non-covered impaired loans	\$ —	\$ —	\$ 52,392	\$ 52,392	\$ 2,487	\$ (126)	\$ (2,182)
Covered impaired loans	—	—	47,391	47,391	1,156	3,034	(3,652)
Non-covered other real estate owned	—	1,455	—	1,455	(555)	(28)	(372)
Covered other real estate owned	—	23,367	—	23,367	(18,481)	(16,555)	(19,672)

The Fair Value of Financial Instruments Subsection of the ASC requires disclosure of the fair value of financial assets and liabilities, including the financial assets and liabilities previously discussed. The methods for determining estimated fair value for financial assets and liabilities measured at fair value on a recurring or non-recurring basis are discussed above. For other financial assets and liabilities, the Company utilizes quoted market prices, if available, to estimate the fair value of financial instruments. Because no quoted market prices exist for a significant portion of the

Company's financial instruments, the fair value of such instruments has been derived based on management's assumptions with respect to future economic conditions, the amount and timing of future cash flows, and estimated discount rates. Different assumptions could significantly affect these estimates. Accordingly, the estimates provided herein do not necessarily indicate amounts which could be realized in a current transaction. Further, as it is management's intent to hold a significant portion of its financial instruments to maturity, it is not probable that the fair values shown below will be realized in a current transaction.

Because of the wide range of permissible valuation techniques and the numerous estimates which must be made, it may be difficult to make reasonable comparisons of the Company's fair value information to that of other financial institutions. The aggregate estimated fair value amount should in no way be construed as representative of the underlying value of Hilltop and its subsidiaries. The following methods and assumptions are typically used in estimating the fair value disclosures for financial instruments:

**Cash and Cash Equivalents** — For cash and due from banks and federal funds sold, the carrying amount is a reasonable estimate of fair value.

**Securities Purchased Under Agreements to Resell** — Securities purchased under agreements to resell are carried at the amounts at which the securities will subsequently be resold as specified in the agreements. The carrying amounts approximate fair value due to their short-term nature.

**Assets Segregated for Regulatory Purposes** — Assets segregated for regulatory purposes may consist of cash and securities with carrying amounts that approximate fair value.

**Held to Maturity Securities** — For securities held to maturity, estimated fair value equals quoted market price, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

**Loans Held for Sale** — Loans held for sale consist primarily of certain mortgage loans held for sale that are subject to purchase by related parties. Such loans are reported at fair value, as discussed above, using Level 2 inputs that consist of commitments on hand from investors or prevailing market prices.

**Loans** — The fair value of non-covered and covered loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

**Broker-Dealer and Clearing Organization Receivables and Payables** — The carrying amount approximates their fair value.

**FDIC Indemnification Asset** — The fair value of the FDIC Indemnification Asset is based on Level 3 inputs, including the discounted value of expected future cash flows under the loss-share agreements. The discount rate contemplates the credit worthiness of the FDIC as counterparty to this asset, and considers an incremental discount rate risk premium reflective of the inherent uncertainty associated with the timing of the cash flows.

**Deposits** — The estimated fair value of demand deposits, savings accounts and NOW accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. The carrying amount for variable-rate certificates of deposit approximates their fair values.

**Short-Term Borrowings** — The carrying amounts of federal funds purchased, borrowings under repurchase agreements, Federal Home Loan Bank (“FHLB”) and other short-term borrowings approximate their fair values.

**Debt** — The fair values are estimated using discounted cash flow analysis based on current incremental borrowing rates for similar types of borrowing arrangements.

**Other Assets and Liabilities** — Other assets and liabilities primarily consists of cash surrender value of life insurance policies and accrued interest receivable and payable with carrying amounts that approximate their fair values using

Level 2 inputs. The fair value of certain other receivables and investments is based on Level 3 inputs.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

The following tables present the carrying values and estimated fair values of financial instruments not measured at fair value on either a recurring or non-recurring basis (in thousands).

December 31, 2016	Carrying Amount	Estimated Fair Value			Total
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Financial assets:					
Cash and cash equivalents	\$ 690,764	\$ 690,764	\$ —	\$ —	\$ 690,764
Securities purchased under agreements to resell	89,430	—	89,430	—	89,430
Assets segregated for regulatory purposes	180,993	180,993	—	—	180,993
Held to maturity securities	351,831	—	345,088	—	345,088
Loans held for sale	46,965	—	46,965	—	46,965
Non-covered loans, net	5,789,313	—	502,077	5,459,975	5,962,052
Covered loans, net	255,714	—	—	367,444	367,444
Broker-dealer and clearing organization receivables	1,497,741	—	1,497,741	—	1,497,741
FDIC indemnification asset	71,313	—	—	60,173	60,173
Other assets	62,904	—	58,697	4,207	62,904
Financial liabilities:					
Deposits	7,063,811	—	7,058,837	—	7,058,837
Broker-dealer and clearing organization payables	1,347,128	—	1,347,128	—	1,347,128
Short-term borrowings	1,417,289	—	1,417,289	—	1,417,289
Debt	384,924	—	378,822	—	378,822
Other liabilities	3,708	—	3,708	—	3,708

December 31, 2015	Carrying Amount	Estimated Fair Value			Total
		Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	
Financial assets:					
Cash and cash equivalents	\$ 669,445	\$ 669,445	\$ —	\$ —	\$ 669,445
Securities purchased under agreements to resell	105,660	—	105,660	—	105,660
Assets segregated for regulatory purposes	158,613	158,613	—	—	158,613

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Held to maturity securities	332,022	—	331,468	—	331,468
Loans held for sale	72,843	—	72,843	—	72,843
Non-covered loans, net	5,162,202	—	590,545	4,600,406	5,190,951
Covered loans, net	378,762	—	—	527,201	527,201
Broker-dealer and clearing organization receivables	1,362,499	—	1,362,499	—	1,362,499
FDIC indemnification asset	91,648	—	—	91,648	91,648
Other assets	68,786	—	53,214	15,572	68,786
Financial liabilities:					
Deposits	6,952,683	—	6,955,919	—	6,955,919
Broker-dealer and clearing organization payables	1,338,305	—	1,338,305	—	1,338,305
Short-term borrowings	947,373	—	947,373	—	947,373
Debt	305,728	—	299,257	—	299,257
Other liabilities	3,699	—	3,699	—	3,699

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 4. Securities

The fair value of trading securities are summarized as follows (in thousands).

	December 31,	
	2016	2015
U.S. Treasury securities	\$ 5,940	\$ 20,481
U.S. government agencies:		
Bonds	36,303	36,244
Residential mortgage-backed securities	2,539	12,505
Commercial mortgage-backed securities	15,171	19,280
Collateralized mortgage obligations	5,607	264
Corporate debt securities	60,699	34,735
States and political subdivisions	89,946	58,588
Unit investment trusts	41,409	18,400
Private-label securitized product	4,292	12,324
Other	3,628	1,325
Totals	\$ 265,534	\$ 214,146

The Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligation may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheets, had a value of \$153.9 million and \$130.0 million at December 31, 2016 and 2015, respectively.

The amortized cost and fair value of available for sale and held to maturity securities are summarized as follows (in thousands).

December 31, 2016	Available for Sale			Fair Value
	Amortized Cost	Unrealized Gains	Unrealized Losses	
U.S. Treasury securities	\$ 31,701	\$ 144	\$ (44)	\$ 31,801

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U.S. government agencies:				
Bonds	121,838	881	(67)	122,652
Residential mortgage-backed securities	135,371	708	(2,941)	133,138
Commercial mortgage-backed securities	8,771	2	(58)	8,715
Collateralized mortgage obligations	117,879	29	(3,206)	114,702
Corporate debt securities	76,866	2,354	(91)	79,129
States and political subdivisions	86,353	1,498	(336)	87,515
Commercial mortgage-backed securities	499	16	—	515
Equity securities	18,920	1,263	(343)	19,840
Totals	\$ 598,198	\$ 6,895	\$ (7,086)	\$ 598,007

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

December 31, 2015	Available for Sale			Fair Value
	Amortized Cost	Unrealized Gains	Unrealized Losses	
U.S. Treasury securities	\$ 44,430	\$ 206	\$ (33)	\$ 44,603
U.S. government agencies:				
Bonds	297,448	1,135	(1,947)	296,636
Residential mortgage-backed securities	34,864	1,008	(19)	35,853
Commercial mortgage-backed securities	9,174	35	(2)	9,207
Collateralized mortgage obligations	54,297	48	(1,644)	52,701
Corporate debt securities	94,877	3,399	(326)	97,950
States and political subdivisions	116,246	2,581	(102)	118,725
Commercial mortgage-backed securities	498	33	—	531
Equity securities	18,169	574	(1,243)	17,500
Totals	\$ 670,003	\$ 9,019	\$ (5,316)	\$ 673,706

December 31, 2016	Held to Maturity			Fair Value
	Amortized Cost	Unrealized Gains	Unrealized Losses	
U.S. Treasury securities	\$ —	\$ —	\$ —	\$ —
U.S. government agencies:				
Bonds	40,513	—	(1,287)	39,226
Residential mortgage-backed securities	19,606	13	(6)	19,613
Commercial mortgage-backed securities	31,767	102	(593)	31,276
Collateralized mortgage obligations	217,954	128	(3,372)	214,710
States and political subdivisions	41,991	70	(1,798)	40,263
Totals	\$ 351,831	\$ 313	\$ (7,056)	\$ 345,088

December 31, 2015	Held to Maturity			Fair Value
	Amortized Cost	Unrealized Gains	Unrealized Losses	
U.S. Treasury securities	\$ 25,146	\$ —	\$ (30)	\$ 25,116
U.S. government agencies:				
Bonds	69,379	145	(372)	69,152
Residential mortgage-backed securities	23,735	311	—	24,046
Commercial mortgage-backed securities	18,658	27	(92)	18,593
Collateralized mortgage obligations	167,541	302	(970)	166,873
States and political subdivisions	27,563	168	(43)	27,688

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Totals	\$ 332,022	\$ 953	\$ (1,507)	\$ 331,468
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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

Information regarding available for sale and held to maturities securities that were in an unrealized loss position is shown in the following tables (dollars in thousands).

	December 31, 2016			December 31, 2015		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Available for Sale						
U.S. treasury securities:						
Unrealized loss for less than twelve months	7	\$ 21,694	\$ 44	8	\$ 33,791	\$ 33
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	7	21,694	44	8	33,791	33
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	1	14,908	67	7	148,327	896
Unrealized loss for twelve months or longer	—	—	—	3	44,321	1,051
	1	14,908	67	10	192,648	1,947
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	12	109,398	2,941	3	3,407	5
Unrealized loss for twelve months or longer	—	—	—	1	982	14
	12	109,398	2,941	4	4,389	19
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	2	7,127	58	1	1,611	2
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	2	7,127	58	1	1,611	2
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	11	91,144	2,340	2	1,590	4
Unrealized loss for twelve months or longer	8	19,320	866	8	42,399	1,640

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	19	110,464	3,206	10	43,989	1,644
Corporate debt securities:						
Unrealized loss for less than twelve months	3	5,899	91	16	16,635	277
Unrealized loss for twelve months or longer	—	—	—	1	1,949	49
	3	5,899	91	17	18,584	326
States and political subdivisions:						
Unrealized loss for less than twelve months	32	17,549	322	2	3,018	9
Unrealized loss for twelve months or longer	1	450	14	35	24,423	93
	33	17,999	336	37	27,441	102
Equity securities:						
Unrealized loss for less than twelve months	—	—	—	2	8,949	909
Unrealized loss for twelve months or longer	2	11,107	343	1	1,927	334
	2	11,107	343	3	10,876	1,243
Total available for sale:						
Unrealized loss for less than twelve months	68	267,719	5,863	41	217,328	2,135
Unrealized loss for twelve months or longer	11	30,877	1,223	49	116,001	3,181
	79	\$ 298,596	\$ 7,086	90	\$ 333,329	\$ 5,316

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

	December 31, 2016			December 31, 2015		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Held to Maturity						
U.S. treasury securities:						
Unrealized loss for less than twelve months	—	\$ —	\$ —	1	\$ 25,115	\$ 30
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	—	—	—	1	25,115	30
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	4	33,225	1,287	6	46,607	372
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	4	33,225	1,287	6	46,607	372
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	2	13,178	6	—	—	—
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	2	13,178	6	—	—	—
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	5	18,891	588	7	16,098	92
Unrealized loss for twelve months or longer	1	1,401	5	—	—	—
	6	20,292	593	7	16,098	92
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	19	187,669	3,372	10	127,393	970
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	19	187,669	3,372	10	127,393	970

## States and political subdivisions:

Unrealized loss for less than twelve months	71	29,862	1,790	18	7,900	35
Unrealized loss for twelve months or longer	1	462	8	1	2,664	8
	72	30,324	1,798	19	10,564	43
Total held to maturity:						
Unrealized loss for less than twelve months	101	282,825	7,043	42	223,113	1,499
Unrealized loss for twelve months or longer	2	1,863	13	1	2,664	8
	103	\$ 284,688	\$ 7,056	43	\$ 225,777	\$ 1,507

During 2016, 2015 and 2014, the Company did not record any OTTI. Factors considered in the Company's analysis include the reasons for the unrealized loss position, the severity and duration of the unrealized loss position, credit worthiness, and forecasted performance of the investee. While some of the securities held in the investment portfolio have decreased in value since the date of acquisition, the severity of loss and the duration of the loss position are not believed to be significant enough to warrant OTTI of the securities. The Company does not intend, nor is it likely that the Company will be required, to sell these securities before the recovery of the cost basis.

Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties. The amortized cost and fair value of securities, excluding trading and available for sale equity securities, at December 31, 2016 are shown by contractual maturity below (in thousands).

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 136,871	\$ 137,216	\$ 3,798	\$ 3,810
Due after one year through five years	93,926	95,706	4,333	4,326
Due after five years through ten years	49,969	51,616	26,293	25,563
Due after ten years	35,992	36,559	48,080	45,790
	316,758	321,097	82,504	79,489
Residential mortgage-backed securities	135,371	133,138	19,606	19,613
Collateralized mortgage obligations	117,879	114,702	217,954	214,710
Commercial mortgage-backed securities	9,270	9,230	31,767	31,276
	\$ 579,278	\$ 578,167	\$ 351,831	\$ 345,088

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

During 2016, 2015 and 2014, the Company realized net gains from its trading portfolio of \$15.9 million, \$12.8 million and \$2.1 million, respectively. In addition, the Hilltop Broker-Dealers realized net gains from trading activities associated with its structured finance business of \$109.8 million and \$0.3 million during 2016 and 2015, respectively. All such realized net gains (losses) are recorded as a component of other noninterest income within the consolidated statements of operations.

Securities with a carrying amount of \$695.1 million and \$789.9 million (with a fair value of \$688.1 million and \$790.2 million, respectively) at December 31, 2016 and 2015, were pledged to secure public and trust deposits, federal funds purchased and securities sold under agreements to repurchase, and for other purposes as required or permitted by law. Substantially all of these pledged securities were included in our available for sale and held to maturity securities portfolios at December 31, 2016 and 2015.

Mortgage-backed securities and collateralized mortgage obligations consist principally of GNMA, Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”) pass-through and participation certificates. GNMA securities are guaranteed by the full faith and credit of the United States, while FNMA and FHLMC securities are fully guaranteed by those respective United States government-sponsored agencies, and conditionally guaranteed by the full faith and credit of the United States.

At both December 31, 2016 and 2015, NLC had investments on deposit in custody for various state insurance departments with carrying values of \$9.2 million.

## 5. Non-Covered Loans and Allowance for Non-Covered Loan Losses

Non-covered loans refer to loans not covered by the FDIC loss-share agreements. Covered loans are discussed in Note 6 to the consolidated financial statements. Non-covered loans summarized by portfolio segment are as follows (in thousands).

	December 31,	
	2016	2015
Commercial and industrial	\$ 1,696,453	\$ 1,552,805

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Real estate	2,816,767	2,313,239
Construction and land development	786,850	705,356
Consumer	41,352	45,672
Broker-dealer (1)	502,077	590,545
	5,843,499	5,207,617
Allowance for non-covered loan losses	(54,186)	(45,415)
Total non-covered loans, net of allowance	\$ 5,789,313	\$ 5,162,202

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(1) Represents margin loans to customers and correspondents associated with our broker-dealer segment operations.

The Bank has lending policies in place with the goal of establishing an asset portfolio that will provide a return on stockholders' equity sufficient to maintain capital to assets ratios that meet or exceed established regulations. Loans are underwritten with careful consideration of the borrower's financial condition, the specific purpose of the loan, the primary sources of repayment and any collateral pledged to secure the loan.

Underwriting procedures address financial components based on the size and complexity of the credit. The financial components include, but are not limited to, current and projected cash flows, shock analysis and/or stress testing, and trends in appropriate balance sheet and statement of operations ratios. The Bank's loan policy provides specific underwriting guidelines by portfolio segment, including commercial and industrial, real estate, construction and land development, and consumer loans. The guidelines for each individual portfolio segment set forth permissible and impermissible loan types. With respect to each loan type, the guidelines within the Bank's loan policy provide minimum requirements for the underwriting factors listed above. The Bank's underwriting procedures also include an analysis of any collateral and guarantor. Collateral analysis includes a complete description of the collateral, as well as determined values, monitoring requirements, loan to value ratios, concentration risk, appraisal requirements and other information relevant to the collateral being pledged. Guarantor analysis includes liquidity and cash flow evaluation based on the significance with which the guarantors are expected to serve as secondary repayment sources.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The Bank maintains a loan review department that reviews credit risk in response to both external and internal factors that potentially impact the performance of either individual loans or the overall loan portfolio. The loan review process reviews the creditworthiness of borrowers and determines compliance with the loan policy. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel. Results of these reviews are presented to management and the Bank's board of directors.

In connection with the Bank Transactions, the Company acquired non-covered loans both with and without evidence of credit quality deterioration since origination. The following table presents the carrying values and the outstanding balances of the non-covered PCI loans (in thousands).

	December 31,	
	2016	2015
Carrying amount	\$ 51,432	\$ 72,054
Outstanding balance	67,988	92,682

Changes in the accretable yield for the non-covered PCI loans were as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 17,744	\$ 12,814	\$ 17,601
Additions	—	14,579	—
Reclassifications from nonaccretable difference, net(1)	6,168	19,759	15,225
Disposals of loans	—	(2,371)	(4,927)
Accretion	(10,796)	(27,037)	(15,085)
Balance, end of year	\$ 13,116	\$ 17,744	\$ 12,814

(1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts. Reclassifications to nonaccretable difference occur when accruing loans are moved to nonaccrual and expected cash flows are no longer predictable and the accretable yield is eliminated.

The remaining nonaccretable difference for non-covered PCI loans was \$22.8 million and \$28.5 million at December 31, 2016 and 2015, respectively.

Impaired loans exhibit a clear indication that the borrower's cash flow may not be sufficient to meet principal and interest payments, which is generally when a loan is 90 days past due unless the asset is both well secured and in the process of collection. Non-covered impaired loans include non-accrual loans, troubled debt restructurings ("TDRs"), PCI loans and partially charged-off loans.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

The amounts shown in following tables include loans accounted for on an individual basis, as well as acquired Pooled Loans. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level. Non-covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

December 31, 2016	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	\$ 25,354	\$ 3,234	\$ 5,438	\$ 8,672	\$ 557
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	38,005	11,097	17,413	28,510	1,907
Secured by residential properties	13,606	7,401	3,088	10,489	200
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	5,780	1,391	2,076	3,467	377
Consumer	3,223	237	57	294	56
Broker-dealer	—	—	—	—	—
	85,968	23,360	28,072	51,432	3,097
Non-PCI					
Commercial and industrial:					
Secured	6,311	3,313	1,372	4,685	115
Unsecured	946	925	—	925	—
Real estate:					
Secured by commercial properties	10,134	10,000	—	10,000	—
Secured by residential properties	1,344	1,116	—	1,116	—
Construction and land development:					
Residential construction loans	28	28	—	28	—
Commercial construction loans and land development	738	48	679	727	167
Consumer	246	244	—	244	—
Broker-dealer	—	—	—	—	—
	19,747	15,674	2,051	17,725	282
	\$ 105,715	\$ 39,034	\$ 30,123	\$ 69,157	\$ 3,379

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December 31, 2015	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	\$ 32,597	\$ 5,520	\$ 7,830	\$ 13,350	\$ 1,341
Unsecured	2,572	—	—	—	—
Real estate:					
Secured by commercial properties	57,607	15,914	25,214	41,128	2,756
Secured by residential properties	15,278	8,957	2,690	11,647	175
Construction and land development:					
Residential construction loans	395	—	221	221	8
Commercial construction loans and land development	7,929	3,283	1,646	4,929	174
Consumer	4,162	734	45	779	32
Broker-dealer	—	—	—	—	—
	120,540	34,408	37,646	72,054	4,486
Non-PCI					
Commercial and industrial:					
Secured	21,222	6,736	6,017	12,753	1,380
Unsecured	224	47	—	47	—
Real estate:					
Secured by commercial properties	436	390	—	390	—
Secured by residential properties	1,229	918	—	918	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	131	114	—	114	—
Consumer	—	1	—	1	—
Broker-dealer	—	—	—	—	—
	23,242	8,206	6,017	14,223	1,380
	\$ 143,782	\$ 42,614	\$ 43,663	\$ 86,277	\$ 5,866

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Average investment in non-covered impaired loans is summarized by class in the following table (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Commercial and industrial:			
Secured	\$ 19,730	\$ 25,991	\$ 30,626
Unsecured	486	104	802
Real estate:			
Secured by commercial properties	40,014	32,149	29,517
Secured by residential properties	12,085	7,769	2,984
Construction and land development:			
Residential construction loans	125	111	—
Commercial construction loans and land development	4,619	7,462	14,849
Consumer	659	1,459	3,324
Broker-dealer	—	—	—
	\$ 77,718	\$ 75,045	\$ 82,102

Non-covered non-accrual loans, excluding those classified as held for sale, are summarized by class in the following table (in thousands).

	December 31, 2016	December 31, 2015
Commercial and industrial:		
Secured	\$ 8,590	\$ 17,717
Unsecured	925	47
Real estate:		
Secured by commercial properties	11,034	4,597
Secured by residential properties	1,197	999
Construction and land development:		
Residential construction loans	28	—
Commercial construction loans and land development	727	114
Consumer	244	7
Broker-dealer	—	—
	\$ 22,745	\$ 23,481

At December 31, 2016 and 2015, non-covered non-accrual loans included non-covered PCI loans of \$5.0 million and \$9.3 million, respectively, for which discount accretion has been suspended because the extent and timing of cash flows from these non-covered PCI loans can no longer be reasonably estimated. In addition to the non-covered non-accrual loans in the table above, \$1.7 million and \$1.6 million of real estate loans secured by residential properties and classified as held for sale were in non-accrual status at December 31, 2016 and 2015, respectively.

Interest income, including recoveries and cash payments, recorded on non-covered impaired loans was \$0.2 million, \$8.9 million and \$3.3 million during 2016, 2015 and 2014, respectively. Except as noted above, non-covered PCI loans are considered to be performing due to the application of the accretion method.

The Bank classifies loan modifications as TDRs when it concludes that it has both granted a concession to a debtor and that the debtor is experiencing financial difficulties. Loan modifications are typically structured to create affordable payments for the debtor and can be achieved in a variety of ways. The Bank modifies loans by reducing interest rates and/or lengthening loan amortization schedules. The Bank also reconfigures a single loan into two or more loans (“A/B Note”). The typical A/B Note restructure results in a “bad” loan which is charged off and a “good” loan or loans the terms of which comply with the Bank’s customary underwriting policies. The debt charged off on the “bad” loan is not forgiven to the debtor.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

Information regarding TDRs granted during 2016, 2015 and 2014, respectively, is shown in the following table (in thousands). At December 31, 2016 and 2015, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:									
Secured	1	\$ 1,196	\$ 944	1	\$ 89	\$ 82	1	\$ 2,465	\$ 2,465
Unsecured	—	—	—	—	—	—	—	—	—
Real estate:									
Secured by commercial properties	—	—	—	1	1,083	1,040	1	345	317
Secured by residential properties	—	—	—	—	—	—	1	262	248
Construction and land development:									
Residential construction loans	—	—	—	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	1	76	—	1	143	128
Consumer	—	—	—	—	—	—	—	—	—
	1	\$ 1,196	\$ 944	3	\$ 1,248	\$ 1,122	4	\$ 3,215	\$ 3,158

During 2016, 2015 and 2014, all of the non-covered loan modifications included in the table above involved payment term extensions. The Bank did not grant principal reductions on any restructured non-covered loans.

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The following table presents information regarding TDRs granted during the twelve months preceding December 31, 2016 and 2015, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding December 31, 2016			Twelve Months Preceding December 31, 2015		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	1	\$ 1,196	\$ 944	—	\$ —	\$ —
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	—	—	—	1	1,083	1,040
Secured by residential properties	—	—	—	—	—	—
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	1	76	—
Consumer	—	—	—	—	—	—
	1	\$ 1,196	\$ 944	2	\$ 1,159	\$ 1,040

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

An analysis of the aging of the Bank's non-covered loan portfolio is shown in the following tables (in thousands).

December 31, 2016	Loans Past Due	Loans Past Due	Loans Past Due	Total	Current	PCI	Total	Accruing Loans (Non-PCI) Past Due
	30-59 Days	60-89 Days	90 Days or More	Past Due Loans	Loans	Loans	Loans	90 Days or More
Commercial and industrial:								
Secured	\$ 4,727	\$ 704	\$ 6,770	\$ 12,201	\$ 1,576,239	\$ 8,672	\$ 1,597,112	\$ 3,095
Unsecured	596	1	909	1,506	97,835	—	99,341	1
Real estate:								
Secured by commercial properties	550	9,417	1,492	11,459	1,915,126	28,510	1,955,095	—
Secured by residential properties	506	361	369	1,236	849,947	10,489	861,672	—
Construction and land development:								
Residential construction loans	—	28	—	28	128,624	—	128,652	—
Commercial construction loans and land development	2,500	1,784	48	4,332	650,399	3,467	658,198	—
Consumer	176	31	—	207	40,851	294	41,352	—
Broker-dealer	—	—	—	—	502,077	—	502,077	—
	\$ 9,055	\$ 12,326	\$ 9,588	\$ 30,969	\$ 5,761,098	\$ 51,432	\$ 5,843,499	\$ 3,096

December 31, 2015	Loans Past Due	Loans Past Due	Loans Past Due	Total	Current	PCI	Total	Accruing Loans (Non-PCI) Past Due
	30-59 Days	60-89 Days	90 Days or More	Past Due Loans	Loans	Loans	Loans	90 Days or More

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Commercial and industrial:								
Secured	\$ 14,869	\$ 3,960	\$ 8,414	\$ 27,243	\$ 1,406,537	\$ 13,350	\$ 1,447,130	\$ 12
Unsecured	18	1	—	19	105,656	—	105,675	—
Real estate:								
Secured by commercial properties	1,008	964	293	2,265	1,528,084	41,128	1,571,477	—
Secured by residential properties	726	35	336	1,097	729,018	11,647	741,762	—
Construction and land development:								
Residential construction loans	343	—	—	343	103,819	221	104,383	—
Commercial construction loans and land development	733	1,845	114	2,692	593,352	4,929	600,973	—
Consumer	359	17	—	376	44,517	779	45,672	—
Broker-dealer	—	—	—	—	590,545	—	590,545	—
	\$ 18,056	\$ 6,822	\$ 9,157	\$ 34,035	\$ 5,101,528	\$ 72,054	\$ 5,207,617	\$ 12

In addition to the non-covered loans shown in the table above, \$44.4 million and \$50.8 million of loans included in loans held for sale (with an unpaid principal balance of \$44.9 million and \$51.1 million, respectively) were 90 days past due and accruing interest at December 31, 2016 and 2015, respectively. These loans are guaranteed by U.S. government agencies and include loans that are subject to repurchase, or have been repurchased, by PrimeLending.

Management tracks credit quality trends on a quarterly basis related to: (i) past due levels, (ii) non-performing asset levels, (iii) classified loan levels, (iv) net charge-offs, and (v) general economic conditions in the state and local markets.

The Company utilizes a risk grading matrix to assign a risk grade to each of the loans in its portfolio. A risk rating is assigned based on an assessment of the borrower's management, collateral position, financial capacity, and economic factors. The general characteristics of the various risk grades are described below.

Pass — "Pass" loans present a range of acceptable risks to the Company. Loans that would be considered virtually risk-free are rated Pass — low risk. Loans that exhibit sound standards based on the grading factors above and present a reasonable risk to the Company are rated Pass — normal risk. Loans that exhibit a minor weakness in one or more of the grading criteria but still present an acceptable risk to the Company are rated Pass — high risk.



Special Mention — “Special Mention” loans have potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in a deterioration of the repayment prospects for the loans and weaken

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to require adverse classification.

Substandard — "Substandard" loans are inadequately protected by the current sound worth and paying capacity of the obligor or the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Many substandard loans are considered impaired.

PCI — "PCI" loans exhibited evidence of credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected.

The following tables present the internal risk grades of non-covered loans, as previously described, in the portfolio by class (in thousands).

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	\$ 1,531,895	\$ 72	\$ 56,473	\$ 8,672	\$ 1,597,112
Unsecured	97,646	—	1,695	—	99,341
Real estate:					
Secured by commercial properties	1,888,231	3,693	34,661	28,510	1,955,095
Secured by residential properties	846,420	—	4,763	10,489	861,672
Construction and land development:					
Residential construction loans	128,624	—	28	—	128,652
Commercial construction loans and land development	653,808	—	923	3,467	658,198
Consumer	40,789	6	263	294	41,352
Broker-dealer	502,077	—	—	—	502,077
	\$ 5,689,490	\$ 3,771	\$ 98,806	\$ 51,432	\$ 5,843,499

December 31, 2015	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	\$ 1,372,671	\$ —	\$ 61,109	\$ 13,350	\$ 1,447,130

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Unsecured	105,569	—	106	—	105,675
Real estate:					
Secured by commercial properties	1,517,049	1,536	11,764	41,128	1,571,477
Secured by residential properties	724,701	—	5,414	11,647	741,762
Construction and land development:					
Residential construction loans	104,162	—	—	221	104,383
Commercial construction loans and land development	594,614	—	1,430	4,929	600,973
Consumer	44,736	35	122	779	45,672
Broker-dealer	590,545	—	—	—	590,545
	\$ 5,054,047	\$ 1,571	\$ 79,945	\$ 72,054	\$ 5,207,617

Allowance for Loan Losses

It is management's responsibility at the end of each quarter, or more frequently as deemed necessary, to analyze the level of the allowance for loan losses to ensure that it is appropriate for the estimated credit losses in the portfolio. Estimated credit losses are the probable current amount of loans that the Company will be unable to collect given facts and circumstances as of the evaluation date. When management determines that a loan or portion thereof is uncollectible, the loan, or portion thereof, is charged-off against the allowance for loan losses, or for acquired loans accounted for in pools, charged against the pool discount. Recoveries on charge-offs of loans acquired in the Bank Transactions that occurred prior to their acquisition represent contractual cash flows not expected to be collected and are recorded as accretion income. Recoveries

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

on acquired loans charged-off subsequent to their acquisition are credited to the allowance for loan loss, except for recoveries on loans accounted for in pools, which are credited to the pool discount.

The Company has developed a methodology that seeks to determine an allowance within the scope of the Receivables and Contingencies Topics of the ASC. Each of the loans that has been determined to be impaired is within the scope of the Receivables Topic. Impaired loans that are equal to or greater than \$0.5 million are individually evaluated using one of three impairment measurement methods as of the evaluation date: (1) the present value of expected future discounted cash flows on the loan, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. Specific reserves are provided in the estimate of the allowance based on the measurement of impairment under these three methods, except for collateral dependent loans, which require the fair value method. All non-impaired loans are within the scope of the Contingencies Topic. Estimates of loss for the Contingencies Topic are calculated based on historical loss, adjusted for qualitative or environmental factors. The Bank uses a rolling three year average net loss rate to calculate historical loss factors. The analysis is conducted by call report loan category, and further disaggregates commercial and industrial loans by collateral type. The analysis uses net charge-off experience by considering charge-offs and recoveries in determining the loss rate. The historical loss calculation for the quarter is calculated by dividing the current quarter net charge-offs for each loan category by the quarter ended loan category balance. The Bank utilizes a weighted average loss rate to better represent recent trends. The Bank weights the most recent four quarter average at 120% versus the oldest four quarters at 80%.

While historical loss experience provides a reasonable starting point for the analysis, historical losses are not the sole basis upon which the Company determines the appropriate level for the allowance for loan losses. Management considers recent qualitative or environmental factors that are likely to cause estimated credit losses associated with the existing portfolio to differ from historical loss experience, including but not limited to:

changes in the volume and severity of past due, nonaccrual and classified loans;

changes in the nature, volume and terms of loans in the portfolio;

changes in lending policies and procedures;

changes in economic and business conditions and developments that affect the collectability of the portfolio;

changes in lending management and staff;

changes in the loan review system and the degree of oversight by the Bank's board of directors; and

any concentrations of credit and changes in the level of such concentrations.

Changes in the volume and severity of past due, nonaccrual and classified loans, as well as changes in the nature, volume and terms of loans in the portfolio are key indicators of changes that could indicate a necessary adjustment to the historical loss factors. The magnitude of the impact of these factors on the qualitative assessment of the allowance for loan loss changes from quarter to quarter.

The loan review program is designed to identify and monitor problem loans by maintaining a credit grading process, requiring that timely and appropriate changes be made to reviewed loans and coordinating the delivery of the information necessary to assess the appropriateness of the allowance for loan losses. Loans are evaluated for impaired status when: (i) payments on the loan are delayed, typically by 90 days or more (unless the loan is both well secured and in the process of collection), (ii) the loan becomes classified, (iii) the loan is being reviewed in the normal course of the loan review scope, or (iv) the loan is identified by the servicing officer as a problem.

In connection with the Bank Transactions, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. PCI loans acquired in the PlainsCapital Merger are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and SWS Merger are accounted for in pools as well as on an individual loan basis. Cash flows expected to be collected are recast quarterly for each loan or pool. These evaluations require the continued use and updating of key assumptions and estimates such as default rates, loss severity given default and prepayment speed assumptions (similar to those used for the initial fair value estimate). Management judgment must be applied in developing these assumptions. If expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase,

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan.

Loans without evidence of credit impairment at acquisition are subsequently evaluated for any required allowance at each reporting date. An allowance for loan losses is calculated using a methodology similar to that described above for originated loans. The allowance as determined for each loan collateral type is compared to the remaining fair value discount for that loan collateral type. If greater, the excess is recognized as an addition to the allowance through a provision for loan losses. If less than the discount, no additional allowance is recorded. Charge-offs and losses first reduce any remaining fair value discount for the loan and once the discount is depleted, losses are applied against the allowance established for that loan.

The allowance for loan losses is subject to regulatory examinations and determinations as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance.

During 2016, the Bank discovered irregularities in connection with a single loan that is currently in default. As a result, the Bank increased its provision for loan losses and recorded a \$24.5 million charge-off during the second quarter of 2016, representing the entire outstanding principal balance of the loan. Changes in the allowance for non-covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Year Ended December 31, 2016	Commercial and		Construction and			Total
	Industrial	Real Estate	Land Development	Consumer	Broker-Dealer	
Balance, beginning of year	\$ 19,845	\$ 18,983	\$ 6,064	\$ 314	\$ 209	\$ 45,415
Provision charged to (recapture from) operations	33,369	7,297	938	190	(53)	41,741
Loans charged off	(33,776)	(1,439)	—	(203)	(1)	(35,419)
Recoveries on charged off loans	1,931	395	—	123	—	2,449
Balance, end of year	\$ 21,369	\$ 25,236	\$ 7,002	\$ 424	\$ 155	\$ 54,186

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Year Ended December 31, 2015	Commercial and		Construction and			Total
	Industrial	Real Estate	Land Development	Consumer	Broker-Dealer	
Balance, beginning of year	\$ 18,833	\$ 11,131	\$ 6,450	\$ 461	\$ 166	\$ 37,041
Provision charged to operations (recapture from)	4,598	7,937	(386)	104	(80)	12,173
Loans charged off	(7,144)	(605)	—	(378)	—	(8,127)
Recoveries on charged off loans	3,558	520	—	127	123	4,328
Balance, end of year	\$ 19,845	\$ 18,983	\$ 6,064	\$ 314	\$ 209	\$ 45,415

Year Ended December 31, 2014	Commercial and		Construction and			Total
	Industrial	Real Estate	Land Development	Consumer	Broker-Dealer	
Balance, beginning of year	\$ 16,717	\$ 8,331	\$ 7,957	\$ 88	\$ 148	\$ 33,241
Provision charged to operations (recapture from)	6,099	2,696	(1,692)	627	17	7,747
Loans charged off	(6,926)	(114)	—	(359)	—	(7,399)
Recoveries on charged off loans	2,943	218	185	105	1	3,452
Balance, end of year	\$ 18,833	\$ 11,131	\$ 6,450	\$ 461	\$ 166	\$ 37,041

The non-covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and		Construction and			Total
	Industrial	Real Estate	Land Development	Consumer	Broker-Dealer	
Loans individually evaluated for impairment	\$ 4,508	\$ 9,704	\$ 727	\$ 205	\$ —	\$ 15,144
Loans collectively evaluated for impairment	1,683,273	2,768,064	782,656	40,853	502,077	5,776,923
PCI Loans	8,672	38,999	3,467	294	—	51,432
	\$ 1,696,453	\$ 2,816,767	\$ 786,850	\$ 41,352	\$ 502,077	\$ 5,843,499

Commercial and Construction and

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December 31, 2015	Industrial	Real Estate	Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	\$ 11,354	\$ 97	\$ —	\$ —	\$ —	\$ 11,451
Loans collectively evaluated for impairment	1,528,101	2,260,367	700,206	44,893	590,545	5,124,112
PCI Loans	13,350	52,775	5,150	779	—	72,054
	\$ 1,552,805	\$ 2,313,239	\$ 705,356	\$ 45,672	\$ 590,545	\$ 5,207,617

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The allowance for non-covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	\$ 115	\$ —	\$ 167	\$ —	\$ —	\$ 282
Loans collectively evaluated for impairment	20,697	23,129	6,458	368	155	50,807
PCI Loans	557	2,107	377	56	—	3,097
	\$ 21,369	\$ 25,236	\$ 7,002	\$ 424	\$ 155	\$ 54,186

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	\$ 1,380	\$ —	\$ —	\$ —	\$ —	\$ 1,380
Loans collectively evaluated for impairment	17,124	16,052	5,882	282	209	39,549
PCI Loans	1,341	2,931	182	32	—	4,486
	\$ 19,845	\$ 18,983	\$ 6,064	\$ 314	\$ 209	\$ 45,415

## 6. Covered Assets and Indemnification Asset

The Bank acquired certain assets and assumed certain liabilities of FNB in connection with an FDIC-assisted transaction on September 13, 2013 (the “Bank Closing Date”). As part of the Purchase and Assumption Agreement by and among the FDIC (as receiver of FNB), the Bank and the FDIC (the “P&A Agreement”), the Bank and the FDIC entered into loss-share agreements covering future losses incurred on certain acquired loans and OREO. The Company refers to acquired commercial and single family residential loan portfolios and OREO that are subject to the loss-share agreements as “covered loans” and “covered OREO”, respectively, and these assets are presented as separate line items in

the Company's consolidated balance sheets. Collectively, covered loans and covered OREO are referred to as "covered assets". Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first \$240.4 million of net losses incurred; (ii) 0% of net losses in excess of \$240.4 million up to and including \$365.7 million of net losses incurred; and (iii) 80% of net losses in excess of \$365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for 5 years and 10 years, respectively, from the Bank Closing Date, and the loss recovery provisions to the FDIC are in effect for 8 years and 10 years, respectively, from the Bank Closing Date. The asset arising from the loss-share agreements, referred to as the "FDIC Indemnification Asset," is measured separately from the covered loan portfolio because the agreements are not contractually embedded in the covered loans and are not transferable should the Bank choose to dispose of the covered loans.

In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if its actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the P&A Agreement. At December 31, 2016, the Bank has recorded a related "true-up" payment accrual of \$14.2 million based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

#### Covered Loans and Allowance for Covered Loan Losses

Loans acquired in the FNB Transaction that are subject to a loss-share agreement are referred to as "covered loans" and reported separately in the consolidated balance sheets. Covered loans are reported exclusive of the cash flow reimbursements that may be received from the FDIC.

The Bank's portfolio of acquired covered loans had a fair value of \$1.1 billion as of the Bank Closing Date, with no carryover of any allowance for loan losses. Acquired covered loans were preliminarily segregated between those considered to be PCI loans and those without credit impairment at acquisition.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

In connection with the FNB Transaction, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. The Company's accounting policies for acquired covered loans, including covered PCI loans, are consistent with the accounting policies for acquired non-covered loans, as described in Note 5 to the consolidated financial statements. The Company has established under its PCI accounting policy a framework to aggregate certain acquired covered loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing.

The following table presents the carrying value of the covered loans summarized by portfolio segment (in thousands).

	December 31,	
	2016	2015
Commercial and industrial	\$ 2,697	\$ 8,801
Real estate	244,469	341,048
Construction and land development	8,961	30,445
	256,127	380,294
Allowance for covered loans	(413)	(1,532)
Total covered loans, net of allowance	\$ 255,714	\$ 378,762

The following table presents the carrying value and the outstanding contractual balance of the covered PCI loans (in thousands).

	December 31,	
	2016	2015
Carrying amount	\$ 133,754	\$ 221,974
Outstanding balance	266,098	408,221

Changes in the accretable yield for the covered PCI loans were as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 176,719	\$ 193,493	\$ 156,548
Reclassifications from nonaccretable difference, net(1)	41,239	70,884	105,470
Transfer of loans to covered OREO(2)	(487)	(1,309)	7,703
Accretion	(73,740)	(86,349)	(76,228)
Balance, end of year	\$ 143,731	\$ 176,719	\$ 193,493

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- (1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts, but may also include the reclassification and immediate income recognition of nonaccretable difference due to the favorable resolution of loans accounted for individually. Reclassifications to nonaccretable difference occur when accruing loans are moved to nonaccrual and expected cash flows are no longer predictable and the accretible yield is eliminated.
- (2) Transfer of loans to covered OREO is the difference between the value removed from the pool and the expected cash flows for the loan.

The remaining nonaccretable difference for covered PCI loans was \$94.5 million and \$172.2 million at December 31, 2016 and 2015, respectively. During 2016, 2015 and 2014, a combination of factors affecting the inputs to the Bank's quarterly recast process led to the reclassifications from nonaccretable difference to accretible yield. These transfers resulted from revised cash flows that reflect better-than-expected performance of the covered PCI loan portfolio as a result of the Bank's strategic decision to dedicate resources to the liquidation of covered loans during the noted periods.

Covered impaired loans include non-accrual loans, TDRs, PCI loans and partially charged-off loans. The amounts shown in the following tables include Pooled Loans, as well as loans accounted for on an individual basis. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

Covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
December 31, 2016					
PCI					
Commercial and industrial:					
Secured	\$ 10,579	\$ 1,024	\$ 189	\$ 1,213	\$ 13
Unsecured	3,259	299	—	299	—
Real estate:					
Secured by commercial properties	143,934	26,415	26,222	52,637	271
Secured by residential properties	148,384	73,240	1,161	74,401	60
Construction and land development:					
Residential construction loans	766	—	—	—	—
Commercial construction loans and land development	23,522	5,204	—	5,204	—
	330,444	106,182	27,572	133,754	344
Non-PCI					
Commercial and industrial:					
Secured	52	52	—	52	—
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	396	310	—	310	—
Secured by residential properties	4,175	3,537	—	3,537	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	24	20	—	20	—
	4,647	3,919	—	3,919	—
	\$ 335,091	\$ 110,101	\$ 27,572	\$ 137,673	\$ 344
December 31, 2015					
PCI					
	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance

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Commercial and industrial:					
Secured	\$ 15,454	\$ 3,312	\$ 2,415	\$ 5,727	\$ 495
Unsecured	9,377	618	1,162	1,780	246
Real estate:					
Secured by commercial properties	211,145	67,540	29,388	96,928	245
Secured by residential properties	182,698	93,438	3,180	96,618	514
Construction and land development:					
Residential construction loans	1,225	121	—	121	—
Commercial construction loans and land development	55,947	20,800	—	20,800	—
	475,846	185,829	36,145	221,974	1,500
Non-PCI					
Commercial and industrial:					
Secured	78	68	—	68	—
Unsecured	—	1	—	1	—
Real estate:					
Secured by commercial properties	512	443	—	443	—
Secured by residential properties	3,745	3,031	—	3,031	—
Construction and land development:					
Residential construction loans	799	540	—	540	—
Commercial construction loans and land development	123	110	—	110	—
	5,257	4,193	—	4,193	—
	\$ 481,103	\$ 190,022	\$ 36,145	\$ 226,167	\$ 1,500

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Average investment in covered impaired loans is summarized by class in the following table (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Commercial and industrial:			
Secured	\$ 3,530	\$ 9,934	\$ 21,296
Unsecured	1,040	4,293	8,347
Real estate:			
Secured by commercial properties	75,159	162,812	296,780
Secured by residential properties	88,794	121,069	170,931
Construction and land development:			
Residential construction loans	331	1,017	3,039
Commercial construction loans and land development	13,067	33,278	83,505
	\$ 181,921	\$ 332,403	\$ 583,898

Covered non-accrual loans are summarized by class in the following table (in thousands).

	December 31,	
	2016	2015
Commercial and industrial:		
Secured	\$ 52	\$ 68
Unsecured	—	—
Real estate:		
Secured by commercial properties	730	442
Secured by residential properties	3,035	2,516
Construction and land development:		
Residential construction loans	—	541
Commercial construction loans and land development	19	5,411
	\$ 3,836	\$ 8,978

At December 31, 2016 and 2015, covered non-accrual loans included covered PCI loans of \$0.4 million and \$5.3 million, respectively, for which discount accretion has been suspended because the extent and timing of cash flows from these covered PCI loans can no longer be reasonably estimated.

Interest income, including recoveries and cash payments, recorded on covered impaired loans was \$1.1 million and \$17.2 million during 2016 and 2015, respectively. Interest income recorded on covered impaired loans during 2014 was nominal. Except as noted above, covered PCI loans are considered to be performing due to the application of the accretion method.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

The Bank classifies loan modifications of covered loans as TDRs in a manner consistent with that of non-covered loans as discussed in Note 5 to the consolidated financial statements. Information regarding TDRs granted during 2016, 2015 and 2014 is shown in the following table (in thousands). Pooled Loans are not in the scope of the disclosure requirements for TDRs. At December 31, 2016 and 2015, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:									
Secured	—	\$ —	\$ —	—	\$ —	\$ —	—	\$ —	\$ —
Unsecured	—	—	—	—	—	—	—	—	—
Real estate:									
Secured by commercial properties	—	—	—	1	573	—	—	—	—
Secured by residential properties	—	—	—	7	860	824	6	695	695
Construction and land development:									
Residential construction loans	—	—	—	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—	—	—	—
	—	\$ —	\$ —	8	\$ 1,433	\$ 824	6	\$ 695	\$ 695

During 2015 and 2014, the covered loan modifications included in the table above included two loans involving payment term extensions, six loans that involved an A/B Note restructure, and six loans that included interest rate adjustments. The Bank did not grant principal reductions on any restructured covered loans.

The following table presents information regarding TDRs granted during the twelve months preceding December 31, 2016 and 2015, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding December 31, 2016			Twelve Months Preceding December 31, 2015		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	—	\$ —	\$ —	—	\$ —	\$ —
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	—	—	—	1	573	—
Secured by residential properties	—	—	—	1	280	248
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—
	—	\$ —	\$ —	2	\$ 853	\$ 248

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

An analysis of the aging of the Bank's covered loan portfolio is shown in the following tables (in thousands).

December 31, 2016	Loans Past Due				Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past 90 Days or More
	30 Days	60 Days	90 Days	More Than 90 Days					
Commercial and industrial:									
Secured	\$ —	\$ 6	\$ 96	\$ 102	\$ 1,083	\$ 1,213	\$ 2,398	\$ 44	
Unsecured	—	—	—	—	—	299	299	—	
Real estate:									
Secured by commercial properties	96	229	—	325	19,132	52,637	72,094	—	
Secured by residential properties	3,511	1,345	1,479	6,335	91,639	74,401	172,375	129	
Construction and land development:									
Residential construction loans	—	—	—	—	—	—	—	—	
Commercial construction loans and land development	15	—	—	15	3,742	5,204	8,961	—	
	\$ 3,622	\$ 1,580	\$ 1,575	\$ 6,777	\$ 115,596	\$ 133,754	\$ 256,127	\$ 173	

December 31, 2015	Loans Past Due				Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past 90 Days or More
	30 Days	60 Days	90 Days	More Than 90 Days					
Commercial and industrial:									
Secured	\$ 51	\$ —	\$ 68	\$ 119	\$ 1,175	\$ 5,727	\$ 7,021	\$ —	
Unsecured	—	—	—	—	—	1,780	1,780	—	
Real estate:									

Secured by commercial properties	—	—	100	100	28,957	96,928	125,985	—
Secured by residential properties	3,399	418	1,104	4,921	113,524	96,618	215,063	—
Construction and land development:								
Residential construction loans	—	—	540	540	264	121	925	—
Commercial construction loans and land development	47	1	95	143	8,577	20,800	29,520	—
	\$ 3,497	\$ 419	\$ 1,907	\$ 5,823	\$ 152,497	\$ 221,974	\$ 380,294	\$ —

The Bank assigns a risk grade to each of its covered loans in a manner consistent with the existing loan review program and risk grading matrix used for non-covered loans, as described in Note 5 to the consolidated financial statements. The following tables present the internal risk grades of covered loans in the portfolio by class (in thousands).

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	\$ 592	\$ —	\$ 593	\$ 1,213	\$ 2,398
Unsecured	—	—	—	299	299
Real estate:					
Secured by commercial properties	17,996	—	1,461	52,637	72,094
Secured by residential properties	90,563	461	6,950	74,401	172,375
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	2,281	—	1,476	5,204	8,961
	\$ 111,432	\$ 461	\$ 10,480	\$ 133,754	\$ 256,127

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

December 31, 2015	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	\$ 758	\$ —	\$ 536	\$ 5,727	\$ 7,021
Unsecured	—	—	—	1,780	1,780
Real estate:					
Secured by commercial properties	24,070	—	4,987	96,928	125,985
Secured by residential properties	111,128	491	6,826	96,618	215,063
Construction and land development:					
Residential construction loans	264	—	540	121	925
Commercial construction loans and land development	6,847	—	1,873	20,800	29,520
	\$ 143,067	\$ 491	\$ 14,762	\$ 221,974	\$ 380,294

The Bank's impairment methodology for the covered loans is consistent with that of non-covered loans as discussed in Note 5 to the consolidated financial statements. To the extent there is experienced or projected credit deterioration on the acquired covered loan pools subsequent to amounts estimated at the previous quarterly recast date and expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase, any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan. Additionally, provision for credit losses will be recorded on advances on covered loans subsequent to the acquisition date in a manner consistent with the allowance for non-covered loan losses.

Changes in the allowance for covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Year Ended December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	\$ 758	\$ 774	\$ —	\$ 1,532
Provision recaptured from operations	(717)	(351)	(53)	(1,121)
Loans charged off	(6)	(62)	(51)	(119)
Recoveries on charged off loans	—	17	104	121
Balance, end of year	\$ 35	\$ 378	\$ —	\$ 413

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Year Ended December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	\$ 1,193	\$ 3,334	\$ 84	\$ 4,611
Provision charged to operations	258	189	95	542
Loans charged off	(915)	(2,869)	(179)	(3,963)
Recoveries on charged off loans	222	120	—	342
Balance, end of year	\$ 758	\$ 774	\$ —	\$ 1,532

Year Ended December 31, 2014	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	\$ 1,053	\$ 8	\$ —	\$ 1,061
Provision charged to operations	230	8,725	231	9,186
Loans charged off	(90)	(5,399)	(147)	(5,636)
Recoveries on charged off loans	—	—	—	—
Balance, end of year	\$ 1,193	\$ 3,334	\$ 84	\$ 4,611

The covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —
Loans collectively evaluated for impairment	1,185	117,431	3,757	122,373
PCI Loans	1,512	127,038	5,204	133,754
	\$ 2,697	\$ 244,469	\$ 8,961	\$ 256,127

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	\$ —	\$ —	\$ 540	\$ 540
Loans collectively evaluated for impairment	1,294	147,502	8,984	157,780
PCI Loans	7,507	193,546	20,921	221,974
	\$ 8,801	\$ 341,048	\$ 30,445	\$ 380,294

The allowance for covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —
Loans collectively evaluated for impairment	22	47	—	69
PCI Loans	13	331	—	344
	\$ 35	\$ 378	\$ —	\$ 413

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	\$ —	\$ —	\$ —	\$ —
Loans collectively evaluated for impairment	17	15	—	32
PCI Loans	741	759	—	1,500
	\$ 758	\$ 774	\$ —	\$ 1,532

## Covered Other Real Estate Owned

A summary of the activity in covered OREO is as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 99,090	\$ 136,945	\$ 142,833
Additions to covered OREO	13,876	50,465	64,934
Dispositions of covered OREO	(42,843)	(71,765)	(51,150)
Valuation adjustments in the period	(18,481)	(16,555)	(19,672)
Balance, end of year	\$ 51,642	\$ 99,090	\$ 136,945

During 2016, 2015 and 2014, the Bank wrote down certain covered OREO assets to fair value to reflect new appraisals on certain OREO acquired in the FNB Transaction and OREO acquired from the foreclosure on certain FNB loans acquired in the FNB Transaction. Although the Bank recorded a fair value discount on the acquired assets upon acquisition, in some cases additional downward valuations were required.

These additional downward valuation adjustments reflect changes to the assumptions regarding the fair value of the OREO, including in some cases the intended use of the OREO due to the availability of more information, as well as the passage of time. The process of determining fair value is subjective in nature and requires the use of significant estimates and assumptions. Although the Bank makes market-based assumptions when valuing acquired assets, new information may come to light that causes estimates to increase or decrease. When the Bank determines, based on subsequent information, that its estimates require adjustment, the Bank records the adjustment. The accounting for such adjustments requires that the decreases to fair value be recorded at the time such new information is received, while increases to fair value are recorded when the asset is subsequently sold.



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## FDIC Indemnification Asset

A summary of the activity in the FDIC Indemnification Asset is as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 91,648	\$ 130,437	\$ 188,291
FDIC Indemnification Asset accretion (amortization)	242	1,147	3,445
Transfers to due from FDIC and other	(20,577)	(39,936)	(61,299)
Balance, end of year	\$ 71,313	\$ 91,648	\$ 130,437

As of December 31, 2016, the Bank had billed and collected \$120.9 million from the FDIC, which represented reimbursable covered losses and expenses through September 30, 2016.

## 7. Cash and Due from Banks

Cash and due from banks consisted of the following (in thousands).

	December 31,	
	2016	2015
Cash on hand	\$ 49,152	\$ 55,168
Clearings and collection items	78,328	91,466
Deposits at Federal Reserve Bank	354,948	316,605
Deposits at Federal Home Loan Bank	4,237	3,514
Deposits in FDIC-insured institutions	182,692	185,283
	\$ 669,357	\$ 652,036

The amounts above include interest-bearing deposits of \$479.3 million and \$442.4 million at December 31, 2016 and 2015, respectively. Cash on hand and deposits at the Federal Reserve Bank satisfy regulatory reserve requirements at

December 31, 2016.

## 8. Premises and Equipment

The components of premises and equipment are summarized as follows (in thousands).

	December 31,	
	2016	2015
Land and premises	\$ 111,295	\$ 122,221
Furniture and equipment	190,914	166,423
	302,209	288,644
Less accumulated depreciation and amortization	(111,848)	(88,026)
	\$ 190,361	\$ 200,618

The amounts shown above include gross assets recorded under capital leases of \$8.4 million and \$7.8 million, with accumulated amortization of \$2.5 million and \$1.8 million at December 31, 2016 and 2015, respectively.

Occupancy expense was reduced by rental income of \$2.0 million, \$2.2 million and \$2.4 million during 2016, 2015 and 2014, respectively. Depreciation and amortization expense on premises and equipment, which includes amortization of capital leases, amounted to \$35.4 million, \$37.2 million and \$30.7 million during 2016, 2015 and 2014, respectively.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 9. Goodwill and Other Intangible Assets

At both December 31, 2016 and 2015, the carrying amount of goodwill of \$251.8 million was comprised of \$24.0 million recorded in connection with the acquisition of NLC and \$227.8 million recorded in connection with the PlainsCapital Merger.

Other intangible assets of \$44.7 million and \$54.9 million at December 31, 2016 and 2015, respectively, include an indefinite lived intangible asset with an estimated fair value of \$3.0 million related to state licenses acquired as a part of the NLC acquisition in January 2007.

The Company performed required annual impairment tests of its goodwill and other intangible assets having an indefinite useful life as of October 1st for each of its reporting units. At October 1, 2016, the Company determined that the estimated fair value of each of its reporting units exceeded its carrying value. The Company estimated the fair values of its reporting units based on both a market and income approach using historic, normalized actual and forecast results. Based on this evaluation, the Company concluded that the goodwill and other identifiable intangible assets were fully realizable.

The Company's evaluation includes multiple assumptions, including estimated discounted cash flows and other estimates that may change over time. If future discounted cash flows become less than those projected by the Company, future impairment charges may become necessary that could have a materially adverse impact on the Company's results of operations and financial condition. As quoted market prices in active stock markets are relevant evidence of fair value, a significant decline in the Company's common stock trading price may indicate an impairment of goodwill.

The carrying value of intangible assets subject to amortization was as follows (in thousands).

	Estimated Useful Life (Years)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
December 31, 2016				
Core deposits	4 - 12	\$ 38,930	\$ (22,255)	\$ 16,675

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Trademarks and trade names	15 - 20	20,000	(6,877)	13,123
Noncompete agreements	4 - 6	11,650	(9,306)	2,344
Customer contracts and relationships	12 - 14	21,400	(12,097)	9,303
Agent relationships	13	3,600	(3,350)	250
		\$ 95,580	\$ (53,885)	\$ 41,695

	Estimated Useful Life (Years)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
December 31, 2015				
Core deposits	4 - 12	\$ 38,930	\$ (17,497)	\$ 21,433
Trademarks and trade names	15 - 20	20,000	(5,894)	14,106
Noncompete agreements	4 - 6	11,650	(7,095)	4,555
Customer contracts and relationships	12 - 14	21,400	(10,038)	11,362
Agent relationships	13	3,600	(3,188)	412
		\$ 95,580	\$ (43,712)	\$ 51,868

Amortization expense related to intangible assets during 2016, 2015 and 2014 was \$10.2 million, \$12.4 million and \$11.1 million, respectively.

The estimated aggregate future amortization expense for intangible assets at December 31, 2016 is as follows (in thousands).

2017	\$ 8,262
2018	7,235
2019	5,192
2020	4,356
2021	3,607
Thereafter	13,043
	\$ 41,695

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 10. Mortgage Servicing Rights

The following tables present the changes in fair value of the Company's MSR asset, as included in other assets within the consolidated balance sheets, and other information related to the serviced portfolio (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 52,285	\$ 36,155	\$ 20,149
Additions	23,381	24,974	35,056
Sales	(7,586)	—	(11,387)
Changes in fair value:			
Due to changes in model inputs or assumptions (1)	(153)	(2,150)	(5,267)
Due to customer payoffs	(5,959)	(6,694)	(2,396)
Balance, end of year	\$ 61,968	\$ 52,285	\$ 36,155

  

	December 31,			
	2016		2015	
Mortgage loans serviced for others	\$ 5,480,943		\$ 5,051,884	
MSR asset as a percentage of serviced mortgage loans	1.13	%	1.03	%

(1) Primarily represents normal customer payments, changes in discount rates and prepayment speed assumptions, which are primarily affected by changes in interest rates and the refinement of other MSR model assumptions.

The key assumptions used in measuring the fair value of the Company's MSR asset were as follows.

	December 31,	
	2016	2015
Weighted average constant prepayment rate	10.47 %	11.51 %
Weighted average discount rate	10.95 %	10.92 %
Weighted average life (in years)	6.9	6.5

A sensitivity analysis of the fair value of the Company's MSR asset to certain key assumptions is presented in the following table (in thousands).

	December 31,	
	2016	2015
Constant prepayment rate:		
Impact of 10% adverse change	\$ (2,297)	\$ (2,177)
Impact of 20% adverse change	(4,471)	(4,195)
Discount rate:		
Impact of 10% adverse change	(2,539)	(2,073)
Impact of 20% adverse change	(4,882)	(3,989)

This sensitivity analysis presents the effect of hypothetical changes in key assumptions on the fair value of the MSR asset. The effect of such hypothetical change in assumptions generally cannot be extrapolated because the relationship of the change in one key assumption to the change in the fair value of the MSR asset is not linear. In addition, in the analysis, the impact of an adverse change in one key assumption is calculated independent of any impact on other assumptions. In reality, changes in one assumption may change another assumption.

Contractually specified servicing fees, late fees and ancillary fees earned of \$23.8 million, \$19.6 million and \$13.3 million during 2016, 2015 and 2014, respectively, were included in other noninterest income within the consolidated statements of operations.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 11. Deposits

Deposits are summarized as follows (in thousands).

	December 31,	
	2016	2015
Noninterest-bearing demand	\$ 2,199,483	\$ 2,235,436
Interest-bearing:		
NOW accounts	1,252,832	1,077,576
Money market	1,626,218	1,500,780
Brokered - money market	125,272	133,380
Demand	384,847	380,214
Savings	279,911	273,390
Time	1,145,859	1,325,342
Brokered - time	49,389	26,565
	\$ 7,063,811	\$ 6,952,683

At December 31, 2016, deposits include \$625.3 million of time deposit accounts that meet or exceed the FDIC insurance limit of \$250,000. Scheduled maturities of interest-bearing time deposits at December 31, 2016 are as follows (in thousands).

2017	\$ 774,014
2018	214,122
2019	133,890
2020	60,791
2021 and thereafter	12,431
	\$ 1,195,248



## 12. Short-term Borrowings

Short-term borrowings are summarized as follows (in thousands).

	December 31,	
	2016	2015
Federal funds purchased	\$ 87,125	\$ 58,925
Securities sold under agreements to repurchase	195,164	217,748
Federal Home Loan Bank	1,000,000	600,000
Short-term bank loans	135,000	70,700
	\$ 1,417,289	\$ 947,373

Federal funds purchased and securities sold under agreements to repurchase generally mature daily, on demand, or on some other short-term basis. The Bank and the Hilltop Broker-Dealers execute transactions to sell securities under agreements to repurchase with both customers and broker-dealers. Securities involved in these transactions are held by the Bank, the Hilltop Broker-Dealers or a third-party dealer.

Information concerning federal funds purchased and securities sold under agreements to repurchase is shown in the following tables (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Average balance during the year	\$ 368,102	\$ 315,904	\$ 319,806
Average interest rate during the year	0.58 %	0.33 %	0.17 %
Maximum month-end balance during the year	520,715	514,776	535,232

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

	December 31,			
	2016		2015	
Average interest rate at end of year	0.42	%	0.26	%
Securities underlying the agreements at end of year:				
Carrying value	\$ 209,877		\$ 250,981	
Estimated fair value	\$ 206,641		\$ 250,045	

FHLB short-term borrowings mature over terms not exceeding 365 days and are collateralized by FHLB Dallas stock, nonspecified real estate loans and certain specific commercial real estate loans. At December 31, 2016, the Bank had available collateral of \$2.0 billion, substantially all of which was blanket collateral. Other information regarding FHLB short-term borrowings is shown in the following tables (dollars in thousands).

	Year Ended December 31,					
	2016		2015		2014	
Average balance during the year	\$ 361,475		\$ 294,959		\$ 261,550	
Average interest rate during the year	0.46	%	0.27	%	0.18	%
Maximum month-end balance during the year	\$ 1,000,000		\$ 600,000		\$ 575,000	

	December 31,			
	2016		2015	
Average interest rate at end of year	0.55	%	0.35	%

The Hilltop Broker-Dealers use short-term bank loans periodically to finance securities owned, margin loans to customers and correspondents, and underwriting activities. Interest on the borrowings varies with the federal funds rate. The weighted average interest rate on the borrowings at December 31, 2016 and 2015 was 1.59% and 1.26%, respectively.

## 13. Notes Payable

Notes payable consisted of the following (in thousands).

	December 31,	
	2016	2015
Senior Notes due April 2025, net of discount of \$1,689 and \$1,826, respectively	\$ 148,311	\$ 148,174
Federal Home Loan Bank notes, net of premium of \$627 and \$948, respectively, with maturities ranging from April 2017 to June 2030 and interest payable monthly	102,596	36,042
Insurance company note payable due March 2035, three-month LIBOR plus 3.40% (4.38% at December 31, 2016) with interest payable quarterly	20,000	20,000
NLIC note payable due May 2033, three-month LIBOR plus 4.10% (5.08% at December 31, 2016) with interest payable quarterly	10,000	10,000
NLIC note payable due September 2033, three-month LIBOR plus 4.05% (5.03% at December 31, 2016) with interest payable quarterly	10,000	10,000
ASIC note payable due April 2034, three-month LIBOR plus 4.05% (5.03% at December 31, 2016) with interest payable quarterly	7,500	7,500
Insurance company line of credit due December 30, 2017, 3.25% plus a calculated index rate (4.00% at December 31, 2016) with interest payable quarterly	3,000	7,000
Ventures line of credit due August 2017	16,505	—
	\$ 317,912	\$ 238,716

#### Senior Notes

On April 9, 2015, Hilltop completed an offering of \$150.0 million aggregate principal amount of its 5% senior notes due 2025 (“Senior Unregistered Notes”) in a private offering that was exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Senior Unregistered Notes were offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to persons outside of the United States under Regulation S under the Securities Act. The Senior Unregistered Notes were issued pursuant to an

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

indenture, dated as of April 9, 2015, by and between Hilltop and U.S. Bank National Association, as trustee. The net proceeds from the offering, after deducting estimated fees and expenses and the initial purchasers' discounts, were approximately \$148 million. Hilltop used the net proceeds of the offering to redeem all of Hilltop's outstanding Non-Cumulative Perpetual Preferred Stock, Series B at an aggregate liquidation value of \$114.1 million, plus accrued but unpaid dividends of \$0.4 million, and Hilltop utilized the remainder for general corporate purposes. Unamortized debt issuance costs presented as a reduction from the Senior Notes are discussed further in Note 1 to the consolidated financial statements.

In connection with the issuance of the Senior Unregistered Notes, on April 9, 2015, the Company entered into a registration rights agreement with the initial purchasers of the Senior Unregistered Notes. Under the terms of the registration rights agreement, the Company agreed to offer to exchange the Senior Unregistered Notes for notes registered under the Securities Act (the "Senior Registered Notes"). The terms of the Senior Registered Notes are substantially identical to the Senior Unregistered Notes for which they were exchanged (including principal amount, interest rate, maturity and redemption rights), except that the Senior Registered Notes generally are not subject to transfer restrictions. On May 22, 2015 and subject to the terms and conditions set forth in the Senior Registered Notes prospectus, the Company commenced an offer to exchange the Senior Unregistered Notes for Senior Registered Notes. Substantially all of the Senior Unregistered Notes were tendered in the exchange offer, and on June 22, 2015, the Company fulfilled its requirements under the registration rights agreement for the Senior Unregistered Notes by issuing Senior Registered Notes in exchange for the tendered Senior Unregistered Notes. The Senior Registered Notes and the Senior Unregistered Notes that remain outstanding are collectively referred to as the "Senior Notes."

The Senior Notes bear interest at a rate of 5% per year, payable semi-annually in arrears in cash on April 15 and October 15 of each year, commencing on October 15, 2015. The Senior Notes will mature on April 15, 2025, unless Hilltop redeems the Senior Notes, in whole at any time or in part from time to time, on or after January 15, 2025 (three months prior to the maturity date of the Senior Notes) at its election at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

The indenture contains covenants that limit the Company's ability to, among other things and subject to certain significant exceptions: (i) dispose of or issue voting stock of certain of the Company's bank subsidiaries or subsidiaries that own voting stock of the Company's bank subsidiaries, (ii) incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain of the Company's bank subsidiaries or subsidiaries that own capital stock of the Company's bank subsidiaries and (iii) sell all or substantially all of the Company's assets or merge or consolidate with or into other companies. The indenture also provides for certain events of default, which, if any of them occurs, would permit or require the principal amount, premium, if any, and accrued and unpaid interest on the then outstanding Senior Notes to be declared immediately due and payable.

#### Federal Home Loan Bank notes

The FHLB notes, assumed by the Bank in the SWS Merger, have interest rates ranging from 0.77% to 5.70%, with a weighted average interest rate of 1.14% at December 31, 2016. The FHLB notes, as well as other borrowings from the FHLB, are collateralized by FHLB stock, a blanket lien on commercial and real estate loans, as well as by the amount of securities that are in safekeeping at the FHLB, the value of which was \$3.2 billion at December 31, 2016.

#### NLIC, ASIC and Insurance Company Notes Payable

The NLIC and ASIC notes payable to unaffiliated companies are each subordinated in right of payment to all policy claims and other indebtedness of NLIC and ASIC, respectively. Further, all payments of principal and interest require the prior approval of the Insurance Commissioner of the State of Texas and are only payable to the extent that the statutory surplus of NLIC exceeds \$30 million and ASIC exceeds \$15 million.

The NLIC, ASIC and Insurance Company loan agreements relating to the notes payable contain various covenants pertaining to limitations on additional debt, dividends, officer and director compensation, and minimum capital requirements. The Company was in compliance with the covenants at December 31, 2016.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

NLC has entered into an indenture relating to the NLIC, ASIC and Insurance Company notes payable which provides that (i) if a person or group becomes the beneficial owner directly or indirectly of 50% or more of its equity securities and (ii) if NLC's ratings are downgraded by a nationally recognized statistical rating organization (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act")), then each holder of the notes governed by such indenture has the right to require that NLC purchase such holder's notes in whole or in part at a price equal to 100% of the outstanding principal amount.

Insurance Company Line of Credit

The Company's insurance subsidiary has a line of credit with a financial institution which allows for borrowings by NLC of up to \$7.5 million and is collateralized by substantially all of NLC's assets. The loan agreements relating to the line of credit contain various financial and other covenants which must be maintained until all indebtedness to the financial institution is repaid. The Company was in compliance with the covenants at December 31, 2016.

Ventures Management Lines of Credit

PrimeLending's subsidiaries, Ventures and Mutual, have access to separate lines of credit with financial institutions that allow for borrowings by each of up to \$20.0 million, and are collateralized by mortgage notes. The loan agreements relating to the lines of credit contain various financial and other covenants which must be maintained until all indebtedness to the financial institution is repaid. The Company was in compliance with the covenants at December 31, 2016.

Scheduled Maturities

Scheduled maturities for notes payable outstanding at December 31, 2016 are as follows (in thousands).

2017	\$ 99,202
2018	12,921

2019	2,183
2020	3,687
2021	551
Thereafter	200,430
	\$ 318,974

#### 14. Junior Subordinated Debentures and Trust Preferred Securities

PCC has four statutory Trusts, three of which were formed under the laws of the state of Connecticut and one of which, PCC Statutory Trust IV, was formed under the laws of the state of Delaware. The Trusts were created for the sole purpose of issuing and selling preferred securities and common securities, using the resulting proceeds to acquire junior subordinated debentures issued by PCC (the “Debentures”). Accordingly, the Debentures are the sole assets of the Trusts, and payments under the Debentures are the sole revenue of the Trusts. All of the common securities are owned by PCC; however, PCC is not the primary beneficiary of the Trusts. Accordingly, the Trusts are not included in the Company’s consolidated financial statements.

The Trusts have issued \$65,000,000 of floating rate preferred securities and \$2,012,000 of common securities and have invested the proceeds from the securities in floating rate Debentures of PCC.

Information regarding the PCC Debentures is shown in the following table (in thousands).

Investor	Issue Date	Amount
PCC Statutory Trust I	July 31, 2001	\$ 18,042
PCC Statutory Trust II	March 26, 2003	\$ 18,042
PCC Statutory Trust III	September 17, 2003	\$ 15,464
PCC Statutory Trust IV	February 22, 2008	\$ 15,464

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The stated term of the Debentures is 30 years with interest payable quarterly. The rate on the Debentures, which resets quarterly, is 3-month LIBOR plus an average spread of 3.22%. The total average interest rate at December 31, 2016 was 4.18%. The term, rate and other features of the preferred securities are the same as the Debentures. PCC's obligations under the Debentures and related documents, taken together, constitute a full and unconditional guarantee of the Trust's obligations under the preferred securities.

## 15. Income Taxes

The significant components of the income tax provision are as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Current:			
Federal	\$ 82,970	\$ 49,570	\$ 85,303
State	10,181	3,969	3,087
	93,151	53,539	88,390
Deferred:			
Federal	(6,732)	17,295	(21,851)
State	(2,958)	81	(931)
	(9,690)	17,376	(22,782)
	\$ 83,461	\$ 70,915	\$ 65,608

The income tax provision differs from the amount that would be computed by applying the statutory Federal income tax rate of 35% to income before income taxes as a result of the following (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Computed tax at federal statutory rate	\$ 80,992	\$ 99,223	\$ 62,358
Tax effect of:			
Non-taxable acquisition gain	—	(33,426)	—
Share-based compensation benefit	(2,391)	—	—
Nondeductible transaction costs	2,608	3,969	102



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Nondeductible expenses	3,301	3,215	2,201
State income taxes	4,708	2,632	1,401
Tax-exempt income, net	(2,850)	(2,563)	(2,085)
Valuation allowance	(2,094)	(1,889)	1,889
Other	(813)	(246)	(258)
	\$ 83,461	\$ 70,915	\$ 65,608

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The components of the tax effects of temporary differences that give rise to the net deferred tax asset included in other assets within the consolidated balance sheets are as follows (in thousands).

	December 31,	
	2016	2015
Deferred tax assets:		
Net operating and built-in loss carryforward	\$ 21,381	\$ 23,937
Covered loans	43,512	58,236
Purchase accounting adjustment - loans	10,682	15,689
Allowance for loan losses	20,703	17,462
Compensation and benefits	44,368	41,702
Legal and other reserves	15,985	11,269
Foreclosed property	16,486	13,219
Other	19,297	21,979
	192,414	203,493
Deferred tax liabilities:		
Premises and equipment	21,013	26,518
FDIC Indemnification Asset	21,600	35,636
Intangible assets	17,392	20,945
Derivatives	8,581	9,861
Net unrealized change in securities and other investments	168	1,432
Loan servicing	23,187	19,363
Other	18,700	16,734
	110,641	130,489
Total net deferred tax asset	81,773	73,004
Less valuation allowance	—	(2,195)
Net deferred tax asset	\$ 81,773	\$ 70,809

The Company's effective tax rate was 36.1%, 25.0% and 36.8% during 2016, 2015 and 2014, respectively. The effective tax rate during 2016 was relatively consistent with the statutory rate, but did include effects related to non-deductible transaction costs associated with the SWS Merger, offset by the reversal of a valuation allowance of \$2.2 million previously established on a deferred tax asset associated with the SWS Merger and the recognition of excess tax benefits on share-based payment awards as a result of the Company's adoption of the provisions of Accounting Standards Update ("ASU") 2016-09 as of January 1, 2016 as discussed in Note 33 to the consolidated financial statements. The lower effective tax rate during 2015 was primarily due to no income taxes being recorded during 2015 in connection with the bargain purchase gain of \$81.3 million associated with the SWS Merger because the acquisition was a tax-free reorganization under Section 368(a) of the Internal Revenue Code. In addition, during 2015, the Company recorded an income tax benefit of \$2.1 million as a result of the SWS Merger to reverse the deferred tax liability for the difference between book and tax basis on Hilltop's investment in SWS common stock and

also reversed a valuation allowance of \$1.9 million previously established on a deferred tax asset for a capital loss carryforward.

At December 31, 2016 and 2015, the Company had net operating loss carryforwards for Federal income tax purposes of \$37.8 million and \$46.5 million, respectively (or \$13.2 million and \$16.2 million, respectively, on a tax effected basis). The net operating loss carryforwards are subject to an annual Section 382 limitation on their usage. These net operating loss carryforwards expire in 2032 and later years. The Company expects to realize its current deferred tax asset for these net operating loss carryforwards through the implementation of certain tax planning strategies, core earnings, and reversal of timing differences. At December 31, 2016, the Company also had a recognized built-in loss (“RBIL”) carryover of \$20.5 million from the ownership change resulting from the SWS Merger. These RBILs, if recognized during a five year recognition period before January 1, 2020, are subject to the annual Section 382 limitation rules similar to the Company’s net operating loss carryforwards. The RBIL’s are expected to be fully realized prior to any expiration. The Company’s remaining net unrealized built-in loss of \$11.3 million, if recognized during a five year recognition period before January 1, 2020, would also be subject to the Section 382 limitation.

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Notes to Consolidated Financial Statements (continued)

Based on the Company's evaluation of its deferred tax assets, management determined that no valuation allowance was necessary at December 31, 2016 against its gross deferred tax assets, compared with a valuation allowance of \$2.2 million at December 31, 2015. This year-over-year decrease in the valuation allowance of \$2.2 million was a result of the resolution of a contingent obligation that would have resulted in a capital loss from an investment acquired in the SWS Merger. The Company has no valuation allowance on the remainder of its deferred tax assets at December 31, 2016 or 2015.

GAAP requires the measurement of uncertain tax positions. Uncertain tax positions are the difference between a tax position taken, or expected to be taken in a tax return, and the benefit recognized for accounting purposes. At December 31, 2016 and 2015, the total amount of gross unrecognized tax benefits was \$1.7 million and \$0.6 million, respectively, of which \$1.1 million and \$0.4 million, respectively, if recognized, would favorably impact the Company's effective tax rate. The aggregate changes in gross unrecognized tax benefits, which excludes interest and penalties, are as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 644	\$ 644	\$ —
Increases related to tax positions taken during a prior year	844	—	322
Increases related to tax positions taken during the current year	216	—	322
Balance, end of year	\$ 1,704	\$ 644	\$ 644

The Company believes that it is reasonably possible that certain state matters may be concluded in the next twelve months. Specific positions that may be resolved include issues involving apportionment and various other matters. At December 31, 2016, the unrecognized tax benefit is recorded as taxes receivable, which is included in other assets within the consolidated balance sheet.

The Company files income tax returns in U.S. federal and numerous state jurisdictions. The Company is subject to tax audits in numerous jurisdictions in the United States until the applicable statute of limitations expires. The Company is no longer subject to U.S. federal tax examinations for tax years prior to 2013. The Company is open for various state tax audits for tax years 2012 and later. The Company is currently under income tax examination by several state authorities for tax years 2013 and 2014. As of December 31, 2016, the state authorities have not proposed any significant adjustments to the Company's tax positions for which the Company does not have adequate reserves.

## 16. Employee Benefits

Hilltop and its subsidiaries have benefit plans that provide for elective deferrals by employees under Section 401(k) of the Internal Revenue Code. Employee contributions are determined by the level of employee participation and related salary levels per Internal Revenue Service regulations. Hilltop and its subsidiaries match a portion of employee contributions based on the amount of eligible employees' contributions and salaries. In addition, Hilltop, PCC and the Bank made additional contributions to employees' 401(k) accounts based on achievement of certain corporate objectives through December 31, 2015. The amount charged to operating expense for these matching contributions totaled \$15.1 million, \$12.6 million and \$8.8 million during 2016, 2015 and 2014, respectively.

Effective upon the completion of the PlainsCapital Merger, the Company recorded a liability of \$8.9 million associated with separate retention agreements entered into between Hilltop and two executive officers. At December 31, 2016 and 2015, the recorded liability, including interest, was \$9.0 million.

The Bank purchased \$15.0 million of flexible premium universal life insurance in 2001 to help finance the annual expense incurred in providing various employee benefits. At December 31, 2016 and 2015, the carrying value of the policies included in other assets was \$24.8 million and \$24.2 million, respectively. During 2016, 2015 and 2014, the Bank recorded income of \$0.6 million, \$0.8 million and \$0.4 million, respectively, related to the policies that was reported in other noninterest income within the consolidated statement of operations.

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Notes to Consolidated Financial Statements (continued)

Deferred Compensation Plan

As a result of the SWS Merger, the Company assumed a deferred compensation plan (the “SWS Plan”) that allows former SWS eligible officers and employees to defer a portion of their bonus compensation and commissions. The SWS Plan matched 15% of the deferrals made by participants up to a predetermined limit through matching contributions that vest ratably over four years. Pursuant to the terms of the SWS Plan, the trustee periodically purchased the former SWS common stock in the open market. As a result of the SWS Merger, the former SWS common shares were converted into Hilltop common stock based on the terms of the merger agreement. No further contributions can be made to this plan.

The assets of the SWS Plan are held in a rabbi trust and primarily include investments in company-owned life insurance (“COLI”) and Hilltop common stock. These assets are consolidated with those of the Company. Investments in COLI are carried at the cash surrender value of the insurance policies and recorded in other assets within the consolidated balance sheet at December 31, 2016 and 2015, respectively. Investments in Hilltop common stock, which are carried at cost and accounted for in a manner similar to treasury stock, and the corresponding liability related to the deferred compensation plan are presented as components of stockholders’ equity as employee stock trust and deferred compensation employee stock trust, net, respectively, at December 31, 2016 and 2015, respectively.

17. Related Party Transactions

Pursuant to a Sublease Agreement, Diamond A Administration Company LLC (“Diamond A Admin”), an affiliate of Gerald J. Ford, the current Chairman of the Board of Hilltop and the beneficial owner of 15.8% of Hilltop common stock at December 31, 2016, currently provides office space to Hilltop at a cost of \$24 thousand per month. This Sublease Agreement continues in effect until July 31, 2018 or such earlier date that the base lease expires.

Jeremy B. Ford, a director and the President and Co-Chief Executive Officer of Hilltop, is the beneficiary of a trust that owns a 49% limited partnership interest in Diamond A Financial, L.P. Diamond A Financial, L.P. owned 15.8% of the outstanding Hilltop common stock at December 31, 2016. He also is a director and the Secretary of Diamond A Admin, which provides office space to Hilltop as described the preceding paragraph. Diamond A Admin is owned by Hunter’s Glen/Ford, Ltd., a limited partnership in which a trust for the benefit of Jeremy B. Ford is a 46% limited partner.

Jeremy B. Ford is the son of Gerald J. Ford. Corey G. Prestidge, Hilltop's General Counsel and Secretary, is the son-in-law of Gerald J. Ford. Accordingly, Messrs. Jeremy Ford and Corey Prestidge are brothers-in-law.

In the ordinary course of business, the Bank has granted loans to certain directors, executive officers and their affiliates (collectively referred to as related parties) totaling \$27.3 million and \$34.2 million at December 31, 2016 and 2015, respectively. These loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other unaffiliated persons and do not involve more than normal risk of collectability. For such loans during 2016, total principal additions were \$5.2 million and total principal payments were \$12.1 million.

At December 31, 2016 and 2015, the Bank held deposits of related parties of \$154.8 million and \$61.5 million, respectively.

A related party is the lessor in an operating lease with the Bank. The Bank's minimum payment under the lease is \$0.5 million annually through 2028, for an aggregate remaining obligation of \$6.0 million at December 31, 2016.

The Bank purchases loans from a company for which a related party serves as a director, president and chief executive officer. At December 31, 2016 and 2015, the outstanding balance of the purchased loans was \$3.0 million and \$3.9 million, respectively. The loans were purchased with recourse to the company in the ordinary course of business and the related party had no direct financial interest in the transactions.

PlainsCapital Equity, LLC is a limited partner in certain limited partnerships that have received loans from the Bank. The Bank made those loans in the normal course of business, using underwriting standards and offering terms that are substantially the same as those used or offered to non-affiliated borrowers. At December 31, 2016, the Bank had no outstanding loans in which PlainsCapital Equity, LLC had a limited partnership interest, while at December 31, 2015,

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

outstanding loans were \$0.1 million. The investment of PlainsCapital Equity, LLC in these limited partnerships was \$3.6 million and \$3.8 million at December 31, 2016 and 2015, respectively.

18. Commitments and Contingencies

The Bank acts as agent on behalf of certain correspondent banks in the purchase and sale of federal funds that aggregated \$19.0 million and \$23.0 million at December 31, 2016 and 2015, respectively.

Legal Matters

The Company is subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. The Company evaluates these contingencies based on information currently available, including advice of counsel. The Company establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. A portion of the Company's exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies, the Company does not take into account the availability of insurance coverage, other than that provided by reinsurers in the insurance segment. When it is practicable, the Company estimates loss contingencies for possible litigation and claims, whether or not there is an accrued probable loss. When the Company is able to estimate such possible losses, and when it estimates that it is reasonably possible it could incur losses, in excess of amounts accrued, the Company is required to make a disclosure of the aggregate estimation. As available information changes, however, the matters for which the Company is able to estimate, as well as the estimates themselves will be adjusted, accordingly.

Assessments of litigation and claims exposures are difficult due to many factors that involve inherent unpredictability. Those factors include the following: the varying stages of the proceedings, particularly in the early stages; unspecified, unsupported, or uncertain damages; damages other than compensatory, such as punitive damages; a matter presenting meaningful legal uncertainties, including novel issues of law; multiple defendants and jurisdictions; whether discovery has begun or is complete; whether meaningful settlement discussions have commenced; and whether the claim involves a class action and if so, how the class is defined. As a result of some of these factors, the Company may be unable to estimate reasonably possible losses with respect to some or all of the pending and threatened litigation and claims asserted against the Company.



Following completion of Hilltop's acquisition of SWS, several purported holders of shares of SWS common stock filed petitions in the Court of Chancery of the State of Delaware seeking appraisal for their shares pursuant to Section 262 of the Delaware General Corporation Law. These petitions were consolidated as In re SWS Group, Inc., C.A. No. 10554-VCG. The consolidated matter represents a total of approximately 5.2 million shares of SWS common stock. The Company intends to vigorously defend this matter.

On or about November 2, 2012, FSC was named in a lawsuit pending in the state of Rhode Island Superior Court styled Rhode Island Economic Development Corporation v. Wells Fargo Securities, LLC, et al. The lawsuit relates to FSC's role as financial advisor to the State of Rhode Island, specifically in connection with the Rhode Island Economic Development Corporation's issuance of \$75 million in bonds to finance a loan to 38 Studios, LLC. 38 Studios, LLC ultimately failed to repay the loan and the Rhode Island Economic Development Corporation sought recovery to repay the bonds it issued to make such loan. During the first quarter of 2017, Hilltop Securities entered into a settlement agreement with the Rhode Island Commerce Corporation (formerly known as Rhode Island Economic Development Corporation). Under the settlement agreement, Hilltop Securities will pay \$16.0 million to settle any and all claims in connection with the bonds, including the litigation related thereto. As of December 31, 2016, Hilltop Securities had fully reserved for this settlement amount.

The Company is involved in information-gathering requests and investigations (both formal and informal), as well as reviews, examinations and proceedings (collectively, "Inquiries") by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding certain of its businesses, business practices and policies, as well as the conduct of persons with whom it does business. Additional Inquiries will arise from time to time. In connection with those Inquiries, the Company receives document requests, subpoenas and other requests for information. The Inquiries,

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

including the Inquiry described below, could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on the Company's consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in the Company's business practices, and could result in additional expenses and collateral costs, including reputational damage.

As a part of an industry-wide inquiry, PrimeLending received a subpoena from the Office of Inspector General of the U.S. Department of Housing and Urban Development regarding mortgage-related practices, including those relating to origination practices for loans insured by the Federal Housing Administration (the "FHA"). On August 20, 2014, PrimeLending received a Civil Investigative Demand from the United States Department of Justice (the "DOJ") related to this Inquiry. According to the Civil Investigative Demand, the DOJ is conducting an investigation to determine whether PrimeLending has violated the False Claims Act in connection with originating and underwriting single-family residential mortgage loans insured by the FHA. No claims or demands have been asserted against PrimeLending. PrimeLending cannot predict the ultimate outcome of this investigation, and cannot make a reasonable estimate of potential liability, if any, at this time. PrimeLending continues to cooperate with the investigation.

While the final outcome of litigation and claims exposures or of any Inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and Inquiries will not have a material effect on the Company's business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any of the matters discussed above could be material to the Company's business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

Other Contingencies

The mortgage origination segment may be responsible for errors or omissions relating to its representations and warranties that each loan sold meets certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. If determined to be at fault, the mortgage origination segment either repurchases the affected loan from the investor or reimburses the investor's losses. The mortgage origination segment has established an indemnification liability reserve for such probable losses.

Generally, the mortgage origination segment first becomes aware that an investor believes a loss has been incurred on a sold loan when it receives a written request from the investor to repurchase the loan or reimburse the investor's

losses. Upon completing its review of the investor's request, the mortgage origination segment establishes a specific claims reserve for the loan if it concludes its obligation to the investor is both probable and reasonably estimable.

An additional reserve has been established for probable investor losses that may have been incurred, but not yet reported to the mortgage origination segment based upon a reasonable estimate of such losses. Factors considered in the calculation of this reserve include, but are not limited to, the total volume of loans sold exclusive of specific investor requests, actual investor claim settlements and the severity of estimated losses resulting from future claims, and the mortgage origination segment's history of successfully curing defects identified in investor claim requests. While the mortgage origination segment's sales contracts typically include borrower early payment default repurchase provisions, these provisions have not been a primary driver of investor claims to date, and therefore, are not a primary factor considered in the calculation of this reserve.

At December 31, 2016 and 2015, the mortgage origination segment's indemnification liability reserve totaled \$18.2 million and \$16.6 million, respectively. The provision for indemnification losses was \$4.6 million, \$4.0 million and \$3.1 million during 2016, 2015 and 2014, respectively.

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Notes to Consolidated Financial Statements (continued)

The following tables provide for a roll-forward of claims activity for loans put-back to the mortgage origination segment based upon an alleged breach of a representation or warranty with respect to a loan sold and related indemnification liability reserve activity (in thousands).

	Representation and Warranty Specific Claims Activity - Origination Loan Balance Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 57,298	\$ 53,906	\$ 51,912
Claims made	21,410	71,783	50,558
Claims resolved with no payment	(19,696)	(38,862)	(29,257)
Repurchases	(4,164)	(14,884)	(15,439)
Indemnification payments	(14,179)	(14,645)	(3,868)
Balance, end of year	\$ 40,669	\$ 57,298	\$ 53,906

	Indemnification Liability Reserve Activity Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 16,640	\$ 17,619	\$ 21,121
Additions for new sales	4,638	4,006	3,109
Repurchases	(392)	(1,420)	(1,593)
Early payment defaults	(241)	(64)	(143)
Indemnification payments	(2,482)	(3,027)	(1,708)
Change in estimate	76	(474)	(3,167)
Balance, end of year	\$ 18,239	\$ 16,640	\$ 17,619

	December 31,	
	2016	2015
Reserve for Indemnification Liability:		
Specific claims	\$ 1,661	\$ 5,210
Incurred but not reported claims	16,578	11,430
Total	\$ 18,239	\$ 16,640

Although management considers the total indemnification liability reserve to be appropriate, there may be changes in the reserve over time to address incurred losses, due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters is considered in the reserving process when probable and estimable.

In connection with the FNB Transaction, the Bank entered into two loss-share agreements with the FDIC that collectively cover \$1.2 billion of loans and OREO acquired in the FNB Transaction. Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first \$240.4 million of net losses incurred; (ii) 0% of net losses in excess of \$240.4 million up to and including \$365.7 million of net losses incurred; and (iii) 80% of net losses in excess of \$365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for 5 years and 10 years, respectively, from the Bank Closing Date and the loss recovery provisions to the FDIC are in effect for 8 years and 10 years, respectively, from the Bank Closing Date. As discussed in Note 6 to the consolidated financial statements, and in accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if its actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any “true-up” payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related “true-up” payment accrual of \$14.2 million at December 31, 2016 based on the

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Notes to Consolidated Financial Statements (continued)

current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of \$240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than \$240.4 million. As of December 31, 2016, the Bank had billed \$151.1 million of covered net losses to the FDIC, of which 80%, or \$120.9 million, were reimbursable under the loss-share agreements. As of December 31, 2016, the Bank had received aggregate reimbursements of \$120.9 million from the FDIC, which represented reimbursable covered losses and expenses through September 30, 2016.

As discussed in Note 16 to the consolidated financial statements, effective upon completion of the PlainsCapital Merger, Hilltop entered into separate retention agreements with two executive officers, one having an initial term of three years (with automatic one-year renewals at the end of two years and each anniversary thereof) and the other having an initial term of two years (with automatic one-year renewals at the end of the first year and each anniversary thereof). Each of these retention agreements provides for severance pay benefits if the executive officer's employment is terminated without "cause".

In addition to these retention agreements, Hilltop and its subsidiaries maintain employment contracts with certain officers that provide for benefits in the event of a "change in control" as defined in these agreements.

Hilltop and its subsidiaries lease space, primarily for branch facilities and automated teller machines, under noncancelable operating leases with remaining terms, including renewal options, of 1 to 12 years and under capital leases with remaining terms of 8 to 12 years. Rental expense under the operating leases was \$41.9 million, \$40.3 million and \$31.4 million in 2016, 2015 and 2014, respectively.

Future minimum lease payments under these agreements follow (in thousands).

	Operating Leases	Capital Leases
2017	\$ 34,800	\$ 1,129
2018	31,514	1,167
2019	25,109	1,187
2020	20,177	1,198
2021	13,872	1,213

Thereafter	41,357	5,914
Total minimum lease payments	\$ 166,829	11,808
Amount representing interest		(4,778)
Present value of minimum lease payments		\$ 7,030

#### 19. Financial Instruments with Off-Balance Sheet Risk

The Bank is 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 that involve varying degrees of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. Such financial instruments are recorded in the consolidated financial statements when they are funded or related fees are incurred or received. The contract amounts of those instruments reflect the extent of involvement (and therefore the exposure to credit loss) the Bank has in particular classes of financial instruments.

Commitments to extend credit are agreements to lend to a customer provided that the terms established in the contract are met. Commitments generally have fixed expiration dates and may require payment of fees. Because some 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 to guarantee the performance of a customer to a third party. These letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan commitments to customers.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

In the aggregate, the Bank had outstanding unused commitments to extend credit of \$1.8 billion at December 31, 2016 and outstanding financial and performance standby letters of credit of \$34.8 million at December 31, 2016.

The Bank uses the same credit policies in making commitments and standby letters of credit as it does for on-balance sheet instruments. The amount of collateral obtained, if deemed necessary, in these transactions is based on management's credit evaluation of the borrower. Collateral held varies but may include real estate, accounts receivable, marketable securities, interest-bearing deposit accounts, inventory, and property, plant and equipment.

In the normal course of business, the Hilltop Broker-Dealers execute, settle, and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the accounts of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

## 20. Stock-Based Compensation

Pursuant to the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 Plan"), the Company may grant nonqualified stock options, stock appreciation rights, restricted stock, RSUs, performance awards, dividend equivalent rights and other awards to employees of the Company, its subsidiaries and outside directors of the Company. Upon the approval by stockholders and effectiveness of the 2012 Plan in September 2012, no additional awards were permissible under the 2003 Equity Incentive Plan (the "2003 Plan"). In the aggregate, 4,000,000 shares of common stock may be delivered pursuant to awards granted under the 2012 Plan. At December 31, 2016, 1,964,716 shares of common stock remain available for issuance pursuant to the 2012 Plan, including shares that may be delivered pursuant to outstanding awards. Compensation expense related to the 2012 Plan and the 2003 Plan was \$10.5 million, \$8.6 million and \$4.9 million during 2016, 2015 and 2014, respectively.

During 2016, 2015 and 2014, Hilltop granted 21,224, 13,631 and 9,519 shares of common stock, respectively, to certain non-employee members of the Company's board of directors for services rendered to the Company pursuant to the 2012 Plan.



## Restricted Stock Awards

The Compensation Committee of the board of directors of the Company has issued restricted shares of Hilltop common stock (“Restricted Stock Awards”) pursuant to the 2012 Plan. The Restricted Stock Awards generally cliff vest on the third anniversary of the grant date and are subject to service conditions set forth in the award agreements, with associated costs recognized on a straight-line basis over the respective vesting periods. The award agreements governing the Restricted Stock Awards provide for accelerated vesting under certain conditions.

Prior to the completion of the SWS Merger and in accordance with the SWS merger agreement, on August 20, 2014, SWS granted restricted shares of SWS common stock to certain of its executive officers and key employees. On January 1, 2015, the effective time of the SWS Merger, these restricted shares of SWS common stock converted into the right to receive an aggregate of 62,994 Restricted Stock Awards based on the value of the merger consideration, and their vesting schedule did not accelerate. Such Restricted Stock Awards generally have begun to vest in three equal annual installments commencing on August 20, 2015, and are subject to service conditions set forth in the award agreements, with associated costs recognized on a straight-line basis over the respective vesting periods.

At December 31, 2016, unrecognized compensation expense related to outstanding Restricted Stock Awards of \$33 thousand is expected to be recognized over a weighted average period of 0.64 years.

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Notes to Consolidated Financial Statements (continued)

## Restricted Stock Units

The Compensation Committee of the board of directors of the Company has issued RSUs pursuant to the 2012 Plan. Certain RSUs are subject to time-based vesting conditions and generally provided for a cliff vest on the third anniversary of the grant date, while other RSUs provided for vesting based upon the achievement of certain performance goals over a three-year period service conditions set forth in the award agreements, with associated costs generally recognized on a straight-line basis over the respective vesting periods. The RSUs are not transferable, and the shares of common stock issuable upon conversion of vested RSUs may be subject to transfer restrictions for a period of one year following conversion, subject to certain exceptions. In addition, the applicable RSU award agreements provide for accelerated vesting under certain conditions.

At December 31, 2016, 1,171,197 of the outstanding RSUs are subject to time-based vesting conditions and generally cliff vest on the third anniversary of the grant date, and 284,398 outstanding RSUs vest based upon the achievement of certain performance goals over a three-year period. At December 31, 2016, unrecognized compensation expense related to outstanding RSUs of \$12.9 million is expected to be recognized over a weighted average period of 1.42 years.

The following table summarizes information about nonvested Restricted Stock Award and RSU activity for the noted periods (shares in thousands).

	Restricted Stock Awards		RSUs	
		Weighted Average Grant Date Fair Value		Weighted Average Grant Date Fair Value
	Outstanding		Outstanding	
Balance, December 31, 2013	471	\$ 13.32	-	\$ -
Granted	-	\$ -	444	\$ 23.16
Vested/Released	(2)	\$ 13.25	(1)	\$ 24.06
Forfeited	(3)	\$ 13.25	(8)	\$ 23.74
Balance, December 31,	466	\$ 13.32	435	\$ 23.14

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2014				
Granted	63	\$ 19.95	491	\$ 19.61
Vested/Released	(54)	\$ 19.58	(12)	\$ 22.45
Forfeited	(22)	\$ 13.25	(39)	\$ 21.93
Balance, December 31,				
2015	453	\$ 13.50	875	\$ 21.22
Granted	-	\$ -	598	\$ 17.78
Vested/Released	(447)	\$ 13.41	(7)	\$ 22.22
Forfeited	(2)	\$ 19.72	(10)	\$ 20.70
Balance, December 31,				
2016	4	\$ 19.95	1,456	\$ 19.83

Vested/Released Restricted Stock Awards and RSUs include an aggregate of 130,529 shares withheld to satisfy employee statutory tax obligations during 2016, 2015 and 2014. Pursuant to certain RSU award agreements, an aggregate of 8,247 vested RSUs at December 31, 2016 require deferral of the settlement in shares and statutory tax obligations to a future date.

#### Stock Options

Stock options granted on November 2, 2011 to two senior executives pursuant to the 2003 Plan to purchase an aggregate of 600,000 shares of the Company's common stock (the "Stock Option Awards") at an exercise price of \$7.70 per share were fully vested and exercisable at November 2, 2015. As of December 31, 2016, all Stock Option Awards have been exercised.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

21. Regulatory Matters

Banking and Hilltop

PlainsCapital and Hilltop are subject to various regulatory capital requirements administered by the federal banking agencies. 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 consolidated financial statements. The regulations require PlainsCapital and Hilltop to meet specific capital adequacy guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

In January 2015, the comprehensive capital framework (“Basel III”) for U.S. banking organizations became effective for PlainsCapital and Hilltop for reporting periods beginning after January 1, 2015 (subject to a phase-in period through January 2019). Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital is further composed of common equity Tier 1 capital and additional Tier 1 capital. Total capital is the sum of Tier 1 capital and Tier 2 capital. The Company performs reviews of the classification and calculation of risk-weighted assets to ensure accuracy and compliance with the Basel III regulatory capital requirements. The capital classifications 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 companies to maintain minimum amounts and ratios (set forth in the following table) of Tier 1 capital (as defined in the regulations) to total average assets (as defined), and minimum ratios of common equity Tier 1, Tier 1 and total capital (as defined) to risk-weighted assets (as defined).

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer will help to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets. The phase-in of the capital conservation buffer requirements began on January 1, 2016 for Hilltop and PlainsCapital. Based on the actual ratios as shown in the table below, Hilltop and PlainsCapital exceed each of the capital conservation buffer requirements in effect as of December 31, 2016, as well as the fully phased-in requirements through 2019.

In addition, under the final rules, bank holding companies with less than \$15 billion in assets as of December 31, 2009 are allowed to continue to include junior subordinated debentures in Tier 1 capital, subject to certain restrictions.

However, if an institution grows to above \$15 billion in assets as a result of an acquisition, or organically grows to above \$15 billion in assets and then makes an acquisition, the combined trust preferred issuances must be phased out of Tier 1 and into Tier 2 capital (75% in 2015 and 100% in 2016). All of the debentures issued to the Trusts, less the common stock of the Trusts, qualified as Tier 1 capital as of December 31, 2016, under guidance issued by the Board of Governors of the Federal Reserve System.

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

The following table shows PlainsCapital's and Hilltop's actual capital amounts and ratios in accordance with Basel III compared to the regulatory minimum capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect as measured at December 31, 2016 and 2015, respectively (dollars in thousands). Based on the actual capital amounts and ratios shown in the following table, PlainsCapital's ratios place it in the "well capitalized" (as defined) capital category under regulatory requirements.

	Actual Amount	Ratio	Minimum Capital Requirements Including Conservation Buffer			
			In Effect at End of Period Ratio	Fully Phased In Ratio	To Be Well Capitalized Ratio	
December 31, 2016						
Tier 1 capital (to average assets):						
PlainsCapital	\$ 1,108,484	12.35 %	4.0	% 4.0	% 5.0	%
Hilltop	1,652,101	13.51 %	4.0	% 4.0	% N/A	
Common equity Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,108,484	14.64 %	5.125	% 7.0	% 6.5	%
Hilltop	1,602,400	18.30 %	5.125	% 7.0	% N/A	
Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,108,484	14.64 %	6.625	% 8.5	% 8.0	%
Hilltop	1,652,101	18.87 %	6.625	% 8.5	% N/A	
Total capital (to risk-weighted assets):						
PlainsCapital	1,164,767	15.38 %	8.625	% 10.5	% 10.0	%
Hilltop	1,693,240	19.34 %	8.625	% 10.5	% N/A	
December 31, 2015						
Tier 1 capital (to average assets):						
PlainsCapital	\$ 1,064,212	13.22 %	4.0	% 4.0	% 5.0	%
Hilltop	1,520,514	12.65 %	4.0	% 4.0	% N/A	
Common equity Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,063,041	16.23 %	4.5	% 7.0	% 6.5	%
Hilltop	1,469,642	17.87 %	4.5	% 7.0	% N/A	
Tier 1 capital (to risk-weighted assets):						
PlainsCapital	1,064,212	16.25 %	6.0	% 8.5	% 8.0	%

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Hilltop	1,520,514	18.48 %	6.0	%	8.5	%	N/A	
Total capital (to risk-weighted assets):								
PlainsCapital	1,112,654	16.99 %	8.0	%	10.5	%	10.0	%
Hilltop	1,553,867	18.89 %	8.0	%	10.5	%	N/A	

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

A reconciliation of equity capital to common equity Tier 1, Tier 1 and total capital (as defined) is as follows (in thousands).

	December 31, 2016		December 31, 2015	
	PlainsCapital	Hilltop	PlainsCapital	Hilltop
Total equity capital	\$ 1,337,746	\$ 1,870,509	\$ 1,293,327	\$ 1,736,954
Add:				
Net unrealized holding losses (gains) on securities available for sale and held in trust	2,303	(485)	(567)	(2,629)
Deduct:				
Goodwill and other disallowed intangible assets	(231,565)	(267,624)	(229,656)	(264,683)
Other	—	—	(63)	—
Common equity Tier 1 capital (as defined)	1,108,484	1,602,400	1,063,041	1,469,642
Add: Tier 1 capital				
Trust preferred securities	—	65,000	—	65,000
Minority interests	—	—	1,171	1,171
Deduct:				
Additional Tier 1 capital deductions	—	(15,299)	—	(15,299)
Tier 1 capital (as defined)	1,108,484	1,652,101	1,064,212	1,520,514
Add: Allowable Tier 2 capital				
Allowance for loan losses	56,283	56,438	48,442	48,652
Net unrealized holding losses on equity securities	—	—	—	—
Deduct:				
Additional Tier 2 capital deductions	—	(15,299)	—	(15,299)
Total capital (as defined)	\$ 1,164,767	\$ 1,693,240	\$ 1,112,654	\$ 1,553,867

## Broker-Dealer

Pursuant to the net capital requirements of the Exchange Act, Hilltop Securities elected to determine its net capital requirement using the alternative method. Accordingly, Hilltop Securities is required to maintain minimum net capital, as defined in Rule 15c3-1 promulgated under the Exchange Act, equal to the greater of \$250,000 and 1,000,000, respectively, or 2% of aggregate debit balances, as defined in Rule 15c3-3 promulgated under the Exchange Act. Additionally, the net capital rule of the NYSE provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than 5% of the aggregate debit items. HTS Independent Network follows the primary (aggregate indebtedness) method, as defined in Rule 15c3-1 promulgated under the Exchange Act, which requires the maintenance of the larger of minimum net capital of \$250,000 or 1/15 of aggregate indebtedness.



At December 31, 2016, the net capital position of each of the Hilltop Broker-Dealers was as follows (in thousands).

	Hilltop Securities	HTS Independent Network
Net capital	\$ 135,079	\$ 3,019
Less required net capital	9,563	250
Excess net capital	\$ 125,516	\$ 2,769
Net capital as a percentage of aggregate debit items	28.3	%
Net capital in excess of 5% aggregate debit items	\$ 111,172	

Under certain conditions, the Hilltop Broker-Dealers may be required to segregate cash and securities in a special reserve account for the benefit of customers under Rule 15c3-3 promulgated under the Exchange Act. Assets segregated under the provisions of the Exchange Act are not available for general corporate purposes. At December 31, 2016 and 2015, the Hilltop Broker-Dealers held cash of \$181.0 million and \$158.6 million, respectively, segregated in special reserve bank accounts for the benefit of customers. The Hilltop Broker-Dealers were not required to segregate cash or securities in special reserve accounts for the benefit of proprietary accounts of introducing broker-dealers at December 31, 2016 and 2015. The fair values of these segregated assets included in special reserve accounts were determined using Level 1 inputs.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## Mortgage Origination

As a mortgage originator, PrimeLending and its subsidiaries are subject to minimum net worth and liquidity requirements established by the United States Department of Housing and Urban Development (“HUD”) and the GNMA, as applicable. On an annual basis, PrimeLending and its subsidiaries submit audited financial statements to HUD and GNMA, as applicable, documenting their respective compliance with minimum net worth and liquidity requirements. As of December 31, 2016, PrimeLending and its subsidiaries’ net worth and liquidity exceeded the amounts required by both HUD and GNMA, as applicable.

## Insurance

The statutory financial statements of the Company’s insurance subsidiaries, which are domiciled in the State of Texas, are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance. Texas has adopted the statutory accounting practices of the National Association of Insurance Commissioners’ (“NAIC”) as the basis of its statutory accounting practices with certain differences that are not significant to the insurance company subsidiaries’ statutory equity.

A summary of statutory capital and surplus and statutory net income of each insurance subsidiary is as follows (in thousands).

	December 31,		
	2016	2015	
Capital and surplus:			
National Lloyds Insurance Company	\$ 131,328	\$ 121,750	
American Summit Insurance Company	30,462	30,592	
	Year Ended December 31,		
	2016	2015	2014
Statutory net income:			
National Lloyds Insurance Company	\$ 13,043	\$ 9,000	\$ 14,893

American Summit Insurance Company	2,124	1,611	2,554
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Regulations of the Texas Department of Insurance require insurance companies to maintain minimum levels of statutory surplus to ensure their ability to meet their obligations to policyholders. At December 31, 2016, the Company's insurance subsidiaries had statutory surplus in excess of the minimum required.

The NAIC has adopted a risk based capital ("RBC") formula for insurance companies that establishes minimum capital requirements indicating various levels of available regulatory action on an annual basis relating to insurance risk, asset credit risk, interest rate risk and business risk. The RBC formula is used by the NAIC and certain state insurance regulators as an early warning tool to identify companies that require additional scrutiny or regulatory action. At December 31, 2016, the Company's insurance subsidiaries' RBC ratio exceeded the level at which regulatory action would be required.

## 22. Stockholders' Equity

The Bank is subject to certain restrictions on the amount of dividends it may declare without prior regulatory approval. At December 31, 2016, \$220.9 million of its earnings was available for dividend declaration without prior regulatory approval.

At December 31, 2016, the maximum aggregate dividend that may be paid to NLC from its insurance company subsidiaries without regulatory approval was \$16.1 million.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Dividend Declaration

On January 26, 2017, the Company announced that its board of directors declared a quarterly cash dividend of \$0.06 per common share, payable on February 28, 2017, to all common stockholders of record as of the close of business on February 15, 2017.

Stock Repurchase Programs

During the second quarter of 2015, the Company's board of directors approved a stock repurchase program under which it authorized the Company to repurchase, in the aggregate, up to \$30.0 million of its outstanding common stock. Under the stock repurchase program authorized, the Company could repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of September 30, 2015, the Company had repurchased an aggregate of \$30.0 million of its outstanding common stock. The extent to which the Company repurchased its shares and the timing of such repurchases depended upon market conditions and other corporate considerations, as determined by Hilltop's management team. During 2015, the Company paid \$30.0 million to repurchase and retire an aggregate of 1,390,977 shares of common stock at an average price of \$21.56 per share. These retired shares were returned to the Company's pool of authorized but unissued shares of common stock. The purchases were funded from available cash balances. This stock repurchase program terminated effective December 31, 2015.

The Company's board of directors reauthorized the stock repurchase program originally approved during the second quarter of 2016 through January 2018, under which the Company may to repurchase, in the aggregate, up to \$50.0 million of its outstanding common stock. Under the stock repurchase program authorized, the Company could repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of December 31, 2016, the Company had not repurchased any shares of its outstanding common stock under this stock repurchase program. The extent to which the Company repurchases its shares and the timing of such repurchases depends upon market conditions and other corporate considerations, as determined by Hilltop's management team.

Series B Preferred Stock

As a result of the PlainsCapital Merger, the outstanding shares of PCC's Non-Cumulative Perpetual Preferred Stock, Series C, all of which were held by the U.S. Treasury, were converted on a one-for-one basis into 114,068 shares of Hilltop Non-Cumulative Perpetual Preferred Stock, Series B ("Hilltop Series B Preferred Stock"). The terms of the Hilltop Series B Preferred Stock provided for the payment of non-cumulative dividends on a quarterly basis. The dividend rate, as a percentage of the liquidation amount, fluctuated until December 31, 2013 based upon changes in the level of "qualified small business lending" ("QSBL") by the Bank. The shares of Hilltop Series B Preferred Stock were senior to shares of Hilltop common stock with respect to dividends and liquidation preference, and qualified as Tier 1 Capital for regulatory purposes.

The dividend rate on the Hilltop Series B Preferred Stock had been fixed at 5.0% since January 1, 2014, based upon the level of QSBL at September 30, 2013. On April 28, 2015, as discussed in Note 13 to the consolidated financial statements, Hilltop used the net proceeds of the offering of Senior Notes to redeem all shares of Hilltop Series B Preferred Stock at an aggregate liquidation value of \$114.1 million, plus accrued but unpaid dividends of \$0.4 million.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 23. Other Noninterest Income and Expense

The following tables show the components of other noninterest income and expense (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Other noninterest income:			
Net gains from Hilltop Broker-Dealer structured finance activities	\$ 86,383	\$ 44,042	\$ 16,228
Net gains from trading securities portfolio	15,926	12,796	2,126
Service charges on depositor accounts	14,162	15,169	16,730
Trust fees	6,782	7,113	6,330
Direct bill fees and insurance service fee income	4,818	5,329	5,719
Revenue from check and stored value cards	5,036	7,110	7,614
Commission and insurance agency income	4,206	3,819	3,380
Rent and other income from other real estate owned	1,461	3,559	5,703
FDIC indemnification asset accretion	242	1,147	3,445
Net gain on investment in SWS common stock	—	—	5,985
Other	15,248	6,381	6,281
	\$ 154,264	\$ 106,465	\$ 79,541
Other noninterest expense:			
Professional services	\$ 86,518	\$ 58,892	\$ 44,557
Data processing	35,722	35,986	23,096
Unreimbursed loan closing costs	31,234	35,253	32,669
Marketing	31,127	26,957	21,372
Mortgage servicing-related costs	10,505	8,380	5,032
Amortization of intangible assets	10,174	12,375	11,138
Printing, stationery and supplies	9,008	7,949	4,902
FDIC "true-up"	8,750	5,475	—
Telecommunications	7,899	7,324	11,249
Acquisition costs	7,476	13,400	1,406
Funding fees	7,451	5,865	2,521
Repossession and foreclosure	7,042	14,385	17,621
Other	82,402	76,043	56,016
	\$ 335,308	\$ 308,284	\$ 231,579

## 24. Derivative Financial Instruments

The Company uses various derivative financial instruments to mitigate interest rate risk. The Bank's interest rate risk management strategy involves effectively managing the re-pricing characteristics of certain assets and liabilities to mitigate potential adverse impacts from changes in interest rates on the net interest margin. PrimeLending has interest rate risk relative to IRLCs and its inventory of mortgage loans held for sale. PrimeLending is exposed to such interest rate risk from the time an IRLC is made to an applicant to the time the related mortgage loan is sold. To mitigate interest rate risk, PrimeLending executes forward commitments to sell mortgage-backed securities ("MBSs"). Additionally, PrimeLending has interest rate risk relative to its MSR asset. During the third quarter of 2014, PrimeLending began using derivative instruments, including interest rate swaps and swaptions, and U.S. Treasury bond futures and options to hedge this risk. The Hilltop Broker-Dealers use forward commitments to both purchase and sell MBSs to facilitate customer transactions and as a means to hedge related exposure to interest rate risk in certain inventory positions.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## Non-Hedging Derivative Instruments and the Fair Value Option

As discussed in Note 3 to the consolidated financial statements, the Company has elected to measure substantially all mortgage loans held for sale at fair value under the provisions of the Fair Value Option. The election provides the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without applying complex hedge accounting provisions. The fair values of PrimeLending's IRLCs, forward commitments, and interest rate swaps and swaptions, and U.S. Treasury bond futures and options are recorded in other assets or other liabilities, as appropriate, and changes in the fair values of these derivative instruments are recorded as a component of net gains from sale of loans and other mortgage production income. The fair value of PrimeLending's derivative instruments increased \$8.0 million and \$17.3 million during 2016 and 2015, respectively, compared with a decrease of \$16.3 million during 2014. Changes in fair value are attributable to changes in the volume of IRLCs, mortgage loans held for sale, commitments to purchase and sell MBSs and MSR assets, and changes in market interest rates. Changes in market interest rates also conversely affect the value of PrimeLending's mortgage loans held for sale and its MSR asset, which are measured at fair value under the Fair Value Option. The effect of the change in market interest rates on PrimeLending's loans held for sale and MSR asset is discussed in Note 3 to the consolidated financial statements. The fair values of the Hilltop Broker-Dealers' derivative instruments are recorded in other assets or other liabilities, as appropriate, and the fair values of the Hilltop Broker-Dealers' derivatives decreased \$23.4 million during 2016, compared with increases of \$43.7 million and \$16.2 million 2015 and 2014, respectively. The changes in fair value were recorded as a component of other noninterest income.

Derivative positions are presented in the following table (in thousands).

	December 31, 2016		December 31, 2015	
	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
Derivative instruments:				
IRLCs	\$ 944,550	\$ 23,269	\$ 944,942	\$ 23,762
Commitments to purchase MBSs	3,616,922	(1,155)	3,151,862	8,350
Commitments to sell MBSs	5,609,250	(532)	5,038,565	(2,352)
Interest rate swaps and swaptions	32,452	(283)	409,982	490
U.S. Treasury bond futures and options (1)	297,000	—	—	—

(1)Changes in the fair value of these contracts are settled daily with PrimeLending's counterparty.



PrimeLending has a payable totaling \$19.1 million on its net liability derivative position on its commitments to sell MBSs at December 31, 2016, compared to cash collateral advances totaling \$0.8 million to offset net liability derivative positions on its commitments to sell MBSs at December 31, 2015. In addition, PrimeLending advanced cash collateral totaling \$3.2 million on its U.S. Treasury bond futures and options at December 31, 2016 and \$6.4 million in initial margin on its interest rate swaps and swaptions at December 31, 2015. These amounts are included in other assets within the consolidated balance sheets.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 25. Balance Sheet Offsetting

Certain financial instruments, including resale and repurchase agreements, securities lending arrangements and derivatives, may be eligible for offset in the consolidated balance sheets and/or subject to master netting arrangements or similar agreements. The following tables present the assets and liabilities subject to enforceable master netting arrangements, repurchase agreements, or similar agreements with offsetting rights (in thousands).

	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet Financial Instruments	Cash Collateral Net Pledged	Amount
December 31, 2016						
Securities borrowed:						
Institutional counterparties	\$ 1,436,069	\$ —	\$ 1,436,069	\$ (1,385,664)	\$ —	\$ 50,405
Reverse repurchase agreements:						
Institutional counterparties	89,430	—	89,430	(89,369)	—	61
Forward MBS derivatives:						
Institutional counterparties	21,366	(3,893)	17,473	(9,012)	—	8,461
	\$ 1,546,865	\$ (3,893)	\$ 1,542,972	\$ (1,484,045)	\$ —	\$ 58,927
December 31, 2015						
Securities borrowed:						
Institutional counterparties	\$ 1,307,741	\$ —	\$ 1,307,741	\$ (1,307,741)	\$ —	\$ —
Interest rate swaps and swaptions:						
Institutional counterparties	1,526	(393)	1,133	—	—	1,133



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Repurchase agreements:						
Institutional counterparties	69,748	—	69,748	(69,748)	—	—
Customer counterparties	148,000	—	148,000	(148,000)	—	—
Forward MBS derivatives:						
Institutional counterparties	4,385	(1,769)	2,616	(1,420)	—	1,196
	\$ 1,458,242	\$ (1,769)	\$ 1,456,473	\$ (1,457,153)	\$ —	\$ (680)

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Secured Borrowing Arrangements

Secured Borrowings (Repurchase Agreements) — The Company participates in transactions involving securities sold under repurchase agreements, which are secured borrowings and generally mature within one to thirty days from the transaction date. Securities sold under repurchase agreements are reflected at the amount of cash received in connection with the transactions. The Company may be required to provide additional collateral based on the fair value of the underlying securities, which is monitored on a daily basis.

Securities Lending Activities — The Company's securities lending activities include lending securities for other broker-dealers, lending institutions and its own clearing and retail operations. These activities involve lending securities to other broker-dealers to cover short sales, to complete transactions in which there has been a failure to deliver securities by the required settlement date and as a conduit for financing activities.

When lending securities, the Company receives cash or similar collateral and generally pays interest (based on the amount of cash deposited) to the other party to the transaction. Securities lending transactions are executed pursuant to written agreements with counterparties that generally require securities loaned to be marked-to-market on a daily basis. The Company receives collateral in the form of cash in an amount generally in excess of the fair value of securities loaned. The Company monitors the fair value of securities loaned on a daily basis, with additional collateral obtained or refunded, as necessary. Collateral adjustments are made on a daily basis through the facilities of various clearinghouses. The Company is a principal in these securities lending transactions and is liable for losses in the event of a failure of any other party to honor its contractual obligation. Management sets credit limits with each counterparty and reviews these limits regularly to monitor the risk level with each counterparty. The Company is subject to credit risk through its securities lending activities if securities prices decline rapidly because the value of the Company's collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. The Company's securities lending business subjects the Company to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, the Company is subject to credit risk during the period between the execution of a trade and the settlement by the customer.

The following tables present the remaining contractual maturities of repurchase agreement and securities lending transactions accounted for as secured borrowings (in thousands). The Company had no repurchase-to-maturity transactions outstanding at both December 31, 2016 or 2015.

	Remaining Contractual Maturities				Total
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	
December 31, 2016					
Repurchase agreement transactions:					
U.S. Treasury and agency securities	\$ 195,164	\$ —	\$ —	\$ —	\$ 195,164
Securities lending transactions:					
Corporate securities	14,816	—	—	—	14,816
Equity securities	1,268,860	—	—	—	1,268,860
Total	\$ 1,478,840	\$ —	\$ —	\$ —	\$ 1,478,840
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					\$ 1,478,840
Amount related to agreements not included in offsetting disclosure above					\$ —

	Remaining Contractual Maturities				Total
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	
December 31, 2015					
Repurchase agreement transactions:					
U.S. Treasury and agency securities	\$ 201,090	\$ 16,658	\$ —	\$ —	\$ 217,748
Securities lending transactions:					
U.S. Treasury and agency securities	12,646	—	—	—	12,646
Corporate securities	5,993	—	—	—	5,993
Equity securities	1,216,827	—	—	—	1,216,827
Total	\$ 1,436,556	\$ 16,658	\$ —	\$ —	\$ 1,453,214
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					\$ 1,453,214
Amount related to agreements not included in offsetting disclosure above					\$ —

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 26. Broker-Dealer and Clearing Organization Receivables and Payables

Broker-dealer and clearing organization receivables and payables consisted of the following (in thousands).

	December 31,	
	2016	2015
Receivables:		
Securities borrowed	\$ 1,436,069	\$ 1,307,741
Securities failed to deliver	33,834	25,087
Clearing organizations	—	16,701
Trades in process of settlement	10,223	5,707
Other	17,615	7,263
	\$ 1,497,741	\$ 1,362,499
Payables:		
Securities loaned	\$ 1,283,676	\$ 1,235,466
Correspondents	31,040	69,046
Securities failed to receive	31,724	28,352
Trades in process of settlement	—	1,311
Clearing organizations and other	688	4,130
	\$ 1,347,128	\$ 1,338,305

## 27. Deferred Policy Acquisition Costs

Policy acquisition expenses, primarily commissions, premium taxes and underwriting expenses related to the successful issuance of a new or renewal policy incurred by NLC are deferred and charged against income ratably over the terms of the related policies. A summary of the activity in deferred policy acquisition costs is as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$ 19,874	\$ 20,416	\$ 20,991
Acquisition expenses capitalized	37,231	39,716	41,034
Amortization charged to income	(38,502)	(40,258)	(41,609)
Balance, end of year	\$ 18,603	\$ 19,874	\$ 20,416

Amortization is included in policy acquisition and other underwriting expenses in the accompanying consolidated statements of operations.

## 28. Reserve for Losses and Loss Adjustment Expenses

A summary of NLC's reserve for unpaid losses and LAE, as included in other liabilities within the consolidated balance sheets, is as follows (in thousands).

	December 31,	
	2016	2015
Reserve for unpaid losses and allocated LAE balance, net	\$ 25,203	\$ 29,522
Reinsurance recoverables on unpaid losses	9,434	13,502
Unallocated LAE	1,189	1,333
Reserve for unpaid losses and LAE balance, gross	\$ 35,826	\$ 44,357



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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

A summary of claims loss reserve development activity as of December 31, 2016 is presented in the following table (in thousands).

Accident Year	Year Ended December 31, 2016		December 31, 2016	
	Paid	Incurred	Total of IBNR Reserves Plus Expected Development on Reported Claims	Cumulative Number of Reported Claims
2012	\$ 112,062	\$ 114,517	\$ 38	16,555
2013	109,662	111,011	90	15,569
2014	81,684	84,221	392	12,927
2015	82,940	88,477	3,314	14,723
2016	71,543	84,771	7,150	20,336
Total	457,891	\$ 482,997		
	97			
	\$ 25,203			

All outstanding reserves prior to 2012, net of reinsurance  
Reserve for unpaid losses and allocated LAE, net of reinsurance

## 29. Reinsurance Activity

NLC limits the maximum net loss that can arise from large risks or risks in concentrated areas of exposure by reinsuring (ceding) certain levels of risk. Substantial amounts of business are ceded, and these reinsurance contracts do not relieve NLC from its obligations to policyholders. Such reinsurance includes quota share, excess of loss, catastrophe, and other forms of reinsurance on essentially all property and casualty lines of insurance. Net insurance premiums earned, losses and LAE and policy acquisition and other underwriting expenses are reported net of the amounts related to reinsurance ceded to other companies. Amounts recoverable from reinsurers related to the portions of the liability for losses and LAE and unearned insurance premiums ceded to them are reported as assets. Failure of

reinsurers to honor their obligations could result in losses to NLC; consequently, allowances are established for amounts deemed uncollectible as NLC evaluates the financial condition of its reinsurers and monitors concentrations of credit risk arising from similar geographic regions, activities, or economic characteristics of the reinsurers to minimize its exposure to significant losses from reinsurer insolvencies. At December 31, 2016, reinsurance receivables have a carrying value of \$13.7 million, which is included in other assets within the consolidated balance sheet. There was no allowance for uncollectible accounts at December 31, 2016, based on NLC's quality requirements.

Reinsurers with a balance in excess of 5% of the Company's outstanding reinsurance receivables at December 31, 2016 are listed below (in thousands).

	Balances Due From Reinsurers	A.M. Best Rating
Federal Emergency Management Agency	\$ 3,439	N/A
Partner Reinsurance Co.	1,696	A
Aspen Bermuda	1,630	A
R&V Versicherung AG	1,269	N/A
Everest Re	1,239	A+
General Reinsurance Corporation	1,062	A++
Lloyd's Syndicate #2791	759	N/A
Lloyd's Syndicate #2001	718	A+
	\$ 11,812	

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

The effects of reinsurance on premiums written and earned are summarized as follows (in thousands).

	Year Ended December 31,		2015		2014	
	2016	2016	Written	Earned	Written	Earned
Premiums from direct business	\$ 152,970	\$ 159,884	\$ 167,025	\$ 169,334	\$ 172,464	\$ 173,496
Reinsurance assumed	11,338	11,024	10,714	10,283	9,746	8,960
Reinsurance ceded	(14,962)	(15,363)	(17,170)	(17,535)	(17,845)	(17,932)
Net premiums	\$ 149,346	\$ 155,545	\$ 160,569	\$ 162,082	\$ 164,365	\$ 164,524

The effects of reinsurance on incurred losses are as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Loss and LAE incurred	\$ 113,494	\$ 123,017	\$ 97,011
Reinsurance recoverables	(24,251)	(23,951)	(2,582)
Net loss and LAE incurred	\$ 89,243	\$ 99,066	\$ 94,429

## Catastrophic coverage

NLC's liabilities for losses and LAE include liabilities for reported losses, liabilities for IBNR losses and liabilities for LAE less a reduction for reinsurance recoverables related to those liabilities. The amount of liabilities for reported claims is based primarily on a claim-by-claim evaluation of coverage, liability, injury severity or scope of property damage, and any other information considered relevant to estimating exposure presented by the claim. The amounts of liabilities for IBNR losses and LAE are estimated on the basis of historical trends, adjusted for changes in loss costs, underwriting standards, policy provisions, product mix and other factors. Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors that are subject to significant variation. Liabilities for LAE are intended to cover the ultimate cost of settling claims, including investigation and defense of lawsuits resulting from such claims. Based upon the contractual terms of the reinsurance agreements, reinsurance recoverables offset, in part, NLC's gross liabilities.

Effective July 1, 2015, NLC renewed its catastrophic excess of loss reinsurance coverage for a two year period. At December 31, 2016, NLC had catastrophic excess of loss reinsurance coverage of losses per event in excess of \$8 million retention by NLIC and \$1.5 million retention by ASIC. ASIC maintained an underlying layer of coverage, providing \$6.5 million in excess of its \$1.5 million retention to bridge to the primary program. The reinsurance in excess of \$8 million is comprised of four layers of protection: \$17 million in excess of \$8 million retention and/or loss; \$25 million in excess of \$25 million loss; \$25 million in excess of \$50 million loss and \$50 million in excess of \$75 million loss. NLIC and ASIC retain no participation in any of the layers, beyond the first \$8 million and \$1.5 million, respectively. At December 31, 2016, total retention for any one catastrophe that affects both NLIC and ASIC was limited to \$8 million in the aggregate.

Effective January 1, 2017, NLC renewed its underlying excess of loss contract that provides \$10.0 million aggregate coverage in excess of NLC's per event retention and aggregate retention for sub-catastrophic events. NLC retains no participation beyond the first \$1 million, which is consistent with 2016 and down from 9% participation in this coverage during 2015.

During 2016, 2015 and 2014, NLC experienced no significant catastrophes that resulted in losses in excess of retention at NLIC or ASIC. There were 15 tornado, hail and wind storms during 2016 that fit the coverage criteria for the underlying excess of loss contract providing aggregate coverage for sub-catastrophic events. These events had a gross incurred loss total of \$44.0 million, which developed a reinsured recoverable of \$10.0 million at the 100% subscription level. During 2015, the 11 tornado, hail and wind storms that exceeded retention had incurred losses of \$35.3 million, which developed a reinsured recoverable of \$9.1 million at the 91% subscription level. During 2014, the eight tornado, hail and wind storms that exceeded retention had incurred losses of \$21.7 million, which developed a reinsured recoverable of \$1.8 million at the 66% subscription level. These losses have no effect on net loss and LAE incurred beyond retention because the catastrophic events exceeded retention levels and are fully recoverable. The primary financial effect beyond the reinsurance retention is additional reinstatement premium payable to the affected reinsurers. Reinstatement premiums during 2016, 2015 and 2014 of \$0.6 million, \$0.2 million and \$0.2 million, respectively, were recorded as ceded premiums.

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

Multi-line excess of loss coverage

Through December 31, 2015, in addition to the catastrophe reinsurance noted above, both NLIC and ASIC participated in an excess of loss program placed with various reinsurers. This program was limited to each risk with respect to property and liability in the amount of \$500,000 for each of NLIC and ASIC. Each of NLIC and ASIC retained \$500,000 in this program. Effective January 1, 2016, NLC did not renew its multi-line excess of loss coverage.

30. Segment and Related Information

The Company currently has four reportable business segments that are organized primarily by the core products offered to the segments' respective customers. These segments reflect the manner in which operations are managed and the criteria used by the Company's chief operating decision maker function to evaluate segment performance, develop strategy and allocate resources. The chief operating decision maker function consists of the Company's President and Co-Chief Executive Officer and the Company's Vice Chairman and Co-Chief Executive Officer.

The banking segment includes the operations of the Bank and, since January 1, 2015, the operations of the former SWS FSB acquired in the SWS Merger. The broker-dealer segment includes the operations of FSC and, since January 1, 2015, the broker-dealer operations acquired in the SWS Merger. The mortgage origination segment is composed of PrimeLending, while the insurance segment is composed of NLC.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance and acquisition costs.

Balance sheet amounts not discussed previously and the elimination of intercompany transactions are included in "All Other and Eliminations." The following tables present certain information about reportable business segment revenues, operating results, goodwill and assets (in thousands).

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Year Ended December 31, 2016	Mortgage					All Other and Hilltop	
	Banking	Broker-Dealer	Origination	Insurance	Corporate	Eliminations	Consolidated
Net interest income (expense)	\$ 363,083	\$ 31,172	\$ (11,589)	\$ 3,164	\$ (7,257)	\$ 18,958	\$ 397,531
Provision for loan losses	40,673	(53)	—	—	—	—	40,620
Noninterest income	52,579	385,766	704,126	164,841	2	(20,349)	1,286,965
Noninterest expense	244,715	377,524	614,741	146,601	29,938	(1,048)	1,412,471
Income (loss) before income taxes	\$ 130,274	\$ 39,467	\$ 77,796	\$ 21,404	\$ (37,193)	\$ (343)	\$ 231,405

Year Ended December 31, 2015	Mortgage					All Other and Hilltop	
	Banking	Broker-Dealer	Origination	Insurance	Corporate	Eliminations	Consolidated
Net interest income (expense)	\$ 369,493	\$ 32,971	\$ (10,423)	\$ 3,187	\$ (5,109)	\$ 18,464	\$ 408,583
Provision for loan losses	12,795	(80)	—	—	—	—	12,715
Noninterest income	62,639	334,495	597,163	171,185	81,289	(19,129)	1,227,642
Noninterest expense	243,926	367,812	539,257	158,720	31,926	(1,625)	1,340,016
Income (loss) before income taxes	\$ 175,411	\$ (266)	\$ 47,483	\$ 15,652	\$ 44,254	\$ 960	\$ 283,494

Year Ended December 31, 2014	Mortgage					All Other and Hilltop	
	Banking	Broker-Dealer	Origination	Insurance	Corporate	Eliminations	Consolidated
Net interest income (expense)	\$ 334,377	\$ 12,144	\$ (12,591)	\$ 3,672	\$ 5,219	\$ 18,320	\$ 361,141
Provision for loan losses	16,916	17	—	—	—	—	16,933
Noninterest income	67,438	119,451	456,776	173,577	5,985	(23,916)	799,311
Noninterest expense	245,790	124,715	431,820	151,541	13,878	(2,391)	965,353
Income (loss) before	\$ 139,109	\$ 6,863	\$ 12,365	\$ 25,708	\$ (2,674)	\$ (3,205)	\$ 178,166

income  
taxes

	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
December 31, 2016							
Goodwill	\$ 207,741	\$ 7,008	\$ 13,071	\$ 23,988	\$ —	\$ —	\$ 251,808
Total assets	\$ 9,527,518	\$ 2,777,849	\$ 2,042,458	\$ 347,252	\$ 2,032,749	\$ (3,989,764)	\$ 12,738,062
December 31, 2015							
Goodwill	\$ 207,741	\$ 7,008	\$ 13,071	\$ 23,988	\$ —	\$ —	\$ 251,808
Total assets	\$ 8,707,433	\$ 2,673,455	\$ 1,737,843	\$ 349,259	\$ 1,905,547	\$ (3,506,536)	\$ 11,867,001

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## 31. Earnings per Common Share

The following table presents the computation of basic and diluted earnings per common share (in thousands, except per share data).

	Year Ended December 31,		
	2016	2015	2014
Basic earnings per share:			
Income applicable to Hilltop common stockholders	\$ 145,894	\$ 209,119	\$ 105,947
Less: income applicable to participating shares	(6)	(952)	(547)
Net earnings available to Hilltop common stockholders	\$ 145,888	\$ 208,167	\$ 105,400
Weighted average shares outstanding - basic	98,404	99,074	89,710
Basic earnings per common share	\$ 1.48	\$ 2.10	\$ 1.18
Diluted earnings per share:			
Income applicable to Hilltop common stockholders	\$ 145,894	\$ 209,119	\$ 105,947
Weighted average shares outstanding - basic	98,404	99,074	89,710
Effect of potentially dilutive securities	225	888	863
Weighted average shares outstanding - diluted	98,629	99,962	90,573
Diluted earnings per common share	\$ 1.48	\$ 2.09	\$ 1.17

## 32. Condensed Financial Statements of Parent



Condensed financial statements of Hilltop (parent only) follow (in thousands). Investments in subsidiaries are determined using the equity method of accounting.

### Condensed Statements of Operations and Comprehensive Income

	Year Ended December 31,		
	2016	2015	2014
Dividends from bank and bank holding company subsidiaries	\$ 87,826	\$ —	\$ —
Investment income	382	445	5,219
Interest expense	7,639	5,554	—
Net gain on investment in SWS common stock	—	—	5,985
Bargain purchase gain	—	81,289	—
Other income	2	—	—
General and administrative expense	29,938	31,926	13,878
Income (loss) before income taxes, equity in undistributed earnings of subsidiaries and preferred stock activity	50,633	44,254	(2,674)
Income tax benefit	(10,077)	(9,562)	(592)
Equity in undistributed earnings of subsidiaries	87,234	158,763	114,640
Net income	\$ 147,944	\$ 212,579	\$ 112,558
Other comprehensive income (loss), net	(2,144)	1,978	35,514
Comprehensive income	\$ 145,800	\$ 214,557	\$ 148,072

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

## Condensed Balance Sheets

	December 31,		
	2016	2015	2014
Assets:			
Cash and cash equivalents	\$ 118,290	\$ 55,542	\$ 145,948
Investment in subsidiaries:			
Bank and bank holding company subsidiaries	1,304,917	1,271,581	1,074,274
Nonbank subsidiaries	609,539	545,502	143,908
Investment in SWS common stock	—	—	70,282
Other assets	3	32,922	88,243
Total assets	\$ 2,032,749	\$ 1,905,547	\$ 1,522,655
Liabilities and Stockholders' Equity:			
Accounts payable and accrued expenses	\$ 13,929	\$ 20,419	\$ 62,203
Notes payable	148,311	148,174	—
Stockholders' equity	1,870,509	1,736,954	1,460,452
Total liabilities and stockholders' equity	\$ 2,032,749	\$ 1,905,547	\$ 1,522,655

## Condensed Statements of Cash Flows

	Year Ended December 31,		
	2016	2015	2014
Operating Activities:			
Net income	\$ 147,944	\$ 212,579	\$ 112,558
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in undistributed earnings of subsidiaries	(87,234)	(158,763)	(114,640)
Bargain purchase gain	—	(81,289)	—
Deferred income taxes	(2,063)	12,429	156
Net gain on investment in SWS common stock	—	—	(5,985)
Other, net	20,812	2,443	(1,379)
Net cash provided by (used in) operating activities	79,459	(12,601)	(9,290)
Investing Activities:			
Advance to (reimbursement from) nonbank subsidiaries	6,000	—	(6,000)
Capital contribution to nonbank subsidiaries	(20,000)	—	—

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Cash paid for acquisition	—	(78,217)	—
Other, net	(98)	(31)	—
Net cash used in investing activities	(14,098)	(78,248)	(6,000)
Financing Activities:			
Proceeds from issuance of common stock	4,139	—	—
Payments to repurchase common stock	—	(30,028)	—
Proceeds from issuance of notes payable	—	148,078	—
Dividends paid on common stock	(5,801)	—	—
Dividends paid on preferred stock	—	(3,539)	(5,619)
Redemption of preferred stock	—	(114,068)	—
Other, net	(951)	—	3,001
Net cash provided by (used in) financing activities	(2,613)	443	(2,618)
Net change in cash and cash equivalents	62,748	(90,406)	(17,908)
Cash and cash equivalents, beginning of year	55,542	145,948	163,856
Cash and cash equivalents, end of year	\$ 118,290	\$ 55,542	\$ 145,948
Supplemental Schedule of Non-Cash Activities:			
Common stock issued in acquisition	\$ —	\$ 200,626	\$ —
Conversion of available for sale investment in SWS common stock	\$ —	\$ —	\$ 71,502

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

As discussed in Note 3 to the consolidated financial statements, Hilltop's investment in SWS common stock was accounted for under the provisions of the Fair Value Option effective October 2, 2014. Hilltop had previously accounted for its investments in SWS as available for sale securities. Under the Fair Value Option, Hilltop's investment in SWS common stock was recorded at fair value, with changes in fair value being recorded in other noninterest income within Hilltop's condensed statement of operations rather than as a component of other comprehensive income. Hilltop's election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of \$7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop's investment in SWS common stock resulted in a loss of \$1.2 million. In the aggregate, Hilltop recorded a \$6.0 million net gain in income within Hilltop's condensed statement of operations during 2014.

During 2015, as further discussed in Note 13 to the consolidated financial statements, Hilltop completed an offering of \$150.0 million aggregate principal amount of its 5% Senior Notes due 2025 and used the net proceeds of the offering to redeem all Hilltop's outstanding Series B Preferred Stock at an aggregate liquidation value of \$114.1 million, plus accrued but unpaid dividends of \$0.4 million, and utilized the remainder for general corporate purposes.

During October 2016, the Company announced that its board of directors declared a quarterly cash dividend of \$0.06 per common share, or \$5.8 million, paid on November 30, 2016. In addition, during the fourth quarter of 2016, Hilltop's subsidiaries declared and paid \$37.8 million to the parent.

### 33. Recently Issued Accounting Standards

In January 2017, FASB issued ASU 2017-04 as part of its simplification initiative which removes Step 2 from the goodwill impairment test. The amendment eliminates the determination of goodwill impairment through calculation of the implied fair value when the carrying amount of a reporting unit exceeds its fair value. The amendment is effective for annual or interim goodwill impairment tests performed in annual periods beginning after December 15, 2019, using the prospective method. Early adoption is permitted for such goodwill impairment tests performed after January 1, 2017. As permitted within the amendment, the Company elected to early adopt and prospectively apply the provisions of this amendment as of January 1, 2017.

In January 2017, FASB issued ASU 2017-01 which provides guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017,

using the prospective method. Early adoption is permitted. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In December 2016, FASB issued ASU 2016-19 which includes numerous technical corrections and clarifications to GAAP that are designed to remove inconsistencies in accounting guidance. Several provisions in this accounting guidance were effective immediately and did not have an impact on the Company's consolidated financial statements. Additional provisions, including disclosure requirements for financial instruments, are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The Company has adopted the prospective provisions of the amendment as of January 1, 2017, which are not expected to have a significant effect on the Company's consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16 which addresses improvement in accounting for income tax consequences of intra-equity transfers of assets other than inventory. The amendment requires that an entity recognize the income tax consequences of the intra-equity transfer of an asset other than inventory when the transfer occurs. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017, using the modified retrospective transaction method. Early adoption is permitted. The Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In August 2016, FASB issued ASU 2016-15 to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after

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Hilltop Holdings Inc. and Subsidiaries

Notes to Consolidated Financial Statements (continued)

December 15, 2017 using a retrospective transition method. Early adoption is permitted. The Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In June 2016, FASB issued ASU 2016-13 which sets forth a "current expected credit loss" (CECL) model which requires entities to measure all credit losses expected over the life of an exposure (or pool of exposures) for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. The amendment also requires enhanced disclosures to help financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2019 with a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption. Early adoption is permitted no earlier than the first quarter of 2019. The Company does not intend to adopt the provisions of the amendment early and is currently evaluating the provisions of the amendment and the impact on its future consolidated financial statements. The extent of the change in allowance for loan losses will be impacted by the portfolio composition and quality at the adoption date as well as economic conditions and forecasts at that time.

In March 2016, FASB issued ASU 2016-09 as part of its simplification initiative and affects all entities that issue share-based payment awards to their employees. The amendments in this update cover such areas as the recognition of excess tax benefits and deficiencies, the classification of those excess tax benefits on the statement of cash flows, an accounting policy election for forfeitures, the amount an employer can withhold to cover income taxes and still qualify for equity classification and the classification of those taxes paid on the statement of cash flows. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2016 using either the prospective, retrospective or modified retrospective transition method, depending on the area covered in this update. As permitted within the amendment, the Company elected to early adopt and prospectively apply the provisions of this amendment as of January 1, 2016.

In February 2016, FASB issued ASU 2016-02 related to leases. The new standard is intended to increase transparency and comparability among organizations and require lessees to record a right-to-use asset and liability representing the obligation to make lease payments for long-term leases. Accounting by lessors will remain largely unchanged. The amendments are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early adoption is permitted. Adoption will require a modified retrospective transition where the lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented. The Company does not intend to adopt the provisions of the amendment early. The Company is currently evaluating the provisions of the amendment on its consolidated financial statements, but upon adoption, expects to report higher

assets and liabilities as a result of including additional leases on the consolidated balance sheets.

In January 2016, FASB issued ASU 2016-01 related to financial instruments. This amendment requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income. The amendment also impacts financial liabilities under the Fair Value Option and the presentation and disclosure requirements for financial instruments. The amendment is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 by one year, to clarify the principles for recognizing revenue from contracts with customers. The amendment outlines a single comprehensive model for entities to depict the transfer of goods or services to customers in amounts that reflect the payment to which a company expects to be entitled in exchange for those goods or services. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017 and may be adopted using either a full retrospective transition method or a modified, cumulative-effect approach wherein the guidance is applied only to existing contracts as of the date of initial application and to new contracts entered into thereafter. The Company does not intend to adopt the provisions of the amendment early and expects to adopt using the cumulative-effect approach. The Company is currently in the process of gathering an inventory of contracts with

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## Hilltop Holdings Inc. and Subsidiaries

## Notes to Consolidated Financial Statements (continued)

customers and performing an in-depth assessment. The preliminary assessment suggests that the revenue recognition policies within the Company's broker-dealer and banking segments are most likely to be effected when adopted. However, there are many aspects of this new accounting guidance that are still being interpreted to clarify and address certain implementation issues. The Company will continue to evaluate the impact on its future consolidated financial statements of both current and newly issued guidance associated with the amendment.

In May 2015, the FASB issued ASU 2015-09 requiring enhanced disclosures for insurers relating to short-duration insurance contract claims and the unpaid claims liability rollforward for long and short-duration contracts. The amendment is effective for annual periods beginning after December 15, 2015 and interim reporting periods thereafter. The Company adopted the amendment as of January 1, 2016 and has included the enhanced disclosures in this Annual Report on Form 10-K for the year ended December 31, 2016.

## 34. Selected Quarterly Financial Information (Unaudited)

Selected quarterly financial information is summarized as follows (in thousands, except per share data).

	Year Ended December 31, 2016				
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Full Year
Interest income	\$ 118,335	\$ 115,263	\$ 114,202	\$ 108,154	\$ 455,954
Interest expense	14,211	16,093	13,805	14,314	58,423
Net interest income	104,124	99,170	100,397	93,840	397,531
Provision for loan losses	4,347	3,990	28,876	3,407	40,620
Noninterest income	309,127	354,458	346,005	277,375	1,286,965
Noninterest expense	355,784	364,133	367,365	325,189	1,412,471
Income before income taxes	53,120	85,505	50,161	42,619	231,405
Income tax expense	17,582	33,017	18,439	14,423	83,461
Net income	35,538	52,488	31,722	28,196	147,944
Less: Net income attributable to noncontrolling interest	217	556	648	629	2,050
Income attributable to Hilltop	\$ 35,321	\$ 51,932	\$ 31,074	\$ 27,567	\$ 145,894
Earnings per common share:					
Basic	\$ 0.36	\$ 0.53	\$ 0.32	\$ 0.28	\$ 1.48



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Diluted	\$ 0.36	\$ 0.53	\$ 0.32	\$ 0.28	\$ 1.48
Cash dividends declared per common share	\$ 0.06	\$ —	\$ —	\$ —	\$ 0.06

	Year Ended December 31, 2015				
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Full Year
Interest income	\$ 115,962	\$ 130,545	\$ 115,662	\$ 107,669	\$ 469,838
Interest expense	16,649	15,334	14,995	14,277	61,255
Net interest income	99,313	115,211	100,667	93,392	408,583
Provision for loan losses	4,277	5,593	158	2,687	12,715
Noninterest income	276,927	296,469	301,400	352,846	1,227,642
Noninterest expense	338,721	333,502	353,317	314,476	1,340,016
Income before income taxes	33,242	72,585	48,592	129,075	283,494
Income tax expense	12,020	25,338	18,137	15,420	70,915
Net income	21,222	47,247	30,455	113,655	212,579
Less: Net income attributable to noncontrolling interest	495	353	405	353	1,606
Income attributable to Hilltop	\$ 20,727	\$ 46,894	\$ 30,050	\$ 113,302	\$ 210,973
Dividends on preferred stock	—	—	428	1,426	1,854
Income applicable to Hilltop common stockholders	\$ 20,727	\$ 46,894	\$ 29,622	\$ 111,876	\$ 209,119
Earnings per common share:					
Basic	\$ 0.21	\$ 0.47	\$ 0.30	\$ 1.12	\$ 2.10
Diluted	\$ 0.21	\$ 0.47	\$ 0.30	\$ 1.11	\$ 2.09

Schedule I – Insurance Incurred and Cumulative Paid Losses and Allocated Loss Adjustment Expenses,

Net of Reinsurance

(in thousands)

Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance						December 31, 2016	
Year Ended December 31, 2016						Total of Incurred But Not Reported Reserves Plus Development On	Cumulative Number of Reported Claims
Accident Year	2012 Unaudited	2013 Unaudited	2014 Unaudited	2015 Unaudited	2016	Reported Claims	Reported Claims
2012	\$ 107,873	\$ 108,753	\$ 114,031	\$ 114,067	\$ 114,517	\$ 38	16,555
2013		107,793	108,951	111,006	111,011	90	15,569
2014			83,784	85,037	84,221	392	12,927
2015				89,646	88,477	3,314	14,723
2016					84,771	7,150	20,336
					\$ 482,997		

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance					
Year Ended December 31, 2016					
Accident Year	2012 Unaudited	2013 Unaudited	2014 Unaudited	2015 Unaudited	2016
2012	\$ 89,603	\$ 101,968	\$ 107,126	\$ 110,782	\$ 112,062
2013		94,238	104,938	108,099	109,662
2014			70,831	79,713	81,684
2015				71,820	82,940
2016					71,543
				Total	\$ 457,891
				All outstanding reserves prior to 2012 , net of reinsurance	97
				Reserve for unpaid losses and allocated loss adjustment expenses, net of reinsurance	\$ 25,203

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