

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

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2018

OR

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

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

Commission File Number 51018

## The Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

23-3016517  
(IRS Employer  
Identification No.)

409 Silverside Road, Wilmington, DE  
(Address of principal executive offices)

19809  
(Zip Code)

Registrant's telephone number, including area code: (302) 385-5000

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 \$1.00 per share	NASDAQ Global Select

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

Title of class  
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(a) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Smaller reporting company

Accelerated filer   
Emerging growth company

Non-accelerated filer

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

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

The aggregate market value of the common shares of the registrant held by non-affiliates of the registrant, based upon the closing price of such shares on June 30, 2018 of \$10.46 was approximately \$523.8 million.

As of March 1, 2019, 56,468,004 shares of common stock, par value \$1.00 per share, of the registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for registrant's 2019 Annual Meeting of Shareholders are incorporated by reference in Part III of this Form 10-K.

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**THE BANCORP, INC.**  
**INDEX TO ANNUAL REPORT**  
**ON FORM 10-K**

	<b>Page</b>
<b>PART I</b>	
<a href="#"><u>Forward-looking statements</u></a>	1
Item 1: <a href="#"><u>Business</u></a>	3
Item 1A: <a href="#"><u>Risk Factors</u></a>	22
Item 1B: <a href="#"><u>Unresolved Staff Comments</u></a>	36
Item 2: <a href="#"><u>Properties</u></a>	36
Item 3: <a href="#"><u>Legal Proceedings</u></a>	37
Item 4: <a href="#"><u>Mine Safety Disclosures</u></a>	37
<b>PART II</b>	
Item 5: <a href="#"><u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u></a>	38
Item 6: <a href="#"><u>Selected Financial Data</u></a>	41
Item 7: <a href="#"><u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u></a>	42
Item 7A: <a href="#"><u>Quantitative and Qualitative Disclosures About Market Risk</u></a>	72
Item 8: <a href="#"><u>Financial Statements and Supplementary Data</u></a>	73
Item 9: <a href="#"><u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u></a>	127
Item 9A: <a href="#"><u>Controls and Procedures</u></a>	127
Item 9B: <a href="#"><u>Other Information</u></a>	130
<b>PART III</b>	
Item 10: <a href="#"><u>Directors, Executive Officers and Corporate Governance</u></a>	130
Item 11: <a href="#"><u>Executive Compensation</u></a>	130
Item 12: <a href="#"><u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></a>	130
Item 13: <a href="#"><u>Certain Relationships and Related Transactions, and Director Independence</u></a>	130
Item 14: <a href="#"><u>Principal Accountant Fees and Services</u></a>	130

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**PART IV**

Item 15:	<a href="#"><u>Exhibits and Financial Statement Schedules</u></a>	131
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<a href="#"><u>SIGNATURES</u></a>		134
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## FORWARD-LOOKING STATEMENTS

The Securities and Exchange Commission, or SEC, encourages companies to disclose forward-looking information so that investors can better understand a company's future prospects and make informed investment decisions. This report contains such "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, or Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or Exchange Act.

Words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes," "should" and words and terms of similar substance used in connection with any discussion of future operating and financial performance identify forward-looking statements. Unless we have indicated otherwise, or the context otherwise requires, references in this report to "we," "us," and "our" or similar terms, are to The Bancorp, Inc. and its subsidiaries.

We claim the protection of safe harbor for forward-looking statements provided in the Private Securities Litigation Reform Act of 1995. These statements may be made directly in this report and they may also be incorporated by reference in this report to other documents filed with the SEC, and include, but are not limited to, statements about future financial and operating results and performance, statements about our plans, objectives, expectations and intentions with respect to future operations, products and services, and other statements that are not historical facts. These forward-looking statements are based upon the current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ materially from the anticipated results discussed in these forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- the risk factors discussed and identified in Item 1A of this report and in other of our public filings with the SEC;
- an inconsistent recovery from an extended period of weak economic and slow growth conditions in the U.S. economy have had, and may in the future have, significant adverse effects on our assets and operating results, including increases in payment defaults and other credit risks, decreases in the fair value of some assets and increases in our provision for loan losses;
- weak economic and credit market conditions may result in a reduction in our capital base, reducing our ability to maintain deposits at current levels;
- operating costs may increase;
- adverse governmental or regulatory policies may be promulgated;
- management and other key personnel may be lost;
- competition may increase;
- the costs of our interest bearing liabilities, principally deposits, may increase relative to the interest received on our interest bearing assets, principally loans, thereby decreasing our net interest income;
- loan and investment yields may decrease resulting in a lower net interest margin;
- possible geographic concentration could result in our loan portfolio being adversely affected by economic factors unique to the geographic area and not reflected in other regions of the country;
- the market value of real estate that secures certain of our loans, principally loans we originate for sale into secondary markets, Small Business Administration loans under the 504 Fixed Asset Financing Program and our discontinued commercial loan portfolio, has been, and may continue to be, adversely affected by recent economic and market conditions, and may be affected by other conditions outside of our control such as lack of demand for real estate of the type securing our loans, natural disasters, changes in neighborhood values, competitive overbuilding, weather, casualty losses, occupancy rates and other similar factors;
- we must satisfy our regulators with respect to Bank Secrecy Act, Anti-Money Laundering and other regulatory mandates to prevent additional restrictions on adding customers and to remove current restrictions on adding certain customers;

- the loans from our discontinued operations are now held for sale and were marked to fair value based on various internal and external inputs; however, the actual sales price could differ from those third-party fair values. The reinvestment rate for the proceeds of those sales in investment securities depends on future market interest rates; and
- we may not be able to sustain our historical growth rate in our loan, prepaid card and other lines of business.

We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this filing or to reflect the occurrence of unanticipated events.

## PART I

### Item 1. Business.

#### Overview

We are a Delaware financial holding company and our primary subsidiary is The Bancorp Bank, which we wholly own and which we refer to as the Bank. The vast majority of our revenue and income is generated through the Bank. In our continuing operations, we have four primary lines of specialty lending: securities-backed lines of credit, or SBLOC, vehicle fleet and other equipment leasing (direct lease financing), Small Business Administration, or SBA loans and commercial mortgage-backed loans, or CMBS, generated for sale into commercial mortgage-backed securities markets primarily through securitizations. SBLOCs are loans which are generated through institutional banking affinity groups and are collateralized by marketable securities. SBLOCs are typically offered in conjunction with brokerage accounts and are offered nationally. Vehicle fleet and other equipment leases are generated in a number of Atlantic Coast and other states. SBA loans and commercial loans generated for sale are made nationally. At December 31, 2018, SBLOC, leasing (direct lease financing), SBA and loans for sale in secondary markets totaled \$785.3 million, \$397.6 million, \$470.8 million (including SBA loans held for sale) and \$488.5 million (excluding SBA loans held for sale), respectively, and comprised approximately 36%, 18%, 21% and 22% of our loan portfolio and commercial loans held for sale. Our investment portfolio amounted to \$1.38 billion at December 31, 2018, representing a slight increase from the prior year.

The majority of our deposits and non-interest income is generated in our payments business line which consists of issuing, acquiring and automated clearing house, or ACH, accounts and payments processing. The issuing deposit accounts are comprised of debit and prepaid card accounts that are generated with the assistance of third parties that market directly to end users. Our issuing deposit account types are diverse and include: consumer and business debit, general purpose reloadable prepaid, pre-tax medical spending benefit, payroll, gift, government, corporate incentive, reward, business payment accounts and others. Our ACH accounts facilitate payments such as payroll and bill payments and our acquiring accounts provide clearing and settlement services for payments made to merchants which must be settled through associations such as Visa or MasterCard. We also provide banking services to organizations with a pre-existing customer base tailored to support or complement the services provided by these organizations to their customers. These services include loan and deposit accounts for investment advisory companies through our institutional banking department. We typically provide these services under the name and through the facilities of each organization with whom we develop a relationship. We refer to this, generally, as affinity banking. In April 2017, we sold our minimal European prepaid operations to reduce regulatory and compliance risk.

Our main office is located at 409 Silverside Road, Wilmington, Delaware 19809 and our telephone number is (302) 385-5000. Our web address is [www.thebancorp.com](http://www.thebancorp.com). We make available free of charge on our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports and our proxy statements as soon as reasonably practicable after we file them with the SEC. Investors are encouraged to access these reports and other information about our business on our website, [www.thebancorp.com](http://www.thebancorp.com). Information found on our website is not part of this Annual Report on Form 10-K. We also will provide copies of our Annual Report on Form 10-K, free of charge, upon written request to our Investor Relations Department at our address for our principal executive offices, 409 Silverside Road, Wilmington, Delaware 19809. Also posted on our website, and available in print upon request by any shareholder to our Investor Relations Department, are the charters of the standing committees of our Board of Directors and standards of conduct governing our directors, officers and employees.

#### Our Strategies

Our principal strategies are to:

*Fund our Loan and Investment Portfolio Growth with Stable Deposits and Generate Non-interest Income from Prepaid Card Accounts and Other Payment Processing.* Our principal focus is to grow our specialty lending operations and investment portfolio, and fund these loans and investments through a variety of sources that provide stable deposits, which are lower cost compared to certain other types of funding. Funding sources include prepaid cards, institutional banking transaction accounts and card payment processing. We derive the largest component of our deposits and non-interest income from our prepaid card operations.

*Develop Relationships with Affinity Groups to Gain Sponsored Access to their Membership, Client or Customer Bases to Market our Services.* We seek to develop relationships with organizations with established membership, client or customer bases. Through these affinity group relationships, we gain access to an organization's members, clients and customers under the

organization's sponsorship. We believe that by marketing targeted products and services to these constituencies through their pre-existing relationships with the organizations, we will continue to generate stable and lower cost deposits compared to certain other funding sources, generate fee income and, with respect to private label banking, lower our customer acquisition costs and build close customer relationships.

*Use Our Existing Infrastructure as a Platform for Growth.* We have made significant investments in our banking infrastructure to support our growth. We believe that this infrastructure can accommodate significant additional growth without proportionate increases in expense. We believe that this infrastructure enables us to maximize efficiencies through economies of scale as we grow without adversely affecting our relationships with our customers.

## **Deposit Products and Services**

We offer a range of products and services to our affinity groups and their client bases, including:

- checking accounts;
- savings accounts;
- money market accounts;
- commercial accounts; and
- various types of prepaid and debit cards.

We also offer payment services such as ACH payroll and other payment services.

## **Lending Activities**

In the third quarter of 2014, we discontinued our Philadelphia-based commercial lending operations following our determination that those operations were inconsistent with our strategic focus on what we believe are lower risk and more granular and national lines of business. We currently focus our lending activities upon four specialty lending segments: SBLOC loans, vehicle fleet and other equipment leasing (direct lease financing), SBA loans and loans originated for sale into CMBS securitization capital markets.

*SBLOC.* We make loans to individuals, trusts and entities which are secured by a pledge of marketable securities maintained in one or more accounts with respect to which we obtain a securities account control agreement. The securities pledged may be either debt or equity securities or a combination thereof, but all such securities must be listed for trading on a national securities exchange or automated inter-dealer quotation system. SBLOCs are typically payable on demand. Most of our SBLOCs are drawn to meet a specific need of the borrower (such as for bridge financing of real estate) and are typically drawn for 12 to 18 months at a time. Maximum SBLOC line amounts are calculated by applying a standard 'advance rate' calculation against the eligible security type depending on asset class: typically up to 50% for equity securities and mutual fund securities and 80% for investment grade (Standard & Poor's rating of BBB- or higher, or Moody's rating of Baa3 or higher) municipal or corporate debt securities. Borrowers generally must have a credit score of 660 or higher, although we may allow exceptions based upon a review of the borrower's income, assets and other credit information. Substantially all SBLOCs have full recourse to the borrower. The underlying securities that act as collateral for our SBLOC commitments are monitored on a daily basis to confirm the composition of the client portfolio and its daily market value. Although these accounts are closely monitored, severely falling markets or sudden drops in price with respect to individual pledged securities could result in the loan being under-collateralized and consequently in default and, upon sale of the collateral, could result in losses to the Bank.

*Leases.* We provide lease financing for commercial and government vehicle fleets and, to a lesser extent, provide lease financing for other equipment. Our leases are either open-end or closed-end. An open-end lease is one in which, at the end of the lease term, the lessee must pay us the difference between the amount at which we sell the leased asset and the stated termination value. Termination value is a contractual value agreed to by the parties at the inception of a lease as to the value of the leased asset at the end of the lease term. A closed-end lease is one for which no such payment is due on lease termination. In a closed-end lease, the risk that the amount received on a sale of the leased asset will be less than the residual value is assumed by us, as lessor. While we do not have specific underwriting criteria for our lease financing, we analyze information we obtain about the lessee, including financial statements and credit reports, to determine the lessee's ability to perform its obligations.



*SBA Loans.* We participate in two loan programs established by the SBA: the 7(a) Loan Guarantee Program and the 504 Fixed Asset Financing Program. The 7(a) Loan Guarantee Program is designed to help small business borrowers start or expand their businesses by providing partial guarantees of loans made by banks and non-bank lending institutions for specific business purposes, including long or short term working capital; funds for the purchase of equipment, machinery, supplies and materials; funds for the purchase, construction or renovation of real estate; and funds to acquire, operate or expand an existing business or refinance existing debt, all under conditions established by the SBA. The terms of the loans must come within parameters set by the SBA, including borrower eligibility, loan maturity, and maximum loan amount. 7(a) loans must be secured by all available business assets and personal real estate until the recovery value equals the loan amount or until all personal real estate of the borrower have been pledged. Personal guarantees are required from all owners of 20% or more of the equity of the business, although lenders may also require personal guarantees of owners of less than 20%. Loan guarantees can range to 85% of loan principal for loans of up to \$150,000 and 75% for loans in excess of that amount.

The SBA loan guaranty is typically paid to the lender after the liquidation of all collateral, but may be paid prior to liquidation of certain assets, mitigating the losses due to collateral deficiencies up to the percentage of the guarantee. To maintain the guarantee, we must comply with applicable SBA regulations, and we risk loss of the guarantee should we fail to comply. 7(a) loan amounts are not limited to a percentage of estimated collateral value and are instead based on the business's ability to repay the loan from its cash flow. If the business generates inadequate cash flow to repay principal and interest and borrowers are otherwise unable to repay the loan, losses may result if related collateral is sold for less than the unguaranteed balance of the loan. Because these loans are generally at variable rates, higher rate environments will increase required payments from borrowers, with increased payment default risk. As a result of a wide variety of collateral with very specific uses, markets for resale of the collateral may be limited, which could adversely affect amounts realized upon sale. The 7(a) program is funded through annual appropriations approved by Congress matching funding requirements for loans approved within the budget year. Should those appropriations be reduced or cease, our ability to make 7(a) loans will be curtailed or terminated.

The 504 Fixed Asset Financing Program is designed to provide small businesses with financing for the purchase of fixed assets, including real estate and buildings; the purchase of improvements to real estate; the construction of new facilities or modernizing, renovating or converting existing facilities; the purchase of long-term machinery and equipment; and debt refinancing. A 504 loan may not be used for working capital, trading asset purchases or investment in rental real estate. In a 504 financing, the borrower must supply 10% of the financing amount, we provide 50% of the financing amount and a Certified Development Company, or CDC, provides 40% of the financing amount. If the borrower has less than two years of operating history or if the assets being financed are considered "special purpose," the funding percentages are 15%, 50% and 35%, respectively. If both conditions are met, the funding percentages are 20%, 50% and 30%, respectively. We receive a first lien on the assets being financed and the CDC receives a second lien. Personal guarantees of the principal owners of the business are required. The funds for the CDC loans are raised through a monthly auction of bonds that are guaranteed by the U.S. government and, accordingly, if the government guarantees are curtailed or terminated, our ability to make 504 loans would be curtailed or terminated. Certain basic loan terms, as with the 7(a) program, are established by the SBA, including borrower eligibility, maximum loan amount, maximum maturity date, interest rates and loan fees. While real estate is appraised and values are established for other collateral, and the loan amount is limited to a percentage of cost of the assets being acquired by the borrower, such amounts may not be realized upon resale if the borrower defaults and the Bank forecloses on the collateral.

SBA 7(a) and 504 loans may include construction advances which are subject to risk inherent to construction projects, including environmental risks, engineering defects, contractor risk, and risk of project completion. Delays in construction may also compromise the owner's business plan and result in additional stresses on cash flow required to service the loan. Higher than expected construction costs may also result, impacting repayment capability and collateral values.

Additionally, the Bank makes SBA loans to franchisees of various business concepts, including loans to multiple franchisees with the same concept. In making loans to franchisees, we consider franchisee failure rates for the specific franchise concept. However, factors adversely affecting a specific type of franchisor or franchise concept, including in particular risks that a franchise concept loses popularity with consumers or encounters negative publicity about its products or services, could harm the value not only of a particular franchisee's business but also of multiple loans to other franchisees with the same concept.

*CMBS.* We originate loans for sale into secondary markets, generally through securitizations. These loans are collateralized by various types of commercial real estate, including but not limited to, multi-family, retail, office, apartments and hotels, and are not recourse to the borrower (except for carve-outs such as fraud) and, accordingly, depend on cash reserves and cash generated by the underlying properties for repayment. The vast majority of these loans are variable rate and, as a result, higher market rates will result

in higher payments and greater cash flow requirements, although all loans require an interest rate cap to mitigate that risk. Should cash flow and available cash reserves prove inadequate to cover debt service on these loans, repayment will primarily depend upon the sales price of the property. Low occupancy or rental rates may negatively impact loan repayment. Because these loans are being originated for sale, the underwriting and other criteria used are those which buyers in the capital markets indicate are most crucial when determining whether to buy the loans. Such criteria include the loan-to-value ratio and debt yield (net operating income divided by first mortgage debt). However, for the period during which we hold a loan prior to sale, property values may fall below appraised values and below the outstanding balance of the loan, which would reduce the price at which we could sell the loan. While we historically have been able to sell loans into these markets, adverse market conditions may delay, or possibly preclude, expected sales into the secondary market or cause losses upon any resale. To mitigate these risks, we establish guidelines for the maximum amounts of such loans we will hold on our balance sheet.

## **Affinity Banking**

*Issuing Services.* Our issuing deposit account types are diverse and include: consumer and business debit, general purpose reloadable prepaid, pre-tax medical spending benefit, payroll, gift, government, corporate incentive, reward, business payment accounts and others. Our cards are offered to end users through our relationships with benefits administrators, third-party administrators, insurers, corporate incentive companies, rebate fulfillment organizations, payroll administrators, large retail chains, consumer service organizations and FinTech disruptors. Our cards are network-branded through our agreements with Visa, MasterCard, and Discover. The majority of fees we earn result from contractual fees paid by third-party sponsors, computed on a per transaction basis, and monthly service fees. Additionally, we earn interchange fees paid through settlement associations such as Visa, which are also determined on a per transaction basis. These accounts have demonstrated a history of stability and lower cost compared to certain other types of funding. Our accounts are offered throughout the United States. For information relating to current constraints on our prepaid card programs resulting from consent orders we have entered into with federal banking authorities, see “Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and the supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements on us and the Bank.”

*Card Payment and ACH Processing.* We act as the depository institution for the processing of credit and debit card payments made to various businesses. We also act as the bank sponsor and depository institution for independent service organizations that process such payments and for other companies, such as payroll companies for which we process their ACH payments. We have designed products that enable those organizations to more easily process electronic payments and to better manage their risk of loss. These accounts are a source of demand deposits and fee income.

*Institutional Banking.* We have developed strategic relationships with limited-purpose trust companies, registered investment advisers, broker-dealers and other firms offering institutional banking services. We provide customized, private label demand, money market and securities backed loan products to the client base of these groups.

*Private Label Banking.* Our private label banking services are offered to members of affinity groups, which allow these groups to provide their members the banking services they desire. Affinity group member websites identify us as the provider of these banking services. We and the affinity group also may create products and services, or modify products and services already on our menu, that specifically relate to the needs and interests of the affinity group’s members or customers.

We pay fees to certain affinity groups based upon deposits and loans they generate. These fees vary, and certain fees increase as market interest rates increase, while other fee rates may be fixed. These fees comprise substantially all of the interest expense on deposits in our consolidated statement of operations

## **Other Operations**

*Account Services.* Depending upon the type of account, account holders may access our products through the website of their affinity group, or through our website. This access allows account holders to apply for loans, review account activity, enter transactions into an online account register, pay bills electronically, receive statements electronically and print statements.

*Call Centers.* We have call center operations that serve as inbound customer support. The call center provides account holders or potential account holders with assistance accessing the Bank’s products and services, and in resolving any problems that may arise in the servicing of accounts or other banking products. A third-party servicer provides virtually all customer support,

including institutional banking, for after hours and overflow support. Located in Manila, Philippines, TELUS International currently operates 24 hours a day, seven days a week.

*Third-Party Service Providers.* To reduce operating costs and capitalize on the technical capabilities of selected vendors, we outsource certain bank operations and systems to third-party service providers, principally the following:

- data processing services, check imaging, loan processing, electronic bill payment and statement rendering;
- servicing of prepaid card accounts;
- call center customer support, including institutional banking for overflow and after-hours support;
- access to automated teller machine networks;
- bank accounting and general ledger system;
- data warehousing services; and
- certain software development.

Because we outsource these operational functions to experienced third-party service providers that have the capacity to process a high volume of transactions, we believe we can more readily and cost-effectively respond to growth than if we sought to develop these capabilities internally. Should any of our current relationships terminate, we believe we could secure the required services from an alternative source without material interruption of our operations.

*European Prepaid Operations.* We sold all of our European prepaid operations in April 2017 to reduce regulatory and compliance risk.

## **Sales and Marketing**

*Affinity Group Banking.* Because of the national scope of our affinity group banking operation, we use a personal sales/targeted media advertising approach to market to existing and potential commercial affinity group organizations. The affinity group organizations with which we have relationships perform marketing functions to the ultimate individual customers. Our marketing program to affinity group organizations consists of:

- print advertising;
- attending and making presentations at trade shows and other events for targeted affinity organizations;
- direct mail; and
- direct contact with potential affinity organizations by our marketing staff, with relationship managers focusing on particular regional markets.

*Loan Administration Offices.* We maintain offices to market and administer our leasing programs in Crofton, Maryland, Kent, Washington, Charlotte, North Carolina, Raritan, New Jersey, Logan, Utah and Orlando, Florida. We maintain SBA loan offices in Chicago, Illinois and Raleigh, North Carolina. We maintain an office in New York, New York for CMBS.

## **Technology**

*Primary System Architecture.* We provide financial products and services through a secure, tiered architecture using commercially available software. We maintain a platform of several web technologies, databases, firewalls, and licensed and proprietary financial services software to support our unique client base. User activity is distributed across our service offering, with internally developed software and third-party platforms. We also use third-party data processors. The goal of our systems designs is to service our client requirements efficiently, which has been accomplished using data and service replication between multiple data centers for our critical applications. The system's flexible architecture is designed to meet current capacity needs and allow expansion for future demands. In addition to built-in redundancies, we monitor our systems using automated internal tools, and use independent third parties to validate our controls.

*Security.* The Bancorp has an established Cyber Security Program that is mapped to the NIST Cyber Security Framework. The program is also fully compliant with the FFIEC Cyber Security framework and relevant ISO standards. The Bancorp obtains annual PCI certification. Highlights of the program include:

- A security testing schedule which includes internal/external penetration testing;
- Regular vulnerability assessments;
- Detailed vulnerability management;
- Monitoring and reporting of systems and critical applications;
- Data loss prevention controls;
- File access and integrity monitoring and reporting;
- Threat intelligence; and
- Third-party vendor management.

### **Intellectual Property and Other Proprietary Rights**

A significant portion of the core and Internet banking systems and operations we use comes from third-party providers. Our proprietary intellectual property includes the software for creating affinity group bank websites. We rely principally upon trade secret and trademark law to protect our intellectual property. We do not typically enter into intellectual property-related confidentiality agreements with our affinity group customers because we maintain control over the software used to create the sites and their banking functions rather than licensing them for customers to use. Moreover, we believe that factors such as the relationships we develop with our affinity group and banking customers, the quality of our banking products, the level and reliability of the service we provide, and the customization of our products and services to meet the needs of our affinity groups are substantially more significant to our ability to succeed.

### **Competition**

We compete with numerous banks and other financial institutions such as finance companies, leasing companies, credit unions, insurance companies, money market funds, investment firms and private lenders, as well as online lenders and other non-traditional competitors. Our primary competitors in each of our business lines differ significantly from those in our other business lines principally because few financial institutions compete against us in all business segments in which we operate. For prepaid accounts, our largest source of funding and fee income, competitors include Meta Financial and for SBLOC, our largest lending portfolio, competitors include TriState Capital. For SBA loans our competitors include Live Oak Bank. Significant costs of entry include BSA and other regulatory costs which may impact competition for prepaid accounts. We believe that our ability to compete successfully depends on a number of factors, including:

- our ability to expand our affinity group banking program;
- competitors' interest rates and service fees;
- the scope of our products and services;
- the relevance of our products and services to customer needs and the rate at which we and our competitors introduce them;
- satisfaction of our customers with our customer service;
- our perceived safety as a depository institution, including our size, credit rating, capital strength, earnings strength and regulatory posture;
- ease of use of our banking websites and other customer interfaces; and
- the capacity, reliability and security of our network infrastructure.

If we experience difficulty in any of these areas, our competitive position could be materially adversely affected, which would affect our growth, our profitability and, possibly, our ability to continue operations. With respect to our affinity group operations, we believe we can compete effectively as a result of our ability to customize our product offerings to the affinity group's needs. We believe that the costs of entry to offering prepaid card accounts, especially compliance costs, are relatively high and somewhat prohibitive to new competitors. We have competed successfully with institutions much larger than ourselves; however, many of our competitors have larger customer bases, greater name recognition, greater financial and other resources and longer operating histories which may impact our ability to compete. Our future success will depend on our ability to compete effectively in a highly competitive market.

## **Regulation Under Banking Law**

### **Overview**

We are regulated extensively under both federal and state banking law and related regulations. We are a Delaware corporation and a financial holding company registered with the Board of Governors of the Federal Reserve System, or the Federal Reserve. We are subject to supervision and regulation by the Federal Reserve and the Delaware Office of the State Bank Commissioner, or the Commissioner. The Bank, as a state-chartered, nonmember depository institution, is supervised by the Commissioner, as well as the Federal Deposit Insurance Corporation, or FDIC.

The Bank is subject to requirements and restrictions under federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amount of loans that may be made and the interest that may be charged, and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer laws and regulations also affect the Bank's operations. Any change in the regulatory requirements and policies by the Federal Reserve, the FDIC, the Commissioner, the United States Congress, or the states in which our customers reside could have a material adverse impact on us, the Bank and our operations. We have entered into consent orders with the FDIC and have received a supervisory letter from the Federal Reserve which have imposed certain restrictions upon us and the Bank. See "Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders, as amended, and a supervisory letter from the Federal Reserve have imposed certain restrictions and requirements on us and the Bank."

Certain regulatory requirements applicable to us and the Bank are referred to below or elsewhere herein. The description of statutes and regulations is not intended to be a complete explanation of such statutes and regulations or their effects on the Bank or us and is qualified in its entirety by reference to the actual statutes and regulations.

### **Federal Regulation**

As a financial holding company, we are subject to regular examination by the Federal Reserve and must file annual reports and provide any additional information that the Federal Reserve may request. Under the Bank Holding Company Act of 1956, as amended, which we refer to as the BHCA, a financial holding company may not directly or indirectly acquire ownership or control of more than 5% of the voting shares or substantially all of the assets of any bank, or merge or consolidate with another financial holding company, without the prior approval of the Federal Reserve.

*Permitted Activities.* The BHCA generally limits the activities of a financial holding company and its subsidiaries to that of banking, managing or controlling banks, or any other activity that is determined to be so closely related to banking or to managing or controlling banks that an exception is allowed for those activities. These activities include, among other things, and subject to limitations, operating a mortgage company, finance company, credit card company or factoring company; performing data processing operations; the issuance and sale of consumer-type payment instruments; provide investment and financial advice; acting as an insurance agent for particular types of credit related insurance and providing specified securities brokerage services for customers.

*Change in Control.* The BHCA prohibits a company from acquiring control of a financial holding company without prior Federal Reserve approval. Similarly, the Change in Bank Control Act, which we refer to as the CBCA, prohibits a person or group of persons from acquiring "control" of a financial holding company unless the Federal Reserve has been notified and has not objected to the transaction. In general, under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of any class of voting securities of a financial holding company is presumed to be an acquisition of control of the holding company if:

- the financial holding company has a class of securities registered under Section 12 of the Securities Exchange Act of 1934; or
- no other person will own or control a greater percentage of that class of voting securities immediately after the transaction.

An acquisition of 25% or more of the outstanding shares of any class of voting securities of a financial holding company is conclusively deemed to be the acquisition of control. In determining percentage ownership for a person, Federal Reserve policy is to count securities obtainable by that person through the exercise of options or warrants, even if the options or warrants have not then vested.

The Federal Reserve has revised its minority investment policy statement, under which, subject to the filing of certain commitments with the Federal Reserve, an investor can acquire up to one-third of our equity without being deemed to have engaged in a change in control, provided that no more than 15% of the investor's equity is voting stock. This revised policy statement also permits non-controlling passive investors to engage in interactions with our management without being considered as controlling our operations.

*Regulatory Restrictions on Dividends.* It is the policy of the Federal Reserve that financial 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 financial holding companies should not maintain a level of cash dividends that undermines the financial holding company's ability to serve as a source of strength to its banking subsidiaries. See "Holding Company Liability," below. Federal Reserve policies also affect the ability of a financial holding company to pay in-kind dividends.

Various federal and state statutory provisions limit the amount of dividends that subsidiary banks can pay to their holding companies without regulatory approval. The Bank is also subject to limitations under state law regarding the payment of dividends, including the requirement that dividends may be paid only out of net profits. See "Delaware Regulation" below. In addition to these explicit limitations, federal and state regulatory agencies are authorized to prohibit a banking subsidiary or financial holding company from engaging in unsafe or unsound banking practices. Depending upon the circumstances, the agencies could take the position that paying a dividend would constitute an unsafe or unsound banking practice. In August 2015, we consented to the issuance of a consent order amendment pursuant to which the payment of dividends by the Bank to us would require prior FDIC approval, and received a Federal Reserve supervisory letter pursuant to which any payment of dividends by us would require prior approval from the Federal Reserve. See "Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and a supervisory letter from the Federal Reserve have imposed certain restrictions and requirements on us and the Bank."

Because we are a legal entity separate and distinct from the Bank, our right to participate in the distribution of assets of the Bank, or any other subsidiary, upon the Bank's or the subsidiary's liquidation or reorganization will be subject to the prior claims of the Bank's or subsidiary's creditors. In the event of liquidation or other resolution of an insured depository institution, the claims of depositors and other general or subordinated creditors have priority of payment over the claims of holders of any obligation of the institution's holding company or any of the holding company's shareholders or creditors.

*Holding Company Liability.* Under Federal Reserve policy, a financial holding company is expected to act as a source of financial strength to each of its banking subsidiaries and commit resources to their support. The Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, codified this policy as a statutory requirement. Under this requirement, we are expected to commit resources to support the Bank, including at times when we may not be in a financial position to provide such resources. As discussed below under "Prompt Corrective Action," a financial holding company in certain circumstances could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

In the event of a financial holding company's bankruptcy under Chapter 11 of the U.S. Bankruptcy Code, the trustee will be deemed to have assumed, and is required to cure immediately, any deficit under any commitment by the debtor holding company to any of the federal banking agencies to maintain the capital of an insured depository institution, and any claim for breach of such obligation will generally have priority over most other unsecured claims.

*Capital Adequacy.* The Federal Reserve and the FDIC have issued standards for measuring capital adequacy for financial holding companies and banks. These standards are designed to provide risk-based capital guidelines and to incorporate a consistent framework. The risk-based guidelines are used by the agencies in their examination and supervisory process, as well as in the analysis

of any applications. As discussed below under “Prompt Corrective Action,” a failure to meet minimum capital requirements could subject us or the Bank to a variety of enforcement remedies available to federal regulatory authorities, including, in the most severe cases, termination of deposit insurance by the FDIC and placing the Bank into conservatorship or receivership.

In general, these risk-related standards require banks and financial holding companies to maintain capital based on “risk-adjusted” assets so that the categories of assets with potentially higher credit risk will require more capital backing than categories with lower credit risk. In addition, banks and financial holding companies are required to maintain capital to support off-balance sheet activities such as loan commitments.

As a result of the Dodd-Frank Act, our financial holding company status depends upon our maintaining our status as “well capitalized” and “well managed” under applicable Federal Reserve regulations. If a financial holding company ceases to meet these requirements, the Federal Reserve may impose corrective capital and/or managerial requirements on the financial holding company and place limitations on its ability to conduct the broader financial activities permissible for financial holding companies. In addition, the Federal Reserve may require divestiture of the holding company’s depository institution if the deficiencies persist.

The standards classify total capital for this risk-based measure into two tiers, referred to as Tier 1 and Tier 2. Tier 1 capital consists of common shareholders’ equity, certain non-cumulative perpetual preferred stock, and minority interests in equity accounts of consolidated subsidiaries, less certain adjustments. Tier 2 capital consists of the allowance for loan and lease losses (within certain limits), perpetual preferred stock not included in Tier 1, hybrid capital instruments, term subordinate debt, and intermediate-term preferred stock, less certain adjustments. Together, these two categories of capital comprise a bank’s or financial holding company’s “qualifying total capital.” However, capital that qualifies as Tier 2 capital is limited in amount to 100% of Tier 1 capital in testing compliance with the total risk-based capital minimum standards. Banks and financial holding companies must have a minimum ratio of 8% of qualifying total capital to total risk-weighted assets, and a minimum ratio of 4% of qualifying Tier 1 capital to total risk-weighted assets. At December 31, 2018, we and the Bank had total capital to risk-adjusted assets ratios of 21.07% and 20.61%, respectively, and Tier 1 capital to risk-adjusted assets ratios of 20.64% and 20.18%, respectively.

In addition, the Federal Reserve and the FDIC have established minimum leverage ratio guidelines. The principal objective of these guidelines is to constrain the maximum degree to which a financial institution can leverage its equity capital base. It is intended to be used as a supplement to the risk-based capital guidelines. These guidelines provide for a minimum ratio of Tier 1 capital to adjusted average total assets of 3% for financial holding companies that meet certain specified criteria, including those having the highest regulatory rating. Other financial institutions generally must maintain a leverage ratio of at least 3% plus 100 to 200 basis points. The guidelines also provide that financial institutions experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above minimum supervisory levels, without significant reliance on intangible assets. Furthermore, the banking agencies have indicated that they may consider other indicia of capital strength in evaluating proposals for expansion or new activities. At December 31, 2018, we and the Bank had leverage ratios of 10.11% and 9.70%, respectively.

The federal banking agencies’ standards provide that concentration of credit risk and certain risks arising from non-traditional activities, as well as an institution’s ability to manage these risks, are important factors to be taken into account by them in assessing a financial institution’s overall capital adequacy. The risk-based capital standards also provide for the consideration of interest rate risk in the agency’s determination of a financial institution’s capital adequacy. The standards require financial institutions to effectively measure and monitor their interest rate risk and to maintain capital adequate for that risk. These standards can be expected to be amended from time to time.

The Dodd-Frank Act includes certain related provisions which are often referred to as the “Collins Amendment.” These provisions are intended to subject bank holding companies to the same capital requirements as their bank subsidiaries and to eliminate or significantly reduce the use of hybrid capital instruments, especially trust preferred securities, as regulatory capital. Under the Collins Amendment, trust preferred securities issued by a company, such as our company, with total consolidated assets of less than \$15 billion before May 19, 2010 and treated as regulatory capital are grandfathered, but any such securities issued later are not eligible as regulatory capital. The federal banking regulators issued final rules setting minimum risk-based and leverage capital requirements for holding companies and banks on a consolidated basis that are no less stringent than the generally applicable requirements in effect for depository institutions under the prompt corrective action regulations discussed below and other components of the Collins Amendment.

*Basel III Capital Rules.* In July 2013, our primary federal regulator, the Federal Reserve, and the Bank's primary federal regulator, the FDIC, approved final rules, which we refer to as the New Capital Rules, establishing a new comprehensive capital framework for U.S. banking organizations. The New Capital Rules generally implement the Basel Committee on Banking Supervision's December 2010 final capital framework referred to as "Basel III" for strengthening international capital standards. The New Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and their depository institution subsidiaries, including us and the Bank, as compared to the current U.S. general risk-based capital rules. The New Capital Rules revise the definitions and the components of regulatory capital, as well as address other issues affecting the numerator in banking institutions' regulatory capital ratios. The New Capital Rules also address asset risk-weights and other matters affecting the denominator in banking institutions' regulatory capital ratios and replace the existing general risk-weighting approach, which was derived from the Basel Committee's 1988 "Basel I" capital accords, with a more risk-sensitive approach based, in part, on the "standardized approach" in the Basel Committee's 2004 "Basel II" capital accords. In addition, the New Capital Rules implement certain provisions of the Dodd-Frank Act, including the requirements of Section 939A to remove references to credit ratings from the federal agencies' rules. The New Capital Rules became effective for us and the Bank on January 1, 2015, subject to phase-in periods for certain of their components and other provisions.

Among other matters, the New Capital Rules: (i) introduce a new capital measure called "Common Equity Tier 1," or CET1 and related regulatory capital ratio of CET1 to risk-weighted assets; (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting certain revised requirements; (iii) mandate that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and (iv) expand the scope of the deductions from and adjustments to capital as compared to existing regulations. Under the New Capital Rules, for most banking organizations, the most common form of Additional Tier 1 capital is non-cumulative perpetual preferred stock and the most common form of Tier 2 capital is subordinated notes and a portion of the allocation for loan and lease losses, in each case, subject to the New Capital Rules' specific requirements.

Minimum capital ratios in effect at December 31, 2018 were as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets;
- 8.0% Total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets; and
- 4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the "leverage ratio").

The New Capital Rules also introduce a new "capital conservation buffer", composed entirely of CET1, on top of these minimum risk-weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. Thus, when fully phased-in on January 1, 2019, we and the Bank were required to maintain such additional capital conservation buffer of 2.5% of CET1, effectively resulting in minimum ratios of (i) CET1 to risk-weighted assets of at least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) Total capital to risk-weighted assets of at least 10.5%.

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

In addition, under the current general risk-based capital rules, the effects of accumulated other comprehensive income or loss, or AOCI, items included in shareholders' equity (for example, marks-to-market of securities held in the available for sale portfolio) under U.S. GAAP are reversed for the purposes of determining regulatory capital ratios. Pursuant to the New Capital Rules, the effects of certain AOCI items are not excluded; however, non-advanced approaches banking organizations, including us and the Bank, may make a one-time permanent election to continue to exclude these items. This election had to be made concurrently with the first filing of certain of our and the Bank's periodic regulatory reports in the beginning of 2015. We and the Bank made this election in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of our securities portfolio. The New Capital Rules also preclude certain hybrid securities, such as trust preferred securities, from inclusion in bank holding companies' Tier 1 capital, subject to grandfathering in the case of bank holding companies, such as us, that had less than \$15 billion in total consolidated assets as of December 31, 2009. Implementation of the deductions and other



adjustments to CET1 began on January 1, 2015 and are being phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and increased by 0.625% on each subsequent January 1, until it reached 2.5% on January 1, 2019.

With respect to the Bank, the New Capital Rules revise the “prompt corrective action” or PCA, regulations adopted pursuant to Section 38 of the Federal Deposit Insurance Act, by: (i) introducing a CET1 ratio requirement at each PCA category (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the current 6%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized. The New Capital Rules do not change the total risk-based capital requirement for any PCA category.

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

We believe that we and the Bank will continue to be able to meet targeted capital ratios. Actual ratios are shown in the following paragraph.

*Prompt Corrective Action.* Federal banking agencies must take prompt supervisory and regulatory actions against undercapitalized depository institutions pursuant to the Prompt Corrective Action provisions of the Federal Deposit Insurance Act. Depository institutions are assigned one of five capital categories—“well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” and “critically undercapitalized”—and are subjected to differential regulation corresponding to the capital category within which the institution falls. Under certain circumstances, a well-capitalized, adequately capitalized or undercapitalized institution may be treated as if the institution were in the next lower capital category. As we describe in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources,” an institution is deemed to be well capitalized if it has a total risk-based capital ratio of at least 10.00%, a Tier 1 risk-based capital ratio of at least 6.50% and a leverage ratio of at least 5.00%. An institution is adequately capitalized if it has a total risk-based capital ratio of at least 8.00%, a Tier 1 risk-based capital ratio of at least 4.50% and a leverage ratio of at least 4.00%. At December 31, 2018, our total risk-based capital ratio was 21.07%, our Tier 1 risk-based capital ratio was 20.64% and our leverage ratio was 10.11% while the Bank’s ratios were 20.61%, 20.18% and 9.70%, respectively and, accordingly, both we and the Bank were “well capitalized” within the meaning of the regulations. A depository institution is generally prohibited from making capital distributions (including paying dividends) or paying management fees to a holding company if the institution would thereafter be undercapitalized. Adequately capitalized institutions cannot accept, renew or roll over brokered deposits except with a waiver from the FDIC, and are subject to restrictions on the interest rates that can be paid on such deposits. Undercapitalized institutions may not accept, renew, or roll over brokered deposits. The majority of the Bank’s deposits are classified as brokered, because related accounts, primarily prepaid deposit accounts, are obtained with the assistance of third parties. In December 2018, the FDIC requested comment as to whether certain deposits, including the Bank’s, should not be classified as brokered deposits. The Bank and other entities have submitted comments differentiating stable and lower cost small balance transactional prepaid deposits with deposits placed by deposit brokers which are larger balance, higher rate and volatile.

Bank regulatory agencies are permitted or, in certain cases, required to take action with respect to institutions falling within one of the three undercapitalized categories. Depending on the level of an institution’s capital, the agency’s corrective powers include, among other things:

- prohibiting the payment of principal and interest on subordinated debt;
- prohibiting the holding company from making distributions without prior regulatory approval;
- placing limits on asset growth and restrictions on activities;
- placing additional restrictions on transactions with affiliates;
- restricting the interest rate the institution may pay on deposits;
- prohibiting the institution from accepting deposits from correspondent banks; and
- in the most severe cases, appointing a conservator or receiver for the institution.

A banking institution that is undercapitalized must submit a capital restoration plan. This plan will not be accepted unless, among other things, the banking institution's holding company guarantees the plan up to an agreed-upon amount. Any guarantee by a depository institution's holding company is entitled to a priority of payment in bankruptcy. Failure to implement a capital plan, or failure to have a capital restoration plan accepted, may result in a conservatorship or receivership.

As noted above, the New Capital Rules became effective as of January 1, 2015, with the first measurement date as of March 31, 2015 subject to phased implementation in certain respects, and revised the PCA regulations. We are in compliance with these rules.

*Insurance of Deposit Accounts.* The Bank's deposits are insured to the maximum extent permitted by the Deposit Insurance Fund or DIF. Upon enactment of the Emergency Economic Stabilization Act of 2008 on October 3, 2008, federal deposit insurance coverage levels under the DIF temporarily increased from \$100,000 to \$250,000 per deposit category, per depositor, per institution, through December 31, 2009. On May 20, 2009, the Helping Families Save Their Homes Act extended the temporary increase through December 31, 2012. The Dodd-Frank Act permanently increases the maximum amount of deposit insurance to \$250,000 per deposit category, per depositor, per institution retroactive to January 1, 2008. The Dodd-Frank Act provided unlimited deposit insurance coverage on non-interest bearing transaction accounts through December 31, 2012. Due to the expiration of this unlimited deposit insurance on December 31, 2012, beginning January 1, 2013 deposits held in non-interest bearing transaction accounts are aggregated with any interest bearing deposits the owner may hold in the same ownership category, and the combined total is insured up to at least \$250,000.

As the insurer, the FDIC is authorized to conduct examinations of, and to require reporting by, FDIC-insured institutions. The FDIC also may prohibit any FDIC-insured institution from engaging in any activity the FDIC determines by regulation or order to pose a serious threat to the DIF. The FDIC also has the authority to initiate enforcement actions against banks.

The FDIC has implemented a risk-based assessment system under which FDIC-insured depository institutions pay annual premiums at rates based on their risk classification. A bank's risk classification is based on its capital levels and the level of supervisory concern the bank poses to the regulators. Institutions assigned to higher risk classifications (that is, institutions that pose a greater risk of loss to the DIF) pay assessments at higher rates than institutions that pose a lower risk. A decrease in the Bank's capital ratios or the occurrence of events that have an adverse effect on a bank's asset quality, management, earnings, liquidity or sensitivity to market risk could result in a substantial increase in deposit insurance premiums paid by the Bank, which would adversely affect earnings. In addition, the FDIC can impose special assessments in certain instances. The range of assessments in the risk-based system is a function of the reserve ratio in the DIF. Each insured institution is assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors. An institution's assessment rate depends upon the category to which it is assigned. Unlike the other categories, Risk Category I contains further risk differentiation based on the FDIC's analysis of financial ratios, examination component ratings and other information. Assessment rates are determined by the FDIC and, including potential adjustments to reflect an institution's risk profile, currently range from five to nine basis points for the healthiest institutions (Risk Category I) to 35 basis points of assessable liabilities for the riskiest (Risk Category IV). Rates may be increased an additional ten basis points depending on the amount of brokered deposits utilized. The above rates apply to institutions with assets under \$10 billion. Other rates apply for larger or "highly complex" institutions. The FDIC may adjust rates uniformly from one quarter to the next, except that no single adjustment can exceed three basis points. At December 31, 2018, the Bank's DIF assessment rate was 18 basis points. A reduction in the assessment rate will depend on future FDIC evaluations of the Bank.

Pursuant to the Dodd-Frank Act, the FDIC has established 2.0% as the designated reserve ratio (DRR), that is, the ratio of the DIF to insured deposits of the total industry. The FDIC has adopted a plan under which it will meet the statutory minimum DRR of 1.35% by September 30, 2020, the deadline imposed by the Dodd-Frank Act. The Dodd-Frank Act requires the FDIC to offset the effect on institutions with assets of less than \$10 billion of the increase in the statutory minimum DRR to 1.35% from the former statutory minimum of 1.15%. The FDIC proposed rules in October 2015 regarding the offset. Under the proposal, banks with less than \$10 billion in assets would receive an assessment credit for the portion of their assessments that contribute to the increase from 1.15% to 1.35%. These rules have not yet been finalized.

*Loans-to-One Borrower.* Generally, a bank may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if such loan is secured by specified collateral, generally readily marketable collateral (which is defined to include certain financial instruments and bullion) and real estate. At December 31, 2018, the Bank's limit on loans-to-one borrower was \$62.4 million (\$104.0 million for secured loans).

*Transactions with Affiliates and other Related Parties.* There are various legal restrictions on the extent to which a financial holding company and its non-bank subsidiaries can borrow or otherwise obtain credit from banking subsidiaries or engage in other transactions with or involving those banking subsidiaries. The Bank's authority to engage in transactions with related parties or "affiliates" (that is, any entity that controls, is controlled by or is under common control with an institution, including us and our non-bank subsidiaries) is limited by Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder. Section 23A restricts the aggregate amount of covered transactions with any individual affiliate to 10% of the Bank's capital and surplus. At December 31, 2018, we were not indebted to the Bank. The aggregate amount of covered transactions with all affiliates is limited to 20% of the Bank's capital and surplus. Certain transactions with affiliates are required to be secured by collateral in an amount and of a type described in Section 23A and the purchase of low quality assets from affiliates are generally prohibited. Section 23B generally provides that certain transactions with affiliates, including loans and asset purchases, must be on terms and under circumstances, including credit standards, that are substantially the same or at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies.

The Dodd-Frank Act generally enhances the restrictions on transactions with affiliates under Section 23A and 23B of the Federal Reserve Act, including an expansion of the definition of "covered transactions" and an increase in the amount of time for which collateral requirements regarding covered credit transactions must be satisfied. Insider transaction limitations are expanded through the strengthening of loan restrictions to insiders and the expansion of the types of transactions subject to the various limits, including derivatives transactions, repurchase agreements, reverse repurchase agreements and securities lending or borrowing transactions. Restrictions are also placed on certain assets sales to and from an insider to an institution including requirements that such sales be on market terms and, in certain circumstances, approved by the institution's board of directors.

The Bank's authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O of the Federal Reserve. Among other things, these provisions require that extensions of credit to insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features; and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the Bank's capital. In addition, extensions of credit in excess of certain limits must be approved by the Bank's board of directors. At December 31, 2018 and 2017, loans to these related parties included in assets held for sale amounted to \$2.0 million and \$1.7 million.

*Standards for Safety and Soundness.* The Federal Deposit Insurance Act requires each federal banking agency to prescribe for all insured depository institutions standards relating to, among other things, internal controls, information and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation, fees, benefits and such other operational and managerial standards as the agency deems appropriate. The federal banking agencies have adopted final regulations and Interagency Guidelines Prescribing Standards for Safety and Soundness to implement these safety and soundness standards. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard.

*Privacy.* 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 has adopted privacy standards that we believe will satisfy regulatory scrutiny, and communicates its privacy practices to its customers through privacy disclosures designed in a manner consistent with recommended model forms.

*Fair and Accurate Credit Transactions Act of 2003.* The Fair and Accurate Credit Transactions Act of 2003, known as the FACT Act, provides consumers with the ability to restrict companies from using certain information obtained from affiliates to make marketing solicitations. In general, a person is prohibited from using information received from an affiliate to make a solicitation for marketing purposes to a consumer, unless the consumer is given notice and had a reasonable opportunity to opt out of such solicitations. The rule permits opt-out notices to be given by any affiliate that has a pre-existing business relationship with the consumer and permits a joint notice from two or more affiliates. Moreover, such notice would not be applicable if the company using

the information has a pre-existing business relationship with the consumer. This notice may be combined with other required disclosures, including notices required under other applicable privacy provisions.

Section 315 of the FACT Act requires each financial institution or creditor to develop and implement a written Identity Theft Prevention Program to detect, prevent and mitigate identity theft in connection with the opening of certain accounts or certain existing accounts. In accordance with this rule, the Bank was required to adopt “reasonable policies and procedures” to:

- identify relevant red flags for covered accounts and incorporate those red flags into the program;
- detect red flags that have been incorporated into the program;
- respond appropriately to any red flags that are detected to prevent and mitigate identity theft; and
- ensure the program is updated periodically, to reflect changes in risks to customers or to the safety and soundness of the financial institution or creditor from identity theft.

*Bank Secrecy Act: Anti-Money Laundering and Related Regulations.* The Bank Secrecy Act, which we refer to as BSA, requires the Bank to implement a risk-based compliance program in order to protect the Bank from being used as a conduit for financial or other illicit crimes including but not limited to money laundering and terrorist financing. These rules are administered by the Financial Crimes Enforcement Network, a bureau of the U.S. Treasury Department, which we refer to as FinCEN. Under the law, the Bank must have a board-approved written BSA-Anti-Money Laundering, which we refer to as AML, program which must contain the following key requirements: (1) appointing responsible persons to manage the program, including a BSA Officer; (2) ongoing training of all appropriate Bank staff and management on BSA-AML compliance; (3) developing a system of internal controls (including appropriate policies, procedures and processes); and (4) requiring independent testing to ensure effective implementation of the program and appropriate compliance. Under BSA regulations, the Bank is subject to various reporting requirements such as currency transaction reporting (CTR) for all cash transactions initiated by or on behalf of a customer which, when aggregated, exceed \$10,000 per day. The Bank is also required to monitor customer activity and transactions and file a suspicious activity report, or SAR, when suspicious activity is observed and the applicable dollar threshold for the observed suspicious activity is met. The BSA also contains numerous recordkeeping requirements. For a description of a consent order with the FDIC under the BSA that imposes certain requirements on the Bank, see Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Recent Developments” and “Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and a supervisory letter from the Federal Reserve have imposed certain restrictions and requirements on us and the Bank.”

On June 21, 2010, FinCEN proposed new rules as directed by the Credit Card Accountability Responsibility and Disclosure Act of 2009 to expand the reach of BSA-AML related compliance responsibilities to certain defined “prepaid access providers and sellers, a class of money services businesses formerly either outside or lightly regulated under the BSA.” On July 26, 2011, FinCEN issued its final rule imposing these affirmative BSA-AML compliance obligations. The Bank has evaluated the impact of these rules on its operations and its third-party relationships, and has established internal processes accordingly.

On May 11, 2016, FinCEN issued a final rule related to Customer Due Diligence (CDD) under the Bank Secrecy Act for banks and other covered financial institutions, which we refer to as the “CDD Rule”. The CDD Rule became effective on July 11, 2016, and imposes a new requirement that the Bank identify and verify the identity of the natural persons who are beneficial owners of legal entity customers. Financial institutions were required to be in full compliance by May 11, 2018. As a covered institution, the Bank is required to maintain written compliance procedures that are “reasonably designed to identify and verify the beneficial owners of legal entity customers,” except for those specifically excluded from the definition of “legal entity customer.” As required, the Bank adopted procedures related to the identification and verification of a beneficial owner at the time a new account is opened.

*USA PATRIOT Act.* The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001, which we refer to as the USA PATRIOT Act, amended, in part, the BSA, by, in pertinent part, criminalizing the financing of terrorism and augmenting the existing BSA framework by strengthening customer identification procedures, requiring financial institutions to have due diligence procedures, including enhanced due diligence procedures and, most significantly, improving information sharing between financial institutions and the U.S. government.

Under the USA PATRIOT Act, FinCEN can send bank regulatory agencies lists of the names of persons suspected of involvement in terrorist activities or money laundering. The Bank must search its records for any relationships or transactions with

persons on those lists. If the Bank finds any relationships or transactions, it must report specific information to FinCEN and implement other internal compliance procedures in accordance with the Bank's BSA-AML compliance procedures.

*Office of Foreign Assets Control Regulations for the Financial Community.* The Office of Foreign Assets Control, which we refer to as OFAC, is a division of the U.S. Treasury Department, and administers and enforces economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign countries, terrorists, international narcotics traffickers, and those engaged in activities related to the proliferation of weapons of mass destruction. OFAC functions under the President's wartime and national emergency powers, as well as under authority granted by specific legislation, to impose controls on transactions and freeze assets under U.S. jurisdiction. In addition, many of the sanctions are based on United Nations and other international mandates, and typically involve close cooperation with allied governments. OFAC maintains lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts, as well as sanctions programs for certain countries. If the Bank finds a name on any transaction, account or wire transfer that is on an OFAC list, the Bank must freeze or block such account, and perform additional procedures as required by OFAC regulations. The Bank filters its customer base and transactional activity against OFAC-issued lists. The Bank performs these checks utilizing purpose directed software, which is updated each time a modification is made to the lists provided by OFAC and other agencies.

*Unfair or Deceptive or Abusive Acts or Practices.* Section 5 of the Federal Trade Commission Act prohibits all persons, including financial institutions, from engaging in any unfair or deceptive acts or practices in or affecting commerce. The Dodd-Frank Act codifies this prohibition, and expands it even further by prohibiting "abusive" practices as well. These prohibitions, which we refer to as UDAAP, apply in all areas of the Bank, including marketing and advertising practices, product features, terms and conditions, operational practices, and the conduct of third parties with whom the Bank may partner or on whom the Bank may rely in bringing Bank products and services to consumers.

*Other Consumer Protection-Related Laws and Regulations.* The Bank is subject to a wide range of consumer protection laws and regulations which may have an enterprise-wide impact or may principally govern its lending or deposit operations. To the extent the Bank engages third-party service providers in any aspect of its products and services, these third parties may also be subject to compliance with applicable law, and must therefore be subject to Bank oversight.

The Bank's loan operations are also subject to federal consumer protection laws applicable to credit transactions, including:

- the federal "Truth In Lending Act," governing disclosures of credit terms to consumer borrowers;
- the "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;
- the "Equal Credit Opportunity Act," prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- the "Fair Credit Reporting Act of 1978," as amended by the "Fair and Accurate Credit Transactions Act," governing the use and provision of information to credit reporting agencies, certain identity theft protections and certain credit and other disclosures;
- the "Fair Debt Collection Practices Act," governing the manner in which consumer debts may be collected by collection agencies;
- the "Home Ownership and Equity Protection Act" prohibiting unfair, abusive or deceptive home mortgage lending practices, restricting mortgage lending activities and providing advertising and mortgage disclosure standards;
- the "Service Members Civil Relief Act;" postponing or suspending some civil obligations of service members during periods of transition, deployment and other times; and
- the rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

In addition, interest and other charges collected or contracted for by the Bank will be subject to state usury laws and federal laws concerning interest rates.

The deposit operations of the Bank are subject to various consumer protection laws including but not limited to:

- the “Truth in Savings Act,” which imposes disclosure obligations to enable consumers to make informed decisions about accounts at depository institutions;
- the “Right to Financial Privacy Act,” which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- the “Expedited Funds Availability Act” which establishes standards related to when financial institutions must make various deposit items available for withdrawal, and requires depository institutions to disclose their availability policies to their depositors;
- the “Electronic Fund Transfer Act” which governs electronic fund transfers to and withdrawals from deposit accounts and customers’ rights and liabilities arising from the use of automated teller machines and other electronic banking services; and
- the rules and regulations of various federal agencies charged with the responsibility of implementing these federal laws.

*Final Prepaid Account Rule Amending Regulation E and Regulation Z.* The original effective date of the Final Prepaid Rule was October 1, 2017, but applicability of certain requirements of the Final Prepaid Rule were delayed until October 1, 2018. On April 20, 2017, the CFPB released a final rule delaying the general effective date of the Final Prepaid Rule until April 1, 2018. However, on January 25, 2018 the CFPB issued additional technical amendments and extended the effective date of the Final Prepaid Rule to April 1, 2019. The Bank is preparing itself for compliance with its requirements.

The Final Prepaid Rule includes a significant number of changes to the regulatory framework for prepaid products, some of which include: (a) establishing a definition of “prepaid account” within Regulation E that includes reloadable and non-reloadable physical cards, as well as codes or other devices, and focuses on how the product is issued and used; (b) modifying Regulation E to require that short form and long form disclosures be provided to a consumer prior to a consumer agreeing to acquire a prepaid account with certain exceptions and with specified forms that, if used, would provide a safe harbor for financial institutions; (c) extending to prepaid accounts the periodic transaction history and statement requirements of Regulation E currently applicable to payroll and Federal government benefit accounts; (d) extending the error resolution and limited liability provisions of Regulation E currently applicable to payroll cards to registered network branded prepaid cards; (e) requiring financial institutions to post prepaid account agreements to the issuers’ websites and to submit them to the CFPB; (f) extending Regulation Z’s credit card rules and disclosure requirements to prepaid accounts that provide overdraft protection and other credit features; (g) requiring an issuer to obtain a prepaid account holder’s consent prior to adding overdraft services or other credit features and prohibiting the issuer from adding overdraft services or other credit features for at least 30 calendar days after a consumer registers the prepaid account; (h) prohibiting the application of different terms and conditions, such as charging different fees, to a prepaid account depending on whether the consumer elects to link the prepaid account to overdraft services or other credit features.

*Community Reinvestment Act.* Under the Community Reinvestment Act of 1977, which we refer to as the CRA, a federally-insured institution has a continuing and affirmative obligation to help meet the credit needs of its community, including low-and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. The Bank shall delineate one or more assessment areas within which the FDIC evaluates the bank’s record of helping to meet the credit needs of its community. The CRA further requires that a record be kept of whether a financial institution meets its community’s credit needs, which record will be taken into account when evaluating applications for, among other things, domestic branches and mergers and acquisitions. The regulations promulgated pursuant to the CRA contain three evaluation tests which are part of the traditional CRA evaluation:

- a lending test evaluates a bank’s record of helping to meet the credit needs of its assessment area(s) through its lending activities by considering a bank’s home mortgage, small business, small farm, and community development lending;
- a service test, evaluates a bank’s record of helping to meet the credit needs of its assessment area(s) by analyzing both the availability and effectiveness of a bank’s systems for delivering retail banking services and the extent and innovativeness of its community development services; and
- an investment test evaluates a bank’s record of helping to meet the credit needs of its assessment area(s) through qualified investments that benefit its assessment area(s) or a broader statewide or regional area that includes the bank’s assessment area(s).

In the alternative to the traditional evaluation tests summarized above, the CRA permits a financial institution to develop its own strategic plan setting forth specific goals for CRA compliance and related performance ratings. If approved by its regulator, a financial institution may operate under its strategic plan and CRA ratings will be applied based on an institution's performance under its approved strategic plan.

On July 1, 2016, the Bank began operating under an FDIC-approved CRA Strategic Plan. On September 11, 2017, the Bank underwent a "hybrid" CRA examination. This included an evaluation of the Bank under traditional CRA evaluation standards for the period from June 2, 2015 to June 30, 2016 and an evaluation of the Bank under its CRA Strategic Plan for the period from July 1, 2016 to September 11, 2017. On January 18, 2018, the Bank received its 2017 CRA Performance Evaluation that accorded the institution a "Satisfactory" rating which was an upgrade from the "Needs to Improve" rating it had been assigned since June of 2015. Subsequent to the upgraded rating, the Bank filed its Community Support Statement with the Federal Housing Finance Agency who determined the Bank was in compliance with 12 CFR part 1290 effective as of February 5, 2018. Certain restrictions imposed on the Company by the Federal Reserve have also been lifted as a result of the "Satisfactory" rating. The Bank continues to closely monitor its performance in alignment with its CRA Strategic Plan to meet the specified lending, service and investment requirements contained therein.

*Enforcement.* Under the Federal Deposit Insurance Act, the FDIC has the authority to bring actions against a bank and all affiliated parties, including stockholders, attorneys, appraisers and accountants, who knowingly or recklessly participate in wrongful actions likely to have an adverse effect on the bank. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers and/or directors, to institution of receivership or conservatorship proceedings, or termination of deposit insurance. Civil penalties cover a wide range of violations and can amount to \$25,000 per day, or even \$1 million per day in especially egregious cases. Federal law also establishes criminal penalties for certain violations.

*Federal Reserve System.* Federal Reserve regulations require banks to maintain non-interest bearing reserves against their transaction accounts (primarily negotiated order of withdrawal, or NOW, and regular checking accounts). For 2018, Federal Reserve regulations generally required that reserves be maintained against aggregate transaction accounts as follows: for accounts aggregating \$106.3 million or less (subject to adjustment by the Federal Reserve), the reserve requirement is 3%; and, for accounts aggregating greater than \$106.3 million, the reserve requirement is 10% (subject to adjustment by the Federal Reserve to between 8% and 14%). The first \$16.0 million of otherwise reservable balances (subject to adjustments by the Federal Reserve) are exempt from the reserve requirements. At December 31, 2018, the Bank met these requirements by maintaining \$294.2 million in cash and balances at the Federal Reserve.

*The Dodd-Frank Act.* On July 21, 2010, the Dodd-Frank Act was signed into law. The Dodd-Frank Act (as amended) implements far-reaching changes across the financial regulatory landscape, including provisions that, among other things, will (or have already):

- Centralize responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, or the CFPB, with broad rulemaking, supervision and enforcement authority for a wide range of consumer protection laws that would apply to all banks and certain others, including the examination and enforcement powers with respect to any bank with more than \$10 billion in assets. The CFPB has been officially established and has begun issuing rules, taking consumer complaints and performing its other core functions;
- Restrict the preemption of state consumer financial protection law by federal law and disallow subsidiaries and affiliates of national banks, from availing themselves of such preemption;
- Require new capital rules and apply the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies;
- Require publicly-traded bank holding companies with assets of \$10 billion or more to establish a risk committee responsible for enterprise-wide risk management practices;
- Change the assessment base for federal deposit insurance from the amount of insured deposits to consolidated average assets less tangible capital;
- Increase the minimum ratio of net worth to insured deposits of the DIF from 1.15% to 1.35% and require the FDIC, in setting assessments, to offset the effect of the increase on institutions with assets of less than \$10 billion;

- Provide for new disclosure and other requirements relating to executive compensation and corporate governance, including guidelines or regulations on incentive-based compensation and a prohibition on compensation arrangements that encourage inappropriate risks or that could provide excessive compensation;
- Make permanent the \$250,000 limit for federal deposit insurance and provide unlimited federal deposit insurance for non-interest bearing demand transaction accounts and IOLTA accounts at all insured depository institutions;
- Repeal the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts;
- Allow de novo interstate branching by banks;
- Give the Federal Reserve 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. The Federal Reserve has issued final rules under this provision that limit the swipe fees that a debit card issuer can charge merchants to 21 cents per transaction plus 5 basis points of the transaction value, subject to an adjustment for fraud prevention costs;
- Increase the authority of the Federal Reserve to examine holding companies and their non-bank subsidiaries;
- Require all bank holding companies to serve as a source of financial strength to their depository institution subsidiaries in the event such subsidiaries suffer from financial distress; and
- Restrict proprietary trading by banks, bank holding companies and others, and their acquisition and retention of ownership interests in and sponsorship of hedge funds and private equity funds. This restriction is commonly referred to as the “Volcker Rule.” There is an exception in the Volcker Rule to allow a bank to organize and offer hedge funds and private equity funds to customers if certain conditions are met. These conditions include, among others, requirements that the bank provides bona fide investment advisory services; the funds are organized only in connection with such services and to customers of such services; the bank does not have more than a de minimis interest in the funds, limited to a 3% ownership interest in any single fund and an aggregated investment in all funds of 3% of Tier 1 capital; the bank does not guarantee the obligations or performance of the funds; and no director or employee of the bank has an ownership interest in the fund unless he or she provides services directly to the funds.

Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years. Specific rulemaking intended to implement provisions of the Dodd-Frank Act is underway and is addressed elsewhere in this section as applicable. It is difficult to predict the extent to which the Dodd-Frank Act or the resulting regulations may impact us. However, compliance with these new laws and regulations may increase our costs, limit our ability to pursue attractive business opportunities, cause us to modify our strategies and business operations and increase our capital requirements and constraints, any of which may have a material adverse impact on our business, financial condition, liquidity or results of operations. 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.

*Volcker Rule Adoption.* On December 10, 2013, five financial regulatory agencies, including our primary federal regulators the Federal Reserve and the FDIC, adopted final rules (the “Final Volcker Rules”) implementing the Volcker Rule embodied in Section 13 of the Bank Holding Company Act, which was added by Section 619 of the Dodd-Frank Act. The Final Volcker Rules prohibit banking entities from (1) engaging in short-term proprietary trading for their own accounts, and (2) having certain ownership interests in and relationships with hedge funds or private equity funds (“covered funds”). The Final Volcker Rules also require each regulated entity to establish an internal compliance program that is consistent with the extent to which it engages in activities covered by the Final Volcker Rules, which must include (for the largest entities) making regular reports about those activities to regulators. Smaller banks and community banks, including the Bank, are afforded some relief under the Final Volcker Rules. Smaller banks, including the Bank, that are engaged only in exempted proprietary trading, such as trading in U.S. government, agency, state and municipal obligations, are exempt from compliance program requirements. Moreover, even if a community or small bank engages in proprietary trading or covered fund activities under the Final Volcker Rules, they need only incorporate references to the Volcker Rule into their existing policies and procedures. The Final Rules became effective April 1, 2014, but the conformance period was extended from its statutory end date of July 21, 2014 until July 21, 2017. This did not have a material impact on our operations.

*Consumer Protections for Remittance Transfers.* On February 7, 2012, the CFPB published a final rule to implement Section 1073 of the Dodd-Frank Act. The final rule creates a comprehensive set of consumer protections for remittance transfers sent by consumers in the United States to parties in foreign countries. The final rule, among other things, mandates certain disclosures and consumer cancellation rights for foreign remittances covered by the rule.



*Federal Regulatory Guidance on Incentive Compensation.* On June 21, 2010, federal banking regulators released final guidance on sound incentive compensation policies for banking organizations. This 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 key principles including: (1) incentive compensation arrangements at a banking organization should provide employees incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (2) these arrangements should be compatible with effective controls and risk-management; and (3) these arrangements should be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. The final guidance seeks to address the safety and soundness risks of incentive compensation practices to ultimately be sure that compensation practices are not structured in a manner to give employees incentives to take imprudent risks. Federal regulators intend to actively monitor the actions being taken by banking organizations with respect to incentive compensation arrangements and will review and update their guidance as appropriate to incorporate best practices that emerge.

The Federal Reserve will review, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations such as ours that are not considered "large, complex banking organizations." These reviews will be tailored to each organization based on the scope and complexity of the organization's activities and the prevalence of incentive compensation arrangements. The findings of the supervisory initiatives will be included in reports of examination. Deficiencies will be incorporated into the organization's supervisory ratings, which can affect the organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management controls or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

In February 2011, the Federal Reserve, the Office of Comptroller of the Currency and the FDIC approved a joint proposed rulemaking to implement Section 956 of the Dodd-Frank Act, which prohibits incentive-based compensation arrangements that encourage inappropriate risk-taking by covered financial institutions and that are deemed to be excessive, or that may lead to material losses.

*Effect of Governmental Monetary Policies.* The commercial banking business is affected not only by general economic conditions but also by both U.S. fiscal policy and the monetary policies of the Federal Reserve. Some of the instruments of fiscal and monetary policy available to the Federal Reserve include changes in the discount rate on member bank borrowings, the fluctuating availability of borrowings at the "discount window," open market operations, the imposition of and changes in reserve requirements against member banks' deposits and assets of foreign branches, the imposition of and changes in reserve requirements against certain borrowings by banks and their affiliates, and the placing of limits on interest rates that member banks may pay on time and savings deposits. Such policies influence to a significant extent the overall growth of bank loans, investments, and deposits and the interest rates charged on loans or paid on time and savings deposits (see "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations"). We cannot predict the nature of future fiscal and monetary policies and the effect of such policies on the future business and our earnings.

## **Delaware Regulation**

*General.* As a Delaware financial holding company, we are subject to the supervision of and periodic examination by the Delaware Office of the State Bank Commissioner and must comply with the reporting requirements of the Delaware Office of the State Bank Commissioner. The Bank, as a banking corporation chartered under Delaware law, is subject to comprehensive regulation by the Delaware Office of the State Bank Commissioner, including regulation of the conduct of its internal affairs, the extent and exercise of its banking powers, the issuance of capital notes or debentures, any mergers, consolidations or conversions, its lending and investment practices and its revolving and closed-end credit practices. The Bank also is subject to periodic examination by the Delaware Office of the State Bank Commissioner and must comply with the reporting requirements of the Delaware Office of the State Bank Commissioner. The Delaware Office of the State Bank Commissioner has the power to issue cease and desist orders prohibiting unsafe and unsound practices in the conduct of a banking business.

*Limitation on Dividends.* Under Delaware banking law, the Bank's directors may declare dividends on common or preferred stock of so much of its net profits as they judge expedient; but the Bank must, before the declaration of a dividend on common stock from net profits, carry 50% of its net profits of the preceding period for which the dividend is paid to its surplus fund until its surplus fund amounts to 50% of its capital stock and thereafter must carry 25% of its net profits for the preceding period for which the dividend is paid to its surplus fund until its surplus fund amounts to 100% of its capital stock. The Bank's payment of dividends is also governed by federal banking laws and regulations promulgated by the FDIC, and by an amendment to the 2014 Consent Order with the FDIC which provides that any payment of dividends by the Bank must receive prior approval from the FDIC.

## Employees

As of December 31, 2018, we had 589 full-time employees and believe our relationships with our employees to be good. Our employees are not employed under a collective bargaining agreement.

### Item 1A. Risk Factors

#### Risks Relating to Our Business

**Our business may be affected materially by various risks and uncertainties. Any of the risks described below or elsewhere in this Annual Report on Form 10-K or our other SEC filings, as well as other risks we have not identified, may have a material negative impact on our financial condition and operating results.**

**The Bank's allowance for loan losses may not be adequate to cover actual losses.**

Like all financial institutions, the Bank maintains an allowance for loan losses to provide for probable losses inherent in its loan portfolio. At December 31, 2018, the ratios of the allowance for loan losses to total loans and to non-performing loans were, respectively, 0.58% and 158.19%. The Bank's allowance for loan losses may not be adequate to cover actual loan losses and future provisions for loan losses could materially and adversely affect the Bank's operating results. The Bank's allowance for loan losses is determined by management after analyzing historical loan losses, current trends in delinquencies and charge-offs, plans for problem loan resolution, changes in the size and composition of the loan portfolio and industry information. Also included in management's estimates for loan losses are considerations with respect to the impact of economic events, the outcome of which are uncertain. The determination by management of the allowance for loan losses involves a high degree of subjectivity and requires management to estimate current and future credit risk based on both qualitative and quantitative facts, each of which is subject to significant change. The amount of future loan losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond the Bank's control, and these loan losses may exceed current estimates. Bank regulatory agencies, as an integral part of their examination process, review the Bank's loans and allowance for loan losses. Although we believe that the Bank's allowance for loan losses is adequate to provide for probable losses and that the methodology used by the Bank to determine the amount of both the allowance and provision is effective, we cannot assure you that we will not need to increase the Bank's allowance for loan losses, change our methodology for determining our allowance and provision for loan losses or that our regulators will not require us to increase this allowance. Any of these occurrences could materially reduce our earnings and profitability and could result in our sustaining losses. For more information about risks which are specific to the different types of loans we make and which could impact the allowance for loan losses, see Item 1," Business –Lending Activities."

**Recent changes to the FASB accounting standards will result in a significant change to our recognition of credit losses and may materially impact our financial condition or results of operations.**

In June 2016, the FASB issued an update to Accounting Standards Update (ASU or Update) 2016-13 – "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". The Update changes the accounting for credit losses on loans and debt securities. For loans and held-to-maturity debt securities, the Update requires a current expected credit loss (CECL) approach to determine the allowance for credit losses. CECL requires loss estimates for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts. Also, the Update eliminates the existing guidance for purchased credit impaired loans, but requires an allowance for purchased financial assets with more than insignificant deterioration since origination. In addition, the Update modifies the other-than-temporary impairment model for available-for-sale debt securities to require an allowance for credit impairment instead of a direct write-down, which allows for reversal of credit impairments in future periods based on improvements in credit. The CECL model will materially impact how we determine our allowance for loan and lease losses and may require us to significantly increase our allowance for loan and lease losses. Furthermore, our allowance for loan and lease losses may experience more fluctuations, some of which may be significant. Were we required to significantly increase our allowance for loan and lease losses, it may negatively impact our business, earnings, financial condition and results of operations. While we cannot yet determine how significantly transitioning to the CECL model will impact our allowance for loan and lease losses, we expect that it will result in an increase in the allowance for credit losses given the change to estimated losses over the contractual life adjusted for expected prepayments, as well as the addition of an allowance for debt securities. The amount of the increase will be impacted by the portfolio composition and credit quality at the adoption date as well as economic conditions and forecasts at that time. The guidance is effective in first quarter 2020 with a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption.

**The Bank may suffer losses in its loan portfolio despite its underwriting practices.**

The Bank seeks to mitigate the risks inherent in its loan portfolio by adhering to specific underwriting practices. These practices vary depending on the facts and circumstances of each loan. For other than SBLOC loans, these practices may include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of certain types of collateral based on reports of independent appraisers and verification of liquid assets. For SBLOC loans, a primary element of the credit decision is the market value of the borrower's brokerage account, and the varying collateral percentages against which the Company is willing to lend. Although the Bank believes that its underwriting criteria are appropriate for the various kinds of loans it makes, the Bank may incur losses on loans that meet its underwriting criteria, and these losses may exceed the amounts set aside as reserves in the Bank's allowance for loan losses. In addition, only certain SBA loans are 75% guaranteed by the U.S. government, and even for those, we still assume credit risk on the remaining 25%. These borrowers, which include new start-ups, may have a higher probability of failure which may result in higher losses on such loans. If the level of non-performing assets increases, interest income will be reduced. If we experience loan defaults in excess of amounts that we have included in our allowance for loan losses, we will have to increase the provision for loan losses which will reduce our income and might cause us to incur losses. At the time loans are classified as troubled debt restructurings, losses are recognized if the fair value of collateral is less than the loan balance.

**An inconsistent recovery from an extended period of weak economic and slow growth conditions in the U.S. economy have had, and may continue to have, significant adverse effects on our assets and operating results.**

Since the end of the recession in 2009, the United States economy has been subject to low rates of growth in general and, in particular localities, recession-like conditions have occurred. As a result, the financial system in the United States, including credit markets and markets for real estate and real-estate related assets, have periodically been subject to weakness. These weaknesses have episodically resulted in declines in the availability of credit, reduction in the values of real estate and real estate-related assets, the reduction of markets for those assets and impairment of the ability of certain borrowers to repay their obligations. As a result of these conditions, we increased our provision for loan losses, and experienced increases in the amount of loans charged off and non-performing assets in our Philadelphia-based commercial loan portfolio which is now reflected in discontinued operations. Rated investment securities, generally considered to be less risky than loans, have in recent economic periods, in certain instances, experienced greater than expected losses, which could recur. A continuation of weak economic conditions could further harm our financial condition and results of operations.

**We are subject to extensive government regulation and supervision.**

We and our subsidiary, The Bancorp Bank, are subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect customers, depositors' funds, the federal deposit insurance funds and the banking system as a whole, not stockholders. These regulations affect the Bank's lending practices, capital structure and requirements, investment activities, dividend policy, product offerings, expansionary strategies and growth, among other things. The legal and regulatory landscape is frequently changing as Congress and the regulatory agencies having jurisdiction over our operations adopt or amend laws, or change interpretation of existing statutes, regulations or policies. These changes could affect the Company and the Bank in substantial and unpredictable ways. Additionally, while we have policies and procedures designed to prevent violations of the extensive federal and state regulations that we are subject to, there can be no assurance that such violations will not occur. Failure to comply with these statutes, regulations or policies could result in sanctions against us or the Bank by regulatory agencies, civil money penalties, reputational damage, and a downgrade in the Bank's ratings for capital adequacy, asset quality, management, earnings, liquidity and market sensitivity, any of which alone or in combination could have a material adverse effect on our financial condition and results of operations.

**The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank.**

The Bank entered into a Stipulation and Consent to the Issuance of a Consent Order effective August 7, 2012, which we refer to as the 2012 Consent Order. The Bank took this action without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation. Under the 2012 Consent Order, the Bank agreed to increase its supervision of third-party relationships, develop new written compliance and related internal audit compliance programs, develop a new third-party risk management program and screen new third-party relationships as provided in the 2012 Consent Order. As part of the 2012 Consent Order, the Bank agreed to pay a civil money penalty in the amount of \$172,000, which was paid in 2012. The 2012 Consent Order was amended and restated in 2015 as noted below.

On June 5, 2014, the Bank entered into a Stipulation and Consent to the Issuance of a Consent Order with the FDIC, which we refer to as the 2014 Consent Order. The Bank took this action without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation relating to the Bank's BSA compliance program. The 2014 Consent Order requires the Bank to take certain affirmative actions to comply with its BSA obligations. Satisfaction of the requirements of the 2014 Consent Order is subject to the review of the FDIC and the Delaware State Bank Commissioner. The Bank has and expects to continue to expend significant management and financial resources to address the Bank's BSA compliance program. Expenses associated with the required look back review were significant in 2015 and 2016. The look back review was completed in the third quarter of 2016.

Until the Bank submits to the FDIC a report summarizing the completion of certain BSA-related corrective action ("BSA Report"), the 2014 Consent Order restricts the Bank from signing and boarding new independent sales organizations, establishing new non-benefit reloadable prepaid card programs and originating Automated Clearing House transactions for new merchant-related payments. Until the BSA Report is submitted to and approved by the FDIC and Delaware State Bank Commissioner, those aspects of the growth of our card payment processing and prepaid card operations will be affected, which, unless offset by growth from existing customers and new customers in other areas of our prepaid card operations, could reduce growth of our deposits and non-interest income and, possibly, limit our ability to raise additional capital on acceptable terms.

On August 27, 2015, the Bank entered into an Amendment to Consent Order, or the 2014 Consent Order Amendment, with the FDIC, amending the 2014 Consent Order. The Bank took this action without admitting or denying any additional charges of unsafe or unsound banking practices or violations of law or regulation relating to continued weaknesses in the Bank's BSA compliance program. The 2014 Consent Order Amendment provides that the Bank shall not declare or pay any dividend without the prior written consent of the FDIC and for certain assurances regarding management.

On May 11, 2015, the Federal Reserve issued a letter, or the Supervisory Letter, to us as a result of the 2014 Consent Order and the 2014 Consent Order Amendment (which, at the time of the Supervisory Letter, was in proposed form), which provides that we shall not pay any dividends on our common stock or make any interest payments on our trust preferred securities, without the prior written approval of the Federal Reserve. It further provides that we may not incur any debt (excluding payables in the ordinary course of business) or redeem any shares of our stock, without the prior written approval of the Federal Reserve.

On December 23, 2015, the Bank entered into a Stipulation and Consent to the Issuance of an Amended Consent Order, Order for Restitution, and Order to Pay Civil Money Penalty with the FDIC, which we refer to as the 2015 Consent Order. The Bank took this action without admitting or denying any charges of violations of law or regulation. The 2015 Consent Order amended and restated in its entirety the terms of the 2012 Consent Order.

The 2015 Consent Order was based on FDIC allegations regarding electronic fund transfer, or EFT, error resolution practices, account termination practices and fee practices of various third parties with whom the Bank had previously provided, or currently provides, deposit-related products, whom we refer to as Third Parties. The 2015 Consent Order continues the Bank's obligations originally set forth in the 2012 Consent Order, including its obligations to increase board oversight of the Bank's compliance management system, or CMS, improve the Bank's CMS, enhance its internal audit program, increase its management and oversight of Third Parties, and correct any apparent violations of law.

In addition to restating the general terms of the 2012 Consent Order, the 2015 Consent Order directs the Bank's Board of Directors to establish a Complaint and Error Claim Oversight and Review Committee, which we refer to as the Complaint and Error Claim Committee to review and oversee the Bank's processes and practices for handling, monitoring and resolving consumer complaints and EFT error claims (whether received directly or through Third Parties) and to review management's plans for correcting any weaknesses that may be found in such processes and practices. The Bank's Board of Directors appointed the required Complaint and Error Claim Committee on January 29, 2016.

The 2015 Consent Order also requires the Bank to implement a corrective action plan, or CAP, to remediate and provide restitution to those prepaid cardholders who asserted or attempted to assert, or were discouraged from initiating EFT error claims, and to provide restitution to cardholders harmed by EFT error resolution practices. The 2015 Consent Order requires that if, through the CAP, the Bank identifies prepaid cardholders who have been adversely affected by a denial or failure to resolve an EFT error claim, the Bank will ensure that monetary restitution is made. Neither we nor the Bank can predict the amount of any restitution which may be required, or the amount, if any, that the Bank may pay in connection therewith. Under the Bank's agreements with Third Parties,

we believe that restitution is reimbursable to the Bank. The CAP is currently being implemented. To date, \$20,908.83 of restitution has been paid to consumers under the CAP of which \$579.29 has been paid by the Bank and the remaining amount by Third Parties.

The 2015 Consent Order also imposed a \$3 million civil money penalty on the Bank, which the Bank has paid and which was recognized as expense in the fourth quarter of 2015.

On March 7, 2018, the Bank entered into a Stipulation and Consent to Order for Restitution and Order To Pay Civil Money Penalty with the FDIC, which we refer to as the 2018 Restitution Order and 2018 CMP Order, respectively. The Bank took this action without admitting or denying any alleged violations of law or regulation. The FDIC's action principally emanates from one of the Bank's third-party payment processors ("Third-Party Processor") that suffered an internal system programming glitch. This inadvertently resulted in consumers that engaged in signature-based point of sale transactions during the period from December 2010 to November 2014 being charged a greater fee than what was disclosed by the Bank. The FDIC alleged the Bank's incorrect fee imposition due to the Third-Party Processor error was an unfair or deceptive act or practice and violated Section 5 of the Federal Trade Commission Act. The 2018 Restitution Order requires the Bank to develop a written Restitution Plan, subject to independent audit and FDIC non-objection, to ensure impacted consumers are compensated for any incorrectly charged fees. The 2018 Restitution Order requires the Bank to make such reimbursements if not otherwise made by the Third-Party Processor and the Bank is indemnified by the Third-Party Processor for such reimbursements. Impacted consumers have been reimbursed by the Third-Party Processor at its own expense. The Bank is in the process of complying with the written documentation and audit requirements of the Restitution Order.

The 2018 CMP Order imposed a \$2 million civil money penalty on the Bank which the Bank has paid, and was recognized as expense on September 30, 2017. The civil money penalty is not subject to any indemnification or recovery from any third party.

We cannot assure you that our regulators will ultimately determine that we have met all of the requirements of the 2014 Consent Order, the 2014 Consent Order Amendment, the 2015 Consent Order, the Supervisory Letter, the 2018 Restitution Order or 2018 CMP Order to their satisfaction. We refer collectively to the 2014 Consent Order, the 2014 Consent Order Amendment, the 2015 Consent Order, the 2018 Restitution Order and the 2018 CMP Order as the Consent Orders. If our regulators believe that we have not made sufficient progress in complying with these Consent Orders, they could seek to impose additional regulatory requirements, operational restrictions, enhanced supervision and/or civil money penalties. If any of these measures is imposed in the future, it could reduce our earnings, result in our incurring losses or otherwise materially adversely affect our financial condition and results of operations and reduce or eliminate our ability to raise additional capital on acceptable terms. Further, we are at risk of the imposition of additional civil money penalties by our regulators, based on, among other things, apparent violations of law, repeat violations, or supervisory determinations of non-compliance with any consent order. Depending on the circumstances, the imposition and size of any such penalty is at the discretion of the regulator. While the Bank is contractually indemnified for related losses, civil money penalties, if assessed against the Bank, are not recoverable from third parties.

#### **Our reputation and business could be damaged by our entry into the Consent Orders with the FDIC and other negative publicity.**

Reputational risk, or the risk to our business, earnings and capital from negative publicity, is inherent in our business. Negative publicity can result from actual or alleged conduct in a number of areas, including legal and regulatory compliance, lending practices, corporate governance, litigation, inadequate protection of customer data, ethical behavior of our employees, and from actions taken by regulators and others as a result of that conduct. Damage to our reputation, including as a result of negative publicity associated with the Consent Orders or the Supervisory Letter, now or in the future could impact our ability to attract new and maintain existing loan and deposit customers, employees and business relationships, and could result in the imposition of additional regulatory requirements, operational restrictions, enhanced supervision and/or civil money penalties. Such damage could also adversely affect our ability to raise additional capital on acceptable terms.

#### **The provisions contained in the Consent Orders present interpretive challenges that may give rise to a difference of interpretation by us and our regulators.**

The provisions of the Consent Orders and the Supervisory Letter are subject to interpretation and may give rise to differing views between us and our regulators with respect to their scope and application. Accordingly, management, employees at all levels, and legal counsel of the Bank face significant challenges in applying the terms of the Consent Orders and the Supervisory Letter to the myriad factual scenarios that arise in the ordinary course of business. While we have sought, and will continue to seek, guidance from

our regulators as to the application of the Consent Orders and the Supervisory Letter on our business, there can be no assurance that our regulators will provide such guidance or that we and our regulators will interpret the terms of the Consent Orders and the Supervisory Letter uniformly in every instance.

If the regulators interpret the Consent Orders or the Supervisory Letter in a manner contrary to our interpretation despite our good faith efforts to comply, including the time required to comply, the FDIC may conclude a violation has occurred, which may result in the imposition of additional regulatory requirements, operational restrictions, enhanced supervision and/or civil money penalties.

**We may have difficulty managing our growth which may divert resources and limit our ability to expand our operations successfully.**

Our future profitability will depend in part on our continued ability to grow; however, we may not be able to sustain our historical growth rate or be able to grow. Our future success will depend on the ability of our officers and key employees to continue to implement and improve our operational, financial and management controls, reporting systems and procedures and manage a growing number of customer relationships. We may not implement improvements to our management information and control systems in an efficient or timely manner and may discover deficiencies in existing systems and controls. Consequently, any future growth may place a strain on our administrative and operational infrastructure. Any such strain could increase our costs, reduce or eliminate our profitability and reduce the price at which our common shares trade.

**New lines of business, and new products and services may result in exposure to new risks and the value and earnings related to existing lines of business are subject to market conditions.**

The Bank has introduced, and in the future, may introduce new products and services to differing markets either alone or in conjunction with third parties. New lines of business, products or services could have a significant impact on the effectiveness of our system of internal controls or the controls of third parties and could reduce our revenues and potentially generate losses. There are material inherent risks and uncertainties associated with offering new products and services, especially when new markets are not fully developed or when the laws and regulations regarding a new product are not mature. New products and services, or entrance into new markets, may require substantial time, resources and capital, and profitability targets may not be achieved. Factors outside of our control, such as developing laws and regulations, regulatory orders, competitive product offerings and changes in commercial and consumer demand for products or services may also materially impact the successful launch and implementation of new products or services. Failure to manage these risks, or failure of any product or service offerings to be successful and profitable, could have a material adverse effect on our financial condition and results of operations. Additionally, there are uncertainties regarding the market values of existing lines of business which are difficult to measure and are subject to market conditions which may change significantly. We originate significant amounts of loans for sale in the CMBS markets which are subject to changes in market conditions at the time of sale, and the sales price realized may accordingly change significantly.

**Changes in interest rates and loan production could reduce our income, cash flows and asset values.**

A significant portion of our income and cash flows depends on the difference between the interest rates we earn on interest earning assets, such as loans and investment securities, and the interest rates we pay on interest bearing liabilities such as deposits and borrowings. The value of our assets, and particularly loans with fixed or capped rates of interest, may also vary with interest rate changes. We discuss the effects of interest rate changes on the market value of our portfolio and net interest income in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Asset and Liability Management." Interest rates are highly sensitive to many factors which are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. Changes in monetary policy, including changes in interest rates, will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits, but also our ability to originate loans and obtain deposits and our costs in doing so. If the rate of interest we pay on our deposits and other borrowings increases more than the rate of interest we earn on our loans and other investments, our net interest income, and therefore our earnings, could decline or we could sustain losses. Our earnings could also decline or we could sustain losses if the rates on our loans and other investments fall more quickly than those on our deposits and other borrowings. While the Bank is generally asset sensitive, which implies that significant increases in market rates would generally increase margins, while decreases in interest rates would generally decrease margins, we cannot assure you that increases or decreases in margins will follow such a pattern in the future. Our net interest income is also determined by our level of loan production to replace loan payoffs and to grow our different loan portfolios. In the case of loans held for sale into secondary markets or securitizations, loans must be originated to replace loans sold to maintain related net interest income. Loan demand may vary for economic and competitive reasons and we

cannot assure you that historical rates of loan growth will continue or as to other loan production. Net interest income is difficult to project, and our models for making such projections are theoretical. While they may indicate the general direction of changes in net interest income, they do not indicate actual future results.

**We are subject to lending risks.**

There are risks inherent in making all loans. These risks include interest rate changes over the time period in which loans may be repaid and changes in the national economy or local economies in which our borrowers operate. Such changes may impact the ability of our borrowers to repay their loans or the value of the collateral securing those loans. Although we have discontinued our Philadelphia-based commercial lending operations, we still hold a significant number of commercial, construction and commercial mortgage loans, some with relatively large balances. The deterioration of one or a few of these loans would cause a significant increase in non-performing loans, notwithstanding that such loans are now held for sale. Weak economic conditions have caused increases in our delinquent and defaulted loans in recent years. We cannot assure you that we will not experience further increases in delinquencies and defaults or that any such increases will not be material. On a consolidated basis, an increase in non-performing loans could result in an increase in our provision for loan losses or in loan charge-offs and consequent reductions in our earnings. Our specialty lending operations are subject to additional risks including, with respect to our SBA loans, the risk that the U.S. Government's partial guaranty on SBA loans is withdrawn due to noncompliance with regulations. For more information about the risks which are specific to the different types of loans we make and which could impact our allowance for loan losses, see Item 1," Business –Lending Activities."

**There is a significant concentration in prepaid card fee income which is subject to various risks.**

We realize a significant portion of our revenues from prepaid card and other prepaid products and services. Actions by government agencies relating to service charges, or increased regulatory compliance costs, could result in reductions in income which may not be offset by reductions in expense. Some of our clients have significant volume, the loss of which would materially affect our revenues. Prepaid card deposits comprise a significant portion of the Bank's deposits.

**Regulatory and legal requirements applicable to the prepaid card industry are unique and frequently changing.**

Achieving and maintaining compliance with frequently changing legal and regulatory requirements requires a significant investment in qualified personnel, hardware, software and other technology platforms, external legal counsel and consultants and other infrastructure components. These investments may not ensure compliance or otherwise mitigate risks involved in this business. Our failure to satisfy regulatory mandates applicable to prepaid financial products could result in actions against us by our regulators, legal proceedings being instituted against us by consumers, or other losses, each of which could reduce our earnings or result in losses, make it more difficult to conduct our operations, or prohibit us from conducting specific operations. Other risks related to prepaid cards include competition for prepaid and other payment mediums, possible changes in the rules of networks, such as Visa and MasterCard and others, in which the Bank operates and state regulations related to prepaid cards including escheatment.

**The potential for fraud in the card payment industry is significant.**

Issuers of prepaid cards and other companies have suffered significant losses in recent years with respect to the theft of cardholder data that has been illegally exploited for personal gain. The theft of such information is regularly reported and affects individuals and businesses. Losses from various types of fraud have been substantial for certain card industry participants. The Bank in many cases has indemnification agreements with third parties; however, such indemnifications may not fully cover losses. Although fraud has not had a material impact on the profitability of the Bank, it is possible that such activity could impact the Bank in the future.

**Risk management processes and strategies must be effective, and concentration of risk increases the potential for losses.**

Our risk management processes and strategies must be effective, otherwise losses may result. We manage asset quality, liquidity, market sensitivity, operational, regulatory, third-party vendor and partner relationship risks and other risks through various processes and strategies throughout the organization. If our risk management judgments and strategies are not effective, or unanticipated risks arise, our income could be reduced or we could sustain losses.

**We may depend in part upon wholesale and brokered certificates of deposit to satisfy funding needs.**

In the future, we may rely in part on funds provided by wholesale deposits and brokered certificates of deposit to support the growth of our loan portfolio. Wholesale and brokered certificates of deposit are highly sensitive to changes in interest rates and, accordingly, can be a more volatile source of funding. Use of wholesale and brokered deposits involves the risk that growth supported by such deposits would be halted, or the Bank's total assets could contract, if the rates offered by the Bank were less than those offered by other institutions seeking such deposits, or if the depositors were to perceive a decline in the Bank's safety and soundness, or both. In addition, if we were unable to match the maturities of the interest rates we pay for wholesale and brokered certificates of deposit to the maturities of the loans we make using those funds, increases in the interest rates we pay for such funds could decrease our consolidated net interest income. Moreover, if the Bank ceases to be categorized as "well capitalized" under banking regulations, it will be prohibited from accepting, renewing or rolling over brokered deposits without the consent of the FDIC.

**Our prepaid card and other deposit accounts obtained with the assistance of third parties have been classified as brokered.**

In December 2014, the FDIC issued new guidance classifying prepaid deposit accounts and other deposit accounts obtained in cooperation with third parties as brokered, resulting in the vast majority of the Bank's deposits being classified as brokered. We do not believe that these deposits are subject to the volatility risks associated with brokered wholesale deposits or brokered certificates of deposit. However, if the Bank ceases to be categorized as "well capitalized" under banking regulations, it will be prohibited from accepting, renewing or rolling over brokered deposits without the consent of the FDIC. In such a case, the FDIC's refusal to grant consent to our accepting, renewing or rolling over brokered deposits could effectively restrict or eliminate the ability of the Bank to operate its business lines as presently conducted.

**We operate in highly competitive markets.**

We face substantial competition in all phases of our operations from a variety of different competitors, including commercial banks and their holding companies, savings and loan associations, mutual savings banks, credit unions, leasing companies, consumer finance companies, factoring companies, insurance companies and money market mutual funds and card issuers.

We face national and even global competition with respect to our other products and services, including payment acceptance products and services, private label banking, fleet leasing, government guaranteed lending and prepaid payment solutions. Our commercial partners and banking customers for these products and services are located throughout the United States, and the competition is strong in each category. We encounter competition from some of the largest financial institutions in the world as well as smaller specialized regional banks and financial service companies. Increased competition with any of these product or service offerings could result in reduced pricing and lower profit margins, fragmented market share and a failure to enjoy economies of scale, loss of customer and depositor base, and other risks that individually, or in the aggregate, could have a material adverse effect on our financial condition and results of operations.

Some of the financial services organizations with which we compete are not subject to the same degree of regulation as federally-insured and regulated financial institutions such as ours. As a result, those competitors may be able to access funding and provide various services more easily or at less cost than we can.

**We derive a significant percentage of our deposits, total assets and income from deposit accounts generated with the assistance of diverse independent companies, including those which provide prepaid card account marketing services, and investment advisory firms.**

Deposit accounts acquired with the assistance of our top twenty affinity relationships totaled \$3.05 billion at December 31, 2018. The top twenty relationships result in the majority of payments related income. We provide oversight over these relationships which must meet all internal and regulatory requirements. We may exit relationships where such requirements are not met or be required by our regulators to exit such relationships. Also, an affinity group could terminate a relationship with us for many reasons, including being able to obtain better terms from another provider or dissatisfaction with the level or quality of our services. If an affinity group relationship were to be terminated, it could materially reduce our deposits, assets and income. We cannot assure you that we could replace such relationship. If we cannot replace such relationship, we may be required to seek higher rate funding sources as compared to the exiting affinity group and interest expense might increase. We may also be required to sell securities or other assets to meet funding needs which would reduce revenues or potentially generate losses.



**Our affinity group marketing strategy has been adopted by other institutions with which we compete.**

Several online banking operations as well as the online banking programs of conventional banks have instituted affinity group marketing strategies similar to ours. As a consequence, we have encountered competition in this area and anticipate that we will continue to do so in the future. This competition may increase our costs, reduce our revenues or revenue growth or, because we are a relatively small banking operation without the name recognition of other, more established banking operations, make it difficult for us to compete effectively in obtaining affinity group relationships.

**Our lending limit may adversely affect our competitiveness.**

Our regulatory lending limit as of December 31, 2018 to any one customer or related group of customers was \$62.4 million for unsecured loans and \$104.0 million for secured loans. Our lending limit is substantially smaller than that of many financial institutions with which we compete. While we believe that our lending limit is sufficient for our targeted market of small to mid-size businesses within the four specialty lending operations upon which we focus as well as affinity group members, it may in the future affect our ability to attract or maintain customers or to compete with other financial institutions. Moreover, to the extent that we incur losses and do not obtain additional capital, our lending limit, which depends upon the amount of our capital, will decrease.

**Environmental liability associated with lending activities could result in losses.**

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of these properties, we may be liable to governmental entities or third parties for the costs of remediation of the hazard, as well as for personal injury and property damage. Many environmental laws can impose liability regardless of whether we knew of, or were responsible for, the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site, even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

**As a financial institution whose principal medium for delivery of banking services is the Internet, we are subject to risks particular to that medium and other technological risks and costs.**

We utilize the Internet and other automated electronic processing in our banking services without physical locations, as distinguished from the Internet banking service of an established conventional bank. Independent Internet banks often have found it difficult to achieve profitability and revenue growth. Several factors contribute to the unique problems that Internet banks face. These include concerns for the security of personal information, the absence of personal relationships between bankers and customers, the absence of loyalty to a conventional hometown bank, the customer's difficulty in understanding and assessing the substance and financial strength of an Internet bank, a lack of confidence in the likelihood of success and permanence of Internet banks and many individuals' unwillingness to trust their personal assets to a relatively new technological medium such as the Internet. As a result, many potential customers may be unwilling to establish a relationship with us.

Many conventional financial institutions offer the option of Internet banking and financial services to their existing and prospective customers. The public may perceive conventional financial institutions as being safer, more responsive, more comfortable to deal with and more accountable as providers of their banking and financial services, including their Internet banking services. We may not be able to offer Internet banking and financial services and personal relationship characteristics that have sufficient advantages over the Internet banking and financial services and other characteristics of established conventional financial institutions to enable us to compete successfully.

Moreover, both the Internet and the financial services industry are undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. In addition to improving the ability to serve customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our ability to compete will depend, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to

invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Such products may also prove costly to develop or acquire.

#### **Fund Transfer and Payments Reputational Risks**

Financial institutions, including ourselves, bear fund transfer risks of different types which result from large transaction volumes and large dollar amounts of incoming and outgoing money transfers. Loss exposure may result if money is transferred from the bank before it is received, or legal rights to reclaim monies transferred are asserted. Such exposure results from payments which are made to merchants for payment clearing, while customers have statutory periods to reverse their payments. It also results from funds transfers made prior to receipt of offsetting funds, as accommodations to customers. Transfers could also be made in error. Additionally, as with other financial institutions, we may incur legal liability or reputational risk, if we unknowingly process payments for companies in violation of money laundering laws or regulations or immoral activities.

#### **Our operations may be interrupted if our network or computer systems, or those of our providers, fail.**

Because we deliver our products and services over the Internet and outsource several critical functions to third parties, our operations depend on our ability, as well as that of our service providers, to protect computer systems and network infrastructure against interruptions in service due to damage from fire, power loss, telecommunications failure, physical break-ins and computer hacking or similar catastrophic events. Our operations also depend upon our ability to replace a third-party provider if it experiences difficulties that interrupt our operations or if an operationally essential third-party service terminates. Service interruptions to customers may adversely affect our ability to obtain or retain customers and could result in regulatory sanctions. Moreover, if a customer were unable to access his or her account or complete a financial transaction due to a service interruption, we could be subject to a claim by the customer for his or her loss. While our accounts and other agreements contain disclaimers of liability for these kinds of losses, we cannot predict the outcome of litigation if a customer were to make a claim against us.

#### **A failure of cyber security may result in a loss of customers and our being liable for damages for such failure.**

A significant barrier to online and other financial transactions is the secure transmission of confidential information over public networks and other mediums. The systems we use rely on encryption and authentication technology to provide secure transmission of confidential information. Advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms used to protect customer transaction data. If we, or another provider of financial services through the Internet, were to suffer damage from a security breach, public acceptance and use of the Internet as a medium for financial transactions could suffer. Any security breach could deter potential customers or cause existing customers to leave, thereby impairing our ability to grow and maintain profitability and, possibly, our ability to continue delivering our products and services through the Internet. We could also be liable for any customer damages arising from such a breach. Other cyber threats involving theft of confidential information could also result in liability. Although we, with the help of third-party service providers, intend to continue to implement security technology and establish operational procedures to prevent security breaches, these measures may not be successful.

#### **We outsource many essential services to third-party providers who may terminate their agreements with us, resulting in interruptions to our banking operations.**

We obtain essential technological and customer services support for the systems we use from third-party providers. We outsource our check processing, check imaging, transaction processing, electronic bill payment, statement rendering, and other services to third-party vendors. For a description of these services, see Item 1, "Business—Other Operations—Third-Party Service Providers." Our agreements with each service provider are generally cancelable without cause by either party upon specified notice periods. If one of our third-party service providers terminates its agreement with us and we are unable to replace it with another service provider, our operations may be interrupted. Even a temporary disruption in services could result in our losing customers, incurring liability for any damages our customers may sustain, or losing revenues. Moreover, there can be no assurance that a replacement service provider will provide its services at the same or a lower cost than the service provider it replaces.

**We may be affected by government regulation including those mandating capital levels and those specifying limitations resulting from Community Reinvestment Act ratings.**

We are subject to extensive federal and state banking regulation and supervision, which has increased in the past several years as a result of stresses the financial system has undergone for an extended period of years. The regulations are intended primarily to protect our depositors' funds, the federal deposit insurance fund and the safety and soundness of the Bank, not our shareholders. Regulatory requirements affect lending practices, product offerings, capital structure, investment practices, dividend policy and growth. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification of us and the Bank are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Moreover, capital requirements may be modified based upon regulatory rules or by regulatory discretion at any time reflecting a variety of factors including deterioration in asset quality. A failure by either the Bank or us to meet regulatory capital requirements will result in the imposition of limitations on our operations and could, if capital levels drop significantly, result in our being required to cease operations. Regulatory capital requirements must also be satisfied such that mandated capital ratios are maintained as the Bank grows, or growth may be required to be curtailed. Moreover, a failure by either the Bank or us to comply with regulatory requirements regarding lending practices, investment practices, customer relationships, anti-money laundering detection and prevention, and other operational practices (see "Business--Regulation Under Banking Law" and "Risk Factors--The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank") could result in regulatory sanctions and possibly third-party liabilities. Changes in governing law, regulations or regulatory practices could impose additional costs on us or impair our ability to obtain deposits or make loans and, as a consequence, our consolidated revenues and profitability.

As a Delaware-chartered bank whose depositors and financial services customers are located in several states, the Bank may be subject to additional licensure requirements or other regulation of its activities by state regulatory authorities and laws outside of Delaware. If the Bank's compliance with licensure requirements or other regulation becomes overly burdensome, we may seek to convert its state charter to a federal charter in order to gain the benefits of federal preemption of some of those laws and regulations. Conversion of the Bank to a federal charter will require the prior approval of the relevant federal bank regulatory authorities, which we may not be able to obtain. Moreover, even if we obtain approval, there could be a significant period of time between our application and receipt of the approval, and/or any approval we do obtain may be subject to burdensome conditions or restrictions.

Failure to maintain a satisfactory CRA rating may result in business restrictions. On January 18, 2018, the Bank received its 2017 CRA Performance Evaluation that accorded the institution a "Satisfactory" rating, which was an upgrade from the "Needs to Improve" rating it had been assigned since June 2015. Subsequent to the upgraded rating, the Bank filed its Community Support Statement with the Federal Housing Finance Agency who determined the Bank was in compliance with 12 CFR part 1290 effective as of February 5, 2018. Certain restrictions imposed on the holding company by the Federal Reserve have also been lifted as a result of the "Satisfactory" rating. The Bank continues to oversee its CRA activities in accordance with its Strategic Plan which is effective through June 30, 2019.

As a result of the previous "Needs to Improve Rating", certain business restrictions had been in place, including FDIC limits on change in control, new branches, branch relocation, main office relocation, and mergers (regular, interim or corporate reorganizations). The Federal Reserve restrictions include limitations on holding company commencement of direct or indirect new financial activity and holding company change in control. The Federal Housing Finance Agency has also imposed restrictions on receiving long-term advances and participating in their Affordable Housing Program and Community Investment Cash Advances Program. There can be no assurance that we will maintain a satisfactory rating, and if not maintained, the business restrictions previously in place would be reinstated.

**Implemented, proposed and future regulatory and legislative financial reforms may result in new laws and regulations that we expect will increase our compliance burdens and operating costs.**

The passage of new laws and the adoption of new rules and regulations cannot be fully or accurately predicted. Any such proposed laws and regulations may limit our operations, require higher levels of capital and liquidity, create additional compliance burdens, or otherwise impact our operations. The passage of the Dodd-Frank Act in 2010, and the rules and regulations emanating therefrom, have significantly changed, and will continue to change the bank regulatory structure, and affect the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The Dodd-Frank Act requires various federal agencies to adopt a broad range of new implementing rules and regulations, and to prepare numerous studies and

reports for Congress. While a significant number of regulations have already been promulgated to implement the Dodd-Frank Act, many of the details and much of the impact of the Dodd-Frank Act may not be known for lengthy periods, which could have a material adverse effect on the financial services industry, generally, and our company in particular.

The Dodd-Frank Act's "Durbin Amendment," which applies to all banks, required the Federal Reserve to adopt a rule establishing debit card interchange fee standards and limits and prohibiting network exclusivity and routing requirements. The Dodd-Frank Act exempts from the debit card interchange fee standards any issuing bank that, together with its affiliates, have assets of less than \$10 billion. Because of our asset size, we are exempt from the debit card interchange fee standards but may lose the exemption if it is amended or we, together with our subsidiaries, surpass \$10 billion in assets.

The Federal Reserve has implemented routing regulatory requirements to prohibit network exclusivity arrangements on debit card transactions and ensure merchants will have choices in debit card routing, which apply to us. The regulations require issuers to make at least two unaffiliated networks available to the merchant, without regard to the method of authentication (PIN or signature), for both debit cards and prepaid cards. As currently applied, a card issuer can guarantee compliance with the network exclusivity regulations by enabling the debit card to process transactions through one signature network and one unaffiliated PIN network. Cards usable only with PINs must be enabled with two unaffiliated PIN networks.

On March 21, 2014, the United States Court of Appeals for the District of Columbia Circuit upheld the Federal Reserve's rules on network exclusivity and interchange fees as written and thereby rejected a challenge brought by a group of merchant trade associations. On January 21, 2015, the Supreme Court of the United States declined to take an appeal filed by the plaintiff merchant trade associations, effectively ending the litigation and upholding the Federal Reserve's final rules regarding network exclusivity and interchange fees as written.

It is difficult to predict at this time what specific impact many aspects of the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on regional banks; however, we expect that at a minimum they will increase our operating and compliance costs and obligations, which could reduce or eliminate our ability to generate profits.

On October 5, 2016, the CFPB released the Final Prepaid Rule. The original effective date of the Final Prepaid Rule was October 1, 2017, but applicability of certain requirements of the Final Prepaid Rule were delayed until October 1, 2018. On April 20, 2017, the CFPB released a final rule delaying the general effective date of the Final Prepaid Rule until April 1, 2018. However, on January 25, 2018 the CFPB issued additional technical amendments and extended the effective date of the Final Prepaid Rule to April 1, 2019. The Bank is preparing itself for compliance with its requirements. The Final Prepaid Rule represents a material change in the rules and regulations governing prepaid cards. We rely on prepaid cards as the largest single component of our deposits and the largest single component of our non-interest income. We cannot reasonably quantify the financial impact, if any, that implementation of the Final Prepaid Rule may have on the Bank's business, financial condition, or results of operations.

**A further downgrade of the U.S. government credit rating could negatively impact our investment portfolio and other operations.**

A significant amount of our investment portfolio is rated by outside ratings agencies as explicitly or implicitly backed by the United States government. In 2011, the credit rating of the United States government was lowered, and it is possible it may be downgraded further, based upon rating agencies' evaluations of the effect of increasing levels of government debt and related Congressional actions. A lowering of the United States government credit ratings may reduce the market value or liquidity of our investment portfolio.

**Potential acquisitions may disrupt our business and dilute stockholder value.**

Acquiring other banks or businesses involves various risks including, but not limited to:

- potential exposure to unknown or contingent liabilities of the target entity;
- exposure to potential asset quality issues of the target entity;
- difficulty and expense of integrating the operations and personnel of the target entity;
- potential disruption to our business;

- potential diversion of our management’s time and attention;
- the possible loss of key employees and customers of the target entity;
- difficulty in estimating the value of the target entity;
- potential changes in banking or tax laws or regulations that may affect the target entity; and
- difficulty navigating and integrating legal, operating cultural differences between the United States and the countries of the target entity’s operations.

From time to time we evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on our financial condition and results of operations. The Consent Orders likely constrain us from making acquisitions.

**We may be subject to potential liability and business risk from actions by our regulators related to supervision of third parties.**

Our regulators or auditors may require us to increase the level and manner of our oversight of the third parties which provide marketing services which generate most of our accounts and through which we offer products and services. Although we have added significant compliance staff and have used outside consultants, our internal and external compliance examiners must be satisfied with the results of such augmentation and enhancement. We cannot assure you that we will satisfy all related requirements. See “Risk Factors - The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank”. Not achieving a compliance management system which is deemed adequate could result in sanctions against the Bank. Our ongoing review and analysis of our compliance management system and implementation of any changes resulting from that review and analysis will likely result in increased non-interest expense.

**The Bank may be subject to civil money penalties in connection with examination findings.**

Like all regulated banking institutions, we are at risk of the imposition of civil money penalties by our regulators, based on, among other things, apparent violations of law, repeat violations, or supervisory determinations of non-compliance with any consent order. Depending on the circumstances, the imposition and size of any such penalty is at the discretion of the regulator. While the Bank is contractually indemnified for related losses, civil money penalties, if assessed against the Bank, are not recoverable from third parties.

**We are subject to tax audits, and challenges to our tax positions or adverse changes or interpretations of tax laws could result in tax liability.**

We are subject to federal and applicable state income tax laws and regulations and related audits. We are also periodically subject to state escheat audits. Income tax and escheat laws and regulations are often complex and require significant judgment in determining our effective tax rate and in evaluating our tax positions. Challenges of such determinations may adversely affect our effective tax rate, tax payments or financial condition.

Recently enacted U.S. tax legislation made significant changes to federal tax law, including the taxation of corporations, by, among other changes, reducing the corporate income tax rate, disallowing certain deductions that had previously been allowed, and altering the expensing of capital expenditures. The implementation and evaluation of these changes may require significant judgment and substantial planning on our behalf. These judgments and plans may require us to take new and different tax positions that if challenged could adversely affect our effective tax rate, tax payments or financial condition.

In addition, the new tax legislation remains subject to potential amendments, technical corrections, and further regulatory guidance and interpretation, any of which could lessen or increase certain adverse impacts on us. Furthermore, as the new tax legislation goes into effect, future changes may occur at the federal or state level that could result in unfavorable adjustments to our tax liability.

**The appraised fair value of the assets from our discontinued commercial loan operations may be more than the amounts received upon sale or other disposition.**

Various internal and external inputs were utilized to analyze fair value of the discontinued commercial loan portfolio and the investment in unconsolidated entity which reflects the financing of the securitization of a portion of the discontinued assets. The valuations are estimates and actual sales prices could be significantly less than the estimates, which could materially affect our results of operations in future quarters.

**We cannot predict whether income resulting from the reinvestment of proceeds from the loans we hold will match or exceed the income from loan dispositions.**

We are seeking to sell or otherwise dispose of the loans in our discontinued commercial loan operations and expect that we will obtain a significant amount of cash from these dispositions. Although we believe, based upon current market conditions, that we will be able to invest such proceeds profitably, reinvestment income is difficult to predict and depends upon a number of economic and market conditions beyond our control, including interest rates and the availability of suitable investments. We cannot assure you that we will be able to generate the same level of income from the reinvested proceeds as we generated from the loan portfolio being sold, or that suitable investments will be available to us. If not, our revenues and net income could be reduced materially.

**Any future FDIC insurance premium increases will adversely affect our earnings.**

Any further assessments or special assessments that the FDIC levies will be recorded as an expense during the appropriate period and will decrease our earnings. On February 9, 2011, the FDIC adopted a final rule which redefines the deposit insurance assessment base as required by the Dodd-Frank Act. The final rule sets the deposit insurance assessment base as average consolidated total assets minus average tangible equity. It also sets a new assessment rate schedule which reflects assessment rate adjustments based upon regulatory examination classification with increased rates for brokered deposits. The final rule became effective on April 1, 2011. If the Bank's rating is changed, insurance premiums will increase which will adversely affect our earnings.

**We have had material weaknesses in internal control over financial reporting in the past and cannot assure you that additional material weaknesses will not be identified in the future. Our failure to implement and maintain effective internal control over financial reporting could result in material misstatements in our financial statements which could require us to restate financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on our stock price.**

As previously reported, our management had identified material weaknesses in our internal and disclosure controls over financial reporting that resulted in a restatement of our financial statements in 2014 for that year and for prior periods. These weaknesses related to the timing of the recognition of loan losses and the recognition of other loan losses. We believe these weaknesses have been remediated. However, we cannot assure you that additional significant deficiencies or material weaknesses in our internal control over financial reporting will not be identified in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, cause us to fail to meet our periodic reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of periodic management evaluations and annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting required under Section 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated under Section 404. The existence of a material weakness could result in errors in our financial statements that could result in a restatement of financial statements, cause us to fail to meet our reporting obligations and cause investors or customers to lose confidence in our reported financial information, leading to a decline in our stock price or a loss of business, and could result in stockholder actions against us for damages.

**Risks related to ownership of our common stock.**

**The trading volume in our common stock is less than that of many financial services companies, which may reduce the price at which our common stock would otherwise trade.**

Although our common stock is traded on The NASDAQ Global Select Market, the trading volume is less than that of many financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the

individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

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

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this “Risk Factors” section and is subject to the same market forces that affect the price of common stock in any company. As a result, if you acquire our common stock, you may lose some or all of your investment.

**Our ability to issue additional shares of our common stock, or the issuance of such additional shares, may reduce the price at which our common stock trades.**

We cannot predict whether future issuances of shares of our common stock or the availability of shares for resale in the open market will decrease the market price per share of our common stock. We are not restricted from issuing additional shares of common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive shares of common stock. Sales of a substantial number of shares of our common stock in the public market or the perception that such sales might occur could materially adversely affect the market price of the shares of our common stock. The exercise of any options granted to directors, executive officers and other employees under our stock compensation plans, the vesting of restricted stock grants, the issuance of shares of common stock in acquisitions and other issuances of our common stock also could have an adverse effect on the market price of the shares of our common stock. The existence of options, or shares of our common stock reserved for issuance as restricted shares of our common stock may materially adversely affect the terms upon which we may be able to obtain additional capital in the future through the sale of equity securities.

**Future offerings of debt, which would be senior to our common stock upon liquidation, and/or preferred equity securities which may be senior to our common stock for purposes of dividend distributions or upon liquidation, may reduce the market price at which our common stock trades.**

In the future, we may attempt to increase our capital resources or, if the Bank’s capital ratios fall below the required minimums, we could be forced to raise additional capital by making additional offerings of debt or preferred equity securities, including medium-term notes, senior or subordinated notes or preferred stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our common stock. Holders of our common stock are not entitled to preemptive rights or other protections against dilution.

**The Bank’s ability to pay dividends is subject to regulatory limitations which, to the extent we require such dividends in the future, may affect our ability to pay our obligations and pay dividends.**

We are a separate legal entity from the Bank and our other subsidiaries, and we do not have significant operations of our own. We have historically depended on the Bank’s cash and liquidity, as well as dividends, to pay our operating expenses. Various federal and state statutory provisions limit the amount of dividends that subsidiary banks can pay to their holding companies without regulatory approval. The Bank is also subject to limitations under state law regarding the payment of dividends, including the requirement that dividends may be paid only out of net profits. In addition to these explicit limitations, it is possible, depending upon the financial condition of the Bank and other factors, that federal and state regulatory agencies could take the position that payment of dividends by the Bank would constitute an unsafe or unsound banking practice and may therefore seek to prevent the Bank from paying such dividends. Moreover, under the 2014 Consent Order Amendment, the Bank may not pay dividends without the approval of the FDIC. See “Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank.” Although we believe we have sufficient existing liquidity for our needs for the foreseeable future, there is risk that, if the amendment remains undischarged for a lengthy period and the Bank is unable to obtain FDIC approval for one or more dividends, we may not be able to service our obligations as they become due or to pay dividends on our common stock or preferred stock. Even if, absent the amendment, the Bank has the capacity to pay dividends, it is not obligated to pay the dividends. Its Board of Directors may determine, as it did in the past, to retain some or all of its earnings to support or increase its capital base. Moreover, even if the Bank receives permission to pay dividends to us, under the Supervisory Letter, we may not pay dividends to our stockholders without the consent of the Federal Reserve until the Supervisory Letter is discharged.

**Anti-takeover provisions of our certificate of incorporation, bylaws and Delaware law may make it more difficult for holders of our common stock to receive a change in control premium.**

Certain provisions of our certificate of incorporation and bylaws could make a merger, tender offer or proxy contest more difficult, even if such events were perceived by many of our stockholders as beneficial to their interests. These provisions include in particular our ability to issue shares of our common stock and preferred stock with such provisions as our board of directors may approve without further shareholder approval. In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law which, in general, prevents an interested stockholder, defined generally as a person owning 15% or more of a corporation's outstanding voting stock, from engaging in a business combination with our company for three years following the date that person became an interested stockholder unless certain specified conditions are satisfied.

**Item 1B. Unresolved Staff Comments.**

The staff of the SEC has commented on three of our loan relationships, now included in discontinued operations, requesting detailed information concerning the amount and timing of our recognition of impairment losses originally reported in the first quarter of 2014, with respect to those relationships. As a result of these comments, we analyzed the relationships and on March 29, 2015 our audit committee, as reported in a Form 8-K filed April 1, 2015, determined that certain of our financial statements could not be relied upon and that such charges should be restated to prior periods. Upon resulting analysis of other unrelated loan charges, losses on other loans were also restated to prior periods including previously unreported losses. The restatements were made in our Form 10-K for 2014. We cannot assure you that the staff of the SEC will not have further comments related to the foregoing.

**Item 2. Properties.**

Our executive office and banking facility are located at 409 Silverside Road, Wilmington, Delaware. We maintain business development offices in New York, New York, Chicago, Illinois, and Raleigh, North Carolina. Leasing offices are located in Charlotte, North Carolina, Crofton, Maryland, Kent, Washington, Logan, Utah, Orlando, Florida, Raritan, New Jersey, and Warminster, Pennsylvania. Prepaid card offices are located in Minneapolis, Minnesota, and Sioux Falls, South Dakota. The Philadelphia, Pennsylvania, Tampa, Florida and a portion of the New York properties are no longer occupied by the Company. The Philadelphia property has been subleased to an outside party which pays the majority of the rent, while the Company has subleased the Tampa property effective February 1, 2019 and is pursuing a sublease of the unused portions of the New York properties. Locations and certain additional information regarding our offices and other material properties at December 31, 2018 are listed below. We own a property in Orlando, Florida which houses our leasing operations business, consisting of a stand-alone building of 8,850 square feet.

Location	Expiration	Square Feet	Monthly Rent
<b><u>Bank Owned Property</u></b>			
Orlando, Florida	-	8,850	-
<b><u>Leased Property</u></b>			
Charlotte, North Carolina	2021	2,345	\$ 4,028
Chicago, Illinois	2020	6,864	10,987
Crofton, Maryland	2020	2,287	3,640
Kent, Washington	2021	1,700	2,576
Logan, Utah	2021	3,000	1,401
Minneapolis, Minnesota	2020	3,181	2,836
New York, New York	2025	7,815	65,985
Raritan, New Jersey	2020	2,145	3,687
Philadelphia, Pennsylvania (subleased)	2025	14,839	7,626
Raleigh, North Carolina	2019	1,729	2,904
Sioux Falls, South Dakota	2022	38,611	54,674
Tampa, Florida	2020	10,303	18,893
Warminster, Pennsylvania	2022	2,003	2,228
Wilmington, Delaware	2025	62,136	136,785

We believe that our offices are suitable and adequate for our operations.



### **Item 3. Legal Proceedings.**

For a discussion of the Consent Orders issued by the FDIC to the Bank and a supervisory letter the Company received from the Federal Reserve, see Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Regulatory Actions” and “Risk Factors- Risks relating to Our Business, the entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank.”

The Company received a subpoena from the SEC, dated March 22, 2016, relating to an investigation by the SEC of the Company's restatement of its financial statements for the years ended December 31, 2010 through December 31, 2013 and the interim periods ended March 31, 2014, June 30, 2014 and September 30, 2014, which restatement was filed with the SEC on September 28, 2015, and the facts and circumstances underlying the restatement. The Company is cooperating fully with the SEC's investigation. The costs to respond to the subpoena and cooperate with the SEC's investigation have been material and we expect such costs to continue to be material at least through the completion of the SEC's investigation.

The Company received a letter dated August 1, 2016, demanding inspection of its books and records pursuant to Section 220 of the Delaware General Corporation Law, or DGCL, from legal counsel representing a shareholder (the "Demand Letter"). The Company, through outside legal counsel, responded to the Demand Letter by permitting the shareholder to inspect certain of the Company's books and records and by objecting to other requests. On January 30, 2017, the shareholder filed a complaint in the Court of Chancery of the State of Delaware seeking an order from the court, pursuant to Section 220 of the DGCL, compelling the Company to permit the shareholder to inspect additional books and records of the Company. The Company believes that its original response to the Demand Letter was appropriate in all respects and continues to defend against the complaint. On July 27, 2017, the Court of Chancery ruled in favor of the Company and granted an Order of Final Judgment Denying Plaintiff's Demand To Inspect The Books And Records of Defendant. The court's Order was subject to an appeal right which has now expired; no appeal was filed. Both the Demand Letter and the complaint threaten the commencement of a shareholder's derivative suit against certain officers and directors of the Company seeking damages and other remedies on behalf of the Company. We have been advised by our counsel in the matter that reasonably possible losses cannot be estimated, but we and our counsel continue to believe the claim is without merit.

In addition, we are a party to various routine legal proceedings arising out of the ordinary course of our business. Management believes that none of these actions, individually or in the aggregate, will have a material adverse effect on our financial condition or operations.

### **Item 4. Mine Safety Disclosures.**

Not applicable.

## PART II

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

Our common stock trades on the NASDAQ National Market under the symbol "TBBK." The following table sets forth the range of high and low sales prices for the indicated periods for our common stock.

Quarter Ended	Price Range	
	High	Low
<u>2018</u>		
March 31, 2018	\$ 11.27	\$ 10.00
June 30, 2018	\$ 11.81	\$ 10.43
September 30, 2018	\$ 10.90	\$ 9.63
December 31, 2018	\$ 10.64	\$ 7.88
<u>2017</u>		
March 31, 2017	\$ 7.98	\$ 4.73
June 30, 2017	\$ 7.77	\$ 4.86
September 30, 2017	\$ 8.37	\$ 7.51
December 31, 2017	\$ 10.25	\$ 8.33

As of February 27, 2019, there were 56,468,004 shares of common stock outstanding held of record by 5,237 shareholders.

We have not paid cash dividends on our common stock since our inception, and do not plan to pay cash dividends on our common stock for the foreseeable future. Our payment of dividends is subject to restrictions discussed in Item 1, "Business—Regulation under Banking Law," and to a supervisory letter issued by the Federal Reserve discussed in Item 1A, "Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank." Moreover, irrespective of such restrictions, it is our intent to retain earnings, if any, to increase our capital and fund the development and growth of our operations subject to regulatory restrictions. Our board of directors will determine any changes in our dividend policy based upon its analysis of factors it deems relevant. We expect that these factors would include our earnings, financial condition, cash requirements, regulatory capital levels and available investment opportunities.

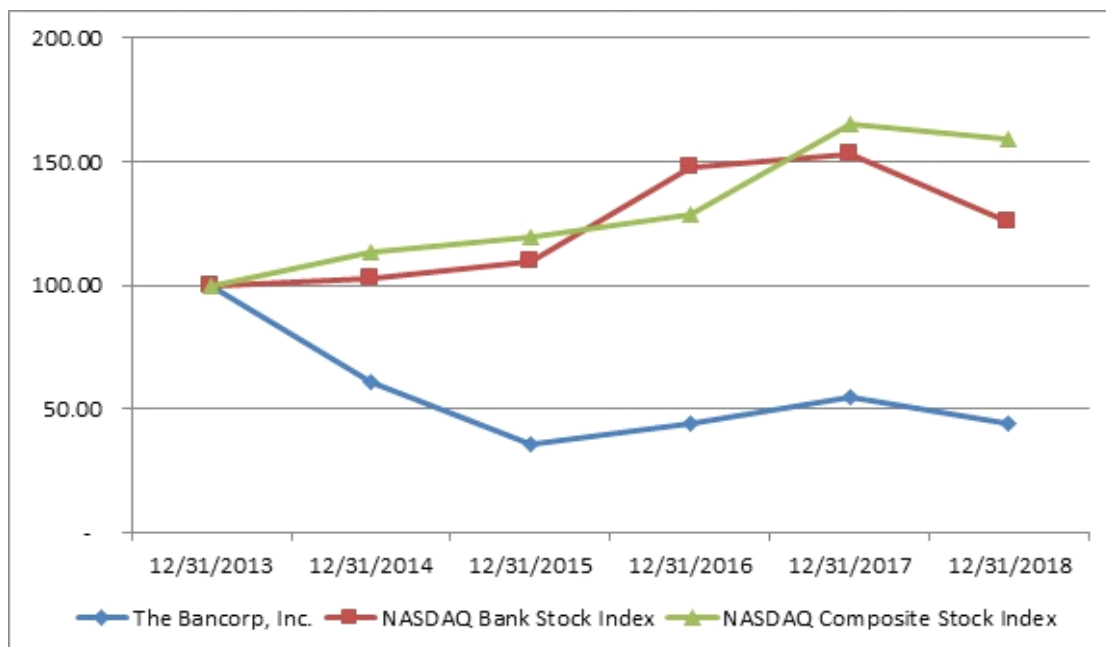
#### Equity Compensation Plan Information

	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 column (a))
	(a)	(b)	(c)
1999 Omnibus plan	221,000	\$9.60	-
2005 Omnibus plan	179,000	\$7.81	-
Stock option and equity plan of 2011	576,500	\$8.61	-
Stock option and equity plan of 2013	670,245	\$6.75	-
2018 Equity incentive plan	480,692	\$0.00	1,219,308
Total	<u>2,127,437</u>	<u>\$8.43</u>	<u>1,219,308</u>

\* All plans have been authorized by shareholders.

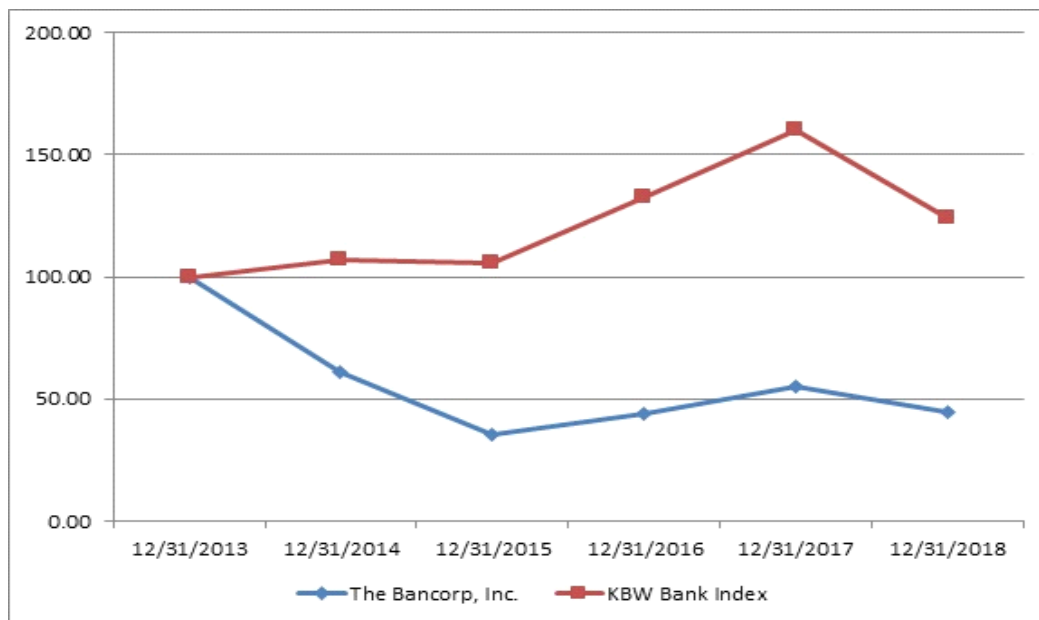
**Performance graph**

The following graph compares the performance of our common stock to the NASDAQ Composite Index and the NASDAQ Bank Stock Index. The graph shows the value of \$100 invested in our common stock and both indices on December 31, 2013 for a five-year period and the change in the value of our common price stock compared to the indices as of the end of each year. The graph assumes the reinvestment of all dividends. Historical stock price performance is not necessarily indicative of future stock price performance.



Index	As of					
	<u>12/31/2013</u>	<u>12/31/2014</u>	<u>12/31/2015</u>	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>
The Bancorp, Inc.	100.00	60.80	35.57	43.89	55.16	44.44
NASDAQ Bank Stock Index	100.00	102.84	109.65	148.06	153.26	125.82
NASDAQ Composite Stock Index	100.00	113.40	119.89	128.89	165.29	158.87

The following graph reflects stock performance since 2013, compared to the KBW bank index, which is an industry recognized peer group of regional and money center banks.



	As of					
Index	<u>12/31/2013</u>	<u>12/31/2014</u>	<u>12/31/2015</u>	<u>12/31/2016</u>	<u>12/31/2017</u>	<u>12/31/2018</u>
The Bancorp, Inc.	100.00	60.80	35.57	43.89	55.16	44.44
KBW Bank Index	100.00	107.22	105.52	132.53	160.08	123.87

## Item 6. Selected Financial Data.

The following table sets forth selected financial data as of and for the years ended December 31, 2018, 2017, 2016, 2015 and 2014. We derived the selected financial data from our consolidated financial statements for those periods included in this annual report on Form 10-K or our prior annual reports on Form 10-K. Our historical financial information for the year ended December 31, 2014 has been adjusted to reflect the discontinuance of our commercial lending operations. As a result, our results of operations for the year ended December 31, 2014 may not be comparable to the results of our operations reported for the prior periods. In addition, we have reclassified certain amounts in our historical audited consolidated financial statements, including amounts related to assets and liabilities reclassified as held for sale during these periods. These reclassifications had no effect on our reported net income (loss).

You should read the selected financial data in this table together with, and such selected financial data is qualified by reference to, our consolidated financial statements and the notes to those restated consolidated financial statements in Item 8 of this report and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of this report.

	As of and for the years ended				
	December 31,				
	2018	2017	2016	2015	2014
(in thousands, except per share data)					
<b>Income Statement Data:</b>					
Interest income	\$ 147,960	\$ 122,020	\$ 102,219	\$ 83,530	\$ 70,720
Interest expense	27,111	15,340	12,253	13,599	11,295
Net interest income	120,849	106,680	89,966	69,931	59,425
Provision for loan and lease losses	3,585	2,920	3,360	2,100	1,202
Net interest income after provision for loan and lease losses	117,264	103,760	86,606	67,831	58,223
Non-interest income	153,795	91,548	42,486	133,067	85,049
Non-interest expense	151,278	154,914	198,573	194,088	135,980
Income (loss) before income tax benefit	119,781	40,394	(69,481)	6,810	7,292
Income tax expense (benefit)	32,241	23,056	(12,664)	1,450	(14,523)
Net income (loss) from continuing operations	87,540	17,338	(56,817)	5,360	21,815
Net income (loss) discontinued operations net of tax	1,137	4,335	(39,675)	8,072	35,294
Net income (loss) available to common shareholders	\$ 88,677	\$ 21,673	\$ (96,492)	\$ 13,432	\$ 57,109
Net income (loss) per share from continuing operations - basic	\$ 1.55	\$ 0.31	\$ (1.28)	\$ 0.14	\$ 0.58
Net income (loss) per share from discontinued operations - basic	\$ 0.02	\$ 0.08	\$ (0.89)	\$ 0.21	\$ 0.94
Net income (loss) per share - basic	\$ 1.57	\$ 0.39	\$ (2.17)	\$ 0.35	\$ 1.52
Net income (loss) per share from continuing operations - diluted	\$ 1.53	\$ 0.31	\$ (1.28)	\$ 0.14	\$ 0.57
Net income (loss) per share from discontinued operations - diluted	\$ 0.02	\$ 0.08	\$ (0.89)	\$ 0.21	\$ 0.92
Net income (loss) per share - diluted	\$ 1.55	\$ 0.39	\$ (2.17)	\$ 0.35	\$ 1.49
<b>Balance Sheet Data:</b>					
Total assets	\$ 4,437,911	\$ 4,708,147	\$ 4,858,114	\$ 4,765,823	\$ 4,986,317
Total loans, net of unearned costs	1,504,777	1,392,228	1,222,911	1,078,077	874,593
Allowance for loan and lease losses	8,653	7,096	6,332	4,400	3,638
Total cash and cash equivalents	554,302	908,935	999,059	1,155,162	1,114,235
Deposits	3,935,714	4,260,842	4,238,304	4,414,757	4,621,784
Shareholders' equity	406,776	324,149	298,963	320,001	319,023
<b>Selected Ratios:</b>					
Return on average assets	2.07%	nm	nm	0.29%	1.28%
Return on average common equity	24.26%	nm	nm	4.20%	20.17%
Net interest margin	3.19%	3.04%	2.74%	2.37%	2.60%
Book value per common share	\$ 7.22	\$ 5.81	\$ 5.40	\$ 8.47	\$ 8.46
<b>Selected Capital and Asset Quality Ratios:</b>					
Equity/assets	9.17%	6.88%	6.15%	6.71%	6.40%
Tier I capital to average assets	10.11%	7.90%	6.90%	7.17%	7.07%
Tier 1 or common equity capital to total risk-weighted assets	20.64%	16.73%	13.34%	14.67%	11.54%
Total capital to total risk-weighted assets	21.07%	17.09%	13.63%	14.88%	11.67%
Allowance for loan and lease losses to total loans	0.58%	0.51%	0.52%	0.41%	0.42%

nm = not meaningful

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

The following discussion provides information to assist in understanding our financial condition and results of operations. This discussion should be read in conjunction with our consolidated financial statements and related notes appearing in Item 8 of this report.

### Overview

In 2018, we recorded net income of \$87.5 million and income before tax of \$119.8 million in continuing operations compared to \$17.3 million and \$40.4 million, respectively, in 2017. The increase in income before tax of \$79.4 million reflected a \$65.0 million gain on sale of the Safe Harbor Individual Retirement Account (SHIRA) portfolio. The balance of the increase primarily reflected an increase in net interest income. Net interest income increased \$14.2 million, or 13.3%, to \$120.8 million from \$106.7 million in 2017, primarily reflecting the impact of loan growth and higher loan yields resulting from Federal Reserve rate increases. In 2018 compared to 2017, the primary drivers of fee income, prepaid fees and fees on ACH, card and other payment processing fees, increased \$3.6 million, or 6.0%, to \$63.3 million. Gain on sale of loans increased \$2.6 million, or 14.4%, to \$20.5 million which resulted primarily from a higher volume of loans sold into securitizations in 2018. Service fees on deposit accounts decreased \$3.2 million, or 46.6%, to \$3.6 million as a result of the sale of the SHIRA portfolio. As a result of the sale of the SHIRA portfolio, this income category will be substantially eliminated. In 2018, \$3.7 million of charges resulted from the investment in unconsolidated entity while in 2017 there were \$20,000 of such charges. That investment resulted from the sale of certain discontinued loans into a securitization in 2014. See Note W to the financial statements.

In 2018, total non-interest expense decreased \$3.6 million, or 2.3%, to \$151.3 million, reflecting a \$4.0 million reduction in data processing expense resulting from a renegotiated contract and reduced transaction volume resulting from the planned exit of an affinity group which had changed ownership. In 2017, income tax expense was impacted by legislation reducing federal corporate income tax rates. As a result, deferred tax assets were adjusted to the new rates, decreasing the value of those assets and increasing tax expense in that year. The lower 21% corporate tax rate was effective for 2018 and the combined federal and state income tax rate in 2018 was 27%.

We are working with our regulators to satisfy BSA and other compliance requirements and believe we are progressing. Our BSA and compliance efforts included the use of companies specializing in those areas which resulted in \$29.1 million of expense in 2016 which is shown separately in the consolidated statement of operations. Since 2016, ongoing BSA and other compliance expenses are reflected in salaries, software and consulting expense.

In 2014, we discontinued our Philadelphia commercial lending operations following our determination that those operations were inconsistent with our strategic focus on what we believe to be lower risk and more granular and national lines of business. We currently focus our lending activities upon four specialty lending segments: SBLOC loans, SBA loans, vehicle fleet and equipment leasing, and the origination of loans for sale into commercial securitizations. These loans are made nationally. The majority of the \$39.7 million loss in discontinued operations in 2016 resulted from loans against a Florida mall which were written down by \$23.9 million as a result of an "as is" appraisal when the loans became non-performing. We are pursuing the sale of that property. At year end 2018, our net discontinued assets amounted to \$197.8 million compared to \$304.3 million at year end 2017. As these balances are reduced, either through sales or repayment, we plan to invest the proceeds into our continuing lending lines.

### Critical Accounting Policies and Estimates

Our accounting and reporting policies conform with generally accepted accounting principles in the United States and to general practices within the financial services industry. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the accompanying notes. Actual results could differ from those estimates. We believe that the determination of our allowance for loan and lease losses and our determination of the fair value of financial instruments involve a higher degree of judgment and complexity than our other significant accounting policies.

We determine our allowance for loan and lease losses with the objective of maintaining a reserve level we believe to be sufficient to absorb our estimated probable credit losses. We base our determination of the adequacy of the allowance on periodic evaluations of our loan portfolio and other relevant factors. However, this evaluation is inherently subjective as it requires material estimates, including, among others, expected default probabilities, the amount of loss we may incur on a defaulted loan, expected

commitment usage, the amounts and timing of expected future cash flows on impaired loans, value of collateral, estimated losses on consumer loans and residential mortgages, and general amounts for historical loss experience. We also evaluate economic conditions and uncertainties in estimating losses and inherent risks in our loan portfolio. To the extent actual outcomes differ from our estimates, we may need additional provisions for loan losses. Any such additional provisions for loan losses will be a direct charge to our earnings. See "Allowance for Loan and Lease Losses".

The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. We estimate the fair value of a financial instrument using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. When the financial instruments are not actively traded, other observable market inputs, such as quoted prices of securities with similar characteristics, may be used, if available, to determine fair value. When observable market prices do not exist, we estimate fair value. Our valuation methods and inputs consider factors such as types of underlying assets or liabilities, rates of estimated credit losses, interest rate or discount rate and collateral. Our best estimate of fair value involves assumptions including, but not limited to, various performance indicators, such as historical and projected default and recovery rates, credit ratings, current delinquency rates, loan-to-value ratios and the possibility of obligor refinancing.

At the end of each quarter, we assess the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period.

We periodically review our investment portfolio to determine whether unrealized losses on securities are temporary, based on evaluations of the creditworthiness of the issuers or guarantors, and underlying collateral, as applicable. In addition, we consider the continuing performance of the securities. We recognize credit losses through the consolidated statement of operations. If management believes market value losses are temporary and that we have the ability and intention to hold those securities to maturity, we recognize the reduction in other comprehensive income, through equity. We evaluate whether an other than temporary impairment exists by considering primarily the following factors: (a) the length of time and extent to which the fair value has been less than the amortized cost of the security, (b) changes in the financial condition, credit rating and near-term prospects of the issuer, (c) whether the issuer is current on contractually obligated interest and principal payments, (d) changes in the financial condition of the security's underlying collateral and (e) the payment structure of the security. If other than temporary impairment is determined, we estimate expected future cash flows to determine the credit loss amount with a quantitative and qualitative process that incorporates information received from third-party sources and internal assumptions and judgments regarding the future performance of the security.

We account for our stock-based compensation plans based on the fair value of the awards made, which include stock options, restricted stock, and performance based shares. To assess the fair value of the awards made, management makes assumptions as to expected stock price volatility, option terms, forfeiture rates and dividend rates. All of these estimates and assumptions may be susceptible to significant change that may impact earnings in future periods.

We account for income taxes under the liability method whereby we determine deferred tax assets and liabilities based on the difference between the carrying values on our consolidated financial statements and the tax basis of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences reverse. Deferred tax expense (benefit) is the result of changes in deferred tax assets and liabilities.

#### **Financial Statement Restatement**

We have adjusted our financial statement presentation for items related to discontinued operations. Separately, we have restated our financial statements for periods from 2010 through September 30, 2014, the last date through which financial statements previously had been filed prior to our filing of our Annual Report on Form 10-K for the year ended December 31, 2014 in September 2015. The restatement reflected the recognition of provisions for loan losses and loan charge-offs for discontinued operations in periods earlier than those in which those charges were initially recognized. The majority of these loan charges were originally recognized in 2014, primarily in the third quarter, when commercial lending operations were discontinued.

## Regulatory Actions

The Bank entered into a Stipulation and Consent to the Issuance of a Consent Order effective August 7, 2012, which we refer to as the 2012 Consent Order. The Bank took this action without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation. Under the 2012 Consent Order, the Bank agreed to increase its supervision of third-party relationships, develop new written compliance and related internal audit compliance programs, develop a new third-party risk management program and screen new third-party relationships as provided in the Consent Order. As part of the Consent Order, the Bank agreed to pay a civil money penalty in the amount of \$172,000, which was paid in 2012. The 2012 Consent Order was amended and restated in 2015 as noted below.

On June 5, 2014, the Bank entered into a Stipulation and Consent to the Issuance of a Consent Order with the FDIC, which we refer to as the 2014 Consent Order. The Bank took this action without admitting or denying any charges of unsafe or unsound banking practices or violations of law or regulation relating to the Bank's Bank Secrecy Act, or BSA, compliance program. The 2014 Consent Order requires the Bank to take certain affirmative actions to comply with its BSA obligations. Satisfaction of the requirements of the 2014 Consent Order is subject to the review of the FDIC and the Delaware State Bank Commissioner. The Bank has and expects to continue to expend significant management and financial resources to address the Bank's BSA compliance program which will reduce our net income. Expenses associated with the required look back review were significant in 2015 and 2016. The look back review was completed in the third quarter of 2016.

Until the Bank submits to the FDIC a report summarizing the completion of certain BSA-related corrective action ("BSA Report"), the 2014 Consent Order restricts the Bank from signing and boarding new independent sales organizations, establishing new non-benefit reloadable prepaid card programs and originating Automated Clearing House transactions for new merchant-related payments. Until the BSA Report is submitted to and approved by the FDIC and Delaware State Bank Commissioner, those aspects of the growth of our card payment processing and prepaid card operations will be affected, which, unless offset by growth from existing customers and new customers in other areas of our prepaid card operations, could reduce growth of our deposits and non-interest income and, possibly, limit our ability to raise additional capital on acceptable terms.

On August 27, 2015, the Bank entered into an Amendment to Consent Order, or the 2014 Consent Order Amendment, with the FDIC, amending the 2014 Consent Order. The Bank took this action without admitting or denying any additional charges of unsafe or unsound banking practices or violations of law or regulation relating to continued weaknesses in the Bank's BSA compliance program. The 2014 Consent Order Amendment provides that the Bank shall not declare or pay any dividend without the prior written consent of the FDIC and for certain assurances regarding management.

On May 11, 2015, the Federal Reserve issued a letter, or the Supervisory Letter, to us as a result of the 2014 Consent Order and the 2014 Consent Order Amendment, (which, at the time of the Supervisory Letter, was in proposed form), which provides that we shall not pay any dividends on our common stock or make any interest payments on our trust preferred securities, without the prior written approval of the Federal Reserve. It further provides that we may not incur any debt (excluding payables in the ordinary course of business) or redeem any shares of our stock, without the prior written approval of the Federal Reserve.

On December 23, 2015, the Bank entered into a Stipulation and Consent to the Issuance of an Amended Consent Order, Order for Restitution, and Order to Pay Civil Money Penalty with the FDIC, which we refer to as the 2015 Consent Order. The Bank took this action without admitting or denying any charges of violations of law or regulation. The 2015 Consent Order amended and restated in its entirety the terms of the 2012 Consent Order.

The 2015 Consent Order was based on FDIC allegations regarding electronic fund transfer, or EFT, error resolution practices, account termination practices and fee practices of various third parties with whom the Bank had previously provided, or currently provides, deposit-related products whom we refer to as Third Parties. The 2015 Consent Order continues the Bank's obligations originally set forth in the 2012 Consent Order, including its obligations to increase board oversight of the Bank's compliance management system, or CMS, improve the Bank's CMS, enhance its internal audit program, increase its management and oversight of Third Parties, and correct any apparent violations of law.

In addition to restating the general terms of the 2012 Consent Order, the 2015 Consent Order directs the Bank's Board of Directors to establish a Complaint and Error Claim Oversight and Review Committee, which we refer to as the Complaint and Error Claim Committee to review and oversee the Bank's processes and practices for handling, monitoring and resolving consumer complaints and EFT error claims (whether received directly or through Third Parties) and to review management's plans for correcting



any weaknesses that may be found in such processes and practices. The Bank's Board of Directors appointed the required Complaint and Error Claim Committee on January 29, 2016.

The 2015 Consent Order also requires the Bank to implement a corrective action plan, or CAP, to remediate and provide restitution to those prepaid cardholders who asserted or attempted to assert, or were discouraged from initiating EFT error claims and to provide restitution to cardholders harmed by EFT error resolution practices. The 2015 Consent Order requires that if, through the CAP, the Bank identifies prepaid cardholders who have been adversely affected by a denial or failure to resolve an EFT error claim, the Bank will ensure that monetary restitution is made. Neither we nor the Bank can predict the amount of any restitution which may be required, or the amount, if any, that the Bank may pay in connection therewith. Under the Bank's agreements with Third Parties, we believe that restitution is reimbursable to the Bank. The CAP is currently being implemented. To date, \$20,908.83 of restitution has been paid to consumers under the CAP of which \$579.29 has been paid by the Bank and the remaining amount by Third Parties.

The 2015 Consent Order also imposed a \$3 million civil money penalty on the Bank, which the Bank has paid and which was recognized as expense in the fourth quarter of 2015.

In December 2014, the FDIC issued new guidance which reclassified the Bank's prepaid card deposits and most other deposits as brokered deposits because such deposits are obtained with the assistance of third parties. The reclassification resulted in a 10 basis point increase in our assessment rate which is reflected in the increased FDIC insurance expense in subsequent periods. A reduction in the assessment rate will depend on future FDIC evaluations of the Bank. The Bank's deposits do not exhibit the volatility normally associated with brokered deposits obtained through deposit brokers and are considered to be stable and lower cost.

On March 7, 2018, the Bank entered into a Stipulation and Consent to Order for Restitution and Order To Pay Civil Money Penalty with the FDIC, which we refer to as the 2018 Restitution Order and 2018 CMP Order, respectively. The Bank took this action without admitting or denying any alleged violations of law or regulation. The FDIC's action principally emanates from one of the Bank's third-party payment processors ("Third-Party Processor") that suffered an internal system programming glitch. This inadvertently resulted in consumers that engaged in signature-based point of sale transactions during the period from December 2010 to November 2014 being charged a greater fee than what was disclosed by the Bank. The FDIC alleged the Bank's incorrect fee imposition due to the Third-Party Processor error was an unfair or deceptive act or practice and violated Section 5 of the Federal Trade Commission Act. The 2018 Restitution Order requires the Bank to develop a written Restitution Plan, subject to independent audit and FDIC non-objection, to ensure impacted consumers are compensated for any incorrectly charged fees. The 2018 Restitution Order requires the Bank to make such reimbursements if not otherwise made by the Third-Party Processor and the Bank is indemnified by the Third-Party Processor for such reimbursements. Impacted consumers have been reimbursed by the Third-Party Processor at its own expense. The Bank is in the process of complying with the written documentation and audit requirements of the Restitution Order. The 2018 CMP Order imposed a \$2 million civil money penalty on the Bank which the Bank has paid, and was recognized as expense on September 30, 2017. The civil money penalty is not subject to any indemnification or recovery from any third party.

## **Results of Operations**

*Overview:* Net interest income continued its upward trend in 2018 and 2017 primarily as a result of SBLOC, SBA and leasing growth, higher gain on sale of commercial loans originated for sale and higher yields. Higher yields reflected the impact of the Federal Reserve's interest rate increases. From year end 2017 to year end 2018, SBLOC, SBA and leasing balances grew 8%, 17% and 5%, respectively. In both 2018 and 2017, the Federal Reserve increased short term rates, which resulted in the higher loan yields. The impact of the Federal Reserve's December 2018 25 basis point rate increase, and any other future potential increases, should result in higher levels of interest income in 2019, partially offset by lesser expected increases in funding costs. While our loans generally adjust more fully to Federal Reserve interest rate increases, funding costs generally increase to only a fraction of such rate increases. For 2018 funding costs were 30 basis points higher than 2017 compared to an increase of 49 basis points in yield on interest earning assets. Reflecting the above factors, net interest income increased by \$14.2 million or 13.3% in 2018 compared to the prior year. The provision for loan and lease losses increased \$665,000 to \$3.6 million in 2018 reflecting higher provisions for SBA non-real estate and leasing. Non-interest income in 2018 increased by \$62.2 million. That increase reflected a \$65.0 million gain on sale of the SHIRA portfolio.

Primarily as a result of the \$14.2 million increase in net interest income and the \$65 million gain on sale of the SHIRA portfolio, income before tax increased by \$79.4 million in 2018. In the short term, we believe that interest expense will increase and

interest income on federal funds sold will decrease as a result of the transfers of approximately \$400 million of deposits related to the SHIRA portfolio sale in the second and third quarters of 2018.

In 2018 compared to 2017, the primary drivers of fee income, prepaid fees and fees on ACH, card and other payment processing fees, increased 6.0% to \$63.3 million. Gain on sale of loans increased \$2.6 million to \$20.5 million which resulted primarily from a higher volume of loans sold into securitizations in 2019. Service fees on deposit accounts decreased \$3.2 million as a result of the sale of the SHIRA portfolio. Additionally, in 2018, \$3.7 million of charges resulted from the investment in unconsolidated entity while such charges in 2017 were \$20,000. That investment resulted from the sale of certain discontinued loans into a securitization in 2014. See Note W to the financial statements.

In 2018, total non-interest expense decreased \$3.6 million to \$151.3 million, reflecting a \$4.0 million reduction in data processing expense resulting from a renegotiated contract and reduced transaction volume resulting from the planned exit of an affinity group which had changed ownership. Salary and benefits expense increased by \$4.0 million reflecting higher BSA and compliance expenses and higher incentive compensation expense. In 2017, non-interest expense included \$2.3 million of expense for an FDIC civil money penalty. FDIC insurance expense decreased \$1.3 million in 2018, primarily as a result of a decrease in the insurance rate applicable to the Bank.

In 2017, income tax expense was impacted by legislation reducing federal corporate income tax rates. As a result, deferred tax assets were adjusted to the new rates, decreasing the value of those assets and increasing tax expense in that year. The lower 21% corporate tax rate was effective for 2018 and the combined federal and state income tax rate in 2018 was 27%.

In 2014, the Bank discontinued its regional Philadelphia commercial loan division to focus on its aforementioned national specialty lending lines of business. The majority of a \$40.0 million loss in 2016 in discontinued operations resulted from loans against a Florida mall which were written down by \$23.9 million as a result of an "as is" appraisal when the loans became non-performing. We have taken ownership of that mall property and are pursuing its sale. At year end 2018, our net discontinued assets amounted to \$197.8 million compared to \$304.3 million at year end 2017. Net commercial discontinued loans included in those totals were, respectively, \$118.1 million and \$209.5 million. These loans consisted primarily of loans secured by commercial real estate including construction and land loans. As these balances are reduced, either through sales or repayment, we plan to invest the proceeds into our continuing lending lines. Efforts to sell or otherwise dispose of these loans continue and if not sold, the loans will be retained. We also retain the financing receivable of \$59.3 million from the 2014 Walnut Street securitization. See Note W to the financial statements. That entity is also primarily comprised of discontinued commercial real estate loans, including construction and land loans or real estate collateral resulting from the default of such loans.

At December 31, 2018, our total loans amounted to \$1.50 billion, an increase of \$112.5 million, or 8%, over the \$1.39 billion balance at December 31, 2017. Our investment securities available for sale decreased \$58.2 million to \$1.23 billion from \$1.29 billion between those respective dates. The decrease in our investment securities balances reflected the reinvestment of maturities into higher yielding loans.

*Net Income: 2018 compared to 2017.* Net income from continuing operations was \$87.5 million in 2018 compared to \$17.3 million in 2017 while income before taxes was, respectively, \$119.8 million and \$40.4 million, an increase of \$79.4 million. In 2018, net interest income grew by \$14.2 million and non-interest income increased \$62.2 million which accounted for the majority of the increase. The \$14.2 million, or 13.3%, increase in 2018 net interest income over 2017 resulted primarily from loan growth and higher yields, reflecting Federal Reserve rate increases. From year end 2017 to year end 2018, SBLOC, SBA and leasing balances grew 8%, 17% and 5%, respectively. The \$62.2 million increase in non-interest income reflected a \$65.0 million gain on sale of the SHIRA portfolio and a \$3.2 million reduction in service fees on deposit accounts related to that portfolio.

In 2018 compared to 2017, the primary drivers of fee income, prepaid fees and fees on ACH, card and other payment processing fees, increased 6% to \$63.3 million. Gain on sale of loans increased \$2.6 million to \$20.5 million which resulted primarily from a higher volume of loans sold into securitizations in 2019. Additionally, in 2018, \$3.7 million of charges resulted from the investment in unconsolidated entity while such charges in 2017 were \$20,000. That investment resulted from the sale of certain discontinued loans into a securitization in 2014. See Note W to the financial statements. In 2018, total non-interest expense decreased \$3.6 million to \$151.3 million, reflecting a \$4.0 million reduction in data processing expense resulting from a renegotiated contract and reduced transaction volume resulting from the planned exit of an affinity group which had changed ownership. Salary and benefits expense increased by \$4.0 million reflecting higher BSA and compliance expenses and higher incentive compensation

expense. In 2017, non-interest expense included \$2.3 million of expense for an FDIC civil money penalty. FDIC insurance expense decreased \$1.3 million in 2018, primarily as a result of a decrease in the insurance rate applicable to the Bank.

In 2017, income tax expense was impacted by legislation reducing federal corporate income tax rates. As a result, deferred tax assets were adjusted to the new rates, decreasing the value of those assets and increasing tax expense in that year. The lower 21% corporate tax rate was effective for 2018 and the combined federal and state income tax rate in 2018 was 27%.

Reflecting these changes, net income from continuing operations amounted to \$87.5 million in 2018 compared to \$17.3 million in 2017, or continuing operations earnings per diluted share of \$1.53 compared to \$0.31 in 2017. Net income from discontinued operations was \$1.1 million for 2018 compared to \$4.3 million for 2017. Including discontinued operations, diluted income per share was \$1.55 for 2018 compared to \$0.39 for 2017 on net income of \$88.7 million and \$21.7 million, respectively.

*Net Income: 2017 compared to 2016.* Net income from continuing operations was \$17.3 million in 2017 as compared to a net loss of \$56.8 million in 2016. In 2017, net interest income grew by \$16.7 million and non-interest income increased \$11.5 million after adjusting 2016 for a \$37.5 million change in value of investment in unconsolidated entity, noted previously. The \$16.7 million, or 18.6%, increase in 2017 net interest income over 2016 resulted primarily from loan growth and higher yields in targeted specialty lending segments, primarily SBLOC, SBA and leasing. The \$11.5 million increase in non-interest income reflected a \$15.0 million increase in gain on sale of loans into securitizations and a \$2.0 million, or 4.0%, increase in prepaid fees to approximately \$53.4 million. In 2017, a \$2.5 million gain on the sale of our health savings accounts was offset by a loss of \$3.4 million on the sale of our European prepaid operations. The largest decrease in other non-interest expense in 2017 was the conclusion of the BSA and look back consulting expenses in the third quarter of 2016. These expenses amounted to \$29.1 million in 2016. Salaries decreased \$6.1 million primarily due to company-wide staff reductions made at the end of the third quarter of 2016, which reversed an increasing trend. Data processing expense decreased in 2017 by \$4.5 million primarily due to contract renegotiations. Legal expense increased \$1.4 million reflecting increased SEC subpoena expense related to the restatement of the financial statements. We expect SEC subpoena expense to continue to be significant through the completion of the SEC's inquiries. Software expense increased \$1.4 million which reflected additional information technology infrastructure to improve efficiency and scalability, including BSA software to satisfy BSA regulatory requirements. A decrease in other non-interest expense of \$3.9 million resulted primarily from a \$2.2 million decrease in travel and entertainment expense. In 2017, income tax expense was impacted by legislation reducing corporate income tax rates. As a result, deferred tax assets were adjusted to the new rates, lowering their value and increasing tax expense. The lower 21% federal tax rate resulted in a combined 27% federal and state income tax rate in 2018. Reflecting these changes, net income from continuing operations amounted to \$17.3 million in 2017 compared to net loss of \$56.8 million in 2016, or continuing operations earnings per diluted share of \$0.31 compared to continuing operations loss per share of \$1.28 in 2016. Net income from discontinued operations was \$4.3 million for 2017 compared to net loss from discontinued operations of \$39.7 million for 2016. Including discontinued operations, diluted income per share was \$0.39 for 2017 compared to loss per share of \$2.17 for 2016 on net income of \$21.7 million and net loss of \$96.5 million, respectively.

*Net Interest Income: 2018 compared to 2017.* Our net interest income for 2018 increased to \$120.8 million, an increase of \$14.2 million, or 13.3%, from \$106.7 million for 2017, reflecting a \$25.9 million, or 21.3%, increase in interest income to \$148.0 million from \$122.0 million for 2017. The increase in net interest income resulted primarily from higher loan balances and higher yields. Our average loans and leases increased 8.5% to \$1.94 billion in 2018 from \$1.78 billion for 2017, while related interest income increased \$16.0 million on a tax equivalent basis. Our average investment securities were \$1.38 billion for 2018 compared to \$1.30 billion for 2017, while related interest income increased \$5.7 million on a tax equivalent basis. Yields on both loans and investment securities increased as a result of the impact of the Federal Reserve's rate increases on variable rate loans and securities. As a result of the July 2018 sale of the SHIRA portfolio, we believe that, in the short term, interest expense will increase and interest income on federal funds sold will decrease as a result of the related transfers of approximately \$400 million of deposits in the second and third quarters of 2018.

Our net interest margin (calculated by dividing net interest income by average interest earning assets) for 2018 increased 15 basis points to 3.19% from 3.04% for 2017. The increase reflected higher yields on variable rate loans and securities resulting from the aforementioned Federal Reserve increases. The average yield on our interest earning assets increased to 3.86% from 3.37% for 2017, an increase of 49 basis points, while the cost of total deposits and interest bearing liabilities increased to 0.70% for 2018 from 0.40% for 2017, an increase of 30 basis points. While variable rate loans adjusted more fully to Federal Reserve rate increases, deposits adjusted only partially to Federal Reserve increases on deposits. In 2018, average demand and interest checking deposits amounted to \$3.50 billion, compared to \$3.37 billion in 2017, an increase of 3.8%. The yield on those deposits increased to .66% in 2018 compared to .36% in 2017. Savings and money market balances averaged \$362.3 million in 2018 compared to \$439.6 million

in 2017 with an average 0.79% rate in 2018 compared to .51% in 2017. The decrease reflected the SHIRA sale which comprises the majority of these balances.

*Net Interest Income: 2017 compared to 2016.* Our net interest income for 2017 increased to \$106.7 million, an increase of \$16.7 million, or 18.6%, from \$90.0 million for 2016, reflecting a \$19.8 million, or 19.4%, increase in interest income to \$122.0 million from \$102.2 million for 2016. The increase in net interest income resulted primarily from higher loan balances and yields in SBLOC, SBA and leasing. Loans generated for sale in secondary markets until those loans are sold or securitized, also contributed significant interest income. Additionally, in 2017, the Federal Reserve increased short term rates by 75 basis points in total while in December 2016 it had increased those rates by 25 basis points. Those increases resulted in higher yields on those loans which immediately adjust to changes in market interest rates. Such loans comprise the majority of our loans. The 2017 increases and any future rate increases we expect should further increase net interest income. Our average loans and leases increased 11.0% to \$1.78 billion in 2017 from \$1.61 billion for 2016, while related interest income increased \$11.5 million on a tax equivalent basis. Our average investment securities were \$1.30 billion for 2017 compared to \$1.36 billion for 2016, while related interest income increased \$4.2 million on a tax equivalent basis. The increase was largely due to floating rate securities which adjusted to the Federal Reserve's interest rate increases.

Our net interest margin (calculated by dividing net interest income by average interest earning assets) for 2017 increased 30 basis points to 3.04% from 2.74% for 2016. The increase reflected higher yields on loans and floating rate securities resulting from the aforementioned Federal Reserve increases. For 2017, the average yield on our interest earning assets increased to 3.37% from 2.98% for 2016, an increase of 39 basis points. The cost of total deposits for 2017 increased to 0.38% from 0.30% for 2016. The cost of total deposits and interest bearing liabilities also increased to 0.40% for 2017 from 0.31% for 2016. These increases reflected the lesser impact of the Federal Reserve increases on deposits. In 2017, average demand and interest checking deposits amounted to \$3.37 billion, compared to \$3.35 billion in 2016, an increase of 0.7%. Average savings and money market balances comprise a minimal portion of the Bank's funding and averaged \$439.6 million in 2017 with an average 0.51% rate.

*Average Daily Balances.* The following table presents the average daily balances of assets, liabilities and shareholders' equity and the respective interest earned or paid on interest earning assets and interest bearing liabilities, as well as average rates for the periods indicated:

	Year ended December 31,					
	2018			2017		
	Average balance	Interest	Average rate	Average balance	Interest	Average rate
	(dollars in thousands)					
<b>Assets:</b>						
Interest earning assets:						
Loans net of deferred fees and costs **	\$ 1,915,456	\$ 94,232	4.92%	\$ 1,763,392	\$ 78,033	4.43%
Leases - bank qualified*	20,025	1,370	6.84%	20,750	1,613	7.77%
Investment securities-taxable	1,375,566	41,994	3.05%	1,284,941	36,121	2.81%
Investment securities-nontaxable*	8,631	262	3.04%	14,094	470	3.33%
Interest earning deposits at Federal Reserve Bank	460,577	8,737	1.90%	495,568	5,202	1.05%
Federal funds sold and securities purchased under agreements to resell	59,157	1,708	2.89%	61,309	1,310	2.14%
Net interest earning assets	3,839,412	148,303	3.86%	3,640,054	122,749	3.37%
Allowance for loan and lease losses	(7,528)			(6,865)		
Assets held for sale from discontinued operations	253,348	8,810	3.48%	310,058	12,655	4.08%
Other assets	190,252			221,096		
	<u>\$ 4,275,484</u>			<u>\$ 4,164,343</u>		
<b>Liabilities and Shareholders' Equity:</b>						
Deposits:						
Demand and interest checking	\$ 3,499,288	\$ 23,068	0.66%	\$ 3,371,969	\$ 12,155	0.36%
Savings and money market	362,267	2,878	0.79%	439,625	2,263	0.51%
Total deposits	3,861,555	25,946	0.67%	3,811,594	14,418	0.38%
Short-term borrowings	20,346	451	2.22%	24,224	336	1.39%
Securities sold under agreements to repurchase	173	-	0.00%	239	-	0.00%
Subordinated debt	13,401	714	5.33%	13,401	586	4.37%
Total deposits and interest bearing liabilities	3,895,475	27,111	0.70%	3,849,458	15,340	0.40%

Other liabilities	14,546	3,329
Total liabilities	<u>3,910,021</u>	<u>3,852,787</u>
Shareholders' equity	365,463	311,556
	<u>\$ 4,275,484</u>	<u>\$ 4,164,343</u>
Net interest income on tax equivalent basis *	<u>\$ 130,002</u>	<u>\$ 120,064</u>
Tax equivalent adjustment	<u>343</u>	<u>729</u>
Net interest income	<u>\$ 129,659</u>	<u>\$ 119,335</u>
Net interest margin *	<u>3.19%</u>	<u>3.04%</u>

\* Full taxable equivalent basis, using 21% and 35% respective statutory tax rates in 2018 and 2017.

\*\* Includes loans held for sale.

	Year ended December 31,		
	2016		
	Average balance	Interest (dollars in thousands)	Average rate
<b>Assets:</b>			
Interest earning assets:			
Loans net of unearned fees and costs **	\$ 1,587,306	\$ 66,436	4.19%
Leases - bank qualified*	20,718	1,748	8.44%
Investment securities-taxable	1,303,445	31,219	2.40%
Investment securities-nontaxable*	54,271	1,139	2.10%
Interest earning deposits at Federal Reserve Bank	466,728	2,237	0.48%
Federal funds sold and securities purchased under agreements to resell	<u>30,448</u>	<u>450</u>	1.48%
Net interest earning assets	3,462,916	103,229	2.98%
Allowance for loan and lease losses	(4,741)		
Assets held for sale from discontinued operations	490,115	18,275	3.73%
Other assets	<u>266,777</u>		
	<u>\$ 4,215,067</u>		
<b>Liabilities and Shareholders' Equity:</b>			
Deposits:			
Demand and interest checking	\$ 3,347,191	\$ 9,399	0.28%
Savings and money market	394,434	1,526	0.39%
Time	<u>77,576</u>	<u>447</u>	0.58%
Total deposits	3,819,201	11,372	0.30%
Short-term borrowings	57,517	359	0.62%
Securities sold under agreements to repurchase	685	2	0.29%
Subordinated debentures	<u>13,401</u>	<u>520</u>	3.88%
Total deposits and interest bearing liabilities	3,890,804	12,253	0.31%
Other liabilities	<u>14,916</u>		
Total liabilities	3,905,720		
Shareholders' equity	<u>309,347</u>		
	<u>\$ 4,215,067</u>		
Net interest income on tax equivalent basis *		<u>\$ 109,251</u>	
Tax equivalent adjustment		<u>1,010</u>	
Net interest income		<u>\$ 108,241</u>	
Net interest margin *		<u>2.74%</u>	

\* Full taxable equivalent basis, using a 35% statutory tax rate.

\*\* Includes loans held for sale.

In 2018, average interest earning assets increased to \$3.84 billion, an increase of \$199.4 million, or 5.5%, from 2017. The increase reflected a \$151.3 million, or 8.5%, increase in average loans and leases. The increase resulted primarily from higher balances in SBLOC, SBA and leasing. Average balances of investment securities increased \$85.2 million, or 6.6%, as reinvestments were accelerated when long term rates increased. Average demand and interest checking deposits increased \$127.3 million, or 3.8%.

*Volume and Rate Analysis.* The following table sets forth the changes in net interest income attributable to either changes in volume (average balances) or to changes in average rates from 2016 through 2018 on a tax equivalent basis. The changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

	2018 versus 2017			2017 versus 2016		
	Due to change in:			Due to change in:		
	Volume	Rate	Total	Volume	Rate	Total
	(in thousands)					
Interest income:						
Taxable loans net of unearned discount	\$ 7,057	\$ 9,142	\$ 16,199	\$ 7,648	\$ 3,949	\$ 11,597
Bank qualified tax free leases net of unearned discount	(55)	(188)	(243)	3	(138)	(135)
Investment securities-taxable	2,646	3,227	5,873	(436)	5,338	4,902
Investment securities-nontaxable	(169)	(39)	(208)	(3,272)	2,603	(669)
Interest earning deposits	(339)	3,874	3,535	146	2,819	2,965
Federal funds sold	(44)	442	398	597	263	860
Assets held for sale from discontinued operations	(2,125)	(1,720)	(3,845)	(7,569)	1,949	(5,620)
Total interest earning assets	6,971	14,738	21,709	(2,883)	16,783	13,900
Interest expense:						
Demand and interest checking	\$ 459	\$ 10,454	\$ 10,913	\$ 70	\$ 2,686	\$ 2,756
Savings and money market	(295)	910	615	190	547	737
Time	-	-	-	(223)	(224)	(447)
Total deposit interest expense	164	11,364	11,528	37	3,009	3,046
Short-term borrowings	(42)	157	115	21	(44)	(23)
Subordinated debt	-	128	128	-	66	66
Other borrowed funds	-	-	-	(1)	(1)	(2)
Total interest expense	122	11,649	11,771	57	3,030	3,087
Net interest income:	\$ 6,849	\$ 3,089	\$ 9,938	\$ (2,940)	\$ 13,753	\$ 10,813

*Provision for Loan and Lease Losses.* Our provision for loan and lease losses was \$3.6 million for 2018, \$2.9 million for 2017 and \$3.4 million for 2016. Provisions are based on our evaluation of the adequacy of our allowance for loan and lease losses, particularly in light of current economic conditions. That evaluation reflected the impact of the levels of charge-offs which totaled \$2.2 million, \$2.2 million and \$1.5 million in 2018, 2017 and 2016, respectively, and growth in loan portfolios. The increase in the 2018 provision over 2017 reflected higher provisions for SBA non-real estate and leasing. The decrease in the 2017 provision over 2016 reflected a lower provision for other consumer loan balances, which continued to decline. At December 31, 2018, our allowance for loan and lease losses amounted to \$8.7 million, or 0.58%, of total loans. We believe that our allowance is adequate to cover expected losses. For more information about our provision and allowance for loan and lease losses and our loss experience see “—Financial Condition—Allowance for Loan and Lease Losses” and “—Summary of Loan and Lease Loss Experience,” below.

*Non-Interest Income: 2018 compared to 2017.* Non-interest income was \$153.8 million for 2018, compared to \$91.5 million for 2017. The \$62.2 million increase reflected a \$65.0 million gain on the sale of the SHIRA portfolio and a \$3.2 million reduction in service fees on deposit accounts related to that portfolio. In 2018 compared to 2017, the primary drivers of fee income, prepaid fees and fees on ACH, card and other payment processing fees, increased \$3.6 million, or 6.0%, to \$63.3 million. The majority of the growth resulted from card payment and ACH processing fees which increased \$2.3 million, or 37.0%, to \$8.7 million reflecting increases in payment volume, especially from the rapid funds transfer product. That product allows customers to transfer funds from their bank account to their payee’s account in minutes. Prepaid fees increased \$1.3 million, or 2.4%, to \$54.6 million, primarily as a

result of transaction volume increases from new clients and organic growth from existing clients. Gain on sale of loans increased \$2.6 million to \$20.5 million which resulted primarily from a higher volume of loans sold into securitizations in 2019. Additionally, in 2018, \$3.7 million of charges resulted from the investment in unconsolidated entity while such charges in 2017 were \$20,000. The charges reflected continued clarification of market and credit loss related assumptions based on information from available sources including updated market information and projections of potential future loan losses based on new facts or circumstances. See “Non-performing loans, loans 90 days delinquent and still accruing, and troubled debt restructurings” for a description of the charge related to one of those loans. The investment in unconsolidated entity resulted from the sale of certain discontinued loans into a securitization in 2014. See Note W to the financial statements. The vast majority of the \$3.6 million of service fees on deposit accounts in 2018 resulted from the IRA and health savings portfolios which have now been sold.

*Non-Interest Income: 2017 compared to 2016.* Non-interest income was \$91.5 million for 2017, compared to \$42.5 million for 2016. The \$49.1 million increase reflected the \$37.5 million reduction of charges for the change in value of investment in unconsolidated entity (Walnut Street) in 2016. The charges reflected continued clarification of market and credit loss related assumptions based on information from available sources including updated market information and projections of potential future loan losses based on new facts or circumstances. After adjustment for that charge in 2016, the \$11.5 million increase in non-interest income primarily reflected a \$15.0 million increase in loan sales into securitizations, reflecting higher margins. Prepaid card fees increased \$2.0 million, or 4.0%, from \$51.3 million to \$53.4 million in 2017 primarily as a result of transaction volume increases from new clients and organic growth from existing clients. In 2017, service fees on deposit accounts increased \$1.7 million, or 32.5%, to \$6.8 million, primarily due to increases in service charges on retirement accounts. Card payment and ACH processing fees increased \$792,000, or 14.3%, to \$6.3 million reflecting increases in payment volume. Non-interest income also reflected a \$3.4 million loss on the sale of European card operations which was partially offset by a \$2.5 million gain on sale of the remaining health savings portfolio. These sales resulted as we focused on our payments businesses which comprise the vast majority of our operations and, with respect to European operations, less risky lines of business.

*Non-Interest Expense: 2018 compared to 2017.* Total non-interest expense in 2018 was \$151.3 million, a decrease of \$3.6 million, or 2.3%, over the \$154.9 million in 2017. Salary expense increased \$4.0 million to \$79.8 million in 2018, an increase of 5.3% over the \$75.8 million in 2017. The increase reflected increases in BSA and compliance expenses and higher incentive compensation expense.

Depreciation and amortization decreased \$455,000 to \$4.0 million, or 10.2%, from \$4.5 million in 2017, which reflected reduced spending on fixed assets and equipment. Rent and occupancy decreased \$206,000 to \$5.5 million, or 3.6%, from \$5.7 million in 2017 which reflected newly leased space for the CMBS loan origination department and increased main office expense. Data processing expense decreased \$4.0 million, or 39.1%, to \$6.2 million from \$10.2 million in 2017. The decrease reflected the impact of a renegotiated data processing contract and lower account and transaction volume as a result of the planned exit of an affinity program which had changed ownership. Printing and supplies expense decreased \$448,000, or 33.1%, to \$906,000 from \$1.4 million in 2017. The decrease reflected a reduction for health savings accounts which were sold in the second quarter of 2017 and safe harbor accounts which were transferred in the third quarter of 2018. Audit expense increased \$320,000, or 19.0%, to \$2.0 million from \$1.7 million in 2017 which reflected increased regulatory and tax compliance audit fees. Legal expense decreased \$227,000, or 2.8%, to \$7.8 million from \$8.1 million in 2017. The decrease in legal expense reflected lower fees related to regulatory matters including fees associated with an SEC subpoena related to the restatement of the financial statements (see “—Regulatory Actions”). Amortization of intangible assets remained consistent at \$1.5 million in 2018 and 2017. FDIC insurance decreased \$1.3 million, or 12.7%, to \$8.8 million from \$10.1 million in 2017, which reflected the impact of a decrease in the FDIC assessment rate. Software expense increased \$707,000, or 5.6%, to \$13.3 million from \$12.6 million in 2017. The increase reflected additional information technology infrastructure to improve efficiency and scalability, including BSA software to satisfy BSA regulatory requirements. Insurance expense increased \$245,000, or 10.5%, to \$2.6 million from \$2.3 million in 2017. The increase reflected the impact of increased limits for liability coverages. Telecom and information technology network communications expense decreased \$420,000, or 23.4%, to \$1.4 million from \$1.8 million in 2017, reflecting cost cutting efforts including the closure of certain locations. Securitization and servicing expense decreased \$53,000, or 31.2%, to \$117,000 from \$170,000 in 2017. Consulting expense increased \$1.0 million, or 45.4%, to \$3.2 million from \$2.2 million in 2017. The increased expense reflected increased BSA and other regulatory compliance consulting. Other non-interest expense decreased \$199,000, or 1.5%, to \$13.3 million from \$13.5 million in 2017. The decrease resulted primarily from decreases of \$365,000 for operations losses and recoveries, \$314,000 for prepaid deposit losses, \$228,000 for correspondent bank fees and \$161,000 for customer identification expense. These decreases were partially offset by a \$573,000 increase in travel.

*Non-Interest Expense: 2017 compared to 2016.* Total non-interest expense in 2017 was \$154.9 million, a decrease of \$43.7 million, or 22.0%, over the \$198.6 million in 2016. In 2017, there was a decrease of \$29.1 million in BSA look back consulting expenses, which ended in the third quarter of 2016. Look back expenses were being incurred to analyze historical transactions for

potential BSA exceptions as required by the 2014 Consent Order. Salary expense decreased \$6.1 million to \$75.8 million in 2017, a decrease of 7.5% over the \$82.0 million in 2016. The decrease reflected bank-wide and department-wide reductions in staffing at the end of third quarter 2016. Depreciation and amortization decreased \$530,000 to \$4.5 million, or 10.6%, from \$5.0 million in 2016, which reflected reduced spending on fixed assets and equipment. Rent and occupancy decreased \$640,000 to \$5.7 million, or 10.1%, from \$6.3 million in 2016, which reflected a reduction in leased space and more efficient use of office space. Data processing expense decreased \$4.5 million, or 30.9%, to \$10.2 million from \$14.7 million in 2016. The decrease reflected the impact of a renegotiated data processing contract and lower account and transaction volume as a result of the planned exit of an affinity program which had changed ownership. It also reflected the impact of the consolidation of our call centers as an efficiency and cost cutting measure. Also in 2017, we paid a \$1.1 million one time fee to exit a data processing contract which will result in future savings. Printing and supplies expense decreased \$1.6 million, or 54.3%, to \$1.4 million from \$3.0 million in 2016. The decrease reflected elevated expense in 2016 due to service charge mailings and other communications in that year as well as cost reduction efforts. Audit expense increased \$577,000, or 52.2%, to \$1.7 million from \$1.1 million in 2016 which reflected increased regulatory compliance audit fees. Legal expense increased \$1.4 million, or 20.8%, to \$8.1 million from \$6.7 million in 2016. The increase in legal expense reflected higher fees related to regulatory matters including fees associated with an SEC subpoena related to the restatement of the financial statements (see “—Regulatory Actions”). Amortization of intangible assets increased \$125,000, or 8.9%, to \$1.5 million in 2017 from \$1.4 million in 2016. The increase resulted from the amortization of customer intangibles resulting from the purchase of approximately \$60 million of lease receivables in 2016. FDIC insurance remained relatively flat at \$10.1 million for 2017 and 2016. Software expense increased \$1.4 million, or 12.9%, to \$12.6 million from \$11.2 million in 2016. The increase reflected additional information technology infrastructure to improve efficiency and scalability including BSA software to satisfy BSA regulatory requirements. Insurance expense remained relatively flat at \$2.3 million in 2017 and 2016. Telecom and information technology network communications expense decreased \$189,000, or 9.5%, to \$1.8 million from \$2.0 million in 2016, reflecting the closure of certain locations. Securitization and servicing expense decreased \$874,000, or 83.7%, to \$170,000 from \$1.0 million in 2016. Expense in 2016 reflected expenditures related to a potential securitization for loans which were instead sold directly to a single buyer. Consulting expense decreased \$3.2 million, or 58.8%, to \$2.2 million from \$5.4 million in 2016. The decreased expense reflected reduced regulatory related and investor relations consulting. Other non-interest expense decreased \$3.9 million, or 22.4%, to \$13.5 million from \$17.4 million in 2016. The decrease resulted primarily from decreases of \$2.2 million for travel and entertainment, \$1.0 million for customer identification expense and \$745,000 for postage. The decrease in travel and entertainment expense reflected the impact of staff reductions and cost cutting efforts. The decrease in customer identification expense primarily reflected the exit of one affinity group and reduced health savings volume due to the sale of that business. The decrease in postage expense reflected the impact of the sale of the health savings business and elevated 2016 expense resulting from service charge and other communications mailings in that year.

#### **Income Tax Benefit and Expense**

Income tax expense for continuing operations was \$32.2 million for 2018 and \$23.1 million for 2017 versus a benefit of \$12.7 million for 2016. The tax expense rate of 26.9% in 2018 reflected a 21% federal statutory rate and various state rates. In addition to a federal 34% tax rate in 2017, the 57.1% tax expense rate in that year primarily reflected an adjustment through tax expense for the difference between the prior 34% and new 21% tax rate, applied to total net deferred tax assets. Tax expense in 2017 was increased by that 13% differential to recognize the decrease in future value of those deferred tax assets. The tax benefit rate of 18.2% in 2016 was lower than the 34% statutory rate for that year as a result of allowances against deferred tax assets reversed in that year. Based upon available information, we do not believe that remaining allowances will reverse in the future.

#### **Liquidity and Capital Resources**

Liquidity defines our ability to generate funds to support asset growth, meet deposit withdrawals, satisfy borrowing needs and otherwise operate on an ongoing basis. We invest the funds we do not need for daily operations primarily in our interest bearing account at the Federal Reserve.

Our primary source of funding has been deposits. In 2017, we exited deposit relationships to reduce excess balances at the Federal Reserve which earn relatively low rates of interest. While the sale of the SHIRA portfolio further reduced balances in the third and for the full fourth quarter of 2018, related deposit transfers were partially offset by growth in prepaid card and other payments deposit accounts. Interest-bearing balances at the Federal Reserve Bank, maintained on an overnight basis, averaged \$436.5 million for the fourth quarter of 2018, compared to the prior year fourth quarter average of \$386.8 million. On October 1, 2018, we had transferred the remainder of the \$400 million SHIRA portfolio's total deposits. The amounts were transferred from interest



bearing balances at the Federal Reserve Bank. The exits of deposit relationships in 2017 and 2018, continue a trend of exits in previous years, resulting from deposit growth which has exceeded liquidity requirements.

Our primary source of liquidity is available for sale securities which amounted to \$1.24 billion at December 31, 2018 compared to \$1.29 billion at December 31, 2017. In excess of \$800 million of our available for sale securities are U.S. government agency securities which are highly liquid and which may be pledged as collateral for our Federal Home Loan Bank line of credit.

Loan repayments, also a source of funds, were exceeded by new loan disbursements during 2018. As a result, at December 31, 2018 outstanding loans amounted to \$1.50 billion, compared to \$1.39 billion at the prior year end, an increase of \$112.5 million, which was generally funded by deposits. Commercial loans held for sale increased to \$688.5 million from \$503.3 million between those respective dates, an increase of \$185.2 million. In 2017 and 2018, the Company sold significant amounts of commercial loans held for sale into securitizations at six month intervals and plans to continue that practice in 2019.

While we do not have a traditional branch system, we believe that our core deposits, which include our demand, interest checking, savings and money market accounts, have similar characteristics to those of a bank with a branch system. The majority of our deposit accounts are obtained with the assistance of third parties and as a result are classified as brokered by the FDIC. The FDIC guidance for classification of deposit accounts as brokered is relatively broad, and generally includes accounts which were referred to or “placed” with the institution by other companies. If the Bank ceases to be categorized as “well capitalized” under banking regulations, it will be prohibited from accepting, renewing or rolling over brokered deposits without the consent of the FDIC. In such a case, the FDIC’s refusal to grant consent to our accepting, renewing or rolling over brokered deposits could effectively restrict or eliminate the ability of the Bank to operate its business lines as presently conducted.

We focus on customer service which we believe has resulted in a history of customer loyalty. Stability, lower cost compared to certain other funding sources and customer loyalty comprise key characteristics of core deposits which we believe are comparable to core deposits of peers with branch systems. As a result of the stability and lower cost of our transaction account deposits, we have not, unlike peers, generally required the use of more costly and volatile certificates of deposit. However, certain components of our deposits do experience seasonality, creating greater excess liquidity at certain times in 2018. The largest deposit inflows occur in the first quarter of the year when certain of our accounts are credited with tax refund payments from the U.S. Treasury.

While consumer transaction accounts including prepaid accounts comprise the vast majority of our funding needs, we maintain secured borrowing lines with the Federal Home Loan Bank, or the FHLB, and the Federal Reserve. As of December 31, 2018, we had a \$116.0 million line of credit with the FHLB and a \$1.08 billion line with the Federal Reserve. The FHLB line can be increased to more than \$800 million, by pledging U.S. agency securities. These lines may be collateralized by specified types of loans or securities. As of December 31, 2018, we had no amounts outstanding on these borrowing lines. We expect to continue to maintain our facilities with the FHLB and Federal Reserve. We actively monitor our positions and contingent funding sources on a daily basis.

As a result of the discontinuance of our commercial loan operations, we have received and expect to continue to receive during 2019, cash proceeds from the sale or repayment of discontinued loans. We currently anticipate that these proceeds will be deployed into loans in our continuing operations. Approximately \$197.8 million of discontinued assets remained on our balance sheet as of December 31, 2018, consisting primarily of loans secured by commercial real estate. If not sold, these loans will be retained until repaid. We also retain the financing receivable from the 2014 Walnut Street securitization for a portion of the discontinued commercial loans. At December 31, 2018, the balance of that receivable was \$59.3 million.

Included in our cash and cash-equivalents at December 31, 2018, were \$551.9 million of interest earning deposits which primarily consisted of deposits with the Federal Reserve. These amounts may vary on a daily basis. Accordingly, the majority of our available liquidity is comprised of the aforementioned available for sale securities and lines of credit with the FHLB and Federal Reserve.

In 2018, \$213.2 million of securities sales and repayments exceeded purchases of \$134.8 million. In 2017, \$569.7 million of securities sales and repayments were comparable to purchases of \$579.9 million. In 2016, \$362.0 million of sales and repayments of investment securities were exceeded by purchases of \$549.5 million which reflected purchases to replace sales of tax exempt securities in the fourth quarter of 2016. At December 31, 2018, we had outstanding commitments to fund loans, including unused lines of credit, of \$1.68 billion, the vast majority of which are SBLOC lines of credit which are variable rate. We attempt to increase line usage; however, usage has been historically consistent and the majority of these lines of credit have historically not been drawn

upon. As shown in the consolidated statements of cash flows, cash required to fund loans was \$115.1 million in 2018, \$172.9 million in 2017 and \$146.4 million in 2016.

As a holding company conducting substantially all of our business through our bank subsidiary, our need for liquidity consists principally of cash needed to make required interest payments on our trust preferred securities. As of December 31, 2018, we had approximate cash reserves of \$14.1 million at the holding company. Current quarterly interest payments on the \$13.4 million of trust preferred securities are approximately \$200,000 based on a floating rate of 3.25% over the three-month London Interbank Offered Rate, or LIBOR. As a result of a Supervisory Letter, Federal Reserve approval is required for any dividend from us, and FDIC approval is required for any dividend from the Bank to us, which, apart from the \$14.1 million of cash on hand, is our principal source of liquidity. See Item 1, “Business—Regulation under Banking Law,” and Item 1A, “Risk Factors-Risks Relating to Our Business-The entry into the Consent Orders and a supervisory letter from the Federal Reserve, have imposed certain restrictions and requirements upon us and the Bank”. The Federal Reserve approved the payment of the interest due March 15, 2019 on our trust preferred securities. Future payments are subject to future approval by the Federal Reserve.

We expect that the conditions under which the 2014 Consent Order Amendment was issued will be remediated and the FDIC will permit the Bank to resume paying dividends to us to fund holding company operations. There can, however, be no assurance that the FDIC will, in fact, allow the resumption of Bank dividends to us upon completion of the remediation or, if allowed, as to the timing thereof. Accordingly, there is risk that we will need to obtain alternate sources of funding at the holding company level to service our trust preferred securities. There can be no assurance that such sources would be available to us on acceptable terms or at all.

We must comply with capital adequacy guidelines issued by the FDIC. A bank must, in general, have a Tier 1 leverage ratio of 5.0%, a ratio of Tier I capital to risk-weighted assets of 8.0%, a ratio of total capital to risk-weighted assets of 10.0% and a ratio of common equity to risk-weighted assets of 6.50% to be considered “well capitalized”. The Tier I leverage ratio is the ratio of Tier 1 capital to average assets for the period. “Tier I capital” includes common shareholders’ equity, certain qualifying perpetual preferred stock and minority interests in equity accounts of consolidated subsidiaries, less intangibles. At December 31, 2018, we were “well capitalized” under banking regulations.

The following table sets forth our regulatory capital amounts and ratios for the periods indicated:

	Tier 1 capital to average assets ratio	Tier 1 capital to risk-weighted assets ratio	Total capital to risk-weighted assets ratio	Common equity tier 1 to risk weighted assets
<u>As of December 31, 2018</u>				
The Bancorp, Inc.	10.11%	20.64%	21.07%	20.64%
The Bancorp Bank	9.70%	20.18%	20.61%	20.18%
"Well capitalized" institution (under FDIC regulations)	5.00%	8.00%	10.00%	6.50%
<u>As of December 31, 2017</u>				
The Bancorp, Inc.	7.90%	16.73%	17.09%	16.73%
The Bancorp Bank	7.61%	16.23%	16.59%	16.23%
"Well capitalized" institution (under FDIC regulations)	5.00%	8.00%	10.00%	6.50%

### Asset and Liability Management

The management of rate sensitive assets and liabilities is essential to controlling interest rate risk and optimizing interest margins. 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 rates. Interest rate sensitivity measures the relative volatility of an institution’s interest margin resulting from changes in market interest rates.

As a financial institution, potential interest rate volatility is a primary component of our market risk. Fluctuations in interest rates will ultimately impact the level of our earnings and the market value of all of our interest earning assets, other than those with

short-term maturities. We do not own any trading assets. We used hedging transactions only for fixed rate commercial loans originated for sale into secondary securities markets. During 2018, we discontinued making fixed rate loans requiring hedging transactions.

We have adopted policies designed to manage net interest income and preserve capital over a broad range of interest rate movements. To effectively administer the policies and to monitor our exposure to fluctuations in interest rates, we maintain an asset/liability committee, consisting of the Bank's Chief Executive Officer, Chief Accounting Officer, Chief Financial Officer and Chief Credit Officer. This committee meets quarterly to review our financial results, develop strategies to optimize margins and to respond to market conditions. The primary goal of our policies is to optimize margins and manage interest rate risk, subject to overall policy constraints for prudent management of interest rate risk.

We monitor, manage and control interest rate risk through a variety of techniques, including use of traditional interest rate sensitivity analysis (also known as "gap analysis") and an interest rate risk management model. With the interest rate risk management model, we project future net interest income and then estimate the effect of various changes in interest rates and balance sheet growth rates on that projected net interest income. We also use the interest rate risk management model to calculate the change in net portfolio value over a range of interest rate change scenarios. Traditional gap analysis involves arranging our interest earning assets and interest bearing liabilities by repricing periods and then computing the difference (or "interest rate sensitivity gap") between the assets and liabilities that we estimate will reprice during each time period and cumulatively through the end of each time period.

Both interest rate sensitivity modeling and gap analysis are done at a specific point in time and involve a variety of significant estimates and assumptions. Interest rate sensitivity modeling requires, among other things, estimates of how much and when yields and costs on individual categories of interest earning assets and interest bearing liabilities will respond to general changes in market rates, future cash flows and discount rates. Gap analysis requires estimates as to when individual categories of interest sensitive assets and liabilities will reprice, and assumes that assets and liabilities assigned to the same repricing period will reprice at the same time and in the same amount. Gap analysis does not account for the fact that repricing of assets and liabilities is discretionary and subject to competitive and other pressures. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds interest rate sensitive assets. During a period of falling interest rates, a positive gap would tend to adversely affect net interest income, while a negative gap would tend to result in an increase in net interest income, all else equal. During a period of rising interest rates, a positive gap would tend to result in an increase in net interest income while a negative gap would tend to affect net interest income adversely.

The following table sets forth the estimated maturity or repricing structure of our interest earning assets and interest bearing liabilities at December 31, 2018. Except as stated below, the amounts of assets or liabilities shown which reprice or mature during a particular period were determined in accordance with the contractual terms of each asset or liability. Loans currently at their interest rate floors are classified at their maturity date, though they are tied to variable interest rates. The majority of demand and interest bearing demand deposits and savings deposits are assumed to be "core" deposits, or deposits that will generally remain with us regardless of market interest rates. We estimate the repricing characteristics of these deposits based on historical performance, past experience, judgmental predictions and other deposit behavior assumptions. However, we may choose not to reprice liabilities proportionally to changes in market interest rates for competitive or other reasons. Additionally, although non-interest bearing demand accounts are not paid interest we estimate certain of the balances will reprice as a result of the fees that are paid to the affinity groups which are based upon a rate index, and therefore are included in interest expense. The table does not assume any prepayment of fixed-rate loans and mortgage-backed securities are scheduled based on their anticipated cash flow, including prepayments based on historical data and current market trends. The table does not necessarily indicate the impact of general interest rate movements on our net interest income because the repricing and related behavior of certain categories of assets and liabilities is beyond our control as, for example, prepayments of loans and withdrawal of deposits. As a result, certain assets and liabilities indicated as repricing within a stated period may, in fact, reprice at different times and at different rate levels.

	1-90 Days	91-364 Days	1-3 Years	3-5 Years	Over 5 Years
	(dollars in thousands)				
Interest earning assets:					
Commercial loans held for sale	\$ 528,979	\$ 7,308	\$ 42,343	\$ 14,534	\$ 95,307
Loans net of deferred loan costs	1,030,080	52,003	239,960	164,352	18,382
Investment securities	407,508	75,264	133,915	315,551	388,518
Interest earning deposits	551,862	-	-	-	-
Total interest earning assets	2,518,429	134,575	416,218	494,437	502,207

Interest bearing liabilities:					
Demand and interest checking	2,539,656	58,446	58,446	-	-
Savings and money market	7,769	15,538	7,769	-	-
Securities sold under agreements to repurchase	93	-	-	-	-
Subordinated debentures	13,401	-	-	-	-
Total interest bearing liabilities	2,560,919	73,984	66,215	-	-
Gap	\$ (42,490)	\$ 60,591	\$ 350,003	\$ 494,437	\$ 502,207
Cumulative gap	\$ (42,490)	\$ 18,101	\$ 368,104	\$ 862,541	\$ 1,364,748
Gap to assets ratio	*	1%	8%	11%	11%
Cumulative gap to assets ratio	*	*	8%	19%	31%

The method used to analyze interest rate sensitivity in this table has a number of limitations. Certain assets and liabilities may react differently to changes in interest rates even though they reprice or mature in the same or similar time periods. The interest rates on certain assets and liabilities may change at different times than changes in market interest rates, with some changing in advance of changes in market rates and some lagging behind changes in market rates. Additionally, the actual prepayments and withdrawals we experience when interest rates change may deviate significantly from those assumed in calculating the data shown in the table.

Because of the limitations in the gap analysis discussed above, we believe that interest sensitivity modeling may more accurately reflect the effects of our exposure to changes in interest rates, notwithstanding its own limitations. Net interest income simulation considers the relative sensitivities of the consolidated balance sheet including the effects of interest rate caps on adjustable rate mortgages and the relatively stable aspects of core deposits. As such, net interest income simulation is designed to address the probability of interest rate changes and the behavioral response of the consolidated balance sheet to those changes. Market Value of Portfolio Equity, or MVPE, represents the modeled fair value of the net present value of assets, liabilities and off-balance sheet items.

We believe that the assumptions utilized in evaluating our estimated net interest income are reasonable; however, the interest rate sensitivity of our assets, liabilities and off-balance sheet financial instruments as well as the estimated effect of changes in interest rates on estimated net interest income could vary substantially if different assumptions are used or actual experience differs from presumed behavior of various deposit and loan categories. The following table shows the effects of interest rate shocks on our MVPE and net interest income. Rate shocks assume that current interest rates change immediately and sustain parallel shifts. For interest rate increases or decreases of 100 and 200 basis points, our policy includes a guideline that our MVPE ratio should not decrease more than 10% and 15%, respectively, and that net interest income should not decrease more than 10% and 15%, respectively. As illustrated in the following table, we complied with our asset/liability policy at December 31, 2018. While our modeling suggests an increase in market rates will have a positive impact on margin (as shown in the table below), the amount of such increase cannot be determined, and there can be no assurance any increase will be realized.

Rate scenario	Net portfolio value at December 31, 2018		Net interest income	
	Amount	Percentage change	Amount	Percentage change
	(dollars in thousands)			
+200 basis points	\$ 718,624	0.61%	\$ 142,862	5.80%
+100 basis points	716,216	0.27%	139,033	2.96%
Flat rate	714,283	0.00%	135,034	0.00%
-100 basis points	703,759	-1.47%	130,345	-3.47%
-200 basis points	666,230	-6.73%	119,290	-11.66%

If we should experience a mismatch in our desired gap ranges or an excessive decline in our MVPE subsequent to an immediate and sustained change in interest rate, we have a number of options available to remedy such a mismatch. We could restructure our investment portfolio through the sale or purchase of securities with more favorable repricing attributes. We could also emphasize loan products with appropriate maturities or repricing attributes, or we could emphasize deposits or obtain borrowings with desired maturities.

We do not use derivatives except for swaps for fixed rate loans which are originated for sale into securitizations. The swaps hedge interest rate risk between the time the loans are disbursed and sold.

Historically, we have used variable rate loans as the principal means of limiting interest rate risk. Both the Bank's SBLOC and SBA loans are primarily variable rate as are the vast majority of commercial loans generated for sale into securitizations. We continue to evaluate market conditions and may change our current gap strategy in response to changes in those conditions.

## Financial Condition

*General.* Our total assets at December 31, 2018 were \$4.44 billion, of which our total loans and loans held for sale from continuing operations were \$2.19 billion and our assets held for sale (from discontinued operations) were \$197.8 million, \$170.7 million of which were loans. At December 31, 2017, our total assets were \$4.71 billion, of which our total loans and loans held for sale from continuing operations were \$1.90 billion and our assets held for sale (from discontinued operations) were \$304.3 million, \$270.1 million of which were loans. Investment securities available for sale decreased to \$1.24 billion at December 31, 2018 from \$1.29 billion at December 31, 2017. The decrease in total assets at December 31, 2018 reflected the transfer of approximately \$400 million in deposits related to the SHIRA sale in the second and third quarters of 2018. As a result of those deposit transfers, savings and money market balances were reduced and interest earning deposits at the Federal Reserve were decreased.

*Interest earning deposits and federal funds sold.* At December 31, 2018, we had a total of \$551.9 million of interest earning deposits, comprised primarily of balances at the Federal Reserve, which pays interest on such balances.

*Investment portfolio.* The Financial Accounting Standards Board Accounting Standards Codification (ASC) 320, Investments—Debt and Equity Securities, requires that debt and equity securities classified as available-for-sale be reported at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Marking an available-for-sale portfolio to market (fair value) results in fluctuations in the level of shareholders' equity and equity-related financial ratios as market interest rates and market demand for such securities cause the fair value of fixed-rate securities to fluctuate. Debt securities for which we have the positive intent and ability to hold to maturity are classified as held-to-maturity and are carried at amortized cost.

For detailed information on the composition and maturity distribution of our investment portfolio, see Note D to the Consolidated Financial Statements. Total investment securities decreased to \$1.32 billion on December 31, 2018, a decrease of \$60.1 million, or 4.4%, from a year earlier. The decrease in investment securities was primarily a result of maturities, the proceeds of which were reinvested in higher yielding loans.

Other securities included in the held-to-maturity classification at December 31, 2018 consisted of three securities secured by diversified portfolios of corporate securities and one single-issuer trust preferred security.

The trust preferred is an unrated security issued by an insurance company with a book value of \$9.2 million and a fair value of \$7.3 million.

A total of \$75.3 million of other debt securities – pooled is comprised of three securities secured by diversified portfolios of corporate securities, and have a fair value of \$76.1 million.

Under the accounting guidance related to the recognition of other-than-temporary impairment charges on debt securities, an impairment on a debt security is deemed to be other-than-temporary if it meets either of the following conditions: i) we intend to sell or it is more likely than not we will be required to sell the security before a recovery in value, or ii) we do not expect to recover the entire amortized cost basis of the security. If we intend to sell or it is more likely than not we will be required to sell the security before a recovery in value, a charge is recorded in net realized losses in the consolidated statement of operations equal to the difference between the fair value and amortized cost basis of the security. For those other-than-temporarily impaired debt securities which do not meet the first condition and for which we do not expect to recover the entire amortized cost basis, the difference between the security's amortized cost basis and the fair value is separated into the portion representing a credit impairment, which is recorded in net realized losses in the consolidated statement of operations, and the remaining impairment, which is recorded in other comprehensive income. Generally, a security's credit impairment is the difference between its amortized cost basis and the best estimate of its expected future cash flows discounted at the security's effective yield prior to impairment. The previous amortized cost basis, less the impairment recognized in net realized losses on the consolidated income statement, becomes the security's new cost basis. We recognized no other-than-temporary impairment charges related to trust preferred securities classified in our held-to-maturity portfolio for 2018, 2017 and 2016.

The following table presents the book value and the approximate fair value for each major category of our investment securities portfolio. At December 31, 2018 and 2017, our investments were categorized as either available-for-sale or held-to-maturity (in thousands).

	Available-for-sale December 31, 2018		Held-to-maturity December 31, 2018	
	Amortized cost	Fair value	Amortized cost	Fair value
U.S. Government agency securities	\$ 54,095	\$ 53,362	\$ -	\$ -
Asset-backed securities	189,850	188,602	-	-
Tax-exempt obligations of states and political subdivisions	7,546	7,551	-	-
Taxable obligations of states and political subdivisions	60,152	60,435	-	-
Residential mortgage-backed securities	377,199	369,741	-	-
Collateralized mortgage obligation securities	265,914	262,207	-	-
Commercial mortgage-backed securities	300,143	294,426	-	-
Corporate debt securities	-	-	84,432	83,391
	<u>\$ 1,254,899</u>	<u>\$ 1,236,324</u>	<u>\$ 84,432</u>	<u>\$ 83,391</u>

	Available-for-sale December 31, 2017		Held-to-maturity December 31, 2017	
	Amortized cost	Fair value	Amortized cost	Fair value
U.S. Government agency securities	\$ 50,107	\$ 49,902	\$ -	\$ -
Asset-backed securities	269,164	270,085	-	-
Tax-exempt obligations of states and political subdivisions	9,893	9,988	-	-
Taxable obligations of states and political subdivisions	64,739	65,861	-	-
Residential mortgage-backed securities	452,723	448,852	-	-
Collateralized mortgage obligation securities	248,663	246,493	-	-
Commercial mortgage-backed securities	204,469	203,303	-	-
Corporate debt securities	-	-	86,380	85,345
	<u>\$ 1,299,758</u>	<u>\$ 1,294,484</u>	<u>\$ 86,380</u>	<u>\$ 85,345</u>

Investments in FHLB and Atlantic Central Bankers Bank stock are recorded at cost and amounted to \$1.1 million at December 31, 2018 and \$991,000 at December 31, 2017. Both the FHLB and Atlantic Central Bankers Bank require its correspondent banking institutions to hold stock as a condition of membership.

At December 31, 2018 and 2017, investment securities with a fair value of approximately \$116.0 million and \$310.9 million, respectively, were pledged to secure a line of credit with the FHLB. At December 31, 2018 and 2017, investment securities with a fair value of approximately \$169.5 million and \$225.6 million, respectively, were pledged to secure a line of credit with the Federal Reserve.

The following tables show the contractual maturity distribution and the weighted average yields of our investment securities portfolio as of December 31, 2018 (in thousands):

	Zero to one year	Average yield	After one to five years	Average yield	After five to ten years	Average yield	Over ten years	Average yield	Total
<b>Available-for-sale</b>									
U.S. Government agency securities	\$ -	-	\$ 326	3.43%	\$ 31,270	2.59%	\$ 21,766	2.88%	\$ 53,362
Asset-backed securities *	-	-	17,838	3.71%	28,098	4.30%	142,666	3.96%	188,602
Tax-exempt obligations of states and political subdivisions **	1,373	1.20%	2,279	1.99%	3,899	3.24%	-	-	7,551
Taxable obligations of states and political subdivisions	-	-	7,275	3.34%	45,684	2.29%	7,476	5.92%	60,435
Residential mortgage-backed securities	-	-	5,300	2.41%	78,016	2.44%	286,425	2.52%	369,741
Collateralized mortgage obligation securities	-	-	-	-	14,684	2.40%	247,523	2.74%	262,207
Commercial mortgage-backed securities	-	-	20,855	2.63%	55,308	2.65%	218,263	3.69%	294,426
<b>Total</b>	<b>\$ 1,373</b>		<b>\$ 53,873</b>		<b>\$ 256,959</b>		<b>\$ 924,119</b>		<b>\$ 1,236,324</b>
Weighted average yield		<u>1.20%</u>		<u>3.04%</u>		<u>2.69%</u>		<u>3.12%</u>	

\* The average yield of asset backed securities is as follows: collateralized loan obligation securities 4.00%, federally insured student loan securities 3.74% and other asset-backed securities 4.42%.

\*\* If adjusted to their taxable equivalents, yields would approximate 1.52%, 2.52% and 4.10% for zero to one year, one to five years and five to ten years, respectively, at a Federal tax rate of 21%.

	Zero to one year	Average yield	After one to five years	Average yield	After five to ten years	Average yield	Over ten years	Average yield	Total
<b>Held-to-maturity</b>									
Other debt securities	\$ -	-	\$ -	-	\$ -	-	\$ 84,432	5.62%	\$ 84,432
<b>Total</b>	<b>\$ -</b>		<b>\$ -</b>		<b>\$ -</b>		<b>\$ 84,432</b>		<b>\$ 84,432</b>
Weighted average yield							<u>5.62%</u>		

*Loans held for sale.* Loans held for sale are comprised of commercial mortgage loans and SBA loans originated for sale or securitization in the secondary market. The fair value of commercial mortgage loans and the SBA loans originated for sale is based on purchase commitments, quoted prices for the same or similar loans or fair market valuations based on other market information on an individual loan basis. Commercial loans held for sale increased to \$688.5 million at December 31, 2018 from \$503.3 million at December 31, 2017. The increase resulted from an increase in the volume of loans originated for sale into a future securitization.

*Loan Portfolio.* We have developed a detailed credit policy for our lending activities and utilize loan committees to oversee the lending function. SBLOC and other consumer loans, SBA, Leases and CMBS each have their own loan committee. The Chief Executive Officer and Chief Credit Officer serve on all loan committees. Each committee also includes lenders from that particular type of specialty lending. The Chief Credit Officer is responsible for both regulatory compliance and adherence to our internal credit policy. Key committee members have lengthy experience and certain of them have had similar positions at substantially larger institutions.

We originate substantially all of our portfolio loans, although from time to time we purchase lease pools. If a proposed loan should exceed our lending limit, we would sell a participation in the loan to another financial institution. The following table summarizes our loan portfolio, not including loans held for sale, by loan category for the periods indicated (in thousands):

	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014
SBA non-real estate	\$ 76,340	\$ 70,379	\$ 73,488	\$ 67,398	\$ 60,749
SBA commercial mortgage	165,406	142,086	126,159	114,029	82,317
SBA construction	21,636	16,740	8,826	6,977	20,392
SBA loans *	263,382	229,205	208,473	188,404	163,458
Direct lease financing	397,571	377,660	346,123	231,514	194,464
SBLOC	785,303	730,462	630,400	575,948	421,862
Other specialty lending	31,836	30,720	11,073	48,315	48,625
Other consumer loans	16,302	14,133	17,374	23,180	36,168
	1,494,394	1,382,180	1,213,443	1,067,361	864,577
Unamortized loan fees and costs	10,383	10,048	9,468	10,716	10,016
Total loans, net of deferred loan fees and costs	<u>\$ 1,504,777</u>	<u>\$ 1,392,228</u>	<u>\$ 1,222,911</u>	<u>\$ 1,078,077</u>	<u>\$ 874,593</u>

\*The following table shows SBA loans and SBA loans held for sale for the periods indicated (in thousands):

	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014
SBA loans, deferred fees and costs	\$ 270,860	\$ 236,724	\$ 215,786	\$ 197,966	\$ 172,660
SBA loans included in held for sale	199,977	165,177	154,016	109,174	38,704
Total SBA loans	<u>\$ 470,837</u>	<u>\$ 401,901</u>	<u>\$ 369,802</u>	<u>\$ 307,140</u>	<u>\$ 211,364</u>

The following table presents selected loan categories by maturity for the periods indicated (in thousands):

	December 31, 2018			
	Within one year	One to five years	After five years	Total
	(in thousands)			
SBA non-real estate	\$ 280	\$ 14,227	\$ 61,833	\$ 76,340
SBA commercial mortgage	5,984	2,978	156,444	165,406
SBA construction	253	942	20,441	21,636
	<u>\$ 6,517</u>	<u>\$ 18,147</u>	<u>\$ 238,718</u>	<u>\$ 263,382</u>
Loans at fixed rates		\$ -	\$ -	\$ -
Loans at variable rates		18,147	238,718	216,058
Total		<u>\$ 18,147</u>	<u>\$ 238,718</u>	<u>\$ 256,865</u>

*Allowance for Loan and Lease Losses.* We review the adequacy of our allowance for loan and lease losses on at least a quarterly basis to determine a provision for loan losses in an amount necessary to maintain our allowance at a level that is appropriate, based on management's estimate of inherent losses. Our estimates of loan and lease losses are intended to, and, in management's opinion, do meet the criteria for accrual of loss contingencies in accordance with ASC 450, Contingencies and ASC 310, Receivables. The process of evaluating this adequacy has two basic elements: first, the identification of problem loans or leases based on current financial information and the fair value of the underlying collateral; and second, a methodology for estimating general loss reserves. For loans or leases classified as "special mention" or "substandard", we reserve all estimated losses at the time we classify the loan or lease. This "specific" portion of the allowance is the total of potential, although unconfirmed, losses for individually classified loans. In this process, we establish specific reserves based on an analysis of the most probable sources of repayment and liquidation of collateral. While each impaired loan is individually evaluated, not every loan requires a reserve when the collateral value and estimated cash flows exceed the current balance. When loans are classified as troubled debt restructurings, their collateral is valued and a specific reserve is established if the collateral valuation, less disposition costs, is lower than the recorded value of the loan. At December 31, 2018, there were ten troubled debt restructured loans with a balance of \$2.9 million which had specific reserves of \$1.5 million. Approximately \$1.4 million of these reserves related to the non-guaranteed portion of SBA loans for start-up businesses with the balance attributable to leasing.



The second phase of our analysis represents an allocation of the allowance. This methodology analyzes pools of loans that have similar characteristics and applies historical loss experience and other factors for each pool including management's experience with similar loan and lease portfolios at other institutions, the historic loss experience of our peers and a review of statistical information from various industry reports to determine the allocable portion of the allowance. This estimate is intended to represent the potential and inherent losses within the portfolio. Individual loan pools are created for major loan categories: SBLOCs, SBA loans, direct lease financing and other specialty lending and consumer loans. We augment historical experience for each loan pool by accounting for such items as current economic conditions, current loan portfolio performance, loan policy or management changes, loan concentrations, increases in our lending limit, average loan size and other factors as appropriate. Our chief credit officer oversees the loan review department which measures the adequacy of the allowance for loan and lease losses independently of loan production officers. A description of loan review coverage targets is as follows.

At December 31, 2018, in excess of 50% of the total continuing loan portfolio was reviewed. The targeted coverages and scope of the reviews are risk-based and vary according to each portfolio. These thresholds are maintained as follows:

Security Backed Lines of Credit (SBLOC) – The targeted review threshold for 2018 was 40% with the largest 25% of SBLOCs by commitment to be reviewed annually. A random sampling of a minimum of 20 of the remaining loans will be reviewed each quarter. At December 31, 2018, approximately 50% of the SBLOC portfolio had been reviewed.

SBA Loans – The targeted review or rated threshold for 2018 was 100%, to be rated and/or reviewed within 90 days of funding, less fully guaranteed loans purchased for CRA. The 100% coverage includes loans rated by designated SBA department personnel, with a review threshold for the independent loan review department of all loans exceeding \$1.0 million and any classified loans. At December 31, 2018, approximately 100% of the government guaranteed loan portfolio had been rated and/or reviewed.

Direct Lease Financing – The targeted review threshold for 2018 was 35%. At December 31, 2018, approximately 58% of the leasing portfolio had been reviewed. All lease relationships exceeding \$1.0 million are reviewed.

Commercial Mortgaged Backed Securities (Floating Rate) – The targeted review threshold for 2018 was 100%. Floating rate loans will be reviewed initially within 90 days of funding and will be monitored on an ongoing basis as to payment status. Subsequent reviews will be performed based on a sampling each quarter. Each floating rate loan will be reviewed if any available extension options are exercised. At December 31, 2018, approximately 100% of the CMBS floating rate loans on the books for more than 90 days had been reviewed.

Commercial Mortgaged Backed Securities (Fixed Rate) – 100% of fixed rate loans that are unable to be readily sold on the secondary market and remain on the Bank's books after nine months will be reviewed at least annually. At December 31, 2018, approximately 100% of the CMBS fixed rate portfolio had been reviewed.

Specialty Lending – Specialty Lending, defined as commercial loans unique in nature that do not fit into other established categories, have a review coverage threshold of 100% for non-Community Reinvestment Act ("CRA") loans. At December 31, 2018, approximately 100% of the non-CRA loans had been reviewed.

Home Equity Lines of Credit, or HELOC – The targeted review threshold for 2018 was 50%. The largest 25% of HELOCs by commitment will be reviewed annually. A random sampling of a minimum of ten of the remaining loans will be reviewed each quarter. At December 31, 2018, approximately 83% of the HELOC portfolio had been reviewed.

The following table presents delinquencies by type of loan for December 31, 2018 and 2017 (in thousands):

December 31, 2018	30-59 Days past due	60-89 Days past due	90 Days or greater	Non-accrual	Total past due	Current	Total loans
			\$ -				
SBA non-real estate	\$ 346	\$ 125		\$ 2,590	\$ 3,061	\$ 73,279	\$ 76,340
SBA commercial mortgage	-	-	-	458	458	164,948	165,406
SBA construction	-	694	-	-	694	20,942	21,636
Direct lease financing	2,594	1,572	954	-	5,120	392,451	397,571
SBLOC	487	-	-	-	487	784,816	785,303
Other specialty lending	108	-	-	-	108	31,728	31,836
Consumer - other	-	-	-	-	-	9,147	9,147
Consumer - home equity	-	-	-	1,468	1,468	5,687	7,155
Unamortized loan fees and costs	-	-	-	-	-	10,383	10,383
	<u>\$ 3,535</u>	<u>\$ 2,391</u>	<u>\$ 954</u>	<u>\$ 4,516</u>	<u>\$ 11,396</u>	<u>\$ 1,493,381</u>	<u>\$ 1,504,777</u>
December 31, 2017			\$ -				
SBA non-real estate	\$ 58	\$ 268		\$ 1,889	\$ 2,215	\$ 68,164	\$ 70,379
SBA commercial mortgage	-	-	-	693	693	141,393	142,086
SBA construction	-	-	-	-	-	16,740	16,740
Direct lease financing	3,789	2,233	227	-	6,249	371,411	377,660
SBLOC	-	-	-	-	-	730,462	730,462
Other specialty lending	-	-	-	-	-	30,720	30,720
Consumer - other	-	-	-	-	-	4,482	4,482
Consumer - home equity	142	73	-	1,414	1,629	8,022	9,651
Unamortized loan fees and costs	-	-	-	-	-	10,048	10,048
	<u>\$ 3,989</u>	<u>\$ 2,574</u>	<u>\$ 227</u>	<u>\$ 3,996</u>	<u>\$ 10,786</u>	<u>\$ 1,381,442</u>	<u>\$ 1,392,228</u>

Although we consider our allowance for loan and lease losses to be adequate based on information currently available, future additions to the allowance may be necessary due to changes in economic conditions, our ongoing loss experience and that of our peers, changes in management's assumptions as to future delinquencies, recoveries and losses, deterioration of specific credits and management's intent with regard to the disposition of loans and leases.

The following table presents an allocation of the allowance for loan and lease losses among the types of loans or leases in our portfolio at December 31, 2018, 2017, 2016, 2015 and 2014 (in thousands):

	December 31, 2018		December 31, 2017		December 31, 2016	
	Allowance	% Loan type to total loans	Allowance	% Loan type to total loans	Allowance	% Loan type to total loans
SBA non-real estate	\$ 4,636	5.11%	\$ 3,145	5.15%	\$ 1,976	6.14%
SBA commercial mortgage	941	11.07%	1,120	10.27%	737	10.38%
SBA construction	250	1.45%	136	1.21%	76	0.73%
Direct lease financing	2,025	26.60%	1,495	27.33%	1,994	28.53%
SBLOC	393	52.55%	365	52.80%	315	51.88%
Other specialty lending	60	2.13%	57	2.22%	32	0.91%
Consumer loans	108	1.09%	581	1.02%	975	1.43%
Unallocated	240	-	197	-	227	-
	<u>\$ 8,653</u>	<u>100.00%</u>	<u>\$ 7,096</u>	<u>100.00%</u>	<u>\$ 6,332</u>	<u>100.00%</u>

	December 31, 2015		December 31, 2014	
	Allowance	% Loan type to total loans	Allowance	% Loan type to total loans
SBA non-real estate	\$ 844	6.44%	\$ 385	7.21%
SBA commercial mortgage	408	10.67%	461	9.50%
SBA construction	48	0.65%	114	2.35%
Direct lease financing	1,022	21.66%	836	22.45%
SBLOC	762	53.88%	562	48.70%
Other specialty lending	199	4.52%	66	5.61%
Consumer loans	936	2.18%	1,181	4.18%
Unallocated	181	-	33	-
	<u>\$ 4,400</u>	<u>100.00%</u>	<u>\$ 3,638</u>	<u>100.00%</u>

*Summary of Loan and Lease Loss Experience.* The following tables summarize our credit loss experience for each of the periods indicated (in thousands):

	SBA				SBLOC	Other specialty lending	Other consumer loans	Unallocated	Total
	SBA non-real estate	commercial mortgage	SBA construction	Direct lease financing					
<b>December 31, 2018</b>									
Beginning balance	\$ 3,145	\$ 1,120	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 7,096
Charge-offs	(1,348)	(157)	-	(637)	-	-	(21)	-	(2,163)
Recoveries	57	13	-	64	-	-	1	-	135
Provision (credit)	2,782	(35)	114	1,103	28	3	(453)	43	3,585
Ending balance	<u>\$ 4,636</u>	<u>\$ 941</u>	<u>\$ 250</u>	<u>\$ 2,025</u>	<u>\$ 393</u>	<u>\$ 60</u>	<u>\$ 108</u>	<u>\$ 240</u>	<u>\$ 8,653</u>
Ending balance:									
Individually evaluated for impairment	\$ 2,806	\$ 71	\$ -	\$ 145	\$ -	\$ -	\$ 17	\$ -	\$ 3,039
Ending balance:									
Collectively evaluated for impairment	\$ 1,830	\$ 870	\$ 250	\$ 1,880	\$ 393	\$ 60	\$ 91	\$ 240	\$ 5,614
Loans:									
Ending balance	\$ 76,340	\$ 165,406	\$ 21,636	\$ 397,571	\$ 785,303	\$ 31,836	\$ 16,302	\$ 10,383	\$ 1,504,777
Ending balance:									
Individually evaluated for impairment	\$ 3,716	\$ 458	\$ -	\$ 871	\$ -	\$ -	\$ 1,741	\$ -	\$ 6,786
Ending balance:									
Collectively evaluated for impairment	\$ 72,624	\$ 164,948	\$ 21,636	\$ 396,700	\$ 785,303	\$ 31,836	\$ 14,561	\$ 10,383	\$ 1,497,991
<b>December 31, 2017</b>									
Beginning balance	\$ 1,976	\$ 737	\$ 76	\$ 1,994	\$ 315	\$ 32	\$ 975	\$ 227	\$ 6,332

Charge-offs	(1,171)	-	-	(927)	-	-	(109)	-	(2,207)
Recoveries	19	-	-	8	-	-	24	-	51
Provision (credit)	2,321	383	60	420	50	25	(309)	(30)	2,920
Ending balance	\$ 3,145	\$ 1,120	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 7,096
Ending balance: Individually evaluated for impairment	\$ 1,689	\$ 225	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,914
Ending balance: Collectively evaluated for impairment	\$ 1,456	\$ 895	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 5,182
Loans: Ending balance	\$ 70,379	\$ 142,086	\$ 16,740	\$ 377,660	\$ 730,462	\$ 30,720	\$ 14,133	\$ 10,048	\$ 1,392,228
Ending balance: Individually evaluated for impairment	\$ 2,858	\$ 693	\$ -	\$ 229	\$ -	\$ -	\$ 1,695	\$ -	\$ 5,475
Ending balance: Collectively evaluated for impairment	\$ 67,521	\$ 141,393	\$ 16,740	\$ 377,431	\$ 730,462	\$ 30,720	\$ 12,438	\$ 10,048	\$ 1,386,753
<b>December 31, 2016</b>									
Beginning balance	\$ 844	\$ 408	\$ 48	\$ 1,022	\$ 762	\$ 199	\$ 936	\$ 181	\$ 4,400
Charge-offs	(128)	-	-	(119)	-	-	(1,211)	-	(1,458)
Recoveries	1	-	-	17	-	-	12	-	30
Provision (credit)	1,259	329	28	1,074	(447)	(167)	1,238	46	3,360
Ending balance	\$ 1,976	\$ 737	\$ 76	\$ 1,994	\$ 315	\$ 32	\$ 975	\$ 227	\$ 6,332
Ending balance: Individually evaluated for impairment	\$ 938	\$ -	\$ -	\$ 216	\$ -	\$ -	\$ -	\$ -	\$ 1,154
Ending balance: Collectively evaluated for impairment	\$ 1,038	\$ 737	\$ 76	\$ 1,778	\$ 315	\$ 32	\$ 975	\$ 227	\$ 5,178
Loans: Ending balance	\$ 73,488	\$ 126,159	\$ 8,826	\$ 346,123	\$ 630,400	\$ 11,073	\$ 17,374	\$ 9,468	\$ 1,222,911
Ending balance: Individually evaluated for impairment	\$ 2,374	\$ -	\$ -	\$ 734	\$ -	\$ -	\$ 1,730	\$ -	\$ 4,838
Ending balance: Collectively evaluated for impairment	\$ 71,114	\$ 126,159	\$ 8,826	\$ 345,389	\$ 630,400	\$ 11,073	\$ 15,644	\$ 9,468	\$ 1,218,073
<b>December 31, 2015</b>									
Beginning balance	\$ 385	\$ 461	\$ 114	\$ 836	\$ 562	\$ 66	\$ 1,181	\$ 33	\$ 3,638
Charge-offs	(111)	-	-	(30)	-	-	(1,220)	-	(1,361)
Recoveries	-	-	-	-	-	-	23	-	23
Provision (credit)	570	(53)	(66)	216	200	133	952	148	2,100
Ending balance	\$ 844	\$ 408	\$ 48	\$ 1,022	\$ 762	\$ 199	\$ 936	\$ 181	\$ 4,400
Ending balance: Individually evaluated for impairment	\$ 123	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 26	\$ -	\$ 149
Ending balance: Collectively evaluated for impairment	\$ 721	\$ 408	\$ 48	\$ 1,022	\$ 762	\$ 199	\$ 910	\$ 181	\$ 4,251
Loans: Ending balance	\$ 67,398	\$ 114,029	\$ 6,977	\$ 231,514	\$ 575,948	\$ 48,315	\$ 23,180	\$ 10,716	\$ 1,078,077
Ending balance: Individually evaluated for impairment	\$ 904	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,524	\$ -	\$ 2,428



Ending balance: Collectively evaluated for impairment	\$ 66,494	\$ 114,029	\$ 6,977	\$ 231,514	\$ 575,948	\$ 48,315	\$ 21,656	\$ 10,716	\$ 1,075,649
December 31, 2014									
Beginning balance		\$ -							
Charge-offs	\$ 419	\$ 496	\$ -	\$ 311	\$ 293	\$ 1	\$ 2,361	\$ -	\$ 3,881
Recoveries	(307)	-	-	(323)	(3)	-	(871)	-	(1,504)
Provision (credit)	12	-	-	25	-	-	22	-	59
Ending balance	\$ 261	\$ (35)	\$ 114	\$ 823	\$ 272	\$ 65	\$ (331)	\$ 33	\$ 1,202
Ending balance: Individually evaluated for impairment	\$ 40	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 271	\$ -	\$ 311
Ending balance: Collectively evaluated for impairment	\$ 345	\$ 461	\$ 114	\$ 836	\$ 562	\$ 66	\$ 910	\$ 33	\$ 3,327
Loans: Ending balance	\$ 60,749	\$ 82,317	\$ 20,392	\$ 194,464	\$ 421,862	\$ 48,625	\$ 36,168	\$ 10,016	\$ 874,593
Ending balance: Individually evaluated for impairment	\$ 197	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,253	\$ -	\$ 2,450
Ending balance: Collectively evaluated for impairment	\$ 60,552	\$ 82,317	\$ 20,392	\$ 194,464	\$ 421,862	\$ 48,625	\$ 33,915	\$ 10,016	\$ 872,143

The following table summarizes select asset quality ratios for each of the periods indicated:

	As of or for the years ended December 31,	
	2018	2017
Ratio of the allowance for loan losses to total loans	0.58%	0.51%
Ratio of the allowance for loan losses to non-performing loans (1)	158.19%	168.03%
Ratio of non-performing assets to total assets (1)	0.12%	0.10%
Ratio of net charge-offs to average loans	0.10%	0.12%

(1) Non-performing loans are defined as nonaccrual loans and loans 90 days past due and still accruing interest and are both included in our ratios.

The ratio of the allowance for loan and lease losses to total loans increased to 0.58% at December 31, 2018 compared to 0.51% at December 31, 2017. The higher ratio in 2018 reflected an increase in the allowance which was relatively greater than the increase in loan balances, reflecting increases in the allowances for SBA non-real estate loans and direct lease financing. The majority of the increase in the allowance to \$8.7 million from \$7.1 million, reflected increased allowances on specific loans. Such increased allowances on specific loans, were primarily on SBA non-real estate loans and amounted to \$3.0 million at December 31, 2018 compared to \$1.9 million at the prior year end. These specific allowances on impaired loans reflect one component of the allowance for loan losses. Our loan loss methodology also includes the measurement of historical net charge-offs by loan category. The resulting ratios are applied against current outstanding balances for each loan category. Those computed reserves are added to the aforementioned allowances on specific loans and, with an allocation for economic and other factors, comprise the required level of the allowance for loan losses (see "Allowance for Loan and Lease Losses"). For the year 2018, the largest segment of the loan portfolio continued to be SBLOC, which has historically experienced low levels of losses as a result of the marketable securities collateralizing these loans and related loan to value requirements (see Item 1. "Business-Lending-SBA Loans"). The ratio of the allowance for loan losses to non-performing loans decreased to 158.19% at December 31, 2018 from 168.03% over the prior year end, reflecting an increase in non-performing loans which exceeded the relative increase in the allowance for loan losses. The ratio of non-performing assets to total assets increased to .10% from .08% primarily as a result of the increase in non-performing assets. The ratio of net charge-offs to average loans decreased to 0.10% for 2018 compared to 0.12% for the prior year, reflecting loan growth and a decrease in net charge-offs in 2018 to \$2.0 million from \$2.2 million.

*Net charge-offs.* Net charge-offs were \$2.0 million in 2018, \$2.2 million in 2017 and \$1.4 million in 2016. The decrease in net charge-offs in 2018 compared to 2017 was primarily due to decreased direct lease financing charge-offs.

*Non-performing loans, loans 90 days delinquent and still accruing, and troubled debt restructurings.* Loans are considered to be non-performing if they are on a non-accrual basis or they are past due 90 days or more and still accruing interest. A loan which is past due 90 days or more and still accruing interest remains on accrual status only when it is both adequately secured as to principal and interest, and is in the process of collection. Troubled debt restructurings are loans with terms that have been renegotiated to provide a reduction or deferral of interest or principal because of a weakening in the financial positions of the borrowers. The following tables summarize our non-performing loans, other real estate owned (OREO) and our loans past due 90 days or more still accruing interest (in thousands).

	December 31,				
	2018	2017	2016	2015	2014
	(in thousands)				
Non-accrual loans					
SBA non-real estate	\$ 2,590	\$ 1,889	\$ 1,530	\$ 733	\$ -
SBA commercial mortgage	458	693	-	-	-
Consumer	1,468	1,414	1,442	1,194	1,907
Total non-accrual loans	4,516	3,996	2,972	1,927	1,907
Loans past due 90 days or more and still accruing	954	227	661	403	149
Total non-performing loans	5,470	4,223	3,633	2,330	2,056
Other real estate owned	-	450	104	-	-
Total non-performing assets	\$ 5,470	\$ 4,673	\$ 3,737	\$ 2,330	\$ 2,056

The loans that were modified for the years ended December 31, 2018 and 2017 and considered troubled debt restructurings are as follows (in thousands):

	December 31, 2018			December 31, 2017		
	Number	Pre-modification recorded investment	Post- modification recorded investment	Number	Pre-modification recorded investment	Post- modification recorded investment
		SBA non-real estate	5		\$ 1,564	\$ 1,564
Direct lease financing	3	870	870	1	230	230
Consumer	2	513	513	2	535	535
Total	10	\$ 2,947	\$ 2,947	8	\$ 2,241	\$ 2,241

The balances below provide information as to how the loans were modified as troubled debt restructured loans at December 31, 2018 and 2017 (in thousands):

	December 31, 2018			December 31, 2017		
	Adjusted interest rate	Extended maturity	Combined rate and maturity	Adjusted interest rate	Extended maturity	Combined rate and maturity
SBA non-real estate	\$ -	\$ 85	\$ 1,479	\$ -	\$ 115	\$ 1,361
Direct lease financing	-	434	436	-	-	230
Consumer	-	-	513	-	-	535
Total	\$ -	\$ 519	\$ 2,428	\$ -	\$ 115	\$ 2,126

We had a commitment to extend \$27,000 of additional credit related to one loan classified as a troubled debt restructuring as of December 31, 2018 and a commitment to extend \$228,000 to one loan classified as a troubled debt restructuring as of December 31, 2017. However, the \$228,000 commitment was not drawn upon.

The following table summarizes as of December 31, 2018 loans that were restructured within the last 12 months that have subsequently defaulted (in thousands).

	December 31, 2018	
	Number	Pre-modification recorded investment
SBA non-real estate	1	\$ 258
Direct lease financing	2	735
Total	3	\$ 993

In the fourth quarter of 2018, we took a \$1.9 million charge to write down a \$30.0 million delinquent loan to the appraised value of its collateral, less estimated costs of disposition. That charge was reflected in our consolidated statement of operations in the categories of change in value of investment in unconsolidated entity and net realized and unrealized gains on commercial loans originated for sale. The investment in unconsolidated entity, which owns \$17.0 million of the loan, reflects our investment in a securitization of certain loans from our discontinued loan portfolio in 2014. The amount of that related charge was based on the ratio of the \$17.0 million owned by that entity to the \$30 million loan balance, with the remainder of the \$1.9 million charge reflected in net realized and unrealized gains on commercial loans originated for sale. The underlying collateral which was written down consisted of a multi-tenant shopping center. On March 13, 2019, we renewed this loan for four years and reduced the interest rate to the following: libor plus 2% in year one, increasing .5% each year until in the fourth year the rate will be libor plus 3.5% in the fourth year and in a one year extension, if exercised.



The following table provides information about impaired loans at December 31, 2018 and 2017 (in thousands):

	Recorded investment	Unpaid principal balance	Related allowance	Average recorded investment	Interest income recognized
<b>December 31, 2018</b>					
Without an allowance recorded					
SBA non-real estate	\$ 175	\$ 1,469	\$ -	\$ 334	\$ -
SBA commercial mortgage	-	-	-	-	-
Direct lease financing	437	548	-	425	28
Consumer - other	-	-	-	-	-
Consumer - home equity	1,612	1,612	-	1,648	10
With an allowance recorded					
SBA non-real estate	3,541	3,541	2,806	2,816	70
SBA commercial mortgage	458	458	71	505	-
Direct lease financing	434	434	145	617	66
Consumer - other	-	-	-	-	-
Consumer - home equity	129	129	17	26	-
Total					
SBA non-real estate	3,716	5,010	2,806	3,150	70
SBA commercial mortgage	458	458	71	505	-
Direct lease financing	871	982	145	1,042	94
Consumer - other	-	-	-	-	-
Consumer - home equity	1,741	1,741	17	1,674	10
	<u>\$ 6,786</u>	<u>\$ 8,191</u>	<u>\$ 3,039</u>	<u>\$ 6,371</u>	<u>\$ 174</u>
<b>December 31, 2017</b>					
Without an allowance recorded					
SBA non-real estate	\$ 459	\$ 1,286	\$ -	\$ 311	\$ 12
SBA commercial mortgage	-	-	-	-	-
Direct lease financing	229	341	-	103	33
Consumer - other	-	-	-	259	-
Consumer - home equity	1,695	1,695	-	1,712	9
With an allowance recorded					
SBA non-real estate	2,399	2,399	1,689	2,507	60
SBA commercial mortgage	693	693	225	747	-
Direct lease financing	-	-	-	405	-
Consumer - other	-	-	-	14	-
Consumer - home equity	-	-	-	-	-
Total					
SBA non-real estate	2,858	3,685	1,689	2,818	72
SBA commercial mortgage	693	693	225	747	-
Direct lease financing	229	341	-	508	33
Consumer - other	-	-	-	273	-
Consumer - home equity	1,695	1,695	-	1,712	9
	<u>\$ 5,475</u>	<u>\$ 6,414</u>	<u>\$ 1,914</u>	<u>\$ 6,058</u>	<u>\$ 114</u>

We had \$4.5 million of non-accrual loans at December 31, 2018, compared to \$4.0 million of non-accrual loans at December 31, 2017. The \$520,000 increase reflected \$6.5 million of loans placed on non-accrual status, partially offset by \$1.5 million of loan charge-offs, \$4.1 million of loan payments, \$364,000 for participations sold. Loans past due 90 days or more still accruing interest amounted to \$954,000 and \$227,000 at December 31, 2018 and December 31, 2017, respectively. The \$727,000 increase reflected \$12.7 million of additions, partially offset by \$10.7 million of loan payments, \$165,000 of charge-offs, \$1.1 million of transfers to non-accrual and \$41,000 of transfers to repossessed assets. We had no OREO at December 31, 2018 and \$450,000 at December 31, 2017. Activity in 2018 reflected a \$45,000 writedown and a \$405,000 sale of the prior year end balance during the year.

We evaluate loans under an internal loan risk rating system as a means of identifying problem loans. The following table provides information by credit risk rating indicator for each segment of the loan portfolio excluding loans held for sale at the dates indicated (in thousands):

December 31, 2018	Pass	Special mention	Substandard	Doubtful	Loss	Unrated subject to review *	Unrated not subject to review *	Total loans
SBA non-real estate	\$ 67,809	\$ 1,641	\$ 4,517	\$ -	\$ -	\$ 347	\$ 2,026	76,340
SBA commercial mortgage	158,667	273	458	-	-	5,498	510	165,406
SBA construction	19,912	-	694	-	-	843	187	21,636
Direct lease financing	382,860	2,157	1,456	-	-	3,623	7,475	397,571
SBLOC	775,153	-	-	-	-	-	10,150	785,303
Other specialty lending	31,749	-	-	-	-	-	87	31,836
Consumer	5,849	-	1,742	-	-	-	8,711	16,302
Unamortized loan fees and costs	-	-	-	-	-	-	10,383	10,383
	\$ 1,441,999	\$ 4,071	\$ 8,867	\$ -	\$ -	\$ 10,311	\$ 39,529	\$ 1,504,777
<b>December 31, 2017</b>								
SBA non-real estate	\$ 63,547	\$ 3,392	\$ 3,450	\$ -	\$ -	\$ -	\$ (10)	70,379
SBA commercial mortgage	141,084	277	693	-	-	-	32	142,086
SBA construction	16,740	-	-	-	-	-	-	16,740
Direct lease financing	204,906	-	2,895	-	-	8,820	161,039	377,660
SBLOC	357,050	-	-	-	-	-	373,412	730,462
Other specialty lending	30,720	-	-	-	-	-	-	30,720
Consumer	7,910	281	1,947	-	-	-	3,995	14,133
Unamortized loan fees and costs	-	-	-	-	-	-	10,048	10,048
	\$ 821,957	\$ 3,950	\$ 8,985	\$ -	\$ -	\$ 8,820	\$ 548,516	\$ 1,392,228

\*For information on targeted loan review thresholds see "Allowance for Loan Losses"

*Investment in Unconsolidated Entity.* On December 30, 2014, the Bank sold a portion of its discontinued commercial loan portfolio. The purchaser of the loan portfolio was a newly formed entity, Walnut Street 2014-1 Issuer, LLC or Walnut Street. The price paid to the Bank for the loan portfolio with a face value of approximately \$267.6 million was approximately \$209.6 million, of which approximately \$193.6 million was in the form of two notes issued by Walnut Street to the Bank; a senior note in the principal amount of approximately \$178.2 million bearing interest at 1.5% per year and maturing in December 2024 and a subordinate note in the principal amount of approximately \$15.4 million, bearing interest at 10.0% per year and maturing in December 2024. At December 31, 2018, a balance of \$59.3 million remained on the consolidated balance sheet, representing the remaining balances of these notes. Interest is not being accrued on this investment and changes in its value, determined by discounting estimated future cash flows, are recorded in the income statement under "change in value of investment in unconsolidated entity". In 2018, there was a \$3.7 million decrease in value, compared to a \$20,000 decrease in value in 2017.

*Deposits.* Our primary source of funding is deposit acquisition. We offer a variety of deposit accounts with a range of interest rates and terms, including prepaid card and demand and money market accounts. The majority of deposit balances are comprised of accounts obtained with the assistance of third parties. At December 31, 2018, we had total deposits of \$3.93 billion compared to \$4.26 billion at December 31, 2017, which reflected a decrease of \$325.1 million, or 7.6%, between 2018 and 2017. The decrease reflected approximately \$400 million of deposits transferred as a result of the sale of the SHIRA portfolio. A diversified group of prepaid accounts, which have an established history of stability and lower cost than certain other types of funding, comprise the majority of our deposits. Prepaid accounts include general purpose reloadable, debit, medical spending, payroll, gift, commercial, incentive plan and other accounts. The following table presents the average balance and rates paid on deposits for the periods indicated (in thousands):

	December 31, 2018		December 31, 2017		December 31, 2016	
	Average balance	Average rate	Average balance	Average rate	Average balance	Average rate
Demand and interest checking *	\$ 3,499,288	0.66%	\$ 3,371,969	0.36%	\$ 3,347,191	0.28%
Savings and money market	362,267	0.79%	439,625	0.51%	394,434	0.39%
Time	-	-	-	-	77,576	0.58%
Total deposits	<u>\$ 3,861,555</u>	0.67%	<u>\$ 3,811,594</u>	0.38%	<u>\$ 3,819,201</u>	0.30%

\* Non-interest bearing demand accounts are not paid interest. The rate shown reflects the fees paid to affinity groups, which are based upon a rate index, and therefore classified as interest expense.

*Borrowings.* We had no outstanding advances from the FHLB at December 31, 2018 on our line of credit with them. The Bank also has a line of credit with the Federal Reserve, which we discuss in "Liquidity and Capital Resources". We had no outstanding amounts borrowed on the Bank's lines of credit at December 31, 2018. We do not have any policy prohibiting us from incurring debt.

	As of or for the year ended December 31,		
	2018	2017	2016
	(dollars in thousands)		
<u>Securities sold under repurchase agreements</u>			
Balance at year-end	\$ 93	\$ 217	\$ 274
Average during the year	173	240	685
Maximum month-end balance	223	274	862
Weighted average rate during the year	0.00%	0.00%	0.29%
Rate at December 31	0.15%	0.23%	0.14%

	As of or for the year ended December 31,		
	2018	2017	2016
	(dollars in thousands)		
<u>Short-term borrowings and federal funds purchased</u>			
Balance at year-end	\$ -	\$ -	\$ -
Average during the year	20,346	23,281	57,518
Maximum month-end balance	100,000	50,000	225,000
Weighted average rate during the year	2.22%	1.39%	0.62%
Rate at December 31	2.35%	1.34%	0.54%

As of December 31, 2018, we have two established statutory business trusts: The Bancorp Capital Trust II and The Bancorp Capital Trust III, which we refer to as the Trusts. In each case, we own all the common securities of the Trust. These trusts issued preferred capital securities to investors and invested the proceeds in us through the purchase of junior subordinated debentures issued by us. These debentures are the sole assets of the trusts. The \$10.3 million of debentures issued to The Bancorp Capital Trust II on November 28, 2007, mature on March 15, 2038 and bear interest equal to 3-month LIBOR plus 3.25%. The \$3.1 million of debentures issued to The Bancorp Capital Trust III on November 28, 2007 mature on March 15, 2038, and bear interest at a floating annual rate equal to 3-month LIBOR plus 3.25%.

*Long-term Borrowings.* At December 31, 2018 and 2017, we had long term borrowings of \$41.7 million and \$42.3 million respectively, which consisted of sold loans which were accounted for as a secured borrowing, because they did not qualify for true sale accounting.

*Shareholders' Equity.* At December 31, 2018, we had \$406.8 million in shareholders' equity compared to \$324.1 million at the prior year end. The increase primarily reflected 2018 earnings as the Company has not paid cash dividends. In September 2016, we issued 17.5 million shares of our common stock, par value \$1.00, at an offering price of \$4.50 per share in a private offering. The sale of the common stock resulted in net proceeds to us, after underwriting discounts, commissions and expenses, of approximately \$74.8 million.

*Discontinued Operations.* As of December 31, 2018, "Assets held for sale from discontinued operations" reflected the \$197.8 million balance of discontinued operations assets, which included \$170.6 million of net loans and \$27.2 million of other real estate owned. At December 31, 2017, the total of such assets was \$304.3 million. The reduction reflected our efforts to transfer loans to other financial institutions. Also see "Investment in Unconsolidated Entity" above.

### **Off-balance Sheet Commitments**

We are party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in our consolidated financial statements.

Credit risk is defined as the possibility of sustaining a loss due to the failure of the other parties to a financial instrument to perform in accordance with the terms of the contract. The maximum exposure to credit loss under commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. We use the same underwriting standards and policies in making credit commitments as we do for on-balance sheet instruments.

Financial instruments whose contract amounts represent potential credit risk for us at December 31, 2018, were our unused commitments to extend credit, which were approximately \$1.68 billion, and standby letters of credit, which were approximately \$1.1 million, at December 31, 2018. The vast majority of commitments reflect SBLOC commitments, which are variable rate, and connected to lines of credit secured by marketable securities. The amount of the line is generally based upon the value of the collateral, and not expected usage. The majority of these available lines are not drawn upon.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and many require the payment of a fee. Standby letters of credit are conditional commitments issued that guarantee the performance of a customer to a third party. Since we expect that many of the commitments or letters of credit we issue will not be fully drawn upon, the total commitment or letter of credit amounts do not necessarily represent future cash requirements. We evaluate each customer's creditworthiness on a case-by-case basis. We base the amount of collateral we obtain when we extend credit on our credit evaluation of the customer. Collateral held varies but may include real estate, marketable securities, pledged deposits, equipment and accounts receivable.

### Contractual Obligations and Other Commitments

The following table sets forth our contractual obligations and other commitments, including off-balance sheet commitments, representing required and potential cash outflows as of December 31, 2018:

	Total	Less than one year	One to three years (in thousands)	Three to five years	After five years
Minimum annual rentals on noncancelable operating leases	\$ 21,444	\$ 3,793	\$ 7,207	\$ 5,762	\$ 4,682
Loan commitments	1,683,499	34,086	21,603	6,568	1,621,242
Subordinated debentures	13,401	-	-	-	13,401
Interest expense on subordinated debentures (1)	12,998	714	1,428	1,428	9,428
Standby letters of credit	1,150	972	178	-	-
Total	<u>\$ 1,732,492</u>	<u>\$ 39,565</u>	<u>\$ 30,416</u>	<u>\$ 13,758</u>	<u>\$ 1,648,753</u>

(1) Presentation assumes a weighted average interest rate of 5.49%

### Impact of Inflation

The primary impact of inflation on our operations is on our operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services. While we anticipate that inflation will affect our future operating costs, we cannot predict the timing or amounts of any such effects.

### Recently Issued Accounting Standards

Information on recent accounting pronouncements is set forth in Note B, item 23, to the consolidated financial statements included in this report and is incorporated herein by this reference.

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

Information with respect to quantitative and qualitative disclosures about market risk is included under the section entitled "Asset and Liability Management" in Part 2 Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations".

**Item 8. Financial Statements and Supplementary Data.**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders  
The Bancorp, Inc.

**Opinion on the financial statements**

We have audited the accompanying consolidated balance sheets of The Bancorp, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of operations, comprehensive income, changes in shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated March 15, 2019 expressed an unqualified opinion.

**Basis for opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Grant Thornton LLP

We have served as the Company’s auditor since 2000.

Philadelphia, Pennsylvania  
March 15, 2019

**THE BANCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**

	December 31, 2018	December 31, 2017
(in thousands)		
<b>ASSETS</b>		
Cash and cash equivalents		
Cash and due from banks	\$ 2,440	\$ 3,152
Interest earning deposits at Federal Reserve Bank	551,862	841,471
Securities purchased under agreements to resell	-	64,312
Total cash and cash equivalents	554,302	908,935
Investment securities, available-for-sale, at fair value	1,236,324	1,294,484
Investment securities, held-to-maturity (fair value \$83,391 and \$85,345, respectively)	84,432	86,380
Commercial loans held for sale, at fair value	688,471	503,316
Loans, net of deferred fees and costs	1,504,777	1,392,228
Allowance for loan and lease losses	(8,653)	(7,096)
Loans, net	1,496,124	1,385,132
Federal Home Loan Bank and Atlantic Central Bankers Bank stock	1,113	991
Premises and equipment, net	18,895	20,051
Accrued interest receivable	12,753	10,900
Intangible assets, net	3,846	5,377
Other real estate owned	-	450
Deferred tax asset, net	21,622	34,802
Investment in unconsolidated entity, at fair value	59,273	74,473
Assets held for sale from discontinued operations	197,831	304,313
Other assets	62,925	78,543
Total assets	\$ 4,437,911	\$ 4,708,147
<b>LIABILITIES</b>		
Deposits		
Demand and interest checking	\$ 3,904,638	\$ 3,806,965
Savings and money market	31,076	453,877
Total deposits	3,935,714	4,260,842
Securities sold under agreements to repurchase	93	217
Subordinated debentures	13,401	13,401
Long-term borrowings	41,674	42,323
Other liabilities	40,253	67,215
Total liabilities	4,031,135	4,383,998
<b>SHAREHOLDERS' EQUITY</b>		
Common stock - authorized, 75,000,000 shares of \$1.00 par value; 56,446,088 and 55,861,150 shares issued and outstanding at December 31, 2018 and December 31, 2017, respectively	56,446	55,861
Treasury stock, at cost (100,000 shares)	(866)	(866)
Additional paid-in capital	366,181	363,196
Accumulated deficit	(817)	(89,485)
Accumulated other comprehensive loss	(14,168)	(4,557)
Total shareholders' equity	406,776	324,149
Total liabilities and shareholders' equity	\$ 4,437,911	\$ 4,708,147

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

**THE BANCORP, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	For the year ended December 31,		
	2018	2017	2016
	(in thousands, except per share data)		
Interest income			
Loans, including fees	\$ 95,315	\$ 79,081	\$ 67,571
Investment securities:			
Taxable interest	41,993	36,121	31,219
Tax-exempt interest	207	306	740
Federal funds sold/securities purchased under agreements to resell	1,708	1,310	452
Interest earning deposits	8,737	5,202	2,237
	<u>147,960</u>	<u>122,020</u>	<u>102,219</u>
Interest expense			
Deposits	25,946	14,418	11,372
Securities sold under agreements to repurchase	-	-	2
Short-term borrowings	451	336	359
Subordinated debentures	714	586	520
	<u>27,111</u>	<u>15,340</u>	<u>12,253</u>
Net interest income	120,849	106,680	89,966
Provision for loan and lease losses	3,585	2,920	3,360
Net interest income after provision for loan and lease losses	<u>117,264</u>	<u>103,760</u>	<u>86,606</u>
Non-interest income			
Service fees on deposit accounts	3,622	6,788	5,124
ACH, card and other payment processing fees	8,653	6,318	5,526
Prepaid card fees	54,627	53,367	51,326
Net realized and unrealized gains on commercial loans originated for sale	20,498	17,919	2,901
Gain on sale of investment securities	41	2,231	3,171
Gain on sale of IRA portfolio	65,000	-	-
Gain on sale of health savings portfolio	-	2,538	-
Change in value of investment in unconsolidated entity	(3,689)	(20)	(37,533)
Leasing income	3,071	2,663	2,007
Affinity fees	281	1,545	4,563
Loss from sale of European prepaid card operations	-	(3,437)	-
Other	1,691	1,636	5,401
Total non-interest income	<u>153,795</u>	<u>91,548</u>	<u>42,486</u>
Non-interest expense			
Salaries and employee benefits	79,816	75,832	81,951
Depreciation and amortization	3,997	4,452	4,982
Rent and related occupancy cost	5,474	5,680	6,320
Data processing expense	6,187	10,159	14,698
One-time fee to exit data processing contract	-	1,136	-
Printing and supplies	906	1,354	2,966
Audit expense	2,002	1,682	1,105
Legal expense	7,845	8,072	6,683
Amortization of intangible assets	1,531	1,528	1,403
FDIC Insurance	8,819	10,097	10,091
Software	13,304	12,597	11,162
Insurance	2,578	2,333	2,295
Telecom and IT network communications	1,373	1,793	1,982
Securitization and servicing expense	117	170	1,044
Consulting	3,239	2,227	5,404
Bank Secrecy Act and look back consulting expenses	-	-	29,081
Civil money penalty	(290)	2,290	-
Prepaid relationship exit expense	672	-	-
Lease termination expense	395	-	-
Other	13,313	13,512	17,406
Total non-interest expense	<u>151,278</u>	<u>154,914</u>	<u>198,573</u>
Income (loss) from continuing operations before income taxes	119,781	40,394	(69,481)



Income tax expense (benefit)	32,241	23,056	(12,664)
Net income (loss) from continuing operations	\$ 87,540	\$ 17,338	\$ (56,817)
Discontinued operations			
Income (loss) from discontinued operations before income taxes	1,491	4,059	(43,117)
Income tax expense (benefit)	354	(276)	(3,442)
Income (loss) from discontinued operations, net of tax	1,137	4,335	(39,675)
Net income (loss) available to common shareholders	<u>\$ 88,677</u>	<u>\$ 21,673</u>	<u>\$ (96,492)</u>
Net income (loss) per share from continuing operations - basic	<u>\$ 1.55</u>	<u>\$ 0.31</u>	<u>\$ (1.28)</u>
Net income (loss) per share from discontinued operations - basic	<u>\$ 0.02</u>	<u>\$ 0.08</u>	<u>\$ (0.89)</u>
Net income (loss) per share - basic	<u>\$ 1.57</u>	<u>\$ 0.39</u>	<u>\$ (2.17)</u>
Net income (loss) per share from continuing operations - diluted	<u>\$ 1.53</u>	<u>\$ 0.31</u>	<u>\$ (1.28)</u>
Net income (loss) per share from discontinued operations - diluted	<u>\$ 0.02</u>	<u>\$ 0.08</u>	<u>\$ (0.89)</u>
Net income (loss) per share - diluted	<u>\$ 1.55</u>	<u>\$ 0.39</u>	<u>\$ (2.17)</u>

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

**THE BANCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	For the year ended December 31,		
	2018	2017	2016
	(in thousands)		
<b>Net income (loss)</b>	\$ 88,677	\$ 21,673	\$ (96,492)
Other comprehensive income (loss), net of reclassifications into net income:			
Other comprehensive income (loss)			
Securities available-for-sale:			
Change in net unrealized gains (losses) during the year	(13,223)	2,617	(953)
Reclassification adjustments for gains included in income	(41)	(2,231)	(3,170)
Reclassification adjustments for foreign currency translation gains	-	216	335
Amortization of losses previously held as available-for-sale	99	34	34
Other comprehensive income (loss)	(13,165)	636	(3,754)
Income tax expense (benefit) related to items of other comprehensive income (loss)			
Securities available-for-sale:			
Change in net unrealized gains (losses) during the year	(3,570)	1,046	(381)
Reclassification adjustments for gains included in income	(11)	(892)	(1,268)
Amortization of losses previously held as available-for-sale	27	14	14
Income tax expense (benefit) related to items of other comprehensive income (loss)	(3,554)	168	(1,635)
Other comprehensive income (loss), net of tax and reclassifications into net income	(9,611)	468	(2,119)
<b>Comprehensive income (loss)</b>	<u>\$ 79,066</u>	<u>\$ 22,141</u>	<u>\$ (98,611)</u>

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

**THE BANCORP INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the years ended December 31, 2018, 2017 and 2016**

(in thousands, except share data)

	Common stock shares	Common stock	Treasury stock	Additional paid-in capital	Retained earnings/ (accumulated deficit)	Accumulated other comprehensive income/(loss)	Total
Balance at December 31, 2015	37,861,303	\$ 37,861	\$ (866)	\$ 300,549	\$ (15,449)	\$ (2,094)	\$ 320,001
Net loss					(96,492)		(96,492)
Issuance of common stock	17,473,881	17,474	-	57,338	-		74,812
Common stock issued from restricted shares, cashless exercise, net of tax benefits	84,020	84	-	(84)	-	-	-
Stock-based compensation	-	-	-	2,761	-	-	2,761
Other comprehensive loss net of reclassification adjustments and tax	-	-	-	-	-	(2,119)	(2,119)
Balance at December 31, 2016	<u>55,419,204</u>	<u>\$ 55,419</u>	<u>\$ (866)</u>	<u>\$ 360,564</u>	<u>\$ (111,941)</u>	<u>\$ (4,213)</u>	<u>\$ 298,963</u>
Net income					21,673		21,673
Common stock issuance costs	-	-	-	(200)	-	-	(200)
Common stock issued from restricted shares, cashless exercise, net of tax benefits	441,946	442	-	(413)	(29)	-	-
Reclassification due to the adoption of ASU No. 2018-02	-	-	-	-	812	(812)	-
Stock-based compensation	-	-	-	3,245	-	-	3,245
Other comprehensive income net of reclassification adjustments and tax	-	-	-	-	-	468	468
Balance at December 31, 2017	<u>55,861,150</u>	<u>\$ 55,861</u>	<u>\$ (866)</u>	<u>\$ 363,196</u>	<u>\$ (89,485)</u>	<u>\$ (4,557)</u>	<u>\$ 324,149</u>
Net income					88,677		88,677
Common stock issued from option exercises, net of tax benefits	13,390	13	-	107	(9)	-	111
Common stock issued from restricted shares, cashless exercise, net of tax benefits	571,548	572	-	(572)	-	-	-
Stock-based compensation	-	-	-	3,450	-	-	3,450
Other comprehensive loss net of reclassification adjustments and tax	-	-	-	-	-	(9,611)	(9,611)
Balance at December 31, 2018	<u>56,446,088</u>	<u>\$ 56,446</u>	<u>\$ (866)</u>	<u>\$ 366,181</u>	<u>\$ (817)</u>	<u>\$ (14,168)</u>	<u>\$ 406,776</u>

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

**THE BANCORP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Year ended December 31,		
	2018	2017	2016
<b>Operating activities</b>			
Net income (loss) from continuing operations	\$ 87,540	\$ 17,338	\$ (56,817)
Net income (loss) from discontinued operations, net of tax	1,137	4,335	(39,675)
Adjustments to reconcile net income to net cash provided by (used in) operating activities			
Depreciation and amortization	5,528	5,980	6,385
Provision for loan and lease losses	3,585	2,920	3,360
Net amortization of investment securities discounts/premiums	15,636	10,828	8,204
Stock-based compensation expense	3,450	3,245	2,761
Loans originated for sale	(866,303)	(521,913)	(528,584)
Sale of commercial loans originated for resale	638,274	458,942	358,283
Gain on sales of loans originated for resale	(20,830)	(18,072)	(2,815)
Deferred income tax expense (benefit)	15,824	20,799	(14,381)
Gain on sale of IRA portfolio	(65,000)	-	-
Loss (gain) from discontinued operations	3,993	(3,293)	3,202
Loss on sale of fixed assets	15	122	6
Loss on sale of other real estate owned	-	19	-
Fair value adjustment on investment in unconsolidated entity	3,689	(20)	37,533
Writedown of other real estate owned	45	-	-
Change in fair value of loans held for sale	979	1,964	3,078
Change in fair value of derivatives	(647)	(1,810)	(3,164)
Gain on sales of investment securities	(41)	(2,231)	(3,171)
Increase in accrued interest receivable	(1,853)	(311)	(1,118)
(Increase) decrease in other assets	(8,184)	5,678	(9,232)
Change in fair value of discontinued loans held for sale	352	2,736	45,604
Increase (decrease) in other liabilities	8,655	(18,504)	28,567
Net cash used in operating activities	<u>(174,156)</u>	<u>(31,248)</u>	<u>(161,974)</u>
<b>Investing activities</b>			
Purchase of investment securities available-for-sale	(134,758)	(579,925)	(549,502)
Cash from call of investment securities held-to-maturity	2,000	-	-
Proceeds from sale of investment securities available-for-sale	3,529	284,373	148,205
Proceeds from redemptions and prepayments of securities held-to-maturity	-	7,000	51
Proceeds from redemptions and prepayments of securities available-for-sale	207,703	278,290	213,730
Proceeds from sale of other real estate owned	405	85	-
Net increase in loans	(115,054)	(172,853)	(146,366)
Net decrease in discontinued loans held for sale	94,371	52,343	179,545
Proceeds from sale of fixed assets	-	945	542
Purchases of premises and equipment	(2,379)	(515)	(8,024)
Change in receivable from investment in unconsolidated entity	9,570	(7,989)	(2,021)
Return of investment in unconsolidated entity	11,511	52,477	14,057
Decrease (increase) in discontinued assets held for sale	7,765	4,612	(5,153)
Net cash provided by (used in) investing activities	<u>84,663</u>	<u>(81,157)</u>	<u>(154,936)</u>
<b>Financing activities</b>			
Net increase (decrease) in deposits	(325,128)	22,538	(176,453)
Net decrease in securities sold under agreements to repurchase	(124)	(57)	(651)
Proceeds (costs) from issuance of common stock	-	(200)	74,812
Proceeds from the issuance of common stock options	112	-	-
Proceeds from the sale of IRA portfolio	60,000	-	-
Net increase in long-term liabilities	-	-	263,099
Net cash provided by (used in) financing activities	<u>(265,140)</u>	<u>22,281</u>	<u>160,807</u>
Net decrease in cash and cash equivalents	(354,633)	(90,124)	(156,103)

Cash and cash equivalents, beginning of year	<u>908,935</u>	<u>999,059</u>	<u>1,155,162</u>
Cash and cash equivalents, end of year	<u>\$ 554,302</u>	<u>\$ 908,935</u>	<u>\$ 999,059</u>
Supplemental disclosure:			
Interest paid	<u>\$ 27,021</u>	<u>\$ 15,326</u>	<u>\$ 12,420</u>
Taxes paid	<u>\$ 12,663</u>	<u>\$ 4,159</u>	<u>\$ 1,502</u>
Transfers of loans to other real estate owned	<u>\$ -</u>	<u>\$ 450</u>	<u>\$ -</u>
Non-cash reclassification of commercial loans sold	<u>\$ -</u>	<u>\$ 240,714</u>	<u>\$ -</u>
Investment securities transferred in securitizations	<u>\$ 62,076</u>	<u>\$ 46,359</u>	<u>\$ -</u>

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

THE BANCORP, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note A—Organization and Nature of Operations

The Bancorp, Inc. (the Company) is a Delaware corporation and a registered financial holding company. Its primary subsidiary is a wholly owned subsidiary bank, The Bancorp Bank (the Bank). The Bank is a Delaware chartered commercial bank located in Wilmington, Delaware and is a Federal Deposit Insurance Corporation (FDIC) insured institution. In its continuing operations, the Bank has four primary lines of specialty lending: securities-backed lines of credit (SBLOC), leasing (direct lease financing), Small Business Administration (SBA) loans and loans generated for sale into capital markets primarily through commercial loan securitizations (CMBS). Through the Bank, the Company also provides banking services nationally, which include prepaid card accounts, private label banking, deposit accounts to investment advisors' customers, card payment and other payment processing.

The Company and the Bank are subject to regulation by certain state and federal agencies and, accordingly, they are examined periodically by those regulatory authorities. As a consequence of the extensive regulation of commercial banking activities, the Company's and the Bank's businesses may be affected by state and federal legislation and regulations.

Note B—Summary of Significant Accounting Policies

1. Basis of Presentation

The accounting and reporting policies of the Company conform to generally accepted accounting principles in the United States of America (U.S. GAAP) and predominant practices within the banking industry. The consolidated financial statements include the accounts of the Company and all its subsidiaries. All inter-company balances have been eliminated. Certain reclassifications have been made to the 2017 and 2016 consolidated financial statements to conform to the 2018 presentation.

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The principal estimates that are particularly susceptible to a significant change in the near term relate to the allowance for loan and lease losses, investment in unconsolidated entity and assets held for sale from discontinued operations measured at fair value, investment other than temporary impairment (OTTI), investments measured at fair value and deferred income taxes.

2. Cash and Cash Equivalents

Cash and cash equivalents are defined as cash on hand and amounts due from banks with an original maturity from date of purchase of three months or less and federal funds sold. The Company at times maintains balances in excess of insured limits at various financial institutions including the Federal Reserve Bank (FRB), the Federal Home Loan Bank (FHLB) and other private institutions. The Company does not believe these instruments carry a significant risk of loss, but cannot provide assurances that no losses could occur if these institutions were to become insolvent.

3. Investment Securities

Investments in debt securities which the Company has both the ability and intent to hold to maturity are carried at cost, adjusted for the amortization of premiums and accretion of discounts computed by the effective interest method. Investments in debt and equity securities which management believes may be sold prior to maturity due to changes in interest rates, prepayment risk, liquidity requirements, or other factors, are classified as available-for-sale. Net unrealized gains for such securities, net of tax effect, are reported as other comprehensive income, through equity and are excluded from the determination of net income. The unrealized losses for both the held-to-maturity and available-for-sale securities are evaluated to determine first if the impairment is other than

temporary then to determine the amount of other-than-temporary impairment (OTTI) that is attributable to credit loss versus non-credit loss. If a credit loss is determined, an OTTI charge is recorded within the consolidated statement of operations. For available for sale securities, if management believes market value losses are temporary and it believes the Company has the ability and intention to hold those securities through recovery of the temporary losses, the reduction in value is recognized in other comprehensive income. The Company does not engage in securities trading. Gains or losses on disposition of investment securities are based on the net proceeds and the adjusted carrying amount of the securities sold using the specific identification method.

The Company evaluates whether OTTI exists by considering primarily the following factors: (a) the length of time and extent to which the fair value has been less than the amortized cost of the security, (b) changes in the financial condition, credit rating and near-term prospects of the issuer, (c) whether the issuer is current on contractually obligated interest and principal payments, (d) changes in the financial condition of the security's underlying collateral and (e) the payment structure of the security. The Company's best estimate of expected future cash flows used to determine the amount of OTTI attributable to credit loss is a quantitative and qualitative process that incorporates information received from third-party sources and internal assumptions and judgments regarding the future performance of the security. The Company's best estimate of future cash flows involves assumptions including, but not limited to, various performance indicators, such as historical and projected default and recovery rates, credit ratings, current delinquency rates, loan-to-value ratios and the possibility of obligor refinancing. These assumptions require the use of significant management judgment and include the probability of issuer default and estimates regarding timing and amount of expected recoveries which may include estimating the underlying collateral value. In addition, projections of expected future cash flows from a debt security may change based upon new information regarding the performance of the issuer and/or underlying collateral such as changes in the projections of the underlying property value estimates. The Company did not recognize any OTTI charges in 2018, 2017 and 2016.

#### 4. Loans and Allowance for Loan and Lease Losses

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 and are net of unearned discounts, unearned loan fees and an allowance for loan and lease losses. The allowance for loan and lease losses is established through a provision for loan and lease losses charged to expense. Loan principal considered to be uncollectible by management is charged against the allowance for loan and lease losses. The allowance is an amount that management believes will be adequate to absorb probable losses on existing loans that may become uncollectible based upon an evaluation of known and inherent risks in the loan portfolio. The evaluation takes into consideration historical losses by loan category and factors such as changes in the nature and size of the loan portfolio, overall portfolio quality, specific problem loans and current economic conditions which may affect the borrowers' ability to pay. The resulting loss factors are applied to current total loan amounts to compute the historical loss component of the allowance. The historical loss component is added to allowance allocations for specific loans and an unallocated component and the allowance is adjusted to the total of those three components through the provision.

Interest income is accrued as earned on a simple interest basis. Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of interest is doubtful.

When a loan is placed on non-accrual status, all accumulated accrued interest receivable applicable to periods prior to the current year is charged off to the allowance for loan and lease losses. Interest that had accrued in the current year is reversed from current period income. Loans reported as having missed four or more consecutive monthly payments and still accruing interest must have both principal and accruing interest adequately secured and must be in the process of collection. Such loans are reported as 90 days delinquent and still accruing. For all loan types, the Company uses the method of reporting delinquencies which considers a loan past due or delinquent if a monthly payment has not been received by the close of business on the loan's next due date. In the Company's reporting, two missed payments are reflected as 30 to 59 day delinquencies and three missed payments are reflected as 60 to 89 day delinquencies.

The allowance for loan losses represents management's estimate of losses inherent in the loan and lease portfolio as of the consolidated balance sheet date and is recorded as a reduction to loans and leases. The allowance for loan losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance

is highly unlikely. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The evaluation of the adequacy of the allowance for loan and lease losses includes, among other factors, an analysis of historical loss rates and environmental factors by category, applied to current loan totals. However, actual losses may be higher or lower than historical trends, which vary. Actual losses on specified problem loans, which also are provided for in the evaluation, may vary from those estimated loss percentages, which are established based upon a limited number of potential loss classifications.

Management performs a quarterly evaluation of the adequacy of the allowance, which is based on the Company's past loan loss experience, known and inherent risks in the portfolio, the volume and mix of the existing loan and lease portfolios, including the volume and severity of non-performing and adversely classified credits, an analysis of net charge-offs experienced on previously classified credits, the trend in loan and lease growth, including any rapid increase in loan and lease volume within a relatively short time period, general and local economic conditions affecting the collectability of the Company's loans and leases, previous loan and lease experience by type, including net charge-offs, as a percentage of average loans and leases over the past several years, and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans and leases that are classified as impaired. For such loans and leases, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. Regardless of the measurement method, the Company measures impairment based on the fair value of the collateral when foreclosure is probable.

The allowance calculation methodology includes further segregation of loan classes into regulatory risk rating categories of special mention, substandard and loss. Loans classified as special mention have potential weaknesses that deserve management's close attention. If uncorrected, the potential weaknesses may result in deterioration of repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or by the market value of the collateral pledged, if any. Loans rated as special mention and substandard are reserved for based on the average charge-off history for loans and leases previously classified in those categories. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loans not classified are included in the general component of the reserve calculation, which applies historical loss percentages by type of loan, against current outstanding balances.

The general component covers pools of loans by loan type. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for relevant qualitative factors. Separate qualitative adjustments are made for higher-risk criticized loans that are not impaired. These qualitative risk factors include:

- Changes in lending policies or procedures;
- Changes in economic conditions;
- Portfolio growth;
- Changes in the nature or volume of the portfolio;
- Changes in management's experience;
- Past due volume;
- Non-accrual volume;
- Adversely classified loans;
- Quality of the loan review system;
- Changes in the value of underlying collateral;
- Concentrations of credit; and
- External factors.



Applicable factors are considered based on management's best judgment using relevant information available at the time of the evaluation. The smallest component of the allowance is an unallocated component, which results from uncertainties that could affect management's estimate of probable losses.

A loan is considered impaired when, based on current information and events, it is probable that the loan will not be collected according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for all impaired loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. A reserve allocation is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of substantially all of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral.

For SBA commercial loans secured by real estate, estimated fair values are determined primarily through third-party appraisals or evaluations. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated certified appraisal of the real estate is necessary. This decision is based on various considerations including the age of the most recent appraisal and the condition of the property. Appraised value, discounted by the estimated costs to sell the collateral, is considered to be the estimated fair value. For SBA commercial and industrial loans secured by non-real estate collateral, such as accounts receivable or inventory and equipment, estimated fair values for impairment are determined based on the borrower's financial statements, inventory reports, accounts receivable agings or equipment appraisals or invoices. Indications of value from these sources may be discounted based on the age of the financial information or the quality of the assets. Amounts guaranteed by the U.S. government are excluded from the Company's assessment of impairment.

Loans originated from continuing operations and intended for sale in secondary markets are carried at estimated fair value and are excluded from the allowance valuation. Changes in fair value prior to sale, if any, are recognized as unrealized gains or losses on commercial loans originated for sale on the statements of operations. The Company originates specific commercial mortgage loans for sale in secondary markets. These loans are accounted for under the fair value option and amounted to \$688.5 million at December 31, 2018, and \$503.3 million at December 31, 2017. These loans were classified as held for sale.

Loans from discontinued operations intended for sale or other disposition are carried at the lower of cost or market on the balance sheet, determined by loan type or, for larger loans, on an individual loan basis. See Note W to the financial statements.

#### 5. Premises and Equipment

Premises and equipment, including leasehold improvements, are stated at cost less accumulated depreciation. Depreciation expense is computed on the straight-line method over the useful lives of the assets. Leasehold improvements are depreciated over the shorter of the estimated useful lives of the improvements or the terms of the related leases.

#### 6. Internal Use Software

The Company capitalizes costs associated with internally developed and/or purchased software systems for new products and enhancements to existing products that have reached the application stage and meet recoverability tests. Capitalized costs include external direct costs of materials and services utilized in developing or obtaining internal use software and payroll and payroll related expenses for employees who are directly associated with, and devote time to, the internal use software project. Capitalization of such costs begins when the preliminary project stage is complete and ceases no later than the point at which the project is substantially complete and ready for its intended purpose.

The carrying value of the Company's software is periodically reviewed and a loss is recognized if the value of the estimated undiscounted cash flow benefit related to the asset falls below the unamortized cost. Amortization is provided using the straight-line method over the estimated useful life of the related software, which is generally seven years. As of December 31, 2018 and 2017, the Company had net capitalized software costs of approximately \$6.2 million and \$8.2 million, respectively. Net capitalized software is

presented as part of other assets on the consolidated balance sheets. The Company recorded amortization expense of approximately \$2.4 million, \$2.6 million and \$2.1 million for the years ended December 31, 2018, 2017 and 2016, respectively.

#### 7. Income Taxes

The Company accounts for income taxes under the liability method whereby deferred tax assets and liabilities are determined based on the difference between their carrying values on the consolidated balance sheet and their tax basis as measured by the enacted tax rates which will be in effect when these differences reverse. Deferred tax expense (benefit) is the result of changes in deferred tax assets and liabilities.

The Company recognizes the benefit of a tax position in the consolidated financial statements only after determining that the relevant tax authority would more likely than not sustain the position following an audit by the tax authority. For tax positions meeting the more likely than not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. For these analyses, the Company may engage attorneys to provide opinions related to the positions. The Company applies this policy to all tax positions for which the statute of limitations remain open, but this application does not materially impact the Company's consolidated balance sheet or consolidated statement of operations. Any interest and penalties related to uncertain tax positions are recognized in income tax expense (benefit) in the consolidated statement of operations.

Deferred tax assets are recorded on the consolidated balance sheet at their net realizable value. The Company performs an assessment each reporting period to evaluate the amount of the deferred tax asset it is more likely than not to realize. Realization of deferred tax assets is dependent upon the amount of taxable income expected in future periods, as tax benefits require taxable income to be realized. If a valuation allowance is required, the deferred tax asset on the consolidated balance sheet is reduced via a corresponding income tax expense in the consolidated statement of operations.

#### 8. Share-Based Compensation

The Company recognizes compensation expense for stock options and restricted stock units ("RSUs") in accordance with Accounting Standards Codification (ASC) 718, *Stock Based Compensation*. The fair value of the option or RSU is generally measured on the grant date with compensation expense recognized over the service period, which is usually the stated vesting period. For options subject to a service condition, the Company utilizes the Black-Scholes option-pricing model to estimate the fair value on the date of grant. The Black-Scholes model takes into consideration the exercise price and expected life of the options, the current price of the underlying stock and its expected volatility, the expected dividends on the stock and the current risk-free interest rate for the expected life of the option. The Company's estimate of the fair value of a stock option is based on expectations derived from historical experience and may not necessarily equate to its market value when fully vested. In accordance with ASC 718, the Company estimates the number of options for which the requisite service is expected to be rendered.

#### 9. Other Real Estate Owned

Other real estate owned is recorded at estimated fair market value less cost of disposal; which establishes a new cost basis or carrying value. When property is acquired, the excess, if any, of the loan balance over fair market value is charged to the allowance for loan and lease losses. Periodically thereafter, the asset is reviewed for subsequent declines in the estimated fair market value against the carrying value. Subsequent declines, if any, and holding costs, as well as gains and losses on subsequent sale, are included in the consolidated statements of operations. The Company had \$0 and \$450,000 in other real estate owned at December 31, 2018 and 2017, respectively.

#### 10. Advertising Costs

The Company expenses advertising costs as incurred. Advertising costs amounted to \$423,000, \$435,000 and \$349,000 for the years ended December 31, 2018, 2017 and 2016, respectively. Advertising expense is reflected under "other" in the non-interest expense section of the consolidated statements of operations.

## 11. Earnings Per Share

The Company calculates earnings per share under ASC 260, *Earnings Per Share*. Basic earnings per share exclude dilution and are computed by dividing income available to common shareholders by the weighted average common shares outstanding during the period. Diluted earnings per share take into account the potential dilution that could occur if securities or other contracts to issue common stock were exercised and converted into common stock.

The following tables show the Company's earnings per share for the periods presented:

	Year ended December 31, 2018		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share from continuing operations			
Net income available to common shareholders	\$ 87,540	56,343,845	\$ 1.55
Effect of dilutive securities			
Common stock options and restricted stock units	-	724,461	(0.02)
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 87,540</u>	<u>57,068,306</u>	<u>\$ 1.53</u>

	Year ended December 31, 2018		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share from discontinued operations			
Net income available to common shareholders	\$ 1,137	56,343,845	\$ 0.02
Effect of dilutive securities			
Common stock options and restricted stock units	-	724,461	-
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 1,137</u>	<u>57,068,306</u>	<u>\$ 0.02</u>

	Year ended December 31, 2018		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share			
Net income available to common shareholders	\$ 88,677	56,343,845	\$ 1.57
Effect of dilutive securities			
Common stock options and restricted stock units	-	724,461	(0.02)
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 88,677</u>	<u>57,068,306</u>	<u>\$ 1.55</u>

Stock options for 1,160,000 shares, exercisable at prices between \$6.75 and \$9.84 per share, were outstanding at December 31, 2018 and included in the diluted earnings per share computation because the exercise price per share was less than the average market price.

	Year ended December 31, 2017		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share from continuing operations			
Net income available to common shareholders	\$ 17,338	55,686,507	\$ 0.31
Effect of dilutive securities			
Common stock options and restricted stock units	-	489,762	-
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 17,338</u>	<u>56,176,269</u>	<u>\$ 0.31</u>

	Year ended December 31, 2017		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share from discontinued operations			
Net income available to common shareholders	\$ 4,335	55,686,507	\$ 0.08
Effect of dilutive securities			
Common stock options and restricted stock units	-	489,762	-
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 4,335</u>	<u>56,176,269</u>	<u>\$ 0.08</u>

	Year ended December 31, 2017		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic earnings per share			
Net income available to common shareholders	\$ 21,673	55,686,507	\$ 0.39
Effect of dilutive securities			
Common stock options and restricted stock units	-	489,762	-
Diluted earnings per share			
Net income available to common shareholders	<u>\$ 21,673</u>	<u>56,176,269</u>	<u>\$ 0.39</u>

Stock options for 1,152,625 shares, exercisable at prices between \$7.36 and \$10.45 per share were outstanding at December 31, 2017, but were not included in the dilutive earnings per share computation because the exercise price per share was greater than the average market price.

	Year ended December 31, 2016		
	Income (numerator)	Shares (denominator)	Per share amount
	(dollars in thousands except per share data)		
Basic loss per share from continuing operations			
Net loss available to common shareholders	\$ (56,817)	44,567,357	\$ (1.28)
Effect of dilutive securities			
Common stock options and restricted stock units	-	-	-
Diluted loss per share			
Net loss available to common shareholders	<u>\$ (56,817)</u>	<u>44,567,357</u>	<u>\$ (1.28)</u>

	Year ended December 31, 2016		
	Income	Shares	Per share
	(numerator)	(denominator)	amount
	(dollars in thousands except per share data)		
Basic loss per share from discontinued operations			
Net loss available to common shareholders	\$ (39,675)	44,567,357	\$ (0.89)
Effect of dilutive securities			
Common stock options and restricted stock units	-	-	-
Diluted loss per share			
Net loss available to common shareholders	<u>\$ (39,675)</u>	<u>44,567,357</u>	<u>\$ (0.89)</u>

	Year ended December 31, 2016		
	Income	Shares	Per share
	(numerator)	(denominator)	amount
	(dollars in thousands except per share data)		
Basic loss per share			
Net loss available to common shareholders	\$ (96,492)	\$ 44,567,357	\$ (2.17)
Effect of dilutive securities			
Common stock options and restricted stock units	-	-	-
Diluted loss per share			
Net loss available to common shareholders	<u>\$ (96,492)</u>	<u>44,567,357</u>	<u>\$ (2.17)</u>

Stock options for 2,021,625 shares, exercisable at prices between \$6.75 and \$25.43 per share, were outstanding at December 31, 2016 but were not included in the dilutive shares because the Company had a net loss available to common shareholders.

## 12. Other Comprehensive Income

Other comprehensive income consists of revenues, expenses, gains and losses that bypass the statement of operations and are reported directly in a separate component of equity.

	For the year ended December 31,		
	2018	2017	2016
	(in thousands)		
Other comprehensive income (loss)			
Securities available-for-sale:			
Change in net unrealized gains (losses) during the year	\$ (13,223)	\$ 2,617	\$ (953)
Reclassification adjustments for gains included in income	(41)	(2,231)	(3,170)
Reclassification adjustments for foreign currency translation gains	-	216	335
Amortization of losses previously held as available-for-sale	99	34	34
Other comprehensive income (loss)	(13,165)	636	(3,754)
Income tax expense (benefit) related to items of other comprehensive income (loss)			
Securities available-for-sale:			
Change in net unrealized gains (losses) during the year	(3,570)	1,046	(381)
Reclassification adjustments for gains included in income	(11)	(892)	(1,268)
Amortization of losses previously held as available-for-sale	27	14	14
Income tax expense (benefit) related to items of other comprehensive income (loss)	(3,554)	168	(1,635)
Other comprehensive income (loss), net of tax and reclassifications into net income	\$ (9,611)	\$ 468	\$ (2,119)

## 13. Restrictions on Cash and Due from Banks

The Bank is required to maintain reserves against customer demand deposits by keeping cash on hand or balances with the FRB. The amount of those required reserves at December 31, 2018 and 2017 was approximately \$294.2 million and \$264.7 million, respectively.

## 14. Other Identifiable Intangible Assets

On November 29, 2012, the Company acquired certain software rights for approximately \$1.8 million for use in managing prepaid cards in connection with an acquisition. The software is being amortized over eight years. Amortization expense is \$217,000 per year (\$349,000 over the remainder of the amortization period). The gross carrying value of the software is \$1.8 million, and as of December 31, 2018 and December 31, 2017, respectively, the accumulated amortization was \$1.5 million and \$1.3 million.

The Company accounts for its prepaid card customer list in accordance with ASC 350, *Intangibles—Goodwill and Other*. The acquisition of the Stored Value Solutions division of Marshall Bank First in 2007 resulted in a customer list intangible of \$12.0 million which is being amortized over a 12-year period. Amortization expense is \$1.0 million per year (\$1.0 million over the remainder of the amortization period). The gross carrying value of the software is \$12.0 million, and as of December 31, 2018 and December 31, 2017, respectively, the accumulated amortization was \$11.0 million and \$10.0 million.

In May 2016, the Company purchased approximately \$60 million of lease receivables which resulted in a customer list intangible of \$3.4 million which is being amortized over a 10-year period. Amortization expense is \$340,000 per year (\$1.7 million over the next five years). The gross carrying value is \$3.4 million and, as of December 31, 2018 and December 31, 2017,

respectively, the accumulated amortization was \$908,000 and \$573,000. The purchase price allocation related to this intangible was finalized in 2017 and remained unchanged from the purchase price allocation recorded in 2016 when the purchase was made.

The gross carrying value and accumulated amortization related to the Company's intangible items at December 31, 2018 and 2017 are presented below.

	December 31,			
	2018		2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(in thousands)			
Customer list intangibles	\$ 15,411	\$ 11,914	\$ 15,411	\$ 10,573
Software intangible	1,817	1,468	1,817	1,278
Total	<u>\$ 17,228</u>	<u>\$ 13,382</u>	<u>\$ 17,228</u>	<u>\$ 11,851</u>

The approximate future annual amortization of both the Company's intangible items are as follows (in thousands):

Year ending December 31,	
2019	\$ 1,531
2020	499
2021	340
2022	340
2023	340
Thereafter	796
	<u>\$ 3,846</u>

#### 15. Prepaid Card, Card Payment and Automated Clearing House (ACH) Processing Fees

The Company recognizes prepaid card, payment processing and affinity fees in the periods in which they are earned by performance of the related services. The majority of fees the Company earns result from contractual transaction fees paid by third-party sponsors to the Company and monthly service fees. Additionally, the Company earns interchange fees paid through settlement with associations such as Visa, which are also determined on a per transaction basis. The Company records this revenue net of costs such as association fees and interchange transaction charges. Fees earned by the Company from processing card payments for recipients of such payments, or from processing ACH payments or other payments are also determined primarily on a per transaction basis.

#### 16. Common Stock Repurchase Program

In 2011, the Company adopted a common stock repurchase program in which share repurchases reduce the amount of shares outstanding. Repurchased shares may be reissued for various corporate purposes. As of December 31, 2011, the Company had repurchased 100,000 shares of the total 750,000 maximum number of shares authorized by the Board of Directors. The 100,000 shares were repurchased at an average cost of \$8.66. The Company did not repurchase shares in 2018, 2017 or 2016.

## 17. Derivative Financial Instruments

The Company has utilized derivatives to hedge interest rate risk on fixed rate loans which are held for sale. These derivatives are recorded on the consolidated balance sheet at fair value. Changes in the fair value of these derivatives, designated as fair value hedges, are recorded in earnings with and in the same consolidated income statement line item as changes in the fair value of the related hedged item. All derivatives are utilized to hedge against interest rate changes between the time commercial mortgages are funded and sold. These derivatives are intended to serve as a hedge against interest rate movements which might otherwise decrease sales proceeds.

## 18. Sale of Health Savings Account Portfolio and European Prepaid Operations

The Company sold the majority of its health savings account portfolio in the fourth quarter of 2015. A \$33.5 million gain was realized after the contractually required transfer of approximately \$400.0 million of related deposit accounts to the purchaser. Substantially all of the remaining health savings accounts were sold in the second quarter of 2017 at a gain of \$2.5 million. In the second quarter of 2017, the Company sold its European prepaid operations at a loss of \$3.4 million.

## 19. Long-term Borrowings

The \$41.7 million and \$42.3 million respectively outstanding for long-term borrowings at December 31, 2018 and 2017, reflected the proceeds from two loans which were sold in which we retained a participating interest that did not qualify for sale accounting.

## 20. Purchase of Lease Receivables

On May 12, 2016, the Company purchased approximately \$60.0 million of lease receivables from New Concepts Leasing Company, Inc., a New Jersey leasing company which originated commercial vehicle fleet leases. The leases were purchased as they could be integrated into the Company's portfolio of similar type vehicle leases and contribute to the growth of the Company's direct lease finance portfolio. The lease purchase was effectuated through the payment of a premium which resulted in an intangible as more fully described in item 14 of this Note B.

## 21. Revenue Recognition

The Company recognizes revenue when the performance obligations related to the transfer of goods or services under the terms of a contract are satisfied. Some obligations are satisfied at a point in time while others are satisfied over a period of time. Revenue is recognized as the amount of consideration to which the Company expects to be entitled to in exchange for transferring goods or services to a customer. When consideration includes a variable component, the amount of consideration attributable to variability is included in the transaction price only to the extent it is probable that significant revenue recognized will not be reversed when uncertainty associated with the variable consideration is subsequently resolved. The Company's contracts generally do not contain terms that require significant judgment to determine the variability impacting the transaction price.

A performance obligation is deemed satisfied when the control over goods or services is transferred to the customer. Control is transferred to a customer either at a point in time or over time. To determine when control is transferred at a point in time, the Company considers indicators, including but not limited to the right to payment for the asset, transfer of significant risk and rewards of ownership of the asset and acceptance of the asset by the customer. When control is transferred over a period of time, for different performance obligations, either the input or output method is used to measure progress for the transfer. The measure of progress used to assess completion of the performance obligation varies between performance obligations and may be based on time throughout the period of service or on the value of goods and services transferred to the customer. As each distinct service or activity is performed, the Company transfers control to the customer based on the services performed as the customer simultaneously receives the benefits of those services. This timing of revenue recognition aligns with the resolution of any uncertainty related to variable consideration. Costs incurred to obtain a revenue producing contract generally are expensed when incurred as a practical expedient as the contractual period for the majority of contracts is one year or less. The Company's revenue streams that are in the scope of Accounting Standards Update (ASU) 606 include prepaid card, card payment, ACH and deposit processing and other fees. The fees on those revenue streams are generally assessed and collected as the transaction occurs, or on a monthly or quarterly basis. The Company has completed its review of the contracts and other agreements that are within the scope of revenue guidance and did not identify any material changes to the timing or amount of revenue recognition. The Company's accounting policies did not change materially since



the principles of revenue recognition in ASU 2014-09, “*Revenue from Contracts with Customers*” are largely consistent with previous practices already implemented and applied by the Company. The vast majority of the Company’s services related to its revenues are performed, earned and recognized monthly.

Prepaid card fees primarily include fees for services related to reconciliation, fraud detection, regulatory compliance and other services which are performed and earned daily or monthly and are also billed and collected on a monthly basis. Accordingly, there is no significant component of the services the Company performs or related revenues which are deferred. The Company earns transactional and/or interchange fees on prepaid card accounts when transactions occur and revenue is billed and collected monthly or quarterly.

Certain volume or transaction based interchange expenses paid to payment networks such as Visa, reduce revenue which is presented net on the income statement. Card payment and ACH processing fees include transaction fees earned for processing merchant transactions. Revenue is recognized when a cardholder’s transaction is approved and settled, or monthly. ACH processing fees are earned on a per item basis as the transactions are processed for third party clients and are also billed and collected monthly. Service charges on deposit accounts include fees and other charges the Company receives to provide various services, including but not limited to, account maintenance, check writing, wire transfer and other services normally associated with deposit accounts. Revenue for these services is recognized monthly as the services are performed. The Company’s customer contracts do not typically have performance obligations and fees are collected and earned when the transaction occurs. The Company may, from time to time, waive certain fees for customers but generally does not reduce the transaction price to reflect variability for future reversals due to the insignificance of the amounts. Waiver of fees reduces the revenue in the period the waiver is granted to the customer.

## 22. Sale of IRA Portfolio

On July 10, 2018, the Company executed an agreement to sell and transfer the fiduciary rights and obligations related to its Safe Harbor Individual Retirement Account (SHIRA) portfolio, totaling approximately \$400 million, to Millennium Trust Company, LLC (Buyer). In consideration for the sale and transfer, Buyer paid the Company \$65.0 million, \$5.0 million of which will remain in escrow until October 10, 2019. The escrow was established as an adjunct to general representations and warranties. Because the \$65 million represented consideration for the sale and transfer of the fiduciary rights and obligations which were transferred during the third quarter of 2018, the \$65.0 million was recognized as a gain on sale in that quarter. In 2018 the Company earned fees on the SHIRA portfolio of \$3.4 million, which comprise the vast majority of fees reported in the Consolidated Statement of Operations under service fees on deposit accounts. As a result of the sale, no future fees will be realized in this income category. The fiduciary rights and obligations related to the SHIRA portfolio were unrelated to the Company’s payments businesses and related accounts, which comprise the vast majority of the Company’s funding.

## 23. Recent Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers*. This ASU establishes a comprehensive revenue recognition standard for virtually all industries conforming to U.S. GAAP, including those that previously followed industry-specific guidance such as the real estate and construction industries. The revenue standard’s core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled. To accomplish this, the standard requires five basic steps: (i) identify the contract with the customer, (ii) identify the performance obligations in the contract, (iii) identify the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, (v) recognize revenue when (or as) the entity satisfies the performance obligation. Three basic transition methods are available: full retrospective, retrospective with certain practical expedients, and a cumulative effect approach. Under the cumulative effect alternative, an entity would apply the new revenue standard only to contracts that are incomplete under legacy U.S. GAAP at the date of initial application and recognize the cumulative effect of the new standard as an adjustment to the opening balance of retained earnings. The guidance in this ASU is effective for annual periods and interim reporting periods within those annual periods, beginning after December 15, 2017. Our payments business contracts encompass our services which are performed, and earned on a daily or monthly basis; accordingly, these contracts with various third parties generally do not entail significant amounts of deferred revenues. These services consist of reconciliation, fraud detection, regulatory compliance and other services which are performed and earned daily or monthly and are also billed and collected on a monthly basis. Accordingly, there is no significant component of the services we perform or related revenues which are deferred. We have nonetheless reviewed a significant number of such contracts for prepaid card accounts, merchant acquiring (processing card payments for merchants) and automated clearing house, or ACH for any potentially significant ramifications of the guidance. We also reviewed other non-interest income producing categories of the Company which include service fees on deposit accounts, gains and losses on other real estate owned, gains and losses on the sale of loans and others. Additionally, the standard does not apply to revenue from loans, securities and other

financial instruments. Based upon the nature of our businesses and the reviews we performed to ascertain potential applicability, the adoption of this standard did not have a significant impact on our consolidated results of operations or our consolidated financial position.

In January 2016, the Financial Accounting Standards Board, or FASB, issued Subtopic 825-10, “*Financial Instruments-Overall*” *Recognition and Measurement of Financial Assets and Financial Liabilities*”. The main provisions of the guidance include, (i) the measurement of most equity investments at fair value with changes in fair value recorded through net income, except those accounted for under the equity method of accounting, or those that do not have a readily determinable fair value (for which a practical expedient can be elected); (ii) the required use of the exit price notion when valuing financial instruments for disclosure purposes; (iii) the separate presentation in other comprehensive income of the instrument-specific credit risk portion of the total change in the fair value of a liability under the fair value option; (iv) the determination of the need for a valuation allowance on a deferred tax asset related to available for sale securities must be made in combination with other deferred tax assets. The guidance eliminates the current classifications of equity securities as trading or available for sale securities and will require separate presentation of financial assets and liabilities by category and form of the financial assets on the face of the balance sheet or within the accompanying notes. The guidance also eliminates the requirement to disclose the methods and significant assumptions used to estimate fair value of financial instruments measured at amortized cost on the balance sheet. The Company adopted this guidance in the first quarter of 2018. The adoption did not have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, “*Leases*”. The FASB issued this ASU to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet by lessees for those leases classified as operating leases under current U.S. GAAP and disclosing key information about leasing arrangements. The amendments in this ASU are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early application of this ASU is permitted for all entities. The Company is currently assessing the impact that the adoption of this standard will have on the financial condition and results of operations of the Company. The financial obligations subject to the new guidance are comprised of leases for office space. The Company does not utilize branch locations to acquire or service customers, nor does it have significant equipment leases requiring capitalization. Additionally, no material imbedded leases were identified upon the review of significant vendor expenditures. Based on the analyses performed to date, our assets will be increased by approximately \$15.5 million to record future lease obligations under this accounting rule, effective with our March 31, 2019 financial statements.

In March 2016, the FASB issued ASU 2016-09 – “*Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*”. The Update simplifies several areas of accounting for share-based payment awards issued to employees. There are income tax effects resulting from changes in stock price from the grant date to the vesting date of the employee stock compensation. The Update will require these income tax effects to be recognized in the statement of income within income tax expense instead of within additional paid-in capital. In addition, the Update requires changes to the Statement of Cash Flows including the classification between the operating and financing section for tax activity related to employee stock compensation. The Company adopted the guidance in the first quarter of 2017, and that adoption did not have a material impact on our consolidated financial statements.

In June 2016, the FASB issued an update to Accounting Standards Update (ASU or Update) 2016-13 – “*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*”. The Update changes the accounting for credit losses on loans and debt securities. For loans and held-to-maturity debt securities, the Update requires a current expected credit loss (CECL) approach to determine the allowance for credit losses. CECL requires loss estimates for the remaining estimated life of the financial asset using historical experience, current conditions, and reasonable and supportable forecasts. Also, the Update eliminates the existing guidance for purchased credit impaired loans, but requires an allowance for purchased financial assets with more than insignificant deterioration since origination. In addition, the Update modifies the OTTI impairment model for available-for-sale debt securities to require an allowance for credit impairment instead of a direct write-down, which allows for reversal of credit impairments in future periods based on improvements in credit. The guidance is effective in first quarter 2020 with a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. While early adoption is permitted beginning in first quarter 2019, the Company does not expect to elect that option. The Company is evaluating the impact of the Update on the consolidated financial statements. The Company expects the Update will result in an increase in the allowance for credit losses given the change to estimated losses over the contractual life adjusted for expected prepayments, as well as the addition of an allowance for debt securities. The amount of the increase will be impacted by the portfolio composition and credit quality at the adoption date as well as economic conditions and forecasts at that time.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 (SAB 118) to address the application of U.S. GAAP in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax Cuts and Jobs Act (the “2017 Act”). This guidance provided registrants with three scenarios 1) Measurement of certain income tax effects is complete, 2) Measurement of certain income tax effects can be reasonably estimated and 3) Measurement of certain income tax effects cannot be reasonably estimated. The Company has acted in good faith to estimate the effects of the 2017 Act. The results have been recognized and are reflected in the tax accounts in these financial statements. The analysis was completed in 2018 and did not have a material impact on our consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, “*Income Statement – Reporting Comprehensive Income (Topic 220); Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*”. ASU 2018-02 allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendment eliminates the stranded tax effect resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users. ASU 2018-02 is effective for financial statements issued for annual periods beginning after December 15, 2018. The Company has early adopted ASU 2018-02. The effect of this adoption was a reclassification of \$812,000 from accumulated other comprehensive income to retained earnings in the Company’s December 31, 2017 consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, “*Fair Value Measurement (Topic 820) Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement*” which eliminates certain fair value disclosures, adds new disclosures and amends another disclosure applicable to the Company as follows. The amendment states that disclosure of measurement uncertainty of the fair values to changes in inputs will be required for the reporting date and not future dates. New fair value disclosures consist of disclosure of: a) total gains and losses in OCI from fair value changes in Level 3 assets and liabilities that are held on the balance sheet date; b) the range and weighted average of inputs and how the weighted average was calculated and c) if weighted average is not meaningful, other quantitative information that better reflects the distribution of inputs. ASU 2018-13 is effective for annual periods beginning after December 15, 2019.

#### Note C— Subsequent Events

The Company evaluated its December 31, 2018 consolidated financial statements for subsequent events through the date the consolidated financial statements were issued. The Company is not aware of any subsequent events which would require recognition or disclosure in the consolidated financial statements.

#### Note D—Investment Securities

The amortized cost, gross unrealized gains and losses and fair values of the Company’s investment securities classified as available-for-sale and held-to-maturity are summarized as follows (in thousands):

Available-for-sale	December 31, 2018			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. Government agency securities	\$ 54,095	\$ 146	\$ (879)	\$ 53,362
Asset-backed securities *	189,850	104	(1,352)	188,602
Tax-exempt obligations of states and political subdivisions	7,546	50	(45)	7,551
Taxable obligations of states and political subdivisions	60,152	803	(520)	60,435
Residential mortgage-backed securities	377,199	648	(8,106)	369,741
Collateralized mortgage obligation securities	265,914	287	(3,994)	262,207
Commercial mortgage-backed securities	300,143	190	(5,907)	294,426
	<u>\$ 1,254,899</u>	<u>\$ 2,228</u>	<u>\$ (20,803)</u>	<u>\$ 1,236,324</u>

\* Asset-backed securities as shown above  
 Federally insured student loan securities  
 Collateralized loan obligation securities  
 Other

December 31, 2018			
Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
\$ 59,705	\$ 87	\$ (283)	\$ 59,509
125,045	-	(1,069)	123,976
5,100	17	-	5,117
<u>\$ 189,850</u>	<u>\$ 104</u>	<u>\$ (1,352)</u>	<u>\$ 188,602</u>

**Held-to-maturity**

Other debt securities - single issuers  
 Other debt securities - pooled

December 31, 2018			
Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
\$ 9,168	\$ -	\$ (1,890)	\$ 7,278
75,264	849	-	76,113
<u>\$ 84,432</u>	<u>\$ 849</u>	<u>\$ (1,890)</u>	<u>\$ 83,391</u>

**Available-for-sale**

U.S. Government agency securities  
 Asset-backed securities \*  
 Tax-exempt obligations of states and political subdivisions  
 Taxable obligations of states and political subdivisions  
 Residential mortgage-backed securities  
 Collateralized mortgage obligation securities  
 Commercial mortgage-backed securities

December 31, 2017			
Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
\$ 50,107	\$ 21	\$ (226)	\$ 49,902
269,164	1,196	(275)	270,085
9,893	131	(36)	9,988
64,739	1,377	(255)	65,861
452,723	727	(4,598)	448,852
248,663	148	(2,318)	246,493
204,469	585	(1,751)	203,303
<u>\$ 1,299,758</u>	<u>\$ 4,185</u>	<u>\$ (9,459)</u>	<u>\$ 1,294,484</u>

\* Asset-backed securities as shown above  
 Federally insured student loan securities  
 Collateralized loan obligation securities  
 Other

December 31, 2017			
Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
\$ 90,140	\$ 271	\$ (270)	\$ 90,141
170,825	880	(5)	171,700
8,199	45	-	8,244
<u>\$ 269,164</u>	<u>\$ 1,196</u>	<u>\$ (275)</u>	<u>\$ 270,085</u>

**Held-to-maturity**

Other debt securities - single issuers  
 Other debt securities - pooled

December 31, 2017			
Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
\$ 11,031	\$ 105	\$ (2,516)	\$ 8,620
75,349	1,376	-	76,725
<u>\$ 86,380</u>	<u>\$ 1,481</u>	<u>\$ (2,516)</u>	<u>\$ 85,345</u>

The amortized cost and fair value of the Company's investment securities at December 31, 2018, by contractual maturity are shown below (in thousands). Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-sale		Held-to-maturity	
	Amortized cost	Fair value	Amortized cost	Fair value
Due before one year	\$ 1,375	\$ 1,373	\$ -	\$ -
Due after one year through five years	54,071	53,873	-	-
Due after five years through ten years	261,348	256,959	-	-
Due after ten years	938,105	924,119	84,432	83,391
	<u>\$ 1,254,899</u>	<u>\$ 1,236,324</u>	<u>\$ 84,432</u>	<u>\$ 83,391</u>

At December 31, 2018 and 2017, investment securities with a fair value of approximately \$116.0 million and \$310.9 million, respectively, were pledged to FHLB. For 2018 the securities were pledged against a line of credit and for 2017 the securities were pledged against a line of credit and a letter of credit. At December 31, 2018 and 2017, investment securities with a fair value of

approximately \$169.5 million and \$225.6 million were pledged to secure a line of credit with the FRB. The Company also pledged the majority of its loans to the Federal Reserve Bank for that line of credit which it has never used. The amount of loans pledged varies and since the Bank does not utilize this line the collateral may be unpledged at any time. The line is maintained consistent with the Bank's liquidity policy which maximizes potential liquidity. Gross gains on sales of securities were \$41,000, \$2.7 million and \$4.8 million for the years ended December 31, 2018, 2017 and 2016, respectively. Gross losses on sales of securities were \$0, \$429,000 and \$1.6 million for the years ended December 31, 2018, 2017 and 2016, respectively.

Available-for-sale securities fair values are based on a fair market value supplied by a third-party market data provider. Held-to-maturity securities fair values are based on the present value of cash flows, which discounts expected cash flows from principal and interest using yield to maturity at the measurement date, when market information is not available. The Company periodically reviews its investment portfolio to determine whether unrealized losses are other than temporary, based on evaluations of the creditworthiness of the issuers/guarantors as well as the underlying collateral if applicable, in addition to the continuing performance of the securities. The Company did not recognize any other-than-temporary impairment charges in 2018, 2017 and 2016.

Investments in FHLB and Atlantic Central Bankers Bank stock are recorded at cost and amounted to \$1.1 million at December 31, 2018 and \$991,000 at December 31, 2017.

The table below indicates the length of time individual securities had been in a continuous unrealized loss position at December 31, 2018 (in thousands):

Available-for-sale	Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
<u>Description of Securities</u>							
U.S. Government agency securities	10	\$ 679	\$(2)	\$ 41,719	\$(877)	\$ 42,398	\$(879)
Asset-backed securities	26	148,753	(1,230)	11,506	(122)	160,259	(1,352)
Tax-exempt obligations of states and political subdivisions	3	-	-	3,625	(45)	3,625	(45)
Taxable obligations of states and political subdivisions	22	4,492	(19)	35,599	(501)	40,091	(520)
Residential mortgage-backed securities	118	17,168	(49)	302,407	(8,057)	319,575	(8,106)
Collateralized mortgage obligation securities	44	1,522	(3)	193,355	(3,991)	194,877	(3,994)
Commercial mortgage-backed securities	26	121,860	(2,020)	151,453	(3,887)	273,313	(5,907)
Total temporarily impaired investment securities	249	\$ 294,474	\$(3,323)	\$ 739,664	\$(17,480)	\$ 1,034,138	\$(20,803)

Held-to-maturity	Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
<u>Description of Securities</u>							
Single issuers	1	\$ -	-	\$ 7,278	\$(1,890)	\$ 7,278	\$(1,890)
Total temporarily impaired investment securities	1	\$ -	-	\$ 7,278	\$(1,890)	\$ 7,278	\$(1,890)

The table below indicates the length of time individual securities had been in a continuous unrealized loss position at December 31, 2017 (in thousands):

Available-for-sale	Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
<u>Description of Securities</u>							
U.S. Government agency securities	9	\$ 44,808	\$ (226)	\$ -	\$ -	\$ 44,808	\$ (226)
Asset-backed securities	8	11,264	(6)	37,894	(269)	49,158	(275)
Tax-exempt obligations of states and political subdivisions	5	3,982	(19)	1,143	(17)	5,125	(36)
Taxable obligations of states and political subdivisions	15	22,231	(181)	2,853	(74)	25,084	(255)
Residential mortgage-backed securities	116	249,572	(1,771)	125,096	(2,827)	374,668	(4,598)
Collateralized mortgage obligation securities	41	148,655	(921)	63,274	(1,397)	211,929	(2,318)
Commercial mortgage-backed securities	16	150,530	(1,681)	3,299	(70)	153,829	(1,751)
Total temporarily impaired investment securities	210	\$ 631,042	\$ (4,805)	\$ 233,559	\$ (4,654)	\$ 864,601	\$ (9,459)

Held-to-maturity	Number of securities	Less than 12 months		12 months or longer		Total	
		Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses
<u>Description of Securities</u>							
Single issuers	1	\$ -	\$ -	\$ 6,600	\$ (2,516)	\$ 6,600	\$ (2,516)
Total temporarily impaired investment securities	1	\$ -	\$ -	\$ 6,600	\$ (2,516)	\$ 6,600	\$ (2,516)

The Company owns one single issuer trust preferred security issued by an insurance company. The security is not rated by any bond rating service. At December 31, 2018, it had a book value of \$9.1 million and a fair value of \$7.3 million. The Company has evaluated the securities in the above tables as of December 31, 2018 and has concluded that none of these securities has impairment that is other-than-temporary. The Company evaluates whether an other than temporary impairment exists by considering primarily the following factors: (a) the length of time and extent to which the fair value has been less than the amortized cost of the security, (b) changes in the financial condition, credit rating and near-term prospects of the issuer, (c) whether the issuer is current on contractually obligated interest and principal payments, (d) changes in the financial condition of the security's underlying collateral and (e) the payment structure of the security. If other than temporary impairment is determined, the Company estimates expected future cash flows to determine the credit loss amount with a quantitative and qualitative process that incorporates information received from third-party sources and internal assumptions and judgments regarding the future performance of the security. Based upon this evaluation, the Company concluded that most of the securities that are in an unrealized loss position are in a loss position because of changes in interest rates after the securities were purchased. The securities that have been in an unrealized loss position for 12 months or longer include other securities whose market values are sensitive to interest rates. The Company's unrealized loss for the debt securities, which includes one single issuer trust preferred security, is primarily related to general market conditions and the resultant lack of liquidity in the market. The severity of the temporary impairments in relation to the carrying amounts of the individual investments is consistent with market developments. The Company's analysis for each investment is performed at the security level. As a result of its review, the Company concluded that other-than-temporary impairment did not exist due to the Company's ability and intention to hold these securities to recover their amortized cost basis.

#### Note E—Loans

The Company originates loans for sale into securitizations for commercial mortgage backed securities or to other commercial loan purchasers and to secondary government guaranteed loan markets. The Company has elected the fair value option for the balance of these loans, classified as commercial loans held for sale, to better reflect the economics of the transactions. At December 31, 2018 and 2017, the fair value of these loans was \$688.5 million and \$503.3 million, and the unpaid principal balance was \$685.1 million and \$498.6 million, respectively. Included in the net realized and unrealized gains (losses) on loans originated for sale in the consolidated statement of operations were changes in fair value resulting in an unrealized loss of \$979,000 in 2018, unrealized gains of \$1.8 million in 2017 and unrealized losses of \$3.1 million in 2016. There were no amounts of changes in fair value related to instrument-specific credit risk with the exception of the government guaranteed portion of non-accrual SBA loans. The fair value of such loans is reduced to the amount of the government guarantee. Interest earned on loans held for sale during the period held is recorded in Interest Income – Loans, including fees in the consolidated statements of operations.

The loans sold to the commercial mortgage backed securitizations are transitional commercial mortgage loans which are made to improve and rehabilitate existing properties which are already cash flowing. Through December 31, 2018 the Company has sponsored the structuring of four separate commercial mortgage loan securitizations. Each of the securitizations is considered a variable interest entity of which the Company is not the primary beneficiary. Further, true sale accounting has been applicable to each of the securitizations, as supported by a review performed by an independent third-party consultant. In each of the securitizations, the Company has obtained a tranche of certificates which are accounted for as available for sale debt securities. The securities are recorded at fair value at acquisition, which is determined by an independent third party based on the discounted cash flow method using unobservable (level 3) inputs. The loans securitized are structured with some prepayment protection and with extension options which are common for rehabilitation loans. It is expected that those factors would generally offset the impact of prepayments which are accordingly not assumed. Because of credit enhancements for each security, cash flows were not reduced by expected losses. The Company does not service the loans sold into these securitizations. For each of the securitizations, the Company has recorded a gain which is comprised of (i) the excess of consideration received by the Company in the transaction over the carrying value of the loans at securitization, less related transactions costs incurred; and (ii) the recognition of previously deferred origination costs and exit costs.

A summary of securitizations and securities obtained from those securitizations is as follows:

- In the third quarter of 2018, the Company sponsored The Bancorp Commercial Mortgage 2018-CRE4 Trust, securitizing \$341.0 million of loans and recording a \$9.0 million gain. The certificates obtained by the Company in the transaction had an acquisition date fair value of \$33.7 million based upon an initial discount rate of 4.88%.
- In the first quarter of 2018, the Company sponsored The Bancorp Commercial Mortgage 2018-CRE3 Trust, securitizing \$304.3 million of loans and recording an \$11.7 million gain. The certificates obtained by the Company in the transaction had an acquisition date fair value of \$28.4 based upon an initial discount rate of 5.79%.
- In the third quarter of 2017, the Company sponsored The Bancorp Commercial Mortgage 2018-CRE2 Trust, securitizing \$314.4 million of loans and recording a \$12.0 million gain. The certificates obtained by the Company had an acquisition date fair value of \$24.6 million based upon an initial discount rate of 9.41%.
- In the first quarter of 2017, the Company sponsored The Bancorp Commercial Mortgage 2018-CRE1 Trust, securitizing \$263.1 million of loans and recording a \$5.1 million gain. The certificates obtained by the Company in the transaction had an acquisition date fair value of \$21.7 million based upon an initial discount rate of 4.78%.

The Company analyzes credit risk prior to making loans, on an individual loan basis. The Company considers relevant aspects of the borrowers' financial position and cash flow, past borrower performance, management's knowledge of market conditions, collateral and the ratio of the loan amount to estimated collateral value in making its credit determinations.

Major classifications of loans are as follows (in thousands):

	December 31, 2018	December 31, 2017
SBA non-real estate	\$ 76,340	\$ 70,379
SBA commercial mortgage	165,406	142,086
SBA construction	21,636	16,740
SBA loans *	263,382	229,205
Direct lease financing	397,571	377,660
SBLOC	785,303	730,462
Other specialty lending	31,836	30,720
Other consumer loans	16,302	14,133
	1,494,394	1,382,180
Unamortized loan fees and costs	10,383	10,048
Total loans, net of deferred loan fees and costs	\$ 1,504,777	\$ 1,392,228

Included in the table above in other consumer loans are demand deposit overdrafts reclassified as loan balances totaling \$7.2 million and \$2.3 million at December 31, 2018 and 2017, respectively. Overdraft charge-offs and recoveries are reflected in the allowance for loan and lease losses.

\*The following table shows SBA loans, both guaranteed and non-guaranteed, and the guaranteed portion of the SBA loans included in held for sale for the periods indicated (in thousands):

	December 31, 2018	December 31, 2017
SBA loans, including deferred fees and costs	\$ 270,860	\$ 236,724
SBA loans included in held for sale	199,977	165,177
Total SBA loans	<u>\$ 470,837</u>	<u>\$ 401,901</u>

The following table provides information about impaired loans at December 31, 2018 and 2017 (in thousands):

	Recorded investment	Unpaid principal balance	Related allowance	Average recorded investment	Interest income recognized
<u>December 31, 2018</u>					
Without an allowance recorded					
					\$ -
SBA non-real estate	\$ 175	\$ 1,469	\$ -	\$ 334	-
SBA commercial mortgage	-	-	-	-	-
Direct lease financing	437	548	-	425	28
Consumer - other	-	-	-	-	-
Consumer - home equity	1,612	1,612	-	1,648	10
With an allowance recorded					
SBA non-real estate	3,541	3,541	2,806	2,816	70
SBA commercial mortgage	458	458	71	505	-
Direct lease financing	434	434	145	617	66
Consumer - other	-	-	-	-	-
Consumer - home equity	129	129	17	26	-
Total					
SBA non-real estate	3,716	5,010	2,806	3,150	70
SBA commercial mortgage	458	458	71	505	-
Direct lease financing	871	982	145	1,042	94
Consumer - other	-	-	-	-	-
Consumer - home equity	1,741	1,741	17	1,674	10
	<u>\$ 6,786</u>	<u>\$ 8,191</u>	<u>\$ 3,039</u>	<u>\$ 6,371</u>	<u>\$ 174</u>
<u>December 31, 2017</u>					
Without an allowance recorded					
					\$ 12
SBA non-real estate	\$ 459	\$ 1,286	\$ -	\$ 311	12
SBA commercial mortgage	-	-	-	-	-
Direct lease financing	229	341	-	103	33
Consumer - other	-	-	-	259	-
Consumer - home equity	1,695	1,695	-	1,712	9
With an allowance recorded					
SBA non-real estate	2,399	2,399	1,689	2,507	60
SBA commercial mortgage	693	693	225	747	-
Direct lease financing	-	-	-	405	-
Consumer - other	-	-	-	14	-
Consumer - home equity	-	-	-	-	-
Total					
SBA non-real estate	2,858	3,685	1,689	2,818	72
SBA commercial mortgage	693	693	225	747	-
Direct lease financing	229	341	-	508	33
Consumer - other	-	-	-	273	-
Consumer - home equity	1,695	1,695	-	1,712	9
	<u>\$ 5,475</u>	<u>\$ 6,414</u>	<u>\$ 1,914</u>	<u>\$ 6,058</u>	<u>\$ 114</u>



The following table summarizes the Company's non-accrual loans, loans past due 90 days and other real estate owned at December 31, 2018 and 2017, respectively (the Company had no non-accrual leases at December 31, 2018 or December 31, 2017):

	December 31,	
	2018	2017
	(in thousands)	
Non-accrual loans		
SBA non-real estate	\$ 2,590	\$ 1,889
SBA commercial mortgage	458	693
Consumer	1,468	1,414
Total non-accrual loans	<u>4,516</u>	<u>3,996</u>
Loans past due 90 days or more and still accruing	954	227
Total non-performing loans	5,470	4,223
Other real estate owned	-	450
Total non-performing assets	<u>\$ 5,470</u>	<u>\$ 4,673</u>

Interest which would have been earned on loans classified as non-accrual at December 31, 2018 and 2017, was \$255,000 and \$226,000, respectively.

The Company's loans that were modified for the years ended December 31, 2018 and 2017 and considered troubled debt restructurings are as follows (in thousands):

	December 31, 2018			December 31, 2017		
	Number	Pre-modification	Post-	Number	Pre-modification	Post-
		recorded investment	modification recorded investment		recorded investment	modification recorded investment
SBA non-real estate	5	\$ 1,564	\$ 1,564	5	\$ 1,476	\$ 1,476
Direct lease financing	3	870	870	1	230	230
Consumer	2	513	513	2	535	535
Total	<u>10</u>	<u>\$ 2,947</u>	<u>\$ 2,947</u>	<u>8</u>	<u>\$ 2,241</u>	<u>\$ 2,241</u>

The balances below provide information as to how the loans were modified as troubled debt restructured loans at December 31, 2018 and 2017 (in thousands):

	December 31, 2018			December 31, 2017		
	Adjusted interest rate	Extended maturity	Combined rate and maturity	Adjusted interest rate	Extended maturity	Combined rate and maturity
SBA non-real estate	\$ -	\$ 85	\$ 1,479	\$ -	\$ 115	\$ 1,361
Direct lease financing	-	434	436	-	-	230
Consumer	-	-	513	-	-	535
Total	<u>\$ -</u>	<u>\$ 519</u>	<u>\$ 2,428</u>	<u>\$ -</u>	<u>\$ 115</u>	<u>\$ 2,126</u>

The Company had a commitment to extend \$27,000 of additional credit to one loan classified as a troubled debt restructuring as of December 31, 2018 and a commitment to extend \$228,000 to one loan classified as a troubled debt restructuring as of December 31, 2017. However, the \$228,000 commitment was not drawn upon.

When loans are classified as troubled debt restructurings, their collateral is valued and a specific reserve is established if the collateral valuation, less disposition costs, is lower than the recorded value of the loan. At December 31, 2018, there were ten troubled debt restructured loans with a balance of \$2.9 million which had specific reserves of \$1.5 million. Approximately \$1.4 million of these reserves related to the non-guaranteed portion of SBA loans for start-up businesses with the balance attributable to direct lease financing.

The following table summarizes as of December 31, 2018 loans that were restructured within the last 12 months that have subsequently defaulted (in thousands).

	December 31, 2018	
	Number	Pre-modification recorded investment
SBA non-real estate	1	\$ 258
Direct lease financing	2	735
Total	3	\$ 993

A detail of the changes in the allowance for loan and lease losses by loan category is as follows (in thousands):

	SBA non-real estate	SBA commercial mortgage	SBA construction	Direct lease financing	SBLOC	Other specialty lending	Other consumer loans	Unallocated	Total
<b>December 31, 2018</b>									
Beginning balance	\$ 3,145	\$ 1,120	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 7,096
Charge-offs	(1,348)	(157)	-	(637)	-	-	(21)	-	(2,163)
Recoveries	57	13	-	64	-	-	1	-	135
Provision (credit)	2,782	(35)	114	1,103	28	3	(453)	43	3,585
Ending balance	\$ 4,636	\$ 941	\$ 250	\$ 2,025	\$ 393	\$ 60	\$ 108	\$ 240	\$ 8,653
Ending balance:									
Individually evaluated for impairment	\$ 2,806	\$ 71	\$ -	\$ 145	\$ -	\$ -	\$ 17	\$ -	\$ 3,039
Ending balance:									
Collectively evaluated for impairment	\$ 1,830	\$ 870	\$ 250	\$ 1,880	\$ 393	\$ 60	\$ 91	\$ 240	\$ 5,614
Loans:									
Ending balance	\$ 76,340	\$ 165,406	\$ 21,636	\$ 397,571	\$ 785,303	\$ 31,836	\$ 16,302	\$ 10,383	\$ 1,504,777
Ending balance:									
Individually evaluated for impairment	\$ 3,716	\$ 458	\$ -	\$ 871	\$ -	\$ -	\$ 1,741	\$ -	\$ 6,786
Ending balance:									
Collectively evaluated for impairment	\$ 72,624	\$ 164,948	\$ 21,636	\$ 396,700	\$ 785,303	\$ 31,836	\$ 14,561	\$ 10,383	\$ 1,497,991
<b>December 31, 2017</b>									
Beginning balance	\$ 1,976	\$ 737	\$ 76	\$ 1,994	\$ 315	\$ 32	\$ 975	\$ 227	\$ 6,332
Charge-offs	(1,171)	-	-	(927)	-	-	(109)	-	(2,207)
Recoveries	19	-	-	8	-	-	24	-	51
Provision (credit)	2,321	383	60	420	50	25	(309)	(30)	2,920
Ending balance	\$ 3,145	\$ 1,120	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 7,096
Ending balance:									
Individually evaluated for impairment	\$ 1,689	\$ 225	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,914
Ending balance:									
Collectively evaluated for impairment	\$ 1,456	\$ 895	\$ 136	\$ 1,495	\$ 365	\$ 57	\$ 581	\$ 197	\$ 5,182
Loans:									
Ending balance	\$ 70,379	\$ 142,086	\$ 16,740	\$ 377,660	\$ 730,462	\$ 30,720	\$ 14,133	\$ 10,048	\$ 1,392,228
Ending balance:									
Individually evaluated for impairment	\$ 2,858	\$ 693	\$ -	\$ 229	\$ -	\$ -	\$ 1,695	\$ -	\$ 5,475
Ending balance:									
Collectively evaluated for impairment	\$ 67,521	\$ 141,393	\$ 16,740	\$ 377,431	\$ 730,462	\$ 30,720	\$ 12,438	\$ 10,048	\$ 1,386,753



The Company did not have loans acquired with deteriorated credit quality at either December 31, 2018 or December 31, 2017.

A detail of the Company's delinquent loans by loan category is as follows (in thousands):

December 31, 2018	30-59 Days past due	60-89 Days past due	90 Days or greater	Non-accrual	Total past due	Current	Total loans
			\$ -				
SBA non-real estate	\$ 346	\$ 125		\$ 2,590	\$ 3,061	\$ 73,279	\$ 76,340
SBA commercial mortgage	-	-	-	458	458	164,948	165,406
SBA construction	-	694	-	-	694	20,942	21,636
Direct lease financing	2,594	1,572	954	-	5,120	392,451	397,571
SBLOC	487	-	-	-	487	784,816	785,303
Other specialty lending	108	-	-	-	108	31,728	31,836
Consumer - other	-	-	-	-	-	9,147	9,147
Consumer - home equity	-	-	-	1,468	1,468	5,687	7,155
Unamortized loan fees and costs	-	-	-	-	-	10,383	10,383
	<u>\$ 3,535</u>	<u>\$ 2,391</u>	<u>\$ 954</u>	<u>\$ 4,516</u>	<u>\$ 11,396</u>	<u>\$ 1,493,381</u>	<u>\$ 1,504,777</u>
<b>December 31, 2017</b>							
			\$ -				
SBA non-real estate	\$ 58	\$ 268		\$ 1,889	\$ 2,215	\$ 68,164	\$ 70,379
SBA commercial mortgage	-	-	-	693	693	141,393	142,086
SBA construction	-	-	-	-	-	16,740	16,740
Direct lease financing	3,789	2,233	227	-	6,249	371,411	377,660
SBLOC	-	-	-	-	-	730,462	730,462
Other specialty lending	-	-	-	-	-	30,720	30,720
Consumer - other	-	-	-	-	-	4,482	4,482
Consumer - home equity	142	73	-	1,414	1,629	8,022	9,651
Unamortized loan fees and costs	-	-	-	-	-	10,048	10,048
	<u>\$ 3,989</u>	<u>\$ 2,574</u>	<u>\$ 227</u>	<u>\$ 3,996</u>	<u>\$ 10,786</u>	<u>\$ 1,381,442</u>	<u>\$ 1,392,228</u>

The Company evaluates its loans under an internal loan risk rating system as a means of identifying problem loans. The following table provides information by credit risk rating indicator for each segment of the loan portfolio excluding loans held for sale at the dates indicated (in thousands):

December 31, 2018	Pass	Special mention	Substandard	Doubtful	Loss	Unrated subject to review *	Unrated not subject to review *	Total loans
				\$ -	\$ -			
SBA non-real estate	\$ 67,809	\$ 1,641	\$ 4,517			\$ 347	\$ 2,026	\$ 76,340
SBA commercial mortgage	158,667	273	458	-	-	5,498	510	165,406
SBA construction	19,912	-	694	-	-	843	187	21,636
Direct lease financing	382,860	2,157	1,456	-	-	3,623	7,475	397,571
SBLOC	775,153	-	-	-	-	-	10,150	785,303
Other specialty lending	31,749	-	-	-	-	-	87	31,836
Consumer	5,849	-	1,742	-	-	-	8,711	16,302
Unamortized loan fees and costs	-	-	-	-	-	-	10,383	10,383
	<u>\$ 1,441,999</u>	<u>\$ 4,071</u>	<u>\$ 8,867</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 10,311</u>	<u>\$ 39,529</u>	<u>\$ 1,504,777</u>
<b>December 31, 2017</b>								
				\$ -	\$ -			
SBA non-real estate	\$ 63,547	\$ 3,392	\$ 3,450			\$ -	(10)\$	\$ 70,379
SBA commercial mortgage	141,084	277	693	-	-	-	32	142,086
SBA construction	16,740	-	-	-	-	-	-	16,740
Direct lease financing	204,906	-	2,895	-	-	8,820	161,039	377,660
SBLOC	357,050	-	-	-	-	-	373,412	730,462
Other specialty lending	30,720	-	-	-	-	-	-	30,720
Consumer	7,910	281	1,947	-	-	-	3,995	14,133
Unamortized loan fees and costs	-	-	-	-	-	-	10,048	10,048
	<u>\$ 821,957</u>	<u>\$ 3,950</u>	<u>\$ 8,985</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,820</u>	<u>\$ 548,516</u>	<u>\$ 1,392,228</u>

\* At December 31, 2018, in excess of 50% of the total continuing loan portfolio was reviewed. The targeted coverages and scope of the reviews are risk-based and vary according to each portfolio. These thresholds are maintained as follows:

Security Backed Lines of Credit (SBLOC) – The targeted review threshold for 2018 was 40% with the largest 25% of SBLOCs by commitment to be reviewed annually. A random sampling of a minimum of 20 of the remaining loans will be reviewed each quarter. At December 31, 2018, approximately 50% of the SBLOC portfolio had been reviewed.

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SBA Loans – The targeted review or rated threshold for 2018 was 100%, to be rated and/or reviewed within 90 days of funding, less fully guaranteed loans purchased for CRA. The 100% coverage includes loans rated by designated SBA department personnel, with a review threshold for the independent loan review department of all loans exceeding \$1.0 million and any classified loans. At December 31, 2018, approximately 100% of the government guaranteed loan portfolio had been rated and/or reviewed.

Direct Lease Financing – The targeted review threshold for 2018 was 35%. At December 31, 2018, approximately 58% of the leasing portfolio had been reviewed. All lease relationships exceeding \$1.0 million are reviewed.

Commercial Mortgaged Backed Securities (Floating Rate) – The targeted review threshold for 2018 was 100%. Floating rate loans will be reviewed initially within 90 days of funding and will be monitored on an ongoing basis as to payment status. Subsequent reviews will be performed based on a sampling each quarter. Each floating rate loan will be reviewed if any available extension options are exercised. At December 31, 2018, approximately 100% of the CMBS floating rate loans on the books more than 90 days had been reviewed.

Commercial Mortgaged Backed Securities (Fixed Rate) - 100% of fixed rate loans that are unable to be readily sold on the secondary market and remain on the Bank's books after nine months will be reviewed at least annually. At December 31, 2018, approximately 100% of the CMBS fixed rate portfolio had been reviewed.

Specialty Lending - Specialty Lending, defined as commercial loans unique in nature that do not fit into other established categories, have a review coverage threshold of 100% for non-Community Reinvestment Act ("CRA") loans. At December 31, 2018, approximately 100% of the non-CRA loans had been reviewed.

Home Equity Lines of Credit, or HELOC – The targeted review threshold for 2018 was 50%. The largest 25% of HELOCs by commitment will be reviewed annually. A random sampling of a minimum of ten of the remaining loans will be reviewed each quarter. At December 31, 2018, approximately 83% of the HELOC portfolio had been reviewed.

Note F—Premises and Equipment

Premises and equipment are as follows (in thousands):

	Estimated useful lives	December 31,	
		2018	2017
Furniture, fixtures, and equipment	3 to 12 years	\$ 51,789	\$ 49,995
Leasehold improvements	6 to 10 years	14,246	13,216
		66,035	63,211
Accumulated depreciation		(47,140)	(43,160)
		\$ 18,895	\$ 20,051

Depreciation expense for the years ended December 31, 2018, 2017 and 2016 was approximately \$4.0 million, \$4.5 million and \$5.0 million, respectively.

Note G—Time Deposits

There were no time deposits outstanding at December 31, 2018 or 2017.

Note H—Variable Interest Entity (VIE)

VIEs are entities that, by design, either (1) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) have equity investors that do not have the ability to make significant decisions relating to the entity's operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

The most common type of VIE is a special purpose entity (SPE). SPEs are commonly used in securitization transactions in order to isolate certain assets and distribute the cash flows from those assets to investors. The basic SPE structure involves a company selling assets to the SPE with the SPE funding the purchase of those assets by issuing securities to investors. The agreements that govern the transaction specify how the cash earned on the assets must be allocated to the SPE's investors and other parties that have rights to those cash flows. SPEs are generally structured to insulate investors from claims on the SPE's assets by creditors of other entities, including the creditors of the seller of the assets. The primary beneficiary of a VIE (i.e., the party that has a controlling financial interest) is required to consolidate the assets and liabilities of the VIE. The primary beneficiary is the party that has both (1)

the power to direct the activities of the VIE that most significantly impact the VIE's economic performance; and (2) through its interests in the VIE, the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The Company holds variable interests in Walnut Street 2014-1 LLC (WS 2014), accounted for as a debt instrument for which the Company elected the fair value option. The debt acquired was a 49% equity interest in WS 2014 as well as 100% of the A-Notes and 49% of the B-Notes that WS 2014 issued in a securitization transaction. The assets within the securitization consisted of loans and loan collateral from the Company's discontinued loan portfolio. The variable interests relate to the economic interests held by the Company in WS 2014 and the asset management contract between the Company and WS 2014. The Company is not the primary beneficiary, as it does not have the controlling financial interest in WS 2014, and therefore does not consolidate WS 2014. At December 31, 2018, the Company's investment in the WS 2014 was \$59.3 million and was classified as an investment in unconsolidated entity in the consolidated balance sheet. The Company's remaining exposure to loss is equal to the balance of the Company's interest, or \$59.3 million.

The following table shows the total unpaid principal amount of assets held in WS 2014, shown as commercial and other, at December 31, 2018 and 2017 (in thousands). Continuing involvement includes servicing the loans and holding senior interests or subordinated interests. It also shows CRE1, CRE2, CRE3 and CRE4 which represent single securities purchased by the Company in each of the four securitizations for which the Company generated all of the commercial mortgage-backed loan collateral.

	December 31, 2018			
	Principal amount outstanding			The Company's interest in securitized assets in nonconsolidated VIEs (b)
	Total assets held by securitization VIEs	Assets held in consolidated securitization VIEs	Assets held in nonconsolidated VIEs with continuing involvement	
Commercial and other (a)	\$ 152,893	\$ -	\$ 152,893	\$ 59,273
Commercial mortgage-backed securities				
CRE1	126,393	-	126,393	16,687
CRE2	238,231	-	238,231	16,565
CRE3	284,069	-	284,069	24,390
CRE4	336,374	-	336,374	32,513
	December 31, 2017			
	Principal amount outstanding			The Company's interest in securitized assets in nonconsolidated VIEs (b)
	Total assets held by securitization VIEs	Assets held in consolidated securitization VIEs	Assets held in nonconsolidated VIEs with continuing involvement	

(a) Consists of notes backed by commercial loans predominantly secured by real estate.

(b) Securities CRE1 and CRE2 are non-rated and securities CRE3 and CRE4 are "A" rated. CRE1, CRE2 and CRE4 are valued by a pricing service or market levels and security CRE3 was valued by discounted cash flow analysis.

1. Short-term borrowings

The Bank has overnight borrowing capacity with the Federal Home Loan Bank of Pittsburgh which amounted to \$109.4 million at December 31, 2018. Borrowings under this arrangement have a variable interest rate. The Bank also had a \$1.08 billion line with the Federal Reserve Bank as of that date. As of December 31, 2018, the Bank did not have any borrowings outstanding on these lines. The details of these categories are presented below:

	As of or for the year ended December 31,		
	2018	2017	2016
	(dollars in thousands)		
<u>Short-term borrowings and federal funds purchased</u>			
Balance at year-end	\$ -	\$ -	\$ -
Average during the year	20,346	23,281	57,518
Maximum month-end balance	100,000	50,000	225,000
Weighted average rate during the year	2.22%	1.39%	0.62%
Rate at December 31	2.35%	1.34%	0.54%

2. Securities sold under agreements to repurchase

Securities sold under agreements to repurchase generally mature within 30 days from the date of the transactions. The detail of securities sold under agreements to repurchase is presented below:

	As of or for the year ended December 31,		
	2018	2017	2016
	(dollars in thousands)		
<u>Securities sold under repurchase agreements</u>			
Balance at year-end	\$ 93	\$ 217	\$ 274
Average during the year	173	240	685
Maximum month-end balance	223	274	862
Weighted average rate during the year	0.00%	0.00%	0.29%
Rate at December 31	0.15%	0.23%	0.14%

3. Guaranteed Preferred Beneficiary Interest in the Company's Subordinated Debt

As of December 31, 2018, the Company held two statutory business trusts: The Bancorp Capital Trust II and The Bancorp Capital Trust III. In each case, the Company owns all the common securities of the Trust. The Trusts issued preferred capital securities to investors and invested the proceeds in the Company through the purchase of junior subordinated debentures issued by the Company. These debentures are the sole assets of the Trusts.

- The \$10.3 million of debentures issued to The Bancorp Capital Trust II on November 28, 2007 mature on March 15, 2038, and bear interest at an annual rate equal to 3-month LIBOR plus 3.25%.
- The \$3.1 million of debentures issued to The Bancorp Capital Trust III on November 28, 2007 mature on March 15, 2038, and bear interest at a floating annual rate equal to 3-month LIBOR plus 3.25%.

As of December 31, 2018, the Trusts qualify as VIEs under ASC 810, *Consolidation*. However, the Company is not considered the primary beneficiary and, therefore, the Trusts are not consolidated in the Company's consolidated financial statements. The Trusts are accounted for under the equity method of accounting



Note J—Shareholders' Equity

In 2011, the Company adopted a common stock repurchase program in which share repurchases reduce the amount of shares outstanding. Repurchased shares may be reissued for various corporate purposes. As of December 31, 2011, the Company had repurchased 100,000 shares of the total 750,000 maximum number of shares authorized by the Board of Directors. The 100,000 shares were repurchased at an average cost of \$8.66 per share. Shares were repurchased at market price and were recorded as treasury stock at that amount, using the cost method. The Company did not repurchase shares in 2018, 2017 or 2016.

Note K—Benefit Plans

*401 (k) Plan*

The Company maintains a 401(k) savings plan covering substantially all employees of the Company. Under the plan, the Company matches 50% of the employee contributions for all participants, not to exceed 6% of their salary. Contributions made by the Company were approximately \$1.3 million, \$1.0 million and \$1.3 million for the years ended December 31, 2018, 2017 and 2016, respectively and are reflected in salaries and employee benefits in the consolidated statement of operations.

*Supplemental Executive Retirement Plan*

In 2005, the Company began contributing to a supplemental executive retirement plan for its former Chief Executive Officer that provides annual retirement benefits of \$25,000 per month until death. There were \$300,000 of disbursements under the plan in 2018, 2017 and 2016, respectively. The actuarial assumptions reflected a discount rate of 3.79%, a maximum potential life expectancy of 120 years and a monthly benefit of \$25,000. The Company adjusts its related liability to actuarially derived estimates of lifetime payouts based upon actuarial tables. The Company reversed \$34,000 of expense for this plan for the year ended December 31, 2018, and expensed \$219,000 and \$126,000 for this plan for the years ended December 31, 2017 and 2016 based upon changes to actuarial tables. As of December 31, 2018, the Company had accrued \$3.2 million for potential future payouts.

Note L—Income Taxes

The Company operates predominantly in the United States and is subject to corporate net income taxes for federal and state purposes. The Company sold its minimal operations in Europe in April 2017. These taxes were not considered material to the overall financial statements. Tax expense (benefit) is computed in total on combined continuing and discontinued operations, then separately for continuing operations which is subtracted from that total. The remainder is shown as tax expense for discontinued operations. The components of income tax expense (benefit) included in the statements of continuing operations are as follows:

	For the years ended		
	2018	2017	2016
	(in thousands)		
Current tax provision			
Federal	\$ 11,038	\$ 1,044	\$ 702
Foreign	-	-	329
State	5,379	1,213	686
	<u>16,417</u>	<u>2,257</u>	<u>1,717</u>
Deferred tax provision (benefit)			
Federal	13,926	22,599	(13,406)
State	1,898	(1,800)	(975)
	<u>15,824</u>	<u>20,799</u>	<u>(14,381)</u>
	<u>\$ 32,241</u>	<u>\$ 23,056</u>	<u>\$ (12,664)</u>

The differences between applicable income tax expense (benefit) from continuing operations and the amounts computed by applying the statutory federal income tax rate of 21% for 2018 and 34% for 2017 and 2016, are as follows:

	For the years ended		
	December 31,		
	2018	2017	2016
	(in thousands)		
Computed tax expense at statutory rate	\$ 25,154	\$ 13,734	\$ (23,509)
Tax effect of federal rate change	-	17,293	-
State taxes	6,148	1,199	(191)
Tax-exempt interest income	(408)	(1,600)	(1,771)
Foreign income tax rate difference	-	-	(147)
Meals and entertainment	80	63	128
Other nondeductible items	546	2,421	-
Foreign dividend income	-	-	719
Valuation allowance - domestic	721	(9,813)	8,780
Valuation allowance - foreign	-	-	3,327
Other	-	(241)	-
	<u>\$ 32,241</u>	<u>\$ 23,056</u>	<u>\$ (12,664)</u>

Deferred income taxes are provided for the temporary difference between the financial reporting basis and the tax basis of the Company's assets and liabilities. Cumulative temporary differences recognized in the financial statement of position are as follows:

	For the years ended	
	December 31,	
	2018	2017
	(in thousands)	
Deferred tax assets:		
Allowance for loan and lease losses	\$ 1,817	\$ 1,490
Non-accrual interest	1,993	1,496
Deferred compensation	680	750
State taxes	1,558	3,456
Nonqualified stock options	1,440	1,330
Capital loss limitations	3,579	1,343
Tax deductible goodwill	3,462	3,895
Partnership interest, Walnut St basis difference	10,412	8,774
Fair value adjustment to investments	753	621
Loan charges	4,352	11,789
Unrealized loss on AFS securities	5,240	1,686
AMT tax credit	-	2,951
Federal net operating loss	-	4,776
Other	1,260	1,533
Total gross deferred tax assets	<u>36,546</u>	<u>45,890</u>
Federal and state valuation allowance	<u>(12,952)</u>	<u>(9,995)</u>
Deferred tax liabilities:		
Discount on Class A notes	92	92
Depreciation	1,880	1,001
Total deferred tax liabilities	<u>1,972</u>	<u>1,093</u>
Net deferred tax asset	<u>\$ 21,622</u>	<u>\$ 34,802</u>

The Company has approximately \$17.7 million of state net operating losses from several states that will expire at varying times over the next 20 years.

Management assesses all available positive and negative evidence to determine whether it is more likely than not that the Company will be able to recognize the existing deferred tax assets. The majority of valuation allowances reversed in 2017 with the

remaining valuation allowance reflecting capital losses in Walnut Street. The remaining valuation allowance will likely reverse only to the extent that recoveries exceed any potential future losses in Walnut Street. The federal and state valuation allowance at December 31, 2018 and 2017, respectively, was \$14.3 million and \$10.0 million.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	For the years ended		
	December 31,		
	2018	2017	2016
		(in thousands)	
Beginning balance at January 1	\$ 338	\$ 339	\$ 340
Decreases in tax provisions for prior years	-	(1)	(1)
Gross unrecognized tax benefits at December 31	\$ 338	\$ 338	\$ 339

Management does not believe these amounts will significantly increase or decrease within 12 months of December 31, 2018. The total amount of unrecognized tax benefits, if recognized, will impact the effective tax rate.

Tax years after 2015 remain subject to examination by the federal authorities and 2014 and after remain subject to examination by most of the state tax authorities. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in income tax expense for all periods presented. To date, no amounts of interest or penalties relating to unrecognized tax benefits have been recorded.

The U.S. Tax Cuts and Jobs Act (“Tax Act”) was enacted on December 22, 2017 and introduces significant changes to U.S. income tax law. Effective in 2018, the Tax Act reduces the U.S. statutory tax rate from 35% to 21%. The Company has updated any of its provisional amounts related to the Tax Act and accounting for this is now final.

#### Note M—Stock-Based Compensation.

In May 2018, the Company adopted an Equity Incentive Plan (the 2018 Plan). Employees and directors of the Company and the Bank and consultants (with restrictions) are eligible to participate in the 2018 Plan. The option term may not exceed 10 years from the date of the grant. Any employee or consultant who possesses more than 10 percent of voting power of all classes of stock of the Company, or any parent or subsidiary, may not have options with terms exceeding five years from the date of grant. An aggregate of 1,700,000 shares of common stock were reserved for issuance by the 2018 Plan. Restricted stock units may also be granted under the 2018 Plan with conditions similar to those for options.

In May 2013, the Company adopted a Stock Option and Equity Plan (the 2013 Plan). Employees and directors of the Company and the Bank and consultants (with restrictions) are eligible to participate in the 2013 Plan. The option term may not exceed 10 years from the date of the grant. An employee or consultant who possesses more than 10 percent of voting power of all classes of stock of the Company, or any parent or subsidiary, may not have options with terms exceeding five years from the date of grant. An aggregate of 2,200,000 shares of common stock were reserved for issuance by the 2013 Plan. Restricted stock units may also be granted under the 2013 Plan with conditions similar to those for options.

In May 2011, the Company adopted a Stock Option and Equity Plan (the 2011 Plan). Employees and directors of the Company and the Bank and consultants (with restrictions) are eligible to participate in the 2011 Plan. The option term may not exceed 10 years from the date of the grant. An employee or consultant who possesses more than 10 percent of voting power of all classes of stock of the Company, or any parent or subsidiary, may not have options with terms exceeding five years from the date of grant. An aggregate of 1,400,000 shares of common stock were reserved for issuance by the 2011 Plan.

In June 2005, the Company adopted an Omnibus Equity Compensation Plan (the 2005 Plan). Employees and directors of the Company and the Bank are eligible to participate in the 2005 Plan. An employee or consultant who possesses more than 10 percent of voting power of all classes of stock of the Company, or any parent or subsidiary, may not have options with terms exceeding five years from the date of grant. An aggregate of 1,000,000 shares of common stock were reserved for issuance by the 2005 plan. Options granted under the 2005 Plan expire on the tenth anniversary of their grant.

In October 1999, the Company adopted a stock option plan (the 1999 Plan). Employees and directors of the Company and the Bank were eligible to participate in the 1999 Plan. An employee or consultant who possesses more than 10 percent of voting power of all classes of stock of the Company, or any parent or subsidiary, may not have options with terms exceeding five years from the date of grant. An aggregate of 1,000,000 shares of common stock were reserved under the 1999 Plan, with no more than 75,000 shares being issuable to non-employee directors. Options vested over four years and expire on the tenth anniversary of the grant.

A summary of the Company's stock options is presented below:

	Shares	Weighted average exercise price (in thousands except per share data)	Weighted average remaining contractual term (years)	Aggregate intrinsic value
Outstanding at January 1, 2018	1,452,625	\$ 8.30	4.64	\$ 2,382,663
Granted	-	-	-	-
Exercised	(23,125)	9.45	-	9,735
Expired	-	-	-	-
Forfeited	(153,000)	8.69	-	-
Outstanding at December 31, 2018	<u>1,276,500</u>	\$ 8.23	<u>3.77</u>	<u>\$ 511,200</u>
Exercisable at December 31, 2018	<u>1,126,500</u>	\$ 8.43	<u>3.29</u>	<u>\$ 329,700</u>

A summary of the Company's restricted stock units is presented below:

	Shares	Weighted average grant date fair value	Average remaining contractual term (years)
Outstanding at January 1, 2018	1,264,454	\$ 5.49	1.67
Granted	507,792	11.07	1.32
Vested	(571,548)	5.43	-
Forfeited	(349,761)	5.53	-
Outstanding at December 31, 2018	<u>850,937</u>	\$ 8.84	1.44

In 2018, The Company granted 507,792 restricted stock units at a fair value of \$11.07 of which 440,292 with a vesting period of 2.8 years and 67,500 with a vesting period of one year. In 2017, the Company granted 955,024 restricted stock units at a fair value of \$5.47 per unit of which 820,024 had a vesting period of three years and 135,000 had a vesting period of one year. The Company granted 789,000 restricted stock units with a vesting period of three years at a fair value of \$5.36 per unit in 2016.

A summary of the status of the Company's non-vested options under the plans as of December 31, 2018, and changes during the year then ended, is presented below:

	Shares	Weighted average grant date fair value
Non-Vested at January 1, 2018	236,250	\$ 2.95
Granted	-	-
Vested	(86,250)	3.06
Expired	-	-
Forfeited	-	-
Non-Vested at December 31, 2018	<u>150,000</u>	\$ 2.89

The Company granted 300,000 common stock options in 2016, with a vesting period of four years, whereas in 2018 and 2017 the Company did not grant any common stock options. The weighted average fair value of the stock options issued in 2016 was \$2.89.

There were 594,673 options exercised and restricted stock units vested in 2018, 468,431 options exercised and restricted stock units vested in 2017 and 84,020 options exercised and restricted stock units vested in 2016. The total intrinsic value of the

options exercised and stock units vested in 2018, 2017 and 2016 was \$6.2 million, \$3.0 million and \$415,000, respectively. The total issuance date fair value of options that were exercised and restricted units which vested during the year ended December 31, 2018 was \$3.2 million.

As of December 31, 2018, there was a total of \$5.2 million of unrecognized compensation cost related to unvested awards under share-based plans. This cost is expected to be recognized over a weighted average period of approximately 1.2 years. For the years ended December 31, 2018, 2017 and 2016 total compensation expense under share based payment arrangements was \$3.4 million, \$3.2 million and \$2.8 million respectively and the related tax benefits recognized were \$724,000, \$1.1 million and \$952,000, respectively.

For the years ended December 31, 2018, 2017 and 2016, the Company estimated the fair value of each stock option grant on the date of grant using the Black-Scholes options pricing model with the following weighted average assumptions:

	December 31,		
	2018	2017	2016
Risk-free interest rate	-	-	1.85%
Expected dividend yield	-	-	-
Expected volatility	-	-	44.54%
Expected lives (years)	-	-	1.0-5.5

Expected volatility is based on the historical volatility of the Company's stock and peer group comparisons over the expected life of the grant. The risk-free rate for periods within the expected life of the option is based on the U.S. Treasury strip rate in effect at the time of the grant. The life of the option is based on historical factors which include the contractual term, vesting period, exercise behavior and employee terminations. In accordance with the ASC 718, *Stock Based Compensation*, stock based compensation expense for the year ended December 31, 2018 is based on awards that are ultimately expected to vest and has been reduced for estimated forfeitures. The Company estimates forfeitures using historical data based upon the groups identified by management.

#### Note N—Transactions with Affiliates

The Bank maintains deposits for various affiliated companies totaling approximately \$2.6 million and \$4.7 million as of December 31, 2018 and 2017, respectively.

The Bank has entered into lending transactions in the ordinary course of business with directors, executive officers, principal stockholders and affiliates of such persons. All loans were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable loans with persons not related to the lender. At December 31, 2018, these loans were current as to principal and interest payments, and did not involve more than normal risk of collectability. At December 31, 2018 and 2017, loans to these related parties amounted to \$2.0 million and \$1.7 million, respectively.

The Bank has periodically purchased securities under agreements to resell and engaged in other securities transactions through J.V.B. Financial Group, LLC (JVB), a broker dealer in which the Company's Chairman is a registered representative and has a minority interest. The Company's Chairman also serves as the President, a director and the Chief Investment Officer of Cohen & Company Financial Limited (formerly Euro Dekania Management Ltd.), a wholly-owned subsidiary of Cohen & Company Inc. (formerly Institutional Financial Markets Inc.), the parent company of JVB. In 2018, the Bank purchased \$7.1 million of government guaranteed SBA loans for Community Reinvestment Act purposes from JVB. Prices for the SBA loans are verified to market rates and no separate commissions or fees are paid to that firm. The Company purchased securities under agreements to resell through JVB primarily consisting of Government National Mortgage Association certificates which are full faith and credit obligations of the United States government issued at competitive rates. JVB was in full compliance with all of the terms of the repurchase agreements at December 31, 2018 and had complied with the terms for all prior repurchase agreements. There were \$0 and \$64.3 million of repurchase transactions outstanding at December 31, 2018 and 2017, respectively.

Mr. Hersh Kozlov, a director of the Company, is a partner at Duane Morris LLP, an international law firm. The Company paid Duane Morris LLP \$3.0 million in 2018, \$3.5 million in 2017 and \$4.0 million in 2016 for legal services.

1. Operating Leases

As part of its cost control efforts, the company is actively managing its facilities. The Company exited its Philadelphia and Tampa leased sites and has subleased those offices. A sublessee is being sought for New York city space which was vacated in favor of a smaller, less costly site which was also leased in New York city and for which the lease will expire in 2024.

The Company’s lease for its Delaware operations facility expires in 2025. The Company also has leases for business production offices in Maryland, Minnesota, North Carolina, Pennsylvania, Utah and Washington State that expire at various times through 2022. The Company’s lease in South Dakota for its prepaid card division, also expires in 2022. The Company’s leases in Illinois for its Small Business Lending division, and in New Jersey for its leasing business, expire in 2020.

These leases require the Company to pay the real estate taxes and insurance on the leased properties in addition to rent. The approximate future minimum annual rental payments, including any additional rents for escalation clauses, are as follows (in thousands):

<u>Year ending December 31,</u>	
2019	\$ 3,793
2020	3,800
2021	3,407
2022	2,996
2023	2,766
Thereafter	<u>4,682</u>
	<u>\$ 21,444</u>

Rent and related expense for the years ended December 31, 2018, 2017 and 2016 was approximately \$4.5 million, \$4.4 million and \$4.6 million net of sublease rentals of approximately \$186,300, \$100,200 and \$67,000, respectively.

2. Legal Proceedings

The Company received a subpoena from the SEC, dated March 22, 2016, relating to an investigation by the SEC of the Company's restatement of its financial statements for the years ended December 31, 2010 through December 31, 2013 and the interim periods ended March 31, 2014, June 30, 2014 and September 30, 2014, which restatement was filed with the SEC on September 28, 2015, and the facts and circumstances underlying the restatement. The Company is cooperating fully with the SEC's investigation. The costs to respond to the subpoena and cooperate with the SEC's investigation have been material and we expect such costs to continue to be material at least through the completion of the SEC's investigation.

The Company received a letter dated August 1, 2016, demanding inspection of its books and records pursuant to Section 220 of the Delaware General Corporation Law, or DGCL, from legal counsel representing a shareholder (the "Demand Letter"). The Company, through outside legal counsel, responded to the Demand Letter by permitting the shareholder to inspect certain of the Company's books and records and by objecting to other requests. On January 30, 2017, the shareholder filed a complaint in the Court of Chancery of the State of Delaware seeking an order from the court, pursuant to Section 220 of the DGCL, compelling the Company to permit the shareholder to inspect additional books and records of the Company. The Company believes that its original response to the Demand Letter was appropriate in all respects and continues to defend against the complaint. On July 27, 2017, the Court of Chancery ruled in favor of the Company and granted an Order of Final Judgment Denying Plaintiff's Demand To Inspect The Books And Records of Defendant. The court's Order was subject to an appeal right which has now expired; no appeal was filed. Both the Demand Letter and the complaint threaten the commencement of a shareholder's derivative suit against certain officers and directors of the Company seeking damages and other remedies on behalf of the Company. We have been advised by our counsel in the matter that reasonably possible losses cannot be estimated, but we and our counsel continue to believe the claim is without merit.

In addition, the Company is a party to various routine legal proceedings arising out of the ordinary course of its business. The Company believes that none of these actions, individually or in the aggregate, will have a material adverse effect on our financial condition or operations.

Note P—Financial Instruments with Off-Balance-Sheet Risk and Concentrations of Credit Risk

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the consolidated financial statements when they become payable. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contractual, or notional, amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The approximate contract amounts and maturity term of the Company's unused credit commitments are as follows:

	December 31,	
	2018	2017
	(in thousands)	
Financial instruments whose contract amounts represent credit risk		
Commitments to extend credit	\$ 1,683,499	\$ 1,445,425
Standby letters of credit	1,150	2,279
	<u>\$ 1,684,649</u>	<u>\$ 1,447,704</u>

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation. The vast majority of commitments to extend credit arise from security backed lines of credit (SBLOC) which are variable rate and which represent collateral values available to support additional extensions of credit, and not expected usage. The majority of such lines of credit have historically not drawn upon.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds residential or commercial real estate, accounts receivable, inventory and equipment as collateral supporting those commitments for which collateral is deemed necessary. Based upon periodic analysis of the Company's standby letters of credit, management has determined that a reserve is not necessary at December 31, 2018. The Company reduces any potential liability on its standby letters of credit based upon its estimate of the proceeds obtainable upon the liquidation of the collateral held. Fair values of unrecognized financial instruments, including commitments to extend credit and the fair value of letters of credit, are considered immaterial. The standby letters of credit expire as follows: \$972,000 in 2019 and \$178,000 in 2020.

The Company's exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual or notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Note Q—Fair Value of Financial Instruments

ASC 825, *Financial Instruments*, requires disclosure of the estimated fair value of an entity's assets and liabilities considered to be financial instruments. For the Company, as for most financial institutions, the majority of its assets and liabilities are considered to be financial instruments. However, many of such instruments lack an available trading market as characterized by a willing buyer and willing seller engaging in an exchange transaction. Also, it is the Company's general practice and intent to hold its financial instruments to maturity whether or not categorized as "available-for-sale" and not to engage in trading or sales activities, except for certain loans. For fair value disclosure purposes, the Company utilized the fair value measurement criteria of ASC 820, Fair Value Measurements and Disclosures.

ASC 820, Fair Value Measurements and Disclosures, establishes a common definition for fair value to be applied to assets and liabilities. It clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a framework for measuring fair value and expands disclosures concerning fair value measurements. ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Level 1 valuation is based on quoted market prices for identical assets or liabilities to which the Company has access at the measurement date. Level 2 valuation is based on other observable inputs for the asset or liability, either directly or indirectly. This includes quoted prices for similar assets in active or inactive markets, inputs other than quoted prices that are observable for the asset or liability such as yield curves, volatilities, prepayment speeds, credit risks, default rates, or inputs that are derived principally from, or corroborated through, observable market data by market-corroborated reports. Level 3 valuation is based on “unobservable inputs” that are the best information available in the circumstances. A financial instrument’s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. There were no transfers between the three levels which categorize assets and liabilities by the type of information available for valuation purposes in either 2018 or 2017. In 2016, certain securities were reclassified to level 2 from level 1 based upon an assessment of current market information. For fair value disclosure purposes, the Company utilized certain value measurement criteria required under the ASC 820, “Fair Value Measurements and Disclosures”, as discussed below.

Estimated fair values have been determined by the Company using the best available data and an estimation methodology it believes to be suitable for each category of financial instruments. Changes in the assumptions or methodologies used to estimate fair values may materially affect the estimated amounts. Also, there may not be reasonable comparability between institutions due to the wide range of permitted assumptions and methodologies in the absence of active markets. This lack of uniformity gives rise to a high degree of subjectivity in estimating financial instrument fair values.

Cash and cash equivalents, which are comprised of cash and due from banks, the Company’s balance at the FRB and securities purchased under agreements to resell, had recorded values of \$554.3 million and \$908.9 million at December 31, 2018 and 2017, respectively, which approximated fair values.

Investment securities have estimated fair values based on quoted market prices or other observable inputs, if available, or by an estimation methodology based on management’s inputs. The fair values of the Company’s investment securities held-to-maturity and investments in certain available for sale securities are determined using unobservable (Level 3) inputs that are based on the best information available in the circumstances when market information is not available. For these investment securities, fair values are based on the present value of expected cash flows from principal and interest.

Commercial loans held for sale generally have estimated fair values, on an individual loan basis, based upon market indications of the sales price of such loans from recent sales transactions. If such information is not available, fair values reflect cash flow analysis based upon pricing for similar loans.

Loans, net of deferred loan fees and costs, have an estimated fair value using the present value of future cash flow where market prices were not available. The discount rate used in these calculations is the estimated current market rate adjusted for borrower-specific credit risk. The carrying value of accrued interest approximates fair value.

FHLB and Atlantic Central Bankers Bank stock are held as required by those respective institutions and are carried at cost. Federal law requires a member institution of the FHLB to hold stock according to predetermined formulas. Atlantic Central Bankers Bank requires its correspondent banking institutions to hold stock as a condition of membership.

Investment in unconsolidated entity - On December 30, 2014, the Bank entered into an agreement for, and closed on, the sale of a portion of its discontinued commercial loan portfolio. The purchaser of the loan portfolio was a newly formed entity, WS 2014. For information regarding this transaction see Note H. The fair value of the notes issued to the Bank by WS 2014 was initially established by the sales price and subsequently marked to fair value which is determined using a discounted cash flow analysis. At December 31, 2018, the cash flows were modeled using a discount rate of 6.30%, based on market indications. A constant default rate on cash flowing loans of 1%, net of recoveries, was utilized. The change in value of investment in unconsolidated entity in the consolidated statements of operations reflects changes in estimated fair value.



Assets held for sale from discontinued operations as of December 31, 2018 are held at the lower of cost basis or market value. For loans, market value was determined using the income approach which converts expected cash flows from the loan portfolio by unit of measurement to a present value estimate. Unit of measurement was determined by loan type and for significant loans on an individual loan basis. The fair values of the Company's loans classified as assets held for sale are based on "unobservable inputs" that are based upon available information. For commercial loans other than SBA loans, a market adjusted rate to discount expected cash flows from outstanding principal and interest to expected maturity at the measurement date was utilized. For SBA loans, market indications for similar loans were utilized. For other real estate owned, market value was based upon appraisals of the underlying collateral by third party appraisers, reduced by 7% to 10% for estimated selling costs.

Demand deposits (comprising interest and non-interest bearing checking accounts, savings, and certain types of money market accounts) are equal to the amount payable on demand at the reporting date (generally, their carrying amounts). The fair values of securities sold under agreements to repurchase and short term borrowings are equal to their carrying amounts as they are overnight borrowings. There were no short term borrowings outstanding at December 31, 2018 or 2017.

Time deposits and subordinated debentures have a fair value estimated using a discounted cash flow calculation that applies current interest rates to discount expected cash flows. There were no time deposits outstanding at December 31, 2018 or 2017.

Long term borrowings resulted from sold loans which did not qualify for true sale accounting. They are presented in the amount of principal of such loans.

Interest rate swaps are recorded in other assets and have a fair value which is estimated using models that use readily observable market inputs and a market standard methodology applied to the contractual terms of the derivatives, including the period to maturity and the applicable interest rate index.

The fair value of commitments to extend credit is estimated based on the amount of unamortized deferred loan commitment fees. The fair value of letters of credit is based on the amount of unearned fees plus the estimated cost to terminate the letters of credit. Fair values of unrecognized financial instruments, including commitments to extend credit, and the fair value of letters of credit are considered immaterial.



The assets and liabilities measured at fair value on a recurring basis, segregated by fair value hierarchy, are summarized below (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Fair value December 31, 2018	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment securities, available-for-sale				
	\$	-	\$	-
U.S. Government agency securities	\$ 53,362	\$ -	\$ 53,362	-
Asset-backed securities	188,602	-	188,602	-
Obligations of states and political subdivisions	67,986	-	67,986	-
Residential mortgage-backed securities	369,741	-	369,741	-
Collateralized mortgage obligation securities	262,207	-	262,207	-
Commercial mortgage-backed securities	294,426	-	270,036	24,390
Total investment securities, available-for-sale	1,236,324	-	1,211,934	24,390
Commercial loans held for sale	688,471	-	-	688,471
Investment in unconsolidated entity	59,273	-	-	59,273
Assets held for sale from discontinued operations	197,831	-	-	197,831
Interest rate swaps, asset	1,681	-	1,681	-
	\$	-	\$	-
	\$ 2,183,580	\$ -	\$ 1,213,615	\$ 969,965

	Fair Value Measurements at Reporting Date Using			
	Fair value December 31, 2017	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Investment securities, available-for-sale				
	\$	-	\$	-
U.S. Government agency securities	\$ 49,902	\$ -	\$ 49,902	-
Asset-backed securities	270,085	-	270,085	-
Obligations of states and political subdivisions	75,849	-	75,849	-
Residential mortgage-backed securities	448,852	-	448,852	-
Collateralized mortgage obligation securities	246,493	-	246,493	-
Commercial mortgage-backed securities	203,303	-	162,659	40,644
Total investment securities, available-for-sale	1,294,484	-	1,253,840	40,644
Commercial loans held for sale	503,316	-	-	503,316
Investment in unconsolidated entity	74,473	-	-	74,473
Assets held for sale from discontinued operations	304,313	-	-	304,313
Interest rate swaps, asset	1,243	-	1,243	-
	\$	-	\$	-
	\$ 2,177,829	\$ -	\$ 1,255,083	\$ 922,746

The Company's Level 3 asset activity for the categories shown for the years 2018 and 2017 is as follows (in thousands):

Fair Value Measurements Using  
Significant Unobservable Inputs  
(Level 3)

	Available-for-sale securities		Commercial loans held for sale	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Beginning balance	\$ 40,644	\$ -	\$ 503,316	\$ 663,140
Transfers into level 3	-	19,441	-	-
Transfers out of level 3	(74,355)	-	-	-
Total gains or (losses) (realized/unrealized)				
Included in earnings	-	-	19,850	19,883
Included in other comprehensive loss	(688)	(497)	-	-
Purchases, issuances, sales and settlements				
Purchases	62,076	24,112	-	-
Issuances	-	-	866,303	521,914
Sales	-	-	(700,998)	(701,621)
Settlements	(3,287)	(2,412)	-	-
Ending balance	\$ 24,390	\$ 40,644	\$ 688,471	\$ 503,316
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	\$ -	\$ -	\$ (922)	\$ 911

The Company's Level 3 asset activity for the categories shown for the years 2018 and 2017 is as follows (in thousands):

Fair Value Measurements Using  
Significant Unobservable Inputs  
(Level 3)

	Investment in unconsolidated entity		Assets held for sale from discontinued operations	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Beginning balance	\$ 74,473	\$ 126,930	\$ 304,313	\$ 360,711
Transfers into level 3	-	-	-	-
Transfers out of level 3	-	-	-	-
Total gains or (losses) (realized/unrealized)				
Included in earnings	(3,689)	(20)	352	557
Included in other comprehensive income	-	-	-	-
Purchases, issuances, sales, settlements and charge-offs				
Purchases	-	-	-	-
Issuances	-	-	1,664	11,450
Sales	-	-	(35,000)	-
Settlements	(11,511)	(52,437)	(62,754)	(52,450)
Charge-offs	-	-	(10,744)	(15,955)
Ending balance	\$ 59,273	\$ 74,473	\$ 197,831	\$ 304,313
The amount of total gains or (losses) for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	\$ (3,689)	\$ (20)	\$ 352	\$ (4,776)



Level 3 instruments only	Fair value at	Fair value at	Valuation techniques	Unobservable inputs	Range at	Range at
	December 31, 2018	December 31, 2017			December 31, 2018	December 31, 2017
Investment securities, available-for-sale	\$ 24,390	\$ 40,644	Discounted cash flow	Discount rate	6.55%	7.0% - 9.5%
Investment securities, held-to-maturity	7,278	6,600	Discounted cash flow	Discount rate	8.80%	8.00%
Federal Home Loan Bank and Atlantic Central Bankers Bank stock	1,113	991	Cost	N/A	N/A	N/A
Loans, net of deferred loan fees and costs	1,503,780	1,391,701	Discounted cash flow	Discount rate	4.22% - 6.93%	3.5% - 7.2%
Commercial - SBA	199,977	165,176	Traders' pricing	Offered quotes	99.125 - 110	100 - 117.25
Commercial - fixed	95,307	118,608	Discounted cash flow	Discount rate	5.23% - 6.92%	4.85% - 7.05%
Commercial - floating	393,187	219,532	Discounted cash flow	Discount rate	5.41% - 7.75%	5.53% - 6.04%
Commercial loans held for sale	688,471	503,316				
Investment in unconsolidated entity	59,273	74,473	Discounted cash flow	Discount rate	6.30%	4.75%
				Default rate	1.00%	1.00%
Assets held for sale from discontinued operations	197,831	304,313	Discounted cash flow	Discount rate,	4.26% - 8.36%	3.89% - 9.59%
				Credit analysis		
Subordinated debentures	9,975	9,173	Discounted cash flow	Discount rate	8.81%	7.00%

Fair values in the above table which are estimated by the discounted cash flow method, are subject to uncertainty resulting from the discount rate used as of the reporting date. The discount rates used are based on market comparables, which may vary significantly between periods based on credit spreads, interest rates movements or expected interest rate movements, or competitive factors. Changes in these factors could have a significant impact on estimated fair values.

Assets measured at fair value on a nonrecurring basis, segregated by fair value hierarchy, at December 31, 2018 and 2017 are summarized below (in thousands):

Description	Fair Value Measurements at Reporting Date Using			
	December 31, 2018	Quoted prices in active	Significant other	
		markets for identical	observable	Significant
	assets	inputs	unobservable	
	(Level 1)	(Level 2)	inputs (1)	
			(Level 3)	
Impaired loans - collateral dependent (1)	\$ 3,747	\$ -	\$ -	\$ 3,747
Intangible assets	3,846	-	-	3,846
	\$ 7,593	\$ -	\$ -	\$ 7,593

Description	Fair Value Measurements at Reporting Date Using			
	Fair value December 31, 2017	Quoted prices in active	Significant other	
		markets for identical	observable	Significant
	assets	inputs	unobservable	
	(Level 1)	(Level 2)	inputs (1)	
			(Level 3)	
Impaired loans - collateral dependent (1)	\$ 3,559	\$ -	\$ -	\$ 3,559
Other real estate owned	450	-	-	450
Intangible assets	5,377	-	-	5,377
	\$ 9,386	\$ -	\$ -	\$ 9,386

- (1) The method of valuation approach for the impaired loans and other real estate owned was the market approach based upon appraisals of the underlying collateral by external appraisers, reduced by 7% to 10% for estimated selling costs. Intangible assets are valued based upon internal analyses.

At December 31, 2018, principal on impaired loans and troubled debt restructurings that is accounted for on the basis of the value of underlying collateral, is shown in the above table at estimated fair value of \$3.7 million. To arrive at that fair value, related loan principal of \$6.7 million was reduced by specific reserves of \$3.0 million within the allowance for loan losses, as of that date, representing the deficiency between principal and estimated collateral values, which were reduced by estimated costs to sell. Included in the impaired balance at December 31, 2018, were troubled debt restructured loans with a balance of \$2.9 million which had specific reserves of \$1.5 million. At December 31, 2017, principal on impaired loans and troubled debt restructurings that is accounted for on the basis of the value of underlying collateral, is shown in the above table at estimated fair value of \$3.6 million. To arrive at that fair

value, related loan principal of \$5.5 million was reduced by specific reserves of \$1.9 million within the allowance for loan losses, as of that date, representing the deficiency between principal and estimated collateral values, which were reduced by estimated costs to sell. Included in the impaired balance at December 31, 2017, were troubled debt restructured loans with a balance of \$1.8 million which had specific reserves of \$501,000. Valuation techniques consistent with the market and/or cost approach were used to measure fair value and primarily included observable inputs for the individual impaired loans being evaluated such as recent sales of similar assets or observable market data for operational or carrying costs. In cases where such inputs were unobservable, the loan balance is reflected within the Level 3 hierarchy. The fair value of other real estate owned is based on an appraisal of the property using the market approach for valuation.

#### Note R – Derivatives

The Company utilizes derivative instruments to assist in the management of interest rate sensitivity by modifying the repricing, maturity and option characteristics on commercial real estate loans held for sale. These instruments are not accounted for as effective hedges. As of December 31, 2018, the Company had entered into eight interest rate swap agreements with an aggregate notional amount of \$42.8 million. Under these swap agreements the Company receives an adjustable rate of interest based upon LIBOR. The Company recorded income of \$648,000 and \$3.2 million for the years ended December 31, 2018 and 2016, respectively and recorded a loss of \$2.0 million for the year ended December 31, 2017, to recognize the fair value of derivative instruments. Those amounts are recorded on the consolidated statements of operations under net realized and unrealized gains (losses) on loans originated for sale. At December 31, 2018, the amount receivable by the Company under these swap agreements was \$1.7 million. At December 31, 2017, the amount receivable by the Company under these swap agreements was \$1.2 million. At December 31, 2018 and 2017, the Company had minimum collateral posting thresholds with certain of its derivative counterparties and had posted cash collateral of \$251,000 and \$757,000, respectively.

The maturity dates, notional amounts, interest rates paid and received and fair value of the Company's remaining interest rate swap agreements as of December 31, 2018 are summarized below (in thousands):

Maturity date	December 31, 2018			
	Notional amount	Interest rate paid	Interest rate received	Fair value
August 4, 2021	10,300	1.12%	2.58%	382
August 17, 2025	2,500	2.27%	2.64%	52
August 17, 2025	2,500	2.27%	2.64%	52
December 23, 2025	6,800	2.16%	2.82%	204
December 24, 2025	8,200	2.17%	2.82%	236
January 28, 2026	3,000	1.87%	2.51%	146
July 20, 2026	6,300	1.44%	2.47%	519
December 12, 2026	3,200	2.26%	2.78%	90
Total	\$ 42,800			\$ 1,681

The \$1.7 million fair value of the outstanding derivatives at December 31, 2018 as detailed in the above table, was recorded in other assets on the consolidated balance sheet.

#### Note S—Regulatory Matters

It is the policy of the Federal Reserve that financial holding companies should pay cash dividends on common stock only from 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 financial holding companies should not maintain a level of cash dividends that undermines the financial holding company's ability to serve as a source of strength to its banking subsidiaries.

Various federal and state statutory provisions limit the amount of dividends that subsidiary banks can pay to their holding companies without regulatory approval. Under Delaware banking law, the Bank's directors may declare dividends on common or preferred stock of so much of its net profits as they judge expedient, but the Bank must, before the declaration of a dividend on common stock from net profits, carry 50% of its net profits from the preceding period for which the dividend is paid to its surplus fund

until its surplus fund amounts to 50% of its capital stock and thereafter must carry 25% of its net profits for the preceding period for which the dividend is paid to its surplus fund until its surplus fund amounts to 100% of its capital stock.

In addition to these explicit limitations, federal and state regulatory agencies are authorized to prohibit a banking subsidiary or financial holding company from engaging in an unsafe or unsound practice. Depending upon the circumstances, the agencies could take the position that paying a dividend would constitute an unsafe or unsound banking practice. The Bank has entered into consent orders with the FDIC which prohibits the Bank from paying dividends without prior FDIC approval. In addition, the Company received a Supervisory Letter from the Federal Reserve pursuant to which the Company may not pay dividends without prior Federal Reserve approval. The Federal Reserve approved the payment of the distributions on the Company's trust preferred securities due December 15, 2018. Future payments are subject to future approval by the Federal Reserve. (See Note I)

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification of the Company and the Bank are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Moreover, capital requirements may be modified based upon regulatory rules or by regulatory discretion at any time reflecting a variety of factors including deterioration in asset quality.

	Actual		For capital adequacy purposes		To be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
<u>As of December 31, 2018</u>						
Total capital (to risk-weighted assets)						
The Bancorp, Inc.	\$ 424,682	21.07%	\$ 161,238	>=8.00	N/A	N/A
The Bancorp Bank	416,077	20.61%	161,506	8.00	201,882	>= 10.00%
Tier I capital (to risk-weighted assets)						
The Bancorp, Inc.	416,029	20.64%	120,928	>=6.00	N/A	N/A
The Bancorp Bank	407,425	20.18%	121,129	6.00	161,506	>= 8.00%
Tier I capital (to average assets)						
The Bancorp, Inc.	416,029	10.11%	168,160	>=4.00	N/A	N/A
The Bancorp Bank	407,425	9.70%	171,019	4.00	213,774	>= 5.00%
Common equity tier 1 (to risk-weighted assets)						
The Bancorp, Inc.	416,029	20.64%	80,619	>=4.00	N/A	N/A
The Bancorp Bank	407,425	20.18%	90,847	4.50	131,223	>= 6.50%
<u>As of December 31, 2017</u>						
Total capital (to risk-weighted assets)						
The Bancorp, Inc.	\$ 331,500	17.09%	\$ 155,183	>=8.00	N/A	N/A
The Bancorp Bank	320,743	16.59%	154,648	8.00	193,310	>= 10.00%



Tier I capital						
(to risk-weighted assets)						
The Bancorp, Inc.	324,404	16.73%	116,387	>=6.00	N/A	N/A
The Bancorp Bank	313,648	16.23%	115,986	6.00	154,648	>= 8.00%
Tier I capital						
(to average assets)						
The Bancorp, Inc.	324,404	7.90%	168,442	>=4.00	N/A	N/A
The Bancorp Bank	313,648	7.61%	167,782	4.00	209,728	>= 5.00%
Common equity tier 1						
(to risk-weighted assets)						
The Bancorp, Inc.	324,404	16.73%	77,591	>=4.00	N/A	N/A
The Bancorp Bank	313,648	16.23%	86,990	4.50	125,652	>= 6.50%

As of December 31, 2018, the Company and the Bank met all regulatory requirements for classification as well capitalized under the regulatory framework for prompt corrective action. Effective January 1, 2015, capital rules were modified as part of a multi-year phase in period. The new rules emphasize common equity capital of which the vast majority of the Company and the Bank's capital is comprised.

The Bank has entered into several consent orders with the FDIC relating to several aspects of its operations. The consent orders required the Bank to pay a \$3.0 million civil money penalty in 2015, and to substantially revise and enhance its compliance programs with respect to the Bank Secrecy Act, or BSA, Anti-Money Laundering Act, or AML, and other areas. As a result of these orders, the Bank incurred significant remediation expenses for third-party consultants in 2016 and 2015. The vast majority of the expense was to perform a "look back" to analyze historical transactions which was concluded in the third quarter of 2016. Additional permanent expenses have and will result due to a significant increase in the number of employees performing BSA/AML related functions. The consent orders restrict the Bank from signing and boarding new independent sales organizations, establishing new non-benefit reloadable prepaid card programs and originating ACH transactions for new merchant-related payments. The removal of these limitations depends upon the Bank's issuance of a BSA report to the FDIC summarizing the completion of certain corrective action and the FDIC's approval thereof.

On March 7, 2018, the Bank entered into a Stipulation and Consent to Order for Restitution and Order To Pay Civil Money Penalty with the FDIC, which we refer to as the 2018 Restitution Order and 2018 CMP Order, respectively. The Bank took this action without admitting or denying any alleged violations of law or regulation. The FDIC's action principally emanates from one of the Bank's third-party payment processors ("Third-Party Processor") that suffered an internal system programming glitch. This inadvertently resulted in consumers that engaged in signature-based point of sale transactions during the period from December 2010 to November 2014 being charged a greater fee than what was disclosed by the Bank. The FDIC alleged the Bank's incorrect fee imposition due to the Third-Party Processor error was an unfair or deceptive act or practice and violated Section 5 of the Federal Trade Commission Act. The 2018 Restitution Order requires the Bank to develop a written Restitution Plan, subject to independent audit and FDIC non-objection, to ensure impacted consumers are compensated for any incorrectly charged fees. The 2018 Restitution Order requires the Bank to make such reimbursements if not otherwise made by the Third-Party Processor and the Bank is indemnified by the Third-Party Processor for such reimbursements. Impacted consumers have been reimbursed by the Third-Party Processor at its own expense. The Bank is in the process of complying with the written documentation and audit requirements of the Restitution Order. The 2018 CMP Order imposed a \$2 million civil money penalty on the Bank which was recognized as expense on September 30, 2017 and which was subsequently paid. The civil money penalty is not subject to any indemnification or recovery from any third party.

Note T –Quarterly Financial Data (Unaudited)

The following represents summarized quarterly financial data of the Company which, in the opinion of management, reflects all adjustments (comprised of normal accruals) necessary for fair presentation.

Quarterly amounts shown may not equal annual amounts due to rounding.

2018	Three months ended			
	March 31,	June 30,	September 30,	December 31,
	(in thousands, except per share data)			
Interest income	\$ 35,307	\$ 35,360	\$ 38,656	\$ 38,637
Net interest income	30,074	29,534	30,632	30,609
Provision for loan and lease losses	700	900	1,060	925
Non-interest income	29,095	17,040	90,970	16,690
Non-interest expense	39,049	37,310	37,299	37,620
Income from continuing operations before income tax expense	19,420	8,364	83,243	8,754
Income tax expense	5,399	2,209	21,942	2,691
Net income from continuing operations	14,021	6,155	61,301	6,063
Net income (loss) from discontinued operations, net of tax	119	(14)	(24)	1,056
Net income available to common shareholders	\$ 14,140	\$ 6,141	\$ 61,277	\$ 7,119
Net earnings per share from continuing operations - basic	\$ 0.25	\$ 0.11	\$ 1.09	\$ 0.11
Net earnings per share from discontinued operations - basic	\$ -	\$ -	\$ -	\$ 0.02
Net earnings per share - basic	\$ 0.25	\$ 0.11	\$ 1.09	\$ 0.13
Net earnings per share from continuing operations - diluted	\$ 0.25	\$ 0.11	\$ 1.07	\$ 0.11
Net earnings per share from discontinued operations - diluted	\$ -	\$ -	\$ -	\$ 0.02
Net earnings per share - diluted	\$ 0.25	\$ 0.11	\$ 1.07	\$ 0.13
	Three months ended			
2017	March 31,	June 30,	September 30,	December 31,
	(in thousands, except per share data)			
Interest income	\$ 28,449	\$ 30,813	\$ 31,914	\$ 30,844
Net interest income	24,877	27,215	27,901	26,687
Provision for loan and lease losses	1,000	350	800	770
Non-interest income	24,219	18,173	29,007	20,149
Non-interest expense	37,783	37,363	43,883	35,885
Income from continuing operations before income tax expense	10,313	7,675	12,225	10,181
Income tax expense (benefit)	4,011	(9,923)	5,455	23,513
Net income (loss) from continuing operations	6,302	17,598	6,770	(13,332)
Net income from discontinued operations, net of tax	1,661	1,266	511	897
Net income (loss) available to common shareholders	\$ 7,963	\$ 18,864	\$ 7,281	\$ (12,435)
Net earnings (loss) per share from continuing operations - basic	\$ 0.11	\$ 0.32	\$ 0.12	\$ (0.24)
Net earnings per share from discontinued operations - basic	\$ 0.03	\$ 0.02	\$ 0.01	\$ 0.02
Net earnings (loss) per share - basic	\$ 0.14	\$ 0.34	\$ 0.13	\$ (0.22)
Net earnings (loss) per share from continuing operations - diluted	\$ 0.11	\$ 0.32	\$ 0.12	\$ (0.24)
Net earnings per share from discontinued operations - diluted	\$ 0.03	\$ 0.02	\$ 0.01	\$ 0.02
Net earnings (loss) per share - diluted	\$ 0.14	\$ 0.34	\$ 0.13	\$ (0.22)

**Condensed Balance Sheets**

	December 31,	
	2018	2017
	(in thousands)	
<b>Assets</b>		
Cash and due from banks	\$ 14,090	\$ 15,270
Investment in subsidiaries	396,753	312,961
Other assets	9,368	9,347
Total assets	<u>\$ 420,211</u>	<u>\$ 337,578</u>
<b>Liabilities and stockholders' equity</b>		
Other liabilities	\$ 34	\$ 28
Subordinated debentures	13,401	13,401
Stockholders' equity	406,776	324,149
Total liabilities and stockholders' equity	<u>\$ 420,211</u>	<u>\$ 337,578</u>

**Condensed Statements of Operations**

	For the year ended December 31,		
	2018	2017	2016
	(in thousands)		
<b>Income</b>			
Other income	\$ 517	\$ 31,852	\$ 40,851
Total income	<u>517</u>	<u>31,852</u>	<u>40,851</u>
<b>Expense</b>			
Interest on subordinated debentures	714	586	520
Non-interest expense	4,528	37,465	42,416
Total expense	<u>5,242</u>	<u>38,051</u>	<u>42,936</u>
Equity in undistributed income of subsidiaries	93,402	25,097	(94,407)
Income (loss) before tax benefit	<u>88,677</u>	<u>18,898</u>	<u>(96,492)</u>
Income tax benefit	-	(2,775)	-
Net income (loss) available to common shareholders	<u>\$ 88,677</u>	<u>\$ 21,673</u>	<u>\$ (96,492)</u>

## Condensed Statements of Cash Flows

	Year ended December 31,		
	2018	2017	2016
		(in thousands)	
Operating activities			
Net income (loss)	\$ 88,677	\$ 21,673	\$ (96,492)
(Increase) decrease in other assets	(22)	3,045	1,308
Increase in other liabilities	6	5	2
Stock based compensation expense	3,450	3,245	2,761
Equity in undistributed (income) loss	(93,402)	(25,097)	94,407
Net cash provided by (used in) operating activities	(1,291)	2,871	1,986
Investing activities			
Contribution to subsidiary	-	-	(78,000)
Net cash used in investing activities	-	-	(78,000)
Financing activities			
Proceeds from the issuance of common stock	-	-	74,812
Proceeds from the exercise of common stock options	111	-	-
Proceeds from advances from subsidiaries	-	4,128	-
Net cash provided by financing activities	111	4,128	74,812
Net increase (decrease) in cash and cash equivalents	(1,180)	6,999	(1,202)
Cash and cash equivalents, beginning of year	15,270	8,271	9,473
Cash and cash equivalents, end of year	\$ 14,090	\$ 15,270	\$ 8,271

### Note V—Segment Financials

The Company performed a strategic evaluation of its businesses in the third quarter of 2014. As a result of the evaluation, the Company decided to discontinue its commercial lending operations, as described in Note W- Discontinued Operations. The shift from a traditional bank balance sheet led the Company to evaluate its remaining business structure. Based on the continuing operations of the Company, it was determined that there would be four segments of the business: specialty finance, payments, corporate and discontinued operations. The chief decision maker for these segments is the Chief Executive Officer. Specialty finance includes commercial mortgage loan sales, SBA loans, direct lease financing and security backed lines of credit and deposits generated by those business lines. Payments include prepaid cards, card payments, ACH processing and healthcare accounts and deposits generated by those business lines. Corporate includes the Company's investment portfolio, corporate overhead and non-allocated expenses. Investment income is reallocated to the payments segment. These operating segments reflect the way the Company views its current operations.

## For the year ended December 31, 2018

	Specialty finance	Payments	Corporate	Discontinued	Total
				operations	
(in thousands)					
	\$	\$	\$	\$	\$
Interest income	\$ 95,221	-	\$ 52,739	-	\$ 147,960
Interest allocation	-	52,739	(52,739)	-	-
Interest expense	3,970	21,293	1,849	-	27,111
Net interest income (loss)	91,251	31,446	(1,849)	-	120,849
Provision for loan and lease losses	3,585	-	-	-	3,585
Non-interest income	89,187	63,939	668	-	153,795
Non-interest expense	57,952	65,894	27,432	-	151,278
Income (loss) from continuing operations before taxes	118,902	29,492	(28,613)	-	119,781
Income tax expense	-	-	32,241	-	32,241
Income (loss) from continuing operations	118,902	29,492	(60,854)	-	87,540
Income from discontinued operations	-	-	-	1,137	1,137
Net income (loss)	\$ 118,902	\$ 29,492	\$ (60,854)	\$ 1,137	\$ 88,677

## For the year ended December 31, 2017

	Specialty finance	Payments	Corporate	Discontinued	Total
				operations	
(in thousands)					
	\$	\$	\$	\$	\$
Interest income	\$ 78,464	-	\$ 43,556	-	\$ 122,020
Interest allocation	-	43,556	(43,556)	-	-
Interest expense	3,455	10,475	1,410	-	15,340
Net interest income (loss)	75,009	33,081	(1,410)	-	106,680
Provision for loan and lease losses	2,920	-	-	-	2,920
Non-interest income	27,952	61,781	1,815	-	91,548
Non-interest expense	56,472	71,029	27,413	-	154,914
Income (loss) from continuing operations before taxes	43,569	23,833	(27,008)	-	40,394
Income tax expense	-	-	23,056	-	23,056
Income (loss) from continuing operations	43,569	23,833	(50,064)	-	17,338
Income from discontinued operations	-	-	-	4,335	4,335
Net income (loss)	\$ 43,569	\$ 23,833	\$ (50,064)	\$ 4,335	\$ 21,673

## For the year ended December 31, 2016

	Specialty finance	Payments	Corporate	Discontinued	Total
				operations	
(in thousands)					
	\$	\$	\$	\$	\$
Interest income	\$ 67,506	2	\$ 34,711	-	\$ 102,219
Interest allocation	-	34,711	(34,711)	-	-
Interest expense	2,958	7,554	1,741	-	12,253
Net interest income (loss)	64,548	27,159	(1,741)	-	89,966
Provision for loan and lease losses	3,360	-	-	-	3,360
Non-interest income	(27,913)	63,172	7,228	-	42,486
Non-interest expense	64,266	117,888	16,420	-	198,573
Loss from continuing operations before taxes	(30,991)	(27,557)	(10,933)	-	(69,481)
Income tax benefit	-	-	(12,664)	-	(12,664)
Income (loss) from continuing operations	(30,991)	(27,557)	1,731	-	(56,817)
Loss from discontinued operations	-	-	-	(39,675)	(39,675)
Net income (loss)	\$ (30,991)	\$ (27,557)	\$ 1,731	\$ (39,675)	\$ (96,492)

	December 31, 2018				
	Specialty finance	Payments	Corporate	Discontinued operations	Total
	(in thousands)				
Total assets	\$ 2,181,499	\$ 43,737	\$ 2,014,844	\$ 197,831	\$ 4,437,911
Total liabilities	\$ 281,326	\$ 3,545,877	\$ 203,932	\$ -	\$ 4,031,135

	December 31, 2017				
	Specialty finance	Payments	Corporate	Discontinued operations	Total
	(in thousands)				
Total assets	\$ 1,865,572	\$ 29,615	\$ 2,508,647	\$ 304,313	\$ 4,708,147
Total liabilities	\$ 653,952	\$ 3,371,730	\$ 358,316	\$ -	\$ 4,383,998

#### Note W—Discontinued Operations

The Company performed a strategic evaluation of its businesses in the third quarter of 2014 and decided to discontinue its commercial lending operations and focus on its specialty finance lending. The loans which constitute the commercial loan portfolio are in the process of disposition including sales to independent purchasers. As such, financial results of the commercial lending operations are presented as separate from continuing operations on the consolidated statements of operations, and the assets of the commercial lending operations to be disposed are presented as assets held for sale from discontinued operations in the consolidated balance sheets.

The following table presents financial results of the commercial lending business included in net income (loss) from discontinued operations for the twelve months ended December 31, 2018, 2017 and 2016. The majority of non-interest expense is comprised of loan related charges including charge-offs, realized and unrealized gains and losses, other real estate loan charges and attorney fees.

	For the year ended December 31,		
	2018	2017	2016
	(in thousands)		
Interest income	\$ 8,810	\$ 12,655	\$ 18,275
Interest expense	-	-	-
Net interest income	8,810	12,655	18,275
Non-interest income	910	1,095	749
Non-interest expense	8,229	9,691	62,141
Income (loss) before taxes	1,491	4,059	(43,117)
Income tax (benefit) expense	354	(276)	(3,442)
Net income (loss)	\$ 1,137	\$ 4,335	\$ (39,675)

	December 31, 2018	(in thousands)	December 31, 2017
Loans, net	\$	170,662	\$ 270,051
Other real estate owned		27,169	34,262
Total assets	\$	197,831	\$ 304,313

Discontinued operations loans are recorded at the lower of their cost or fair value. Fair value is determined using a discontinued cash flows analysis where projections of cash flows are developed in consideration of internal loan review analysis and default/prepayment assumptions for smaller pools of loans.

The Company has securitized or sold loans with a book value of approximately \$406.8 million, of the approximately \$1.1 billion in book value of loans in that portfolio as of the September 30, 2014 date of discontinuance of operations. The \$406.8 million of loans sold had a face value of approximately \$481.7 million. Loans with an approximate face and book value of \$267.6 million and \$192.7 million, respectively, were securitized in the fourth quarter of 2014 to WS 2014. The securitization, referred to as Walnut Street, is managed by an independent investor, which contributed \$16 million of equity to that entity. The balance of the securitization was financed by the Bank and is reflected on the consolidated balance sheet as investment in unconsolidated entity. After \$74.9 million of loan charges reflected in the difference between the face value and book value of the loans securitized, the Company recognized a gain on sale of \$17.0 million. In the second quarter of 2015, an additional \$149.6 million of loans were sold at a gain of approximately \$2.2 million. In the third quarter of 2016, \$64.6 million of loans were sold at minimal gain. In 2017 and 2018, further dispositions including refinancings at other financial institutions were reflected in the December 31, 2018 discontinued operations balance of \$197.8 million, compared to a balance of \$304.3 million and \$360.7 million, respectively at December 31, 2017 and 2016. The Company continues to pursue additional loan dispositions.

Additionally, the consolidated balance sheet reflects \$59.3 million in investment in unconsolidated entity, which is comprised of notes owned by the Company as a result of the sale of certain discontinued loans to Walnut Street, in which the Company retains an interest as explained above.

#### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None

#### **Item 9A. Controls and Procedures.**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended, or the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Members of our operational management and internal audit meet regularly to provide an established structure to report any weaknesses or other issues with controls, or any matter that has not been reported previously, to our Chief Executive Officer and Chief Financial Officer, and, in turn to the Audit Committee of our Board of Directors. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision of our Chief Executive Officer and Chief Financial Officer, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level.

## **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Pursuant to the rules and regulations of the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, our principal executive and principal financial officers 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 consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations 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 our consolidated financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

A material weakness is defined as a deficiency or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

Management has evaluated the effectiveness of its internal control over financial reporting as of December 31, 2018 based on the control criteria established in the 2013 Internal Control—Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission and concluded that our internal control over financial reporting was effective as of December 31, 2018.

Our independent registered public accounting firm, Grant Thornton LLP, audited our internal control over financial reporting as of December 31, 2018. Their report dated March 15, 2019 appears below in this Item 9A.

## **Changes in Internal Control Over Financial Reporting**

During the fourth quarter of the fiscal year ended December 31, 2018, there were no changes in our internal control over financial reporting that have materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders  
The Bancorp, Inc.

### Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of The Bancorp, Inc. (a Delaware corporation) and subsidiaries (the “Company”) as of December 31, 2018, based on criteria established in the 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in the 2013 Internal Control—Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended December 31, 2018, and our report dated March 15, 2019 expressed an unqualified opinion on those financial statements.

### Basis for opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and limitations of internal control over financial reporting

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

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

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania  
March 15, 2019

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

Information included in the 2019 Proxy Statement to be filed is incorporated herein by reference

**Item 11. Executive Compensation**

Information included in the 2019 Proxy Statement to be filed is incorporated herein by reference

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Information included in the 2019 Proxy Statement to be filed is incorporated herein by reference

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Information included in the 2019 Proxy Statement to be filed is incorporated herein by reference

**Item 14. Principal Accountant Fees and Services**

Information included in the 2019 Proxy Statement to be filed is incorporated herein by reference

## PART IV

### Item 15. Exhibits and Financial Statement Schedules.

(a) The following documents are filed as part of this Annual Report on Form 10-K:

#### 1. Financial Statements

Report of Independent Registered Public Accounting Firm  
Consolidated Balance Sheet at December 31, 2018 and 2017  
Consolidated Statement of Operations for each of the three years in the period ended December 31, 2018  
Consolidated Statement of Changes in Shareholders' Equity for each of the three years in the period ended December 31, 2018  
Consolidated Statement of Cash Flows for each of the three years in the period ended December 31, 2018  
Notes to Consolidated Financial Statements

#### 2. Financial Statement Schedules

None

#### 3. Exhibits

Exhibit No.	Description
3.1.1	<a href="#"><u>Certificate of Incorporation filed July 20, 1999, amended July 27, 1999, amended June 7, 2001, and amended October 8, 2002</u></a> <sup>(1)</sup>
3.1.2	<a href="#"><u>Amendment to Certificate of Incorporation filed July 30, 2009</u></a> <sup>(13)</sup>
3.1.3	<a href="#"><u>Amendment to Certificate of Incorporation filed June 1, 2016</u></a> <sup>(13)</sup>
3.2	<a href="#"><u>Amended and Restated Bylaws</u></a> <sup>(14)</sup>
4.1	Specimen stock certificate <sup>(1)</sup>
10.1	<a href="#"><u>1999 Stock Option Plan (the "1999 SOP")</u></a> <sup>(2)</sup>
10.2	<a href="#"><u>Form of Grant of Non-Qualified Stock Options under the 1999 SOP</u></a> <sup>(2)</sup>
10.3	<a href="#"><u>Form of Grant of Incentive Stock Options under the 1999 SOP</u></a> <sup>(2)</sup>
10.4	<a href="#"><u>The Bancorp, Inc. 2005 Omnibus Equity Compensation Plan (the "2005 Plan")</u></a> <sup>(3)</sup>
10.5	<a href="#"><u>Form of Grant of Non-Qualified Stock Option under the 2005 Plan</u></a> <sup>(4)</sup>
10.6	<a href="#"><u>Form of Grant of Incentive Stock Option under the 2005 Plan</u></a> <sup>(4)</sup>
10.7	<a href="#"><u>Form of Stock Unit Award Agreement under the 2005 Plan</u></a> <sup>(5)</sup>
10.8	<a href="#"><u>Stock Option and Equity Plan of 2011</u></a> <sup>(7)</sup>
10.9	<a href="#"><u>Form of Grant of Nonqualified Stock Option under the 2011 Plan</u></a> <sup>(6)</sup>
10.10	<a href="#"><u>Form of Restricted Stock Unit Award Agreement</u></a> <sup>(8)</sup>
10.11.1	<a href="#"><u>The Bancorp, Inc. Stock Option and Equity Plan of 2013</u></a> <sup>(9)</sup>
10.11.2	<a href="#"><u>Amendment One to Stock Option and Equity Plan of 2013</u></a> <sup>(10)</sup>
10.12	<a href="#"><u>Form of Grant of Stock Option under the 2013 Plan</u></a> <sup>(11)</sup>
10.13	<a href="#"><u>Form of Grant of Stock Award under the 2013 Plan</u></a> <sup>(11)</sup>
10.14.1	<a href="#"><u>The Bancorp, Inc. 2018 Equity Incentive Plan</u></a> <sup>(12)</sup>
10.14.2	<a href="#"><u>First Amendment to The Bancorp, Inc 2018 Equity Incentive Plan</u></a> <sup>(12)</sup>
10.15	<a href="#"><u>Form of Restricted Stock Unit Award Agreement</u></a> <sup>(12)</sup>
10.16	<a href="#"><u>Sales Agreement dated December 30, 2014 among the Bancorp Bank and Walnut Street 2014-1 Issuer, LLC</u></a> <sup>(15)</sup>

- 10.17 [Amended Consent Order, Order for Restitution and Order to Pay Civil Money Penalty, dated December 23, 2015](#)<sup>(16)</sup>
- 10.18 [Letter Agreement with Damian Kozlowski](#); <sup>(17)</sup>
- 10.19 [Letter Agreement with Hugh McFadden](#) <sup>(17)</sup>
- 10.20 [Letter Agreement with John Leto](#) <sup>(17)</sup>
- 10.21 [Securities Purchase Agreement, dated August 5, 2016, between The Bancorp, Inc. and each of the Investors](#) <sup>(18)</sup>
- 10.22 [Registration Rights Agreement, dated August 5, 2016, between The Bancorp, Inc. and each of the Investors](#) <sup>(18)</sup>
- 10.23 [Subscription Agreement, dated August 5, 2016, between The Bancorp, Inc. and the purchasers named therein](#) <sup>(18)</sup>
- 10.24 [Asset Purchase Agreement dated as of July 10, 2018](#) <sup>(19)</sup>
- 21.1 [Subsidiaries of Registrant](#) \*
- 23.1 [Consent of Grant Thornton LLP](#) \*
- 31.1 [Rule 13a-14\(a\)/15d-14\(a\) Certifications](#) \*
- 31.2 [Rule 13a-14\(a\)/15d-14\(a\) Certifications](#) \*
- 32.1 [Section 1350 Certifications](#) \*
- 32.2 [Section 1350 Certifications](#) \*

\* Filed herewith.

- (1) Filed previously as an exhibit to our Registration Statement on Form S-4, registration number 333-117385, and by this reference incorporated herein.
- (2) Filed previously as an exhibit to our Registration Statement on Form S-8, registration number 333-124339, and by this reference incorporated herein.
- (3) Filed previously as an appendix to the definitive proxy statement on Schedule 14A filed on May 2, 2005, and by this reference incorporated herein (File No. 000-51018).
- (4) Filed previously as an exhibit to our current report on Form 8-K filed December 30, 2005, and by this reference incorporated herein (File No. 000-51018).
- (5) Filed previously as an exhibit to our current report on Form 8-K filed January 20, 2006, and by this reference incorporated herein (File No. 000-51018).
- (6) Filed previously as an exhibit to our Registration Statement on Form S-8, registration number 333-176208, and by this reference incorporated herein.
- (7) Filed previously as an appendix to the definitive proxy statement on Schedule 14A filed March 23, 2011, and by this reference incorporated herein (File No. 000-51018).
- (8) Filed previously as an exhibit to our current report on Form 8-K filed January 29, 2013, and by this reference incorporated herein (File No. 000-51018).
- (9) Filed previously as an appendix to our proxy statement filed March 20, 2013, and by this reference incorporated herein (File No. 000-51018).
- (10) Filed previously as an exhibit to our annual report on Form 10-K filed March 16, 2018 (File No. 000-51018).
- (11) Filed previously as an exhibit to our quarterly report on Form 10-Q filed May 10, 2013, and by this reference incorporated herein (File No. 000-51018).
- (12) Filed previously as an exhibit to our current report on Form 8-K/A filed May 17, 2018, and by this reference incorporated herein (File No. 000-51018).
- (13) Filed previously as an exhibit to our quarterly report on Form 10-Q filed November 9, 2016, and by this reference incorporated herein (File No. 000-51018).
- (14) Filed previously as an exhibit to our annual report on Form 10-K filed March 16, 2017 (File No. 000-51018).
- (15) Filed previously as an exhibit to our annual report on Form 10-K filed September 25, 2015, and by this reference incorporated herein (File No. 000-51018).
- (16) Filed previously as an exhibit to our current report on Form 8-K filed December 28, 2015, and by this reference incorporated herein (File No. 000-51018).

- (17) Filed previously as an exhibit to our quarterly report on Form 10-Q filed August 9, 2016, and by this reference incorporated herein (File No. 000-51018).
- (18) Filed previously as an exhibit to our current report on Form 8-K filed August 8, 2016, and by this reference incorporated herein (File No. 000-51018).
- (19) Filed previously as an exhibit to our current report on Form 8-K filed July 10, 2018, and by this reference incorporated herein (File No. 000-51018).

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 15, 2019

By: /s/ Damian M. Kozlowski  
DAMIAN M. KOZLOWSKI  
Chief Executive Officer (principal executive officer)

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.

<u>/s/ Damian M. Kozlowski</u> DAMIAN M. KOZLOWSKI	Chief Executive Officer (principal executive officer)	March 15, 2019
<u>/s/ John C. Chrystal</u> JOHN C. CHRYSTAL	Director	March 15, 2019
<u>/s/ Daniel G. Cohen</u> DANIEL G. COHEN	Director	March 15, 2019
<u>/s/ Walter T. Beach</u> WALTER T. BEACH	Director	March 15, 2019
<u>/s/ Michael J. Bradley</u> MICHAEL J. BRADLEY	Director	March 15, 2019
<u>/s/ Matthew Cohn</u> MATTHEW COHN	Director	March 15, 2019
<u>/s/ William H. Lamb</u> WILLIAM H. LAMB	Director	March 15, 2019
<u>/s/ James J. McEntee III</u> JAMES J. MCENTEE III	Director	March 15, 2019
<u>/s/ Mei-Mei Tuan</u> EI-MEI TUAN	Director	March 15, 2019
<u>/s/ Hersh Kozlov</u> HERSH KOZLOV	Director	March 15, 2019
<u>/s/ John Eggemeyer</u> JOHN EGGEMEYER	Director	March 15, 2019

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[\(Back To Top\)](#)

## Section 2: EX-21.1 (EX-21.1)

Exhibit 21.1

Subsidiaries of Registrant

The Bancorp Bank

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[\(Back To Top\)](#)

## Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 15, 2019, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of The Bancorp, Inc. on Form 10-K for the year ended December 31, 2018. We consent to the incorporation by reference of said reports in the Registration Statements of The Bancorp, Inc. on Form S-3 (File No. 333-213977, effective October 18, 2016) and on Forms S-8 (File No. 333-124338 and File No. 333-124339, effective April 26, 2005, File No. 333-130709, effective December 27, 2005, File No. 333-176208, effective August 10, 2011, File No. 333-189014, effective May 31, 2013, and File No. 333-210979, effective April 28, 2016).

/s/ GRANT THORNTON LLP

March 15, 2019

Philadelphia, Pennsylvania

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[\(Back To Top\)](#)

## Section 4: EX-31.1 (EX-31.1)

### Exhibit 31.1 CERTIFICATION

I, Damian Kozlowski, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2018 of The Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent function):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2019

/S/ DAMIAN KOZLOWSKI

Damian Kozlowski  
Chief Executive Officer

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[\(Back To Top\)](#)

## Section 5: EX-31.2 (EX-31.2)

### Exhibit 31.2 CERTIFICATION

I, Paul Frenkiel, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2018 of The Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:



(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: March 15, 2019

/s/ Paul Frenkiel

Executive Vice President of Strategy,

Chief Financial Officer and Secretary

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[\(Back To Top\)](#)

## Section 6: EX-32.1 (EX-32.1)

Exhibit 32.1

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of The Bancorp, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Damian Kozłowski, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 15, 2019  
Dated

/s/ DAMIAN KOZŁOWSKI

Damian Kozłowski  
Chief Executive Officer

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[\(Back To Top\)](#)

## Section 7: EX-32.2 (EX-32.2)

Exhibit 32.2 CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

