

ZIONS BANCORPORATION /UT/  
Form 10-Q  
August 06, 2013

ZIONS BANCORPORATION AND SUBSIDIARIES

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended June 30, 2013

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 001-12307

ZIONS BANCORPORATION

(Exact name of registrant as specified in its charter)

UTAH 87-0227400  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

One South Main, 15<sup>th</sup> Floor 84133  
Salt Lake City, Utah  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (801) 524-4787

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, without par value, outstanding at July 31, 2013 184,522,379 shares



ZIONS BANCORPORATION AND SUBSIDIARIES  
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PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS (Unaudited)  
ZIONS BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

| (In thousands, except share amounts)                                                | June 30, 2013<br>(Unaudited) | December 31,<br>2012 |
|-------------------------------------------------------------------------------------|------------------------------|----------------------|
| <b>ASSETS</b>                                                                       |                              |                      |
| Cash and due from banks                                                             | \$1,183,097                  | \$1,841,907          |
| Money market investments:                                                           |                              |                      |
| Interest-bearing deposits                                                           | 8,180,010                    | 5,978,978            |
| Federal funds sold and security resell agreements                                   | 221,799                      | 2,775,354            |
| Investment securities:                                                              |                              |                      |
| Held-to-maturity, at adjusted cost (approximate fair value \$734,292 and \$674,741) | 783,371                      | 756,909              |
| Available-for-sale, at fair value                                                   | 3,193,395                    | 3,091,310            |
| Trading account, at fair value                                                      | 26,385                       | 28,290               |
|                                                                                     | 4,003,151                    | 3,876,509            |
| Loans held for sale                                                                 | 164,619                      | 251,651              |
| Loans, net of unearned income and fees:                                             |                              |                      |
| Loans and leases                                                                    | 37,756,010                   | 37,137,006           |
| FDIC-supported loans                                                                | 431,935                      | 528,241              |
|                                                                                     | 38,187,945                   | 37,665,247           |
| Less allowance for loan losses                                                      | 813,912                      | 896,087              |
| Loans, net of allowance                                                             | 37,374,033                   | 36,769,160           |
| Other noninterest-bearing investments                                               | 852,939                      | 855,462              |
| Premises and equipment, net                                                         | 717,299                      | 708,882              |
| Goodwill                                                                            | 1,014,129                    | 1,014,129            |
| Core deposit and other intangibles                                                  | 43,239                       | 50,818               |
| Other real estate owned                                                             | 80,789                       | 98,151               |
| Other assets                                                                        | 1,069,436                    | 1,290,917            |
|                                                                                     | \$54,904,540                 | \$55,511,918         |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                         |                              |                      |
| Deposits:                                                                           |                              |                      |
| Noninterest-bearing demand                                                          | \$17,803,950                 | \$18,469,458         |
| Interest-bearing:                                                                   |                              |                      |
| Savings and money market                                                            | 22,887,404                   | 22,896,624           |
| Time                                                                                | 2,810,431                    | 2,962,931            |
| Foreign                                                                             | 1,514,270                    | 1,804,060            |
|                                                                                     | 45,016,055                   | 46,133,073           |
| Securities sold, not yet purchased                                                  | 15,799                       | 26,735               |
| Federal funds purchased and security repurchase agreements                          | 240,816                      | 320,478              |
| Other short-term borrowings                                                         | —                            | 5,409                |
| Long-term debt                                                                      | 2,173,176                    | 2,337,113            |
| Reserve for unfunded lending commitments                                            | 104,082                      | 106,809              |
| Other liabilities                                                                   | 494,280                      | 533,660              |
| Total liabilities                                                                   | 48,044,208                   | 49,463,277           |

|                                                                                                                           |              |              |
|---------------------------------------------------------------------------------------------------------------------------|--------------|--------------|
| Shareholders' equity:                                                                                                     |              |              |
| Preferred stock, without par value, authorized 4,400,000 shares                                                           | 1,728,659    | 1,128,302    |
| Common stock, without par value; authorized 350,000,000 shares; issued and outstanding 184,436,656 and 184,199,198 shares | 4,167,828    | 4,166,109    |
| Retained earnings                                                                                                         | 1,338,401    | 1,203,815    |
| Accumulated other comprehensive income (loss)                                                                             | (374,556)    | (446,157)    |
| Controlling interest shareholders' equity                                                                                 | 6,860,332    | 6,052,069    |
| Noncontrolling interests                                                                                                  | —            | (3,428)      |
| Total shareholders' equity                                                                                                | 6,860,332    | 6,048,641    |
|                                                                                                                           | \$54,904,540 | \$55,511,918 |

See accompanying notes to consolidated financial statements.

ZIONS BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

| (In thousands, except per share amounts)                                                                     | Three Months Ended |           | Six Months Ended |           |
|--------------------------------------------------------------------------------------------------------------|--------------------|-----------|------------------|-----------|
|                                                                                                              | June 30,           |           | June 30,         |           |
|                                                                                                              | 2013               | 2012      | 2013             | 2012      |
| Interest income:                                                                                             |                    |           |                  |           |
| Interest and fees on loans                                                                                   | \$460,308          | \$472,926 | \$913,741        | \$954,720 |
| Interest on money market investments                                                                         | 5,764              | 5,099     | 11,203           | 9,727     |
| Interest on securities:                                                                                      |                    |           |                  |           |
| Held-to-maturity                                                                                             | 7,846              | 9,325     | 15,820           | 18,284    |
| Available-for-sale                                                                                           | 19,028             | 25,090    | 36,740           | 48,248    |
| Trading account                                                                                              | 287                | 148       | 477              | 486       |
| Total interest income                                                                                        | 493,233            | 512,588   | 977,981          | 1,031,465 |
| Interest expense:                                                                                            |                    |           |                  |           |
| Interest on deposits                                                                                         | 15,143             | 20,823    | 30,785           | 44,236    |
| Interest on short-term borrowings                                                                            | 78                 | 256       | 170              | 1,035     |
| Interest on long-term debt                                                                                   | 47,355             | 65,165    | 98,254           | 122,372   |
| Total interest expense                                                                                       | 62,576             | 86,244    | 129,209          | 167,643   |
| Net interest income                                                                                          | 430,657            | 426,344   | 848,772          | 863,822   |
| Provision for loan losses                                                                                    | (21,990 )          | 10,853    | (51,025 )        | 26,517    |
| Net interest income after provision for loan losses                                                          | 452,647            | 415,491   | 899,797          | 837,305   |
| Noninterest income:                                                                                          |                    |           |                  |           |
| Service charges and fees on deposit accounts                                                                 | 44,329             | 43,426    | 87,909           | 86,958    |
| Other service charges, commissions and fees                                                                  | 45,888             | 44,197    | 88,619           | 83,244    |
| Trust and wealth management income                                                                           | 7,732              | 8,057     | 14,726           | 14,431    |
| Capital markets and foreign exchange                                                                         | 6,740              | 7,342     | 14,226           | 13,076    |
| Dividends and other investment income                                                                        | 11,339             | 21,542    | 24,063           | 31,022    |
| Loan sales and servicing income                                                                              | 10,723             | 10,287    | 21,674           | 18,639    |
| Fair value and nonhedge derivative loss                                                                      | (2,957 )           | (6,784 )  | (8,402 )         | (11,184 ) |
| Equity securities gains, net                                                                                 | 2,209              | 107       | 5,041            | 9,252     |
| Fixed income securities gains (losses), net                                                                  | (1,153 )           | 5,519     | 2,146            | 6,239     |
| Impairment losses on investment securities:                                                                  |                    |           |                  |           |
| Impairment losses on investment securities                                                                   | (4,910 )           | (24,026 ) | (36,403 )        | (42,299 ) |
| Noncredit-related losses on securities not expected to be sold<br>(recognized in other comprehensive income) | 693                | 16,718    | 22,069           | 24,782    |
| Net impairment losses on investment securities                                                               | (4,217 )           | (7,308 )  | (14,334 )        | (17,517 ) |
| Other                                                                                                        | 4,515              | 2,280     | 10,699           | 6,325     |
| Total noninterest income                                                                                     | 125,148            | 128,665   | 246,367          | 240,485   |
| Noninterest expense:                                                                                         |                    |           |                  |           |
| Salaries and employee benefits                                                                               | 227,328            | 220,765   | 457,117          | 445,399   |
| Occupancy, net                                                                                               | 27,951             | 28,169    | 55,340           | 56,120    |
| Equipment, software and furniture                                                                            | 26,545             | 27,302    | 52,619           | 54,094    |
| Other real estate expense                                                                                    | 1,590              | 6,440     | 3,567            | 14,250    |
| Credit-related expense                                                                                       | 9,397              | 12,415    | 19,879           | 25,900    |
| Provision for unfunded lending commitments                                                                   | 3,627              | 4,868     | (2,727 )         | 1,164     |
| Professional and legal services                                                                              | 17,149             | 12,947    | 27,620           | 24,043    |
| Advertising                                                                                                  | 5,807              | 6,618     | 11,700           | 12,425    |
| FDIC premiums                                                                                                | 10,124             | 10,444    | 19,835           | 21,363    |
| Amortization of core deposit and other intangibles                                                           | 3,762              | 4,262     | 7,581            | 8,553     |

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|                                                               |          |          |           |           |
|---------------------------------------------------------------|----------|----------|-----------|-----------|
| Debt extinguishment cost                                      | 40,282   | —        | 40,282    | —         |
| Other                                                         | 78,116   | 67,426   | 156,213   | 130,717   |
| Total noninterest expense                                     | 451,678  | 401,656  | 849,026   | 794,028   |
| Income before income taxes                                    | 126,117  | 142,500  | 297,138   | 283,762   |
| Income taxes                                                  | 43,091   | 51,036   | 103,725   | 102,895   |
| Net income                                                    | 83,026   | 91,464   | 193,413   | 180,867   |
| Net loss applicable to noncontrolling interests               | —        | (273)    | (336)     | (546)     |
| Net income applicable to controlling interest                 | 83,026   | 91,737   | 193,749   | 181,413   |
| Preferred stock dividends                                     | (27,641) | (36,522) | (50,040)  | (100,709) |
| Net earnings applicable to common shareholders                | \$55,385 | \$55,215 | \$143,709 | \$80,704  |
| Weighted average common shares outstanding during the period: |          |          |           |           |
| Basic shares                                                  | 183,647  | 182,985  | 183,522   | 182,892   |
| Diluted shares                                                | 184,062  | 183,137  | 183,863   | 183,050   |
| Net earnings per common share:                                |          |          |           |           |
| Basic                                                         | \$0.30   | \$0.30   | \$0.78    | \$0.44    |
| Diluted                                                       | 0.30     | 0.30     | 0.77      | 0.44      |
| See accompanying notes to consolidated financial statements.  |          |          |           |           |

ZIONS BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

| (In thousands)                                                                                                          | Three Months Ended |           | Six Months Ended |           |
|-------------------------------------------------------------------------------------------------------------------------|--------------------|-----------|------------------|-----------|
|                                                                                                                         | June 30,<br>2013   | 2012      | June 30,<br>2013 | 2012      |
| Net income                                                                                                              | \$83,026           | \$91,464  | \$193,413        | \$180,867 |
| Other comprehensive income (loss), net of tax:                                                                          |                    |           |                  |           |
| Net unrealized holding gains on investment securities                                                                   | 29,300             | 6,431     | 78,096           | 29,045    |
| Noncredit-related impairment losses on securities not expected to be sold                                               | (130               | ) (10,323 | ) (12,884        | ) (15,303 |
| Reclassification to earnings for realized net fixed income securities losses (gains)                                    | 712                | (3,481    | ) (1,325         | ) (3,987  |
| Reclassification to earnings for net credit-related impairment losses on investment securities                          | 2,549              | 4,302     | 8,548            | 10,606    |
| Accretion of securities with noncredit-related impairment losses not expected to be sold                                | 386                | 367       | 595              | 532       |
| Net unrealized holding gains (losses) on derivative instruments                                                         | (1                 | ) 56      | (3               | ) 177     |
| Reclassification adjustment for decrease (increase) in interest income recognized in earnings on derivative instruments | (469               | ) (1,932  | ) (1,426         | ) (5,133  |
| Other comprehensive income (loss)                                                                                       | 32,347             | (4,580    | ) 71,601         | 15,937    |
| Comprehensive income                                                                                                    | 115,373            | 86,884    | 265,014          | 196,804   |
| Comprehensive loss applicable to noncontrolling interests                                                               | —                  | (273      | ) (336           | ) (546    |
| Comprehensive income applicable to controlling interest                                                                 | \$115,373          | \$87,157  | \$265,350        | \$197,350 |
| See accompanying notes to consolidated financial statements.                                                            |                    |           |                  |           |



ZIONS BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(Unaudited)

| (In thousands, except share<br>and per share amounts)            | Preferred<br>stock | Common stock |             | Retained<br>earnings | Accumulated<br>other<br>comprehensive<br>income<br>(loss) | Noncontrolling<br>interests | Total<br>shareholders'<br>equity |
|------------------------------------------------------------------|--------------------|--------------|-------------|----------------------|-----------------------------------------------------------|-----------------------------|----------------------------------|
|                                                                  |                    | Shares       | Amount      |                      |                                                           |                             |                                  |
| Balance at December 31,<br>2012                                  | \$1,128,302        | 184,199,198  | \$4,166,109 | \$1,203,815          | \$(446,157)                                               | \$(3,428)                   | \$6,048,641                      |
| Net income (loss) for the<br>period                              |                    |              |             | 193,749              |                                                           | (336 )                      | 193,413                          |
| Other comprehensive<br>income                                    |                    |              |             |                      | 71,601                                                    |                             | 71,601                           |
| Issuance of preferred stock                                      | 598,941            |              | (11,016 )   |                      |                                                           |                             | 587,925                          |
| Subordinated debt<br>converted to preferred<br>stock             | 1,416              |              | (206 )      |                      |                                                           |                             | 1,210                            |
| Net activity under<br>employee plans and related<br>tax benefits |                    | 237,458      | 17,107      |                      |                                                           |                             | 17,107                           |
| Dividends on preferred<br>stock                                  |                    |              |             | (50,040 )            |                                                           |                             | (50,040 )                        |
| Dividends on common<br>stock, \$0.05 per share                   |                    |              |             | (9,239 )             |                                                           |                             | (9,239 )                         |
| Change in deferred<br>compensation                               |                    |              |             | 116                  |                                                           |                             | 116                              |
| Other changes in<br>noncontrolling interests                     |                    |              | (4,166 )    |                      |                                                           | 3,764                       | (402 )                           |
| Balance at June 30, 2013                                         | \$1,728,659        | 184,436,656  | \$4,167,828 | \$1,338,401          | \$(374,556)                                               | \$—                         | \$6,860,332                      |
| Balance at December 31,<br>2011                                  | \$2,377,560        | 184,135,388  | \$4,163,242 | \$1,036,590          | \$(592,084)                                               | \$(2,080)                   | \$6,983,228                      |
| Net income (loss) for the<br>period                              |                    |              |             | 181,413              |                                                           | (546 )                      | 180,867                          |
| Other comprehensive<br>income                                    |                    |              |             |                      | 15,937                                                    |                             | 15,937                           |
| Issuance of preferred stock                                      | 143,750            |              | (2,408 )    |                      |                                                           |                             | 141,342                          |
| Preferred stock redemption                                       | (842,500 )         |              | 3,830       | (3,830 )             |                                                           |                             | (842,500 )                       |
| Subordinated debt<br>converted to preferred<br>stock             | 93,568             |              | (13,602 )   |                      |                                                           |                             | 79,966                           |
| Net activity under<br>employee plans and related<br>tax benefits |                    | (17,866 )    | 6,463       |                      |                                                           |                             | 6,463                            |
| Dividends on preferred<br>stock                                  | 28,095             |              |             | (100,709 )           |                                                           |                             | (72,614 )                        |
| Dividends on common<br>stock, \$0.02 per share                   |                    |              |             | (3,704 )             |                                                           |                             | (3,704 )                         |

|                                           |             |             |             |             |             |           |             |
|-------------------------------------------|-------------|-------------|-------------|-------------|-------------|-----------|-------------|
| Change in deferred compensation           |             |             |             | 360         |             |           | 360         |
| Other changes in noncontrolling interests |             |             |             |             |             | 18        | 18          |
| Balance at June 30, 2012                  | \$1,800,473 | 184,117,522 | \$4,157,525 | \$1,110,120 | \$(576,147) | \$(2,608) | \$6,489,363 |

See accompanying notes to consolidated financial statements.

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ZIONS BANCORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

| (In thousands)                                                                            | Three Months Ended |            | Six Months Ended |            |
|-------------------------------------------------------------------------------------------|--------------------|------------|------------------|------------|
|                                                                                           | June 30,           |            | June 30,         |            |
|                                                                                           | 2013               | 2012       | 2013             | 2012       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                               |                    |            |                  |            |
| Net income for the period                                                                 | \$83,026           | \$91,464   | \$193,413        | \$180,867  |
| Adjustments to reconcile net income to net cash provided by operating activities:         |                    |            |                  |            |
| Debt extinguishment cost                                                                  | 40,282             | —          | 40,282           | —          |
| Net impairment losses on investment securities                                            | 4,217              | 7,308      | 14,334           | 17,517     |
| Provision for credit losses                                                               | (18,363            | ) 15,721   | (53,752          | ) 27,681   |
| Depreciation and amortization                                                             | 45,526             | 62,166     | 91,759           | 119,309    |
| Deferred income tax expense (benefit)                                                     | (7,726             | ) (630     | ) (6,444         | ) 19,055   |
| Net decrease (increase) in trading securities                                             | 1,882              | (1,506     | ) 1,871          | 19,734     |
| Net decrease in loans held for sale                                                       | 33,450             | 50,464     | 123,446          | 71,377     |
| Net write-downs of and gains/losses from sales of other real estate owned                 | 439                | 5,509      | 492              | 13,341     |
| Change in other liabilities                                                               | 2,967              | (11,731    | ) (45,510        | ) (30,530  |
| Change in other assets                                                                    | 121,095            | 38,398     | 172,675          | 88,823     |
| Other, net                                                                                | 4,299              | 3,544      | (11,206          | ) (18,372  |
| Net cash provided by operating activities                                                 | 311,094            | 260,707    | 521,360          | 508,802    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                               |                    |            |                  |            |
| Net decrease (increase) in money market investments                                       | (276,364           | ) (288,671 | ) 352,523        | (847,650   |
| Proceeds from maturities and paydowns of investment securities held-to-maturity           | 27,825             | 34,106     | 81,437           | 54,685     |
| Purchases of investment securities held-to-maturity                                       | (74,168            | ) (24,461  | ) (119,968       | ) (33,738  |
| Proceeds from sales, maturities, and paydowns of investment securities available-for-sale | 259,273            | 235,192    | 618,496          | 676,174    |
| Purchases of investment securities available-for-sale                                     | (124,146           | ) (187,627 | ) (611,121       | ) (593,930 |
| Proceeds from sales of loans and leases                                                   | 5,046              | 13,478     | 11,057           | 39,787     |
| Net loan and lease collections (originations)                                             | (497,110           | ) (397,181 | ) (631,947       | ) 18,230   |
| Net decrease in other noninterest-bearing investments                                     | 12,646             | 6,445      | 20,034           | 12,174     |
| Net purchases of premises and equipment                                                   | (26,733            | ) (17,655  | ) (42,533        | ) (32,817  |
| Proceeds from sales of other real estate owned                                            | 24,685             | 58,485     | 52,659           | 97,884     |
| Net cash paid for divestitures                                                            | —                  | —          | —                | (22,568    |
| Net cash used in investing activities                                                     | (669,046           | ) (567,889 | ) (269,363       | ) (631,769 |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                               |                    |            |                  |            |
| Net increase (decrease) in deposits                                                       | 525,860            | 61,160     | (1,117,018       | ) 313,997  |
| Net change in short-term funds borrowed                                                   | (70,154            | ) 318,039  | (96,007          | ) 149,208  |
| Proceeds from issuance of long-term debt                                                  | 348,585            | 266,636    | 367,947          | 599,386    |
| Repayments of long-term debt                                                              | (551,616           | ) (255,038 | ) (570,014       | ) (255,179 |
| Debt extinguishment cost paid                                                             | (23,305            | ) —        | (23,305          | ) —        |
| Cash paid for preferred stock redemption                                                  | —                  | (142,500   | ) —              | (842,500   |
| Proceeds from issuances of common and preferred stock                                     | 423,118            | 141,661    | 592,517          | 142,003    |
| Dividends paid on common and preferred stock                                              | (35,047            | ) (35,522  | ) (59,279        | ) (76,318  |

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|                                                              |             |             |             |             |   |
|--------------------------------------------------------------|-------------|-------------|-------------|-------------|---|
| Other, net                                                   | (5,209      | ) (4,767    | ) (5,648    | ) (7,307    | ) |
| Net cash provided by (used in) financing activities          | 612,232     | 349,669     | (910,807    | ) 23,290    |   |
| Net increase (decrease) in cash and due from banks           | 254,280     | 42,487      | (658,810    | ) (99,677   | ) |
| Cash and due from banks at beginning of period               | 928,817     | 1,082,186   | 1,841,907   | 1,224,350   |   |
| Cash and due from banks at end of period                     | \$1,183,097 | \$1,124,673 | \$1,183,097 | \$1,124,673 |   |
| <br>                                                         |             |             |             |             |   |
| Cash paid for interest                                       | \$41,782    | \$44,539    | \$103,913   | \$107,328   |   |
| Net cash paid for income taxes                               | 120,438     | 81,352      | 124,003     | 59,684      |   |
| See accompanying notes to consolidated financial statements. |             |             |             |             |   |

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ZIONS BANCORPORATION AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)  
 June 30, 2013

### 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Zions Bancorporation (“the Parent”) and its majority-owned subsidiaries (collectively “the Company,” “Zions,” “we,” “our,” “us”) have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. References to GAAP, including standards promulgated by the Financial Accounting Standards Board (“FASB”), are made according to sections of the Accounting Standards Codification (“ASC”) and to Accounting Standards Updates (“ASU”). Certain prior period amounts have been reclassified to conform to the current period presentation.

Operating results for the three and six months ended June 30, 2013 and 2012 are not necessarily indicative of the results that may be expected in future periods. The consolidated balance sheet at December 31, 2012 is from the audited financial statements at that date, but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s 2012 Annual Report on Form 10-K.

The Company provides a full range of banking and related services through subsidiary banks in ten Western and Southwestern states as follows: Zions First National Bank (“Zions Bank”), in Utah and Idaho; California Bank & Trust (“CB&T”); Amegy Corporation (“Amegy”) and its subsidiary, Amegy Bank, in Texas; National Bank of Arizona (“NBAZ”); Nevada State Bank (“NSB”); Vectra Bank Colorado (“Vectra”), in Colorado and New Mexico; The Commerce Bank of Washington (“TCBW”); and The Commerce Bank of Oregon (“TCBO”). The Parent and its subsidiary banks also own and operate certain nonbank subsidiaries that engage in financial services.

### 2. SUPPLEMENTAL CASH FLOW INFORMATION

Noncash activities are summarized as follows:

| (In thousands)                                                                                                              | Three Months Ended |          | Six Months Ended |           |
|-----------------------------------------------------------------------------------------------------------------------------|--------------------|----------|------------------|-----------|
|                                                                                                                             | June 30,<br>2013   | 2012     | June 30,<br>2013 | 2012      |
| Loans transferred to other real estate owned                                                                                | \$17,376           | \$51,724 | \$40,818         | \$104,299 |
| Beneficial conversion feature transferred from common stock to preferred stock as a result of subordinated debt conversions | 37                 | 8,537    | 206              | 13,602    |
| Subordinated debt converted to preferred stock                                                                              | 219                | 50,192   | 1,210            | 79,966    |

### 3. CASH AND MONEY MARKET INVESTMENTS

Effective January 1, 2013, we adopted ASU 2013-01, Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities, which limited the scope of ASU 2011-11, Disclosures about Offsetting Assets and Liabilities. This new guidance under ASC 210, Balance Sheet, applies to the offsetting of derivatives (including bifurcated embedded derivatives), repurchase agreements and reverse repurchase (or resell) agreements, and securities borrowing and lending transactions. To provide convergence with disclosures under International Financial Reporting Standards (“IFRS”), the new guidance requires entities to present both gross and net information about these financial instruments, including those subject to a master netting arrangement. The change in disclosure is required on a retrospective basis for all prior periods presented.



## ZIONS BANCORPORATION AND SUBSIDIARIES

Security resell and repurchase agreements are offset in the balance sheet according to master netting agreements. Derivative instruments may be offset under their master netting agreements; however, for accounting purposes, we present these items on a gross basis in the Company's balance sheet. See Note 6 for further information regarding derivative instruments.

Gross and net information for selected financial instruments in the balance sheet is as follows:

June 30, 2013

| (In thousands) | Description                                                | Gross amounts recognized | Gross amounts offset in the balance sheet | Net amounts presented in the balance sheet | Gross amounts not offset in the balance sheet |                                  | Net amount |
|----------------|------------------------------------------------------------|--------------------------|-------------------------------------------|--------------------------------------------|-----------------------------------------------|----------------------------------|------------|
|                |                                                            |                          |                                           |                                            | Financial instruments                         | Cash collateral received/pledged |            |
| Assets:        |                                                            |                          |                                           |                                            |                                               |                                  |            |
|                | Federal funds sold and security resell agreements          | \$771,799                | \$(550,000 )                              | \$221,799                                  | \$—                                           | \$ —                             | \$221,799  |
|                | Derivatives (included in other assets)                     | 59,457                   | —                                         | 59,457                                     | (8,389 )                                      | (1,803 )                         | 49,265     |
|                |                                                            | \$831,256                | \$(550,000 )                              | \$281,256                                  | \$(8,389 )                                    | \$(1,803 )                       | \$271,064  |
| Liabilities:   |                                                            |                          |                                           |                                            |                                               |                                  |            |
|                | Federal funds purchased and security repurchase agreements | \$790,816                | \$(550,000 )                              | \$240,816                                  | \$—                                           | \$ —                             | \$240,816  |
|                | Derivatives (included in other liabilities)                | 64,862                   | —                                         | 64,862                                     | (8,389 )                                      | (41,059 )                        | 15,414     |
|                |                                                            | \$855,678                | \$(550,000 )                              | \$305,678                                  | \$(8,389 )                                    | \$(41,059 )                      | \$256,230  |

December 31, 2012

| (In thousands) | Description                                       | Gross amounts recognized | Gross amounts offset in the balance sheet | Net amounts presented in the balance sheet | Gross amounts not offset in the balance sheet |                                  | Net amount  |
|----------------|---------------------------------------------------|--------------------------|-------------------------------------------|--------------------------------------------|-----------------------------------------------|----------------------------------|-------------|
|                |                                                   |                          |                                           |                                            | Financial instruments                         | Cash collateral received/pledged |             |
| Assets:        |                                                   |                          |                                           |                                            |                                               |                                  |             |
|                | Federal funds sold and security resell agreements | \$3,675,354              | \$(900,000 )                              | \$2,775,354                                | \$—                                           | \$ —                             | \$2,775,354 |
|                | Derivatives (included in other assets)            | 81,810                   | —                                         | 81,810                                     | (409 )                                        | —                                | 81,401      |
|                |                                                   | \$3,757,164              | \$(900,000 )                              | \$2,857,164                                | \$(409 )                                      | \$ —                             | \$2,856,755 |
| Liabilities:   |                                                   |                          |                                           |                                            |                                               |                                  |             |

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|                                                            |             |              |           |          |              |           |
|------------------------------------------------------------|-------------|--------------|-----------|----------|--------------|-----------|
| Federal funds purchased and security repurchase agreements | \$1,220,478 | \$(900,000 ) | \$320,478 | \$—      | \$ —         | \$320,478 |
| Derivatives (included in other liabilities)                | 89,100      | —            | 89,100    | (409 )   | (81,683 )    | 7,008     |
|                                                            | \$1,309,578 | \$(900,000 ) | \$409,578 | \$(409 ) | \$ (81,683 ) | \$327,486 |

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## ZIONS BANCORPORATION AND SUBSIDIARIES

## 4. INVESTMENT SECURITIES

Investment securities are summarized below. Note 9 discusses the process to estimate fair value for investment securities.

| (In thousands)                                             | June 30, 2013  |                        |                         |                |                        |                         |                      |
|------------------------------------------------------------|----------------|------------------------|-------------------------|----------------|------------------------|-------------------------|----------------------|
|                                                            | Amortized cost | Recognized in OCI      |                         |                | Not recognized in OCI  |                         |                      |
|                                                            |                | Gross unrealized gains | Gross unrealized losses | Carrying value | Gross unrealized gains | Gross unrealized losses | Estimated fair value |
| Held-to-maturity                                           |                |                        |                         |                |                        |                         |                      |
| Municipal securities                                       | \$564,212      | \$—                    | \$—                     | \$564,212      | \$11,600               | \$4,654                 | \$571,158            |
| Asset-backed securities:                                   |                |                        |                         |                |                        |                         |                      |
| Trust preferred securities – banks and insurance           | 255,199        | —                      | 55,054                  | 200,145        | 7,216                  | 56,129                  | 151,232              |
| Other                                                      | 21,135         | —                      | 2,221                   | 18,914         | 906                    | 8,018                   | 11,802               |
| Other debt securities                                      | 100            | —                      | —                       | 100            | —                      | —                       | 100                  |
|                                                            | 840,646        | —                      | 57,275                  | 783,371        | 19,722                 | 68,801                  | 734,292              |
| Available-for-sale                                         |                |                        |                         |                |                        |                         |                      |
| U.S. Treasury securities                                   | 39,879         | 163                    | —                       | 40,042         |                        |                         | 40,042               |
| U.S. Government agencies and corporations:                 |                |                        |                         |                |                        |                         |                      |
| Agency securities                                          | 264,377        | 2,542                  | 306                     | 266,613        |                        |                         | 266,613              |
| Agency guaranteed mortgage-backed securities               | 334,733        | 12,254                 | 536                     | 346,451        |                        |                         | 346,451              |
| Small Business Administration loan-backed securities       | 1,093,606      | 36,421                 | 503                     | 1,129,524      |                        |                         | 1,129,524            |
| Municipal securities                                       | 65,732         | 1,737                  | 1,090                   | 66,379         |                        |                         | 66,379               |
| Asset-backed securities:                                   |                |                        |                         |                |                        |                         |                      |
| Trust preferred securities – banks and insurance           | 1,546,091      | 14,038                 | 529,836                 | 1,030,293      |                        |                         | 1,030,293            |
| Trust preferred securities – real estate investment trusts | 40,441         | —                      | 21,942                  | 18,499         |                        |                         | 18,499               |
| Auction rate securities                                    | 6,506          | 92                     | 44                      | 6,554          |                        |                         | 6,554                |
| Other                                                      | 22,287         | 495                    | 2,311                   | 20,471         |                        |                         | 20,471               |
|                                                            | 3,413,652      | 67,742                 | 556,568                 | 2,924,826      |                        |                         | 2,924,826            |
| Mutual funds and other                                     | 276,383        | 69                     | 7,883                   | 268,569        |                        |                         | 268,569              |
|                                                            | 3,690,035      | 67,811                 | 564,451                 | 3,193,395      |                        |                         | 3,193,395            |
| Total                                                      | \$4,530,681    | \$67,811               | \$621,726               | \$3,976,766    |                        |                         | \$3,927,687          |

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                                             | December 31, 2012 |                        |                         |                | Not recognized in OCI  |                         |                      |
|------------------------------------------------------------|-------------------|------------------------|-------------------------|----------------|------------------------|-------------------------|----------------------|
|                                                            | Amortized cost    | Gross unrealized gains | Gross unrealized losses | Carrying value | Gross unrealized gains | Gross unrealized losses | Estimated fair value |
| Held-to-maturity                                           |                   |                        |                         |                |                        |                         |                      |
| Municipal securities                                       | \$524,738         | \$—                    | \$—                     | \$524,738      | \$12,837               | \$709                   | \$536,866            |
| Asset-backed securities:                                   |                   |                        |                         |                |                        |                         |                      |
| Trust preferred securities – banks and insurance           | 255,647           | —                      | 42,964                  | 212,683        | 114                    | 86,596                  | 126,201              |
| Other                                                      | 21,858            | —                      | 2,470                   | 19,388         | 709                    | 8,523                   | 11,574               |
| Other debt securities                                      | 100               | —                      | —                       | 100            | —                      | —                       | 100                  |
|                                                            | 802,343           | —                      | 45,434                  | 756,909        | 13,660                 | 95,828                  | 674,741              |
| Available-for-sale                                         |                   |                        |                         |                |                        |                         |                      |
| U.S. Treasury securities                                   | 104,313           | 211                    | —                       | 104,524        |                        |                         | 104,524              |
| U.S. Government agencies and corporations:                 |                   |                        |                         |                |                        |                         |                      |
| Agency securities                                          | 108,814           | 3,959                  | 116                     | 112,657        |                        |                         | 112,657              |
| Agency guaranteed mortgage-backed securities               | 406,928           | 18,598                 | 16                      | 425,510        |                        |                         | 425,510              |
| Small Business Administration loan-backed securities       | 1,124,322         | 29,245                 | 639                     | 1,152,928      |                        |                         | 1,152,928            |
| Municipal securities                                       | 75,344            | 2,622                  | 1,970                   | 75,996         |                        |                         | 75,996               |
| Asset-backed securities:                                   |                   |                        |                         |                |                        |                         |                      |
| Trust preferred securities – banks and insurance           | 1,596,156         | 16,687                 | 663,451                 | 949,392        |                        |                         | 949,392              |
| Trust preferred securities – real estate investment trusts | 40,485            | —                      | 24,082                  | 16,403         |                        |                         | 16,403               |
| Auction rate securities                                    | 6,504             | 79                     | 68                      | 6,515          |                        |                         | 6,515                |
| Other                                                      | 25,614            | 701                    | 6,941                   | 19,374         |                        |                         | 19,374               |
|                                                            | 3,488,480         | 72,102                 | 697,283                 | 2,863,299      |                        |                         | 2,863,299            |
| Mutual funds and other                                     | 228,469           | 194                    | 652                     | 228,011        |                        |                         | 228,011              |
|                                                            | 3,716,949         | 72,296                 | 697,935                 | 3,091,310      |                        |                         | 3,091,310            |
| Total                                                      | \$4,519,292       | \$72,296               | \$743,369               | \$3,848,219    |                        |                         | \$3,766,051          |

The amortized cost and estimated fair value of investment debt securities are shown subsequently as of June 30, 2013 by expected maturity distribution for structured asset-backed collateralized debt obligations and by contractual maturity distribution for other debt securities. Actual maturities may differ from expected or contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties:

| (In thousands)          | Held-to-maturity |                      | Available-for-sale |                      |
|-------------------------|------------------|----------------------|--------------------|----------------------|
|                         | Amortized cost   | Estimated fair value | Amortized cost     | Estimated fair value |
| Due in one year or less | \$63,400         | \$63,302             | \$436,513          | \$415,076            |

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|                                        |            |            |              |              |
|----------------------------------------|------------|------------|--------------|--------------|
| Due after one year through five years  | 192,533    | 187,481    | 1,032,220    | 972,291      |
| Due after five years through ten years | 216,669    | 188,033    | 615,276      | 564,084      |
| Due after ten years                    | 368,044    | 295,476    | 1,329,643    | 973,375      |
|                                        | \$ 840,646 | \$ 734,292 | \$ 3,413,652 | \$ 2,924,826 |

## ZIONS BANCORPORATION AND SUBSIDIARIES

The following is a summary of the amount of gross unrealized losses for investment securities and the estimated fair value by length of time the securities have been in an unrealized loss position:

| (In thousands)                                             | June 30, 2013           |                      |                         |                      |                         |                      |
|------------------------------------------------------------|-------------------------|----------------------|-------------------------|----------------------|-------------------------|----------------------|
|                                                            | Less than 12 months     |                      | 12 months or more       |                      | Total                   |                      |
|                                                            | Gross unrealized losses | Estimated fair value | Gross unrealized losses | Estimated fair value | Gross unrealized losses | Estimated fair value |
| <b>Held-to-maturity</b>                                    |                         |                      |                         |                      |                         |                      |
| Municipal securities                                       | \$4,622                 | \$102,723            | \$32                    | \$3,262              | \$4,654                 | \$105,985            |
| <b>Asset-backed securities:</b>                            |                         |                      |                         |                      |                         |                      |
| Trust preferred securities – banks and insurance           | 83                      | 76                   | 111,100                 | 151,156              | 111,183                 | 151,232              |
| Other                                                      | —                       | —                    | 10,239                  | 11,356               | 10,239                  | 11,356               |
|                                                            | 4,705                   | 102,799              | 121,371                 | 165,774              | 126,076                 | 268,573              |
| <b>Available-for-sale</b>                                  |                         |                      |                         |                      |                         |                      |
| <b>U.S. Government agencies and corporations:</b>          |                         |                      |                         |                      |                         |                      |
| Agency securities                                          | 235                     | 18,904               | 71                      | 6,814                | 306                     | 25,718               |
| Agency guaranteed mortgage-backed securities               | 534                     | 36,119               | 2                       | 426                  | 536                     | 36,545               |
| Small Business Administration loan-backed securities       | 36                      | 4,949                | 467                     | 41,684               | 503                     | 46,633               |
| Municipal securities                                       | 26                      | 2,502                | 1,064                   | 10,391               | 1,090                   | 12,893               |
| <b>Asset-backed securities:</b>                            |                         |                      |                         |                      |                         |                      |
| Trust preferred securities – banks and insurance           | —                       | —                    | 529,836                 | 868,996              | 529,836                 | 868,996              |
| Trust preferred securities – real estate investment trusts | —                       | —                    | 21,942                  | 18,499               | 21,942                  | 18,499               |
| Auction rate securities                                    | —                       | —                    | 44                      | 2,483                | 44                      | 2,483                |
| Other                                                      | —                       | —                    | 2,311                   | 17,287               | 2,311                   | 17,287               |
|                                                            | 831                     | 62,474               | 555,737                 | 966,580              | 556,568                 | 1,029,054            |
| Mutual funds and other                                     | 7,883                   | 122,209              | —                       | —                    | 7,883                   | 122,209              |
|                                                            | 8,714                   | 184,683              | 555,737                 | 966,580              | 564,451                 | 1,151,263            |
| <b>Total</b>                                               | <b>\$13,419</b>         | <b>\$287,482</b>     | <b>\$677,108</b>        | <b>\$1,132,354</b>   | <b>\$690,527</b>        | <b>\$1,419,836</b>   |

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                                             | December 31, 2012                                    |                         | 12 months or more             |                         | Total<br>Gross<br>unrealized<br>losses | Estimated<br>fair value |
|------------------------------------------------------------|------------------------------------------------------|-------------------------|-------------------------------|-------------------------|----------------------------------------|-------------------------|
|                                                            | Less than 12 months<br>Gross<br>unrealized<br>losses | Estimated<br>fair value | Gross<br>unrealized<br>losses | Estimated<br>fair value |                                        |                         |
| Held-to-maturity                                           |                                                      |                         |                               |                         |                                        |                         |
| Municipal securities                                       | \$630                                                | \$42,613                | \$79                          | \$5,910                 | \$709                                  | \$48,523                |
| Asset-backed securities:                                   |                                                      |                         |                               |                         |                                        |                         |
| Trust preferred securities – banks and insurance           | —                                                    | —                       | 129,560                       | 126,019                 | 129,560                                | 126,019                 |
| Other                                                      | —                                                    | —                       | 10,993                        | 10,904                  | 10,993                                 | 10,904                  |
|                                                            | 630                                                  | 42,613                  | 140,632                       | 142,833                 | 141,262                                | 185,446                 |
| Available-for-sale                                         |                                                      |                         |                               |                         |                                        |                         |
| U.S. Government agencies and corporations:                 |                                                      |                         |                               |                         |                                        |                         |
| Agency securities                                          | 35                                                   | 18,633                  | 81                            | 6,916                   | 116                                    | 25,549                  |
| Agency guaranteed mortgage-backed securities               | 10                                                   | 6,032                   | 6                             | 629                     | 16                                     | 6,661                   |
| Small Business Administration loan-backed securities       | 91                                                   | 15,199                  | 548                           | 69,011                  | 639                                    | 84,210                  |
| Municipal securities                                       | 61                                                   | 4,898                   | 1,909                         | 11,768                  | 1,970                                  | 16,666                  |
| Asset-backed securities:                                   |                                                      |                         |                               |                         |                                        |                         |
| Trust preferred securities – banks and insurance           | —                                                    | —                       | 663,451                       | 765,421                 | 663,451                                | 765,421                 |
| Trust preferred securities – real estate investment trusts | —                                                    | —                       | 24,082                        | 16,403                  | 24,082                                 | 16,403                  |
| Auction rate securities                                    | —                                                    | —                       | 68                            | 2,459                   | 68                                     | 2,459                   |
| Other                                                      | —                                                    | —                       | 6,941                         | 15,234                  | 6,941                                  | 15,234                  |
|                                                            | 197                                                  | 44,762                  | 697,086                       | 887,841                 | 697,283                                | 932,603                 |
| Mutual funds and other                                     | 652                                                  | 112,324                 | —                             | —                       | 652                                    | 112,324                 |
|                                                            | 849                                                  | 157,086                 | 697,086                       | 887,841                 | 697,935                                | 1,044,927               |
| Total                                                      | \$1,479                                              | \$199,699               | \$837,718                     | \$1,030,674             | \$839,197                              | \$1,230,373             |

At June 30, 2013 and December 31, 2012, respectively, 251 and 84 held-to-maturity (“HTM”) and 218 and 256 available -for-sale (“AFS”) investment securities were in an unrealized loss position.

## Other-Than-Temporary Impairment

We conduct a formal review of investment securities on a quarterly basis for the presence of other-than-temporary impairment (“OTTI”). We assess whether OTTI is present when the fair value of a debt security is less than its amortized cost basis at the balance sheet date (the vast majority of the investment portfolio are debt securities). Under these circumstances, OTTI is considered to have occurred if (1) we intend to sell the security; (2) it is “more likely than not” we will be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is not sufficient to recover the entire amortized cost basis.

Credit-related OTTI is recognized in earnings while noncredit-related OTTI on securities not expected to be sold is recognized in other comprehensive income (“OCI”). Noncredit-related OTTI is based on other factors, including illiquidity. Presentation of OTTI is made in the statement of income on a gross basis with an offset for the amount of OTTI recognized in OCI. For securities classified as HTM, the amount of noncredit-related OTTI recognized in OCI

is accreted using the effective interest rate method to the credit-adjusted expected cash flow amounts of the securities over future periods.

Our 2012 Annual Report on Form 10-K describes in more detail our OTTI evaluation process. The following summarizes the conclusions from our OTTI evaluation for those security types that have significant gross unrealized losses at June 30, 2013:

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## ZIONS BANCORPORATION AND SUBSIDIARIES

## OTTI – Municipal Securities

The HTM securities are purchased directly from municipalities and are generally not rated by a credit rating agency. Most of the AFS securities are rated as investment grade by various credit rating agencies. Both the HTM and AFS securities are at fixed and variable rates with maturities from one to 25 years. Fair value changes of these securities are largely driven by interest rates, as seen by recent increases in unrealized losses and the number of investments with reduced fair values because of current increases in interest rates. We perform credit quality reviews on these securities at each reporting period. Because the decline in fair value is not attributable to credit quality, no OTTI for these securities was recorded for the three months ended June 30, 2013.

## OTTI – Asset-Backed Securities

Trust preferred securities – banks and insurance: These collateralized debt obligation (“CDO”) securities are interests in variable rate pools of trust preferred securities issued by trusts related to bank holding companies and insurance companies (“collateral issuers”). They are rated by one or more Nationally Recognized Statistical Rating Organizations (“NRSROs”), which are rating agencies registered with the Securities and Exchange Commission (“SEC”). The more junior securities were purchased generally at par, while the senior securities were purchased from Lockhart Funding LLC (“Lockhart”) at their carrying values (generally par) and then adjusted to their lower fair values. The primary drivers that have given rise to the unrealized losses on CDOs with bank and insurance collateral are listed below:

- Market yield requirements for bank CDO securities remain high. The financial crisis and economic downturn resulted in significant utilization of both the unique five-year deferral option, which each collateral issuer maintains during the life of the CDO, and the payment in kind feature described subsequently. The resulting increase in the rate of return demanded by the market for trust preferred CDOs remains dramatically higher than the contractual interest rates. Virtually all structured asset-backed security (“ABS”) fair values, including bank CDOs, deteriorated
- 1) significantly during the recent financial crisis, generally reaching a low in mid-2009. Prices for some structured products have since rebounded as the crucial unknowns related to value became resolved and as trading increased in these securities. Unlike these other structured products, CDO tranches backed by bank trust preferred securities continue to be characterized by considerable uncertainty surrounding collateral behavior, specifically including, but not limited to, prepayments; the future number, size and timing of bank failures; holding company bankruptcies; and allowed deferrals and subsequent resumption of payment or default due to nonpayment of contractual interest. Structural features of the collateral make these CDO tranches difficult to model. The first feature unique to bank CDOs is the interest deferral feature previously noted. Throughout the financial crisis starting in 2008, certain banks within our CDO pools have exercised this prerogative. The extent to which these deferrals are likely to either
  - 2) transition to default or, alternatively, come current prior to the five-year deadline is extremely difficult for market participants to assess. Our CDO pools include a bank that first exercised this deferral option as early as the second quarter of 2008. At June 30, 2013, 92 banks underlying our CDO tranches had come current after a period of deferral, while 173 were deferring, but remained within the allowed deferral period.

A second structural feature that is difficult to model is the payment in kind (“PIK”) feature, which provides that upon reaching certain levels of collateral default or deferral, certain junior CDO tranches will not receive current interest but will instead have the interest amount that is unpaid capitalized or deferred. The cash flow that would otherwise be paid to the junior CDO securities and the income notes is instead used to pay down the principal balance of the most senior CDO securities. The delay in payment caused by PIKing results in lower security fair values even if PIKing is projected to be fully cured. This feature is difficult to model and assess. It increases the risk premium the market applies to these securities.

- 3) CDO tranches vary significantly among rating agencies. The presence of a below-investment-grade rating by even a single rating agency will severely limit the pool of buyers, which causes greater





## ZIONS BANCORPORATION AND SUBSIDIARIES

illiquidity and therefore most likely a higher implicit discount rate/lower price with regard to that CDO tranche.

4) There is a lack of consistent disclosure by each CDO's trustee of the identity of collateral issuers; in addition, complex structures make projecting tranche return profiles difficult for nonspecialists in the product.

5) At purchase, the expectation of cash flow variability was limited. As a result of the crisis, we have seen extreme variability of collateral performance both compared to expectations and between different pools.

Our ongoing review of these securities determined that OTTI should be recorded for the three months ended June 30, 2013.

Trust preferred securities – real estate investment trusts (“REITs”): These CDO securities are variable rate pools of trust preferred securities primarily related to REITs, and are rated by one or more NRSROs. They were purchased generally at par. Unrealized losses were caused mainly by severe deterioration in mortgage REITs and homebuilder credit in addition to the same factors previously discussed for banks and insurance CDOs. Based on our review, OTTI for one of these securities was recorded for the three months ended June 30, 2013.

Other asset-backed securities: Most of these CDO securities were purchased in 2009 from Lockhart at their carrying values and then adjusted to fair value. Certain of these CDOs consist of ABS CDOs (also known as diversified structured finance CDOs). Unrealized losses since acquisition were caused mainly by deterioration in collateral quality and widening of credit spreads for asset backed securities. Based on our review, no OTTI for these securities was recorded for the three months ended June 30, 2013.

## OTTI – Mutual Funds and Other

A substantial portion of these securities is included in a mutual fund that consists primarily of fixed rate residential and agriculture mortgage-backed securities issued by the Government National Mortgage Association (“GNMA”). Contractual cash flows in the pool of mortgage loans are backed by the U.S. Government. Because the decline in fair value is not attributable to credit quality, no OTTI for these securities was recorded for the three months ended June 30, 2013.

The following is a tabular rollforward of the total amount of credit-related OTTI:

| (In thousands)                                                   | Three Months Ended |             |             | Six Months Ended |             |             |
|------------------------------------------------------------------|--------------------|-------------|-------------|------------------|-------------|-------------|
|                                                                  | June 30, 2013      |             |             | June 30, 2013    |             |             |
|                                                                  | HTM                | AFS         | Total       | HTM              | AFS         | Total       |
| Balance of credit-related OTTI at beginning of period            | \$(13,952)         | \$(404,208) | \$(418,160) | \$(13,549)       | \$(394,494) | \$(408,043) |
| Additions recognized in earnings during the period:              |                    |             |             |                  |             |             |
| Credit-related OTTI on securities not previously impaired        | —                  | —           | —           | (403)            | —           | (403)       |
| Additional credit-related OTTI on securities previously impaired | —                  | (4,217)     | (4,217)     | —                | (13,931)    | (13,931)    |
| Subtotal of amounts recognized in earnings                       | —                  | (4,217)     | (4,217)     | (403)            | (13,931)    | (14,334)    |
| Reductions for securities sold or paid off during the period     | —                  | 1,848       | 1,848       | —                | 1,848       | 1,848       |
| Balance of credit-related OTTI at end of period                  | \$(13,952)         | \$(406,577) | \$(420,529) | \$(13,952)       | \$(406,577) | \$(420,529) |



## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                                                   | Three Months Ended |               |               | Six Months Ended |               |               |
|------------------------------------------------------------------|--------------------|---------------|---------------|------------------|---------------|---------------|
|                                                                  | June 30, 2012      |               |               | June 30, 2012    |               |               |
|                                                                  | HTM                | AFS           | Total         | HTM              | AFS           | Total         |
| Balance of credit-related OTTI at beginning of period            | \$ (6,126 )        | \$ (308,216 ) | \$ (314,342 ) | \$ (6,126 )      | \$ (314,860 ) | \$ (320,986 ) |
| Additions recognized in earnings during the period:              |                    |               |               |                  |               |               |
| Credit-related OTTI on securities not previously impaired        | (341 )             | —             | (341 )        | (341 )           | —             | (341 )        |
| Additional credit-related OTTI on securities previously impaired | —                  | (6,967 )      | (6,967 )      | —                | (17,176 )     | (17,176 )     |
| Subtotal of amounts recognized in earnings                       | (341 )             | (6,967 )      | (7,308 )      | (341 )           | (17,176 )     | (17,517 )     |
| Reductions for securities sold or paid off during the period     | —                  | —             | —             | —                | 16,853        | 16,853        |
| Balance of credit-related OTTI at end of period                  | \$ (6,467 )        | \$ (315,183 ) | \$ (321,650 ) | \$ (6,467 )      | \$ (315,183 ) | \$ (321,650 ) |

To determine the credit component of OTTI for all security types, we utilize projected cash flows as the best estimate of fair value. These cash flows are credit adjusted using, among other things, assumptions for default probability assigned to each portion of performing collateral. The credit-adjusted cash flows are discounted at a security-specific coupon rate to identify any OTTI, and then at a market rate for valuation purposes.

For those securities with credit-related OTTI recognized in the statement of income, the amounts of pretax noncredit-related OTTI recognized in OCI were as follows:

| (In thousands) | Three Months Ended |          | Six Months Ended |          |
|----------------|--------------------|----------|------------------|----------|
|                | June 30, 2013      | 2012     | June 30, 2013    | 2012     |
| HTM            | \$—                | \$16,718 | \$16,114         | \$16,718 |
| AFS            | 693                | —        | 5,955            | 8,064    |
|                | \$693              | \$16,718 | \$22,069         | \$24,782 |

The following summarizes gains and losses, including OTTI, that were recognized in the statement of income:

| (In thousands)                         | Three Months Ended |              |               |              | Six Months Ended |              |               |              |
|----------------------------------------|--------------------|--------------|---------------|--------------|------------------|--------------|---------------|--------------|
|                                        | June 30, 2013      |              | June 30, 2012 |              | June 30, 2013    |              | June 30, 2012 |              |
|                                        | Gross gains        | Gross losses | Gross gains   | Gross losses | Gross gains      | Gross losses | Gross gains   | Gross losses |
| Investment securities:                 |                    |              |               |              |                  |              |               |              |
| Held-to-maturity                       | \$7                | \$—          | \$49          | \$341        | \$31             | \$403        | \$98          | \$341        |
| Available-for-sale                     | 3,162              | 8,539        | 5,470         | 6,967        | 6,438            | 18,254       | 11,929        | 22,964       |
| Other noninterest-bearing investments: |                    |              |               |              |                  |              |               |              |
| Nonmarketable equity securities        | 2,209              | —            | 10,518        | 10,411       | 5,066            | 25           | 19,721        | 10,469       |
|                                        | 5,378              | 8,539        | 16,037        | 17,719       | 11,535           | 18,682       | 31,748        | 33,774       |
| Net losses                             |                    | \$(3,161 )   |               | \$(1,682 )   |                  | \$(7,147 )   |               | \$(2,026 )   |

Statement of income information:

|                                                |            |            |            |            |
|------------------------------------------------|------------|------------|------------|------------|
| Net impairment losses on investment securities | \$(4,217 ) | \$(7,308 ) | \$(14,334) | \$(17,517) |
| Equity securities gains, net                   | 2,209      | 107        | 5,041      | 9,252      |
| Fixed income securities gains (losses), net    | (1,153 )   | 5,519      | 2,146      | 6,239      |
| Net losses                                     | \$(3,161 ) | \$(1,682 ) | \$(7,147 ) | \$(2,026 ) |

Gains and losses on the sale of securities are recognized using the specific identification method and recorded in noninterest income.

## ZIONS BANCORPORATION AND SUBSIDIARIES

During the three and six months ended June 30, nontaxable interest income on securities was \$3.4 million and \$6.8 million in 2013 and \$4.7 million and \$9.5 million in 2012.

Securities with a carrying value of \$1.5 billion at June 30, 2013 and December 31, 2012 were pledged to secure public and trust deposits, advances, and for other purposes as required by law. Securities are also pledged as collateral for security repurchase agreements.

## 5. LOANS AND ALLOWANCE FOR CREDIT LOSSES

## Loans and Loans Held for Sale

Loans are summarized as follows according to major portfolio segment and specific loan class:

| (In thousands)                              | June 30,<br>2013 | December 31,<br>2012 |
|---------------------------------------------|------------------|----------------------|
| Loans held for sale                         | \$ 164,619       | \$ 251,651           |
| Commercial:                                 |                  |                      |
| Commercial and industrial                   | \$ 11,898,852    | \$ 11,256,945        |
| Leasing                                     | 388,044          | 422,513              |
| Owner occupied                              | 7,394,206        | 7,589,082            |
| Municipal                                   | 453,710          | 494,183              |
| Total commercial                            | 20,134,812       | 19,762,723           |
| Commercial real estate:                     |                  |                      |
| Construction and land development           | 2,191,274        | 1,939,413            |
| Term                                        | 7,970,833        | 8,062,819            |
| Total commercial real estate                | 10,162,107       | 10,002,232           |
| Consumer:                                   |                  |                      |
| Home equity credit line                     | 2,123,913        | 2,177,680            |
| 1-4 family residential                      | 4,485,804        | 4,350,329            |
| Construction and other consumer real estate | 321,839          | 321,235              |
| Bankcard and other revolving plans          | 315,487          | 306,428              |
| Other                                       | 212,048          | 216,379              |
| Total consumer                              | 7,459,091        | 7,372,051            |
| FDIC-supported loans                        | 431,935          | 528,241              |
| Total loans                                 | \$ 38,187,945    | \$ 37,665,247        |

FDIC-supported loans were acquired during 2009 and are indemnified by the Federal Deposit Insurance Corporation ("FDIC") under loss sharing agreements. The FDIC-supported loan balances presented in the accompanying schedules include purchased credit-impaired loans accounted for at their carrying values rather than their outstanding balances. See subsequent discussion under Purchased Loans.

Loan balances are presented net of unearned income and fees, which amounted to \$132.9 million at June 30, 2013 and \$137.5 million at December 31, 2012.

Owner occupied and commercial real estate loans include unamortized premiums of approximately \$53.1 million at June 30, 2013 and \$59.3 million at December 31, 2012.

Municipal loans generally include loans to municipalities with the debt service being repaid from general funds or pledged revenues of the municipal entity, or to private commercial entities or 501(c)(3) not-for-profit entities utilizing a pass-through municipal entity to achieve favorable tax treatment.



## ZIONS BANCORPORATION AND SUBSIDIARIES

Loans with a carrying value of approximately \$22.0 billion at June 30, 2013 and \$21.1 billion at December 31, 2012 have been pledged at the Federal Reserve and various Federal Home Loan Banks as collateral for current and potential borrowings.

We sold loans totaling \$447 million and \$894 million for the three and six months ended June 30, 2013 and \$449 million and \$875 million for the three and six months ended June 30, 2012, respectively, that were previously classified as loans held for sale. At the time of origination, we determine whether loans will be held for investment or held for sale. We may subsequently change our original intent to hold loans for investment and reclassify them as held for sale. Loans classified as loans held for sale primarily consist of conforming residential mortgages. Amounts added to loans held for sale during these periods were \$419 million and \$778 million for the three and six months ended June 30, 2013 and \$401 million and \$808 million for the three and six months ended June 30, 2012, respectively. Income from loans sold, excluding servicing, was \$8 million and \$16 million for the three and six months ended June 30, 2013 and \$8 million and \$14 million for the three and six months ended June 30, 2012, respectively.

### Allowance for Credit Losses

The allowance for credit losses (“ACL”) consists of the allowance for loan and lease losses (“ALLL,” also referred to as the allowance for loan losses) and the reserve for unfunded lending commitments (“RULC”).

### Allowance for Loan and Lease Losses

The ALLL represents our estimate of probable and estimable losses inherent in the loan and lease portfolio as of the balance sheet date. Losses are charged to the ALLL when recognized. Generally, commercial loans are charged off or charged down at the point at which they are determined to be uncollectible in whole or in part, or when 180 days past due unless the loan is well secured and in the process of collection. Consumer loans are either charged off or charged down to net realizable value no later than the month in which they become 180 days past due. Closed-end consumer loans that are not secured by residential real estate are either charged off or charged down to net realizable value no later than the month in which they become 120 days past due. We establish the amount of the ALLL by analyzing the portfolio at least quarterly, and we adjust the provision for loan losses so the ALLL is at an appropriate level at the balance sheet date.

We determine our ALLL as the best estimate within a range of estimated losses. The methodologies we use to estimate the ALLL depend upon the impairment status and portfolio segment of the loan. The methodology for impaired loans is discussed subsequently. For the commercial and commercial real estate (“CRE”) segments, we use a comprehensive loan grading system to assign probability of default (“PD”) and loss given default (“LGD”) grades to each loan. The credit quality indicators discussed subsequently are based on this grading system. PD and LGD grades are based on both financial and statistical models and loan officers’ judgment. We create groupings of these grades for each subsidiary bank and loan class and calculate historic loss rates using a loss migration analysis that attributes historic realized losses to these loan grade groupings over the period of January 2008 through the most recent full quarter.

For the consumer loan segment, we use roll rate models to forecast probable inherent losses. Roll rate models measure the rate at which consumer loans migrate from one delinquency category to the next worse delinquency category, and eventually to loss. We estimate roll rates for consumer loans using recent delinquency and loss experience by segmenting our consumer loan portfolio into separate pools based on common risk characteristics and separately calculating historical delinquency and loss experience for each pool. These roll rates are then applied to current delinquency levels to estimate probable inherent losses. Roll rates incorporate housing market trends inasmuch as these trends manifest themselves in charge-offs and delinquencies. In addition, our qualitative and environmental factors discussed subsequently incorporate the most recent housing market trends.

For FDIC-supported loans purchased with evidence of credit deterioration, we determine the ALLL according to separate accounting guidance. The accounting for these loans, including the allowance calculation, is described in the

Purchased Loans section following.

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## ZIONS BANCORPORATION AND SUBSIDIARIES

The current status and historical changes in qualitative and environmental factors may not be reflected in our quantitative models. Thus, after applying historical loss experience, as described above, we review the quantitatively derived level of ALLL for each segment using qualitative criteria and use those criteria to determine our estimate within the range. We track various risk factors that influence our judgment regarding the level of the ALLL across the portfolio segments. These factors primarily include:

• Asset quality trends

• Risk management and loan administration practices

• Risk identification practices

• Effect of changes in the nature and volume of the portfolio

• Existence and effect of any portfolio concentrations

• National economic and business conditions

• Regional and local economic and business conditions

• Data availability and applicability

The magnitude of the impact of these factors on our qualitative assessment of the ALLL changes from quarter to quarter according to the extent these factors are already reflected in historic loss rates and according to the extent these factors diverge from one to another. We also consider the uncertainty inherent in the estimation process when evaluating the ALLL.

### Reserve for Unfunded Lending Commitments

We also estimate a reserve for potential losses associated with off-balance sheet commitments, including standby letters of credit. We determine the RULC using the same procedures and methodologies that we use for the ALLL. The loss factors used in the RULC are the same as the loss factors used in the ALLL, and the qualitative adjustments used in the RULC are the same as the qualitative adjustments used in the ALLL. We adjust the Company's unfunded lending commitments that are not unconditionally cancelable to an outstanding amount equivalent using credit conversion factors and we apply the loss factors to the outstanding equivalents.

### Changes in ACL Assumptions

We regularly evaluate the appropriateness of our loss estimation methods to reduce differences between estimated incurred losses and actual losses. During the second quarter of 2013, we changed certain assumptions in our ACL estimation process including our loss migration model that we use to quantitatively estimate the ALLL and RULC for the commercial and commercial real estate segments.

Prior to the second quarter of 2013, we used loss migration models based on loss experience over the most recent 60 months. During the second quarter of 2013 and subsequently, the loss migration models are based on loss experience from January 2008 through the most recent full quarter. We extended the period of loss experience to include the beginning of the year 2008 to encompass the last economic downturn period, as the improving charge-off rates experienced during recent periods may not be reflective of current incurred losses, given the environment of continued economic uncertainty. These refinements in the quantitative portion of the ACL did not have a material effect on the overall level of the ACL or the provision for loan losses.



Total allowance for credit losses at end of  
period:

|                                          |           |           |          |         |           |
|------------------------------------------|-----------|-----------|----------|---------|-----------|
| Allowance for loan losses                | \$486,353 | \$251,278 | \$70,366 | \$5,915 | \$813,912 |
| Reserve for unfunded lending commitments | 63,272    | 39,454    | 1,356    | —       | 104,082   |
| Total allowance for credit losses        | \$549,625 | \$290,732 | \$71,722 | \$5,915 | \$917,994 |

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## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                                      | Three Months Ended June 30, 2012 |                        |           |                             |             |
|-----------------------------------------------------|----------------------------------|------------------------|-----------|-----------------------------|-------------|
|                                                     | Commercial                       | Commercial real estate | Consumer  | FDIC-supported <sup>1</sup> | Total       |
| Allowance for loan losses:                          |                                  |                        |           |                             |             |
| Balance at beginning of period                      | \$547,341                        | \$334,299              | \$109,101 | \$21,045                    | \$1,011,786 |
| Additions:                                          |                                  |                        |           |                             |             |
| Provision for loan losses                           | 15,372                           | (10,141)               | 6,686     | (1,064)                     | 10,853      |
| Adjustment for FDIC-supported loans                 | —                                | —                      | —         | (5,856)                     | (5,856)     |
| Deductions:                                         |                                  |                        |           |                             |             |
| Gross loan and lease charge-offs                    | (31,576)                         | (22,823)               | (17,322)  | (1,964)                     | (73,685)    |
| Recoveries                                          | 11,033                           | 6,630                  | 3,926     | 8,756                       | 30,345      |
| Net loan and lease charge-offs                      | (20,543)                         | (16,193)               | (13,396)  | 6,792                       | (43,340)    |
| Balance at end of period                            | \$542,170                        | \$307,965              | \$102,391 | \$20,917                    | \$973,443   |
| Reserve for unfunded lending commitments:           |                                  |                        |           |                             |             |
| Balance at beginning of period                      | \$72,002                         | \$25,799               | \$917     | \$—                         | \$98,718    |
| Provision charged (credited) to earnings            | (1,449)                          | 5,864                  | 453       | —                           | 4,868       |
| Balance at end of period                            | \$70,553                         | \$31,663               | \$1,370   | \$—                         | \$103,586   |
| Total allowance for credit losses at end of period: |                                  |                        |           |                             |             |
| Allowance for loan losses                           | \$542,170                        | \$307,965              | \$102,391 | \$20,917                    | \$973,443   |
| Reserve for unfunded lending commitments            | 70,553                           | 31,663                 | 1,370     | —                           | 103,586     |
| Total allowance for credit losses                   | \$612,723                        | \$339,628              | \$103,761 | \$20,917                    | \$1,077,029 |
| Six Months Ended June 30, 2012                      |                                  |                        |           |                             |             |
| (In thousands)                                      | Commercial                       | Commercial real estate | Consumer  | FDIC-supported <sup>1</sup> | Total       |
| Allowance for loan losses:                          |                                  |                        |           |                             |             |
| Balance at beginning of period                      | \$561,351                        | \$343,747              | \$123,115 | \$23,472                    | \$1,051,685 |
| Additions:                                          |                                  |                        |           |                             |             |
| Provision for loan losses                           | 25,183                           | (4,926)                | 6,638     | (378)                       | 26,517      |
| Adjustment for FDIC-supported loans                 | —                                | —                      | —         | (6,913)                     | (6,913)     |
| Deductions:                                         |                                  |                        |           |                             |             |
| Gross loan and lease charge-offs                    | (65,053)                         | (49,834)               | (34,331)  | (4,481)                     | (153,699)   |
| Recoveries                                          | 20,689                           | 18,978                 | 6,969     | 9,217                       | 55,853      |
| Net loan and lease charge-offs                      | (44,364)                         | (30,856)               | (27,362)  | 4,736                       | (97,846)    |
| Balance at end of period                            | \$542,170                        | \$307,965              | \$102,391 | \$20,917                    | \$973,443   |
| Reserve for unfunded lending commitments:           |                                  |                        |           |                             |             |
| Balance at beginning of period                      | \$77,232                         | \$23,572               | \$1,618   | \$—                         | \$102,422   |
| Provision charged (credited) to earnings            | (6,679)                          | 8,091                  | (248)     | —                           | 1,164       |
| Balance at end of period                            | \$70,553                         | \$31,663               | \$1,370   | \$—                         | \$103,586   |
| Total allowance for credit losses at end of period: |                                  |                        |           |                             |             |
| Allowance for loan losses                           | \$542,170                        | \$307,965              | \$102,391 | \$20,917                    | \$973,443   |
| Reserve for unfunded lending commitments            | 70,553                           | 31,663                 | 1,370     | —                           | 103,586     |

|                                   |           |           |           |          |             |
|-----------------------------------|-----------|-----------|-----------|----------|-------------|
| Total allowance for credit losses | \$612,723 | \$339,628 | \$103,761 | \$20,917 | \$1,077,029 |
|-----------------------------------|-----------|-----------|-----------|----------|-------------|

<sup>1</sup> The Purchased Loans section following contains further discussion related to FDIC-supported loans.

During the first quarter of 2013, we modified the reporting of certain ALLL balances in the previous schedules. This change in reporting resulted in the reclassification of approximately \$83.2 million at December 31, 2012, \$75.9

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## ZIONS BANCORPORATION AND SUBSIDIARIES

million at June 30, 2012, and \$68.2 million at December 31, 2011 of ALLL balances from the commercial to the commercial real estate loan segments. There was no change to the methodology or assumptions used to estimate the ALLL, nor was the change the result of any changes in credit quality.

The ALLL and outstanding loan balances according to the Company's impairment method are summarized as follows:

| June 30, 2013                                         |              |                        |             |                |              |
|-------------------------------------------------------|--------------|------------------------|-------------|----------------|--------------|
| (In thousands)                                        | Commercial   | Commercial real estate | Consumer    | FDIC-supported | Total        |
| Allowance for loan losses:                            |              |                        |             |                |              |
| Individually evaluated for impairment                 | \$36,104     | \$16,186               | \$11,817    | \$—            | \$64,107     |
| Collectively evaluated for impairment                 | 450,249      | 235,092                | 58,549      | 1,008          | 744,898      |
| Purchased loans with evidence of credit deterioration | —            | —                      | —           | 4,907          | 4,907        |
| Total                                                 | \$486,353    | \$251,278              | \$70,366    | \$5,915        | \$813,912    |
| Outstanding loan balances:                            |              |                        |             |                |              |
| Individually evaluated for impairment                 | \$341,652    | \$329,247              | \$109,860   | \$1,056        | \$781,815    |
| Collectively evaluated for impairment                 | 19,793,160   | 9,832,860              | 7,349,231   | 45,373         | 37,020,624   |
| Purchased loans with evidence of credit deterioration | —            | —                      | —           | 385,506        | 385,506      |
| Total                                                 | \$20,134,812 | \$10,162,107           | \$7,459,091 | \$431,935      | \$38,187,945 |
| December 31, 2012                                     |              |                        |             |                |              |
| (In thousands)                                        | Commercial   | Commercial real estate | Consumer    | FDIC-supported | Total        |
| Allowance for loan losses:                            |              |                        |             |                |              |
| Individually evaluated for impairment                 | \$30,587     | \$22,295               | \$13,758    | \$—            | \$66,640     |
| Collectively evaluated for impairment                 | 480,321      | 254,681                | 81,898      | 422            | 817,322      |
| Purchased loans with evidence of credit deterioration | —            | —                      | —           | 12,125         | 12,125       |
| Total                                                 | \$510,908    | \$276,976              | \$95,656    | \$12,547       | \$896,087    |
| Outstanding loan balances:                            |              |                        |             |                |              |
| Individually evaluated for impairment                 | \$353,380    | \$437,647              | \$112,320   | \$1,149        | \$904,496    |
| Collectively evaluated for impairment                 | 19,409,343   | 9,564,585              | 7,259,731   | 57,896         | 36,291,555   |
| Purchased loans with evidence of credit deterioration | —            | —                      | —           | 469,196        | 469,196      |
| Total                                                 | \$19,762,723 | \$10,002,232           | \$7,372,051 | \$528,241      | \$37,665,247 |

## Nonaccrual and Past Due Loans

Loans are generally placed on nonaccrual status when payment in full of principal and interest is not expected, or the loan is 90 days or more past due as to principal or interest, unless the loan is both well secured and in the process of collection. Factors we consider in determining whether a loan is placed on nonaccrual include delinquency status, collateral value, borrower or guarantor financial statement information, bankruptcy status, and other information which would indicate that the full and timely collection of interest and principal is uncertain.

A nonaccrual loan may be returned to accrual status when all delinquent interest and principal become current in accordance with the terms of the loan agreement; the loan, if secured, is well secured; the borrower has paid according to the contractual terms for a minimum of six months; and analysis of the borrower indicates a reasonable assurance of the ability and willingness to maintain payments. Payments received on nonaccrual loans are applied as a reduction to the principal outstanding.

## ZIONS BANCORPORATION AND SUBSIDIARIES

Closed-end loans with payments scheduled monthly are reported as past due when the borrower is in arrears for two or more monthly payments. Similarly, open-end credit such as charge-card plans and other revolving credit plans are reported as past due when the minimum payment has not been made for two or more billing cycles. Other multi-payment obligations (i.e., quarterly, semiannual, etc.), single payment, and demand notes are reported as past due when either principal or interest is due and unpaid for a period of 30 days or more.

Nonaccrual loans are summarized as follows:

| (In thousands)                              | June 30,<br>2013 | December 31,<br>2012 |
|---------------------------------------------|------------------|----------------------|
| Commercial:                                 |                  |                      |
| Commercial and industrial                   | \$94,204         | \$90,859             |
| Leasing                                     | 945              | 838                  |
| Owner occupied                              | 186,090          | 206,031              |
| Municipal                                   | 8,962            | 9,234                |
| Total commercial                            | 290,201          | 306,962              |
| Commercial real estate:                     |                  |                      |
| Construction and land development           | 70,128           | 107,658              |
| Term                                        | 70,575           | 124,615              |
| Total commercial real estate                | 140,703          | 232,273              |
| Consumer:                                   |                  |                      |
| Home equity credit line                     | 11,397           | 14,247               |
| 1-4 family residential                      | 66,174           | 70,180               |
| Construction and other consumer real estate | 4,584            | 4,560                |
| Bankcard and other revolving plans          | 1,537            | 1,190                |
| Other                                       | 1,112            | 1,398                |
| Total consumer loans                        | 84,804           | 91,575               |
| FDIC-supported loans                        | 5,256            | 17,343               |
| Total                                       | \$520,964        | \$648,153            |



## ZIONS BANCORPORATION AND SUBSIDIARIES

Past due loans (accruing and nonaccruing) are summarized as follows:

June 30, 2013

| (In thousands)                                 | Current      | 30-89 days<br>past due | 90+ days<br>past due | Total<br>past due | Total<br>loans | Accruing<br>loans<br>90+ days<br>past due | Nonaccrual<br>loans<br>that are<br>current <sup>1</sup> |
|------------------------------------------------|--------------|------------------------|----------------------|-------------------|----------------|-------------------------------------------|---------------------------------------------------------|
| <b>Commercial:</b>                             |              |                        |                      |                   |                |                                           |                                                         |
| Commercial and industrial                      | \$11,793,816 | \$60,244               | \$44,792             | \$105,036         | \$11,898,852   | \$3,247                                   | \$35,437                                                |
| Leasing                                        | 386,464      | 635                    | 945                  | 1,580             | 388,044        | —                                         | —                                                       |
| Owner occupied                                 | 7,283,000    | 47,716                 | 63,490               | 111,206           | 7,394,206      | 1,734                                     | 100,732                                                 |
| Municipal                                      | 453,710      | —                      | —                    | —                 | 453,710        | —                                         | 8,962                                                   |
| Total commercial                               | 19,916,990   | 108,595                | 109,227              | 217,822           | 20,134,812     | 4,981                                     | 145,131                                                 |
| <b>Commercial real estate:</b>                 |              |                        |                      |                   |                |                                           |                                                         |
| Construction and land<br>development           | 2,164,615    | 5,701                  | 20,958               | 26,659            | 2,191,274      | —                                         | 48,735                                                  |
| Term                                           | 7,919,531    | 18,817                 | 32,485               | 51,302            | 7,970,833      | 2,565                                     | 36,207                                                  |
| Total commercial real estate                   | 10,084,146   | 24,518                 | 53,443               | 77,961            | 10,162,107     | 2,565                                     | 84,942                                                  |
| <b>Consumer:</b>                               |              |                        |                      |                   |                |                                           |                                                         |
| Home equity credit line                        | 2,113,205    | 6,906                  | 3,802                | 10,708            | 2,123,913      | —                                         | 4,446                                                   |
| 1-4 family residential                         | 4,441,875    | 13,548                 | 30,381               | 43,929            | 4,485,804      | 2,065                                     | 32,601                                                  |
| Construction and other<br>consumer real estate | 317,932      | 1,655                  | 2,252                | 3,907             | 321,839        | 275                                       | 1,945                                                   |
| Bankcard and other<br>revolving plans          | 312,160      | 1,637                  | 1,690                | 3,327             | 315,487        | 799                                       | 578                                                     |
| Other                                          | 210,088      | 1,902                  | 58                   | 1,960             | 212,048        | —                                         | 211                                                     |
| Total consumer loans                           | 7,395,260    | 25,648                 | 38,183               | 63,831            | 7,459,091      | 3,139                                     | 39,781                                                  |
| FDIC-supported loans                           | 389,718      | 8,103                  | 34,114               | 42,217            | 431,935        | 33,410                                    | 2,971                                                   |
| Total                                          | \$37,786,114 | \$166,864              | \$234,967            | \$401,831         | \$38,187,945   | \$44,095                                  | \$272,825                                               |

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| (In thousands)                                 | December 31, 2012 |                        |                      |                   | Total<br>loans | Accruing<br>loans<br>90+ days<br>past due | Nonaccrual<br>loans<br>that are<br>current <sup>1</sup> |
|------------------------------------------------|-------------------|------------------------|----------------------|-------------------|----------------|-------------------------------------------|---------------------------------------------------------|
|                                                | Current           | 30-89 days<br>past due | 90+ days<br>past due | Total<br>past due |                |                                           |                                                         |
| <b>Commercial:</b>                             |                   |                        |                      |                   |                |                                           |                                                         |
| Commercial and industrial                      | \$11,124,639      | \$73,555               | \$58,751             | \$132,306         | \$11,256,945   | \$4,013                                   | \$32,389                                                |
| Leasing                                        | 421,590           | 115                    | 808                  | 923               | 422,513        | —                                         | —                                                       |
| Owner occupied                                 | 7,447,083         | 56,504                 | 85,495               | 141,999           | 7,589,082      | 1,822                                     | 100,835                                                 |
| Municipal                                      | 494,183           | —                      | —                    | —                 | 494,183        | —                                         | 9,234                                                   |
| Total commercial                               | 19,487,495        | 130,174                | 145,054              | 275,228           | 19,762,723     | 5,835                                     | 142,458                                                 |
| <b>Commercial real estate:</b>                 |                   |                        |                      |                   |                |                                           |                                                         |
| Construction and land<br>development           | 1,836,284         | 66,139                 | 36,990               | 103,129           | 1,939,413      | 853                                       | 50,044                                                  |
| Term                                           | 7,984,819         | 24,730                 | 53,270               | 78,000            | 8,062,819      | 107                                       | 54,546                                                  |
| Total commercial real estate                   | 9,821,103         | 90,869                 | 90,260               | 181,129           | 10,002,232     | 960                                       | 104,590                                                 |
| <b>Consumer:</b>                               |                   |                        |                      |                   |                |                                           |                                                         |
| Home equity credit line                        | 2,169,722         | 4,036                  | 3,922                | 7,958             | 2,177,680      | —                                         | 8,846                                                   |
| 1-4 family residential                         | 4,282,611         | 24,060                 | 43,658               | 67,718            | 4,350,329      | 1,423                                     | 21,945                                                  |
| Construction and other<br>consumer real estate | 314,931           | 4,344                  | 1,960                | 6,304             | 321,235        | 395                                       | 2,500                                                   |
| Bankcard and other<br>revolving plans          | 302,587           | 2,439                  | 1,402                | 3,841             | 306,428        | 1,010                                     | 721                                                     |
| Other                                          | 213,930           | 1,411                  | 1,038                | 2,449             | 216,379        | 107                                       | 275                                                     |
| Total consumer loans                           | 7,283,781         | 36,290                 | 51,980               | 88,270            | 7,372,051      | 2,935                                     | 34,287                                                  |
| FDIC-supported loans                           | 454,333           | 12,407                 | 61,501               | 73,908            | 528,241        | 52,033                                    | 7,393                                                   |
| Total                                          | \$37,046,712      | \$269,740              | \$348,795            | \$618,535         | \$37,665,247   | \$61,763                                  | \$288,728                                               |

<sup>1</sup> Represents nonaccrual loans that are not past due more than 30 days; however, full payment of principal and interest is still not expected.

## Credit Quality Indicators

In addition to the past due and nonaccrual criteria, we also analyze loans using a loan grading system. We generally assign internal grades to loans with commitments less than \$500,000 based on the performance of those loans.

Performance-based grades follow our definitions of Pass, Special Mention, Substandard, and Doubtful, which are consistent with published definitions of regulatory risk classifications.

Definitions of Pass, Special Mention, Substandard, and Doubtful are summarized as follows:

**Pass:** A Pass asset is higher quality and does not fit any of the other categories described below. The likelihood of loss is considered remote.

**Special Mention:** A Special Mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the bank's credit position at some future date.

**Substandard:** A Substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have well defined weaknesses and are characterized by the distinct possibility that the bank may sustain some loss if deficiencies are not corrected.

Doubtful: A Doubtful asset has all the weaknesses inherent in a Substandard asset with the added characteristics that the weaknesses make collection or liquidation in full highly questionable and improbable.

We generally assign internal grades to commercial and CRE loans with commitments equal to or greater than \$500,000 based on financial and statistical models, individual credit analysis, and loan officer judgment. For these

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## ZIONS BANCORPORATION AND SUBSIDIARIES

larger loans, we assign multiple grades within the Pass classification or one of the following four grades: Special Mention, Substandard, Doubtful, and Loss. Loss indicates that the outstanding balance has been charged off. We evaluate our credit quality information such as risk grades at least quarterly, or as soon as we identify information that might warrant an upgrade or downgrade. Risk grades are then updated as necessary.

For consumer loans, we generally assign internal risk grades similar to those described previously based on payment performance. These are generally assigned either a Pass or Substandard grade and are reviewed as we identify information that might warrant an upgrade or downgrade.

Outstanding loan balances (accruing and nonaccruing) categorized by these credit quality indicators are summarized as follows:

| (In thousands)                              | June 30, 2013 |                 |              |          | Total loans  | Total allowance |
|---------------------------------------------|---------------|-----------------|--------------|----------|--------------|-----------------|
|                                             | Pass          | Special Mention | Sub-standard | Doubtful |              |                 |
| Commercial:                                 |               |                 |              |          |              |                 |
| Commercial and industrial                   | \$11,218,159  | \$295,542       | \$374,377    | \$10,774 | \$11,898,852 |                 |
| Leasing                                     | 383,901       | 1,498           | 2,645        | —        | 388,044      |                 |
| Owner occupied                              | 6,688,110     | 108,812         | 594,271      | 3,013    | 7,394,206    |                 |
| Municipal                                   | 439,344       | 5,404           | 8,962        | —        | 453,710      |                 |
| Total commercial                            | 18,729,514    | 411,256         | 980,255      | 13,787   | 20,134,812   | \$486,353       |
| Commercial real estate:                     |               |                 |              |          |              |                 |
| Construction and land development           | 2,035,512     | 15,805          | 137,469      | 2,488    | 2,191,274    |                 |
| Term                                        | 7,378,519     | 255,789         | 333,978      | 2,547    | 7,970,833    |                 |
| Total commercial real estate                | 9,414,031     | 271,594         | 471,447      | 5,035    | 10,162,107   | 251,278         |
| Consumer:                                   |               |                 |              |          |              |                 |
| Home equity credit line                     | 2,083,154     | 15              | 40,744       | —        | 2,123,913    |                 |
| 1-4 family residential                      | 4,375,794     | 3,456           | 106,554      | —        | 4,485,804    |                 |
| Construction and other consumer real estate | 313,637       | —               | 8,202        | —        | 321,839      |                 |
| Bankcard and other revolving plans          | 308,014       | 17              | 7,456        | —        | 315,487      |                 |
| Other                                       | 205,967       | 2,498           | 3,583        | —        | 212,048      |                 |
| Total consumer loans                        | 7,286,566     | 5,986           | 166,539      | —        | 7,459,091    | 70,366          |
| FDIC-supported loans                        | 274,616       | 25,529          | 131,790      | —        | 431,935      | 5,915           |
| Total                                       | \$35,704,727  | \$714,365       | \$1,750,031  | \$18,822 | \$38,187,945 | \$813,912       |

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| (In thousands)                              | December 31, 2012 |                    |                  |           | Total<br>loans | Total<br>allowance |
|---------------------------------------------|-------------------|--------------------|------------------|-----------|----------------|--------------------|
|                                             | Pass              | Special<br>Mention | Sub-<br>standard | Doubtful  |                |                    |
| <b>Commercial:</b>                          |                   |                    |                  |           |                |                    |
| Commercial and industrial                   | \$ 10,717,594     | \$ 198,645         | \$ 336,230       | \$ 4,476  | \$ 11,256,945  |                    |
| Leasing                                     | 419,482           | 226                | 2,805            | —         | 422,513        |                    |
| Owner occupied                              | 6,833,923         | 138,539            | 612,011          | 4,609     | 7,589,082      |                    |
| Municipal                                   | 453,193           | 31,756             | 9,234            | —         | 494,183        |                    |
| Total commercial                            | 18,424,192        | 369,166            | 960,280          | 9,085     | 19,762,723     | \$ 510,908         |
| <b>Commercial real estate:</b>              |                   |                    |                  |           |                |                    |
| Construction and land development           | 1,648,215         | 57,348             | 233,374          | 476       | 1,939,413      |                    |
| Term                                        | 7,433,789         | 237,201            | 388,914          | 2,915     | 8,062,819      |                    |
| Total commercial real estate                | 9,082,004         | 294,549            | 622,288          | 3,391     | 10,002,232     | 276,976            |
| <b>Consumer:</b>                            |                   |                    |                  |           |                |                    |
| Home equity credit line                     | 2,138,693         | 85                 | 38,897           | 5         | 2,177,680      |                    |
| 1-4 family residential                      | 4,234,426         | 4,316              | 111,063          | 524       | 4,350,329      |                    |
| Construction and other consumer real estate | 313,499           | 218                | 7,518            | —         | 321,235        |                    |
| Bankcard and other revolving plans          | 298,665           | 23                 | 7,740            | —         | 306,428        |                    |
| Other                                       | 209,293           | 3,211              | 3,875            | —         | 216,379        |                    |
| Total consumer loans                        | 7,194,576         | 7,853              | 169,093          | 529       | 7,372,051      | 95,656             |
| FDIC-supported loans                        | 327,609           | 24,980             | 175,652          | —         | 528,241        | 12,547             |
| Total                                       | \$ 35,028,381     | \$ 696,548         | \$ 1,927,313     | \$ 13,005 | \$ 37,665,247  | \$ 896,087         |

**Impaired Loans**

Loans are considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the contractual terms of the loan agreement, including scheduled interest payments. For our non-purchased credit impaired loans, if a nonaccrual loan has a balance greater than \$1 million or if a loan is a troubled debt restructuring (“TDR”), including TDRs that subsequently default, we evaluate the loan for impairment and estimate a specific reserve for the loan for all portfolio segments under applicable accounting guidance. Smaller nonaccrual loans are pooled for ALLL estimation purposes. Purchased credit impaired (“PCI”) loans in our FDIC-supported portfolio segment are included in impaired loans and are accounted for under separate accounting guidance. See subsequent discussion under Purchased Loans.

When a loan is impaired, we estimate a specific reserve for the loan based on the projected present value of the loan’s future cash flows discounted at the loan’s effective interest rate, the observable market price of the loan, or the fair value of the loan’s underlying collateral less the cost to sell. The process of estimating future cash flows also incorporates the same determining factors discussed previously under nonaccrual loans. When we base the impairment amount on the fair value of the loan’s underlying collateral, we generally charge off the portion of the balance that is impaired, such that these loans do not have a specific reserve in the ALLL. Payments received on impaired loans that are accruing are recognized in interest income, according to the contractual loan agreement. Payments received on impaired loans that are on nonaccrual are not recognized in interest income, but are applied as a reduction to the principal outstanding. The amount of interest income recognized on a cash basis during the time the loans were impaired within the three and six months ended June 30, 2013 and 2012 was not significant.

Information on impaired loans individually evaluated is summarized as follows, including the average recorded investment and interest income recognized for the three and six months ended June 30, 2013 and 2012:

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                              | June 30, 2013            |                                       |                                    |                           | Related allowance |
|---------------------------------------------|--------------------------|---------------------------------------|------------------------------------|---------------------------|-------------------|
|                                             | Unpaid principal balance | Recorded investment with no allowance | Recorded investment with allowance | Total recorded investment |                   |
| <b>Commercial:</b>                          |                          |                                       |                                    |                           |                   |
| Commercial and industrial                   | \$ 158,007               | \$ 28,035                             | \$ 102,604                         | \$ 130,639                | \$ 15,463         |
| Owner occupied                              | 205,569                  | 56,636                                | 132,111                            | 188,747                   | 19,697            |
| Total commercial                            | 363,576                  | 84,671                                | 234,715                            | 319,386                   | 35,160            |
| <b>Commercial real estate:</b>              |                          |                                       |                                    |                           |                   |
| Construction and land development           | 139,255                  | 52,209                                | 66,717                             | 118,926                   | 4,277             |
| Term                                        | 208,326                  | 42,183                                | 142,290                            | 184,473                   | 11,651            |
| Total commercial real estate                | 347,581                  | 94,392                                | 209,007                            | 303,399                   | 15,928            |
| <b>Consumer:</b>                            |                          |                                       |                                    |                           |                   |
| Home equity credit line                     | 16,308                   | 10,981                                | 2,538                              | 13,519                    | 206               |
| 1-4 family residential                      | 106,014                  | 44,228                                | 45,926                             | 90,154                    | 11,358            |
| Construction and other consumer real estate | 6,865                    | 3,405                                 | 1,599                              | 5,004                     | 252               |
| Other                                       | 938                      | 936                                   | 2                                  | 938                       | —                 |
| Total consumer loans                        | 130,125                  | 59,550                                | 50,065                             | 109,615                   | 11,816            |
| FDIC-supported loans                        | 537,324                  | 192,344                               | 194,219                            | 386,563                   | 4,907             |
| Total                                       | \$ 1,378,606             | \$ 430,957                            | \$ 688,006                         | \$ 1,118,963              | \$ 67,811         |
| <b>December 31, 2012</b>                    |                          |                                       |                                    |                           |                   |
| (In thousands)                              | December 31, 2012        |                                       |                                    |                           | Related allowance |
|                                             | Unpaid principal balance | Recorded investment with no allowance | Recorded investment with allowance | Total recorded investment |                   |
| <b>Commercial:</b>                          |                          |                                       |                                    |                           |                   |
| Commercial and industrial                   | \$ 176,521               | \$ 27,035                             | \$ 119,780                         | \$ 146,815                | \$ 12,198         |
| Owner occupied                              | 210,319                  | 79,413                                | 106,282                            | 185,695                   | 17,105            |
| Total commercial                            | 386,840                  | 106,448                               | 226,062                            | 332,510                   | 29,303            |
| <b>Commercial real estate:</b>              |                          |                                       |                                    |                           |                   |
| Construction and land development           | 182,385                  | 67,241                                | 85,855                             | 153,096                   | 5,178             |
| Term                                        | 310,242                  | 70,718                                | 187,112                            | 257,830                   | 16,725            |
| Total commercial real estate                | 492,627                  | 137,959                               | 272,967                            | 410,926                   | 21,903            |
| <b>Consumer:</b>                            |                          |                                       |                                    |                           |                   |
| Home equity credit line                     | 14,339                   | 8,055                                 | 3,444                              | 11,499                    | 297               |
| 1-4 family residential                      | 108,934                  | 42,602                                | 49,867                             | 92,469                    | 12,921            |
| Construction and other consumer real estate | 7,054                    | 2,710                                 | 3,085                              | 5,795                     | 517               |
| Bankcard and other revolving plans          | 287                      | —                                     | 287                                | 287                       | 1                 |
| Other                                       | 2,454                    | 1,832                                 | 175                                | 2,007                     | 22                |
| Total consumer loans                        | 133,068                  | 55,199                                | 56,858                             | 112,057                   | 13,758            |
| FDIC-supported loans                        | 895,804                  | 275,187                               | 195,158                            | 470,345                   | 12,125            |
| Total                                       | \$ 1,908,339             | \$ 574,793                            | \$ 751,045                         | \$ 1,325,838              | \$ 77,089         |







## ZIONS BANCORPORATION AND SUBSIDIARIES

### Modified and Restructured Loans

Loans may be modified in the normal course of business for competitive reasons or to strengthen the Company's position. Loan modifications and restructurings may also occur when the borrower experiences financial difficulty and needs temporary or permanent relief from the original contractual terms of the loan. These modifications are structured on a loan-by-loan basis and, depending on the circumstances, may include extended payment terms, a modified interest rate, forgiveness of principal, or other concessions. Loans that have been modified to accommodate a borrower who is experiencing financial difficulties, and for which the Company has granted a concession that it would not otherwise consider, are considered TDRs.

We consider many factors in determining whether to agree to a loan modification involving concessions, and seek a solution that will both minimize potential loss to the Company and attempt to help the borrower. We evaluate borrowers' current and forecasted future cash flows, their ability and willingness to make current contractual or proposed modified payments, the value of the underlying collateral (if applicable), the possibility of obtaining additional security or guarantees, and the potential costs related to a repossession or foreclosure and the subsequent sale of the collateral.

TDRs are classified as either accrual or nonaccrual loans. A loan on nonaccrual and restructured as a TDR will remain on nonaccrual status until the borrower has proven the ability to perform under the modified structure for a minimum of six months, and there is evidence that such payments can and are likely to continue as agreed. Performance prior to the restructuring, or significant events that coincide with the restructuring, are included in assessing whether the borrower can meet the new terms and may result in the loan being returned to accrual at the time of restructuring or after a shorter performance period. If the borrower's ability to meet the revised payment schedule is uncertain, the loan remains classified as a nonaccrual loan. A TDR loan that specifies an interest rate that at the time of the restructuring is greater than or equal to the rate the bank is willing to accept for a new loan with comparable risk may not be reported as a TDR or an impaired loan in the calendar years subsequent to the restructuring if it is in compliance with its modified terms.

Selected information on TDRs that includes the recorded investment on an accruing and nonaccruing basis by loan class and modification type is summarized in the following schedules:

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                              | June 30, 2013                                                        |                            |                       |                  |                    |                                          |           |
|---------------------------------------------|----------------------------------------------------------------------|----------------------------|-----------------------|------------------|--------------------|------------------------------------------|-----------|
|                                             | Recorded investment resulting from the following modification types: |                            |                       |                  |                    |                                          |           |
|                                             | Interest rate below market                                           | Maturity or term extension | Principal forgiveness | Payment deferral | Other <sup>1</sup> | Multiple modification types <sup>2</sup> | Total     |
| Accruing                                    |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial:                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial and industrial                   | \$1,532                                                              | \$9,133                    | \$—                   | \$8,349          | \$15,625           | \$22,890                                 | \$57,529  |
| Owner occupied                              | 24,476                                                               | 3,536                      | 999                   | 2,981            | 9,901              | 34,930                                   | 76,823    |
| Total commercial                            | 26,008                                                               | 12,669                     | 999                   | 11,330           | 25,526             | 57,820                                   | 134,352   |
| Commercial real estate:                     |                                                                      |                            |                       |                  |                    |                                          |           |
| Construction and land development           | 2,083                                                                | 13,296                     | —                     | 59               | 8,203              | 31,231                                   | 54,872    |
| Term                                        | 31,230                                                               | 9,686                      | 8,361                 | 4,892            | 24,720             | 54,028                                   | 132,917   |
| Total commercial real estate                | 33,313                                                               | 22,982                     | 8,361                 | 4,951            | 32,923             | 85,259                                   | 187,789   |
| Consumer:                                   |                                                                      |                            |                       |                  |                    |                                          |           |
| Home equity credit line                     | 743                                                                  | —                          | 8,415                 | —                | 324                | 191                                      | 9,673     |
| 1-4 family residential                      | 3,021                                                                | 1,304                      | 8,135                 | 651              | 3,964              | 33,751                                   | 50,826    |
| Construction and other consumer real estate | 137                                                                  | 970                        | —                     | —                | 146                | 1,533                                    | 2,786     |
| Other                                       | —                                                                    | 2                          | —                     | —                | —                  | —                                        | 2         |
| Total consumer loans                        | 3,901                                                                | 2,276                      | 16,550                | 651              | 4,434              | 35,475                                   | 63,287    |
| Total accruing                              | 63,222                                                               | 37,927                     | 25,910                | 16,932           | 62,883             | 178,554                                  | 385,428   |
| Nonaccruing                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial:                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial and industrial                   | 108                                                                  | 7,947                      | —                     | 217              | 1,477              | 13,684                                   | 23,433    |
| Owner occupied                              | 1,321                                                                | 2,685                      | 1,132                 | 3,492            | 14,234             | 10,229                                   | 33,093    |
| Total commercial                            | 1,429                                                                | 10,632                     | 1,132                 | 3,709            | 15,711             | 23,913                                   | 56,526    |
| Commercial real estate:                     |                                                                      |                            |                       |                  |                    |                                          |           |
| Construction and land development           | 12,213                                                               | 2,790                      | —                     | —                | 5,620              | 39,631                                   | 60,254    |
| Term                                        | 312                                                                  | 460                        | —                     | 3,057            | 1,525              | 6,825                                    | 12,179    |
| Total commercial real estate                | 12,525                                                               | 3,250                      | —                     | 3,057            | 7,145              | 46,456                                   | 72,433    |
| Consumer:                                   |                                                                      |                            |                       |                  |                    |                                          |           |
| Home equity credit line                     | —                                                                    | —                          | 1,633                 | —                | 221                | 131                                      | 1,985     |
| 1-4 family residential                      | 4,617                                                                | 1,942                      | 2,191                 | —                | 4,589              | 15,849                                   | 29,188    |
| Construction and other consumer real estate | 5                                                                    | 943                        | —                     | —                | 155                | 992                                      | 2,095     |
| Bankcard and other revolving plans          | —                                                                    | 269                        | —                     | —                | —                  | —                                        | 269       |
| Total consumer loans                        | 4,622                                                                | 3,154                      | 3,824                 | —                | 4,965              | 16,972                                   | 33,537    |
| Total nonaccruing                           | 18,576                                                               | 17,036                     | 4,956                 | 6,766            | 27,821             | 87,341                                   | 162,496   |
| Total                                       | \$81,798                                                             | \$54,963                   | \$30,866              | \$23,698         | \$90,704           | \$265,895                                | \$547,924 |



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| (In thousands)                              | December 31, 2012                                                    |                            |                       |                  |                    |                                          |           |
|---------------------------------------------|----------------------------------------------------------------------|----------------------------|-----------------------|------------------|--------------------|------------------------------------------|-----------|
|                                             | Recorded investment resulting from the following modification types: |                            |                       |                  |                    |                                          |           |
|                                             | Interest rate below market                                           | Maturity or term extension | Principal forgiveness | Payment deferral | Other <sup>1</sup> | Multiple modification types <sup>2</sup> | Total     |
| Accruing                                    |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial:                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial and industrial                   | \$5,388                                                              | \$6,139                    | \$—                   | \$3,585          | \$17,647           | \$44,684                                 | \$77,443  |
| Owner occupied                              | 20,963                                                               | 12,104                     | —                     | 4,013            | 9,305              | 13,598                                   | 59,983    |
| Total commercial                            | 26,351                                                               | 18,243                     | —                     | 7,598            | 26,952             | 58,282                                   | 137,426   |
| Commercial real estate:                     |                                                                      |                            |                       |                  |                    |                                          |           |
| Construction and land development           | 1,718                                                                | 9,868                      | 2                     | 59               | 8,432              | 30,248                                   | 50,327    |
| Term                                        | 30,118                                                               | 1,854                      | 8,433                 | 3,807            | 32,302             | 82,809                                   | 159,323   |
| Total commercial real estate                | 31,836                                                               | 11,722                     | 8,435                 | 3,866            | 40,734             | 113,057                                  | 209,650   |
| Consumer:                                   |                                                                      |                            |                       |                  |                    |                                          |           |
| Home equity credit line                     | 744                                                                  | —                          | 5,965                 | —                | 300                | 218                                      | 7,227     |
| 1-4 family residential                      | 2,665                                                                | 1,324                      | 5,923                 | 147              | 3,319              | 36,199                                   | 49,577    |
| Construction and other consumer real estate | 147                                                                  | —                          | —                     | —                | 641                | 2,354                                    | 3,142     |
| Other                                       | —                                                                    | 3                          | —                     | —                | 1                  | —                                        | 4         |
| Total consumer loans                        | 3,556                                                                | 1,327                      | 11,888                | 147              | 4,261              | 38,771                                   | 59,950    |
| Total accruing                              | 61,743                                                               | 31,292                     | 20,323                | 11,611           | 71,947             | 210,110                                  | 407,026   |
| Nonaccruing                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial:                                 |                                                                      |                            |                       |                  |                    |                                          |           |
| Commercial and industrial                   | 318                                                                  | 5,667                      | —                     | 480              | 2,035              | 17,379                                   | 25,879    |
| Owner occupied                              | 3,822                                                                | 4,816                      | 654                   | 4,701            | 7,643              | 7,803                                    | 29,439    |
| Total commercial                            | 4,140                                                                | 10,483                     | 654                   | 5,181            | 9,678              | 25,182                                   | 55,318    |
| Commercial real estate:                     |                                                                      |                            |                       |                  |                    |                                          |           |
| Construction and land development           | 18,255                                                               | 1,308                      | —                     | —                | 1,807              | 68,481                                   | 89,851    |
| Term                                        | 3,042                                                                | 536                        | —                     | 2,645            | 9,389              | 17,718                                   | 33,330    |
| Total commercial real estate                | 21,297                                                               | 1,844                      | —                     | 2,645            | 11,196             | 86,199                                   | 123,181   |
| Consumer:                                   |                                                                      |                            |                       |                  |                    |                                          |           |
| Home equity credit line                     | —                                                                    | —                          | 4,008                 | —                | 131                | 143                                      | 4,282     |
| 1-4 family residential                      | 4,697                                                                | 5,637                      | 4,048                 | —                | 1,693              | 14,240                                   | 30,315    |
| Construction and other consumer real estate | 7                                                                    | 1,671                      | —                     | —                | —                  | 243                                      | 1,921     |
| Bankcard and other revolving plans          | —                                                                    | 287                        | —                     | —                | —                  | —                                        | 287       |
| Other                                       | —                                                                    | —                          | —                     | 172              | —                  | —                                        | 172       |
| Total consumer loans                        | 4,704                                                                | 7,595                      | 8,056                 | 172              | 1,824              | 14,626                                   | 36,977    |
| Total nonaccruing                           | 30,141                                                               | 19,922                     | 8,710                 | 7,998            | 22,698             | 126,007                                  | 215,476   |
| Total                                       | \$91,884                                                             | \$51,214                   | \$29,033              | \$19,609         | \$94,645           | \$336,117                                | \$622,502 |

<sup>1</sup> Includes TDRs that resulted from other modification types including, but not limited to, a legal judgment awarded on different terms, a bankruptcy plan confirmed on different terms, a settlement that includes the delivery of collateral in exchange for debt reduction, etc.

<sup>2</sup> Includes TDRs that resulted from a combination of any of the previous modification types.

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Unused commitments to extend credit on TDRs amounted to approximately \$8 million at June 30, 2013 and \$13 million at December 31, 2012.

The total recorded investment of all TDRs in which interest rates were modified below market was \$208.0 million at June 30, 2013 and \$225.6 million at December 31, 2012. These loans are included in the previous table in the columns for interest rate below market and multiple modification types.

The net financial impact on interest income due to interest rate modifications below market for accruing TDRs is summarized in the following schedule:

| (In thousands)                                 | Three Months Ended |            | Six Months Ended |             |
|------------------------------------------------|--------------------|------------|------------------|-------------|
|                                                | June 30,<br>2013   | 2012       | June 30,<br>2013 | 2012        |
| Commercial:                                    |                    |            |                  |             |
| Commercial and industrial                      | \$(17              | ) \$(8     | ) \$(201         | ) \$(23     |
| Owner occupied                                 | (1,046             | ) (329     | ) (2,097         | ) (705      |
| Total commercial                               | (1,063             | ) (337     | ) (2,298         | ) (728      |
| Commercial real estate:                        |                    |            |                  |             |
| Construction and land development              | (111               | ) (236     | ) (519           | ) (469      |
| Term                                           | (2,585             | ) (1,473   | ) (5,150         | ) (3,026    |
| Total commercial real estate                   | (2,696             | ) (1,709   | ) (5,669         | ) (3,495    |
| Consumer:                                      |                    |            |                  |             |
| Home equity credit line                        | (34                | ) (19      | ) (73            | ) (34       |
| 1-4 family residential                         | (3,758             | ) (3,992   | ) (7,613         | ) (7,841    |
| Construction and other consumer real estate    | (108               | ) (107     | ) (217           | ) (215      |
| Total consumer loans                           | (3,900             | ) (4,118   | ) (7,903         | ) (8,090    |
| Total decrease to interest income <sup>1</sup> | \$(7,659           | ) \$(6,164 | ) \$(15,870      | ) \$(12,313 |

<sup>1</sup>Calculated based on the difference between the modified rate and the premodified rate applied to the recorded investment.

On an ongoing basis, we monitor the performance of all TDRs according to their restructured terms. Subsequent payment default is defined in terms of delinquency, when principal or interest payments are past due 90 days or more for commercial loans, or 60 days or more for consumer loans.

The recorded investment of accruing and nonaccruing TDRs that had a payment default during the period listed below (and are still in default at period-end) and are within 12 months or less of being modified as TDRs is as follows:

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| (In thousands)                    | Three Months Ended<br>June 30, 2013 |             |         | Six Months Ended<br>June 30, 2013 |             |         |
|-----------------------------------|-------------------------------------|-------------|---------|-----------------------------------|-------------|---------|
|                                   | Accruing                            | Nonaccruing | Total   | Accruing                          | Nonaccruing | Total   |
| <b>Commercial:</b>                |                                     |             |         |                                   |             |         |
| Commercial and industrial         | \$—                                 | \$—         | \$—     | \$—                               | \$3         | \$3     |
| Owner occupied                    | —                                   | 3,153       | 3,153   | —                                 | 3,153       | 3,153   |
| Total commercial                  | —                                   | 3,153       | 3,153   | —                                 | 3,156       | 3,156   |
| <b>Commercial real estate:</b>    |                                     |             |         |                                   |             |         |
| Construction and land development | —                                   | —           | —       | —                                 | —           | —       |
| Term                              | —                                   | —           | —       | —                                 | 1,019       | 1,019   |
| Total commercial real estate      | —                                   | —           | —       | —                                 | 1,019       | 1,019   |
| <b>Consumer:</b>                  |                                     |             |         |                                   |             |         |
| Home equity credit line           | —                                   | —           | —       | —                                 | 85          | 85      |
| 1-4 family residential            | —                                   | 2,399       | 2,399   | —                                 | 2,399       | 2,399   |
| Total consumer loans              | —                                   | 2,399       | 2,399   | —                                 | 2,484       | 2,484   |
| Total                             | \$—                                 | \$5,552     | \$5,552 | \$—                               | \$6,659     | \$6,659 |

| (In thousands)                    | Three Months Ended<br>June 30, 2012 |             |         | Six Months Ended<br>June 30, 2012 |             |          |
|-----------------------------------|-------------------------------------|-------------|---------|-----------------------------------|-------------|----------|
|                                   | Accruing                            | Nonaccruing | Total   | Accruing                          | Nonaccruing | Total    |
| <b>Commercial:</b>                |                                     |             |         |                                   |             |          |
| Commercial and industrial         | \$—                                 | \$114       | \$114   | \$—                               | \$1,291     | \$1,291  |
| Owner occupied                    | —                                   | 5,405       | 5,405   | —                                 | 5,405       | 5,405    |
| Total commercial                  | —                                   | 5,519       | 5,519   | —                                 | 6,696       | 6,696    |
| <b>Commercial real estate:</b>    |                                     |             |         |                                   |             |          |
| Construction and land development | —                                   | 2,765       | 2,765   | —                                 | 2,765       | 2,765    |
| Term                              | —                                   | —           | —       | —                                 | 1,466       | 1,466    |
| Total commercial real estate      | —                                   | 2,765       | 2,765   | —                                 | 4,231       | 4,231    |
| <b>Consumer:</b>                  |                                     |             |         |                                   |             |          |
| Home equity credit line           | —                                   | —           | —       | —                                 | —           | —        |
| 1-4 family residential            | —                                   | —           | —       | —                                 | 526         | 526      |
| Total consumer loans              | —                                   | —           | —       | —                                 | 526         | 526      |
| Total                             | \$—                                 | \$8,284     | \$8,284 | \$—                               | \$11,453    | \$11,453 |

Note: Total loans modified as TDRs during the 12 months previous to June 30, 2013 and 2012 were \$183.8 million and \$219.5 million, respectively.

## Concentrations of Credit Risk

We perform an ongoing analysis of our loan portfolio to evaluate whether there is any significant exposure to any concentrations of credit risk. These potential concentrations include, but are not limited to, individual borrowers, groups of borrowers, industries, geographies, collateral types, sponsors, etc. Such credit risks (whether on- or off-balance sheet) may occur when groups of borrowers or counterparties have similar economic characteristics and are similarly affected by changes in economic or other conditions. Credit risk also includes the loss that would be recognized subsequent to the reporting date if counterparties failed to perform as contracted. Our analysis as of June 30, 2013 concluded that no significant exposure exists from such credit risk concentrations. See Note 6 for a discussion of counterparty risk associated with the Company's derivative transactions.

## Purchased Loans

## Background and Accounting



We purchase loans in the ordinary course of business and account for them and the related interest income based on their performing status at the time of acquisition. PCI loans have evidence of credit deterioration at the time of

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acquisition and it is probable that not all contractual payments will be collected. Interest income for PCI loans is accounted for on an expected cash flow basis. Certain other loans acquired by the Company that are not credit-impaired include loans with revolving privileges and are excluded from the PCI tabular disclosures following. Interest income for these loans is accounted for on a contractual cash flow basis. Certain acquired loans with similar characteristics such as risk exposure, type, size, etc., are grouped and accounted for in loan pools.

During 2009, CB&T and NSB acquired failed banks from the FDIC as receiver and entered into loss sharing agreements with the FDIC for the acquired loans and foreclosed assets. According to the agreements, the FDIC assumes 80% of credit losses up to a threshold specified for each acquisition and 95% above that threshold for a period of five years, or in 2014. The covered portfolio primarily consists of commercial loans. The agreements expire after ten years, or in 2019, for single family residential loans. The loans acquired from the FDIC are presented separately in the Company's balance sheet as "FDIC-supported loans" and include both PCI and certain other acquired loans. Upon acquisition, in accordance with applicable accounting guidance, the acquired loans were recorded at their fair value without a corresponding ALLL.

## Outstanding Balances and Accretable Yield

The outstanding balances of all required payments and the related carrying amounts for PCI loans are as follows:

| (In thousands)         | June 30,<br>2013 | December 31,<br>2012 |
|------------------------|------------------|----------------------|
| Commercial             | \$ 190,576       | \$ 227,414           |
| Commercial real estate | 322,361          | 382,068              |
| Consumer               | 35,295           | 41,398               |
| Outstanding balance    | \$ 548,232       | \$ 650,880           |
| Carrying amount        | \$ 386,918       | \$ 472,040           |
| ALLL                   | 4,859            | 12,077               |
| Carrying amount, net   | \$ 382,059       | \$ 459,963           |

At the time of acquisition of PCI loans, we determine the loan's contractually required payments in excess of all cash flows expected to be collected as an amount that should not be accreted (nonaccretable difference). With respect to the cash flows expected to be collected, the portion representing the excess of the loan's expected cash flows over our initial investment (accretable yield) is accreted into interest income on a level yield basis over the remaining expected life of the loan or pool of loans. The effects of estimated prepayments are considered in estimating the expected cash flows.

Certain PCI loans are not accounted for as previously described because the estimation of cash flows to be collected involves a high degree of uncertainty. Under these circumstances, the accounting guidance provides that interest income is recognized on a cash basis similar to the cost recovery methodology for nonaccrual loans. The net carrying amounts in the preceding schedule also include the amounts for these loans, which were approximately \$0.1 million at June 30, 2013 and \$12.2 million at December 31, 2012.

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Changes in the accretable yield for PCI loans were as follows:

| (In thousands)                                 | Three Months Ended |            | Six Months Ended |            |
|------------------------------------------------|--------------------|------------|------------------|------------|
|                                                | June 30,<br>2013   | 2012       | June 30,<br>2013 | 2012       |
| Balance at beginning of period                 | \$ 126,359         | \$ 174,004 | \$ 134,461       | \$ 184,679 |
| Accretion                                      | (33,787 )          | (22,882 )  | (59,053 )        | (44,415 )  |
| Reclassification from nonaccretable difference | 8,312              | 1,678      | 23,184           | 15,547     |
| Disposals and other                            | 3,599              | 4,240      | 5,891            | 1,229      |
| Balance at end of period                       | \$ 104,483         | \$ 157,040 | \$ 104,483       | \$ 157,040 |

Note: Amounts have been adjusted based on refinements to the original estimates of the accretable yield. Because of the estimation process required, we expect that additional adjustments to these amounts may be necessary in future periods.

The primary drivers of reclassification to accretable yield from nonaccretable difference and increases in disposals and other resulted primarily from (1) changes in estimated cash flows, (2) unexpected payments on nonaccrual loans, and (3) recoveries on zero balance loans pools. See subsequent discussion under changes in cash flow estimates.

#### ALLL Determination

For all acquired loans, the ALLL is only established for credit deterioration subsequent to the date of acquisition and represents our estimate of the inherent losses in excess of the book value of acquired loans. The ALLL for acquired loans is determined without giving consideration to the amounts recoverable from the FDIC through loss sharing agreements. These amounts recoverable are separately accounted for in the FDIC indemnification asset ("IA") and are thus presented "gross" in the balance sheet. The FDIC IA is included in other assets in the balance sheet and is discussed subsequently. The ALLL for acquired loans is included in the overall ALLL in the balance sheet. The provision for loan losses is reported net of changes in the amounts recoverable under the loss sharing agreements.

During the three and six months ended June 30, we adjusted the ALLL for acquired loans by recording a provision for loan losses of \$2.5 million and \$(7.1) million in 2013 and \$(6.9) million and \$(7.3) million in 2012, respectively. The provision is net of the ALLL reversals discussed subsequently. As separately discussed and in accordance with the loss sharing agreements, portions of the increases to the provision are recoverable from the FDIC and comprise part of the FDIC IA. For the three and six months ended June 30, these adjustments, before FDIC indemnification, resulted in net charge-offs of \$0.3 million and net recoveries of \$0.6 million in 2013, and net recoveries of \$7.8 million and \$6.7 million in 2012, respectively.

Changes in the provision for loan losses and related ALLL are driven in large part by the same factors that affect the changes in reclassification from nonaccretable difference to accretable yield, as discussed under changes in cash flow estimates.

#### Changes in Cash Flow Estimates

Over the life of the loan or loan pool, we continue to estimate cash flows expected to be collected. We evaluate quarterly at the balance sheet date whether the estimated present values of these loans using the effective interest rates have decreased below their carrying values. If so, we record a provision for loan losses.

For increases in carrying values that resulted from better-than-expected cash flows, we use such increases first to reverse any existing ALLL. During the three and six months ended June 30, total reversals to the ALLL were \$1.1 million and \$10.9 million in 2013 and \$7.9 million and \$10.6 million in 2012, respectively. When there is no current ALLL, we increase the amount of accretable yield on a prospective basis over the remaining life of the loan and

recognize this increase in interest income. Any related decrease to the FDIC IA is recorded through a charge to other noninterest expense. Changes that increase cash flows have been due primarily to (1) the enhanced economic status of borrowers compared to original evaluations, (2) improvements in the Southern California market where the

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majority of these loans were originated, and (3) efforts by our credit officers and loan workout professionals to resolve problem loans.

For the three and six months ended June 30, the impact of increased cash flow estimates recognized in the statement of income for acquired loans with no ALLL was approximately \$28.4 million and \$47.4 million in 2013 and \$14.8 million and \$27.9 million in 2012, respectively, of additional interest income; and \$21.8 million and \$42.1 million in 2013 and \$11.2 million and \$21.2 million in 2012, respectively, of additional other noninterest expense due to the reduction of the FDIC IA.

## FDIC Indemnification Asset

In October 2012, the FASB issued ASU 2012-06, Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution, a consensus of the FASB Emerging Issues Task Force. This new guidance under ASC 805, Business Combinations, provides that a change in measurement of the IA due to a change in expected cash flows would be accounted for on the same basis as the change in the indemnified loans. Any amortization period for the changes in value would be limited to the lesser of the term of the indemnification agreement or the remaining life of the indemnified loans. Our existing accounting was substantially similar to this new guidance, and our adoption effective January 1, 2013 did not have a significant impact on our financial position or results of operations.

The amount of the FDIC IA was initially recorded at fair value using estimated cash flows based on credit adjustments for each loan or loan pool and the loss sharing reimbursement of 80% or 95%, as appropriate. The timing of the cash flows was adjusted to reflect our expectations to receive the FDIC reimbursements within the estimated loss period. Discount rates were based on U.S. Treasury rates or the AAA composite yield on investment grade bonds of similar maturity. As previously discussed, the amount is adjusted as actual loss experience is developed and estimated losses covered under the loss sharing agreements are updated. Estimated loan losses, if any, in excess of the amounts recoverable are reflected as period expenses through the provision for loan losses.

Changes in the FDIC IA were as follows:

| (In thousands)                                                                       | Three Months Ended |           | Six Months Ended |           |
|--------------------------------------------------------------------------------------|--------------------|-----------|------------------|-----------|
|                                                                                      | June 30,<br>2013   | 2012      | June 30,<br>2013 | 2012      |
| Balance at beginning of period                                                       | \$71,100           | \$121,332 | \$90,929         | \$133,810 |
| Amounts filed with the FDIC and collected or in process <sup>1</sup>                 | 2,089              | 12,495    | 9,760            | 11,202    |
| Net change in asset balance due to reestimation of projected cash flows <sup>2</sup> | (21,892 )          | (16,660 ) | (49,392 )        | (27,845 ) |
| Balance at end of period                                                             | \$51,297           | \$117,167 | \$51,297         | \$117,167 |

<sup>1</sup> The FDIC's reimbursement process requires that submitted expenses be paid, not just incurred, to qualify for reimbursement.

<sup>2</sup> Negative amounts result from the accretion of loan balances based on increases in cash flow estimates and on prepayments.

Any changes to the FDIC IA are recognized immediately in the quarterly period the change in estimated cash flows is determined. All claims submitted to the FDIC have been reimbursed in a timely manner.

## 6. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

We record all derivatives on the balance sheet at fair value. Note 9 discusses the process to estimate fair value for derivatives. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives used to manage the exposure to credit risk, which can include total return swaps, are considered credit derivatives. When put in place after purchase of the

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assets to be protected, these derivatives generally may not be designated as accounting hedges. See discussion following regarding the total return swap and estimation of its fair value.

For derivatives designated as fair value hedges, the effective portion of changes in the fair value of the derivative are recognized in earnings together with changes in the fair value of the related hedged item. The net amount, if any, representing hedge ineffectiveness, is reflected in earnings. In previous periods, we used fair value hedges to manage interest rate exposure to certain long-term debt. These hedges have been terminated and their remaining balances are being amortized to earnings, as discussed subsequently.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is recorded in OCI and recognized in earnings when the hedged transaction affects earnings. The ineffective portion of changes in the fair value of cash flow hedges is recognized directly in earnings.

No derivatives have been designated for hedges of investments in foreign operations.

We assess the effectiveness of each hedging relationship by comparing the changes in fair value or cash flows on the derivative hedging instrument with the changes in fair value or cash flows on the designated hedged item or transaction. For derivatives not designated as accounting hedges, changes in fair value are recognized in earnings.

Our objectives in using derivatives are to add stability to interest income or expense, to modify the duration of specific assets or liabilities as we consider advisable, to manage exposure to interest rate movements or other identified risks, and/or to directly offset derivatives sold to our customers. To accomplish these objectives, we use interest rate swaps as part of our cash flow hedging strategy. These derivatives are used to hedge the variable cash flows associated with designated loans.

Exposure to credit risk arises from the possibility of nonperformance by counterparties. These counterparties primarily consist of financial institutions that are well established and well capitalized. We control this credit risk through credit approvals, limits, pledges of collateral, and monitoring procedures. No losses on derivative instruments have occurred as a result of counterparty nonperformance. Nevertheless, the related credit risk is considered and measured when and where appropriate.

Our derivative contracts require us to pledge collateral for derivatives that are in a net liability position at a given balance sheet date. Certain of these derivative contracts contain credit-risk-related contingent features that include the requirement to maintain a minimum debt credit rating. We may be required to pledge additional collateral if a credit-risk-related feature were triggered, such as a downgrade of our credit rating. However, in past situations, not all counterparties have demanded that additional collateral be pledged when provided for under their contracts. At June 30, 2013, the fair value of our derivative liabilities was \$64.9 million, for which we have pledged cash collateral of approximately \$53.6 million in the normal course of business. If our credit rating were downgraded by one notch at June 30, 2013, the additional amount of collateral we could be required to pledge is approximately \$2 million.

Interest rate swap agreements designated as cash flow hedges involve the receipt of fixed-rate amounts in exchange for variable-rate payments over the life of the agreements without exchange of the underlying principal amount. Derivatives not designated as accounting hedges, including basis swap agreements, are not speculative and are used to economically manage our exposure to interest rate movements and other identified risks, but do not meet the strict hedge accounting requirements.

Selected information with respect to notional amounts and recorded gross fair values at June 30, 2013 and December 31, 2012, and the related gain (loss) of derivative instruments for the three and six months ended June 30, 2013 and 2012 is summarized as follows:

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| (In thousands)                                          | June 30, 2013   |                         |                   | December 31, 2012 |                         |                   |
|---------------------------------------------------------|-----------------|-------------------------|-------------------|-------------------|-------------------------|-------------------|
|                                                         | Notional amount | Fair value Other assets | Other liabilities | Notional amount   | Fair value Other assets | Other liabilities |
| Derivatives designated as hedging instruments           |                 |                         |                   |                   |                         |                   |
| Asset derivatives                                       |                 |                         |                   |                   |                         |                   |
| Cash flow hedges:                                       |                 |                         |                   |                   |                         |                   |
| Interest rate swaps                                     | \$50,000        | \$66                    | \$—               | \$150,000         | \$1,188                 | \$—               |
| Total derivatives designated as hedging instruments     | 50,000          | 66                      | —                 | 150,000           | 1,188                   | —                 |
| Derivatives not designated as hedging instruments       |                 |                         |                   |                   |                         |                   |
| Interest rate swaps                                     | 80,446          | 685                     | 687               | 98,524            | 1,043                   | 1,047             |
| Interest rate swaps for customers <sup>2</sup>          | 2,782,634       | 58,706                  | 59,346            | 2,607,603         | 79,579                  | 82,926            |
| Total return swap                                       | 1,159,686       | —                       | 4,829             | 1,159,686         | —                       | 5,127             |
| Total derivatives not designated as hedging instruments | 4,022,766       | 59,391                  | 64,862            | 3,865,813         | 80,622                  | 89,100            |
| Total derivatives                                       | \$4,072,766     | \$59,457                | \$64,862          | \$4,015,813       | \$81,810                | \$89,100          |

| (In thousands)                                      | Three Months Ended June 30, 2013                         |                                                        |                              |                            | Six Months Ended June 30, 2013 |                                                        |                              |                            |
|-----------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------|------------------------------|----------------------------|--------------------------------|--------------------------------------------------------|------------------------------|----------------------------|
|                                                     | Amount of derivative gain (loss) recognized/reclassified |                                                        |                              |                            |                                |                                                        |                              |                            |
|                                                     | OCI                                                      | Reclassified from AOCI to interest income <sup>3</sup> | Noninterest income (expense) | Offset to interest expense | OCI                            | Reclassified from AOCI to interest income <sup>3</sup> | Noninterest income (expense) | Offset to interest expense |
| Derivatives designated as hedging instruments       |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Asset derivatives                                   |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Cash flow hedges <sup>1</sup> :                     |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Interest rate swaps                                 | \$(2 )                                                   | \$ 777                                                 | \$—                          |                            | \$(6 )                         | \$ 2,382                                               | \$—                          |                            |
|                                                     | (2 )                                                     | 777                                                    | —                            |                            | (6 )                           | 2,382                                                  | —                            |                            |
| Liability derivatives                               |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Fair value hedges:                                  |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Terminated swaps on long-term debt                  |                                                          |                                                        |                              | \$ 780                     |                                |                                                        |                              | \$ 1,546                   |
| Total derivatives designated as hedging instruments | (2 )                                                     | 777                                                    | —                            | 780                        | (6 )                           | 2,382                                                  | —                            | 1,546                      |
| Derivatives not designated as hedging instruments   |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Interest rate swaps                                 |                                                          |                                                        | (20 )                        |                            |                                |                                                        | (87 )                        |                            |
| Interest rate swaps for customers <sup>2</sup>      |                                                          |                                                        | 4,290                        |                            |                                |                                                        | 5,748                        |                            |
| Futures contracts                                   |                                                          |                                                        | (1 )                         |                            |                                |                                                        | —                            |                            |
| Total return swap                                   |                                                          |                                                        | (5,450 )                     |                            |                                |                                                        | (11,008 )                    |                            |
|                                                     |                                                          |                                                        | (1,181 )                     |                            |                                |                                                        | (5,347 )                     |                            |

Total derivatives not  
designated as hedging  
instruments

Total derivatives                    \$(2 ) \$ 777            \$(1,181 ) \$ 780            \$(6 ) \$ 2,382            \$(5,347 ) \$ 1,546

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In thousands)                                          | Three Months Ended June 30, 2012                         |                                                        |                              |                            | Six Months Ended June 30, 2012 |                                                        |                              |                            |
|---------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------|------------------------------|----------------------------|--------------------------------|--------------------------------------------------------|------------------------------|----------------------------|
|                                                         | Amount of derivative gain (loss) recognized/reclassified |                                                        |                              |                            |                                |                                                        |                              |                            |
|                                                         | OCI                                                      | Reclassified from AOCI to interest income <sup>3</sup> | Noninterest income (expense) | Offset to interest expense | OCI                            | Reclassified from AOCI to interest income <sup>3</sup> | Noninterest income (expense) | Offset to interest expense |
| Derivatives designated as hedging instruments           |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Asset derivatives                                       |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Cash flow hedges <sup>1</sup> :                         |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Interest rate swaps                                     | \$95                                                     | \$ 3,199                                               | \$ —                         |                            | \$306                          | \$ 8,493                                               | \$ —                         |                            |
|                                                         | 95                                                       | 3,199                                                  | —                            |                            | 306                            | 8,493                                                  | —                            |                            |
| Liability derivatives                                   |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Fair value hedges:                                      |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Terminated swaps on long-term debt                      |                                                          |                                                        |                              | \$756                      |                                |                                                        |                              | 1,506                      |
| Total derivatives designated as hedging instruments     | 95                                                       | 3,199                                                  | —                            | 756                        | 306                            | 8,493                                                  | —                            | 1,506                      |
| Derivatives not designated as hedging instruments       |                                                          |                                                        |                              |                            |                                |                                                        |                              |                            |
| Interest rate swaps                                     |                                                          |                                                        | 4                            |                            |                                |                                                        | (128 )                       |                            |
| Interest rate swaps for customers <sup>2</sup>          |                                                          |                                                        | (804 )                       |                            |                                |                                                        | 586                          |                            |
| Basis swaps                                             |                                                          |                                                        | —                            |                            |                                |                                                        | 18                           |                            |
| Futures contracts                                       |                                                          |                                                        | 14                           |                            |                                |                                                        | (10 )                        |                            |
| Total return swap                                       |                                                          |                                                        | (5,450 )                     |                            |                                |                                                        | (10,900 )                    |                            |
| Total derivatives not designated as hedging instruments |                                                          |                                                        | (6,236 )                     |                            |                                |                                                        | (10,434 )                    |                            |
| Total derivatives                                       | \$95                                                     | \$ 3,199                                               | \$(6,236 )                   | \$756                      | \$306                          | \$ 8,493                                               | \$(10,434 )                  | \$1,506                    |

Note: These tables are not intended to present at any given time the Company's long/short position with respect to its derivative contracts.

<sup>1</sup> Amounts recognized in OCI and reclassified from accumulated OCI ("AOCI") represent the effective portion of the derivative gain (loss).

<sup>2</sup> Amounts include both the customer swaps and the offsetting derivative contracts.

<sup>3</sup> Amounts for the three and six months ended June 30 of \$0.8 million and \$2.4 million in 2013, and \$3.2 million and \$8.5 million in 2012, respectively, are the amounts of reclassification to earnings from AOCI presented in Note 7.

At June 30, the fair values of derivative assets and liabilities were reduced by net credit valuation adjustments of \$2.8 million and \$2.2 million in 2013, and \$5.0 million and \$0.1 million in 2012, respectively. These adjustments are required to reflect both our own nonperformance risk and the respective counterparty's nonperformance risk.

We offer interest rate swaps to our customers to assist them in managing their exposure to fluctuating interest rates. Upon issuance, all of these customer swaps are immediately "hedged" by offsetting derivative contracts with major dealers, such that the Company minimizes its net risk exposure resulting from such transactions. Fee income from customer swaps is included in other service charges, commissions and fees. As with other derivative instruments, we have credit risk for any nonperformance by counterparties.

The remaining balances of any derivative instruments terminated prior to maturity, including amounts in AOCI for swap hedges, are accreted or amortized to interest income or expense over the period corresponding to their previously stated maturity dates.

Amounts in AOCI are reclassified to interest income as interest is earned on variable rate loans and as amounts for terminated hedges are accreted or amortized to earnings. At June 30, 2013, amounts to be reclassified were not material.

## ZIONS BANCORPORATION AND SUBSIDIARIES

### Total Return Swap

On July 28, 2010, we entered into a total return swap and related interest rate swaps (“TRS”) with Deutsche Bank AG (“DB”) relating to a portfolio of \$1.16 billion notional amount of our bank and insurance trust preferred CDOs. As a result of the TRS, DB assumed all of the credit risk of this CDO portfolio, providing timely payment of all scheduled payments of interest and principal when contractually due to the Company (without regard to acceleration or deferral events). The transaction reduced regulatory risk-weighted assets and improved the Company’s risk-based capital ratios.

The transaction did not qualify for hedge accounting and did not change the accounting for the underlying securities, including the quarterly analysis of OTTI and OCI. As a result, future potential OTTI, if any, associated with the underlying securities may not be offset by any valuation adjustment on the swap in the quarter in which OTTI is recognized, and OTTI changes could result in reductions in our regulatory capital ratios, which could be material.

The fair value of the TRS derivative liability was \$4.8 million at June 30, 2013 and \$5.1 million at December 31, 2012.

Both the fair values of the securities and the fair value of the TRS are dependent upon the projected credit-adjusted cash flows of the securities. We are able to cancel the transaction with not longer than 90 days’ notice. Absent major changes in these projected cash flows, we expect the value of the TRS liability to continue to approximate its June 30, 2013 fair value. We expect to incur subsequent net quarterly costs of approximately \$5.5 million under the TRS, including related interest rate swaps and scheduled payments of interest on the underlying CDOs, as long as the TRS remains in place for this CDO portfolio. Our estimated quarterly expense amount would be impacted by, among other things, changes in the composition of the CDO portfolio included in the transaction and changes over time in the forward London Interbank Offered Rate (“LIBOR”) rate curve. The Company’s costs are also subject to adjustment in the event of future changes in regulatory requirements applicable to DB if we do not then elect to terminate the transaction. Termination by the Company for such regulatory changes applicable to DB will result in no payment by the Company.

At June 30, 2013, we completed a valuation process which resulted in an estimated fair value for the TRS under Level 3. The process utilized valuation inputs from two sources:

1) The Company built on its fair valuation process for the underlying CDO portfolio and utilized those same projected cash flows to quantify the extent and timing of payments to be received from the Trustee related to each CDO and in the aggregate. For valuation purposes, we assumed that a market participant would cancel the TRS at the first opportunity if the TRS did not have a positive value based on the best estimates of cash flows through maturity.

Consequently, the fair value approximated the amount of required payments up to the earliest termination date.

2) A valuation from a market participant in possession of all relevant terms and costs of the TRS structure.

We considered the observable input or inputs from the market participant, who is the counterparty to this transaction, as well as the results of our internal modeling in estimating the fair value of the TRS. We expect to continue the use of this methodology in subsequent periods.

## 7. DEBT AND SHAREHOLDERS’ EQUITY

### Debt Issuance and Redemptions

During the three and six months ended June 30, 2013 under our senior medium-term note program, we issued notes totaling \$49 million and \$69 million that have interest rates from 2.75% to 3.30% and mature through May 2018.

During the six months ended June 30, 2013, we redeemed at maturity all of the remaining \$5 million of short-term notes and \$18 million of long-term notes.



## ZIONS BANCORPORATION AND SUBSIDIARIES

On June 13, 2013, we issued \$300 million of 4.5% senior notes due June 13, 2023, with interest payments commencing December 13, 2013. Net proceeds from this issuance were approximately \$297.2 million.

On May 3, 2013, Zions Capital Trust B redeemed all of its 8.0% trust preferred securities, or 11.4 million shares, at 100% of their \$25 per share liquidation amount for a total of \$285 million. Following our tender offer announced on May 31, 2013, we repurchased on June 18, 2013 approximately \$258 million of our \$500 million outstanding 7.75% senior notes that were due September 23, 2014. In connection with these debt redemptions, we recorded \$40.3 million of debt extinguishment cost that consisted of \$22.9 million of the early tender premium and \$17.4 million in write-offs of unamortized debt discount and issuance costs.

### Subordinated Debt Conversions

During the three and six months ended June 30, 2013, approximately \$0.2 million and \$1.2 million of convertible subordinated debt was converted into depositary shares each representing a 1/40<sup>th</sup> interest in a share of the Company's preferred stock. These conversions added 1,210 shares of Series C to the Company's preferred stock.

For the six months ended June 30, 2013, in connection with these conversions, the \$1.4 million added to preferred stock included the transfer from common stock of \$0.2 million of the intrinsic value of the beneficial conversion feature. The amount of this conversion feature was included with common stock at the time of the debt modification. At June 30, 2013, the remaining balance in common stock of this conversion feature was approximately \$76.4 million. The balance at par of the convertible subordinated debt was \$456.6 million at June 30, 2013. The five largest investor holdings totaled approximately 57% of this amount. The remaining balance of the convertible debt discount was \$125.3 million at June 30, 2013.

### Preferred Stock Issuances

The following series of noncumulative perpetual preferred stock were issued during the six months ended June 30, 2013 for a total of \$599 million. Net of commissions and fees, the proceeds added approximately \$588 million to shareholders' equity. The shares qualify as Tier 1 capital. Except for Series I, the shares were registered with the SEC and issuances were in the form of depositary shares.

1. Series I, \$300.9 million, fixed/floating rate issued May 17, 2013; dividends payable semiannually at 5.80% on the 15th day of June and December commencing December 15, 2013 to the earliest possible redemption date of June 15, 2023, interest rate then resets to an annual floating rate equal to three-month LIBOR plus 3.80% and dividends become payable quarterly.

2. Series H, \$126.2 million, fixed rate issued May 3, 2013; dividends payable quarterly at 5.75% on the 15th day of March, June, September, and December, commencing June 15, 2013; redeemable beginning June 15, 2019.

3. Series G, \$171.8 million, fixed/floating rate issued February 7, 2013; dividends payable quarterly at 6.30% on the 15th day of March, June, September, and December commencing June 15, 2013 to the earliest possible redemption date of March 15, 2023, interest rate then resets to an annual floating rate equal to three-month LIBOR plus 4.24%.

These preferred stock issuances, as with our existing preferred stock, are subject to federal regulations pertaining to the payment of dividends, redemptions, and other items.

### Accumulated Other Comprehensive Income

Effective January 1, 2013, we adopted ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This new guidance under ASU 220, Comprehensive Income, follows ASUs 2011-12 and 2011-05 and finalizes the reporting requirements for reclassifications out of AOCI. Companies must present reclassifications by component when reporting changes in AOCI. Items reclassified in their entirety out of AOCI to

net income must have the effect of the reclassification disclosed according to the respective income statement line

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## ZIONS BANCORPORATION AND SUBSIDIARIES

item. Items not reclassified in their entirety must be cross-referenced to other disclosures in the footnotes. The entire reclassification information must be disclosed in one location, either on the face of the financial statements by income statement line item, or in a footnote. We have elected to present the information in a footnote and include the comparable periods for the previous year.

Changes in AOCI by component are as follows:

| (In thousands)                                                         |           |                                             | Net unrealized gains (losses) on investment securities | Net unrealized gains (losses) on derivative instruments | Pension and post-retirement | Total                                          |
|------------------------------------------------------------------------|-----------|---------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-----------------------------|------------------------------------------------|
| Six Months Ended June 30, 2013                                         |           |                                             |                                                        |                                                         |                             |                                                |
| Balance at December 31, 2012                                           |           |                                             | \$(397,616 )                                           | \$1,794                                                 | \$ (50,335 )                | \$(446,157 )                                   |
| Other comprehensive income (loss) before reclassifications, net of tax |           |                                             | 64,440                                                 | (3 )                                                    | —                           | 64,437                                         |
| Amounts reclassified from AOCI, net of tax                             |           |                                             | 8,590                                                  | (1,426 )                                                | —                           | 7,164                                          |
| Other comprehensive income (loss)                                      |           |                                             | 73,030                                                 | (1,429 )                                                | —                           | 71,601                                         |
| Balance at June 30, 2013                                               |           |                                             | \$(324,586 )                                           | \$365                                                   | \$ (50,335 )                | \$(374,556 )                                   |
| Six Months Ended June 30, 2012                                         |           |                                             |                                                        |                                                         |                             |                                                |
| Balance at December 31, 2011                                           |           |                                             | \$(546,763 )                                           | \$9,404                                                 | \$ (54,725 )                | \$(592,084 )                                   |
| Other comprehensive income before reclassifications, net of tax        |           |                                             | 13,742                                                 | 177                                                     | —                           | 13,919                                         |
| Amounts reclassified from AOCI, net of tax                             |           |                                             | 7,151                                                  | (5,133 )                                                | —                           | 2,018                                          |
| Other comprehensive income (loss)                                      |           |                                             | 20,893                                                 | (4,956 )                                                | —                           | 15,937                                         |
| Balance at June 30, 2012                                               |           |                                             | \$(525,870 )                                           | \$4,448                                                 | \$ (54,725 )                | \$(576,147 )                                   |
| (In thousands)                                                         |           | Amounts reclassified from AOCI <sup>1</sup> |                                                        | Statement of income (SI)                                |                             |                                                |
|                                                                        |           | Three Months Ended June 30,                 | Six Months Ended June 30,                              |                                                         | Balance sheet (BS)          | Affected line item                             |
| Details about AOCI components                                          | 2013      | 2012                                        | 2013                                                   | 2012                                                    |                             |                                                |
| Net realized gains (losses) on investment securities                   | \$(1,153) | \$5,519                                     | \$2,146                                                | \$6,239                                                 | SI                          | Fixed income securities gains (losses), net    |
| Income tax expense (benefit)                                           | (441 )    | 2,038                                       | 821                                                    | 2,252                                                   |                             |                                                |
|                                                                        | (712 )    | 3,481                                       | 1,325                                                  | 3,987                                                   |                             |                                                |
| Net unrealized losses on investment securities                         | (4,217 )  | (6,967 )                                    | (13,932 )                                              | (17,176 )                                               | SI                          | Net impairment losses on investment securities |
| Income tax benefit                                                     | (1,668 )  | (2,665 )                                    | (5,384 )                                               | (6,570 )                                                |                             |                                                |
|                                                                        | (2,549 )  | (4,302 )                                    | (8,548 )                                               | (10,606 )                                               |                             |                                                |

|                                                                                          |           |            |            |            |    |                                         |
|------------------------------------------------------------------------------------------|-----------|------------|------------|------------|----|-----------------------------------------|
| Accretion of securities with noncredit-related impairment losses not expected to be sold | (637 )    | (614 )     | (981 )     | (881 )     | BS | Investment securities, held-to-maturity |
| Deferred income taxes                                                                    | (521 )    | 247        | (386 )     | 349        | BS | Other assets                            |
|                                                                                          | \$(4,419) | \$(1,188 ) | \$(8,590 ) | \$(7,151 ) |    |                                         |
| Net unrealized gains on derivative instruments                                           | \$777     | \$3,199    | \$2,382    | \$8,493    | SI | Interest and fees on loans              |
| Income tax expense                                                                       | 308       | 1,267      | 956        | 3,360      |    |                                         |
|                                                                                          | \$469     | \$1,932    | \$1,426    | \$5,133    |    |                                         |

<sup>1</sup> Negative reclassification amounts indicate decreases to earnings in the statement of income and increases to balance sheet assets. The opposite applies to positive reclassification amounts.

## ZIONS BANCORPORATION AND SUBSIDIARIES

### Noncontrolling Interests

On June 3, 2013, we removed the entire noncontrolling interest amount of approximately \$4.8 million from the Company's balance sheet following settlement with the remaining owner.

### Subsequent Events

#### New Capital Rules, Basel III

In July 2013, the Federal Reserve published final rules establishing a new capital framework for U.S. banking organizations. These new rules implement the Basel Committee's December 2010 framework, commonly referred to as Basel III, and will become effective for the Company on January 1, 2015, with the fully phased-in requirements becoming effective in 2018.

Among other things, the new rules revise capital adequacy guidelines and the regulatory framework for prompt corrective action, and they modify specified quantitative measures of our assets, liabilities, and capital. The impact of these new rules will require the Company to maintain capital in excess of current "well-capitalized" regulatory standards, and in excess of historical levels. We believe the Company and its subsidiary banks would meet the capital adequacy requirements under the new rules on a fully phased-in basis if they were required as of June 30, 2013.

#### Equity Transactions

On July 24, 2013, we announced our intent to redeem on September 16, 2013 \$590 million of our 9.50% Series C Non-Cumulative Perpetual Preferred Stock. This redemption represents 590,000 shares, or 23.6 million depository shares, at a redemption price of \$25 per depository share. The Federal Reserve did not object to the element of our capital plan, as of the latest modification on May 6, 2013, to redeem up to \$800 million of our Series C preferred stock subject to issuing an equivalent amount of new preferred shares. At June 30, 2013, the entire outstanding amount of our Series C preferred stock was approximately \$799.5 million.

On August 2, 2013, we issued depository shares representing \$5.9 million aggregate liquidation preference of our Series A Non-Cumulative Perpetual Preferred Stock, consisting of 236,279 depository shares at a price per depository share of \$21.55 for an aggregate purchase price of \$5.1 million. Dividends on this preferred stock are payable at the greater of three-month LIBOR plus 0.52% or 4.0%.

On August 5, 2013, we filed a preliminary prospectus with the SEC with respect to and announced our intent to issue up to approximately \$195 million (195,152 shares with a liquidation preference of \$1,000 per share) of a new Series J Fixed/Floating Rate Non-Cumulative Perpetual Preferred Stock. If this offering is completed, it is expected that dividends will be payable semiannually at a fixed rate on the 15th day of March and September commencing March 15, 2014 to the earliest possible redemption date of September 15, 2023. The interest rate would then reset to a floating rate equal to three-month LIBOR plus a spread to be determined. The fixed dividend rate and the spread associated with the floating dividend rate will be determined by an online auction process expected to be conducted August 7-8, 2013.

## 8. INCOME TAXES

The income tax expense rate for the three months ended June 30, 2013 was lower than the tax rate for the same period in 2012 primarily because of the nontaxability of certain income items. The tax rate in 2012 was increased primarily by the nondeductibility of a portion of the accelerated discount amortization from the conversion of subordinated debt to preferred stock during the quarter. The income tax expense rates for the six months ended June 30, 2013 and 2012 were similarly impacted by the previously discussed permanent items.

The balance of net deferred tax assets was approximately \$367 million at June 30, 2013 and \$406 million at December 31, 2012. We evaluate net deferred tax assets on a regular basis to determine whether an additional valuation allowance is required. Based on this evaluation, and considering the weight of the positive evidence compared to the negative evidence, we have concluded that an additional valuation allowance is not required as of

June 30, 2013.

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## ZIONS BANCORPORATION AND SUBSIDIARIES

## 9. FAIR VALUE

## Fair Value Measurement

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities; includes U.S. Treasury and other U.S. Government and agency securities actively traded in over-the-counter markets; mutual funds and stock; securities sold, not yet purchased; and certain derivatives.

Level 2 – Observable inputs other than Level 1 including quoted prices for similar assets or liabilities, quoted prices in less active markets, or other observable inputs that can be corroborated by observable market data; also includes derivative contracts whose value is determined using a pricing model with observable market inputs or can be derived principally from or corroborated by observable market data. This category generally includes U.S. Government and agency securities; municipal securities; CDO securities; mutual funds and stock; private equity investments; securities sold, not yet purchased; and derivatives.

Level 3 – Unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation; also includes observable inputs for nonbinding single dealer quotes not corroborated by observable market data. This category generally includes municipal securities; private equity investments; most CDO securities; and the total return swap. We use fair value to measure certain assets and liabilities on a recurring basis when fair value is the primary measure for accounting. This is done primarily for AFS and trading investment securities; private equity investments under the equity method of accounting; securities sold, not yet purchased; and derivatives. Fair value is used on a nonrecurring basis to measure certain assets when applying lower of cost or fair value accounting or when adjusting carrying values of certain assets or liabilities, including recognition of impairment on assets. This is done primarily for HTM securities; loans held for sale; impaired loans; other real estate owned (“OREO”); private equity investments carried at cost; goodwill; core deposit and other intangibles; other long-lived assets; and for disclosures of certain financial instruments. ASC 820 presupposes an orderly transaction and precludes the use of blockage factors or liquidity adjustments due to the quantity of securities held by an entity.

## Level 3 Valuation Policies and Procedures

Our valuation policies and procedures for Level 3 securities are under the direction of the Securities Valuation and Securitization Oversight Committee (“SOC”) comprised of senior and executive members of management in our investment, financial and accounting operations. The SOC is chaired by our chief financial officer and reports to the Audit Committee of the Board of Directors. The major function of the SOC is to develop, review, and approve for use on a quarterly basis the key model inputs, critical valuation assumptions, and proposed discount rates utilized for the valuation of Level 3 securities. The sources of fair value changes are presented to the SOC and attribution analysis are completed when significant changes occur between quarters. SOC procedures require that back testing of certain significant assumptions be provided quarterly. Observers from Risk Management, Internal Audit and other areas attend SOC meetings.

The Model Control Committee (“MCC”) is responsible for model validation and related policies. The MCC is separate from the SOC and is part of the Corporate Risk Management department. MCC members are drawn from quantitative experts throughout the Company. The MCC conducts model validations, including the trust preferred CDO internal model discussed subsequently, and sets policies and procedures for revalidation timing.



## ZIONS BANCORPORATION AND SUBSIDIARIES

### Utilization of Third Party Service Providers

We use third party service providers and third party model outputs to estimate fair value for certain of our AFS securities as follows:

For AFS Level 2 securities, we use a third party pricing service to provide pricing, if available, for securities in the following reporting categories: U.S. Treasury, agencies and corporations (except Federal Agricultural Mortgage Corporation (“FAMC”) securities); municipal securities; trust preferred – banks and insurance; and other (including ABS CDOs). At June 30, 2013, the fair value of AFS Level 2 securities for which we obtained pricing from the third party pricing service in these reporting categories amounted to approximately \$1.7 billion of the \$1.8 billion total of AFS Level 2 securities.

For AFS Level 3 securities, we use other third party service providers to provide pricing, if available, for securities in the following reporting categories: municipal securities, trust preferred – banks and insurance, trust preferred – real estate investment trusts, auction rate, and other (including ABS CDOs). At June 30, 2013, the fair value of AFS Level 3 securities for which we obtained pricing from these third party service providers in these reporting categories amounted to approximately \$80 million of the \$1.1 billion total of AFS Level 3 securities. In addition, the fair values for approximately \$1.0 billion at June 30, 2013 of our AFS Level 3 securities, while internally modeled, include information from third party models. See “Trust preferred CDO internal model” discussed subsequently.

Fair values of the remaining AFS Level 2 and Level 3 securities not valued by pricing from third party services were determined by us using market corroborative data. At June 30, 2013, the Level 2 securities for which we use market corroborative data consisted of approximately \$104 million of FAMC securities, \$53 million of municipal securities, and \$6 million of mutual funds and stock, and the Level 3 securities consisted of \$3 million of ABS CDOs. Estimation of the fair values of the FAMC securities included the use of a standard mortgage pass-through calculator that incorporates discounted cash flows, while the municipal securities included the use of a standard form discounted cash flow model with certain inputs adjusted for market conditions.

For AFS Level 2 securities, the third party pricing service provides documentation on an ongoing basis that includes, among other things, pricing information with respect to reference data, methodology, inputs summarized by asset class, pricing application, corroborative information, etc. The documentation includes benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications. Also included are data from the vendor trading platform. We review, test and validate this information as appropriate.

For AFS Level 3 securities, SOC procedures call for quarterly comparisons of relevant data assumptions used in the models of the other third party service providers. We evaluate these assumptions for reasonableness and compare them with those used in our internal models. These assumptions include, but are not limited to, discount rates, PDs, loss-given-default rates, over-collateralization levels, and rating transition probability matrices from rating agencies. We also compare the model results and valuations with our information about market trends and trading data. This includes information regarding trading prices, implied discounts, outlier information, valuation assumptions, etc.

Because of the timeliness of our involvement, the ongoing exchange of market information, and our agreement on input assumptions, we do not adjust prices from our third party service providers. The procedures discussed previously help ensure that the fair value information received was determined in accordance with applicable accounting guidance.

### Available-for-Sale and Trading

AFS and trading investment securities are fair valued under Level 1 using quoted market prices when available for identical securities. When quoted prices are not available, fair values are determined under Level 2 using quoted prices for similar securities or independent pricing services that incorporate observable market data. The largest





## ZIONS BANCORPORATION AND SUBSIDIARIES

portion of Level 3 AFS securities include certain CDOs backed by trust preferred securities issued by banks and insurance companies and, to a lesser extent, by REITs.

U.S. Treasury, Agencies and Corporations

Valuation inputs under Level 2 utilized by the third party service provider are discussed previously.

Municipal Securities

Valuation inputs under Level 2 utilized by the third party service provider are discussed previously. We may also include reported trades and material event notices from the Municipal Securities Rulemaking Board, plus new issue data. Municipal securities under Level 3 are fair valued similar to the auction rate securities.

Trust Preferred Collateralized Debt Obligations

Substantially all of the CDO portfolio is fair valued using an income-based cash flow modeling approach incorporating several methodologies that primarily include internal and third party models.

Trust preferred CDO internal model: A licensed third party cash flow model, which requires the Company to input its own key valuation assumptions, is used to estimate fair values of bank and insurance trust preferred CDOs. We utilize a statistical regression of quarterly regulatory ratios that we have identified as predictive of future bank failures to create a credit-specific PD for each bank issuer. The inputs are updated quarterly to include the most recent available financial ratios and the regression formula is updated periodically to utilize those financial ratios that have best predicted bank failures during this credit cycle (“ratio-based approach”). Our ratio-based approach, while generally referencing trailing quarter regulatory data and ratios, seeks to incorporate the most recent available information. Approximately 31% of the bank issuers are public companies included in a third party proprietary reduced form model. The model generates PDs using equity valuation-related inputs along with other macro and issuer-specific inputs. We use the higher of the PD from the third party proprietary reduced form model and the ratio-based approach. For performing collateral, we use a floor PD of 30 basis points (“bps”) for year one for collateral where the higher of the one-year PDs from our ratio based approach and those from the third party proprietary reduced form model would be lower. The short-term 30 bps PD is similar to the PD we would apply if we had direct lending exposures to CDO pool collateral. We use a floor PD of 48 bps each year from years two to five smoothing the step-up to reach a 65 bps minimum PD for year six. We utilize a minimum PD for years six to maturity of 65 bps for bank collateral.

For deferring collateral, effective December 31, 2012 we added to our ratio-based approach a PD overlay model for deferrals. The deferral PD overlay model sorts all deferrals observed within our CDO pools into four “buckets” based on four factors indicative of bank holding company strength at the start of their deferral period. We then assume that the historical failure rate we have observed within our CDO pool for collateral in each bucket will be the future default rate of current deferrals in each bucket. Where the overlay PD of a deferral is higher than the PD identified by our traditional ratio-based PD model, we use the higher overlay PD.

The resulting five-year PDs at June 30, 2013, after adding the PD overlay model, ranged from 100% for the “worst” deferring banks to 11% for the “best” deferring banks. The weighted average assumed loss rate on deferring collateral was 53%. This loss rate is calculated as a percentage of the par amount of deferring collateral within a pool that is expected to default prior to the end of a five-year deferral period. The model includes the expectation that deferrals that do not default will pay their contractually required back interest and return to a current status at the end of five years. Estimates of expected loss for the individual pieces of underlying collateral are aggregated to arrive at a pool-level expected loss rate for each CDO. These loss assumptions are applied to the CDO’s structure to generate cash flow projections for each tranche of the CDO.



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We utilize a present value technique to identify both the OTTI present in the CDO tranches and to estimate fair value. To determine the credit-related portion of OTTI in accordance with applicable accounting guidance, we use the security specific effective interest rate when estimating the present value of cash flows. We discount the credit-adjusted cash flow of each CDO tranche at a tranche-specific discount rate which reflects the risk that the actual cash flow may vary from the expected credit-adjusted cash flow for that CDO tranche. This rate is consistent with market participants' assumptions, which include market illiquidity, and is applied to credit adjusted cash flows. We follow applicable guidance on illiquid markets such that risk premiums should be reflective of an orderly transaction between market participants under current market conditions. Because these securities are not traded on exchanges and trading prices are not posted on the TRACE<sup>®</sup> system (Trade Reporting and Compliance Engine<sup>®</sup>), we also seek information from market participants to obtain trade price information.

The discount rate assumption used for valuation purposes for each CDO tranche is derived from trading yields on publicly traded trust preferred securities and projected PDs on the underlying issuers as well as observed trades in our CDO tranches in accordance with applicable accounting guidance. The data set generally includes one or more publicly-traded trust preferred securities in deferral with regard to the payment of current interest and observed trades in our CDO tranches which appeared to be either orderly (that is, not distressed or forced); or whose orderliness could not be definitively refuted. Trading data is generally limited to a single transaction in each of several of our original AAA-rated tranches and several of our original A-rated tranches. The effective yields on the securities are then used to determine a relationship between the effective yield and expected loss. Expected loss for this purpose is a measure of the variability of cash flows from the mean estimate of cash flow across all Monte Carlo simulations. This relationship is then considered along with other third party or market data in order to identify appropriate discount rates to be applied to the CDOs.

Our June 30, 2013, valuations for bank and insurance tranches utilized a discount rate range of LIBOR + 3.75% for the highest quality/most over-collateralized insurance-only tranches and LIBOR + 21.0% for the lowest credit quality tranche, which included bank collateral, in order to reflect market level assumptions for structured finance securities. For tranches that include bank collateral, the discount rate was at least LIBOR + 5.6% for the highest quality/most over-collateralized tranches. These discount rates are applied to already credit-adjusted cash flows for each tranche. CDO tranches with greater uncertainty in their cash flows are discounted at rates higher than those market participants would use for tranches with more stable expected cash flows (e.g., as a result of more subordination and/or better credit quality in the underlying collateral). The high end of the discount rate spectrum was applied to tranches in which minor changes in default assumption timing produced substantial deterioration in tranche cash flows. These discount rates are applied to credit-adjusted cash flows, which constitute each tranche's expected cash flows; discount rates are not applied to a hypothetical contractual cash flow.

At June 30, 2013, the discount rates utilized for fair value purposes for tranches that include bank collateral were:

- 1) LIBOR + 5.6% for all first priority original AAA-rated bonds;
- 2) LIBOR + 5.6% to 6.3% and averaged LIBOR + 5.7% for lower priority original AAA-rated bonds;
- 3) LIBOR + 5.9% to 16.2% and averaged LIBOR + 8.7% for original A-rated bonds; and
- 4) LIBOR + 9.2% to 21.0% and averaged LIBOR + 16.3% for original BBB-rated bonds.

Accordingly, the wide difference between the effective interest rate used in the determination of the credit component of OTTI and the discount rate on the CDOs used in the determination of fair value results in the unrealized losses. The discount rate used for fair value purposes significantly exceeds the effective interest rate for the CDOs. The differences average approximately 5% for the original AAA-rated CDO tranches, 7% for the original A-rated CDO tranches, and 14% for the original BBB-rated CDO tranches. With the exception of certain of the most senior CDOs, most of the principal payments are not expected prior to the final maturity

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date, which is generally 2029 or later. High market discount rates and the long maturities of the CDO tranches result in full principal repayment contributing little to CDO tranche fair values.

REIT and ABS CDOs – third party models: Certain of these CDOs are fair valued by third party services using their proprietary models. See the previous discussion that describes the procedures we employ to evaluate the fair values from third party services for AFS Level 3 securities. Also see the subsequent discussion regarding key model inputs and assumptions.

### Auction Rate Securities

Our market approach methodology includes various data inputs, including AAA municipal and corporate bond yield curves, credit ratings and leverage of each closed-end fund, and market yields for municipal bonds and commercial paper.

### Private Equity Investments

Management who are familiar with our private equity investments, including investment officers, controllers, etc., review quarterly the financial statements and other information for each investment. The Other Equity Investments Committee, consisting of the chief executive officer, the chief financial officer, and the chief investment officer, review periodically for reasonableness the financial information for these investments. This includes oversight of the review of audited financial statements that are available for nearly all of the underlying investments. The amount of unfunded commitments to these partnerships is disclosed in Note 10. Generally, redemption is available annually.

Private equity investments valued under Level 2 on a recurring basis are investments in partnerships that invest in certain financial services and real estate companies, some of which are publicly traded. Fair values are determined from net asset values, or their equivalents, provided by the partnerships. These fair values are determined on the last business day of the month using values from the primary exchange. In the case of illiquid or nontraded assets, the partnerships obtain fair values from independent sources.

Private equity investments valued under Level 3 on a recurring basis are recorded initially at acquisition cost, which is considered the best indication of fair value unless there have been material subsequent positive or negative developments that justify an adjustment in the fair value estimate. Subsequent adjustments to recorded fair values are based as necessary on current and projected financial performance, recent financing activities, economic and market conditions, market comparables, market liquidity, sales restrictions, and other factors.

### Derivatives

Derivatives are fair valued according to their classification as either exchange-traded or over-the-counter (“OTC”). Exchange-traded derivatives consist of forward currency exchange contracts that have been fair valued under Level 1 because they are traded in active markets. OTC derivatives, including those for customers, consist of interest rate swaps and options. These derivatives are fair valued under Level 2 using third party services. Observable market inputs include yield curves (the LIBOR swap curve and applicable basis swap curves), foreign exchange rates, commodity prices, option volatilities, counterparty credit risk, and other related data. Credit valuation adjustments are required to reflect both our own nonperformance risk and the respective counterparty’s nonperformance risk. These adjustments are determined generally by applying a credit spread for the counterparty or the Company as appropriate to the total expected exposure of the derivative. Amounts disclosed in the following schedules differ from the presentation in Note 6 in that they include the foreign currency exchange contracts. The estimation of fair value of the TRS is discussed in Note 6.

### Securities Sold, Not Yet Purchased

Securities sold, not yet purchased are fair valued under Level 1 when quoted prices are available for the securities involved. Any of these securities under Level 2 are fair valued similar to trading account investment securities.

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## Quantitative Disclosure of Fair Value Measurements

Assets and liabilities measured at fair value by class on a recurring basis are summarized as follows:

| (In thousands)                                  | June 30, 2013 |             |             | Total       |
|-------------------------------------------------|---------------|-------------|-------------|-------------|
|                                                 | Level 1       | Level 2     | Level 3     |             |
| <b>ASSETS</b>                                   |               |             |             |             |
| Investment securities:                          |               |             |             |             |
| Available-for-sale:                             |               |             |             |             |
| U.S. Treasury, agencies and corporations        | \$38,498      | \$1,744,132 |             | \$1,782,630 |
| Municipal securities                            |               | 52,835      | \$13,544    | 66,379      |
| Asset-backed securities:                        |               |             |             |             |
| Trust preferred – banks and insurance           |               |             | 1,030,293   | 1,030,293   |
| Trust preferred – real estate investment trusts |               |             | 18,499      | 18,499      |
| Auction rate                                    |               |             | 6,554       | 6,554       |
| Other (including ABS CDOs)                      |               | 3,147       | 17,324      | 20,471      |
| Mutual funds and stock                          | 262,816       | 5,753       |             | 268,569     |
|                                                 | 301,314       | 1,805,867   | 1,086,214   | 3,193,395   |
| Trading account                                 |               | 26,385      |             | 26,385      |
| Other noninterest-bearing investments:          |               |             |             |             |
| Private equity                                  |               | 5,128       | 75,517      | 80,645      |
| Other assets:                                   |               |             |             |             |
| Derivatives:                                    |               |             |             |             |
| Interest rate related and other                 |               | 1,584       |             | 1,584       |
| Interest rate swaps for customers               |               | 58,706      |             | 58,706      |
| Foreign currency exchange contracts             | 12,227        |             |             | 12,227      |
|                                                 | 12,227        | 60,290      |             | 72,517      |
|                                                 | \$313,541     | \$1,897,670 | \$1,161,731 | \$3,372,942 |
| <b>LIABILITIES</b>                              |               |             |             |             |
| Securities sold, not yet purchased              | \$15,799      |             |             | \$15,799    |
| Other liabilities:                              |               |             |             |             |
| Derivatives:                                    |               |             |             |             |
| Interest rate related and other                 |               | \$687       |             | 687         |
| Interest rate swaps for customers               |               | 59,346      |             | 59,346      |
| Foreign currency exchange contracts             | 10,648        |             |             | 10,648      |
| Total return swap                               |               |             | \$4,829     | 4,829       |
|                                                 | 10,648        | 60,033      | 4,829       | 75,510      |
| Other                                           |               |             | 289         | 289         |
|                                                 | \$26,447      | \$60,033    | \$5,118     | \$91,598    |

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| (In thousands)                                  | December 31, 2012 |              |              | Total        |
|-------------------------------------------------|-------------------|--------------|--------------|--------------|
|                                                 | Level 1           | Level 2      | Level 3      |              |
| <b>ASSETS</b>                                   |                   |              |              |              |
| Investment securities:                          |                   |              |              |              |
| Available-for-sale:                             |                   |              |              |              |
| U.S. Treasury, agencies and corporations        | \$ 102,982        | \$ 1,692,637 |              | \$ 1,795,619 |
| Municipal securities                            |                   | 59,445       | \$ 16,551    | 75,996       |
| Asset-backed securities:                        |                   |              |              |              |
| Trust preferred – banks and insurance           |                   | 121          | 949,271      | 949,392      |
| Trust preferred – real estate investment trusts |                   |              | 16,403       | 16,403       |
| Auction rate                                    |                   |              | 6,515        | 6,515        |
| Other (including ABS CDOs)                      |                   | 4,214        | 15,160       | 19,374       |
| Mutual funds and stock                          | 219,214           | 8,797        |              | 228,011      |
|                                                 | 322,196           | 1,765,214    | 1,003,900    | 3,091,310    |
| Trading account                                 |                   | 28,290       |              | 28,290       |
| Other noninterest-bearing investments:          |                   |              |              |              |
| Private equity                                  |                   | 5,132        | 64,223       | 69,355       |
| Other assets:                                   |                   |              |              |              |
| Derivatives:                                    |                   |              |              |              |
| Interest rate related and other                 |                   |              |              |              |
| Interest rate swaps for customers               |                   | 2,850        |              | 2,850        |
| Foreign currency exchange contracts             | 4,404             | 79,579       |              | 79,579       |
|                                                 | 4,404             | 82,429       |              | 86,833       |
|                                                 | \$ 326,600        | \$ 1,881,065 | \$ 1,068,123 | \$ 3,275,788 |
| <b>LIABILITIES</b>                              |                   |              |              |              |
| Securities sold, not yet purchased              | \$ 26,735         |              |              | \$ 26,735    |
| Other liabilities:                              |                   |              |              |              |
| Derivatives:                                    |                   |              |              |              |
| Interest rate related and other                 |                   |              |              |              |
| Interest rate swaps for customers               |                   | \$ 1,142     |              | 1,142        |
| Foreign currency exchange contracts             | 3,159             | 82,926       |              | 82,926       |
| Total return swap                               |                   |              | \$ 5,127     | 5,127        |
|                                                 | 3,159             | 84,068       | 5,127        | 92,354       |
| Other                                           |                   |              | 124          | 124          |
|                                                 | \$ 29,894         | \$ 84,068    | \$ 5,251     | \$ 119,213   |

No transfers of assets and liabilities occurred among Levels 1, 2 or 3 for the three and six months ended June 30, 2013 and 2012.

## Key Model Inputs and Assumptions

Key model unobservable input assumptions used to fair value certain asset-backed securities by class under Level 3 include the following at June 30, 2013:

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| (Dollars in thousands)                          | Fair value at June 30, 2013 | Valuation approach  | Constant default rate ("CDR")    | Loss severity | Prepayment rate                  |
|-------------------------------------------------|-----------------------------|---------------------|----------------------------------|---------------|----------------------------------|
| Asset-backed securities:                        |                             |                     |                                  |               |                                  |
| Trust preferred – predominantly banks           | \$879,765                   | Income              | Pool specific <sup>3</sup>       | 100%          | Pool specific <sup>7</sup>       |
| Trust preferred – predominantly insurance       | 279,678                     | Income              | Pool specific <sup>4</sup>       | 100%          | 5% per year                      |
| Trust preferred – individual banks              | 22,081                      | Market              |                                  |               |                                  |
|                                                 | 1,181,524 <sup>1</sup>      |                     |                                  |               |                                  |
| Trust preferred – real estate investment trusts | 18,499                      | Income              | Pool specific <sup>5</sup>       | 60-100%       | 0% per year                      |
| Other (including ABS CDOs)                      | 29,126                      | <sup>2</sup> Income | Collateral specific <sup>6</sup> | 70-100%       | Collateral weighted average life |

<sup>1</sup> Includes \$1,030.3 million of AFS securities and \$151.2 million of HTM securities.

<sup>2</sup> Includes \$17.3 million of AFS securities and \$11.8 million of HTM securities.

<sup>3</sup> CDR ranges: yr 1 – 0.30% to 2.84%; yrs 2-5 – 0.49% to 1.02%; yrs 6 to maturity – 0.58% to 0.69%.

<sup>4</sup> CDR ranges: yr 1 – 0.30% to 0.32%; yrs 2-5 – 0.47% to 0.48%; yrs 6 to maturity – 0.50% to 0.54%.

<sup>5</sup> CDR ranges: yr 1 – 4.3% to 7.8%; yrs 2-3 – 4.7% to 5.6%; yrs 4-6 – 1.0%; yrs 6 to maturity – 0.50%.

<sup>6</sup> These are predominantly ABS CDOs whose collateral is rated. CDR and loss severities are built up from the loan level and vary by collateral ratings, asset class, and vintage.

<sup>7</sup> Constant Prepayment Rate ("CPR") ranges: 9.0% to 21.67% annually until 2016; 2016 to maturity – 3.0% annually.

The fair value of the Level 3 bank and insurance CDO portfolio would generally be adversely affected by significant increases in the CDR for performing collateral, the loss percentage expected from deferring collateral, and the discount rate used. The fair value of the portfolio would generally be positively affected by increases in interest rates and prepayment rates. For a specific tranche within a CDO, the directionality of the fair value change for a given assumption change may differ depending on the seniority level of the tranche. For example, faster prepayment may increase the fair value of a senior most tranche of a CDO while decreasing the fair value of a more junior tranche.

The following presents the percentage of total fair value of predominantly bank trust preferred CDOs by vintage year (origination date) according to original rating:

(Dollars in thousands)

| Vintage year | Fair value at June 30, 2013 | Percentage of total fair value according to original rating |        |       | Percentage of total fair value by vintage |       |   |
|--------------|-----------------------------|-------------------------------------------------------------|--------|-------|-------------------------------------------|-------|---|
|              |                             | AAA                                                         | A      | BBB   |                                           |       |   |
| 2001         | \$38,859                    | 3.3                                                         | % 1.1  | % 0.1 | %                                         | 4.5   | % |
| 2002         | 205,060                     | 20.4                                                        | 2.9    | —     |                                           | 23.3  |   |
| 2003         | 324,921                     | 22.8                                                        | 14.1   | —     |                                           | 36.9  |   |
| 2004         | 192,080                     | 7.9                                                         | 13.9   | —     |                                           | 21.8  |   |
| 2005         | 17,453                      | 1.1                                                         | 0.9    | —     |                                           | 2.0   |   |
| 2006         | 62,613                      | 2.8                                                         | 3.9    | 0.4   |                                           | 7.1   |   |
| 2007         | 38,779                      | 4.4                                                         | —      | —     |                                           | 4.4   |   |
|              | \$879,765                   | 62.7                                                        | % 36.8 | % 0.5 | %                                         | 100.0 | % |



Reconciliation of Level 3 Fair Value Measurements

The following reconciles the beginning and ending balances of assets and liabilities that are measured at fair value by class on a recurring basis using Level 3 inputs:

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| (In thousands)                                                  | Level 3 Instruments<br>Three Months Ended June 30, 2013 |                                       |                        |              |                    |                            |            | Derivatives | Other liabilities |
|-----------------------------------------------------------------|---------------------------------------------------------|---------------------------------------|------------------------|--------------|--------------------|----------------------------|------------|-------------|-------------------|
|                                                                 | Municipal securities                                    | Trust preferred – banks and insurance | Trust preferred – REIT | Auction rate | Other asset-backed | Private equity investments |            |             |                   |
| Balance at March 31, 2013                                       | \$ 17,043                                               | \$ 1,003,102                          | \$ 17,306              | \$ 6,524     | \$ 15,393          | \$ 69,706                  | \$(4,875 ) | \$(195 )    |                   |
| Total net gains (losses) included in:                           |                                                         |                                       |                        |              |                    |                            |            |             |                   |
| Statement of income:                                            |                                                         |                                       |                        |              |                    |                            |            |             |                   |
| Accretion of purchase discount on securities available-for-sale |                                                         | 797                                   | 63                     |              | 9                  |                            |            |             |                   |
| Dividends and other investment income                           |                                                         |                                       |                        |              |                    | 2,160                      |            |             |                   |
| Fair value and nonhedge derivative loss                         |                                                         |                                       |                        |              |                    |                            | (5,450 )   |             |                   |
| Equity securities gains, net                                    |                                                         |                                       |                        |              |                    | 1,340                      |            |             |                   |
| Fixed income securities gains (losses), net                     | 15                                                      | (1,190 )                              |                        |              | 14                 |                            |            |             |                   |
| Net impairment losses on investment securities                  |                                                         | (4,047 )                              | (170 )                 |              |                    |                            |            |             |                   |
| Other noninterest expense                                       |                                                         |                                       |                        |              |                    |                            |            | (94 )       |                   |
| Other comprehensive income                                      | 197                                                     | 52,312                                | 1,300                  | 30           | 1,972              |                            |            |             |                   |
| Purchases                                                       |                                                         |                                       |                        |              |                    | 2,882                      |            |             |                   |
| Sales                                                           |                                                         | (7,015 )                              |                        |              |                    | (387 )                     |            |             |                   |
| Redemptions and paydowns                                        | (3,711 )                                                | (13,666 )                             |                        |              | (64 )              | (184 )                     | 5,496      |             |                   |
| Balance at June 30, 2013                                        | \$ 13,544                                               | \$ 1,030,293                          | \$ 18,499              | \$ 6,554     | \$ 17,324          | \$ 75,517                  | \$(4,829 ) | \$(289 )    |                   |

| (In thousands)                                                  | Level 3 Instruments<br>Six Months Ended June 30, 2013 |                                       |                      |              |                    |                            |          | Derivatives | Other liabilities |
|-----------------------------------------------------------------|-------------------------------------------------------|---------------------------------------|----------------------|--------------|--------------------|----------------------------|----------|-------------|-------------------|
|                                                                 | Municipal securities                                  | Trust preferred – banks and insurance | Trust preferred REIT | Auction rate | Other asset-backed | Private equity investments |          |             |                   |
| Balance at December 31, 2012                                    | \$ 16,551                                             | \$ 949,271                            | \$ 16,403            | \$ 6,515     | \$ 15,160          | \$ 64,223                  | (5,127 ) | \$(124 )    |                   |
| Total net gains (losses) included in:                           |                                                       |                                       |                      |              |                    |                            |          |             |                   |
| Statement of income:                                            |                                                       |                                       |                      |              |                    |                            |          |             |                   |
| Accretion of purchase discount on securities available-for-sale | 21                                                    | 1,612                                 | 126                  | 1            | 14                 |                            |          |             |                   |

|                                                |           |              |           |          |           |           |             |           |
|------------------------------------------------|-----------|--------------|-----------|----------|-----------|-----------|-------------|-----------|
| Dividends and other investment income          |           |              |           |          |           | 5,149     |             |           |
| Fair value and nonhedge derivative loss        |           |              |           |          |           |           | (11,008 )   |           |
| Equity securities gains, net                   |           |              |           |          |           | 3,739     |             |           |
| Fixed income securities gains, net             | 36        | 2,036        |           |          | 44        |           |             |           |
| Net impairment losses on investment securities |           | (13,761 )    | (170 )    |          |           |           |             |           |
| Other noninterest expense                      |           |              |           |          |           |           |             | (165 )    |
| Other comprehensive income                     | 922       | 130,962      | 2,140     | 38       | 4,623     |           |             |           |
| Purchases                                      |           |              |           |          |           | 3,841     |             |           |
| Sales                                          |           | (7,015 )     |           |          |           | (1,120 )  |             |           |
| Redemptions and paydowns                       | (3,986 )  | (32,812 )    |           |          | (2,517 )  | (315 )    | 11,306      |           |
| Balance at June 30, 2013                       | \$ 13,544 | \$ 1,030,293 | \$ 18,499 | \$ 6,554 | \$ 17,324 | \$ 75,517 | \$ (4,829 ) | \$ (289 ) |

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| (In thousands)                                                  | Level 3 Instruments<br>Three Months Ended June 30, 2012 |                                       |                        |              |                    |                            |             |                   |
|-----------------------------------------------------------------|---------------------------------------------------------|---------------------------------------|------------------------|--------------|--------------------|----------------------------|-------------|-------------------|
|                                                                 | Municipal securities                                    | Trust preferred – banks and insurance | Trust preferred – REIT | Auction rate | Other asset-backed | Private equity investments | Derivatives | Other liabilities |
| Balance at March 31, 2012                                       | \$17,109                                                | \$935,870                             | \$16,000               | \$40,873     | \$40,322           | \$134,746                  | \$(5,218)   | \$(205)           |
| Total net gains (losses) included in:                           |                                                         |                                       |                        |              |                    |                            |             |                   |
| Statement of income:                                            |                                                         |                                       |                        |              |                    |                            |             |                   |
| Accretion of purchase discount on securities available-for-sale | 21                                                      | 2,475                                 | 61                     | 1            | 80                 |                            |             |                   |
| Dividends and other investment income                           |                                                         |                                       |                        |              |                    | 6,820                      |             |                   |
| Fair value and nonhedge derivative loss                         |                                                         |                                       |                        |              |                    |                            | \$(5,450)   |                   |
| Equity securities losses, net                                   |                                                         |                                       |                        |              |                    |                            |             | \$(10,086)        |
| Fixed income securities gains, net                              |                                                         | 3,224                                 |                        | 2,246        |                    |                            |             |                   |
| Net impairment losses on investment securities                  |                                                         | \$(6,967)                             |                        |              |                    |                            |             |                   |
| Other noninterest expense                                       |                                                         |                                       |                        |              |                    |                            |             | 84                |
| Other comprehensive income (loss)                               | \$(595)                                                 | 3,534                                 | \$(1,630)              | 546          | 569                |                            |             |                   |
| Purchases                                                       |                                                         |                                       |                        |              |                    | 4,397                      |             |                   |
| Sales                                                           |                                                         |                                       |                        |              |                    | \$(9,064)                  |             |                   |
| Redemptions and paydowns                                        | \$(175)                                                 | \$(11,686)                            |                        | \$(36,500)   | \$(305)            | \$(5,325)                  | 5,331       |                   |
| Balance at June 30, 2012                                        | \$16,360                                                | \$926,450                             | \$14,431               | \$7,166      | \$40,666           | \$121,488                  | \$(5,337)   | \$(121)           |

| (In thousands)                               | Level 3 Instruments<br>Six Months Ended June 30, 2012 |                                       |                        |              |                    |                            |             |                   |
|----------------------------------------------|-------------------------------------------------------|---------------------------------------|------------------------|--------------|--------------------|----------------------------|-------------|-------------------|
|                                              | Municipal securities                                  | Trust preferred – banks and insurance | Trust preferred – REIT | Auction rate | Other asset-backed | Private equity investments | Derivatives | Other liabilities |
| Balance at December 31, 2011                 | \$17,381                                              | \$929,356                             | \$18,645               | \$70,020     | \$43,546           | \$128,348                  | \$(5,422)   | \$(86)            |
| Total net gains (losses) included in:        |                                                       |                                       |                        |              |                    |                            |             |                   |
| Statement of income:                         |                                                       |                                       |                        |              |                    |                            |             |                   |
| Accretion of purchase discount on securities | 64                                                    | 5,028                                 | 101                    | 2            | 160                |                            |             |                   |

|                           |           |            |           |           |           |            |             |           |  |
|---------------------------|-----------|------------|-----------|-----------|-----------|------------|-------------|-----------|--|
| available-for-sale        |           |            |           |           |           |            |             |           |  |
| Dividends and other       |           |            |           |           |           | 8,559      |             |           |  |
| investment income         |           |            |           |           |           |            |             |           |  |
| Fair value and nonhedge   |           |            |           |           |           |            |             | (10,900 ) |  |
| derivative loss           |           |            |           |           |           |            |             |           |  |
| Equity securities losses, |           |            |           |           |           | (625 )     |             |           |  |
| net                       |           |            |           |           |           |            |             |           |  |
| Fixed income securities   |           | 7,776      |           | 4,134     |           | (5,773 )   |             |           |  |
| gains, (losses), net      |           |            |           |           |           |            |             |           |  |
| Net impairment losses on  |           | (17,176 )  |           |           |           |            |             |           |  |
| investment securities     |           |            |           |           |           |            |             |           |  |
| Other noninterest expense |           |            |           |           |           |            |             | (35 )     |  |
| Other comprehensive       | (635 )    | 33,733     | (4,315 )  | 1,335     |           | 5,883      |             |           |  |
| income (loss)             |           |            |           |           |           |            |             |           |  |
| Purchases                 |           |            |           |           |           | 7,379      |             |           |  |
| Sales                     |           |            |           |           |           | (14,718 )  |             |           |  |
| Redemptions and           | (450 )    | (32,267 )  |           | (68,325 ) | (3,150 )  | (7,455 )   | 10,985      |           |  |
| paydowns                  |           |            |           |           |           |            |             |           |  |
| Balance at June 30, 2012  | \$ 16,360 | \$ 926,450 | \$ 14,431 | \$ 7,166  | \$ 40,666 | \$ 121,488 | \$ (5,337 ) | \$ (121 ) |  |

## ZIONS BANCORPORATION AND SUBSIDIARIES

The preceding reconciling amounts using Level 3 inputs include the following realized gains (losses):

| (In thousands)                               | Three Months Ended |         | Six Months Ended June |         |
|----------------------------------------------|--------------------|---------|-----------------------|---------|
|                                              | June 30,<br>2013   | 2012    | 30,<br>2013           | 2012    |
| Dividends and other investment income (loss) | \$(60 )            | \$3,859 | \$(45 )               | \$4,516 |
| Fixed income securities gains (losses), net  | (1,161 )           | 5,470   | 2,116                 | 6,137   |
| Equity securities gains, net                 | —                  | 10,417  | —                     | 10,359  |

## Nonrecurring Fair Value Measurements

Included in the balance sheet amounts are the following amounts of assets that had fair value changes measured on a nonrecurring basis.

| (In thousands)                              | Fair value at June 30, 2013 |          |         |          | Fair value at December 31, 2012 |          |          |          |
|---------------------------------------------|-----------------------------|----------|---------|----------|---------------------------------|----------|----------|----------|
|                                             | Level 1                     | Level 2  | Level 3 | Total    | Level 1                         | Level 2  | Level 3  | Total    |
| <b>ASSETS</b>                               |                             |          |         |          |                                 |          |          |          |
| HTM securities adjusted for OTTI            | \$—                         | \$—      | \$—     | \$—      | \$—                             | \$—      | \$23,524 | \$23,524 |
| Impaired loans                              | —                           | 4,904    | —       | 4,904    | —                               | 3,789    | —        | 3,789    |
| Private equity investments, carried at cost | —                           | —        | 5,092   | 5,092    | —                               | —        | 13,520   | 13,520   |
| Other real estate owned                     | —                           | 57,502   | —       | 57,502   | —                               | 58,954   | —        | 58,954   |
|                                             | \$—                         | \$62,406 | \$5,092 | \$67,498 | \$—                             | \$62,743 | \$37,044 | \$99,787 |

| (In thousands)                              | Gains (losses) from fair value changes |            |                  |             |
|---------------------------------------------|----------------------------------------|------------|------------------|-------------|
|                                             | Three Months Ended                     |            | Six Months Ended |             |
|                                             | June 30,<br>2013                       | 2012       | June 30,<br>2013 | 2012        |
| <b>ASSETS</b>                               |                                        |            |                  |             |
| HTM securities adjusted for OTTI            | \$—                                    | \$(341 )   | \$(403 )         | \$(341 )    |
| Impaired loans                              | (832 )                                 | (640 )     | (1,566 )         | (3,041 )    |
| Private equity investments, carried at cost | (609 )                                 | (170 )     | (1,429 )         | (1,752 )    |
| Other real estate owned                     | (2,156 )                               | (6,429 )   | (6,468 )         | (12,416 )   |
|                                             | \$(3,597 )                             | \$(7,580 ) | \$(9,866 )       | \$(17,550 ) |

HTM securities adjusted for OTTI were fair valued according to the methodology discussed elsewhere herein. Private equity investments carried at cost were fair valued according to the methodology discussed previously under Private Equity Investments. In previous reporting periods, the disclosure of private equity investments carried at cost was included with the private equity investments under the equity method of accounting. This revised disclosure had no effect on the Company's financial statements or results of operations in the prior year periods. The amounts of private equity investments carried at cost were \$59.3 million at June 30, 2013 and \$74.8 million at December 31, 2012. Additionally, the amounts of other noninterest-bearing investments carried at cost were \$226.2 million at June 30, 2013 and \$232.5 million at December 31, 2012, which were comprised of Federal Reserve and Federal Home Loan Bank stock.

During the three and six months ended June 30, we recognized net gains of \$2.1 million and \$6.3 million in 2013 and \$2.9 million and \$5.8 million in 2012, respectively, from the sale of OREO properties that had a carrying value at the

time of sale of approximately \$38.7 million and \$84.7 million during the six months ended June 30, 2013 and 2012, respectively. Previous to their sale in these periods, we recognized impairment on these properties of \$0.3 million and \$0.4 million in 2013 and \$3.2 million and \$3.9 million in 2012, respectively.

## ZIONS BANCORPORATION AND SUBSIDIARIES

Impaired (or nonperforming) loans that are collateral-dependent are fair valued under Level 2 based on the fair value of the collateral. OREO is fair valued under Level 2 at the lower of cost or fair value based on property appraisals at the time the property is recorded in OREO and as appropriate thereafter.

Measurement of impairment for collateral-dependent loans and OREO is based on third party appraisals that utilize one or more valuation techniques (income, market and/or cost approaches). Any adjustments to calculated fair value are made based on recently completed and validated third party appraisals, third party appraisal services, automated valuation services, or our informed judgment. Evaluations are made to determine that the appraisal process meets the relevant concepts and requirements of applicable accounting guidance.

Automated valuation services may be used primarily for residential properties when values from any of the previous methods were not available within 90 days of the balance sheet date. These services use models based on market, economic, and demographic values. The use of these models has only occurred in a very few instances and the related property valuations have not been sufficiently significant to consider disclosure under Level 3 rather than Level 2.

Impaired loans not collateral-dependent are fair valued based on the present value of future cash flows discounted at the expected coupon rates over the lives of the loans. Because the loans were not discounted at market interest rates, the valuations do not represent fair value and have been excluded from the nonrecurring fair value balance in the preceding schedules.

## Fair Value of Certain Financial Instruments

Following is a summary of the carrying values and estimated fair values of certain financial instruments:

| (In thousands)                                                     | June 30, 2013  |                      | December 31, 2012 |                      |
|--------------------------------------------------------------------|----------------|----------------------|-------------------|----------------------|
|                                                                    | Carrying value | Estimated fair value | Carrying value    | Estimated fair value |
| Financial assets:                                                  |                |                      |                   |                      |
| HTM investment securities                                          | \$783,371      | \$734,292            | \$756,909         | \$674,741            |
| Loans and leases (including loans held for sale), net of allowance | 37,538,652     | 37,419,383           | 37,020,811        | 37,024,198           |
| Financial liabilities:                                             |                |                      |                   |                      |
| Time deposits                                                      | 2,810,431      | 2,825,093            | 2,962,931         | 2,988,714            |
| Foreign deposits                                                   | 1,514,270      | 1,513,920            | 1,804,060         | 1,803,625            |
| Other short-term borrowings                                        | —              | —                    | 5,409             | 5,421                |
| Long-term debt (less fair value hedges)                            | 2,166,932      | 2,405,548            | 2,329,323         | 2,636,422            |

This summary excludes financial assets and liabilities for which carrying value approximates fair value. For financial assets, these include cash and due from banks and money market investments. For financial liabilities, these include demand, savings and money market deposits, and federal funds purchased and security repurchase agreements. The estimated fair value of demand, savings and money market deposits is the amount payable on demand at the reporting date. Carrying value is used because the accounts have no stated maturity and the customer has the ability to withdraw funds immediately. Also excluded from the summary are financial instruments recorded at fair value on a recurring basis, as previously described.

HTM investment securities primarily consist of municipal securities and bank and insurance trust preferred CDOs. HTM municipal securities are fair valued under Level 3 using a standard form discounted cash flow model as discussed previously and the valuation inputs described under auction rate securities. HTM bank and insurance trust preferred CDOs are fair valued using the internal model previously described.





## ZIONS BANCORPORATION AND SUBSIDIARIES

The fair value of loans is estimated according to their status as nonimpaired or impaired. For nonimpaired loans, the fair value is estimated by discounting future cash flows using the LIBOR yield curve adjusted by a factor which reflects the credit and interest rate risk inherent in the loan. These future cash flows are then reduced by the estimated “life-of-the-loan” aggregate credit losses in the loan portfolio. These adjustments for lifetime future credit losses incorporate many of the inputs used to estimate the ALLL for our loan portfolio and are adjusted quarterly as necessary to reflect the most recent loss experience. Impaired loans are already considered to be held at fair value, except those whose fair value is determined by discounting cash flows, as discussed previously. See Impaired Loans in Note 5 for details on the impairment measurement method for impaired loans. Loans, other than those held for sale, are not normally purchased and sold by the Company, and there are no active trading markets for most of this portfolio. Accordingly, our estimates of fair value for loans are categorized as Level 3.

The fair values of time and foreign deposits, other short-term borrowings, and long-term debt are estimated under Level 2. Time and foreign deposits, and other short-term borrowings, are fair valued by discounting future cash flows using the LIBOR yield curve to the given maturity dates. Long-term debt is fair valued based on actual market trades (i.e., an asset value) when available, or discounting cash flows to maturity using the LIBOR yield curve adjusted for credit spreads.

These fair value disclosures represent our best estimates based on relevant market information and information about the financial instruments. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of the various instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in the above methodologies and assumptions could significantly affect the estimates.

Further, certain financial instruments and all nonfinancial instruments are excluded from the applicable disclosure requirements. Therefore, the fair value amounts shown in the schedule do not, by themselves, represent the underlying value of the Company as a whole.

## 10. COMMITMENTS, GUARANTEES AND CONTINGENT LIABILITIES

## Commitments and Guarantees

Contractual amounts of off-balance sheet financial instruments used to meet the financing needs of our customers are as follows:

| (In thousands)                        | June 30,<br>2013 | December 31,<br>2012 |
|---------------------------------------|------------------|----------------------|
| Unfunded commitments to extend credit | \$ 15,003,402    | \$ 14,277,347        |
| Standby letters of credit:            |                  |                      |
| Financial                             | 818,076          | 774,427              |
| Performance                           | 212,369          | 190,029              |
| Commercial letters of credit          | 93,954           | 91,978               |

The Company’s 2012 Annual Report on Form 10-K contains further information about these commitments and guarantees including their terms and collateral requirements. At June 30, 2013, the Company had recorded approximately \$10.8 million as a liability for the guarantees associated with the standby letters of credit, which consisted of \$6.7 million attributable to the RULC and \$4.1 million of deferred commitment fees.

At June 30, 2013, the Parent has guaranteed \$15 million of debt of affiliated trusts issuing trust preferred securities. In connection with the redemption on May 3, 2013 of all of the \$285 million of Zions Capital Trust B trust preferred securities, as discussed in Note 7, the Parent canceled its guarantee for these securities.

At June 30, 2013, we had unfunded commitments for private equity and other noninterest-bearing investments of \$30.9 million. These obligations have no stated maturity.

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## ZIONS BANCORPORATION AND SUBSIDIARIES

### Legal Matters

We are subject to litigation in court and arbitral proceedings, as well as proceedings, investigations, examinations and other actions brought or considered by governmental and self-regulatory agencies. At any given time, litigation may relate to lending, deposit and other customer relationships, vendor and contractual issues, employee matters, intellectual property matters, personal injuries and torts, regulatory and legal compliance, and other matters. While most matters relate to individual claims, we are also subject to putative class action claims and similar broader claims. Current putative class actions and similar claims include the following:

a complaint relating to allegedly wrongful acts in our processing of overdraft fees on debit card transactions in which the plaintiffs seek monetary awards on the basis of various common law claims, *Barlow, et. al. v. Zions First National Bank and Zions Bancorporation*, pending in the United States District Court for the District of Utah;

a complaint relating to our banking relationships with customers that allegedly engaged in wrongful telemarketing practices in which the plaintiff seeks a trebled monetary award under the federal RICO Act, *Reyes v. Zions First National Bank, et. al.*, pending in the United States District Court for the Eastern District of Pennsylvania; and

a complaint arising from our banking relationships with Frederick Berg and a number of investment funds controlled by him using the “Meridian” brand name, in which the liquidating trustee for the funds seeks an award from us, on the basis of aiding and abetting liability, for monetary damages suffered by victims of a fraud allegedly perpetrated by Berg, *In re Consolidated Meridian Funds a/k/a Meridian Investors Trust, Mark Calvert as Liquidating Trustee, et. al. vs. Zions Bancorporation and The Commerce Bank of Washington, N.A.*, pending in the United States Bankruptcy Court for the Western District of Washington.

In the second quarter of 2013, the parties to the Barlow case reached an agreement in principle to settle, which covers all of our affiliates alleged to have engaged in wrongful processing. The amount of the settlement is reflected in our accruals for legal losses as of June 30, 2013. The settlement is subject to definitive documentation and court approval. Another overdraft case, *Sadlier, et. al. v. National Bank of Arizona*, brought in the Superior Court for the State of Arizona, County of Maricopa, was dismissed with prejudice in the second quarter of 2013.

Discovery has been completed in the Reyes case, but has not commenced in the Meridian Funds case. Motions for and against class certification have been made in the Reyes case, but the court has not yet ruled on the issue.

At any given time, proceedings, investigations, examinations and other actions brought or considered by governmental and self-regulatory agencies may relate to our banking, investment advisory, trust, securities, and other products and services; our customers’ involvement in money-laundering, fraud, securities violations and other illicit activities or our policies and practices relating to such customer activities; and our compliance with the broad range of banking, securities and other laws and regulations applicable to us. At any given time, we may be in the process of responding to subpoenas, requests for documents, data and testimony relating to such matters and engaging in discussions to resolve the matters. Significant investigations and similar inquiries to which we are currently subject relate to: possible money laundering activities of a customer of one of our banking subsidiaries and the anti-money laundering practices of that bank (conducted by the United States Attorneys Office for the Southern District of New York); and the practices of our subsidiary, Zions Bank; our former subsidiary, NetDeposit, LLC; and possibly other of our affiliates relating primarily to payment processing for allegedly fraudulent telemarketers connected with the Reyes case noted previously (conducted by the United States Attorney’s Office for the Eastern District of Pennsylvania).

## ZIONS BANCORPORATION AND SUBSIDIARIES

In the second quarter of 2013, the SEC advised us that they had determined not to take action against us as a result of its investigation into the practices of our subsidiary, Contango Capital Advisors, Inc., relative to certain investment products acquired by Contango clients from sponsors and issuers unaffiliated with us.

At least quarterly, we review outstanding and new legal matters, utilizing then available information. In accordance with applicable accounting guidance, if we determine that a loss from a matter is probable and the amount of the loss can be reasonably estimated, we establish an accrual for the loss. In the absence of such a determination, no accrual is made. Once established, accruals are adjusted to reflect developments relating to the matters.

In our review, we also assess whether we can determine the range of reasonably possible losses for significant matters in which we are unable to determine that the likelihood of a loss is remote. Because of the difficulty of predicting the outcome of legal matters, discussed subsequently, we are able to estimate such a range only for a limited number of matters. We currently estimate the aggregate range of reasonably possible losses for those matters to be from \$0 million to not more than \$50 million in excess of amounts accrued. This estimated range of reasonably possible losses is based on information currently available as of June 30, 2013. The matters underlying the estimated range will change from time to time, and actual results may vary significantly from this estimate. Those matters for which an estimate is not possible are not included within this estimated range and, therefore, this estimated range does not represent our maximum loss exposure.

Based on our current knowledge, we believe that our current estimated liability for litigation and other legal actions and claims, reflected in our accruals and determined in accordance with applicable accounting guidance, is adequate and that liabilities in excess of the amounts currently accrued, if any, arising from litigation and other legal actions and claims for which an estimate as previously described is possible, will not have a material impact on our financial condition, results of operations, or cash flows. However, in light of the significant uncertainties involved in these matters, and the very large or indeterminate damages sought in some of these matters, an adverse outcome in one or more of these matters could be material to our financial condition, results of operations, or cash flows for any given reporting period.

Any estimate or determination relating to the future resolution of litigation, arbitration, governmental or self-regulatory examinations, investigations or actions or similar matters is inherently uncertain and involves significant judgment. This is particularly true in the early stages of a legal matter, when legal issues and facts have not been well articulated, reviewed, analyzed, and vetted through discovery, preparation for trial or hearings, substantive and productive mediation or settlement discussions, or other actions. It is also particularly true with respect to class action and similar claims involving multiple defendants, matters with complex procedural requirements or substantive issues or novel legal theories, and examinations, investigations and other actions conducted or brought by governmental and self-regulatory agencies, in which the normal adjudicative process is not applicable. Accordingly, we usually are unable to determine whether a favorable or unfavorable outcome is remote, reasonably likely, or probable, or to estimate the amount or range of a probable or reasonably likely loss, until relatively late in the course of a legal matter, sometimes not until a number of years have elapsed. Accordingly, our judgments and estimates relating to claims will change from time to time in light of developments and actual outcomes will differ from our estimates. These differences may be material.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## 11. RETIREMENT PLANS

The following discloses the net periodic benefit cost (credit) and its components for the Company's pension and postretirement plans:

| (In thousands)                              | Pension benefits        |         | Supplemental retirement benefits |       | Postretirement benefits |        | Pension benefits      |         | Supplemental retirement benefits |       | Postretirement benefits |         |
|---------------------------------------------|-------------------------|---------|----------------------------------|-------|-------------------------|--------|-----------------------|---------|----------------------------------|-------|-------------------------|---------|
|                                             | Three Months Ended 2013 | 2012    | June 30, 2013                    | 2012  | 2013                    | 2012   | Six Months Ended 2013 | 2012    | June 30, 2013                    | 2012  | 2013                    | 2012    |
| Service cost                                | \$—                     | \$13    | \$—                              | \$—   | \$8                     | \$9    | \$—                   | \$25    | \$—                              | \$—   | \$16                    | \$18    |
| Interest cost                               | 1,739                   | 1,892   | 101                              | 115   | 10                      | 12     | 3,478                 | 3,783   | 202                              | 230   | 20                      | 23      |
| Expected return on plan assets              | (3,027)                 | (2,827) |                                  |       |                         |        | (6,055)               | (5,654) |                                  |       |                         |         |
| Amortization of prior service cost (credit) |                         |         | 31                               | 31    | (37)                    | (61)   |                       |         | 62                               | 62    | (75)                    | (122)   |
| Amortization of net actuarial (gain) loss   | 2,157                   | 2,345   | 17                               | (28)  | (19)                    | (22)   | 4,315                 | 4,691   | 35                               | (57)  | (38)                    | (43)    |
| Net periodic benefit cost (credit)          | \$869                   | \$1,423 | \$149                            | \$118 | \$(38)                  | \$(62) | \$1,738               | \$2,845 | \$299                            | \$235 | \$(77)                  | \$(124) |

As disclosed in the Company's 2012 Annual Report on Form 10-K, the Company has frozen its participation and benefit accruals for the pension plan and its contributions for individual benefit payments in the postretirement benefit plan.

## 12. OPERATING SEGMENT INFORMATION

We manage our operations and prepare management reports and other information with a primary focus on geographical area. As of June 30, 2013, we operate eight community/regional banks in distinct geographical areas. Performance assessment and resource allocation are based upon this geographical structure. Zions Bank operates 101 branches in Utah and 26 branches in Idaho. CB&T operates 101 branches in California. Amegy operates 84 branches in Texas. NBAZ operates 72 branches in Arizona. NSB operates 51 branches in Nevada. Vectra operates 38 branches in Colorado and one branch in New Mexico. TCBW operates one branch in the state of Washington. TCBO operates one branch in Oregon.

The operating segment identified as "Other" includes the Parent, Zions Management Services Company ("ZMSC"), certain nonbank financial service subsidiaries, TCBO, and eliminations of transactions between segments. The Parent's operations are significant to the Other segment. Net interest income is substantially affected by the Parent's interest on long-term debt. Net impairment losses on investment securities relate to the Parent. ZMSC provides internal technology and operational services to affiliated operating businesses of the Company. ZMSC charges most of its costs to the affiliates on an approximate break-even basis.

The accounting policies of the individual operating segments are the same as those of the Company. Transactions between operating segments are primarily conducted at fair value, resulting in profits that are eliminated for reporting consolidated results of operations. Operating segments pay for centrally provided services based upon estimated or actual usage of those services.



## ZIONS BANCORPORATION AND SUBSIDIARIES

The following table presents selected operating segment information for the three months ended June 30, 2013 and 2012:

| (In millions)                                       | Zions Bank |          | CB&T     |          | Amegy    |          | NBAZ    |         | NSB     |         |
|-----------------------------------------------------|------------|----------|----------|----------|----------|----------|---------|---------|---------|---------|
|                                                     | 2013       | 2012     | 2013     | 2012     | 2013     | 2012     | 2013    | 2012    | 2013    | 2012    |
| <b>CONDENSED INCOME STATEMENT</b>                   |            |          |          |          |          |          |         |         |         |         |
| Net interest income                                 | \$150.8    | \$166.1  | \$122.6  | \$117.2  | \$94.0   | \$91.4   | \$41.4  | \$41.4  | \$28.6  | \$31.0  |
| Provision for loan losses                           | (10.7 )    | 20.4     | (3.0 )   | (3.8 )   | 5.7      | (8.9 )   | (4.7 )  | 2.5     | (8.7 )  | (1.6 )  |
| Net interest income after provision for loan losses | 161.5      | 145.7    | 125.6    | 121.0    | 88.3     | 100.3    | 46.1    | 38.9    | 37.3    | 32.6    |
| Net impairment losses on investment securities      | —          | (0.2 )   | —        | —        | —        | —        | —       | —       | —       | —       |
| Loss on sale of investment securities to Parent     | —          | —        | —        | —        | —        | —        | —       | —       | —       | —       |
| Other noninterest income                            | 54.2       | 51.1     | 19.7     | 19.1     | 35.5     | 44.3     | 8.8     | 7.9     | 9.7     | 8.6     |
| Noninterest expense                                 | 128.0      | 125.5    | 94.5     | 84.4     | 91.9     | 86.8     | 35.4    | 38.1    | 34.2    | 34.4    |
| Income (loss) before income taxes                   | 87.7       | 71.1     | 50.8     | 55.7     | 31.9     | 57.8     | 19.5    | 8.7     | 12.8    | 6.8     |
| Income tax expense (benefit)                        | 32.1       | 25.2     | 19.9     | 22.2     | 10.6     | 18.8     | 7.4     | 3.4     | 4.4     | 2.4     |
| Net income (loss)                                   | \$55.6     | \$45.9   | \$30.9   | \$33.5   | \$21.3   | \$39.0   | \$12.1  | \$5.3   | \$8.4   | \$4.4   |
| <b>AVERAGE BALANCE SHEET DATA</b>                   |            |          |          |          |          |          |         |         |         |         |
| Total assets                                        | \$17,522   | \$17,330 | \$10,823 | \$10,880 | \$13,215 | \$12,081 | \$4,620 | \$4,457 | \$4,064 | \$4,171 |
| Cash and due from banks                             | 352        | 377      | 165      | 174      | 273      | 259      | 71      | 70      | 82      | 89      |
| Money market investments                            | 2,949      | 2,538    | 1,237    | 1,148    | 2,676    | 2,395    | 433     | 610     | 956     | 996     |
| Total securities                                    | 1,311      | 1,369    | 334      | 345      | 313      | 338      | 300     | 280     | 780     | 784     |
| Total loans                                         | 12,363     | 12,402   | 8,287    | 8,350    | 8,790    | 7,997    | 3,612   | 3,280   | 2,124   | 2,169   |
| Total deposits                                      | 15,234     | 14,814   | 9,231    | 9,219    | 10,798   | 9,595    | 3,918   | 3,721   | 3,625   | 3,626   |
| Shareholder's equity:                               |            |          |          |          |          |          |         |         |         |         |



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|                                                     |         |         |       |       |          |          |                      |          |     |     |
|-----------------------------------------------------|---------|---------|-------|-------|----------|----------|----------------------|----------|-----|-----|
| Preferred equity                                    | 280     | 480     | 162   | 248   | 251      | 410      | 180                  | 275      | 113 | 242 |
| Common equity                                       | 1,533   | 1,430   | 1,319 | 1,291 | 1,776    | 1,661    | 407                  | 358      | 304 | 279 |
| Noncontrolling interests                            | —       | —       | —     | —     | —        | —        | —                    | —        | —   | —   |
| Total shareholder's equity                          | 1,813   | 1,910   | 1,481 | 1,539 | 2,027    | 2,071    | 587                  | 633      | 417 | 521 |
|                                                     | Vectra  |         | TCBW  |       | Other    |          | Consolidated Company |          |     |     |
|                                                     | 2013    | 2012    | 2013  | 2012  | 2013     | 2012     | 2013                 | 2012     |     |     |
| <b>CONDENSED INCOME STATEMENT</b>                   |         |         |       |       |          |          |                      |          |     |     |
| Net interest income                                 | \$25.1  | \$28.5  | \$6.8 | \$6.9 | \$(38.6) | \$(56.2) | \$430.7              | \$426.3  |     |     |
| Provision for loan losses                           | (0.8)   | 1.4     | 0.1   | 0.8   | 0.1      | —        | (22.0)               | 10.8     |     |     |
| Net interest income after provision for loan losses | 25.9    | 27.1    | 6.7   | 6.1   | (38.7)   | (56.2)   | 452.7                | 415.5    |     |     |
| Net impairment losses on investment securities      | —       | —       | —     | —     | (4.2)    | (7.1)    | (4.2)                | (7.3)    |     |     |
| Loss on sale of investment securities to Parent     | —       | —       | —     | —     | —        | —        | —                    | —        |     |     |
| Other noninterest income                            | 6.1     | 5.7     | 1.0   | 0.9   | (5.7)    | (1.6)    | 129.3                | 136.0    |     |     |
| Noninterest expense                                 | 25.5    | 24.7    | 3.9   | 4.3   | 38.3     | 3.5      | 451.7                | 401.7    |     |     |
| Income (loss) before income taxes                   | 6.5     | 8.1     | 3.8   | 2.7   | (86.9)   | (68.4)   | 126.1                | 142.5    |     |     |
| Income tax expense (benefit)                        | 2.1     | 2.7     | 1.3   | 0.9   | (34.7)   | (24.6)   | 43.1                 | 51.0     |     |     |
| Net income (loss)                                   | \$4.4   | \$5.4   | \$2.5 | \$1.8 | \$(52.2) | \$(43.8) | \$83.0               | \$91.5   |     |     |
| <b>AVERAGE BALANCE SHEET DATA</b>                   |         |         |       |       |          |          |                      |          |     |     |
| Total assets                                        | \$2,529 | \$2,380 | \$836 | \$871 | \$1,055  | \$720    | \$54,664             | \$52,890 |     |     |
| Cash and due from banks                             | 50      | 51      | 19    | 20    | (12)     | (14)     | 1,000                | 1,026    |     |     |
| Money market investments                            | 78      | 34      | 103   | 161   | 220      | (96)     | 8,652                | 7,786    |     |     |
| Total securities                                    | 184     | 220     | 107   | 120   | 539      | 445      | 3,868                | 3,901    |     |     |
| Total loans                                         | 2,138   | 1,993   | 595   | 557   | 62       | 69       | 37,971               | 36,817   |     |     |
| Total deposits                                      | 2,165   | 2,029   | 703   | 721   | (689)    | (783)    | 44,985               | 42,942   |     |     |

|                            |     |     |    |        |        |       |       |
|----------------------------|-----|-----|----|--------|--------|-------|-------|
| Shareholder's equity:      |     |     |    |        |        |       |       |
| Preferred equity 70        | 70  | 3   | 13 | 460    | 93     | 1,519 | 1,831 |
| Common equity 237          | 208 | 84  | 78 | (558 ) | (592 ) | 5,102 | 4,713 |
| Noncontrolling interests   | —   | —   | —  | (3 )   | (2 )   | (3 )  | (2 )  |
| Total shareholder's equity | 307 | 278 | 87 | (101 ) | (501 ) | 6,618 | 6,542 |

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## ZIONS BANCORPORATION AND SUBSIDIARIES

The following table presents selected operating segment information for the six months ended June 30, 2013 and 2012:

| (In millions)                                       | Zions Bank |          | CB&T     |          | Amegy    |          | NBAZ    |         | NSB     |         |
|-----------------------------------------------------|------------|----------|----------|----------|----------|----------|---------|---------|---------|---------|
|                                                     | 2013       | 2012     | 2013     | 2012     | 2013     | 2012     | 2013    | 2012    | 2013    | 2012    |
| <b>CONDENSED INCOME STATEMENT</b>                   |            |          |          |          |          |          |         |         |         |         |
| Net interest income                                 | \$302.3    | \$333.7  | \$237.2  | \$234.4  | \$189.4  | \$186.9  | \$81.9  | \$83.4  | \$56.0  | \$62.2  |
| Provision for loan losses                           | (8.9 )     | 60.9     | (9.8 )   | (6.7 )   | (8.1 )   | (32.2 )  | (4.7 )  | 9.0     | (8.9 )  | (8.3 )  |
| Net interest income after provision for loan losses | 311.2      | 272.8    | 247.0    | 241.1    | 197.5    | 219.1    | 86.6    | 74.4    | 64.9    | 70.5    |
| Net impairment losses on investment securities      | —          | (0.2 )   | —        | —        | —        | —        | —       | —       | —       | —       |
| Loss on sale of investment securities to Parent     | —          | —        | —        | (9.2 )   | —        | —        | —       | —       | —       | —       |
| Other noninterest income                            | 104.5      | 111.4    | 41.3     | 38.2     | 73.9     | 76.7     | 17.0    | 15.6    | 18.6    | 16.5    |
| Noninterest expense                                 | 243.0      | 247.5    | 184.8    | 165.6    | 176.1    | 168.8    | 69.6    | 75.9    | 65.9    | 69.7    |
| Income (loss) before income taxes                   | 172.7      | 136.5    | 103.5    | 104.5    | 95.3     | 127.0    | 34.0    | 14.1    | 17.6    | 17.3    |
| Income tax expense (benefit)                        | 63.1       | 48.1     | 40.7     | 41.3     | 31.9     | 42.1     | 12.8    | 5.5     | 6.0     | 6.0     |
| Net income (loss)                                   | \$109.6    | \$88.4   | \$62.8   | \$63.2   | \$63.4   | \$84.9   | \$21.2  | \$8.6   | \$11.6  | \$11.3  |
| <b>AVERAGE BALANCE SHEET DATA</b>                   |            |          |          |          |          |          |         |         |         |         |
| Total assets                                        | \$17,290   | \$17,293 | \$10,872 | \$10,857 | \$12,954 | \$12,058 | \$4,606 | \$4,462 | \$4,058 | \$4,148 |
| Cash and due from banks                             | 351        | 371      | 170      | 180      | 297      | 310      | 70      | 70      | 84      | 89      |
| Money market investments                            | 2,729      | 2,397    | 1,282    | 1,114    | 2,431    | 2,312    | 456     | 613     | 975     | 972     |
| Total securities                                    | 1,275      | 1,405    | 339      | 344      | 362      | 340      | 287     | 277     | 761     | 768     |
| Total loans                                         | 12,360     | 12,468   | 8,281    | 8,347    | 8,693    | 7,981    | 3,582   | 3,280   | 2,111   | 2,186   |
| Total deposits                                      | 14,990     | 14,759   | 9,270    | 9,166    | 10,546   | 9,534    | 3,906   | 3,715   | 3,609   | 3,597   |
| Shareholder's equity:                               |            |          |          |          |          |          |         |         |         |         |

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|                                                     |         |         |        |        |          |           |                      |          |     |     |
|-----------------------------------------------------|---------|---------|--------|--------|----------|-----------|----------------------|----------|-----|-----|
| Preferred equity                                    | 280     | 480     | 162    | 255    | 251      | 449       | 180                  | 290      | 126 | 251 |
| Common equity                                       | 1,521   | 1,408   | 1,323  | 1,286  | 1,760    | 1,653     | 404                  | 355      | 301 | 277 |
| Noncontrolling interests                            | —       | —       | —      | —      | —        | —         | —                    | —        | —   | —   |
| Total shareholder's equity                          | 1,801   | 1,888   | 1,485  | 1,541  | 2,011    | 2,102     | 584                  | 645      | 427 | 528 |
|                                                     | Vectra  |         | TCBW   |        | Other    |           | Consolidated Company |          |     |     |
|                                                     | 2013    | 2012    | 2013   | 2012   | 2013     | 2012      | 2013                 | 2012     |     |     |
| <b>CONDENSED INCOME STATEMENT</b>                   |         |         |        |        |          |           |                      |          |     |     |
| Net interest income                                 | \$50.7  | \$54.2  | \$13.3 | \$14.0 | \$(82.0) | \$(105.0) | \$848.8              | \$863.8  |     |     |
| Provision for loan losses                           | (9.4)   | 2.4     | (0.8)  | 1.4    | (0.4)    | —         | (51.0)               | 26.5     |     |     |
| Net interest income after provision for loan losses | 60.1    | 51.8    | 14.1   | 12.6   | (81.6)   | (105.0)   | 899.8                | 837.3    |     |     |
| Net impairment losses on investment securities      | —       | —       | —      | —      | (14.3)   | (17.3)    | (14.3)               | (17.5)   |     |     |
| Loss on sale of investment securities to Parent     | —       | —       | —      | —      | —        | 9.2       | —                    | —        |     |     |
| Other noninterest income                            | 13.1    | 11.1    | 2.0    | 1.8    | (9.8)    | (13.3)    | 260.6                | 258.0    |     |     |
| Noninterest expense                                 | 50.6    | 49.6    | 8.8    | 9.0    | 50.2     | 7.9       | 849.0                | 794.0    |     |     |
| Income (loss) before income taxes                   | 22.6    | 13.3    | 7.3    | 5.4    | (155.9)  | (134.3)   | 297.1                | 283.8    |     |     |
| Income tax expense (benefit)                        | 7.9     | 4.3     | 2.5    | 1.8    | (61.2)   | (46.2)    | 103.7                | 102.9    |     |     |
| Net income (loss)                                   | \$14.7  | \$9.0   | \$4.8  | \$3.6  | \$(94.7) | \$(88.1)  | \$193.4              | \$180.9  |     |     |
| <b>AVERAGE BALANCE SHEET DATA</b>                   |         |         |        |        |          |           |                      |          |     |     |
| Total assets                                        | \$2,496 | \$2,372 | \$858  | \$884  | \$1,130  | \$661     | \$54,264             | \$52,735 |     |     |
| Cash and due from banks                             | 51      | 51      | 19     | 20     | (10)     | (17)      | 1,032                | 1,074    |     |     |
| Money market investments                            | 62      | 50      | 142    | 173    | 307      | (97)      | 8,384                | 7,534    |     |     |
| Total securities                                    | 184     | 222     | 104    | 121    | 530      | 441       | 3,842                | 3,918    |     |     |
| Total loans                                         | 2,115   | 1,963   | 580    | 556    | 64       | 68        | 37,786               | 36,849   |     |     |
| Total deposits                                      | 2,136   | 2,028   | 719    | 734    | (477)    | (876)     | 44,699               | 42,657   |     |     |

|                            |     |     |    |        |        |       |       |
|----------------------------|-----|-----|----|--------|--------|-------|-------|
| Shareholder's equity:      |     |     |    |        |        |       |       |
| Preferred equity 70        | 70  | 3   | 14 | 303    | 284    | 1,375 | 2,093 |
| Common equity 232          | 205 | 83  | 77 | (578 ) | (582 ) | 5,046 | 4,679 |
| Noncontrolling interests   | —   | —   | —  | (3 )   | (2 )   | (3 )  | (2 )  |
| Total shareholder's equity | 302 | 275 | 86 | (278 ) | (300 ) | 6,418 | 6,770 |

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ZIONS BANCORPORATION AND SUBSIDIARIES

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

FORWARD-LOOKING INFORMATION

Statements in this Quarterly Report on Form 10-Q that are based on other than historical data are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations or forecasts of future events and include, among others:

statements with respect to the beliefs, plans, objectives, goals, guidelines, expectations, anticipations, and future financial condition, results of operations and performance of Zions Bancorporation ("the Parent") and its subsidiaries (collectively "the Company," "Zions," "we," "our," "us");

- statements preceded by, followed by or that include the words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," "projects," or similar expressions.

These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing management's views as of any subsequent date. Forward-looking statements involve significant risks and uncertainties and actual results may differ materially from those presented, either expressed or implied, including, but not limited to, those presented in Management's Discussion and Analysis. Factors that might cause such differences include, but are not limited to:

- the Company's ability to successfully execute its business plans, manage its risks, and achieve its objectives;
- changes in local, national and international political and economic conditions, including without limitation the political and economic effects of the recent economic crisis, delay of recovery from that crisis, economic conditions and fiscal imbalances in the United States and other countries, potential or actual downgrades in rating of sovereign debt issued by the United States and other countries, and other major developments, including wars, military actions, and terrorist attacks;
- changes in financial market conditions, either internationally, nationally or locally in areas in which the Company conducts its operations, including without limitation reduced rates of business formation and growth, commercial and residential real estate development and real estate prices;
- fluctuations in markets for equity, fixed-income, commercial paper and other securities, including availability, market liquidity levels, and pricing;
- changes in interest rates, the quality and composition of the loan and securities portfolios, demand for loan products, deposit flows and competition;
- acquisitions and integration of acquired businesses;
- increases in the levels of losses, customer bankruptcies, bank failures, claims, and assessments;
- changes in fiscal, monetary, regulatory, trade and tax policies and laws, and regulatory assessments and fees, including policies of the U.S. Department of Treasury, the OCC, the Board of Governors of the Federal Reserve Board System, the FDIC, the SEC, and the CFPB;
- the impact of executive compensation rules under the Dodd-Frank Act and banking regulations which may impact the ability of the Company and other American financial institutions to retain and recruit executives and other personnel necessary for their businesses and competitiveness;
- the impact of the Dodd-Frank Act and of new international standards known as Basel III, and rules and regulations thereunder, many of which have not yet been promulgated or are not yet effective, on our required regulatory capital and liquidity levels, governmental assessments on us, the scope of business activities in which we may engage, the manner in which we engage in such activities, the fees we may charge for certain products and services, and other matters affected by the Dodd-Frank Act and these international standards;
- continuing consolidation in the financial services industry;
- new legal claims against the Company, including litigation, arbitration and proceedings brought by governmental or self-regulatory agencies, or changes in existing legal matters;
- success in gaining regulatory approvals, when required;



## ZIONS BANCORPORATION AND SUBSIDIARIES

• changes in consumer spending and savings habits;  
 • increased competitive challenges and expanding product and pricing pressures among financial institutions;  
 • inflation and deflation;  
 • technological changes and the Company's implementation of new technologies;  
 • the Company's ability to develop and maintain secure and reliable information technology systems;  
 • legislation or regulatory changes which adversely affect the Company's operations or business;  
 • the Company's ability to comply with applicable laws and regulations;  
 • changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or regulatory agencies; and  
 • costs of deposit insurance and changes with respect to FDIC insurance coverage levels.

Except to the extent required by law, the Company specifically disclaims any obligation to update any factors or to publicly announce the result of revisions to any of the forward-looking statements included herein to reflect future events or developments.

## GLOSSARY OF ACRONYMS

|                |                                                            |          |                                                       |
|----------------|------------------------------------------------------------|----------|-------------------------------------------------------|
| ABS            | Asset-Backed Security                                      | FDIC     | Federal Deposit Insurance Corporation                 |
| ACL            | Allowance for Credit Losses                                | FHLB     | Federal Home Loan Bank                                |
| AFS            | Available-for-Sale                                         | FICO     | Fair Isaac Corporation                                |
| ALCO           | Asset/Liability Committee                                  | FRB      | Federal Reserve Board                                 |
| ALLL           | Allowance for Loan and Lease Losses                        | GAAP     | Generally Accepted Accounting Principles              |
| Amegy          | Amegy Corporation                                          | HECL     | Home Equity Credit Line                               |
| AOCI           | Accumulated Other Comprehensive Income                     | HTM      | Held-to-Maturity                                      |
| ASC            | Accounting Standards Codification                          | IA       | Indemnification Asset                                 |
| ASU            | Accounting Standards Update                                | IFRS     | International Financial Reporting Standards           |
| ATM            | Automated Teller Machine                                   | ISDA     | International Swap Dealer Association                 |
| bps            | basis points                                               | LGD      | Loss Given Default                                    |
| CB&T           | California Bank & Trust                                    | LIBOR    | London Interbank Offered Rate                         |
| CCAR           | Comprehensive Capital Analysis and Review                  | Lockhart | Lockhart Funding LLC                                  |
| CDO            | Collateralized Debt Obligation                             | MCC      | Model Control Committee                               |
| CDR            | Constant Default Rate                                      | MVE      | Market Value of Equity                                |
| CET1           | Common Equity Tier 1                                       | NBAZ     | National Bank of Arizona                              |
| CFPB           | Consumer Financial Protection Bureau                       | NRSRO    | Nationally Recognized Statistical Rating Organization |
| CLTV           | Combined Loan-to-Value Ratio                               | NSB      | Nevada State Bank                                     |
| CPR            | Constant Prepayment Rate                                   | OCC      | Office of the Comptroller of the Currency             |
| CRE            | Commercial Real Estate                                     | OCI      | Other Comprehensive Income                            |
| DB             | Deutsche Bank AG                                           | OREO     | Other Real Estate Owned                               |
| DBRS           | Dominion Bond Rating Service                               | OTC      | Over-the-Counter                                      |
| Dodd-Frank Act | Dodd-Frank Wall Street Reform and Consumer Protection Act  | OTTI     | Other-Than-Temporary Impairment                       |
| DTA            | Deferred Tax Asset                                         | Parent   | Zions Bancorporation                                  |
| DTL            | Deferred Tax Liability                                     | PCI      | Purchased Credit Impaired                             |
| FAMC           | Federal Agricultural Mortgage Corporation, or "Farmer Mac" | PD       | Probability of Default                                |
| FASB           | Financial Accounting Standards Board                       | PIK      | Payment in Kind                                       |





## ZIONS BANCORPORATION AND SUBSIDIARIES

|      |                                          |            |                                   |
|------|------------------------------------------|------------|-----------------------------------|
| REIT | Real Estate Investment Trust             | TCBO       | The Commerce Bank of Oregon       |
| RULC | Reserve for Unfunded Lending Commitments | TCBW       | The Commerce Bank of Washington   |
| SBA  | Small Business Administration            | TDR        | Troubled Debt Restructuring       |
| SBIC | Small Business Investment Company        | TRS        | Total Return Swap                 |
| SEC  | Securities and Exchange Commission       | Vectra     | Vectra Bank Colorado              |
| SOC  | Securitization Oversight Committee       | Zions Bank | Zions First National Bank         |
| TAG  | Transaction Account Guarantee            | ZMSC       | Zions Management Services Company |
| TARP | Troubled Asset Relief Program            |            |                                   |

## CRITICAL ACCOUNTING POLICIES AND SIGNIFICANT ESTIMATES

The Company has made no significant changes in its critical accounting policies and significant estimates from those disclosed in its 2012 Annual Report on Form 10-K.

## RESULTS OF OPERATIONS

The Company reported net earnings applicable to common shareholders of \$55.4 million, or \$0.30 per diluted share for the second quarter of 2013, compared to \$55.2 million, or \$0.30 per diluted share for the same prior year period.

The following changes had a favorable impact on net earnings:

- \$32.8 million decrease in the provision for loan losses;
- \$23.7 million reduction in total interest expense;
- \$8.9 million decrease in preferred stock dividends;
- \$7.9 million decrease in income tax expense; and
- \$4.9 million decline in other real estate expense.

The impact of these items was partially offset by the following:

- \$40.3 million increase in debt extinguishment cost;
- \$19.4 million decrease in total interest income;
- \$10.7 million increase in other noninterest expense;
- \$10.2 million reduction in dividends and other investment income; and
- \$6.7 million reduction in fixed income securities net gains.

Net earnings applicable to common shareholders for the first six months of 2013 were \$143.7 million, or \$0.77 per diluted share, compared to net earnings applicable to common shareholders of \$80.7 million, or \$0.44 per diluted share in the corresponding prior year period. The improved result reflects the following:

- \$77.5 million decrease in the provision for loan losses;
- \$50.7 million decrease in preferred stock dividends;
- \$38.4 million decline in total interest expense;
- \$10.7 million decrease in other real estate expense; and
- \$6.0 million reduction in credit related expense.

The impact of these items was partially offset by the following:

- \$53.5 million decline in total interest income;
- \$40.3 million increase in debt extinguishment cost;
- \$25.5 million increase in other noninterest expense;
- \$11.7 million increase in salaries and employee benefits; and
- \$7.0 million reduction in dividends and other investment income.



## ZIONS BANCORPORATION AND SUBSIDIARIES

During 2009, the Company executed a subordinated debt modification and exchange transaction. The original discount on the convertible subordinated debt was \$679 million and the remaining discount at June 30, 2013 was \$125 million. It included the following components:

- the fair value discount on the debt; and
- the value of the beneficial conversion feature which added the right of the debt holder to convert the debt into preferred stock.

The discount associated with the convertible subordinated debt is amortized to interest expense using the interest method over the remaining term of the subordinated debt (referred to herein as “discount amortization”). When holders of the convertible subordinated notes convert to preferred stock, the rate of amortization is accelerated by immediately expensing any unamortized discount associated with the converted debt (referred to herein as “accelerated discount amortization”).

Excluding the impact of these noncash expenses, income before income taxes and subordinated debt conversions for the second quarter of 2013 was \$138 million compared to \$169 million for the second quarter of 2012.

## IMPACT OF CONVERTIBLE SUBORDINATED DEBT

| (In millions)                                                           | Three Months Ended |                   |                      |                       |                  |
|-------------------------------------------------------------------------|--------------------|-------------------|----------------------|-----------------------|------------------|
|                                                                         | June 30,<br>2013   | March 31,<br>2013 | December 31,<br>2012 | September 30,<br>2012 | June 30,<br>2012 |
| Income before income taxes (GAAP)                                       | \$ 126.1           | \$ 171.0          | \$ 87.5              | \$ 170.3              | \$ 142.5         |
| Convertible subordinated debt discount amortization                     | 12.1               | 11.6              | 11.0                 | 10.5                  | 10.7             |
| Accelerated convertible subordinated debt discount amortization         | 0.1                | 0.3               | 1.1                  | 2.0                   | 16.2             |
| Income before income taxes and subordinated debt conversions (non-GAAP) | \$ 138.3           | \$ 182.9          | \$ 99.6              | \$ 182.8              | \$ 169.4         |

The impact of the conversion of subordinated debt into preferred stock is further discussed in the “Capital Management” section.

## Net Interest Income, Margin and Interest Rate Spreads

Net interest income is the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities. Taxable-equivalent net interest income is the largest portion of the Company’s revenue. For the second quarter of 2013, taxable-equivalent net interest income was \$434.6 million, compared to \$422.3 million for the first quarter of 2013, and \$431.0 million for the second quarter of 2012. The tax rate used for calculating all taxable-equivalent adjustments was 35% for all periods presented.

Net interest margin in the second quarter of 2013 vs. the same prior year period

The net interest margin was 3.44% and 3.56% for the second quarter of 2013 and 2012, respectively, and 3.44% for the first quarter of 2013. The decreased net interest margin for the second quarter of 2013 compared to the second quarter of 2012 resulted primarily from:

- lower yields on loans excluding FDIC-supported loans and AFS investment securities; and
- increased balance of low-yielding money market investments.

The impact of these items was partially offset by the following favorable developments:

lower yields on deposit funding and long-term debt; and  
higher yields on FDIC-supported loans.

Even though the Company's average loan portfolio, excluding FDIC-supported loans, was \$1,363 million higher in the second quarter of 2013 than for the same prior year period, the average interest rate earned on those assets was

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## ZIONS BANCORPORATION AND SUBSIDIARIES

45 bps lower. This decline in interest income was primarily caused by (1) adjustable rate loans originated in the past resetting to lower rates due to the current repricing index being lower than the rate when the loans were originated, and (2) maturing loans, many of which had rate floors, being replaced with new loans at lower original coupons and/or lower floors compared to the rates at which loans were originated when spreads were higher.

The yield earned on AFS securities during the second quarter of 2013 was 84 bps lower than in the comparable prior year period. The interest rates for most of the securities in the AFS securities portfolio are based on variable rate indexes such as the 3-month LIBOR rate, which decreased between these reporting periods.

During the second quarter of 2013, most of the Company's excess liquidity was invested in money market assets, primarily deposits with the Federal Reserve Bank. Average money market investments increased to 17.1% of total interest-earning assets in the second quarter of 2013 compared to 16.0% in the comparable prior year period. The average rate earned by these investments remained practically unchanged between these time periods.

Noninterest-bearing demand deposits provided the Company with low cost funding and comprised 39.2% of average total deposits in the second quarter of 2013 compared to 37.8% for the same period in 2012. Additionally, the average rate paid on interest-bearing deposits in the second quarter of 2013 decreased by 9 bps when compared to the second quarter of 2012. As a practical matter, it is becoming difficult to reduce deposit costs further as those costs approach zero.

In the second quarter of 2013, the Company redeemed the entire outstanding balance, approximately \$285 million, of its 8% outstanding trust preferred securities (previously included in long-term debt), and repurchased approximately \$258 million of its 7.75% senior notes. These actions were partially offset by various issuances of new, lower cost senior debt, which resulted in a net reduction of the average balance of long-term debt for the second quarter of 2013, which was \$115.4 million lower than in the same prior year period. Additionally, the average interest rate of long-term debt was 267 bps lower than in the second quarter of 2012. This can be attributed to the lower accelerated amortization of convertible subordinated debt discount and to the lower cost of new debt issuances. Refer to the "Liquidity Management Actions" section for more information.

See "Interest Rate and Market Risk Management" for further discussion of how we manage the portfolios of interest-earning assets, interest-bearing liabilities, and the associated risk.

The spread on average interest-bearing funds was 3.10% for both the second quarter of 2013 and the same prior year period. The spread on average interest-bearing funds for the second quarter of 2013 was affected by the same factors that had an impact on the net interest margin.

If we assume no further changes in the volume of earning assets, we expect net interest income to decline further by a moderate amount, as the aforementioned factors such as loan repricing are expected to continue. Furthermore, competitive pricing pressures on loans and lower benchmark indices (such as LIBOR) have resulted in lower rates achieved on new loan production compared to those produced in the past, in part due to the current "accommodative" U.S. monetary policy, which has resulted in a significant increase in the money supply, but has not yet resulted in strong borrowing demand by qualified customers. Nevertheless, we believe we can offset much of the pressure on the net interest margin primarily through loan growth and debt refinancing, and have indicated that we believe net interest income is likely to remain generally stable over the next year compared to the first six months of 2013, although the quarterly path is likely to exhibit some volatility.

The unamortized discount on convertible subordinated debt was \$125 million as of June 30, 2013, or 27.4% of the \$457 million of remaining outstanding convertible subordinated notes, and will be amortized to interest expense over the remaining life of the debt using the interest method. At December 31, 2012, the unamortized discount on the convertible subordinated debt was \$149 million, or 32.6% of the \$458 million of convertible subordinated notes that were outstanding at that time.

## ZIONS BANCORPORATION AND SUBSIDIARIES

The Company expects to remain “asset-sensitive” with regard to interest rate risk. The current period of low interest rates has lasted for several years. During this time, the Company has maintained an interest rate risk position that is more asset sensitive than it was prior to the economic crisis, and, we believe, more than most peers, and it expects to maintain this more asset-sensitive position for what may be a prolonged period. With interest rates at low levels, there is a reduced need to protect against falling interest rates. Our estimates of the Company’s actual interest rate risk position are highly dependent upon a number of assumptions regarding the repricing behavior of various deposit and loan types in response to changes in both short-term and long-term interest rates, balance sheet composition, and other modeling assumptions, as well as the actions of competitors and customers in response to those changes. In addition, our modeled projections for noninterest-bearing demand deposits, a substantial portion of our deposit balances, are particularly reliant on assumptions for which there is little historical experience. Further detail on interest rate risk is discussed in “Interest Rate Risk” on page 79 of the Company’s 2012 Annual Report on Form 10-K, and in this filing in “Interest Rate Risk.”

The following schedule summarizes the average balances, the amount of interest earned or incurred and the applicable yields for interest-earning assets and the costs of interest-bearing liabilities that generate taxable-equivalent net interest income.



## ZIONS BANCORPORATION AND SUBSIDIARIES

## CONSOLIDATED AVERAGE BALANCE SHEETS, YIELDS AND RATES

(Unaudited)

| (In thousands)                                             | Three Months Ended<br>June 30, 2013 |                                    |                 | Three Months Ended<br>June 30, 2012 |                                    |                 |
|------------------------------------------------------------|-------------------------------------|------------------------------------|-----------------|-------------------------------------|------------------------------------|-----------------|
|                                                            | Average<br>balance                  | Amount of<br>interest <sup>1</sup> | Average<br>rate | Average<br>balance                  | Amount of<br>interest <sup>1</sup> | Average<br>rate |
| <b>ASSETS</b>                                              |                                     |                                    |                 |                                     |                                    |                 |
| Money market investments                                   | \$8,652,403                         | \$5,764                            | 0.27 %          | \$7,786,191                         | \$5,099                            | 0.26 %          |
| Securities:                                                |                                     |                                    |                 |                                     |                                    |                 |
| Held-to-maturity                                           | 740,839                             | 9,372                              | 5.07 %          | 797,843                             | 11,339                             | 5.72 %          |
| Available-for-sale                                         | 3,090,910                           | 19,303                             | 2.50 %          | 3,084,771                           | 25,603                             | 3.34 %          |
| Trading account                                            | 36,296                              | 287                                | 3.17 %          | 18,877                              | 148                                | 3.15 %          |
| Total securities                                           | 3,868,045                           | 28,962                             | 3.00 %          | 3,901,491                           | 37,090                             | 3.82 %          |
| Loans held for sale                                        | 141,313                             | 1,224                              | 3.47 %          | 157,308                             | 1,561                              | 3.99 %          |
| Loans <sup>2</sup> :                                       |                                     |                                    |                 |                                     |                                    |                 |
| Loans and leases                                           | 37,518,549                          | 425,962                            | 4.55 %          | 36,155,395                          | 449,045                            | 5.00 %          |
| FDIC-supported loans                                       | 452,849                             | 35,243                             | 31.22 %         | 661,597                             | 24,416                             | 14.84 %         |
| Total loans                                                | 37,971,398                          | 461,205                            | 4.87 %          | 36,816,992                          | 473,461                            | 5.17 %          |
| Total interest-earning assets                              | 50,633,159                          | 497,155                            | 3.94 %          | 48,661,982                          | 517,211                            | 4.27 %          |
| Cash and due from banks                                    | 1,000,221                           |                                    |                 | 1,025,681                           |                                    |                 |
| Allowance for loan losses                                  | (837,651 )                          |                                    |                 | (1,006,606 )                        |                                    |                 |
| Goodwill                                                   | 1,014,129                           |                                    |                 | 1,015,129                           |                                    |                 |
| Core deposit and other intangibles                         | 45,262                              |                                    |                 | 61,511                              |                                    |                 |
| Other assets                                               | 2,808,640                           |                                    |                 | 3,132,314                           |                                    |                 |
| Total assets                                               | \$54,663,760                        |                                    |                 | \$52,890,011                        |                                    |                 |
| <b>LIABILITIES</b>                                         |                                     |                                    |                 |                                     |                                    |                 |
| Interest-bearing deposits:                                 |                                     |                                    |                 |                                     |                                    |                 |
| Savings and money market                                   | \$22,871,040                        | 10,144                             | 0.18 %          | \$21,957,941                        | 13,466                             | 0.25 %          |
| Time                                                       | 2,842,322                           | 4,179                              | 0.59 %          | 3,264,853                           | 6,053                              | 0.75 %          |
| Foreign                                                    | 1,642,381                           | 820                                | 0.20 %          | 1,490,695                           | 1,304                              | 0.35 %          |
| Total interest-bearing deposits                            | 27,355,743                          | 15,143                             | 0.22 %          | 26,713,489                          | 20,823                             | 0.31 %          |
| Borrowed funds:                                            |                                     |                                    |                 |                                     |                                    |                 |
| Securities sold, not yet purchased                         | 4,076                               | —                                  | — %             | 6,128                               | 29                                 | 1.90 %          |
| Federal funds purchased and security repurchase agreements | 283,690                             | 78                                 | 0.11 %          | 474,026                             | 161                                | 0.14 %          |
| Other short-term borrowings                                | —                                   | —                                  | — %             | 13,290                              | 66                                 | 2.00 %          |
| Long-term debt                                             | 2,214,215                           | 47,355                             | 8.58 %          | 2,329,608                           | 65,165                             | 11.25 %         |
| Total borrowed funds                                       | 2,501,981                           | 47,433                             | 7.60 %          | 2,823,052                           | 65,421                             | 9.32 %          |
| Total interest-bearing liabilities                         | 29,857,724                          | 62,576                             | 0.84 %          | 29,536,541                          | 86,244                             | 1.17 %          |
| Noninterest-bearing deposits                               | 17,629,219                          |                                    |                 | 16,228,973                          |                                    |                 |
| Other liabilities                                          | 559,219                             |                                    |                 | 582,743                             |                                    |                 |
| Total liabilities                                          | 48,046,162                          |                                    |                 | 46,348,257                          |                                    |                 |
| Shareholders' equity:                                      |                                     |                                    |                 |                                     |                                    |                 |
| Preferred equity                                           | 1,518,823                           |                                    |                 | 1,830,845                           |                                    |                 |
| Common equity                                              | 5,102,082                           |                                    |                 | 4,713,318                           |                                    |                 |
| Controlling interest shareholders' equity                  | 6,620,905                           |                                    |                 | 6,544,163                           |                                    |                 |
| Noncontrolling interests                                   | (3,307 )                            |                                    |                 | (2,409 )                            |                                    |                 |

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|                                                                                 |              |           |        |              |           |        |
|---------------------------------------------------------------------------------|--------------|-----------|--------|--------------|-----------|--------|
| Total shareholders' equity                                                      | 6,617,598    |           |        | 6,541,754    |           |        |
| Total liabilities and shareholders' equity                                      | \$54,663,760 |           |        | \$52,890,011 |           |        |
| Spread on average interest-bearing funds                                        |              |           | 3.10 % |              |           | 3.10 % |
| Taxable-equivalent net interest income and net yield on interest-earning assets |              | \$434,579 | 3.44 % |              | \$430,967 | 3.56 % |

<sup>1</sup> Taxable-equivalent rates used where applicable.

<sup>2</sup> Net of unearned income and fees, net of related costs. Loans include nonaccrual and restructured loans.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## CONSOLIDATED AVERAGE BALANCE SHEETS, YIELDS AND RATES

(Unaudited)

| (In thousands)                                             | Six Months Ended<br>June 30, 2013 |                                    |                 | Six Months Ended<br>June 30, 2012 |                                    |                 |
|------------------------------------------------------------|-----------------------------------|------------------------------------|-----------------|-----------------------------------|------------------------------------|-----------------|
|                                                            | Average<br>balance                | Amount of<br>interest <sup>1</sup> | Average<br>rate | Average<br>balance                | Amount of<br>interest <sup>1</sup> | Average<br>rate |
| <b>ASSETS</b>                                              |                                   |                                    |                 |                                   |                                    |                 |
| Money market investments                                   | \$8,383,594                       | \$11,203                           | 0.27 %          | \$7,534,218                       | \$9,727                            | 0.26 %          |
| Securities:                                                |                                   |                                    |                 |                                   |                                    |                 |
| Held-to-maturity                                           | 748,745                           | 18,908                             | 5.09 %          | 798,792                           | 22,338                             | 5.62 %          |
| Available-for-sale                                         | 3,063,404                         | 37,305                             | 2.46 %          | 3,089,299                         | 49,307                             | 3.21 %          |
| Trading account                                            | 29,496                            | 477                                | 3.26 %          | 30,033                            | 486                                | 3.25 %          |
| Total securities                                           | 3,841,645                         | 56,690                             | 2.98 %          | 3,918,124                         | 72,131                             | 3.70 %          |
| Loans held for sale                                        | 172,780                           | 2,988                              | 3.49 %          | 166,105                           | 3,063                              | 3.71 %          |
| Loans <sup>2</sup> :                                       |                                   |                                    |                 |                                   |                                    |                 |
| Loans and leases                                           | 37,310,024                        | 853,567                            | 4.61 %          | 36,162,127                        | 908,054                            | 5.05 %          |
| FDIC-supported loans                                       | 475,625                           | 61,592                             | 26.11 %         | 687,237                           | 47,975                             | 14.04 %         |
| Total loans                                                | 37,785,649                        | 915,159                            | 4.88 %          | 36,849,364                        | 956,029                            | 5.22 %          |
| Total interest-earning assets                              | 50,183,668                        | 986,040                            | 3.96 %          | 48,467,811                        | 1,040,950                          | 4.32 %          |
| Cash and due from banks                                    | 1,031,593                         |                                    |                 | 1,074,330                         |                                    |                 |
| Allowance for loan losses                                  | (860,878 )                        |                                    |                 | (1,027,526 )                      |                                    |                 |
| Goodwill                                                   | 1,014,129                         |                                    |                 | 1,015,129                         |                                    |                 |
| Core deposit and other intangibles                         | 47,155                            |                                    |                 | 63,674                            |                                    |                 |
| Other assets                                               | 2,848,774                         |                                    |                 | 3,141,635                         |                                    |                 |
| Total assets                                               | \$54,264,441                      |                                    |                 | \$52,735,053                      |                                    |                 |
| <b>LIABILITIES</b>                                         |                                   |                                    |                 |                                   |                                    |                 |
| Interest-bearing deposits:                                 |                                   |                                    |                 |                                   |                                    |                 |
| Savings and money market                                   | \$22,803,524                      | 20,556                             | 0.18 %          | \$21,929,941                      | 28,830                             | 0.26 %          |
| Time                                                       | 2,888,562                         | 8,654                              | 0.60 %          | 3,317,088                         | 12,693                             | 0.77 %          |
| Foreign                                                    | 1,585,837                         | 1,575                              | 0.20 %          | 1,449,552                         | 2,713                              | 0.38 %          |
| Total interest-bearing deposits                            | 27,277,923                        | 30,785                             | 0.23 %          | 26,696,581                        | 44,236                             | 0.33 %          |
| Borrowed funds:                                            |                                   |                                    |                 |                                   |                                    |                 |
| Securities sold, not yet purchased                         | 2,295                             | —                                  | — %             | 14,443                            | 220                                | 3.06 %          |
| Federal funds purchased and security repurchase agreements | 286,787                           | 151                                | 0.11 %          | 501,344                           | 315                                | 0.13 %          |
| Other short-term borrowings                                | 1,908                             | 19                                 | 2.01 %          | 30,842                            | 500                                | 3.26 %          |
| Long-term debt                                             | 2,272,441                         | 98,254                             | 8.72 %          | 2,160,692                         | 122,372                            | 11.39 %         |
| Total borrowed funds                                       | 2,563,431                         | 98,424                             | 7.74 %          | 2,707,321                         | 123,407                            | 9.17 %          |
| Total interest-bearing liabilities                         | 29,841,354                        | 129,209                            | 0.87 %          | 29,403,902                        | 167,643                            | 1.15 %          |
| Noninterest-bearing deposits                               | 17,421,371                        |                                    |                 | 15,960,236                        |                                    |                 |
| Other liabilities                                          | 583,578                           |                                    |                 | 600,987                           |                                    |                 |
| Total liabilities                                          | 47,846,303                        |                                    |                 | 45,965,125                        |                                    |                 |
| Shareholders' equity:                                      |                                   |                                    |                 |                                   |                                    |                 |
| Preferred equity                                           | 1,375,064                         |                                    |                 | 2,093,197                         |                                    |                 |
| Common equity                                              | 5,046,508                         |                                    |                 | 4,679,020                         |                                    |                 |
| Controlling interest shareholders' equity                  | 6,421,572                         |                                    |                 | 6,772,217                         |                                    |                 |

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|                                                                                 |              |           |        |              |           |        |
|---------------------------------------------------------------------------------|--------------|-----------|--------|--------------|-----------|--------|
| Noncontrolling interests                                                        | (3,434 )     |           |        | (2,289 )     |           |        |
| Total shareholders' equity                                                      | 6,418,138    |           |        | 6,769,928    |           |        |
| Total liabilities and shareholders' equity                                      | \$54,264,441 |           |        | \$52,735,053 |           |        |
| Spread on average interest-bearing funds                                        |              |           | 3.09 % |              |           | 3.17 % |
| Taxable-equivalent net interest income and net yield on interest-earning assets |              | \$856,831 | 3.44 % |              | \$873,307 | 3.62 % |

<sup>1</sup> Taxable-equivalent rates used where applicable.

<sup>2</sup> Net of unearned income and fees, net of related costs. Loans include nonaccrual and restructured loans.

## ZIONS BANCORPORATION AND SUBSIDIARIES

### Provisions for Credit Losses

The provision for loan losses is the amount of expense that, in our judgment, is required to maintain the allowance for loan losses at an adequate level based upon the inherent risks in the loan portfolio. The provision for unfunded lending commitments is used to maintain the reserve for unfunded lending commitments at an adequate level based upon the inherent risks associated with such commitments. In determining adequate levels of the allowance and reserve, we perform periodic evaluations of the Company's various loan portfolios, the levels of actual charge-offs, credit trends, and external factors. See Note 5 of the Notes to Consolidated Financial Statements and "Credit Risk Management" for more information on how we determine the appropriate level for the ALLL and the RULC.

The provision for loan losses for the second quarter of 2013 was \$(22.0) million compared to \$10.9 million for the same prior year period. For the first six months of 2013 and 2012, the provision for loan losses was \$(51.1) million and \$26.5 million, respectively. During the past few years, the Company has experienced a significant improvement in credit quality metrics, including lower levels of criticized and classified loans and lower realized loss rates in most loan segments. However, the Company continues to exercise caution with regard to the appropriate level of the allowance for loan losses, given the slow economic recovery. At June 30, 2013, classified loans, excluding FDIC-supported loans, were \$1.6 billion compared to \$1.9 billion at June 30, 2012.

Net loan and lease charge-offs declined to \$6 million in the second quarter of 2013 from \$43 million in the same prior year period. The annualized ratio of net loan and lease charge-offs to average loans declined from 0.47% in the second quarter of 2012 to 0.06% in the second quarter of 2013. Although gross charge-offs continued to decline, high levels of recoveries contributed to the low net charge-off level in the second quarter. See "Nonperforming Assets" and "Allowance and Reserve for Credit Losses" for further details.

During the second quarter of 2013, the Company recorded a \$3.6 million provision for unfunded lending commitments compared to \$4.9 million for the same prior year period. For the first six months of 2013 and 2012, the provision for unfunded lending commitments was \$(2.7) million and \$1.2 million, respectively. The decreased provision was primarily caused by improvements in credit quality. From period to period, the expense related to the reserve for unfunded lending commitments may be subject to sizeable fluctuations due to changes in the timing and volume of loan commitments, originations, and funding, as well as fluctuations in credit quality.

Although classified and nonperforming loan volumes continue to be elevated when compared to long-term historical levels, most measures of credit quality continued to show improvement during the second quarter of 2013. Barring any significant economic downturn, we expect the Company's credit costs to remain stable for the next several quarters.

### Noninterest Income

Noninterest income represents revenues the Company earns for products and services that have no interest rate or yield associated with them. For the second quarter of 2013, noninterest income was \$125.1 million compared to \$128.7 million in the same prior year period.

Other service charges, commissions and fees, which are comprised of ATM fees, insurance commissions, bankcard merchant fees, debit and credit card interchange fees, cash management fees, lending commitment fees, syndication and servicing fees, and other miscellaneous fees increased by \$1.7 million in the second quarter of 2013 compared to the same prior year period. Most of the increase can be attributed to higher fees earned from arranging interest rate swaps for customers, which serve the purpose of protecting customers from higher debt service burdens in a rising interest rate environment. The Company also collected a small one-time technology license fee, and earned higher merchant credit card fees. The impact of these increases was partially offset by lower fees from brokered loans. See

Note 1 of the Notes to Consolidated Financial Statements in the Company's 2012 Annual Report on Form 10-K for information regarding the reclassification of fees.

## ZIONS BANCORPORATION AND SUBSIDIARIES

In the second quarter, other service charges, commissions and fees included approximately \$9 million of debit card interchange fees. The Company's interchange fees may be adversely affected in the future by the recent ruling of the U.S. District Court for the District of Columbia, which invalidated the Federal Reserve Board's current regulation of debit card interchange fees.

Dividends and other investment income consists of revenue from the Company's bank-owned life insurance program, dividends from FHLB and Federal Reserve Bank stock, and earnings from other equity investments including Federal Agricultural Mortgage Corporation and certain alternative venture investments. For the second quarter of 2013, this income decreased by \$10.2 million from the same prior year period, mainly due to lower earnings from investments in alternative ventures, the bank-owned life insurance program, and Federal Agricultural Mortgage Corporation stock.

Losses from fair value and nonhedge derivatives in the second quarter of 2013 were \$3.8 million lower than in the second quarter of 2012. The decreased loss is primarily attributable to fair value gains on interest rate swap agreements that resulted from rising interest rates.

During the second quarter of 2013, the Company recorded \$2.2 million of equity securities gains, compared to \$0.1 million in the same prior year period. The increase is primarily attributable to higher unrealized gains from SBIC investments.

Fixed income securities losses were \$1.1 million in the second quarter of 2013, compared to \$5.5 million of gains in the same prior year period. In the second quarter of 2013, the Company realized \$4.3 million of losses from CDO sales, partially offset by \$3.1 million of gains recognized from cash principal payments from CDOs that had been previously written down. Gains in 2012 resulted from the redemption of securities which had been acquired at a discount from Lockhart Funding, and from principal payments received for CDOs that had been previously written down.

The Company recognized net impairment losses on CDO investment securities of \$4.2 million and \$7.3 million during the second quarters of 2013 and 2012, respectively. See "Investment Securities Portfolio" for additional information.

During the first half of 2013, noninterest income was \$246.4 million compared to \$240.5 in the corresponding prior year period. Except for the items discussed below, explanations provided previously for the quarterly changes also apply to the year-to-date fluctuations.

Loan sales and servicing income for the first six months of 2013 was \$3.0 million higher than in the same prior year period. The increase is caused by increased gains from capitalized mortgage servicing rights and loan sales. Loan sales and servicing income is expected to decrease in the next quarter due to higher mortgage interest rates and lower demand for refinanced mortgages.

During the first six months of 2013, equity securities gains were \$5.0 million compared to \$9.3 million for the comparable period in 2012. In 2012, the Company had realized higher gains from SBIC investments than in 2013.

Fixed income securities gains were \$2.1 million in the first half of 2013 compared to \$6.2 million in the same prior year period. In 2013, the Company recognized \$6.4 million in gains from principal payments received for CDOs that had been previously written off, partially offset by losses from CDO sales.

Other noninterest income was \$4.5 million and \$2.3 million for the second quarters of 2013 and 2012, respectively. Most of the income recognized in the second quarter of 2013 is related to gains from sales of fixed and other assets,

gains related to certain loans which had been purchased from a failed bank, and other miscellaneous income.



## ZIONS BANCORPORATION AND SUBSIDIARIES

### Noninterest Expense

Noninterest expense increased by 12.45% to \$451.7 million in the second quarter of 2013 compared to the same prior year period. The increase was primarily caused by the debt extinguishment cost, and increases in other expenses, salaries and employee benefits, as well as professional and legal services.

Salaries and employee benefits for the second quarter of 2013 increased by 3.0% from the same period in 2012. Most of the increase can be attributed to higher base salaries, bonuses, and share-based compensation, which were partially offset by decreased medical insurance costs.

Other real estate expense in the second quarter of 2013 was 75.3% lower than in the comparable prior year period. The decrease is primarily due to a 44.2% reduction in OREO balances between these two periods and lower write-downs of OREO values during work-out.

Credit-related expense includes costs incurred during the foreclosure process prior to the Company obtaining title to collateral and recording an asset in OREO, as well as other out-of-pocket costs related to the management of problem loans and other assets. During the second quarters of 2013 and 2012, credit-related expense was \$9.4 million and \$12.4 million, respectively. The decrease is primarily attributable to lower legal expenses and lower foreclosure costs, as well as an increase in reimbursements from borrowers for expenses incurred during workouts. Additionally, the levels of problem credits have decreased compared to the prior year period.

Professional and legal services were \$17.1 million and \$12.9 million for the second quarters of 2013 and 2012, respectively. Most of the increase can be attributed to consulting expenses related to the Company's upgrade of its stress testing and capital planning capabilities and processes to meet Comprehensive Capital Analysis and Review ("CCAR") standards, and to consulting expenses related to the Company's recently announced projects to replace and/or upgrade its core loan, deposit, and accounting systems. We expect to incur similar costs in the foreseeable future.

Debt extinguishment cost was \$40.3 million for the second quarter of 2013 due to the extinguishment of long-term debt discussed in Note 7 of the Notes to Consolidated Financial Statements. No such expenses were incurred in 2012.

Other noninterest expense for the second quarters of 2013 and 2012 was \$78.1 million and \$67.4 million, respectively. The increase is primarily the result of larger write-downs of the FDIC indemnification asset related to loans purchased from the FDIC in 2009. These write-downs were caused primarily by the better-than-expected performance of these loans and early loan pay-offs.

For the first six months of 2013, noninterest expense was \$849.0 million compared to \$794.0 million in the same prior year period. Explanations provided previously for the quarterly changes also apply to the year-to-date fluctuations.

As of June 30, 2013, the Company had 10,382 full-time equivalent employees, compared to 10,447 at June 30, 2012.

### Income Taxes

The Company's income tax expense for the second quarter of 2013 was \$43.1 million compared to \$51.0 million for the same period in 2012. The effective income tax rates, including the effects of noncontrolling interests, were 34.2% for the second quarter of 2013 and 35.7% for the same period of 2012. The tax expense rate for the second quarter of 2013 was benefited primarily by the nontaxability of certain income items. The tax expense rate for the second quarter of 2012 was increased primarily by the nondeductibility of a portion of the accelerated discount amortization from the conversion of subordinated debt to preferred stock during the quarter. The year-to-date tax rates for 2013 and 2012 were similarly impacted by the above-discussed permanent items.



## ZIONS BANCORPORATION AND SUBSIDIARIES

The Company had a net deferred tax asset (“DTA”) balance of \$367 million at June 30, 2013, compared to \$406 million at December 31, 2012. The decrease in the DTA resulted primarily from loan charge-offs in excess of loan loss provisions, fair value adjustments related to securities, and the payout of accrued compensation. The decrease in the deferred tax liability related to premises and equipment and FDIC-supported transactions offset some of the overall decrease in DTA. The Company did not record a valuation allowance as of June 30, 2013. In assessing the need for a valuation allowance, both the positive and negative evidence about the realization of DTAs were evaluated. The ultimate realization of DTAs is based on the Company’s ability to carry back net operating losses to prior tax periods, execute tax planning strategies that are prudent and feasible, and rely on current forecasts of future taxable income, including the reversal of deferred tax liabilities (“DTLs”), which can absorb losses generated in or carried forward to a particular tax year. After evaluating all of the factors and considering the weight of the positive evidence compared to the negative evidence, management has concluded it is more likely than not that the Company will realize the existing DTAs and that an additional valuation allowance is not needed. In addition, the Company has pursued strategies that may have the effect of mitigating the future possibility of a DTA valuation allowance.

### BALANCE SHEET ANALYSIS

#### Interest-Earning Assets

Interest-earning assets are those assets that have interest rates or yields associated with them. One of our goals is to maintain a high level of interest-earning assets relative to total assets, while keeping nonearning assets at a minimum. Interest-earning assets consist of money market investments, securities, loans, and leases. Another goal is to maintain a higher-yielding mix of interest-earning assets, such as loans, relative to lower-yielding assets, such as money market investments and securities, while maintaining adequate levels of highly liquid assets. The current period of slow economic growth accompanied by the moderate loan demand experienced in recent quarters has made it difficult to consistently achieve these goals.

Average interest-earning assets were \$50.2 billion for the first six months of 2013 compared to \$48.5 billion for the same prior year period. Average interest-earning assets as a percentage of total average assets for the first six months of 2013 was 92.5%, compared to 91.9% for the same prior year period.

Average total loans were \$37.8 billion and \$36.9 billion for the first six months of 2013 and 2012, respectively. The ratio of average loans as a percentage of total average assets for the first six months of 2013 was 69.6% compared to 69.9% in the corresponding prior year period.

Average money market investments, consisting of interest-bearing deposits, federal funds sold and security resell agreements, increased by 11.3% to \$8.4 billion for the first six months of 2013 compared to \$7.5 billion in the same period of 2012. Average securities decreased by 2.0% from the first six months of 2012. Increased deposits combined with moderate loan growth resulted in higher balances of excess cash available for money market investments. Average total deposits increased by 4.8% while average total loans increased 2.54% for the first six months of 2013 when compared to the same prior year period.

#### Investment Securities Portfolio

We invest in securities to generate revenues for the Company; portions of the portfolio are also available as a source of liquidity. The following schedules present a profile of the Company’s investment securities portfolio. The amortized cost amounts represent the Company’s original cost of the investments, adjusted for related accumulated amortization or accretion of any yield adjustments, and for credit impairment losses. The estimated fair value measurement levels and methodology are discussed in detail in Note 9 of the Notes to Consolidated Financial Statements.

We have included selected credit rating information for certain of the investment securities schedules because this information is one indication of the degree of credit risk to which we are exposed, and significant declines in ratings

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## ZIONS BANCORPORATION AND SUBSIDIARIES

for our investment portfolio could indicate an increased level of risk for the Company. The Dodd-Frank Act required that after July 21, 2011, federal agencies could no longer mandate the use of rating agency ratings. Final regulations and effective dates for this provision were issued in June 2012. Pursuant to these rules, during 2012, the Company began relying on its internal credit quality methodology to determine credit quality grading for regulatory reporting purposes for investment securities held by the subsidiary banks, which had the effect of improving the credit quality grades on some of the securities. The credit quality grading of securities is performed in accordance with SR 12-15, Investing in Securities without Reliance on Nationally Recognized Statistical Ratings Organization Ratings, and other related regulatory guidance. The Company considers factors including, but not limited to, the extent of over-collateralization and securities' performance under stress scenarios. Though they are based upon common factors, the credit quality grades do not directly impact either fair value or OTTI.

## INVESTMENT SECURITIES PORTFOLIO

| (In millions)                                              | June 30, 2013  |                |                      | December 31, 2012 |                |                      |
|------------------------------------------------------------|----------------|----------------|----------------------|-------------------|----------------|----------------------|
|                                                            | Amortized cost | Carrying value | Estimated fair value | Amortized cost    | Carrying value | Estimated fair value |
| Held-to-maturity                                           |                |                |                      |                   |                |                      |
| Municipal securities                                       | \$565          | \$564          | \$571                | \$525             | \$525          | \$537                |
| Asset-backed securities:                                   |                |                |                      |                   |                |                      |
| Trust preferred securities – banks and insurance           | 255            | 200            | 151                  | 255               | 213            | 126                  |
| Other                                                      | 21             | 19             | 12                   | 22                | 19             | 12                   |
|                                                            | 841            | 783            | 734                  | 802               | 757            | 675                  |
| Available-for-sale                                         |                |                |                      |                   |                |                      |
| U.S. Treasury securities                                   | 40             | 40             | 40                   | 104               | 105            | 105                  |
| U.S. Government agencies and corporations:                 |                |                |                      |                   |                |                      |
| Agency securities                                          | 264            | 267            | 267                  | 109               | 113            | 113                  |
| Agency guaranteed mortgage-backed securities               | 335            | 346            | 346                  | 407               | 425            | 425                  |
| Small Business Administration loan-backed securities       | 1,094          | 1,130          | 1,130                | 1,124             | 1,153          | 1,153                |
| Municipal securities                                       | 66             | 66             | 66                   | 75                | 76             | 76                   |
| Asset-backed securities:                                   |                |                |                      |                   |                |                      |
| Trust preferred securities – banks and insurance           | 1,546          | 1,030          | 1,030                | 1,596             | 949            | 949                  |
| Trust preferred securities – real estate investment trusts | 40             | 19             | 19                   | 41                | 16             | 16                   |
| Auction rate securities                                    | 7              | 7              | 7                    | 7                 | 7              | 7                    |
| Other                                                      | 22             | 20             | 20                   | 26                | 19             | 19                   |
|                                                            | 3,414          | 2,925          | 2,925                | 3,489             | 2,863          | 2,863                |
| Mutual funds and other                                     | 276            | 269            | 269                  | 228               | 228            | 228                  |
|                                                            | 3,690          | 3,194          | 3,194                | 3,717             | 3,091          | 3,091                |
| Total                                                      | \$4,531        | \$3,977        | \$3,928              | \$4,519           | \$3,848        | \$3,766              |

The amortized cost of investment securities on June 30, 2013 increased by 0.3% and decreased 6.0% from the balances at December 31, 2012, and June 30, 2012 respectively. The increase from December 31, 2012, was primarily due to the purchase of Export-Import Bank securities in the first six months of 2013 that are categorized as agency securities.

As of June 30, 2013 9.4% of the \$3.2 billion fair value of the available-for-sale (“AFS”) securities portfolio was valued at Level 1, 56.6% was valued at Level 2, and 34.0% was valued at Level 3 under the GAAP fair value accounting valuation hierarchy. At December 31, 2012, 10.4% of the \$3.1 billion fair value of the AFS securities portfolio was valued at Level 1, 57.1% was valued at Level 2, and 32.5% was valued at Level 3. See Note 9 of the Notes to Consolidated Financial Statements for further discussion of fair value accounting.

## ZIONS BANCORPORATION AND SUBSIDIARIES

Estimated fair value determined under ASC 820 precludes the use of “blockage factors” or liquidity adjustments due to the quantity of securities held by the Company. The Company does not expect that it could sell in a short period of time a substantial portion of its CDO securities at the indicated estimated fair values, particularly those valued under Level 3, given current market conditions. Sales of substantial portions of the securities would likely not be orderly. The market for such securities currently remains highly illiquid, and the Company believes that any attempt to sell large quantities of those securities could materially depress the prices received. Please refer to Notes 4 and 9 of the Notes to Consolidated Financial Statements for more information.

The amortized cost of AFS investment securities valued at Level 3 was \$1,627 million at June 30, 2013 and the fair value of these securities was \$1,086 million. The securities valued at Level 3 were comprised of ABS CDOs, primarily bank and insurance company trust preferred CDOs and REITs, and municipal securities. For these Level 3 securities, the net pretax unrealized loss recognized in OCI at June 30, 2013 was \$541 million. As of June 30, 2013, we believe that we will receive on settlement or maturity at least the amortized cost amounts of the Level 3 AFS securities. This expectation applies to both those securities for which OTTI has been recognized and those for which no OTTI has been recognized.

## ZIONS BANCORPORATION AND SUBSIDIARIES

The following schedule presents the Company's CDOs according to performing tranches without credit impairment, and nonperforming tranches. These CDOs are the majority of our asset-backed securities and consist of both HTM and AFS securities.

## CDOs BY PERFORMANCE STATUS

June 30, 2013

| (Amounts in millions)                     | No. of tranches | Par amount | Amortized cost | Carrying value | Net unrealized losses recognized in AOCI <sup>1</sup> | Weighted average discount rate <sup>2</sup> | % of carrying value to par |                | Change |
|-------------------------------------------|-----------------|------------|----------------|----------------|-------------------------------------------------------|---------------------------------------------|----------------------------|----------------|--------|
|                                           |                 |            |                |                |                                                       |                                             | June 30, 2013              | March 31, 2013 |        |
| Performing CDOs                           |                 |            |                |                |                                                       |                                             |                            |                |        |
| Predominantly bank CDOs                   | 25              | \$753      | \$677          | \$537          | \$(140)                                               | 5.7%                                        | 71%                        | 72%            | (1)%   |
| Insurance-only CDOs                       | 22              | 446        | 442            | 335            | (107)                                                 | 7.9%                                        | 75%                        | 74%            | 1%     |
| Other CDOs                                | 6               | 51         | 40             | 37             | (3)                                                   | 9.7%                                        | 73%                        | 73%            | —%     |
| Total performing CDOs                     | 53              | 1,250      | 1,159          | 909            | (250)                                                 | 6.7%                                        | 73%                        | 73%            | —%     |
| Nonperforming CDOs <sup>3</sup>           |                 |            |                |                |                                                       |                                             |                            |                |        |
| Credit impairment prior to last 12 months | 14              | 272        | 197            | 108            | (89)                                                  | 10.1%                                       | 40%                        | 31%            | 9%     |
| Credit impairment during last 12 months   | 44              | 849        | 501            | 245            | (256)                                                 | 9.5%                                        | 29%                        | 26%            | 3%     |
| Total nonperforming CDOs                  | 58              | 1,121      | 698            | 353            | (345)                                                 | 9.7%                                        | 31%                        | 27%            | 4%     |
| Total CDOs                                | 111             | \$2,371    | \$1,857        | \$1,262        | \$(595)                                               | 8.1%                                        | 53%                        | 51%            | 2%     |

March 31, 2013

| (Amounts in millions)           | No. of tranches | Par amount | Amortized cost | Carrying value | Net unrealized losses recognized in AOCI <sup>1</sup> | Weighted average discount rate <sup>2</sup> | % of carrying value to par |   |  |
|---------------------------------|-----------------|------------|----------------|----------------|-------------------------------------------------------|---------------------------------------------|----------------------------|---|--|
| Performing CDOs                 |                 |            |                |                |                                                       |                                             |                            |   |  |
| Predominantly bank CDOs         | 27              | \$774      | \$694          | \$560          | \$(134)                                               | 5.9%                                        | 72%                        |   |  |
| Insurance-only CDOs             | 22              | 447        | 443            | 331            | (112)                                                 | 7.9%                                        | 74%                        |   |  |
| Other CDOs                      | 6               | 51         | 40             | 37             | (3)                                                   | 9.6%                                        | 73%                        |   |  |
| Total performing CDOs           | 55              | 1,272      | 1,177          | 928            | (249)                                                 | 6.7%                                        | 73%                        |   |  |
| Nonperforming CDOs <sup>3</sup> |                 |            |                |                |                                                       |                                             |                            |   |  |
|                                 | 16              | 323        | 207            | 99             | (108)                                                 | 10.4%                                       | 31%                        | % |  |



|                                                 |     |         |         |         |          |        |     |   |  |
|-------------------------------------------------|-----|---------|---------|---------|----------|--------|-----|---|--|
| Credit impairment<br>prior to last 12<br>months |     |         |         |         |          |        |     |   |  |
| Credit impairment<br>during last 12<br>months   | 42  | 804     | 500     | 206     | (294 )   | 11.2 % | 26  | % |  |
| Total<br>nonperforming<br>CDOs                  | 58  | 1,127   | 707     | 305     | (402 )   | 11.0%  | 27% |   |  |
| Total CDOs                                      | 113 | \$2,399 | \$1,884 | \$1,233 | \$(651 ) | 8.7%   | 51% |   |  |

<sup>1</sup> Amounts presented are pretax.

<sup>2</sup> Margin over related LIBOR index.

<sup>3</sup> Defined as either deferring current interest (“PIKing”) or OTTI; the majority are predominantly bank CDOs.

As shown in the following schedule, 13 CDO securities, representing 25% of the CDO portfolio’s fair value at June 30, 2013, were upgraded by one or more NRSROs during the first six months of 2013. The mean upgrade of those securities upgraded was 3 notches; the maximum upgrade was 6 notches. These upgrades were attributed to improvements in over-collateralization ratios and deleveraging. No CDO securities were downgraded during the first six months of 2013.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## BANK AND INSURANCE TRUST PREFERRED CDOs

| (In millions)               | Six Months Ended<br>June 30, 2013 |               | Amortized cost | Fair<br>value |
|-----------------------------|-----------------------------------|---------------|----------------|---------------|
|                             | No. of securities                 | Par<br>amount |                |               |
| Rating changes <sup>1</sup> |                                   |               |                |               |
| Upgrade                     | 13                                | \$424         | \$383          | \$292         |
| No change                   | 87                                | 1,820         | 1,393          | 867           |
| Downgrade                   | —                                 | —             | —              | —             |
|                             | 100                               | \$2,244       | \$1,776        | \$1,159       |

<sup>1</sup> By any rating agency (S&P, Fitch, Moody's)

For the second quarter of 2013, the average annual prepayment rate assumption for pools, which includes both large and small banks, is 13% for each year through 2015, followed by an annual prepayment rate assumption of 3% thereafter. For pools without large banks, we assume a 9% annual prepayment rate for each year through 2015 and 3% thereafter. Increased prepayment rates are generally favorable for the fair value of the most senior tranches and adverse to the fair value of the more junior tranches.

Refer to the Company's 2012 Annual Report on Form 10-K for assumption changes made during 2012.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## Valuation Sensitivity of Level 3 Bank and Insurance CDOs

The following schedule sets forth the sensitivity of the current internally modeled CDOs' fair values to changes in the most significant assumptions utilized in the model.

## SENSITIVITY OF INTERNAL MODEL

(Amounts in millions)

| Fair value at June 30, 2013                                                                                                                                                                             | Held-to-maturity<br>\$ 151 |            | Available-for-sale<br>\$ 1,004 |            |             |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|------------|--------------------------------|------------|-------------|------------|
|                                                                                                                                                                                                         | Incremental                | Cumulative | Incremental                    | Cumulative | Incremental | Cumulative |
| Currently Modeled Assumptions                                                                                                                                                                           |                            |            |                                |            |             |            |
| Expected collateral credit losses <sup>1</sup>                                                                                                                                                          |                            |            |                                |            |             |            |
| Loss percentage from currently defaulted or deferring collateral <sup>2</sup>                                                                                                                           |                            | 5.5        | %                              |            | 24.3        | %          |
| Projected loss percentage from currently performing collateral                                                                                                                                          |                            |            |                                |            |             |            |
| 1-year                                                                                                                                                                                                  | 0.3                        | %          | 5.8                            | %          | 0.4         | %          |
| years 2-5                                                                                                                                                                                               | 1.8                        | %          | 7.6                            | %          | 1.5         | %          |
| years 6-30                                                                                                                                                                                              | 11.0                       | %          | 18.6                           | %          | 9.5         | %          |
| Discount rate <sup>3</sup>                                                                                                                                                                              |                            |            |                                |            |             |            |
| Weighted average spread over LIBOR                                                                                                                                                                      | 747                        | bp         |                                |            | 771         | bp         |
| Sensitivity of Modeled Assumptions                                                                                                                                                                      |                            |            |                                |            |             |            |
| Increase (decrease) in fair value due to increase in projected loss percentage from currently performing collateral <sup>4</sup>                                                                        |                            |            |                                |            |             |            |
|                                                                                                                                                                                                         | 25%                        | \$(0.9     | )                              |            | \$(8.7      | )          |
|                                                                                                                                                                                                         | 50%                        | (1.8       | )                              |            | (17.6       | )          |
|                                                                                                                                                                                                         | 100%                       | (3.8       | )                              |            | (36.2       | )          |
| Increase (decrease) in fair value due to increase in projected loss percentage from currently performing collateral <sup>4</sup> and the immediate default of all deferring collateral with no recovery |                            |            |                                |            |             |            |
|                                                                                                                                                                                                         | 25%                        | \$(6.8     | )                              |            | \$(85.6     | )          |
|                                                                                                                                                                                                         | 50%                        | (7.8       | )                              |            | (93.4       | )          |
|                                                                                                                                                                                                         | 100%                       | (9.6       | )                              |            | (109.2      | )          |
| Increase (decrease) in fair value due to increase in discount rate                                                                                                                                      |                            |            |                                |            |             |            |
|                                                                                                                                                                                                         | +100 bp                    | \$(12.2    | )                              |            | \$(65.5     | )          |
|                                                                                                                                                                                                         | + 200 bp                   | (23.1      | )                              |            | (123.7      | )          |
| Increase (decrease) in fair value due to increase in Forward LIBOR Curve                                                                                                                                |                            |            |                                |            |             |            |
|                                                                                                                                                                                                         | + 100 bp                   | \$6.7      |                                |            | \$32.1      |            |
| Increase (decrease) in fair value due to:                                                                                                                                                               |                            |            |                                |            |             |            |
| increase in prepayment assumption <sup>5</sup>                                                                                                                                                          | +1%                        | \$3.3      |                                |            | \$21.2      |            |
| increase in prepayment assumption <sup>6</sup>                                                                                                                                                          | +2%                        | 6.6        |                                |            | 42.0        |            |

<sup>1</sup> The Company uses an incurred credit loss model which specifies cumulative losses at the 1-year, 5-year, and 30-year points from the date of valuation. These current and projected losses are reflected in the CDO's fair value.

<sup>2</sup> Weighted average percentage of collateral that is defaulted due to bank failures, or deferring payment as allowed under the terms of the security, including a 0% recovery rate on defaulted collateral and a credit-specific probability of default on deferring collateral which ranges from 11.19% to 100%.

<sup>3</sup> The discount rate is a spread over the LIBOR forward curve at the date of valuation.

<sup>4</sup> Percentage increase is applied to incremental projected loss percentages from currently performing collateral. For example, the 50% and 100% stress scenarios for AFS securities would result in cumulative 30-year losses of 41.5% = 35.7%+50%(0.4%+1.5%+9.5%) and 47.2% = 35.7%+100%(0.4%+1.5%+9.5%), respectively.

- <sup>5</sup> Prepayment rate for small banks increased to 10% per year for the first 2.5 years and to 4% per year thereafter through maturity.
- <sup>6</sup> Prepayment rate for small banks increased to 11% per year for the first 2.5 years and to 5% per year thereafter through maturity.

## ZIONS BANCORPORATION AND SUBSIDIARIES

Increases in short-term forward interest rates during the second quarter of 2013 were responsible for approximately half of the fair value increase in junior CDO tranches. Additionally, discount rates applicable to junior CDO tranches decreased during the second quarter of 2013 consistent with observed improved prices for these assets. The result was an increase in the fair values of the junior CDO tranches. The impact of reducing the near term prepayment assumption for small banks from 10% through 2015 to 9% for that same period was an immaterial reduction in fair value which was offset by collateral improvements.

### Bank Collateral Deferral Experience

The Company's loss and recovery experience as of June 30, 2013 (and our Level 3 modeling assumption) is essentially a 100% loss on defaults of bank collateral in CDOs, although we have, to date, received several, generally small, recoveries on defaults. Our experience, through the financial crisis until the end of the second quarter of 2013, with deferring bank collateral has been that 52% has defaulted, approximately 25% has resumed paying interest, and approximately 24% remains within the allowable deferral period. This 24% is comprised of 173 deferring bank holding companies. Events in late 2012 led the Company to increase its loss assumptions on these remaining deferrals, most of which are more than half way through their allowable deferral period. We expect that future losses on these deferrals may result from actions other than bank failures – primarily bankruptcies and debt restructurings.

As noted, a significant number of previous deferrals have resumed interest payments; 92 issuing banks, with collateral aggregating to 25% of all deferrals and 51% of all surviving deferrals, have either come current and resumed interest payments on their trust preferred securities or have announced that they intend to do so at the next payment date. Banks may come current on their trust preferred securities for one or more quarters and then re-defer. Re-deferral is occurring in seven of the 92 banks which resumed payment after their initial election to defer. Further information on the Company's valuation process is detailed in Note 9 of the Notes to Consolidated Financial Statements.

The following schedules provide additional information on the below-investment-grade rated bank and insurance trust preferred CDOs' portion of the AFS and HTM portfolios. The schedules reflect data and assumptions that are included in the calculations of fair value and OTTI. The schedules utilize the lowest rating assigned by any rating agency to identify those securities below investment grade. The schedules segment the securities by whether or not they have been determined to have OTTI, and by original ratings level to provide granularity on the seniority level of the securities and the distribution of unrealized losses. The best and worst pool-level statistic for each original ratings subgroup is presented, not the best and worst single security within the original ratings grouping. The number of issuers and the number of currently performing issuers noted in the Pool Level Performance and Projections for Below-Investment-Grade Rated Bank and Insurance Trust Preferred CDOs schedule are from the same security. The remaining statistics may not be from the same security.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## BANK AND INSURANCE TRUST PREFERRED CDO VALUES CURRENTLY RATED BELOW INVESTMENT GRADE – SORTED BY WHETHER OTTI HAS BEEN TAKEN AND BY ORIGINAL RATINGS

As of June 30, 2013

| (Dollar amounts in millions)                        | Number of securities | % of portfolio | Total     |         | Amortized cost | Estimated fair value | Unrealized loss | Credit loss  |              | Valuation losses <sup>1</sup> |
|-----------------------------------------------------|----------------------|----------------|-----------|---------|----------------|----------------------|-----------------|--------------|--------------|-------------------------------|
|                                                     |                      |                | Par value |         |                |                      |                 | Current year | Life-to-date | Life-to-date                  |
| Original ratings of securities, no OTTI recognized: |                      |                |           |         |                |                      |                 |              |              |                               |
| Original AAA                                        | 22                   | 32.6           | %         | \$690   | \$634          | \$483                | \$(151 )        | \$—          | \$—          | \$(72 )                       |
| Original A                                          | 15                   | 15.8           | %         | 336     | 336            | 198                  | (138 )          | —            | —            | —                             |
| Original BBB                                        | 5                    | 2.2            | %         | 47      | 46             | 22                   | (25 )           | —            | —            | —                             |
| Total Non-OTTI                                      |                      | 50.6           | %         | 1,073   | 1,016          | 703                  | (314 )          | —            | —            | (72 )                         |
| Original ratings of securities, OTTI recognized:    |                      |                |           |         |                |                      |                 |              |              |                               |
| Original AAA                                        | 1                    | 2.4            | %         | 50      | 43             | 26                   | (17 )           | —            | (5 )         | (2 )                          |
| Original A                                          | 46                   | 43.8           | %         | 928     | 608            | 314                  | (294 )          | (13 )        | (325 )       | —                             |
| Original BBB                                        | 6                    | 3.2            | %         | 67      | 6              | 4                    | (2 )            | (1 )         | (61 )        | —                             |
| Total OTTI                                          |                      | 49.4           | %         | 1,045   | 657            | 344                  | (313 )          | (14 )        | (391 )       | (2 )                          |
| Total noninvestment grade bank and insurance CDOs   |                      | 100.0          | %         | \$2,118 | \$1,673        | \$1,047              | \$(627 )        | \$(14 )      | \$(391 )     | \$(74 )                       |

| (In millions)                                       | Average amount of each security held <sup>2</sup> |                |                      |                        |
|-----------------------------------------------------|---------------------------------------------------|----------------|----------------------|------------------------|
|                                                     | Par value                                         | Amortized cost | Estimated fair value | Unrealized gain (loss) |
| Original ratings of securities, no OTTI recognized: |                                                   |                |                      |                        |
| Original AAA                                        | \$30                                              | \$28           | \$21                 | \$(7 )                 |
| Original A                                          | 15                                                | 15             | 9                    | (6 )                   |
| Original BBB                                        | 9                                                 | 9              | 4                    | (5 )                   |
| Original ratings of securities, OTTI recognized:    |                                                   |                |                      |                        |
| Original AAA                                        | 50                                                | 43             | 26                   | (17 )                  |
| Original A                                          | 17                                                | 11             | 6                    | (5 )                   |
| Original BBB                                        | 11                                                | 1              | 1                    | —                      |

<sup>1</sup> Valuation losses relate to securities purchased from Lockhart Funding LLC prior to its consolidation in June 2009.

<sup>2</sup> The Company may have more than one holding of the same security.

## ZIONS BANCORPORATION AND SUBSIDIARIES

## POOL LEVEL PERFORMANCE AND PROJECTIONS FOR BELOW-INVESTMENT-GRADE RATED BANK AND INSURANCE TRUST PREFERRED CDOs

As of June 30, 2013

|                                           | Current lowest rating | # of issuers in collateral pool | # of issuers currently performing <sup>1</sup> | % of original collateral defaulted <sup>2</sup> | % of original collateral deferring <sup>3</sup> | Subordination as a % of performing collateral <sup>4</sup> | Collateralization % <sup>5</sup> | Present value of expected cash flows discounted effective rate as a % of par <sup>6</sup> | Lifetime additional projected loss from performing collateral <sup>7</sup> |   |
|-------------------------------------------|-----------------------|---------------------------------|------------------------------------------------|-------------------------------------------------|-------------------------------------------------|------------------------------------------------------------|----------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|---|
| Original Ratings of Securities, Non-OTTI: |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Original AAA                              |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Best                                      | BB                    | 22                              | 20                                             | 2.6 %                                           | 4.2 %                                           | 63.9 %                                                     | 672.9 %                          | 100 %                                                                                     | — %                                                                        |   |
| Weighted average                          |                       |                                 |                                                | 17.3                                            | 9.3                                             | 40.5                                                       | 244.5                            | 100                                                                                       | 10.8                                                                       | % |
| Worst                                     | CC                    | 31                              | 15                                             | 28.7                                            | 20.1                                            | 11.2                                                       | 141.9                            | 100                                                                                       | 14.7                                                                       |   |
| Original A                                |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Best                                      | B                     | 31                              | 31                                             | —                                               | —                                               | 28.3                                                       | 309.3                            | 100                                                                                       | 11.3                                                                       |   |
| Weighted average                          |                       |                                 |                                                | 1.5                                             | 5.0                                             | 20.8                                                       | 157.2                            | 100                                                                                       | 12.3                                                                       |   |
| Worst                                     | CCC                   | 6                               | 5                                              | 4.0                                             | 9.3                                             | 12.5                                                       | 134.7                            | 100                                                                                       | 14.6                                                                       |   |
| Original BBB                              |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Best                                      | CCC                   | 31                              | 31                                             | —                                               | —                                               | 19.9                                                       | 355.8                            | 100                                                                                       | 11.3                                                                       |   |
| Weighted average                          |                       |                                 |                                                | 1.3                                             | 3.9                                             | 12.5                                                       | 270.2                            | 100                                                                                       | 12.5                                                                       |   |
| Worst                                     | CC                    | 21                              | 18                                             | 4.0                                             | 9.3                                             | 5.8                                                        | 186.8                            | 100                                                                                       | 13.7                                                                       |   |
| Original Ratings of Securities, OTTI:     |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Original AAA                              |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Single                                    | CCC                   | 42                              | 26                                             | 22.9                                            | 12.8                                            | 27.5                                                       | 206.8                            | 100                                                                                       | 10.1                                                                       |   |
| Original A                                |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Best                                      | CC                    | 25                              | 23                                             | —                                               | —                                               | (1.4 )                                                     | 95.4                             | 100                                                                                       | —                                                                          |   |
| Weighted average                          |                       |                                 |                                                | 12.7                                            | 10.1                                            | (19.5 )                                                    | 59.8                             | 71                                                                                        | 12.0                                                                       |   |
| Worst                                     | C                     | 3                               | —                                              | 33.3                                            | 25.1                                            | (147.2 )                                                   | 11.3                             | 10                                                                                        | 17.7                                                                       |   |
| Original BBB                              |                       |                                 |                                                |                                                 |                                                 |                                                            |                                  |                                                                                           |                                                                            |   |
| Best                                      | C                     | 39                              | 33                                             | 6.3                                             | 4.7                                             | (9.0 )                                                     | 61.0                             | 62                                                                                        | 7.5                                                                        |   |
| Weighted average                          |                       |                                 |                                                | 19.5                                            | 12.0                                            | (45.3 )                                                    | (212.0 )                         | 10                                                                                        | 10.3                                                                       |   |
| Worst                                     | C                     | 32                              | 13                                             | 27.0                                            | 14.6                                            | (86.7 )                                                    | (373.1 )                         | —                                                                                         | 13.7                                                                       |   |

<sup>1</sup> Excludes both defaulted issuers and issuers that have elected to defer payment of current interest.

<sup>2</sup> Collateral is identified as defaulted when a regulator closes an issuing bank.

<sup>3</sup> Collateral is identified as deferring when the Company becomes aware that an issuer has announced or elected to defer interest payment on trust preferred debt.

<sup>4</sup> Utilizes the Company's loss assumption of 100% on defaulted collateral and the Company's issuer specific loss assumption of from 2.18% to 100% dependent on credit for each deferring piece of collateral. "Subordination" in the schedule includes the effects of seniority level within the CDOs' liability structure, the Company's loss and recovery rate assumption for deferring but not defaulted collateral and a 0% recovery rate for defaulted collateral. The numerator is all collateral less the sum of (i) 100% of the defaulted collateral, (ii) the sum of the projected net loss amounts for each piece of deferring but not defaulted collateral and (iii) the amount of each CDO's debt which is either senior to or pari passu with our security's priority level. The denominator is all collateral less the sum of (i) 100% of the defaulted collateral and (ii) the sum of the projected net loss amounts for each piece of deferring but not defaulted collateral.

<sup>5</sup> Utilizes the Company's loss assumption of 100% on defaulted collateral and the Company's issuer specific loss assumption ranging from 2.18% to 100% dependent on credit for each deferring piece of collateral. "Collateralization" in the schedule identifies the portion of a CDO tranche that is backed by nondefaulted collateral. The numerator is all collateral less the sum of (i) 100% of the defaulted collateral, (ii) the sum of the projected net loss amounts for each piece of deferring but not defaulted collateral and (iii) the amount of each CDO's debt which is senior to our security's priority level. The denominator is the par amount of the tranche. Par is defined as the original par less any principal paydowns.

<sup>6</sup> For OTTI securities, this statistic approximates the extent of OTTI credit losses taken.

<sup>7</sup> This is the same statistic presented in the preceding sensitivity schedule and incorporated in the fair value and OTTI calculations. The statistic is the sum of incremental projected loss percentages from currently paying collateral for year one, years two through five and years six through thirty.



## ZIONS BANCORPORATION AND SUBSIDIARIES

In prior quarters, certain original A-rated securities described in the previous schedule had negative subordination and were therefore under-collateralized, yet they were not identified as having OTTI. Negative subordination for these securities no longer exists at June 30, 2013. Deferral recoveries and rerouting of interest collections to pay down principal of the most senior liabilities have generally increased collateralization and subordination levels for a significant portion of the bank and insurance CDO securities. In particular, all securities not identified as having OTTI had collateralization above 100% and positive subordination at June 30, 2013.

### Other-Than-Temporary Impairment – Investments in Debt Securities

We review investments in debt securities each quarter for the presence of OTTI. For securities where an internal income-based cash flow model or third party valuation service produces a loss-adjusted expected cash flow for the security, the presence of OTTI is identified and the amount of the credit component of OTTI is calculated by discounting this loss-adjusted cash flow at the security specific effective interest rate and comparing that value to the Company's amortized cost of the security.

We review the relevant facts and circumstances each quarter in order to assess our intentions regarding any potential sales of securities, as well as the likelihood that we would be required to sell prior to recovery of amortized cost. To date, for each security whose fair value is below amortized cost, we have determined that we do not intend to sell the security, and that it is not more likely than not that we will be required to sell the security before recovery of its amortized cost basis. We then evaluate the difference between the fair value and the amortized cost of each security and identify if any of the difference is due to credit. The credit component of the difference is recognized by writing down the amortized cost of each security found to have OTTI.

For some CDO tranches, for which we have previously recorded OTTI, expected future cash flows have remained stable or have slightly improved subsequent to the quarter that OTTI was identified and recorded. For other CDO tranches, an adverse change in the expected future cash flow has resulted in the recording of additional OTTI. In both situations, while a large difference may remain between fair value and amortized cost, the difference is not due to credit. The expected future cash flow substantiates the return of the full amortized cost. We utilize a present value technique to both identify the OTTI present in the CDO tranches and to estimate fair value. The primary drivers of unrealized losses in these CDOs are further discussed in Note 4 of the Notes to Consolidated Financial Statements.

During the second quarter of 2013, the Company recognized credit-related net impairment losses on CDOs of \$4.2 million, compared to losses of \$7.3 million in the same prior year period. Approximately \$3.7 million of the OTTI for the second quarter of 2013 was due to a liquidation after an event of default on a CDO security.

During the first six months of 2013 and 2012, the Company recognized credit-related net impairment losses on CDOs of \$14.3 million and \$17.5 million, respectively.

### Exposure to State and Local Governments

The Company provides multiple products and services to state and local governments (referred together as "municipalities"), including deposit services, loans and investment banking services, and the Company invests in securities issued by the municipalities.

The following schedule summarizes the Company's exposure to state and local municipalities:

### MUNICIPALITIES

## ZIONS BANCORPORATION AND SUBSIDIARIES

| (In millions)                                | June 30,<br>2013 | December 31,<br>2012 |
|----------------------------------------------|------------------|----------------------|
| Loans and leases                             | \$454            | \$494                |
| Held-to-maturity – municipal securities      | 564              | 525                  |
| Available-for-sale – municipal securities    | 66               | 75                   |
| Available-for-sale – auction rate securities | 7                | 7                    |
| Trading account – municipal securities       | 19               | 21                   |
| Unused commitments to extend credit          | 7                | 33                   |
| Total direct exposure to municipalities      | \$1,117          | \$1,155              |

Company policy requires that extensions of credit to municipalities be subjected to specific underwriting standards. At June 30, 2013, one municipality had \$9 million of loans that were on nonaccrual. A significant amount of the municipal loan and lease portfolio is secured by real estate and equipment, and approximately 93% of the outstanding credits were originated by Zions Bank, Vectra, CB&T, and Amegy. See Note 5 of the Notes to Consolidated Financial Statements for additional information about the credit quality of these municipal loans.

All municipal securities are reviewed quarterly for OTTI; see Note 4 of the Notes to Consolidated Financial Statements for more information. HTM securities consist of unrated bonds issued by small local governmental entities and are purchased through private placements, often in situations in which one of the Company's subsidiaries has acted as a financial advisor to the municipality. Prior to purchase, the issuers of municipal securities are evaluated by the Company for their creditworthiness, and some of the securities are guaranteed by third parties. Of the AFS municipal securities, 92% are rated by major credit rating agencies and were rated investment grade as of June 30, 2013. Municipal securities in the trading account are held for resale to customers. The Company also underwrites municipal bonds and sells most of them to third party investors.

#### European Exposure

The Company is monitoring global economic conditions and is aware of concerns over the creditworthiness of the governments of Portugal, Ireland, Italy, Greece, and Spain. The Company has not granted loans to and does not own securities issued by these governments, and does not have any material exposure to companies or individuals in those countries.

In the normal course of business, the Company may enter into transactions with subsidiaries of companies and financial institutions headquartered in Portugal, Ireland, Italy, Greece, or Spain. Such transactions may include deposits, loans, letters of credit, and derivatives, as well as foreign currency exchange agreements. As of June 30, 2013, these transactions did not present any material direct or indirect risk exposure to the Company. Among the derivative transactions, the Company has a TRS agreement with Deutsche Bank AG ("DB") with regard to certain bank and insurance trust preferred CDOs. See Note 6 of the Notes to Consolidated Financial Statements for additional information regarding the TRS. If DB were unable to perform under the TRS, the agreement would terminate at little or no cost to Zions. A cancellation would have an immaterial impact on the balance sheet, and the Company would save approximately \$5.5 million in fees quarterly. However, if the TRS were canceled, the Company would lose the potential future risk mitigation benefits of the TRS, and regulatory risk weighted assets would increase by approximately \$2.9 billion, which would reduce regulatory risk-based capital ratios by approximately 6%, e.g., a risk based ratio of 10.0% would decline to approximately 9.4%.

#### Loan Portfolio

As displayed in the following schedule, commercial and industrial loans were the largest category and constituted 31.2% of the Company's loan portfolio at June 30, 2013. Construction and land development loans were 5.7% and 5.1% of total loans at June 30, 2012 and December 31, 2012, respectively. Construction and land development loans have declined significantly from a pre-recession level of 20.1% of total loans at the end of 2007.



## ZIONS BANCORPORATION AND SUBSIDIARIES

## LOAN PORTFOLIO DIVERSIFICATION

| (Amounts in millions)                       | June 30, 2013 |                  | December 31, 2012 |                  |   |
|---------------------------------------------|---------------|------------------|-------------------|------------------|---|
|                                             | Amount        | % of total loans | Amount            | % of total loans |   |
| <b>Commercial:</b>                          |               |                  |                   |                  |   |
| Commercial and industrial                   | \$11,899      | 31.2             | % \$11,257        | 29.9             | % |
| Leasing                                     | 388           | 1.0              | % 423             | 1.1              | % |
| Owner occupied                              | 7,394         | 19.4             | % 7,589           | 20.1             | % |
| Municipal                                   | 454           | 1.2              | % 494             | 1.3              | % |
| Total commercial                            | 20,135        |                  | 19,763            |                  |   |
| <b>Commercial real estate:</b>              |               |                  |                   |                  |   |
| Construction and land development           | 2,191         | 5.7              | % 1,939           | 5.1              | % |
| Term                                        | 7,971         | 20.9             | % 8,063           | 21.4             | % |
| Total commercial real estate                | 10,162        |                  | 10,002            |                  |   |
| <b>Consumer:</b>                            |               |                  |                   |                  |   |
| Home equity credit line                     | 2,124         | 5.6              | % 2,178           | 5.8              | % |
| 1-4 family residential                      | 4,486         | 11.7             | % 4,350           | 11.6             | % |
| Construction and other consumer real estate | 322           | 0.8              | % 321             | 0.9              | % |
| Bankcard and other revolving plans          | 315           | 0.8              | % 307             | 0.8              | % |
| Other                                       | 212           | 0.6              | % 216             | 0.6              | % |
| Total consumer                              | 7,459         |                  | 7,372             |                  |   |
| FDIC-supported loans <sup>1</sup>           | 432           | 1.1              | % 528             | 1.4              | % |
| Total net loans                             | \$38,188      | 100.0            | % \$37,665        | 100.0            | % |

<sup>1</sup> FDIC-supported loans represent loans acquired from the FDIC subject to loss sharing agreements.

Most of the loan portfolio growth during the first six months of 2013 occurred in commercial and industrial, construction and land development, and 1-4 family residential loans. The impact of these increases was partially offset by declines in owner occupied, term loans and home equity credit lines. The loan portfolio increased primarily at Amegy, CB&T, and Vectra, while balances declined at Zions Bank.

Commercial and industrial, construction and land development, and 1-4 family residential consumer loan volumes grew due to increased customer demand. Owner occupied loans declined mainly due to a low supply of quality loans available for purchase, as well as active management by Zions Bank of the National Real Estate loan portfolio. We expect construction and land development and commercial and industrial loans to grow at a moderate rate for the next several quarters. During the second quarter, unfunded lending commitments increased by \$643 million from the amount at March 31, 2013. The balance of FDIC-supported loans will continue to decline primarily due to paydowns and payoffs.

## Other Noninterest-Bearing Investments

The following schedule sets forth the Company's other noninterest-bearing investments:

| (In millions)                       | June 30, 2013 | December 31, 2012 |
|-------------------------------------|---------------|-------------------|
| Bank-owned life insurance           | \$461         | \$456             |
| Federal Home Loan Bank stock        | 105           | 109               |
| Federal Reserve stock               | 121           | 123               |
| SBIC investments                    | 56            | 46                |
| Non-SBIC investment funds and other | 105           | 107               |

|                            |       |       |
|----------------------------|-------|-------|
| Trust preferred securities | 5     | 14    |
|                            | \$853 | \$855 |

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## ZIONS BANCORPORATION AND SUBSIDIARIES

### Deposits

Deposits, both interest-bearing and noninterest-bearing, are a primary source of funding for the Company. Average total deposits for the first six months of 2013 increased by 4.8%, compared to the same prior year period, with average interest-bearing deposits increasing by 2.2% and average noninterest-bearing deposits increasing 9.2%. The increase in noninterest-bearing deposits was largely driven by increased deposits from business customers. The average interest rate paid for interest bearing deposits was 11 bps lower during the first six months of 2013 than in the comparable prior-year period.

Core deposits at June 30, 2013, which exclude time deposits larger than \$100,000 and brokered deposits, decreased by 2.36%, or \$1,052 million, from December 31, 2012 and increased 5.23% or \$2,163 million from June 30, 2012. The decrease from December 31, 2012 was mostly due to lower deposits at the Company's Cayman Islands Branch, decreased deposits from Internet customers, as well as lower balances in noninterest-bearing business and interest-bearing personal demand deposit accounts. The increase from June 30, 2012 was primarily caused by noninterest-bearing demand deposits from business customers and higher interest-bearing deposits from individual consumers. Demand, savings and money market deposits comprised 90.4% of total deposits at June 30, 2013 compared to 89.7% at December 31, 2012 and 89.1% at June 30, 2012.

During the first six months of 2013 and throughout 2012, the Company maintained a low level of brokered deposits with the primary purpose of keeping that funding source available in case of a future need. At June 30, 2013, total deposits included \$34 million of brokered deposits compared to \$37 million at December 31, 2012 and \$127 million at June 30, 2012.

See "Liquidity Risk Management" for additional information on funding and borrowed funds.

### RISK ELEMENTS

Since risk is inherent in substantially all of the Company's operations, management of risk is an integral part of its operations and is also a key determinant of its overall performance. We apply various strategies to reduce the risks to which the Company's operations are exposed, including credit, interest rate and market, liquidity and operational risks.

#### Credit Risk Management

Credit risk is the possibility of loss from the failure of a borrower, guarantor, or another obligor to fully perform under the terms of a credit-related contract. Credit risk arises primarily from the Company's lending activities, as well as from off-balance sheet credit instruments, which include unfunded lending commitments.

Centralized oversight of credit risk is provided through credit policies, credit administration, and credit examination functions at the Parent. We have structured the organization to separate the lending function from the credit administration function, which has added strength to the control over, and the independent evaluation of, credit activities. Formal loan policies and procedures provide the Company with a framework for consistent underwriting and a basis for sound credit decisions. In addition, the Company has a well-defined set of standards for evaluating its loan portfolio and management utilizes a comprehensive loan grading system to determine the risk potential in the portfolio. Furthermore, an independent internal credit examination department periodically conducts examinations of the Company's lending departments. These examinations are designed to review credit quality, adequacy of documentation, appropriate loan grading administration and compliance with lending policies, and reports thereon are submitted to management and to the Risk Oversight Committee of the Board of Directors. New, expanded, or modified products and services, as well as new lines of business, are approved by the corporate New Product Review Committee.

Both the credit policy and the credit examination functions are managed centrally. Each affiliate bank is able to be more conservative in its operations under the corporate credit policy; however, formal corporate approval must be obtained if a bank wishes to invoke a more liberal policy. Historically, there have been only a limited number of

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## ZIONS BANCORPORATION AND SUBSIDIARIES

such approvals. This entire process has been designed to place an emphasis on strong underwriting standards and early detection of potential problem credits so that action plans can be developed and implemented on a timely basis to mitigate any potential losses.

Credit risk associated with counterparties to off-balance sheet credit instruments is generally limited to the hedging of interest rate risk through the use of swaps and futures. Our subsidiary banks that engage in this activity have ISDA agreements in place under which derivative transactions are entered into with major derivative dealers. Each ISDA agreement details the collateral arrangements between our subsidiaries and their counterparties. In every case, the amount of the collateral required to secure the exposed party in the derivative transaction is determined by the fair value of the derivative and the credit rating of the party with the obligation. Some of the counterparties are domiciled in Europe; however, the Company's maximum exposure that is not cash collateralized to any single counterparty was not material as of June 30, 2013.

The Company's credit risk management strategy includes diversification of its loan portfolio. The Company attempts to avoid the risk of an undue concentration of credits in a particular collateral type or with an individual customer or counterparty. The Company has adopted and adheres to concentration limits on various types of CRE lending, particularly construction and land development lending, leveraged lending, municipal lending, and lending to the energy sector. All of these limits are continually monitored and revised as necessary. These concentration limits, particularly with regard to various categories of CRE and real estate development are materially lower than they were in 2007 and 2008, just prior to the emergence of the recent economic downturn. The majority of the Company's business activity is with customers located within the geographical footprint of its banking subsidiaries.

The credit quality of the Company's loan portfolio improved during 2012 and continued to do so during the first six months of 2013. Nonperforming lending-related assets decreased by 19.4% and 35.9% from December 31, 2012 and June 30, 2012, respectively. Gross charge-offs for the second quarter of 2013 declined to \$35 million from \$74 million in the second quarter of 2012. Net charge-offs decreased to \$6 million during the second quarter of 2013 from \$43 million in the same prior year period.

A more comprehensive discussion of our credit risk management is contained in the Company's 2012 Annual Report on Form 10-K.

#### FDIC-Supported Loans

The Company's loan portfolio includes loans that were acquired from failed banks in 2009: Alliance Bank, Great Basin Bank, and Vineyard Bank. These loans include nonperforming loans and other loans with characteristics indicative of a high credit risk profile. Substantially all of these loans are covered under loss sharing agreements with the FDIC for which the FDIC generally will assume 80% of the first \$275 million of credit losses for the Alliance Bank assets, \$40 million of credit losses for the Great Basin Bank assets, \$465 million of credit losses for the Vineyard Bank assets and 95% of the credit losses in excess of those amounts. The Company does not expect total losses to exceed this higher threshold because acquired loans have performed better than originally expected. These loss sharing agreements expire on March 31, 2014 for the Alliance Bank, June 30, 2014 for the Vineyard Bank, and September 30, 2014 for the Great Basin Bank for most loans except for residential mortgage loans; for residential mortgage loans the loss sharing agreements generally extend for another five years after these dates. FDIC-supported loans represented 1.1 % of Company's total loan portfolio at June 30, 2013 compared to 1.4% at December 31, 2012, and 1.7% at June 30, 2012. See Note 5 of the Notes to Consolidated Financial Statements for additional information about the expiration of the loss sharing agreements and valuation of these purchased loans.



## ZIONS BANCORPORATION AND SUBSIDIARIES

## NET LOSSES COVERED BY FDIC LOSS SHARING AGREEMENT

| (In millions)    | Inception through<br>June 30, 2013<br>Total actual net<br>losses | Threshold |
|------------------|------------------------------------------------------------------|-----------|
| Alliance Bank    | \$171                                                            | \$275     |
| Vineyard Bank    | 202                                                              | 465       |
| Great Basin Bank | 11                                                               | 40        |
|                  | \$384                                                            | \$780     |

## Government Agency Guaranteed Loans

The Company participates in various guaranteed lending programs sponsored by U.S. government agencies, such as the Small Business Administration, Federal Housing Authority, Veterans' Administration, Export-Import Bank of the U.S., and the U.S. Department of Agriculture. As of June 30 2013, the principal balance of these loans was \$572 million, and the guaranteed portion was approximately \$430 million. Most of these loans were guaranteed by the Small Business Administration.

The following schedule presents the composition of government agency guaranteed loans, excluding FDIC-supported loans:

## GOVERNMENT GUARANTEES

| (Amounts in millions)                      | June 30,<br>2013 | Percent<br>guaranteed | December 31,<br>2012 | Percent<br>guaranteed |
|--------------------------------------------|------------------|-----------------------|----------------------|-----------------------|
| Commercial                                 | \$551            | 75 %                  | \$567                | 74 %                  |
| Commercial real estate                     | 18               | 76 %                  | 20                   | 76 %                  |
| Consumer                                   | 3                | 100 %                 | 3                    | 100 %                 |
| Total loans excluding FDIC-supported loans | \$572            | 75 %                  | \$590                | 75 %                  |

## Commercial Lending

The following schedule provides selected information regarding lending concentrations to certain industries in our commercial lending portfolio.

## COMMERCIAL LENDING BY INDUSTRY GROUP

| (Amounts in millions)                           | June 30, 2013 |         | December 31, 2012 |         |
|-------------------------------------------------|---------------|---------|-------------------|---------|
|                                                 | Amount        | Percent | Amount            | Percent |
| Real estate, rental and leasing                 | \$2,871       | 14.3 %  | \$2,782           | 14.1 %  |
| Manufacturing                                   | 2,198         | 10.9 %  | 1,999             | 10.1 %  |
| Mining, quarrying and oil and gas extraction    | 2,062         | 10.2 %  | 1,992             | 10.1 %  |
| Retail trade                                    | 1,670         | 8.3 %   | 1,661             | 8.4 %   |
| Wholesale trade                                 | 1,540         | 7.6 %   | 1,521             | 7.7 %   |
| Healthcare and social assistance                | 1,225         | 6.1 %   | 1,205             | 6.1 %   |
| Transportation and warehousing                  | 1,060         | 5.3 %   | 1,001             | 5.1 %   |
| Finance and insurance                           | 1,043         | 5.2 %   | 1,093             | 5.5 %   |
| Professional, scientific and technical services | 940           | 4.7 %   | 968               | 4.9 %   |
| Construction                                    | 926           | 4.6 %   | 1,016             | 5.1 %   |
| Accommodation and food services                 | 784           | 3.9 %   | 786               | 4.0 %   |
| Other <sup>1</sup>                              | 3,816         | 18.9 %  | 3,739             | 18.9 %  |

|       |          |       |   |          |       |   |
|-------|----------|-------|---|----------|-------|---|
| Total | \$20,135 | 100.0 | % | \$19,763 | 100.0 | % |
|-------|----------|-------|---|----------|-------|---|

<sup>1</sup> No other industry group exceeds 5%.

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## ZIONS BANCORPORATION AND SUBSIDIARIES

## Commercial Real Estate Loans

Selected information indicative of credit quality regarding our CRE loan portfolio is presented in the following schedule.

## COMMERCIAL REAL ESTATE PORTFOLIO BY LOAN TYPE AND COLLATERAL LOCATION

(Amounts in millions)

| Loan Type                                            | As of Date | Collateral Location |                     |                     |        |          |         |            |            |                    |         | Total | % of total CRE |  |
|------------------------------------------------------|------------|---------------------|---------------------|---------------------|--------|----------|---------|------------|------------|--------------------|---------|-------|----------------|--|
|                                                      |            | Arizona             | Northern California | Southern California | Nevada | Colorado | Texas   | Utah/Idaho | Washington | Other <sup>1</sup> |         |       |                |  |
| <b>Commercial term</b>                               |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
| Balance outstanding                                  | 6/30/2013  | \$1,188             | \$637               | \$2,124             | \$563  | \$494    | \$1,006 | \$935      | \$205      | \$819              | \$7,971 | 78.5  |                |  |
| % of loan type                                       |            | 14.9 %              | 8.0 %               | 26.6 %              | 7.1 %  | 6.2 %    | 12.6 %  | 11.7 %     | 2.6 %      | 10.3 %             | 100.0 % | %     |                |  |
| <b>Delinquency rates<sup>2</sup>:</b>                |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
| 30-89 days                                           | 6/30/2013  | 0.2                 | % —                 | 0.2                 | % 0.3  | 0.5      | % 0.1   | 0.1        | % —        | 0.9                | % 0.2   | %     |                |  |
|                                                      | 12/31/2012 | 0.2                 | % 0.1               | 0.1                 | % 0.2  | —        | % —     | 0.1        | % 0.2      | 1.3                | % 1.6   | % 0.3 | %              |  |
| ≥ 90 days                                            | 6/30/2013  | 0.1                 | % 0.8               | 0.3                 | % 0.4  | —        | % —     | 0.5        | % 0.1      | —                  | % 1.6   | % 0.4 | %              |  |
|                                                      | 12/31/2012 | 0.3                 | % 1.3               | 0.5                 | % 0.8  | 0.7      | % 0.5   | 0.1        | % —        | 2.1                | % 0.7   | %     |                |  |
| <b>Accruing loans past due 90 days or more</b>       |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
|                                                      | 6/30/2013  | \$—                 | \$1                 | \$2                 | \$—    | \$—      | \$—     | \$—        | \$—        | \$—                | \$3     |       |                |  |
|                                                      | 12/31/2012 | —                   | —                   | —                   | —      | —        | —       | —          | —          | —                  | —       |       |                |  |
| <b>Nonaccrual loans</b>                              |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
|                                                      | 6/30/2013  | 5                   | 6                   | 10                  | 3      | 3        | 9       | 5          | 1          | 29                 | 71      |       |                |  |
|                                                      | 12/31/2012 | 10                  | 9                   | 19                  | 14     | 11       | 8       | 4          | 3          | 47                 | 125     |       |                |  |
| <b>Residential construction and land development</b> |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
| Balance outstanding                                  | 6/30/2013  | \$89                | \$50                | \$189               | \$1    | \$37     | \$220   | \$101      | \$5        | \$32               | \$724   | 7.1   |                |  |
| % of loan type                                       |            | 12.3 %              | 6.9 %               | 26.1 %              | 0.1 %  | 5.1 %    | 30.4 %  | 14.0 %     | 0.7 %      | 4.4 %              | 100.0 % | %     |                |  |
| <b>Delinquency rates<sup>2</sup>:</b>                |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
| 30-89 days                                           | 6/30/2013  | 0.2                 | % —                 | —                   | % —    | —        | % 1.3   | 1.9        | % —        | —                  | % 0.7   | %     |                |  |
|                                                      | 12/31/2012 | 0.6                 | % 1.0               | 0.4                 | % 10.7 | 4.9      | % 7.9   | 0.2        | % —        | —                  | % 3.1   | %     |                |  |
| ≥ 90 days                                            | 6/30/2013  | 0.8                 | % —                 | 0.1                 | % —    | 0.2      | % 5.3   | —          | % —        | —                  | % 1.8   | %     |                |  |
|                                                      | 12/31/2012 | 0.7                 | % —                 | 0.2                 | % —    | 0.5      | % 6.7   | —          | % —        | —                  | % 2.4   | %     |                |  |
| <b>Accruing loans past due 90 days or more</b>       |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
|                                                      | 6/30/2013  | \$—                 | \$—                 | \$—                 | \$—    | \$—      | \$—     | \$—        | \$—        | \$—                | \$—     |       |                |  |
|                                                      | 12/31/2012 | —                   | —                   | —                   | —      | —        | 1       | —          | —          | —                  | 1       |       |                |  |
| <b>Nonaccrual loans</b>                              |            |                     |                     |                     |        |          |         |            |            |                    |         |       |                |  |
|                                                      | 6/30/2013  | 3                   | —                   | —                   | —      | —        | 23      | 1          | —          | —                  | 27      |       |                |  |

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|                                              |            |         |       |         |       |       |         |         |       |       |          |       |
|----------------------------------------------|------------|---------|-------|---------|-------|-------|---------|---------|-------|-------|----------|-------|
|                                              | 12/31/2012 | 6       | —     | —       | —     | —     | 29      | 4       | —     | —     | 39       |       |
| Commercial construction and land development |            |         |       |         |       |       |         |         |       |       |          |       |
| Balance outstanding                          | 6/30/2013  | \$98    | \$60  | \$263   | \$92  | \$109 | \$398   | \$352   | \$29  | \$66  | \$1,467  | 14.4  |
| % of loan type                               |            | 6.7     | % 4.1 | % 17.9  | % 6.3 | % 7.4 | % 27.1  | % 24.0  | % 2.0 | % 4.5 | % 100.0  | %     |
| Delinquency rates <sup>2</sup> :             |            |         |       |         |       |       |         |         |       |       |          |       |
| 30-89 days                                   | 6/30/2013  | 0.1     | % —   | —       | —     | 0.2   | % 0.1   | % —     | —     | 0.3   | % 0.1    | %     |
|                                              | 12/31/2012 | 2.4     | % —   | —       | 27.9  | % 0.4 | % 2.0   | % 2.3   | % —   | 7.3   | % 3.1    | %     |
| ≥ 90 days                                    | 6/30/2013  | —       | 2.0   | % —     | —     | —     | 1.1     | % —     | 8.4   | % —   | 0.6      | %     |
|                                              | 12/31/2012 | —       | 2.6   | % 0.1   | % 0.2 | % —   | 4.0     | % —     | —     | —     | 1.6      | %     |
| Accruing loans past due 90 days or more      | 6/30/2013  | \$—     | \$—   | \$—     | \$—   | \$—   | \$—     | \$—     | \$—   | \$—   | \$—      |       |
|                                              | 12/31/2012 | —       | —     | —       | —     | —     | —       | —       | —     | —     | —        |       |
| Nonaccrual loans                             | 6/30/2013  | —       | 1     | —       | 19    | —     | 7       | 13      | 3     | —     | 43       |       |
|                                              | 12/31/2012 | —       | 1     | —       | 22    | —     | 29      | 14      | 3     | —     | 69       |       |
| Total construction and land development      | 6/30/2013  | \$187   | \$110 | \$452   | \$93  | \$146 | \$618   | \$453   | \$34  | \$98  | \$2,191  |       |
| Total commercial real estate                 | 6/30/2013  | \$1,375 | \$747 | \$2,576 | \$656 | \$640 | \$1,624 | \$1,388 | \$239 | \$917 | \$10,162 | 100.0 |

<sup>1</sup>No other geography exceeds \$112 million for all three loan types.

<sup>2</sup>Delinquency rates include nonaccrual loans.

## ZIONS BANCORPORATION AND SUBSIDIARIES

Approximately 16% of the CRE term loans consist of “mini-perm” loans as of June 30, 2013. For such loans, construction has been completed and the project has stabilized to a level that supports the granting of a mini-perm loan in accordance with our underwriting standards. Mini-perm loans generally have initial maturities of three to five years. The remaining 84% of CRE loans are term loans with initial maturities generally of 15 to 20 years. The stabilization criteria for a project to qualify for a term loan differ by product type and include, for example, criteria related to the cash flow generated by the project, loan-to-value ratio, and occupancy rates.

Approximately 22% of the commercial construction and land development portfolio at June 30, 2013 consists of acquisition and development loans. Most of these acquisition and development loans are secured by specific retail, apartment, office, or other projects. Underwriting on commercial properties is primarily based on the economic viability of the project with heavy consideration given to the creditworthiness of the sponsor. We generally require that the owner’s equity be injected prior to bank advances. Re-margining requirements are often included in the loan agreement along with guarantees of the sponsor. Recognizing that debt is paid via cash flow, the projected economics of the project are primary in the underwriting, because these determine the ultimate value of the property and its ability to service debt. Therefore, in most projects (with the exception of multifamily projects) we look for substantial preleasing in our underwriting and we generally require a minimum projected stabilized debt service coverage ratio of 1.20.

Although lending for residential construction and development involves a different product type, many of the requirements previously mentioned, such as creditworthiness of the developer, up-front injection of the developer’s equity, re-margining requirements, and the viability of the project are also important in underwriting a residential development loan. Heavy consideration is given to market acceptance of the product, location, strength of the developer, and the ability of the developer to stay within budget. Progress inspections by qualified independent inspectors are routinely performed before disbursements are made.

Real estate appraisals are ordered and validated independently of the credit officer and the borrower, generally by each bank’s appraisal review function, which is staffed by certified appraisers. In some cases, reports from automated valuation services are used. Appraisals are ordered from outside appraisers at the inception, renewal or, for CRE loans, upon the occurrence of any event causing a downgrade to a “criticized” or “classified” designation. The frequency for obtaining updated appraisals for these adversely graded credits is increased when declining market conditions exist. Advance rates, on an “as completed basis,” will vary based on the viability of the project and the creditworthiness of the sponsor, but the Company’s guidelines generally limit advances to 50% for raw land, 65% for land development, 65% for finished commercial lots, 75% for finished residential lots, 80% for pre-sold homes, 75% for models and spec homes, and 75% for commercial properties. Exceptions may be granted on a case-by-case basis.

Loan agreements require regular financial information on the project and the sponsor in addition to lease schedules, rent rolls and, on construction projects, independent progress inspection reports. The receipt of this financial information is monitored and calculations are made to determine adherence to the covenants set forth in the loan agreement. Additionally, loan-by-loan reviews of pass grade loans for all commercial and residential construction and land development loans are performed semiannually at Amegy, CB&T, NBAZ, NSB, Vectra and Zions Bank. TCBO and TCBW perform such reviews annually.

Interest reserves are generally established as a loan disbursement budget item for real estate construction or development loans. We generally require borrowers to put their equity into the project prior to loan disbursements on these loans. This enables the bank to ensure the availability of equity to complete the project. The Company’s practice is to monitor the construction, sales and/or leasing progress to determine whether or not the project remains viable. If, at any time during the life of the credit, the project is determined not to be viable (including the adequacy of the

remaining interest reserves), the bank takes appropriate action to protect its collateral position via negotiation and/or legal action as deemed necessary. At June 30, 2013 and 2012 and Zions' affiliates had 544 and 459 loans with an outstanding balance of \$676 million and \$488 million where available interest reserves amounted to \$94

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million and \$59 million, respectively. In instances where projects have been determined not to be viable, the interest reserves and other disbursements have been frozen, as appropriate.

We have not been involved to any meaningful extent with insurance arrangements, credit derivatives, or any other default agreements as a mitigation strategy for CRE loans. However, we do make use of personal or other guarantees as risk mitigation strategies.

CRE loans are sometimes modified to increase the likelihood of collecting the maximum possible amount of the Company's investment in the loan. In general, the existence of a guarantee that improves the likelihood of repayment is taken into consideration when analyzing a loan for impairment. If the support of the guarantor is quantifiable and documented, it is included in the potential cash flows and liquidity available for debt repayment and our impairment methodology takes into consideration this repayment source.

Additionally, when we modify or extend a loan, we give consideration to whether the borrower is in financial difficulty, and whether a concession has been granted. In determining if an interest rate concession has been granted, we consider whether the interest rate on the modified loan is equivalent to current market rates for new debt with similar risk characteristics. If the rate in the modification is less than current market rates, it may indicate that a concession was granted and impairment exists. However, if additional collateral is obtained or if a strong guarantor exists who is believed to be able and willing to support the loan on an extended basis, we also consider the nature and amount of additional collateral, guarantees, and paydowns in the ultimate determination of whether a concession has been granted.

We obtain and consider updated financial information for the guarantor as part of our determination to extend a loan. The quality and frequency of financial reporting collected and analyzed varies depending on the contractual requirements for reporting, the size of the transaction, and the strength of the guarantor. Complete underwriting of the guarantor includes, but is not limited to, an analysis of the guarantor's current financial statements, leverage, liquidity, global cash flow, global debt service coverage, contingent liabilities, etc. The assessment also includes a qualitative analysis of the guarantor's willingness to perform in the event of a problem and demonstrated history of performing in similar situations. Additional analysis may include personal financial statements, tax returns, liquidity (brokerage) confirmations and other reports, as appropriate. All personal financial statements of customers entering into new relationships with the applicable bank must not be more than 60 days old on the date the transaction is approved. Personal financial statements that are required for existing customers must be no more than 15 months old. Evaluations of the financial strength of the guarantor are performed at least annually.

A qualitative assessment is performed on a case-by-case basis to evaluate the guarantor's experience, performance track record, reputation, performance of other related projects with which we are familiar, and willingness to work with us. We also utilize market information sources, rating and scoring services in our assessment. This qualitative analysis coupled with a documented quantitative ability to support the loan may result in a higher-quality internal loan grade, which may reduce the level of allowance the Company estimates. Previous documentation of the guarantor's financial ability to support the loan is discounted if, at any point in time, there is any indication of a lack of willingness by the guarantor to support the loan.

In the event of default, we evaluate the pursuit of any and all appropriate potential sources of repayment, which may come from multiple sources, including the guarantee. A number of factors are considered when deciding whether or not to pursue a guarantor, including, but not limited to, the value and liquidity of other sources of repayment (collateral), the financial strength and liquidity of the guarantor, possible statutory limitations (e.g., single action rule on real estate) and the overall cost of pursuing a guarantee compared to the ultimate amount we may be able to

recover. In other instances, the guarantor may voluntarily support a loan without any formal pursuit of remedies.

#### Consumer Loans

The Company has mainly been an originator of first and second mortgages, generally considered to be of prime quality. Its practice historically has been to sell “conforming” fixed rate loans to third parties, including Fannie Mae

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and Freddie Mac, for which it makes representations and warranties that the loans meet certain underwriting and collateral documentation standards. It has also been the Company's practice historically to hold variable rate loans in its portfolio. The Company estimates that it does not have any material financial risk as a result of either its foreclosure practices or loan "put-backs" by Fannie Mae or Freddie Mac, and has not established any reserves related to these items.

The Company has a portfolio of \$303 million of stated income mortgage loans with generally high FICO® scores at origination, including "one-time close" loans to finance the construction of homes, which convert into permanent jumbo mortgages upon completion of construction. As of June 30, 2013, approximately \$28 million of these loans had refreshed FICO® scores of less than 620. These totals exclude held-for-sale loans. Stated income loans accounted for approximately \$0.6 million, or 11%, of our net credit losses in 1-4 family residential first mortgage loans during the first six months of 2013. Most of the net credit losses in the 1-4 family residential first mortgage loans were incurred by NBAZ, while ZFNB had net recoveries on stated income loans that had been previously written off.

The Company is engaged in home equity credit line ("HECL") lending. At June 30, 2013, the Company's HECL portfolio totaled \$2.1 billion, including FDIC-supported loans. Approximately \$1.1 billion of the portfolio is secured by first deeds of trust, while the remaining \$1.0 billion is secured by junior liens. The outstanding balances and commitments by origination year for the junior lien HECLs are presented in the following schedule:

## JR. LIEN HECLs – OUTSTANDING BALANCES AND TOTAL COMMITMENTS

| (In millions)       | June 30, 2013       |                   | December 31, 2012   |                   |
|---------------------|---------------------|-------------------|---------------------|-------------------|
| Year of origination | Outstanding balance | Total commitments | Outstanding balance | Total commitments |
| 2013                | \$65                | \$150             |                     |                   |
| 2012                | 113                 | 225               | \$117               | \$234             |
| 2011                | 84                  | 164               | 97                  | 182               |
| 2010                | 57                  | 109               | 68                  | 122               |
| 2009                | 58                  | 117               | 65                  | 125               |
| 2008                | 143                 | 227               | 158                 | 250               |
| 2007                | 173                 | 275               | 189                 | 295               |
| 2006 and prior      | 367                 | 826               | 419                 | 910               |
| Total               | \$1,060             | \$2,093           | \$1,113             | \$2,118           |

Approximately 99% of the Company's HECL portfolio is still in the draw period, and approximately 42% is scheduled to begin amortizing within the next five years; however, most of them are expected to be renewed for a second 10-year period after a satisfactory review of the borrower's credit history and ability to repay the loan. Of the total home equity credit line portfolio, including FDIC-supported loans, 0.25% was 90 or more days past due at June 30, 2013 as compared to 0.27% and 0.31% at December 31, 2012 and June 30, 2012, respectively. During the first six months of 2013, the Company did not modify any home equity credit lines. The annualized credit losses for the HECL portfolio were 30 bps and 94 bps for the first six months of 2013 and 2012, respectively.

As of June 30, 2013, loans representing approximately 11% of the outstanding balance in the HECL portfolio were estimated to have combined loan-to-value ratios ("CLTV") above 100%. An estimated CLTV ratio is the ratio of our loan plus any prior lien amounts divided by the estimated current collateral value. The estimated current collateral value is based on projecting values forward from the most recent valuation of the underlying collateral using home price indices at the metropolitan area level. Generally, a valuation of collateral is performed at origination. For junior

lien HECLs, the estimated current balance of prior liens is added to the numerator in the calculation of CLTV. Additional detail for the current CLTV is shown in the following schedule:

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## HECL PORTFOLIO BY COMBINED LOAN-TO-VALUE

| CLTV    | Percentage of HECL portfolio |   | December 31, |   |
|---------|------------------------------|---|--------------|---|
|         | June 30, 2013                |   | 2012         |   |
| >100%   | 11                           | % | 14           | % |
| 90-100% | 8                            | % | 9            | % |
| 80-89%  | 12                           | % | 13           | % |
| < 80%   | 69                           | % | 64           | % |
|         | 100                          | % | 100          | % |

At origination, underwriting standards for the HECL portfolio generally include a maximum 80% CLTV with high credit scores. Credit bureau data, credit scores, and estimated CLTV are refreshed on a quarterly basis, and are used to monitor and manage accounts, including amounts available under the lines of credit. The allowance for loan losses is determined through the use of roll rate models, and first lien HECLs are modeled separately from junior lien HECLs. See Note 5 of the Notes to Consolidated Financial Statements for additional information on the allowance.

## Nonperforming Assets

Nonperforming lending-related assets as a percentage of loans and leases and OREO decreased to 1.57% at June 30, 2013, compared to 1.96% at December 31, 2012 and 2.52% at June 30, 2012.

Total nonaccrual loans, excluding FDIC-supported loans, at June 30, 2013 decreased by \$115 million from December 31, 2012. The decrease is primarily due to a \$54 million decrease in commercial real estate term loans, a \$38 million decrease in construction and land development, and a \$20 million decrease in owner occupied loans. The largest total decreases in nonaccrual loans occurred at Zions Bank, Amegy, and NSB.

The balance of nonaccrual loans can decrease due to pay-downs, charge-offs, and the return of loans to accrual status under certain conditions. If a nonaccrual loan is refinanced or restructured, the new note is immediately placed on nonaccrual. If a restructured loan performs under the new terms for a period of six months, the loan can be considered for return to accrual status. See "Restructured Loans" for more information. Company policy does not allow for the conversion of nonaccrual construction and land development loans to CRE term loans. See Note 5 of the Notes to Consolidated Financial Statements for more information.

## ZIONS BANCORPORATION AND SUBSIDIARIES

The following schedule sets forth the Company's nonperforming lending-related assets:

## NONPERFORMING LENDING-RELATED ASSETS

| (Amounts in millions)                                                                                             | June 30,<br>2013 | December 31,<br>2012 |  |   |
|-------------------------------------------------------------------------------------------------------------------|------------------|----------------------|--|---|
| Nonaccrual loans                                                                                                  | \$516            | \$631                |  |   |
| Other real estate owned                                                                                           | 70               | 90                   |  |   |
| Nonperforming lending-related assets, excluding FDIC-supported assets                                             | 586              | 721                  |  |   |
| FDIC-supported nonaccrual loans                                                                                   | 5                | 17                   |  |   |
| FDIC-supported other real estate owned                                                                            | 11               | 8                    |  |   |
| FDIC-supported nonperforming lending-related assets                                                               | 16               | 25                   |  |   |
| Total nonperforming lending-related assets                                                                        | \$602            | \$746                |  |   |
| Ratio of nonperforming lending-related assets to net loans and leases <sup>1</sup><br>and other real estate owned | 1.57             | % 1.96               |  | % |
| Accruing loans past due 90 days or more, excluding FDIC-supported loans                                           | \$11             | \$10                 |  |   |
| FDIC-supported loans past due 90 days or more                                                                     | 33               | 52                   |  |   |
| Ratio of accruing loans past due 90 days or more to net loans and leases <sup>1</sup>                             | 0.11             | % 0.16               |  | % |
| Nonaccrual loans and accruing loans past due 90 days or more                                                      | \$565            | \$710                |  |   |
| Ratio of nonaccrual loans and accruing loans past due 90 days or more to<br>net loans and leases <sup>1</sup>     | 1.47             | % 1.87               |  | % |
| Accruing loans past due 30 – 89 days, excluding FDIC-supported loans                                              | \$103            | \$185                |  |   |
| FDIC-supported loans past due 30 – 89 days                                                                        | 7                | 12                   |  |   |
| Classified loans, excluding FDIC-supported loans                                                                  | 1,639            | 1,767                |  |   |

<sup>1</sup> Includes loans held for sale.

## Restructured Loans

TDRs are loans that have been modified to accommodate a borrower that is experiencing financial difficulties, and for which the Company has granted a concession that it would not otherwise consider. Commercial loans may be modified to provide the borrower more time to complete the project, to achieve a higher lease-up percentage, to sell the property, or for other reasons. Consumer loan TDRs represent loan modifications in which a concession has been granted to the borrower who is unable to refinance the loan with another lender, or who is experiencing economic hardship. Such consumer loan TDRs may include first-lien residential mortgage loans and home equity loans.

For certain TDRs, we split the loan into two new notes – an “A” note and a “B” note. The A note is structured to comply with our current lending standards at current market rates, and is tailored to suit the customer's ability to make timely interest and principal payments. The B note includes the granting of the concession to the borrower and varies by situation. We may defer principal and interest payments until the A note has been paid in full. At the time of restructuring, the A note is identified and classified as a TDR. The B note is charged off, but the obligation is not forgiven to the borrower, and any payments collected on the B notes are accounted for as recoveries. The outstanding carrying value of loans restructured using the A/B note strategy was approximately \$123 million at June 30, 2013, \$160 million at December 31, 2012, and \$171 million at June 30, 2012.

If the restructured loan performs for at least six months according to the modified terms, and an analysis of the customer's financial condition indicates that the Company is reasonably assured of repayment of the modified principal and interest, the loan may be returned to accrual status. The borrower's payment performance prior to and following the restructuring is taken into account in determining whether or not a loan should be returned to accrual status.



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## ACCRUING AND NONACCRUING TROUBLED DEBT RESTRUCTURED LOANS

| (In millions)                    | June 30,<br>2013 | December 31,<br>2012 |
|----------------------------------|------------------|----------------------|
| Restructured loans – accruing    | \$385            | \$407                |
| Restructured loans – nonaccruing | 163              | 216                  |
| Total                            | \$548            | \$623                |

In the periods following the calendar year in which a loan was restructured, a loan may no longer be reported as a TDR if it is on accrual, is in compliance with its modified terms, and yields a market rate (as determined and documented at the time of the modification or restructure). Company policy requires that the removal of TDR status be approved at the same management level that approves the upgrading of a loan's classification. See Note 5 of the Notes to Consolidated Financial Statements for additional information regarding TDRs.

## TROUBLED DEBT RESTRUCTURED LOANS ROLLFORWARD

| (In millions)                               | Three Months Ended |       | Six Months Ended |       |
|---------------------------------------------|--------------------|-------|------------------|-------|
|                                             | June 30,<br>2013   | 2012  | June 30,<br>2013 | 2012  |
| Balance at beginning of period              | \$610              | \$678 | \$623            | \$744 |
| New identified TDRs and principal increases | 36                 | 62    | 94               | 150   |
| Payments and payoffs                        | (82)               | (77)  | (134)            | (144) |
| Charge-offs                                 | (4)                | (4)   | (7)              | (13)  |
| No longer reported as TDRs                  | —                  | (1)   | (3)              | (63)  |
| Sales and other                             | (12)               | (37)  | (25)             | (53)  |
| Balance at end of period                    | \$548              | \$621 | \$548            | \$621 |

## Other Nonperforming Assets

In addition to the lending-related nonperforming assets, the Company had \$141 million in fair value and \$318 million in amortized cost of investments in debt securities (primarily bank and insurance company CDOs) that were on nonaccrual status at June 30, 2013 compared to \$187 million and \$471 million at December 31, 2012, and \$139 million and \$531 million at June 30, 2012, respectively.

## Allowance and Reserve for Credit Losses

In analyzing the adequacy of the allowance for loan losses, we utilize a comprehensive loan grading system to determine the risk potential in the portfolio and also consider the results of independent internal credit reviews. To determine the adequacy of the allowance, the Company's loan and lease portfolio is broken into segments based on loan type.

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The following schedule shows the changes in the allowance for loan losses and a summary of loan loss experience.

## SUMMARY OF LOAN LOSS EXPERIENCE

| (Amounts in millions)                                                                                             | Six Months<br>Ended<br>June 30,<br>2013 | Twelve Months<br>Ended<br>December 31,<br>2012 | Six Months<br>Ended<br>June 30,<br>2012 |   |   |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------|-----------------------------------------|---|---|
| Loans and leases outstanding (net of unearned income)                                                             | \$38,188                                | \$37,665                                       | \$36,962                                |   |   |
| Average loans and leases outstanding (net of unearned income)                                                     | \$37,786                                | \$37,037                                       | \$36,849                                |   |   |
| Allowance for loan losses:                                                                                        |                                         |                                                |                                         |   |   |
| Balance at beginning of period                                                                                    | \$896                                   | \$1,052                                        | \$1,052                                 |   |   |
| Provision charged against earnings                                                                                | (51)                                    | ) 14                                           | ) 27                                    |   |   |
| Adjustment for FDIC-supported loans                                                                               | (8)                                     | ) (15)                                         | ) (7)                                   | ) | ) |
| Charge-offs:                                                                                                      |                                         |                                                |                                         |   |   |
| Commercial                                                                                                        | (37)                                    | ) (121)                                        | ) (68)                                  | ) | ) |
| Commercial real estate                                                                                            | (14)                                    | ) (85)                                         | ) (52)                                  | ) | ) |
| Consumer                                                                                                          | (19)                                    | ) (61)                                         | ) (34)                                  | ) | ) |
| Total                                                                                                             | (70)                                    | ) (267)                                        | ) (154)                                 | ) | ) |
| Recoveries:                                                                                                       |                                         |                                                |                                         |   |   |
| Commercial                                                                                                        | 22                                      | 56                                             | 24                                      |   |   |
| Commercial real estate                                                                                            | 18                                      | 42                                             | 24                                      |   |   |
| Consumer                                                                                                          | 7                                       | 14                                             | 7                                       |   |   |
| Total                                                                                                             | 47                                      | 112                                            | 55                                      |   |   |
| Net loan and lease charge-offs                                                                                    | (23)                                    | ) (155)                                        | ) (99)                                  | ) | ) |
| Balance at end of period                                                                                          | \$814                                   | \$896                                          | \$973                                   |   |   |
| Ratio of annualized net charge-offs to average loans and leases                                                   | 0.12                                    | % 0.42                                         | % 0.54                                  | % | % |
| Ratio of allowance for loan losses to net loans and leases, at period end                                         | 2.13                                    | % 2.38                                         | % 2.63                                  | % | % |
| Ratio of allowance for loan losses to nonperforming loans, at period end                                          | 156.23                                  | % 138.25                                       | % 122.68                                | % | % |
| Ratio of allowance for loan losses to nonaccrual loans and accruing loans past due 90 days or more, at period end | 144.04                                  | % 126.22                                       | % 108.96                                | % | % |

The total ALLL declined during the second quarter of 2013 due to positive credit trends experienced in our loan portfolio segments and to somewhat improving economic conditions in some of our markets. See Note 5 of the Notes to Consolidated Financial Statements for additional information regarding positive and negative credit trends experienced in each portfolio segment.

The quantitatively derived portion of the ALLL declined in most portfolio segments and major geographic areas of our business during the second quarter of 2013, except for Amegy, which experienced loan growth. Recent and historic periods are weighted the same when determining historical loss rates. The portion of the ALLL related to qualitative and environmental factors remained relatively unchanged, both in the aggregate and across each portfolio segment, due to continued economic uncertainty in our markets. Improvements in credit quality during the second quarter of 2013 were widespread geographically. Credit trends experienced in the FDIC-supported portfolio are described in Note 5 of the Notes to Consolidated Financial Statements.

The reserve for unfunded lending commitments represents a reserve for potential losses associated with off-balance sheet commitments and standby letters of credit. The reserve is separately shown in the Company's balance sheet and any related increases or decreases in the reserve are shown separately in the statement of income. The reserve decreased by \$2.7 million from December 31, 2012, and increased by \$0.5 million from June 30, 2012. The balance of the reserve fluctuates based on the amount and credit quality of the unfunded lending commitments. See Note 5



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of the Notes to Consolidated Financial Statements for additional information related to the allowance for credit losses.

### Interest Rate and Market Risk Management

Interest rate and market risk are managed centrally. Interest rate risk is the potential for reduced net interest income and other rate sensitive income resulting from adverse changes in the level of interest rates. Market risk is the potential for loss arising from adverse changes in the fair value of fixed income securities, equity securities, other earning assets, and derivative financial instruments as a result of changes in interest rates or other factors. As a financial institution that engages in transactions involving an array of financial products, the Company is exposed to both interest rate risk and market risk.

The Company's Board of Directors is responsible for approving the overall policies relating to the management of the financial risk of the Company, including interest rate and market risk management. The Boards of Directors of the Company's subsidiary banks are also required to review and approve these policies. In addition, the Board establishes and periodically revises policy limits and reviews limit exceptions reported by management. The Board has established the Asset/Liability Committee ("ALCO"), consisting of members of management, to which it has delegated the responsibility of managing interest rate and market risk for the Company.

### Interest Rate Risk

Interest rate risk is one of the most significant risks to which the Company is regularly exposed. In general, our goal in managing interest rate risk is to have the net interest margin increase slightly in a rising interest rate environment. We refer to this goal as being slightly "asset-sensitive." This approach is based on our belief that in a rising interest rate environment, the market cost of equity, or implied rate at which future earnings are discounted, would also tend to rise. The asset sensitivity of the Company's balance sheet increased during the quarter, primarily due to deposit assumption changes discussed below.

Due to the low level of rates and the natural lower bound of zero for market indices, there is limited sensitivity to falling rates at the current time. Our models indicate that decreasing market index rates by 200 bps, with a lower bound of 0%, would decrease rate sensitive income by approximately 2% over a one-year period in the income simulation when compared to a scenario of no change in interest rates. However, if interest rates remain at their current historically low levels, given the Company's asset sensitivity, it expects its net interest margin to be under continuing modest pressure assuming a stable balance sheet. If interest rates remain stable, this pressure may lead to a reduction in net interest income, unless its impact is offset by sufficient loan growth.

We attempt to minimize the impact of changing interest rates on net interest income primarily through the use of interest rate floors on variable rate loans, interest rate swaps, interest rate futures, and by avoiding large exposures to long-term fixed rate interest-earning assets that have significant negative convexity. Our earning assets are largely tied to the shorter end of the interest rate curve. The prime lending rate and the LIBOR curves are the primary indices used for pricing the Company's loans. The interest rates paid on deposit accounts are set by individual banks so as to be competitive in each local market.

We monitor interest rate risk through the use of two complementary measurement methods: Market Value of Equity ("MVE") and income simulation. In the MVE method, we measure the expected changes in the fair values of equity in response to changes in interest rates. In the income simulation method, we analyze the expected changes in income in response to changes in interest rates.

MVE is calculated as the fair value of all assets and derivative instruments minus the fair value of liabilities. We report changes in the dollar amount of MVE for parallel shifts in interest rates.

The Company's policy is generally to limit declines in MVE to 3% per 100 bps movement in interest rates in either direction. Due to embedded optionality and asymmetric rate risk, changes in MVE can be useful in quantifying risks not apparent for small rate changes. Examples of such risks may include out-of-the-money caps on loans which

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have little effect for small rate movements but may become important if larger rate shocks were to occur, or substantial prepayment deceleration for low rate mortgages in a higher rate environment.

Income simulation is an estimate of the net interest income and total rate sensitive income that would be recognized under different rate environments. Net interest income and total rate sensitive income are measured under several parallel and nonparallel interest rate environments and deposit repricing assumptions, taking into account an estimate of the possible exercise of options within the portfolio. For income simulation, Company policy requires that interest sensitive income from a static balance sheet be limited to a decline of no more than 10% during one year if rates were to immediately rise or fall in parallel by 200 bps.

Each of these measurement methods requires that we assess a number of variables and make various assumptions in managing the Company's exposure to changes in interest rates. The assessments address loan and security prepayments, early deposit withdrawals, and other embedded options and noncontrollable events. As a result of uncertainty about the maturity and repricing characteristics of both deposits and loans, the Company estimates ranges of MVE and income simulation under a variety of assumptions and scenarios. The Company's interest rate risk position changes as the interest rate environment changes and is actively managed to maintain an asset-sensitive position. However, positions at the end of any period may not be reflective of the Company's position in any subsequent period.

The estimated MVE and income simulation results are highly sensitive to the assumptions used for deposits that do not have specific maturities, such as checking, savings, and money market accounts, and also to prepayment assumptions used for loans with prepayment options. Given the uncertainty of these estimates, we view both the MVE and the income simulation results as falling within a wide range of possibilities.

As of the dates indicated, the following schedule shows the Company's percentage change in interest rate sensitive income, based on a static balance sheet, in the first year after the rate change if interest rates were to sustain immediate parallel changes ranging from -100 bps to +300 bps. The Company estimates interest rate risk with two sets of deposit repricing scenarios.

The first scenario assumes that administered-rate deposits (money market, interest-earning checking, and savings) reprice at a faster speed in response to changes in interest rates. Additionally, interest rates cannot decline below zero. At June 30, 2013, March 31, 2013 and December 31, 2012, interest rates were at such a low level that repricing scenarios assuming -100 bps rate shocks produced negative results.

The second scenario assumes that those deposits reprice at a slower speed. For larger rate shocks, e.g., +300 bps, models reflecting consumer behavior in regards to both loan prepayments and deposit run-off are inherently prone to increased model uncertainty.

## INCOME SIMULATION – CHANGE IN INTEREST RATE SENSITIVE INCOME

As of June 30, 2013

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |       |        |        |
|------|---------|-------|--------|--------|
| Fast | (2.9 )% | 7.2 % | 15.4 % | 23.9 % |
| Slow | (3.1 )% | 8.6 % | 18.1 % | 28.0 % |

As of March 31, 2013

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |     |        |        |   |
|------|---------|-----|--------|--------|---|
| Fast | (2.4 )% | 6.7 | % 14.5 | % 22.6 | % |
| Slow | (2.6 )% | 7.9 | % 17.0 | % 26.4 | % |

## ZIONS BANCORPORATION AND SUBSIDIARIES

As of December 31, 2012

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |     |        |        |   |
|------|---------|-----|--------|--------|---|
| Fast | (1.8 )% | 3.9 | % 9.8  | % 16.7 | % |
| Slow | (2.0 )% | 5.0 | % 12.1 | % 20.2 | % |

The following schedule includes changes in the MVE from -100 bps to +300 bps parallel rate moves for both “fast” and “slow” scenarios.

## CHANGES IN MARKET VALUE OF EQUITY

As of June 30, 2013

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |     |        |        |   |
|------|---------|-----|--------|--------|---|
| Fast | (1.3 )% | 2.5 | % 5.3  | % 8.2  | % |
| Slow | (4.5 )% | 5.5 | % 11.1 | % 16.4 | % |

As of March 31, 2013

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |     |        |        |   |
|------|---------|-----|--------|--------|---|
| Fast | (1.1 )% | 2.6 | % 5.6  | % 8.7  | % |
| Slow | (4.5 )% | 5.9 | % 12.0 | % 17.9 | % |

As of December 31, 2012

Repricing scenario -100 bps +100 bps +200 bps +300 bps

|      |         |       |        |        |   |
|------|---------|-------|--------|--------|---|
| Fast | 0.7     | % 1.7 | % 3.9  | % 6.3  | % |
| Slow | (2.8 )% | 4.9   | % 10.6 | % 16.0 | % |

During the second quarter of 2013, the two measures of MVE and income simulation collectively indicate minimal change in the interest rate risk profile of the company. Changes in MVE for +100 bp declined slightly (5.5% vs 5.9% in the Slow scenario) whereas simulated income sensitivity increased slightly (8.6% vs 7.9% in the Slow scenario). This divergence of behavior arises from the fact that MVE measures longer term interest rate risk over the life of the assets and liabilities whereas simulated income sensitivity measures near term interest rate risk. The decline in MVE can primarily be explained by the steepening interest rate curve which results in slower assumed prepayment of long term fixed rate assets and also shortens the assumed average life of sticky deposit types such as non-interest DDA. By contrast, the steeper interest rate curve raises forecasted short term interest rate which impacts the income simulation by pushing more floored loans off their current floors in a +100 bp rate shock.

During the first quarter of 2013, changes in interest rate sensitivity were primarily driven by changes in assumptions for demand deposits. After the introduction of the Transaction Account Guarantee (“TAG”) in 2008, the Company has designated a portion of the noninterest-bearing demand deposit balances as ratings and rate-sensitive, based on the assumption that these deposits would behave differently upon the expiration of the TAG program on December 31, 2012, and in a changing interest rate environment from deposits collected for reasons other than the TAG program and FDIC-insured deposits up to \$250,000 (“stable deposits”). Upon the expiration of the TAG program, we believe that only a modest portion of such deposits were withdrawn, approximately \$1 billion, but we still believe that a “rate-sensitive” portion of our demand deposit balances may behave differently than the more “stable” portion. For modeling purposes, the rate-sensitive deposits were assigned a six-month maturity, which had impacts on both the

MVE and income simulation results. The Company continues to anticipate that a portion of the rate-sensitive deposits will be more sensitive to future rate changes than stable deposits, because they were largely collected during a near zero interest rate environment. However, the methodology for determining which balances

## ZIONS BANCORPORATION AND SUBSIDIARIES

are rate-sensitive was modified during the first quarter of 2013 in part to recognize that the declines in balances following the expiration of the TAG program were less than anticipated.

As a result of the methodology change, the amount of noninterest-bearing demand deposits designated as rate-sensitive was reduced from approximately \$8.5 billion at December 31, 2012 to \$5.9 billion at March 31, 2013. Additionally, though not covered by the TAG program, a portion of the interest-bearing checking account balances has also been designated as rate-sensitive to take into account the fact that some of these balances were collected during the unprecedented low rate environment that we have experienced over the last several years and that continues to exist. The methodology change reduced rate-sensitive interest-bearing checking deposits from approximately \$1.6 billion at December 31, 2012 to \$1.4 billion at March 31, 2013. The Company continues to believe that, in the aggregate, both interest-bearing and noninterest-bearing transaction account balances accumulated during the near zero rate environment will behave differently than stable deposit balances, and continues to closely analyze and adjust the impact of these balances on both the MVE and income simulation measures of asset sensitivity.

### Market Risk – Fixed Income

The Company engages in the underwriting and trading of municipal securities. This trading activity exposes the Company to a risk of loss arising from adverse changes in the prices of these fixed income securities.

The Company is exposed to market risk through changes in fair value. The Company is also exposed to market risk for interest rate swaps used to hedge interest rate risk. Changes in the fair value of AFS securities and in interest rate swaps that qualify as cash flow hedges are included in AOCI for each financial reporting period. During the second quarter of 2013, the after-tax increase in AOCI attributable to AFS and HTM securities was \$32 million compared to \$(3) million in the same prior-year period. The decrease attributable to cash flow interest rate swaps for the second quarters of 2013 and 2012 was \$0.5 million and \$2 million, respectively. If any of the AFS or HTM securities becomes other-than-temporarily impaired, the credit impairment is charged to operations. See “Investment Securities Portfolio” for additional information on OTTI.

### Market Risk – Equity Investments

Through its equity investment activities, the Company owns equity securities that are publicly traded. In addition, the Company owns equity securities in companies and governmental entities, e.g., Federal Reserve Bank and Federal Home Loan Banks, that are not publicly traded, and which are accounted for under cost, fair value, equity, or full consolidation methods of accounting, depending upon the Company’s ownership position and degree of involvement in influencing the investees’ affairs. Regardless of the accounting method, the value of the Company’s investment is subject to fluctuation. Since the fair value of these securities may fall below the Company’s investment costs, the Company is exposed to the possibility of loss. Equity investments in private and public companies are approved, monitored and evaluated by the Company’s Equity Investment Committee.

The Company holds investments in pre-public companies through various venture capital funds. Additionally, Amegy has an alternative investments portfolio. These investments are primarily directed towards equity buyout and mezzanine funds with a key strategy of deriving ancillary commercial banking business from the portfolio companies. Early stage venture capital funds were generally not a part of the strategy since the underlying companies were typically not creditworthy.

These private equity investments are subject to the provisions of the Dodd-Frank Act that prohibit bank holding company or bank investment in such funds, with limited exceptions. The Company is allowed to honor unfunded commitments made prior to the adoption of the Dodd-Frank Act, but is not allowed to make any new commitments to invest in private equity, except for SBIC funds. Therefore, the Company’s earnings from these investments, and the

potential volatility of these earnings, are expected to decline over the next several years and will ultimately cease.

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## ZIONS BANCORPORATION AND SUBSIDIARIES

A more comprehensive discussion of the Company's interest rate and market risk management is contained in the Company's 2012 Annual Report on Form 10-K.

### Liquidity Risk Management

Liquidity risk is the possibility that the Company's cash flows may not be adequate to fund its ongoing operations and meet its commitments in a timely and cost-effective manner. Since liquidity risk is closely linked to both credit risk and market risk, many of the previously discussed risk control mechanisms also apply to the monitoring and management of liquidity risk. We manage the Company's liquidity to provide adequate funds to meet its anticipated financial and contractual obligations, including withdrawals by depositors, debt and capital service requirements and lease obligations, as well as to fund customers' needs for credit. The management of liquidity and funding is performed centrally for the Parent and jointly by the Parent and bank management for its subsidiary banks.

Consolidated cash, interest-bearing deposits held as investments, and security resell agreements at the Parent and its subsidiaries was \$9.4 billion at June 30, 2013 compared to \$9.0 billion at March 31, 2013 and \$10.8 billion at December 31, 2012. The decrease during the first six months of 2013 resulted primarily from (1) a decrease in deposits, (2) net loan originations, and (3) net long-term debt repayments. These decreases were partially offset by an increase in cash due to (1) the issuance of preferred stock and (2) net cash provided by operating activities.

### Parent Company Liquidity

The Parent's cash requirements consist primarily of debt service, investments in and advances to subsidiaries, operating expenses, income taxes, and dividends to preferred and common shareholders. The Parent's cash needs are usually met through dividends from its subsidiaries, interest and investment income, subsidiaries' proportionate share of current income taxes, equity contributed through the exercise of stock options, and long-term debt and equity issuances.

Cash, interest-bearing deposits held as investments, and security resell agreements at the Parent increased to \$1,218 million at June 30, 2013 from \$958 million at March 31, 2013 and \$653 million at December 31, 2012. The increase in cash from December 31, 2012 was primarily a result of (1) the issuance of preferred stock, (2) dividends received from its subsidiaries, and (3) the redemption of subsidiary preferred stock issued to the Parent. These increases were partially offset by the decrease in cash resulting from a net repayment of long-term debt and the payment of common and preferred dividends.

During the first six months of 2013, the Parent received common dividends totaling \$197.8 million and preferred dividends totaling \$21.7 million from its subsidiary banks. Also, the Parent received cash of \$50.0 million from NSB as a result of the redemption of preferred stock issued to the Parent. The dividends that our subsidiary banks can pay to the Parent are restricted by current and historical earning levels, retained earnings, and risk-based and other regulatory capital requirements and limitations. During the first six months of 2013, all of the Company's subsidiary banks recorded a profit. We expect that this profitability will be sustained, thus permitting additional payments of dividends by the subsidiaries to the Parent, and/or returns of capital to the Parent during the remainder of 2013.

General financial market and economic conditions impact the Company's access to and cost of external financing. Access to funding markets for the Parent and subsidiary banks is also directly affected by the credit ratings they receive from various rating agencies. The ratings not only influence the costs associated with the borrowings, but can also influence the sources of the borrowings. The debt ratings and outlooks issued by the various rating agencies for the Company did not change during the first six months of 2013, except for Standard & Poor's outlook improved to stable from negative. While Moody's rates the Company's senior debt as Ba1 or noninvestment grade, Standard & Poor's, Fitch, Dominion Bond Rating Service ("DBRS"), and Kroll all rate the Company's senior debt at a low investment

grade level. In addition, all of the previously mentioned rating agencies, except Kroll, rate the Company's subordinated debt as noninvestment grade.

## ZIONS BANCORPORATION AND SUBSIDIARIES

During the first six months of 2013, the primary sources of additional cash to the Parent in the capital markets were (1) \$171.8 million issuance of Series G fixed/floating-rate noncumulative perpetual preferred stock; proceeds net of commissions and fees were \$169.0 million, (2) \$126.2 million issuance of Series H fixed-rate noncumulative perpetual preferred stock; proceeds net of commissions and fees were \$123.3 million, (3) \$300.9 million issuance of Series I fixed/floating-rate noncumulative perpetual preferred stock; proceeds net of commissions and fees were \$295.6 million, and (4) a total issuance of \$368.7 million of unsecured senior notes with interest rates between 2.75% and 4.50% and maturities between May 2016 and June 2023; proceeds net of commissions and fees were \$365.9 million.

The primary uses of cash in the capital markets during the first six months of 2013 were (1) the \$285.0 million redemption of Zions Capital Trust B trust preferred securities (previously included in long-term debt), (2) the repurchase of \$258.0 million of the Company's 7.75% senior notes, and (3) the repayment of a \$18.2 million medium-term senior note with a coupon interest rate of 4.25%.

## ZIONS BANCORPORATION AND SUBSIDIARIES

The following table presents the Parent's balance sheet at June 30, 2013, December 31, 2012, and June 30, 2012.  
PARENT ONLY CONDENSED BALANCE SHEETS

| (In thousands)                                                                                      | June 30,<br>2013 | December 31,<br>2012 | June 30,<br>2012 |
|-----------------------------------------------------------------------------------------------------|------------------|----------------------|------------------|
| <b>ASSETS</b>                                                                                       |                  |                      |                  |
| Cash and due from banks                                                                             | \$1,217,835      | \$2,001              | \$2,510          |
| Interest-bearing deposits                                                                           | 69               | 75,808               | 923,560          |
| Security resell agreements                                                                          | —                | 575,000              | —                |
| Investment securities:                                                                              |                  |                      |                  |
| Held-to-maturity, at adjusted cost (approximate fair value of \$27,830, \$22,112 and \$17,704)      | 19,272           | 22,679               | 14,707           |
| Available-for-sale, at fair value                                                                   | 551,056          | 461,665              | 395,226          |
| Loans, net of unearned fees of \$0, \$0 and \$0 and allowance for loan losses of \$21, \$23 and \$0 | 1,279            | 1,277                | —                |
| Other noninterest-bearing investments                                                               | 43,076           | 50,799               | 50,388           |
| Investments in subsidiaries:                                                                        |                  |                      |                  |
| Commercial banks and bank holding company                                                           | 6,709,707        | 6,668,881            | 6,897,138        |
| Other operating companies                                                                           | 35,245           | 36,516               | 43,732           |
| Nonoperating – ZMFU II, Inc! <sup>1</sup>                                                           | 43,776           | 43,012               | 92,624           |
| Receivables from subsidiaries:                                                                      |                  |                      |                  |
| Other operating companies                                                                           | 5,000            | —                    | 20,000           |
| Other assets                                                                                        | 289,243          | 311,093              | 224,398          |
|                                                                                                     | \$8,915,558      | \$8,248,731          | \$8,664,283      |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                         |                  |                      |                  |
| Other liabilities                                                                                   | \$133,311        | \$106,159            | \$96,376         |
| Commercial paper:                                                                                   |                  |                      |                  |
| Due to affiliates                                                                                   | —                | —                    | 45,995           |
| Due to others                                                                                       | —                | —                    | 2,217            |
| Other short-term borrowings:                                                                        |                  |                      |                  |
| Due to affiliates                                                                                   | —                | —                    | 5                |
| Due to others                                                                                       | —                | 4,951                | 4,946            |
| Subordinated debt to affiliated trusts                                                              | 15,464           | 309,278              | 309,278          |
| Long-term debt:                                                                                     |                  |                      |                  |
| Due to affiliates                                                                                   | 34               | —                    | 56               |
| Due to others                                                                                       | 1,906,417        | 1,776,274            | 1,713,439        |
| Total liabilities                                                                                   | 2,055,226        | 2,196,662            | 2,172,312        |
| Shareholders' equity:                                                                               |                  |                      |                  |
| Preferred stock                                                                                     | 1,728,659        | 1,128,302            | 1,800,473        |
| Common stock                                                                                        | 4,167,828        | 4,166,109            | 4,157,525        |
| Retained earnings                                                                                   | 1,338,401        | 1,203,815            | 1,110,120        |
| Accumulated other comprehensive loss                                                                | (374,556)        | (446,157)            | (576,147)        |
| Total shareholders' equity                                                                          | 6,860,332        | 6,052,069            | 6,491,971        |
|                                                                                                     | \$8,915,558      | \$8,248,731          | \$8,664,283      |

<sup>1</sup> ZMFU II, Inc. is a wholly-owned nonoperating subsidiary whose sole purpose is to hold a portfolio of municipal bonds, loans and leases.

During the first six months of 2013 and 2012, the Parent's operating expenses included cash payments for interest of approximately \$69 million and \$57 million, respectively. Additionally, the Parent paid approximately \$59 million and \$76 million of dividends on preferred stock and common stock, respectively, for the same periods. Preferred stock dividends were lower in the first six months of 2013 compared to the first six months of 2012 as a result of the redemption of the \$1.4 billion TARP preferred stock during 2012 and the replacement of the 11.0% Series E preferred stock with the 7.9% Series F preferred stock.

## ZIONS BANCORPORATION AND SUBSIDIARIES

At June 30, 2013, maturities of the Company's long-term senior and subordinated debt ranged from February 2014 to June 2023.

### Subsidiary Bank Liquidity

The subsidiary banks' primary source of funding is their core deposits, consisting of demand, savings and money market deposits, time deposits under \$100,000, and foreign deposits. These core deposits, excluding brokered deposits, in aggregate, constituted 96.7% of consolidated deposits at June 30, 2013 compared to 96.6% at both March 31, 2013 and December 31, 2012. On a consolidated basis, the Company's net loan to total deposit ratio was 84.8% as of June 30, 2013 compared to 84.9% as of March 31, 2013 and 81.6% as of December 31, 2012.

All deposit types decreased during the first six months of 2013, resulting in total deposits decreasing by \$1.1 billion. Noninterest-bearing deposits decreased \$0.7 billion, the largest decrease of all deposit types. The FDIC rule providing temporary unlimited insurance coverage of noninterest-bearing transaction accounts at all FDIC-insured depository institutions expired on December 31, 2012. Deposits held in noninterest-bearing transaction accounts are now aggregated with any interest-bearing deposits the owner may hold, and the combined total is insured up to \$250,000.

The FHLB system and Federal Reserve Banks have been and are a source of back-up liquidity, and from time to time, a significant source of funding for each of the Company's subsidiary banks. Zions Bank, TCBW, and TCBO are members of the FHLB of Seattle. CB&T, NSB, and NBAZ are members of the FHLB of San Francisco. Vectra is a member of the FHLB of Topeka and Amegy Bank is a member of the FHLB of Dallas. The FHLB allows member banks to borrow against their eligible loans to satisfy liquidity requirements. The subsidiary banks are required to invest in FHLB and Federal Reserve stock to maintain their borrowing capacity. At June 30, 2013, the amount available for additional FHLB and Federal Reserve borrowings was approximately \$15.1 billion. Loans with a carrying value of approximately \$22.0 billion at June 30, 2013, \$22.0 billion at March 31, 2013 and \$21.1 billion at December 31, 2012 have been pledged at various FHLBs and the Federal Reserve as collateral for current and potential borrowings. The Company had a de minimus amount of long-term borrowings outstanding with the FHLB at June 30, 2013 – approximately \$23 million, which was essentially unchanged from the December 31, 2012 balance, and had no short-term FHLB or Federal Reserve borrowings outstanding, which also was unchanged from December 31, 2012. At June 30, 2013, March 31, 2013, and December 31, 2012, the subsidiary banks' total investment in FHLB stock was approximately \$105 million, \$106 million, and \$109 million, respectively. The subsidiary bank's total investment in Federal Reserve stock was \$121 million at June 30, 2013 compared to \$123 million at both March 31, 2013 and December 31, 2012.

The Company's investment activities can provide or use cash, depending on the asset-liability management posture that is taken. For the first six months of 2013, investment securities' activities resulted in an increase in investment securities and a net \$31 million decrease in cash compared with a decrease in investment securities and a net \$103 million increase in cash for the first six months of 2012.

Maturing balances in our subsidiary banks' loan portfolios also provide additional flexibility in managing cash flows. Lending activity for the first six months of 2013 resulted in a net cash outflow of \$632 million compared to a net cash inflow of \$18 million for the first six months of 2012.

A more comprehensive discussion of our liquidity management is contained in the Company's 2012 Annual Report on Form 10-K.

### Operational Risk Management

Operational risk is the potential for unexpected losses attributable to human error, systems failures, fraud, or inadequate internal controls and procedures. In its ongoing efforts to identify and manage operational risk, the Company has a Corporate Risk Management Department whose responsibility is to help management identify and assess key risks and monitor the key internal controls and processes that the Company has in place to mitigate

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## ZIONS BANCORPORATION AND SUBSIDIARIES

operational risk. We have documented controls and the Control Self Assessment related to financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002 and the Federal Deposit Insurance Corporation Improvement Act of 1991.

To manage and minimize its operating risk, the Company has in place transactional documentation requirements; systems and procedures to monitor transactions and positions; systems and procedures to detect and mitigate attempts to commit fraud, penetrate the Company's systems or telecommunications, access customer data, and/or deny normal access to those systems to the Company's legitimate customers; regulatory compliance reviews; and periodic reviews by the Company's internal audit and credit examination departments. In addition, reconciliation procedures have been established to ensure that data processing systems consistently and accurately capture critical data. Further, we maintain contingency plans and systems for operations support in the event of natural or other disasters.

Efforts are continually underway to improve the Company's oversight of operational risk, including enhancement of risk-control self assessments and of anti-fraud measures, which are reported to the Enterprise Risk Management Committee and to the Risk Oversight Committee of the Board. We also mitigate operational risk through the purchase of insurance, including errors and omissions and professional liability insurance. However, the number and sophistication of attempts to disrupt or penetrate the Company's critical systems, sometimes referred to as hacking, cyberfraud, cyberattacks, cyberterrorism, or other similar names, also continues to grow. On a daily basis, the Company, its customers, and other financial institutions are subject to such attempts. The Company has established systems and procedures to monitor, thwart or mitigate damage from such attempts, and usually these efforts have been successful. However, in some instances we, or our customers, have been victimized by cyberfraud (related losses to the Company have not been material), or some of our customers have been temporarily unable to routinely access our online systems as a result of, for example, distributed denial of service attacks.

## CAPITAL MANAGEMENT

We believe that a strong capital position is vital to continued profitability and to promoting depositor and investor confidence.

On March 14, 2013, the Federal Reserve notified the Company of the results of its review of the Company's capital plan under the FRB's 2013 Capital Plan Review. While the FRB objected to certain proposed capital actions, it did not object to key capital actions relating to the reduction of the cost and quantity of the Company's non-common capital. Specifically, among other things, the FRB did not object to the issuance by the Company of up to \$600 million in additional perpetual preferred stock, and to the redemption of up to \$600 million of the Company's outstanding Series C 9.5% noncumulative perpetual preferred stock. On May 6, 2013, the Company reported that the FRB did not object to increasing both of these amounts by \$200 million to a total of \$800 million.

In 2014, the Company will be required to submit a capital plan under the Federal Reserve's CCAR process. The Company believes it must continue to make significant improvements to its internal stress testing, risk management, and related processes to meet the standards of the CCAR process required for 2014 capital planning, and is allocating significant resources to the successful implementation of these improvements.

As discussed in "Liquidity Risk Management," during the first six months of 2013, the Company issued three new series of Tier 1 capital qualifying noncumulative perpetual preferred stock totaling \$598.9 million. Note 7 of the Notes to Consolidated Financial Statements provides further information on the Company's equity and debt transactions during the first six months of 2013.



Total controlling interest shareholders' equity increased by 13.4% from \$6,052 million at December 31, 2012 to \$6,860 million at June 30, 2013. The increase in total controlling interest shareholders' equity is primarily due to the total \$598.9 million issuance of preferred stock, \$193.7 million of net income applicable to controlling interest, and \$73.1 million improvement in net unrealized losses on investment securities recorded in AOCI, partially offset by

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## ZIONS BANCORPORATION AND SUBSIDIARIES

\$59.3 million of dividends paid on preferred and common stock. The improvement in net unrealized losses on investment securities recorded in the first six months of 2013 was primarily a result of fair value increases in CDO securities, primarily in junior tranches, and were driven by rising short-term forward interest rates and improvements in credit spreads.

The Company paid \$9.2 million in dividends on common stock during the first six months of 2013. During the second quarter of 2013 the Company increased its quarterly dividend on common stock to \$0.04 per share per quarter. This was an increase from \$0.01 per share per quarter paid during the last several years. During its July 2013 meeting, the Board of Directors declared a dividend of \$0.04 per common share payable on August 29, 2013, to shareholders of record on August 22, 2013.

The Company recorded preferred stock dividends of \$50.0 million and \$100.7 million during the first six months of 2013 and 2012, respectively. Preferred dividends for the first six months of 2012 include \$54.2 million related to the TARP preferred stock, consisting of cash payments of \$26.1 million and accretion of \$28.1 million for the difference between the fair value and par amount of the TARP preferred stock when issued.

Conversions of convertible subordinated debt into preferred stock have augmented the Company's capital position and reduced future refinancing needs. During the first six months of 2013, \$1.2 million of subordinated debt was converted into preferred stock. As of June 30, 2013, \$457 million of convertible subordinated debt was outstanding and our preferred stock balance included \$126 million related to the beneficial conversion feature. A portion of the beneficial conversion feature is reclassified from common stock to preferred stock upon each conversion of convertible subordinated debt into preferred stock. The Series C preferred stock is callable on and after September 15, 2013 and the Company has announced that it will redeem \$590 million of the approximately \$800 million outstanding Series C preferred stock on September 16, 2013 (see "Subsequent Events" for further information). As a result of this redemption, the applicable pro rata portion of the \$126 million (approximately \$93 million) will be reclassified into common equity. The Series C preferred stock will continue to be callable after September 16, 2013. As previously announced, Zions may redeem up to the remaining amount of its Series C preferred stock subject to first issuing an equivalent amount of new preferred shares. The last date on which the Company could announce any additional redemption of Series C preferred stock in the third quarter is August 15; any amounts not redeemed in the third quarter are subject to redemption in any future quarter, at the Company's option. The following schedule shows the effect of the conversions on Tier 1 capital and outstanding convertible subordinated debt.

## IMPACT OF CONVERTIBLE SUBORDINATED DEBT

| (In millions)                                                               | Three Months Ended |                   |                      |                          |                  |
|-----------------------------------------------------------------------------|--------------------|-------------------|----------------------|--------------------------|------------------|
|                                                                             | June 30,<br>2013   | March 31,<br>2013 | December 31,<br>2012 | September<br>30,<br>2012 | June 30,<br>2012 |
| Preferred equity:                                                           |                    |                   |                      |                          |                  |
| Convertible subordinated debt converted to preferred stock                  | \$0.2              | \$1.0             | \$4.2                | \$5.4                    | \$50.2           |
| Beneficial conversion feature reclassified from common to preferred stock   | —                  | 0.2               | 0.7                  | 0.9                      | 8.5              |
| Change in preferred equity                                                  | 0.2                | 1.2               | 4.9                  | 6.3                      | 58.7             |
| Common equity:                                                              |                    |                   |                      |                          |                  |
| Accelerated convertible subordinated debt discount amortization, net of tax | (0.1 )             | (0.3 )            | (0.9 )               | (1.6 )                   | (13.2 )          |
|                                                                             | —                  | (0.2 )            | (0.7 )               | (0.9 )                   | (8.5 )           |

Beneficial conversion feature reclassified from  
common to preferred stock

|                                           |         |         |         |         |         |
|-------------------------------------------|---------|---------|---------|---------|---------|
| Change in common equity                   | (0.1 )  | (0.5 )  | (1.6 )  | (2.5 )  | (21.7 ) |
| Net impact on Tier 1 capital              | \$0.1   | \$0.7   | \$3.3   | \$3.8   | \$37.0  |
| Convertible subordinated debt outstanding | \$456.6 | \$456.8 | \$457.8 | \$462.0 | \$467.4 |

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## ZIONS BANCORPORATION AND SUBSIDIARIES

Banking organizations are required under published regulations to maintain adequate levels of capital as measured by several regulatory capital ratios. As of June 30, 2013, the Company's capital ratios were as follows:

## CAPITAL RATIOS

|                                                                           | June 30,<br>2013 | December 31,<br>2012 | June 30,<br>2012 |   |
|---------------------------------------------------------------------------|------------------|----------------------|------------------|---|
| Tangible common equity ratio                                              | 7.57             | % 7.09               | % 6.91           | % |
| Tangible equity ratio                                                     | 10.78            | % 9.15               | % 10.35          | % |
| Average equity to average assets (three months ended)                     | 12.11            | % 11.03              | % 12.37          | % |
| Risk-based capital ratios:                                                |                  |                      |                  |   |
| Common equity Tier 1                                                      | 10.03            | % 9.80               | % 9.78           | % |
| Tier 1 leverage                                                           | 11.75            | % 10.96              | % 12.31          | % |
| Tier 1 risk-based                                                         | 14.30            | % 13.38              | % 15.03          | % |
| Total risk-based                                                          | 15.94            | % 15.05              | % 16.89          | % |
| Return on average common equity (three months ended)                      | 4.35             | % 2.91               | % 4.71           | % |
| Tangible return on average tangible common equity<br>(three months ended) | 5.73             | % 4.07               | % 6.41           | % |

At June 30, 2013, regulatory Tier 1 risk-based capital and total risk-based capital were \$6,339 million and \$7,064 million, compared to \$5,884 million and \$6,617 million at December 31, 2012, and \$6,444 million and \$7,245 million at June 30, 2012, respectively.

## BASEL III

In July 2013, the FRB published final rules (the "New Capital Rules") establishing a new comprehensive capital framework for U.S. banking organizations. The FDIC and the OCC have adopted substantially identical rules (in the case of the FDIC, as interim final rules). The rules implement the Basel Committee's December 2010 framework, commonly referred to as Basel III, for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The New Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions, including the Company, compared to the current U.S. risk-based capital rules. The New Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The New Capital Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the existing risk-weighting approach, which was derived from Basel I capital accords of the Basel Committee, with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee's 2004 Basel II capital accords. The New Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. The New Capital Rules are effective for the Company on January 1, 2015 (subject to phase-in periods for certain of their components).

The New Capital Rules, among other things, (i) introduce a new capital measure called "Common Equity Tier 1" ("CET1"), (ii) specify that Tier 1 capital consist of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) apply most deductions/adjustments to regulatory capital measures to CET1 and not to the other components of capital, thus potentially requiring higher levels of CET1 in order to meet minimum ratios, and (iv) expand the scope of the deductions/adjustments from capital as compared to existing regulations.

Under the New Capital Rules, the minimum capital ratios as of January 1, 2015 will be as follows:

4.5% CET1 to risk-weighted assets.

- 6.0% Tier 1 capital (i.e., CET1 plus Additional Tier 1) to risk-weighted assets.
- 8.0% Total capital (i.e., Tier 1 plus Tier 2) to risk-weighted assets.
- 4.0% Tier 1 capital to average consolidated assets as reported on consolidated financial statements (known as the “leverage ratio”).

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When fully phased in on January 1, 2019, the New Capital Rules will also require the Company and its subsidiary banks to maintain a 2.5% “capital conservation buffer,” composed entirely of CET1, on top of the minimum risk-weighted asset ratios, effectively resulting in minimum ratios of (i) CET1 to risk-weighted assets of at least 7.0%, (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 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. The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and increase by 0.625% on each subsequent January 1, until it reaches 2.5% on January 1, 2019.

The New Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income, and significant investments in common equity issued by nonconsolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. The Company’s preliminary analysis indicates that application of this part of the rule should not result in any deductions from CET1. However, the Company estimates that the “Corresponding Deduction Approach” section of the Rules, separately applied to the Company’s significant concentration in investments in bank and insurance trust preferred collateralized debt obligations (“CDOs”) securities, would, if the Rules were phased in immediately, eliminate a significant portion of the Company’s non-common Tier 1 capital. However, this deduction will not begin until January 1, 2015 for the Company, and even after January 1, 2015, it will be phased-in in portions over time through the beginning of 2018, as indicated below. Thus, the impact may be mitigated prior to or during the phase-in period by repayment, determination of other than temporary impairment (“OTTI”), additional accumulation of retained earnings, and/or sales of the CDO securities.

Under current capital standards, the effects of AOCI items included in capital are excluded for purposes of determining regulatory capital ratios. Under the New Capital Rules, the effects of certain AOCI items are not excluded; however, non-advanced approaches banking organizations, including the Company and its subsidiary banks, may make a one-time permanent election as of January 1, 2014 to continue to exclude these items. The Company has not yet determined whether to make this election. The deductions and other adjustments to CET1 will be phased in incrementally between January 1, 2015 and January 1, 2018.

The New Capital Rules require that trust preferred securities be phased out from Tier 1 capital by the end of 2015, although for a banking organization, such as the Company, that has greater than \$15 billion in total consolidated assets, but is not an advanced approaches banking organization, the New Capital Rules permit permanent inclusion of trust preferred securities issued prior to May 19, 2010 in Tier 2 capital regardless of whether they would meet the qualifications for Tier 2 capital.

With respect to the Company’s bank subsidiaries, the New Capital Rules also revise the “prompt corrective action” regulations pursuant to Section 38 of the Federal Deposit Insurance Act, by (i) introducing a CET1 ratio requirement at each capital quality level (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) requiring a leverage ratio of 4% to be adequately capitalized (as compared to the current 3% leverage ratio for a bank with a composite supervisory rating of 1) and a leverage ratio of 5% to be well-capitalized. The New Capital Rules do not change the total risk-based capital requirement for any “prompt corrective action” category.

The New Capital Rules prescribe a standardized approach for calculating risk-weighted assets that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much 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

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for a variety of asset categories. In addition, the New Capital Rules also provide more advantageous risk weights for derivatives and repurchase-style transactions cleared through a qualifying central counterparty and increase the scope of eligible guarantors and eligible collateral for purposes of credit risk mitigation.

The Company believes that, as of June 30, 2013, the Company and its bank subsidiaries would meet all capital adequacy requirements under the New Capital Rules on a fully phased-in basis if such requirements were currently effective including after giving effect to the deduction described above.

## SUBSEQUENT EVENTS

On July 24, 2013, we announced our intent to redeem on September 16, 2013 \$590 million of our 9.50% Series C Non-Cumulative Perpetual Preferred Stock. This redemption represents 590,000 shares, or 23.6 million depository shares, at a redemption price of \$25 per depository share. The Federal Reserve did not object to the element of our capital plan, as of the latest modification on May 6, 2013, to redeem up to \$800 million of our Series C preferred stock subject to issuing an equivalent amount of new preferred shares. At June 30, 2013, the entire outstanding amount of our Series C preferred stock was approximately \$799.5 million.

On August 2, 2013, we issued depository shares representing \$5.9 million aggregate liquidation preference of our Series A Non-Cumulative Perpetual Preferred Stock, consisting of 236,279 depository shares at a price per depository share of \$21.55 for an aggregate purchase price of \$5.1 million. Dividends on this preferred stock are payable at the greater of three-month LIBOR plus 0.52% or 4.0%.

On August 5, 2013, we filed a preliminary prospectus with the SEC with respect to and announced our intent to issue up to approximately \$195 million (195,152 shares with a liquidation preference of \$1,000 per share) of a new Series J Fixed/Floating Rate Non-Cumulative Perpetual Preferred Stock. If this offering is completed, it is expected that dividends will be payable semiannually at a fixed rate on the 15th day of March and September commencing March 15, 2014 to the earliest possible redemption date of September 15, 2023. The interest rate would then reset to a floating rate equal to three-month LIBOR plus a spread to be determined. The fixed dividend rate and the spread associated with the floating dividend rate will be determined by an online auction process expected to be conducted August 7-8, 2013.

## GAAP to NON-GAAP RECONCILIATIONS

### 1. Common equity Tier 1 capital

Traditionally, the Federal Reserve and other banking regulators have assessed a bank's capital adequacy based on Tier 1 capital, the calculation of which is codified in federal banking regulations. In July 2013, the FRB published final rules establishing a new comprehensive capital framework for U.S. banking organizations, including the new CET1 capital measure. The new capital rules are effective for the Company on January 1, 2015; however, some key regulatory changes to the calculation of this measure are phased in over several years. The CET1 capital ratio is the core capital component of the Basel III standards, and we believe that it increasingly is becoming a key ratio considered by regulators, investors, and analysts. There is a difference between this ratio calculated using Basel I definitions of common equity Tier 1 capital and those definitions using Basel III rules. We present the calculation of key regulatory capital ratios, including CET1, using the governing definition at the end of each quarter, taking into account applicable phase-in rules.

Common equity Tier 1 capital is often expressed as a percentage of risk-weighted assets. Under the current risk-based capital framework applicable to the Company, a bank's balance sheet assets and credit equivalent amounts of off-balance sheet items are assigned to one of four broad "Basel I" risk categories for banks, like our banking subsidiaries, that have not adopted the Basel II "Advanced Measurement Approach." The aggregated dollar amount in



each category is then multiplied by the risk weighting assigned to that category. The resulting weighted values from each of the four categories are added together and this sum is the risk-weighted assets total that, as adjusted, comprises the denominator of certain risk-based capital ratios. Tier 1 capital is then divided by this denominator (risk-weighted assets) to determine the Tier 1 capital ratio. Adjustments are made to Tier 1 capital to arrive at

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common equity Tier 1 capital. Common equity Tier 1 capital is also divided by the risk-weighted assets to determine the common equity Tier 1 capital ratio. The amounts disclosed as risk-weighted assets are calculated consistent with banking regulatory requirements.

The schedule below provides a reconciliation of controlling interest shareholders' equity (GAAP) to Tier 1 capital (regulatory) and to common equity Tier 1 capital (non-GAAP) using current U.S. regulatory treatment and not Basel III calculations.

## COMMON EQUITY TIER 1 CAPITAL (NON-GAAP)

| (Amounts in millions)                                           | June 30,<br>2013 | December 31,<br>2012 | June 30,<br>2012 |   |
|-----------------------------------------------------------------|------------------|----------------------|------------------|---|
| Controlling interest shareholders' equity (GAAP)                | \$6,860          | \$6,052              | \$6,492          |   |
| Accumulated other comprehensive loss                            | 375              | 446                  | 576              |   |
| Nonqualifying goodwill and intangibles                          | (1,057 )         | (1,065 )             | (1,074 )         |   |
| Other regulatory adjustments                                    | (2 )             | 3                    | 2                |   |
| Qualifying trust preferred securities                           | 163              | 448                  | 448              |   |
| Tier 1 capital (regulatory)                                     | 6,339            | 5,884                | 6,444            |   |
| Qualifying trust preferred securities                           | (163 )           | (448 )               | (448 )           |   |
| Preferred stock                                                 | (1,729 )         | (1,128 )             | (1,800 )         |   |
| Common equity Tier 1 capital (non-GAAP)                         | \$4,447          | \$4,308              | \$4,196          |   |
| Risk-weighted assets (regulatory)                               | \$44,327         | \$43,970             | \$42,891         |   |
| Common equity Tier 1 capital to risk-weighted assets (non-GAAP) | 10.03            | % 9.80               | % 9.78           | % |

## 2. Income before income taxes and subordinated debt conversions

This Form 10-Q presents "income before income taxes and subordinated debt conversions" which excludes the effects of the (1) periodic discount amortization on convertible subordinated debt and (2) accelerated discount amortization on convertible subordinated debt which has been converted.

The first schedule in "Results of Operations" provides a reconciliation of income before income taxes (GAAP) to income before income taxes and subordinated debt conversions (non-GAAP).

## 3. Tangible return on average tangible common equity

This Form 10-Q presents "tangible return on average tangible common equity" which excludes, net of tax, the amortization of core deposit and other intangibles and impairment loss on goodwill from net earnings applicable to common shareholders, and average goodwill and core deposit and other intangibles from average common equity. The following schedule provides a reconciliation of net earnings applicable to common shareholders (GAAP) to net earnings applicable to common shareholders, excluding net of tax, the effects of amortization of core deposit and other intangibles and impairment loss on goodwill (non-GAAP), and average common equity (GAAP) to average tangible common equity (non-GAAP).

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## TANGIBLE RETURN ON AVERAGE TANGIBLE COMMON EQUITY (NON-GAAP)

| (Amounts in thousands)                                                                                              | Three Months Ended |                      |                  |
|---------------------------------------------------------------------------------------------------------------------|--------------------|----------------------|------------------|
|                                                                                                                     | June 30,<br>2013   | December 31,<br>2012 | June 30,<br>2012 |
| Net earnings applicable to common shareholders (GAAP)                                                               | \$55,385           | \$35,605             | \$55,215         |
| Adjustments, net of tax:                                                                                            |                    |                      |                  |
| Impairment loss on goodwill                                                                                         | —                  | 583                  | —                |
| Amortization of core deposit and other intangibles                                                                  | 2,391              | 2,677                | 2,704            |
| Net earnings applicable to common shareholders, excluding the effects of the adjustments, net of tax (non-GAAP) (a) | \$57,776           | \$38,865             | \$57,919         |
| Average common equity (GAAP)                                                                                        | \$5,102,082        | \$4,862,972          | \$4,713,318      |
| Average goodwill                                                                                                    | (1,014,129 )       | (1,014,986 )         | (1,015,129 )     |
| Average core deposit and other intangibles                                                                          | (45,262 )          | (53,083 )            | (61,511 )        |
| Average tangible common equity (non-GAAP) (b)                                                                       | \$4,042,691        | \$3,794,903          | \$3,636,678      |
| Number of days in quarter (c)                                                                                       | 91                 | 92                   | 91               |
| Number of days in year (d)                                                                                          | 365                | 366                  | 366              |

Tangible return on average tangible common equity (non-GAAP) (a/b/c\*d) 5.73 % 4.07 % 6.41 %

## 4. Total shareholders' equity to tangible equity and tangible common equity

This Form 10-Q presents "tangible equity" and "tangible common equity" which excludes goodwill and core deposit and other intangibles for both measures and preferred stock and noncontrolling interests for tangible common equity.

The following schedule provides a reconciliation of total shareholders' equity (GAAP) to both tangible equity (non-GAAP) and tangible common equity (non-GAAP).

## TANGIBLE EQUITY (NON-GAAP) AND TANGIBLE COMMON EQUITY (NON-GAAP)

| (Amounts in millions)                 | June 30,<br>2013 | December 31,<br>2012 | June 30,<br>2012 |
|---------------------------------------|------------------|----------------------|------------------|
| Total shareholders' equity (GAAP)     | \$6,860          | \$6,049              | \$6,489          |
| Goodwill                              | (1,014 )         | (1,014 )             | (1,015 )         |
| Core deposit and other intangibles    | (43 )            | (51 )                | (59 )            |
| Tangible equity (non-GAAP) (a)        | 5,803            | 4,984                | 5,415            |
| Preferred stock                       | (1,729 )         | (1,128 )             | (1,800 )         |
| Noncontrolling interests              | —                | 3                    | 3                |
| Tangible common equity (non-GAAP) (b) | \$4,074          | \$3,859              | \$3,618          |
| Total assets (GAAP)                   | \$54,905         | \$55,512             | \$53,407         |
| Goodwill                              | (1,014 )         | (1,014 )             | (1,015 )         |
| Core deposit and other intangibles    | (43 )            | (51 )                | (59 )            |
| Tangible assets (non-GAAP) (c)        | \$53,848         | \$54,447             | \$52,333         |
| Tangible equity ratio (a/c)           | 10.78            | % 9.15               | % 10.35          |
| Tangible common equity ratio (b/c)    | 7.57             | % 7.09               | % 6.91           |

For items 2, 3, and 4 the identified adjustments to reconcile from the applicable GAAP financial measures to the non-GAAP financial measures are included where applicable in financial results or in the balance sheet presented in accordance with GAAP. We consider these adjustments to be relevant to ongoing operating results and financial position.

## ZIONS BANCORPORATION AND SUBSIDIARIES

We believe that excluding the amounts associated with these adjustments to present the non-GAAP financial measures provides a meaningful base for period-to-period and company-to-company comparisons, which will assist regulators, investors, and analysts in analyzing the operating results or financial position of the Company and in predicting future performance. These non-GAAP financial measures are used by management and the Board of Directors to assess the performance of the Company's business or its financial position for evaluating bank reporting segment performance, for presentations of the Company's performance to investors, and for other reasons as may be requested by investors and analysts. We further believe that presenting these non-GAAP financial measures will permit investors and analysts to assess the performance of the Company on the same basis as that applied by management and the Board of Directors.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders to evaluate a company, they have limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of results as reported under GAAP.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate and market risks are among the most significant risks regularly undertaken by the Company, and they are closely monitored as previously discussed. A discussion regarding the Company's management of interest rate and market risk is included in the section entitled "Interest Rate and Market Risk Management" in this Form 10-Q.

### ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of June 30, 2013. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2013. There were no changes in the Company's internal control over financial reporting during the second quarter of 2013 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

The information contained in Note 10 of the Notes to Consolidated Financial Statements is incorporated by reference herein.

### ITEM 1A. RISK FACTORS

The Company has updated its risk factors included in Zions Bancorporation's 2012 Annual Report on Form 10-K with new information on Basel III included in the Capital Management section of Management's Discussion and Analysis and the additional risk factors set forth below:

Our business is highly correlated to local economic conditions in a specific geographic region of the United States. As a regional bank holding company, the Company provides a full range of banking and related services through its banking and other subsidiaries in Utah, California, Texas, Arizona, Nevada, Colorado, Idaho, Washington, and Oregon. Approximately 86% of the Company's total net interest income for the year ended December 31, 2012 and 76% of total assets as of December 31, 2012 relate to the subsidiary banks in Utah, California and Texas. As a result of this geographic concentration, our financial results depend largely upon economic conditions in these market areas. Accordingly, adverse economic conditions affecting these three states in particular could significantly affect our consolidated operations and financial results. For example, our credit risk could be elevated to the extent our lending

practices in these three states focus on borrowers or groups of borrowers with similar economic

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characteristics that are similarly affected by the same adverse economic events. As of December 31, 2012, loan balances at our subsidiary banks in Utah, California and Texas comprised 82% of the Company's commercial lending portfolio, 74% of the commercial real estate lending portfolio, and 69% of the consumer lending portfolio. Loans originated by these banks are primarily to companies in their respective states.

Our estimates of our interest rate risk position for noninterest-bearing demand deposits are dependent on assumptions for which there is little historical experience, and the actual behavior of those deposits in a changing interest rate environment may differ materially from our estimates which could materially affect our results of operations. We have experienced a low interest rate environment for the past several years. Our views with respect to, among other things, the degree to which we are "asset-sensitive," including our interest rate risk position for noninterest-bearing demand deposits, are dependent on modeled projections that rely on assumptions regarding changes in balances of such deposits in a changing interest rate environment. Because there is no modern precedent for this current prolonged low interest rate environment, there is little historical experience upon which to base such assumptions. If interest rates begin to increase, our assumptions regarding changes in balances of noninterest-bearing demand deposits and regarding the speed and degree to which other deposits are repriced may prove to be incorrect, and business decisions made in reliance on our modeled projections and underlying assumptions could prove to be unsuccessful. Because noninterest-bearing demand deposits are a significant portion of our deposit base, errors in our modeled projections and the underlying assumptions could materially affect our results of operations.

We are making a significant investment to replace our core loan and deposit systems and to upgrade our accounting systems. The actual duration, cost, expected savings, and other factors to implement these initiatives may vary significantly from our estimates, which could materially affect the Company including its results of operations. During the second quarter of 2013, our Board of Directors approved a significant investment by us to replace our loan and deposit systems and to upgrade our accounting systems. The new integrated system for most of our loans and deposits is expected to employ technology that is a significant improvement over our current systems. These initiatives will be completed in phases to allow for appropriate testing and implementation so as to minimize time delays and cost overruns. However, these initiatives are in the early stages of development and by their very nature, projections of duration, cost, expected savings, and related items are subject to change and significant variability.

We may encounter significant adverse developments in the completion and implementation of these initiatives. These may include significant time delays, cost overruns, and other adverse developments that could result in disruptions to our systems and adversely impact our customers.

We have plans, policies and procedures designed to prevent or limit the negative effect of these adverse developments. However, there can be no assurance that any such adverse developments will not occur or, if they do occur, that they will be adequately remediated. The occurrence of any adverse development could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could materially affect the Company including its results of operations in any given reporting period.

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

The following table summarizes the Company's share repurchases for the second quarter of 2013:

## SHARE REPURCHASES

| Period         | Total number of shares repurchased <sup>1</sup> | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Approximate dollar value of shares that may yet be purchased under the plan |
|----------------|-------------------------------------------------|------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| April          | 4,301                                           | \$24.64                      | —                                                                                | \$—                                                                         |
| May            | 115,211                                         | 28.09                        | —                                                                                | —                                                                           |
| June           | 39,621                                          | 27.63                        | —                                                                                | —                                                                           |
| Second quarter | 159,133                                         | 27.88                        | —                                                                                | —                                                                           |

Represents common shares acquired from employees in connection with the Company's stock compensation plan.

<sup>1</sup> Shares were acquired from employees to pay for their payroll taxes upon the vesting of restricted stock and restricted stock units under the "withholding shares" provision of an employee share-based compensation plan.

## ITEM 6. EXHIBITS

## a) Exhibits

| Exhibit Number | Description                                                                                                                                                                                                    |   |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 3.1            | Restated Articles of Incorporation of Zions Bancorporation dated November 8, 1993, incorporated by reference to Exhibit 3.1 of Form S-4 filed on November 22, 1993.                                            | * |
| 3.2            | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated April 30, 1997, incorporated by reference to Exhibit 3.2 of Form 10-Q for the quarter ended March 31, 2008.      | * |
| 3.3            | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated April 24, 1998, incorporated by reference to Exhibit 3.3 of Form 10-Q for the quarter ended March 31, 2009.      | * |
| 3.4            | Articles of Amendment to Restated Articles of Incorporation of Zions Bancorporation dated April 25, 2001, incorporated by reference to Exhibit 3.6 of Form S-4 filed July 13, 2001.                            | * |
| 3.5            | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated December 5, 2006, incorporated by reference to Exhibit 3.5 of Form 10-K for the year ended December 31, 2011.   | * |
| 3.6            | Articles of Merger of The Stockmen's Bancorp, Inc. with and into Zions Bancorporation, effective January 17, 2007, incorporated by reference to Exhibit 3.6 of Form 10-Q for the quarter ended March 31, 2012. | * |
| 3.7            | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated July 7, 2008, incorporated by reference to Exhibit 3.1 of Form 8-K filed July 8, 2008.                          | * |
| 3.8            | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated November 12, 2008, incorporated by reference to Exhibit 3.1 of Form 8-K filed November 17, 2008.                | * |



- 3.9 Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated June 30, 2009, incorporated by reference to Exhibit 3.1 of Form 8-K filed July 2, 2009. \*
- 3.10 Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated June 30, 2009, incorporated by reference to Exhibit 3.10 of Form 10-Q for the quarter ended June 30, 2009. \*

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| Exhibit Number | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |   |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 3.11           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated June 1, 2010, incorporated by reference to Exhibit 3.1 of Form 8-K filed June 3, 2010.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | * |
| 3.12           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated June 14, 2010, incorporated by reference to Exhibit 3.1 of Form 8-K filed June 15, 2010.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | * |
| 3.13           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation with respect to the Series F Fixed-Rate Non-Cumulative Perpetual Preferred Stock, dated May 4, 2012, incorporated by reference to Exhibit 3.1 of Form 8-K filed May 5, 2012.                                                                                                                                                                                                                                                                                                                                                                                                                                                          | * |
| 3.14           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation with respect to the Series G Fixed/Floating-Rate Non-Cumulative Perpetual Preferred Stock, dated February 5, 2013, incorporated by reference to Exhibit 3.1 of Form 8-K filed February 7, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                       | * |
| 3.15           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation with respect to the Series H Fixed-Rate Non-Cumulative Perpetual Preferred Stock, dated April 29, 2013, incorporated by reference to Exhibit 3.1 of Form 8-K filed May 3, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | * |
| 3.16           | Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation with respect to the Series I Fixed/Floating-Rate Non-Cumulative Perpetual Preferred Stock, dated May 17, 2013, incorporated by reference to Exhibit 3.1 of Form 8-K filed May 21, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                               | * |
| 3.17           | Restated Bylaws of Zions Bancorporation dated November 8, 2011, incorporated by reference to Exhibit 3.13 of Form 10-Q for the quarter ended September 30, 2011.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | * |
| 31.1           | Certification by Chief Executive Officer required by Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934 (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |
| 31.2           | Certification by Chief Financial Officer required by Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934 (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |   |
| 10.1           | First amendment to the Zions Bancorporation Pension Plan, dated June 28, 2013 (filed herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |   |
| 32             | Certification by Chief Executive Officer and Chief Financial Officer required by Sections 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 (15 U.S.C. 78m) and 18 U.S.C. Section 1350 (furnished herewith).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |   |
| 101            | Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of June 30, 2013 and December 31, 2012, (ii) the Consolidated Statements of Income for the three months ended June 30, 2013 and June 30, 2012 and the six months ended June 30, 2013 and June 30, 2012, (iii) the Consolidated Statements of Comprehensive Income for the three months ended June 30, 2013 and June 30, 2012 and the six months ended June 30, 2013 and June 30, 2012, (iv) the Consolidated Statements of Changes in Shareholders' Equity for the three months ended June 30, 2013 and June 30, 2012 and the six months ended June 30, 2013 and June 30, 2012, (v) the Consolidated Statements of Cash |   |

Flows for the three months ended June 30, 2013 and June 30, 2012 and the six months ended June 30, 2013 and June 30, 2012, and (vi) the Notes to Consolidated Financial Statements (filed herewith).

\* Incorporated by reference

ZIONS BANCORPORATION AND SUBSIDIARIES

SIGNATURES

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

ZIONS BANCORPORATION

/s/ Harris H. Simmons

Harris H. Simmons, Chairman, President  
and Chief Executive Officer

/s/ Doyle L. Arnold

Doyle L. Arnold, Vice Chairman and  
Chief Financial Officer

Date: August 6, 2013