

Section 1: 10-Q (10-Q 2018 Q2)

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 quarterly period ended June 30, 2018

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

For transition period from _____ to _____

Commission File Number: 001-15393

HEARTLAND FINANCIAL USA, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

42-1405748

(I.R.S. employer identification number)

1398 Central Avenue, Dubuque, Iowa 52001

(Address of principal executive offices)(Zip Code)

(563) 589-2100

(Registrant's telephone number, including area code)

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

Large accelerated filer

Accelerated Filer

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

Smaller reporting company

Emerging growth company

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

Indicate by check mark whether the Registrant is a shell company (as defined by Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

Indicate the number of shares outstanding of each of the classes of Registrant's common stock as of the latest practicable date: As of

August 6, 2018, the Registrant had outstanding 34,440,416 shares of common stock, \$1.00 par value per share.

HEARTLAND FINANCIAL USA, INC.
Form 10-Q Quarterly Report
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[31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act.](#)

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[32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

[32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

101 Financial statements formatted in Extensible Business Reporting Language: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Changes in Equity, and (vi) the Notes to Consolidated Financial Statements.

PART I

ITEM 1. FINANCIAL STATEMENTS

HEARTLAND FINANCIAL USA, INC.

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share data)

	June 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
Cash and due from banks	\$ 193,069	\$ 168,723
Interest bearing deposits with the Federal Reserve Bank and other banks and other short-term investments	194,937	27,280
Cash and cash equivalents	388,006	196,003
Time deposits in other financial institutions	6,803	9,820
Securities:		
Carried at fair value (cost of \$2,258,048 at June 30, 2018, and \$2,248,181 at December 31, 2017)	2,197,117	2,216,753
Held to maturity, at cost (fair value of \$253,153 at June 30, 2018, and \$265,494 at December 31, 2017)	244,271	253,550
Other investments, at cost	26,725	22,563
Loans held for sale	55,684	44,560
Loans receivable:		
Held to maturity	7,477,697	6,391,464
Allowance for loan and lease losses	(61,324)	(55,686)
Loans receivable, net	7,416,373	6,335,778
Premises, furniture and equipment, net	195,981	172,324
Premises, furniture and equipment held for sale	3,978	1,977
Other real estate, net	11,074	10,777
Goodwill	391,668	236,615
Core deposit intangibles and customer relationship intangibles, net	52,698	35,203
Servicing rights, net	31,996	25,857
Cash surrender value on life insurance	159,302	142,818
Other assets	120,244	106,141
TOTAL ASSETS	\$ 11,301,920	\$ 9,810,739
LIABILITIES AND EQUITY		
LIABILITIES:		
Deposits:		
Demand	\$ 3,399,598	\$ 2,983,128
Savings	4,864,773	4,240,328
Time	1,224,773	923,453
Total deposits	9,489,144	8,146,909
Short-term borrowings	229,890	324,691
Other borrowings	258,708	285,011
Accrued expenses and other liabilities	68,431	62,671
TOTAL LIABILITIES	10,046,173	8,819,282
STOCKHOLDERS' EQUITY:		
Preferred stock (par value \$1 per share; authorized 17,604 shares; none issued or outstanding at both June 30, 2018, and December 31, 2017)	—	—
Series A Junior Participating preferred stock (par value \$1 per share; authorized 16,000 shares; none issued or outstanding at both June 30, 2018, and December 31, 2017)	—	—
Series C Senior Non-Cumulative Perpetual Preferred Stock (par value \$1 per share; 81,698 shares authorized at both June 30, 2018, and December 31, 2017, none issued or outstanding at both June 30, 2018, and December 31, 2017)	—	—
Series D Senior Non-Cumulative Perpetual Convertible Preferred Stock (par value \$1 per share; 3,000 shares authorized at both June 30, 2018, and December 31, 2017; 745 shares issued and outstanding at both June 30, 2018, and December 31, 2017)	938	938
Common stock (par value \$1 per share; 40,000,000 shares authorized at both June 30, 2018, and December 31, 2017; issued 34,438,445 shares at June 30, 2018, and 29,953,356 shares at December 31, 2017)	34,438	29,953
Capital surplus	740,128	503,709
Retained earnings	524,786	481,331

Accumulated other comprehensive loss	(44,543)	(24,474)
Treasury stock at cost (0 shares at both June 30, 2018, and December 31, 2017)	—	—
TOTAL STOCKHOLDERS' EQUITY	1,255,747	991,457
TOTAL LIABILITIES AND EQUITY	\$ 11,301,920	\$ 9,810,739

See accompanying notes to consolidated financial statements.

HEARTLAND FINANCIAL USA, INC.
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(Dollars in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
INTEREST INCOME:				
Interest and fees on loans	\$ 96,787	\$ 68,094	\$ 182,438	\$ 134,992
Interest on securities:				
Taxable	12,270	8,599	23,847	16,852
Nontaxable	3,584	5,020	7,163	10,211
Interest on federal funds sold	—	3	—	3
Interest on interest bearing deposits in other financial institutions	768	345	1,175	554
TOTAL INTEREST INCOME	113,409	82,061	214,623	162,612
INTEREST EXPENSE:				
Interest on deposits	7,983	4,163	13,749	7,893
Interest on short-term borrowings	547	90	815	227
Interest on other borrowings (includes \$30 and \$300 of interest expense related to derivatives reclassified from accumulated other comprehensive income for the three months ended June 30, 2018 and 2017, respectively, and \$227 and \$697 of interest expense related to derivatives reclassified from accumulated other comprehensive income for the six months ended June 30, 2018 and 2017, respectively)	3,470	3,228	7,066	6,884
TOTAL INTEREST EXPENSE	12,000	7,481	21,630	15,004
NET INTEREST INCOME	101,409	74,580	192,993	147,608
Provision for loan losses	4,831	889	9,094	4,530
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	96,578	73,691	183,899	143,078
NONINTEREST INCOME:				
Service charges and fees	12,072	9,696	22,151	19,153
Loan servicing income	1,807	1,351	3,561	3,075
Trust fees	4,615	3,979	9,295	7,610
Brokerage and insurance commissions	877	976	1,784	2,012
Securities gains/(losses), net (includes \$259 of net security losses and \$1,392 of net security gains reclassified from accumulated other comprehensive income for the three months ended June 30, 2018 and 2017, respectively, and \$1,182 and \$3,874 of net security gains reclassified from accumulated other comprehensive income for the six months ended June 30, 2018 and 2017, respectively)	(259)	1,392	1,182	3,874
Unrealized gain on equity securities, net	71	—	43	—
Net gains on sale of loans held for sale	6,800	6,817	10,851	12,964
Valuation allowance on servicing rights	(216)	19	(218)	24
Income on bank owned life insurance	700	656	1,314	1,273
Other noninterest income	1,167	738	2,387	1,532
TOTAL NONINTEREST INCOME	27,634	25,624	52,350	51,517
NONINTEREST EXPENSES:				
Salaries and employee benefits	50,758	41,126	99,468	82,893
Occupancy	6,315	5,056	12,358	10,129
Furniture and equipment	3,184	2,586	5,933	5,087
Professional fees	9,948	7,583	18,407	15,892
FDIC insurance assessments	684	909	1,673	1,716
Advertising	2,145	1,359	4,085	3,783
Core deposit intangibles and customer relationship intangibles amortization	2,274	1,218	4,137	2,389
Other real estate and loan collection expenses	948	365	1,680	1,193
(Gain)/loss on sales/valuations of assets, net	1,528	(112)	1,331	300
Restructuring expenses	—	—	2,564	—
Other noninterest expenses	11,098	9,208	20,892	17,656
TOTAL NONINTEREST EXPENSES	88,882	69,298	172,528	141,038
INCOME BEFORE INCOME TAXES	35,330	30,017	63,721	53,557

Income taxes (includes \$(61) and \$407 of income tax expense/(benefit) reclassified from accumulated other comprehensive income for the three months ended June 30, 2018 and 2017, respectively, and \$201 and

\$1,185 of income tax expense reclassified from accumulated other comprehensive income for the six months ended June 30, 2018 and 2017, respectively)

	7,451	8,059	12,574	13,589
NET INCOME	27,879	21,958	51,147	39,968
Preferred dividends	(13)	(13)	(26)	(32)
Interest expense on convertible preferred debt	—	4	—	9
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	\$ 27,866	\$ 21,949	\$ 51,121	\$ 39,945
EARNINGS PER COMMON SHARE - BASIC	\$ 0.85	\$ 0.82	\$ 1.62	\$ 1.51
EARNINGS PER COMMON SHARE - DILUTED	\$ 0.85	\$ 0.81	\$ 1.61	\$ 1.49
CASH DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.13	\$ 0.11	\$ 0.26	\$ 0.22

See accompanying notes to consolidated financial statements.

HEARTLAND FINANCIAL USA, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
NET INCOME	\$ 27,879	\$ 21,958	\$ 51,147	\$ 39,968
OTHER COMPREHENSIVE INCOME (LOSS)				
Securities:				
Net change in unrealized gain (loss) on securities	(8,501)	9,683	(28,335)	15,062
Reclassification adjustment for net (gains)/losses realized in net income	259	(1,392)	(1,182)	(3,874)
Income taxes	2,117	(3,238)	7,508	(4,349)
Other comprehensive income (loss) on securities	(6,125)	5,053	(22,009)	6,839
Derivatives used in cash flow hedging relationships:				
Net change in unrealized gain (loss) on derivatives	897	(809)	2,596	(673)
Reclassification adjustment for net losses on derivatives realized in net income	30	300	227	697
Income taxes	105	1	(603)	(214)
Other comprehensive income (loss) on cash flow hedges	1,032	(508)	2,220	(190)
Other comprehensive income (loss)	(5,093)	4,545	(19,789)	6,649
TOTAL COMPREHENSIVE INCOME	\$ 22,786	\$ 26,503	\$ 31,358	\$ 46,617

See accompanying notes to consolidated financial statements.

HEARTLAND FINANCIAL USA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Dollars in thousands)

	Six Months Ended	
	June 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 51,147	\$ 39,968
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	14,273	14,566
Provision for loan losses	9,094	4,530
Net amortization of premium on securities	12,587	13,997
Securities gains, net	(1,182)	(3,874)
Unrealized gain on equity securities, net	(43)	—
Stock based compensation	2,770	2,763
Loans originated for sale	(317,979)	(369,579)
Proceeds on sales of loans held for sale	346,083	390,683
Net gains on sale of loans held for sale	(8,178)	(8,691)
(Increase) decrease in accrued interest receivable	(35)	1,876
Decrease in prepaid expenses	2,263	936
Decrease in accrued interest payable	(25)	(130)
Capitalization of servicing rights	(2,694)	(4,406)
Valuation allowance on servicing rights	218	(24)
Loss on sales/valuations of assets, net	1,331	300
Net excess tax benefit from stock based compensation	660	989
Other, net	(16,605)	(11,989)
NET CASH PROVIDED BY OPERATING ACTIVITIES	93,685	71,915
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of time deposits in other financial institutions	(1,000)	—
Proceeds from the sale of securities available for sale	635,735	624,008
Proceeds from the redemption of time deposits in other financial institutions	8,767	5,867
Proceeds from the maturity of and principal paydowns on securities available for sale	112,166	102,506
Proceeds from the maturity of and principal paydowns on securities held to maturity	8,897	3,655
Proceeds from the maturity of and principal paydowns on time deposits in other financial institutions	4,862	14,483
Proceeds from the maturity of and principal paydowns on other investments	1,400	2,017
Purchase of securities available for sale	(733,030)	(666,588)
Purchase of other investments	(1,842)	(1,001)
Net (increase) decrease in loans	(86,466)	113,369
Purchase of bank owned life insurance policies	—	(2,000)
Capital expenditures	(9,788)	(5,683)
Net cash and cash equivalents received in acquisitions	212,197	33,698
Proceeds from the sale of equipment	622	1,692
Proceeds on sale of OREO and other repossessed assets	2,091	4,352
NET CASH PROVIDED BY INVESTING ACTIVITIES	\$ 154,611	\$ 230,375

HEARTLAND FINANCIAL USA, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED (Unaudited)
(Dollars in thousands)

	Six Months Ended	
	June 30,	
	2018	2017
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in demand deposits	\$ 117,456	\$ 58,953
Net increase (decrease) in savings deposits	5,408	(146,800)
Net decrease in time deposit accounts	(31,789)	(10,891)
Proceeds on short-term revolving credit line	25,000	—
Net decrease in short-term borrowings	(155,403)	(161,963)
Proceeds from short term FHLB advances	302,102	86,139
Repayments of short term FHLB advances	(266,500)	(91,505)
Repayments of other borrowings	(44,654)	(7,503)
Purchase of treasury stock	(97)	(217)
Proceeds from issuance of common stock	156	398
Dividends paid	(7,972)	(5,849)
NET CASH USED BY FINANCING ACTIVITIES	(56,293)	(279,238)
Net increase in cash and cash equivalents	192,003	23,052
Cash and cash equivalents at beginning of year	196,003	158,724
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 388,006	\$ 181,776
Supplemental disclosures:		
Cash paid for income/franchise taxes	\$ 8,254	\$ 5,860
Cash paid for interest	\$ 21,655	\$ 15,134
Loans transferred to OREO	\$ 2,264	\$ 4,302
Transfer of premises from premises, furniture and equipment, net, to premises, furniture and equipment held for sale	\$ 2,501	\$ —
Purchases of securities available for sale, accrued, not settled	\$ —	\$ —
Sales of securities available for sale, accrued, not settled	\$ —	\$ —
Conversion of convertible debt to common stock	\$ —	\$ 167
Conversion of Series D preferred stock to common stock	\$ —	\$ 419
Stock consideration granted for acquisitions	\$ 238,075	\$ 22,589

See accompanying notes to consolidated financial statements.

HEARTLAND FINANCIAL USA, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)
(Dollars in thousands, except per share data)

	Heartland Financial USA, Inc. Stockholders' Equity						
	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Equity
Balance at January 1, 2017	\$ 1,357	\$ 26,120	\$ 328,376	\$ 416,109	\$ (31,046)	\$ —	\$ 740,916
Comprehensive income				39,968	6,649		46,617
Cash dividends declared:							
Series D Preferred, \$35.00 per share				(32)			(32)
Common, \$0.22 per share				(5,817)			(5,817)
Conversion of Series D Preferred Stock	(419)						(419)
Purchase of 4,611 shares of common stock						(217)	(217)
Issuance of 585,908 shares of common stock		581	21,361			217	22,159
Stock based compensation			2,763				2,763
Balance at June 30, 2017	\$ 938	\$ 26,701	\$ 352,500	\$ 450,228	\$ (24,397)	\$ —	\$ 805,970
Balance at January 1, 2018	\$ 938	\$ 29,953	\$ 503,709	\$ 481,331	\$ (24,474)	\$ —	\$ 991,457
Comprehensive income				51,147	(19,789)		31,358
Reclassification of unrealized net gain on equity securities				280	(280)		—
Cash dividends declared:							—
Series D Preferred, \$35.00 per share				(26)			(26)
Common, \$0.26 per share				(7,946)			(7,946)
Purchase of 1,761 shares of common stock						(97)	(97)
Issuance of 4,486,850 shares of common stock		4,485	233,649			97	238,231
Stock based compensation			2,770				2,770
Balance at June 30, 2018	\$ 938	\$ 34,438	\$ 740,128	\$ 524,786	\$ (44,543)	\$ —	\$1,255,747

See accompanying notes to consolidated financial statements.

HEARTLAND FINANCIAL USA, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1: BASIS OF PRESENTATION

The interim unaudited consolidated financial statements contained herein should be read in conjunction with the audited consolidated financial statements and accompanying notes to the consolidated financial statements for the fiscal year ended December 31, 2017, included in the Form 10-K of Heartland Financial USA, Inc. ("Heartland") filed with the Securities and Exchange Commission ("SEC") on February 28, 2018. Footnote disclosures to the interim unaudited consolidated financial statements which would substantially duplicate the disclosure contained in the footnotes to the audited consolidated financial statements have been omitted.

The financial information of Heartland included herein has been prepared in accordance with U.S. generally accepted accounting principles for interim financial reporting and has been prepared pursuant to the rules and regulations for reporting on Form 10-Q and Rule 10-01 of Regulation S-X. Such information reflects all adjustments (consisting of normal recurring adjustments), that are, in the opinion of management, necessary for a fair presentation of the financial position and results of operations for the periods presented. The results of the interim period ended June 30, 2018, are not necessarily indicative of the results expected for the year ending December 31, 2018.

In the Annual Report on Form 10-K for the year ended December 31, 2017, Heartland reported the results of operations through two business segments: Community and Other Banking and Mortgage Banking. Effective January 1, 2018, the recently restructured mortgage banking segment is no longer a reportable segment due to the significant reduction in infrastructure and the reporting structure of the mortgage sales staff, who currently report directly to the bank president in each market. Accordingly, Heartland is no longer reporting results of operations by segment.

Earnings Per Share

Basic earnings per share is determined using net income available to common stockholders and weighted average common shares outstanding. Diluted earnings per share is computed by dividing net income available to common stockholders by the weighted average common shares and assumed incremental common shares issued. Amounts used in the determination of basic and diluted earnings per share for the three- and six-month periods ended June 30, 2018, and 2017, are shown in the table below:

	Three Months Ended June 30,	
	2018	2017
(Dollars and number of shares in thousands, except per share data)		
Net income	\$ 27,879	\$ 21,958
Preferred dividends	(13)	(13)
Interest expense on convertible preferred debt	—	4
Net income available to common stockholders	\$ 27,866	\$ 21,949
Weighted average common shares outstanding for basic earnings per share	32,621	26,687
Assumed incremental common shares issued upon exercise of stock options and non-vested restricted stock units	210	286
Weighted average common shares for diluted earnings per share	32,831	26,973
Earnings per common share — basic	\$ 0.85	\$ 0.82
Earnings per common share — diluted	\$ 0.85	\$ 0.81
Number of antidilutive common stock equivalents excluded from diluted earnings per share computation	—	—
Six Months Ended June 30,		
(Dollars and number of shares in thousands, except per share data)		
Net income	\$ 51,147	\$ 39,968
Preferred dividends	(26)	(32)
Interest expense on convertible preferred debt	—	9
Net income available to common stockholders	\$ 51,121	\$ 39,945
Weighted average common shares outstanding for basic earnings per share	31,537	26,512
Assumed incremental common shares issued upon non-vested restricted stock units	209	286
Weighted average common shares for diluted earnings per share	31,746	26,798
Earnings per common share — basic	\$ 1.62	\$ 1.51
Earnings per common share — diluted	\$ 1.61	\$ 1.49
Number of antidilutive common stock equivalents excluded from diluted earnings per share computation	—	—

Stock-Based Compensation

Heartland may grant, through its Nominating and Compensation Committee (the "Compensation Committee"), non-qualified and incentive stock options, stock appreciation rights, stock awards, restricted stock, restricted stock units and cash incentive awards, under its 2012 Long-Term Incentive Plan (the "Plan"). The Plan was originally approved by stockholders in May 2012 and was amended effective March 8, 2016, to increase the number of shares of common stock authorized for issuance and make certain other changes to the Plan. As of June 30, 2018, 440,844 shares of common stock were available for issuance under future awards that may be granted under the Plan to employees and directors of, and service providers to, Heartland or its subsidiaries.

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "*Compensation-Stock Compensation*" requires the measurement of the cost of employee services received in exchange for an award of equity instruments based upon the fair value of the award on the grant date. The cost of the award is based upon its fair value estimated on the date of grant and recognized in the consolidated statements of income over the vesting period of the award. The fair market value of restricted stock and restricted stock units is based on the fair value of the underlying shares of common stock on the date of grant. The fair value of stock options is estimated on the date of grant using the Black-Scholes model. Forfeitures are accounted for as they occur.

The amount of tax benefit related to the exercise, vesting and forfeiture of equity-based awards reflected as a tax benefit in Heartland's income tax expense was \$660,000 and \$989,000 during the six months ended June 30, 2018 and 2017, respectively.

Restricted Stock Units

The Plan permits the Compensation Committee to grant restricted stock units ("RSUs"). In the first quarter of 2018, the Compensation Committee granted time-based RSUs with respect to 52,153 shares of common stock, and in the first quarter of 2017, the Compensation Committee granted time-based RSUs with respect to 55,665 shares of common stock to selected officers and employees. The time-based RSUs represent the right, without payment, to receive shares of Heartland common stock on a specified date in the future. The time-based RSUs granted in 2018 vest over three years in equal installments on March 6 of each of the three years following the year of the grant, while the 2017 time-based RSUs vest in equal installments on January 19 of each of the three years following the year of the grant. The time-based RSUs may also vest upon death or disability, upon a change in control or upon a "qualified retirement" (as defined in the RSU agreement). The retiree is required to sign a non-solicitation agreement as a condition to vesting.

In addition to the time-based RSUs referenced in the preceding paragraph, the Compensation Committee granted one-year performance-based RSUs with respect to 18,988 shares of common stock in the first quarter of 2018, and 27,570 shares of common stock in the first quarter of 2017. These performance-based RSUs are earned based on satisfaction of performance targets for the fiscal years ended December 31, 2018, and December 31, 2017, respectively, and then fully vest on a specified date in the third calendar year following the year of the initial grant.

The Compensation Committee also granted three-year performance-based RSUs with respect to 16,108 shares and 9,032 shares of common stock in the first quarter of 2018 and 2017, respectively. These performance-based RSUs will be earned based on satisfaction of performance targets for the three-year performance period ended December 31, 2020, and December 31, 2019, respectively. These performance-based RSUs or a portion thereof may vest in 2021 and 2020, respectively, after measurement of performance in relation to the performance targets.

The one-year and three-year performance-based RSUs vest to the extent that they are earned upon death or disability or upon a "qualified retirement." Upon a change in control, performance-based RSUs shall become vested at 100% of target if the RSU obligations are not assumed by the successor company. If the successor company does assume the RSU obligations, the 2017 and 2018 performance-based RSUs will vest at 100% of target upon a "Termination of Service" within the period beginning six months prior to a change in control and ending twenty-four months after a change in control.

All of Heartland's RSUs will be settled in common stock upon vesting and are not entitled to dividends until vested.

The Compensation Committee may grant RSUs under the Plan to directors as part of their compensation, to new management level employees at commencement of employment, and to other employees and service providers as incentives. During the six months ended June 30, 2018, and June 30, 2017, 26,489 and 15,978 time-based RSUs, respectively, were granted to directors and new employees.

A summary of the RSUs outstanding as of June 30, 2018 and 2017, and changes during the six months ended June 30, 2018 and 2017, follows:

	2018		2017	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1	301,578	\$ 34.74	346,817	\$ 27.61
Granted	113,738	55.16	108,245	47.21
Vested	(124,764)	32.64	(125,840)	26.32
Forfeited	(25,011)	45.50	(10,563)	31.78
Outstanding at June 30	265,541	\$ 43.49	318,659	\$ 34.64

Total compensation costs recorded for RSUs were \$2.8 million and \$2.8 million for the six-month periods ended June 30, 2018 and 2017. As of June 30, 2018, there were \$6.2 million of total unrecognized compensation costs related to the Plan for RSUs that are expected to be recognized through 2021.

Options

Although the Plan provides authority to the Compensation Committee to grant stock options, no options were granted during the first six months of 2018 and 2017. Prior to 2009, options were typically granted annually with an expiration date ten years after the date of grant. Vesting was generally over a five-year service period with equal portions of a grant becoming exercisable at three years, four years, and five years after the date of grant. A summary of the stock options outstanding as of June 30, 2018 and 2017, and changes during the six months ended June 30, 2018 and 2017, follows:

	2018		2017	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Outstanding at January 1	6,500	\$ 18.60	26,400	\$ 18.60
Granted	—	—	—	—
Exercised	(6,500)	18.60	(8,250)	18.60
Forfeited	—	—	(500)	18.60
Outstanding at June 30	—	\$ —	17,650	\$ 18.60
Options exercisable at June 30	—	\$ —	17,650	\$ 18.60

The intrinsic value for the total of all options exercised during the six months ended June 30, 2018, was \$231,000. Cash received from options exercised was \$121,000 for the six months ended June 30, 2018, and \$153,000 for the six months ended June 30, 2017.

No compensation costs were recorded for options during the six month periods ended June 30, 2018 and 2017. There are no unrecorded compensation costs related to options at June 30, 2018. No stock options vested during the six-month periods ended June 30, 2018 and 2017.

Subsequent Events - Heartland has evaluated subsequent events that may require recognition or disclosure through the filing date of this Quarterly Report on Form 10-Q with the SEC.

Effect of New Financial Accounting Standards

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers." The amendment clarifies the principles for recognizing revenue and develops a common revenue standard. The amendment outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The core principle of the revenue model is that "an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services." In applying the revenue model to contracts within its scope, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract, and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The new guidance does not apply to certain contracts within the scope of other ASC Topics, such as lease contracts, insurance contracts, financing arrangements, financial instruments, guarantees other than product or service warranties and nonmonetary exchanges between entities in the same line of business to facilitate sales to customers. Heartland evaluates noninterest income contracts affected by the new guidance by analyzing contracts and current accounting practices to determine if a change is appropriate. The amendment is largely consistent with existing guidance and current practices. Heartland adopted the accounting standard effective January 1, 2018, as required, using a modified retrospective approach. However, the adoption of these amendments did not have a significant effect on Heartland's results of operations, financial position and liquidity other than expanded disclosure requirements. See Note 9, "Revenue," for further details regarding Heartland's revenue.

In January 2016, the FASB issued guidance ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities." The amendments in ASU 2016-01 to Subtopic 825-10, Financial Instruments, contain the following elements: (1) require equity investments to be measured at fair value with changes in fair value recognized in net income; (2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (3) eliminates the requirement for public entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (4) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (5) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability

at fair value in accordance with the fair value option for financial instruments; (6) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or accompanying notes to the financial statements; and (7) clarifies that the entity should evaluate the need for a valuation allowance on a deferred tax asset related to available for sale securities in combination with the entity's other deferred tax assets. The amendments are effective for fiscal years beginning after December 15, 2017, and for interim periods within those fiscal years. Except for the early application of the amendment noted in item (5) above, early adoption of the amendments in this update is not permitted. Entities are required to and Heartland applied the amendment by means of a cumulative-effect adjustment as of the beginning of the fiscal year of adoption, with the exception of the amendment related to equity securities without readily determinable fair values, which are to be applied prospectively to equity investments that exist as of the adoption date. Heartland adopted the accounting standard on January 1, 2018, as required, and the adoption of these amendments did not have a material impact on its results of operations, financial position and liquidity. Heartland reclassified \$280,000 from accumulated other comprehensive income to retained earnings on January 1, 2018, related to the fair value of its equity investments.

In February 2016, the FASB issued ASU 2016-02, "*Leases (Topic 842)*." Topic 842 requires a lessee to recognize leases on-balance sheet and disclose key information about leasing arrangements. The new standard establishes a right-of-use model (ROU) that requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as financing or operating, with classification affecting the pattern and classification of expense recognition in the income statement. The amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and will be applied on a modified retrospective basis. Heartland leases certain properties and equipment under operating leases that will result in recognition of lease assets and lease liabilities on the consolidated balance sheets under the ASU; however the majority of Heartland's properties and equipment are owned, not leased. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply. These practical expedients relate to the identification and classification of leases that commenced before the effective date, initial direct costs for leases that commenced before the effective date, and the ability to use hindsight in evaluating lessee options to extend or terminate a lease or to purchase the underlying asset. Early adoption is permitted. In January 2018, the FASB issued an amendment to provide entities with the optional practical expedient to not evaluate existing or expired land easements that were previously not accounted for as leases under Topic 840. Heartland intends to adopt the accounting standard in 2019, as required, and does not expect the adoption of this standard to have a significant impact on its results of operations, financial position and liquidity. Heartland has signed an agreement with a cloud-based lease software provider, and implementation of the software started in the first quarter of 2018.

In June 2016, the FASB issued ASU 2016-13, "*Financial Instruments - Credit Losses (Topic 326)*." The amendments in this ASU require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The amendments in this ASU indicate that an entity should not use the length of time a security has been in an unrealized loss position to avoid recording a credit loss. In addition, in determining whether a credit loss exists, the amendments in this ASU also remove the requirements to consider the historical and implied volatility of the fair value of a security and recoveries or declines in fair value after the balance sheet date. The amendment is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. An entity may adopt the amendments earlier as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Heartland intends to adopt the accounting standard in 2020, as required, and is currently evaluating the potential impact of this guidance on its results of operations, financial position and liquidity. Upon adoption of ASU 2016-13, a cumulative-effect adjustment to retained earnings will be recorded as of the beginning of the first reporting period in which the guidance is effective. Heartland has formed an internal committee to assess and implement the standard, and Heartland has entered into an agreement with a third party vendor to evaluate potential methodologies and data.

In August 2016, the FASB issued ASU 2016-15, "*Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments*." The amendments in this update address eight specific cash flow issues with the objective of reducing the existing diversity in practice. The amendment is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes the interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The amendments in this update should be applied using a retrospective transition method to each period presented. Heartland adopted this ASU on January 1, 2018, as required, and the adoption of these amendments did not have a material impact on Heartland's results of operations, financial position and liquidity.

In October 2016, the FASB issued ASU 2016-16, "*Income Taxes (Topic 740) - Intra-Entity Transfer of Assets Other Than Inventory*." The amendment requires an entity to recognize income tax consequences on an intra-entity transfer of an asset other than inventory at the time the transaction occurs. The amendment is effective for fiscal years beginning after December 15, 2017, including

interim periods within those fiscal years. The amendments must be applied and Heartland applied these amendments using a modified retrospective basis. Heartland adopted this ASU on January 1, 2018, as required, and the adoption of this amendment did not have a material impact on Heartland's results of operations, financial position and liquidity.

In January 2017, the FASB issued ASU No. 2017-01, "*Business Combinations (Topic 805): Clarifying the Definition of a Business*," which narrows the definition of a business and provides a framework that gives entities a basis for making reasonable judgments about whether a transaction involves an asset or a business. ASU 2017-01 is effective for public business entities in annual periods beginning after December 15, 2017, including interim periods therein. Heartland adopted ASU 2017-01 on January 1, 2018, as required, and the adoption did not have a material impact on Heartland's results of operations, financial position, and liquidity.

In January 2017, the FASB issued ASU 2017-04, "*Intangibles - Goodwill and Other (Topic 350)*." This amendment is to simplify the subsequent measurement of goodwill by eliminating step two from the goodwill impairment test. Instead, an entity will perform only step one of its quantitative goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount, and then recognizing the impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized cannot exceed the total amount of goodwill allocated to that reporting unit. An entity will still have the option to perform a qualitative assessment for a reporting unit to determine if the quantitative step one impairment test is necessary. This amendment is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, and should be applied prospectively. Early adoption is permitted, including in an interim period for impairment tests performed after January 1, 2017. Heartland intends to adopt this ASU in the third quarter of 2020, consistent with the annual impairment test as of September 30, 2020, and is currently evaluating the potential impact of this guidance on its results of operations, financial position and liquidity.

In March 2017, the FASB issued ASU 2017-08, "*Receivables - Nonrefundable Fee and Other Costs (Subtopic 310-20)*." These amendments shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount. Discounts continue to be amortized to maturity. These amendments are effective for public business entities for fiscal years and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. If any entity early adopts the amendments in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes the interim period. The amendments must be applied and Heartland intends to apply these amendments on a modified retrospective basis, with a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Heartland intends to adopt this ASU in 2019, as required, and is currently evaluating the potential impact on its results of operations, financial position and liquidity.

In May 2017, the FASB issued ASU 2017-09, "*Compensation - Stock Compensation (Topic 718)*." The amendments provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. An entity should account for the effects of a modification unless all the following are met: (1) the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the modified award is the same as the fair value (or calculated value or intrinsic value, if such an alternative measurement method is used) of the original award immediately before the original award is modified. If the modification does not affect any of the inputs to the valuation technique that the entity uses to value the award, the entity is not required to estimate the value immediately before and after the modification; (2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified; and (3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The amendments are effective for annual periods and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted, including adoption in any interim periods for public business entities for reporting periods for which financial statements have not yet been issued. The amendments should be applied and Heartland applied these amendments prospectively to an award modified on or after the adoption date. Heartland adopted this ASU on January 1, 2018, as required, and the adoption did not have a material impact to its results of operations, financial position and liquidity because Heartland has not typically modified share-based payment awards after the original award has been granted.

In August 2017, the FASB issued ASU 2017-12, "*Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities*." The purpose of this updated guidance is to better align a company's financial reporting for hedging activities with the economic objectives of those activities. ASU 2017-12 is effective for public business entities for fiscal years beginning after December 15, 2018, with early adoption, including adoption in an interim period, permitted. ASU 2017-12 requires a modified retrospective transition method in which Heartland will recognize the cumulative effect of the change on the opening balance of each affected component of equity in the consolidated balance sheet as of the date of adoption. Heartland intends to adopt this ASU in 2019, as required, and does not believe there will be a material impact to its results of operations, financial position and liquidity.

In February 2018, the FASB issued ASU 2018-02, "*Income Statement-Reporting Comprehensive Income (Topic 220)*." This ASU allows for the option to reclassify from accumulated other comprehensive income ("AOCI") to retained earnings for stranded tax effects resulting from the newly enacted federal corporate income tax rate in the Tax Cuts and Jobs Act of 2017, which was enacted on December 22, 2017. The legislation included a reduction to the corporate income tax rate from 35 percent to 21 percent effective January 1, 2018. The amount of the reclassification would be the difference between the historical corporate income tax rate and the newly enacted 21 percent corporate income tax rate. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted for public businesses for reporting periods for which financial statements have not yet been issued. Heartland adopted the guidance as of December 31, 2017. The adoption of this ASU was accounted for as a cumulative-effect adjustment to the balance sheet resulting in a \$4.5 million increase to retained earnings and a corresponding decrease to AOCI on December 31, 2017.

NOTE 2: ACQUISITIONS

First Bank Lubbock Bancshares, Inc.

On May 18, 2018, Heartland completed the acquisition of Lubbock, Texas based First Bank Lubbock Bancshares, Inc. ("FBLB"), parent company of First Bank & Trust, and PrimeWest Mortgage Corporation, which is a wholly-owned subsidiary of First Bank & Trust. Under the terms of the definitive merger agreement, Heartland acquired FBLB in a transaction valued at approximately \$189.9 million, of which \$5.5 million was cash, and the remainder was settled by delivery of 3,350,664 shares of Heartland common stock. On the closing date, in addition to this merger consideration, Heartland provided FBLB the funds necessary to repay outstanding debt of \$3.9 million, and Heartland assumed \$8.2 million of trust preferred securities at fair value. Immediately after the close of the transaction, Heartland paid \$13.3 million to the holders of FBLB's stock appreciation rights. The transaction included, at fair value, total assets of \$1.12 billion, including \$681.1 million of gross loans held to maturity, and deposits of \$893.8 million. Upon closing of the transaction, First Bank & Trust became a wholly-owned subsidiary of Heartland and continues to operate under its current name and management team as Heartland's eleventh state-chartered bank. The transaction was a tax-free reorganization with respect to the stock consideration received by the stockholders of FBLB.

The assets and liabilities of FBLB were recorded on the consolidated balance sheet at the estimated fair value on the acquisition date. The following table represents, in thousands, the amounts recorded on the consolidated balance sheet as of May 18, 2018:

	<u>As of May 18, 2018</u>	
Fair value of consideration paid:		
Common stock (3,350,664 shares)	\$	184,454
Cash		5,451
Total consideration paid		<u>189,905</u>
Fair value of assets acquired		
Cash and cash equivalents		212,105
Securities:		
Carried at fair value		1,788
Other securities		3,268
Loans held for sale		31,050
Loans held to maturity		681,080
Premises, furniture and equipment, net		23,271
Other real estate, net		379
Mortgage servicing rights		6,995
Core deposit intangibles and customer relationships, net		13,908
Cash surrender value on life insurance		14,997
Other assets		7,185
Total assets		<u>996,026</u>
Fair value of liabilities assumed		
Deposits		893,827
Other borrowings		12,077
Other liabilities		21,580
Total liabilities assumed		<u>927,484</u>
Fair value of net assets acquired		<u>68,542</u>
Goodwill resulting from acquisition	\$	<u>121,363</u>

Heartland recognized \$121.4 million of goodwill in conjunction with the acquisition of FBLB, which is calculated as the excess of both the consideration exchanged and the liabilities assumed as compared to the fair value of identifiable assets acquired. Goodwill resulted from the expected operational synergies, enhanced market area, cross-selling opportunities and expanded business lines. See Note 6 for further information on goodwill.

Pro Forma Information (unaudited): The following pro forma information represents the results of operations for the six-month periods ended June 30, 2018, and 2017, as if the FBLB acquisition occurred on January 1, 2018, and January 1, 2017, respectively:

	<u>For the Six Months Ended</u>	
	<u>June 30, 2018</u>	<u>June 30, 2017</u>
Net interest income	\$ 207,168	\$ 163,837
Net income available to common stockholders	\$ 35,378	\$ 48,817
Basic earnings per share	\$ 1.04	\$ 1.63
Diluted earnings per share	\$ 1.03	\$ 1.62

The above pro forma results are presented for illustrative purposes and are not intended to represent or be indicative of the actual results of operations of the merged companies that would have been achieved had the acquisition occurred on January 1, 2018, and January 1, 2017, respectively, nor are they intended to represent or be indicative of future results of operations. The pro forma results do not include expected operating cost savings as a result of the acquisition or adjustments for \$6.0 million of transaction costs or \$13.3 million of stock appreciation rights expense recorded by FBLB in 2018 prior to the acquisition. The pro forma

results also do not include adjustment for income taxes. These pro forma results require significant estimates and judgments particularly with respect to valuation and accretion of income associated with the acquired loans.

Heartland incurred \$1.1 million of pre-tax merger related expenses in the six months ended June 30, 2018, associated with the FBLB acquisition. The merger expenses are reflected on the consolidated statements of income for the applicable period and are reported primarily in the categories of professional fees and other noninterest expenses.

Acquired loans were preliminarily recorded at fair value based on a discounted cash flow valuation methodology that considers, among other things, projected default rates, loss given defaults and recovery rates. No allowance for credit losses was carried over from the acquisition. The balance of nonaccrual loans on the acquisition date was \$7.6 million.

Signature Bancshares, Inc.

On February 23, 2018, Heartland completed the acquisition of Signature Bancshares, Inc., parent company of Signature Bank, headquartered in Minnetonka, Minnesota. Under the terms of the definitive merger agreement, Heartland acquired Signature Bancshares, Inc. in a transaction valued at approximately \$61.4 million, of which \$7.8 million was cash, and the remainder was settled by delivery of 1,000,843 shares of Heartland common stock. Simultaneous with the close, Signature Bank merged into Heartland's wholly-owned Minnesota Bank & Trust subsidiary, and the combined entity operates under the Minnesota Bank & Trust brand name. The transaction included, at fair value, total assets of \$427.1 million, including \$324.5 million of gross loans held to maturity, and deposits of \$357.3 million. On the closing date, Heartland provided Signature Bancshares, Inc. the funds necessary to repay outstanding subordinated debt of \$5.9 million. The transaction was a tax-free reorganization with respect to the stock consideration received by the stockholders of Signature Bancshares, Inc.

Citywide Banks of Colorado, Inc.

On July 7, 2017, Heartland acquired Citywide Banks of Colorado, Inc., parent company of Citywide Banks, headquartered in Aurora, Colorado. The transaction consideration was approximately \$211.2 million, of which \$58.6 million was cash, and the remainder was settled by delivery of 3,216,161 shares of Heartland common stock. Simultaneous with the close, Citywide Banks merged into Heartland's Centennial Bank and Trust subsidiary, and the combined entity operates as Citywide Banks. The transaction included, at fair value, total assets of \$1.49 billion, including \$985.4 million of net loans outstanding, and \$1.21 billion of deposits on the acquisition date. Included in this transaction was one bank building with a fair value of \$1.4 million that Heartland intends to sell and is classified as premises, furniture and equipment held for sale on the consolidated balance sheets. The transaction was a tax-free reorganization with respect to the stock consideration received by the stockholders of Citywide Banks of Colorado, Inc.

Founders Bancorp

On February 28, 2017, Heartland acquired Founders Bancorp, parent company of Founders Community Bank, based in San Luis Obispo, California. The purchase price was approximately \$31.0 million, which was paid by delivery of 455,877 shares of Heartland common stock and cash of \$8.4 million. The transaction included, at fair value, total assets of \$213.9 million, loans of \$96.4 million, and deposits of \$181.5 million on the acquisition date. The transaction also included one bank building with a fair value of \$576,000 that Heartland sold during the second quarter of 2017. Simultaneous with the closing of the transaction, Founders Community Bank merged into Heartland's Premier Valley Bank subsidiary. The transaction was a tax-free reorganization with respect to the stock consideration received by the stockholders of Founders Bancorp.

NOTE 3: SECURITIES

The amortized cost, gross unrealized gains and losses, and estimated fair values of debt securities available for sale and equity securities with a readily determinable that are carried at fair value as of June 30, 2018, and December 31, 2017, are summarized in the table below, in thousands:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 30, 2018				
U.S. government corporations and agencies	\$ 20,273	\$ 1	\$ (86)	\$ 20,188
Mortgage and asset-backed securities	1,834,569	1,916	(52,754)	1,783,731
Obligations of states and political subdivisions	386,272	781	(10,789)	376,264
Total debt securities	2,241,114	2,698	(63,629)	2,180,183
Equity securities with a readily determinable fair value	16,934	—	—	16,934
Total	<u>\$ 2,258,048</u>	<u>\$ 2,698</u>	<u>\$ (63,629)</u>	<u>\$ 2,197,117</u>
December 31, 2017				
U.S. government corporations and agencies	\$ 5,358	\$ 8	\$ (38)	\$ 5,328
Mortgage and asset-backed securities	1,785,467	5,856	(37,587)	1,753,736
Obligations of states and political subdivisions	441,060	4,669	(4,714)	441,015
Total debt securities	2,231,885	10,533	(42,339)	2,200,079
Equity securities	16,296	378	—	16,674
Total	<u>\$ 2,248,181</u>	<u>\$ 10,911</u>	<u>\$ (42,339)</u>	<u>\$ 2,216,753</u>

Investment securities as shown in this report reflect categories as required by Heartland's adoption of ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities", on January 1, 2018. That new guidance refined the definition of equity securities and required their segregation from available for sale debt securities.

While changes in the fair value of available for sale debt securities continue to be recorded in the equity category of accumulated other comprehensive income, the new guidance requires changes in the fair value of equity securities to be recorded in current earnings. As required by the new guidance, the unrealized gain in fair value on equity securities (recorded in accumulated other comprehensive income at December 31, 2017) was reclassified to retained earnings on January 1, 2018. The amount of the reclassification was \$280,000, net of tax.

Equity securities include money market accounts that totaled \$16.9 million at cost and \$16.9 million at fair value at June 30, 2018. The portion of unrealized net gains on equity securities recognized in current earnings during the first six months of 2018, which related to securities still held at June 30, 2018, totaled \$43,000.

The amortized cost, gross unrealized gains and losses and estimated fair values of held to maturity securities as of June 30, 2018, and December 31, 2017, are summarized in the table below, in thousands:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
June 30, 2018				
Obligations of states and political subdivisions	\$ 244,271	\$ 9,669	\$ (787)	\$ 253,153
Total	<u>\$ 244,271</u>	<u>\$ 9,669</u>	<u>\$ (787)</u>	<u>\$ 253,153</u>
December 31, 2017				
Obligations of states and political subdivisions	\$ 253,550	\$ 12,460	\$ (516)	\$ 265,494
Total	<u>\$ 253,550</u>	<u>\$ 12,460</u>	<u>\$ (516)</u>	<u>\$ 265,494</u>

At June 30, 2018, approximately 66% of Heartland's mortgage and asset-backed securities were issued by government-sponsored enterprises.

The amortized cost and estimated fair value of debt securities carried at fair value at June 30, 2018, by contractual maturity, are as follows, in thousands. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without penalties.

	June 30, 2018	
	Amortized Cost	Estimated Fair Value
Due in 1 year or less	\$ 18,467	\$ 18,422
Due in 1 to 5 years	56,798	56,473
Due in 5 to 10 years	123,063	118,857
Due after 10 years	208,217	202,700
Total debt securities	406,545	396,452
Mortgage and asset-backed securities	1,834,569	1,783,731
Total investment securities	\$ 2,241,114	\$ 2,180,183

The amortized cost and estimated fair value of debt securities held to maturity at June 30, 2018, by contractual maturity, are as follows, in thousands. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without penalties.

	June 30, 2018	
	Amortized Cost	Estimated Fair Value
Due in 1 year or less	\$ 1,359	\$ 1,383
Due in 1 to 5 years	27,074	27,651
Due in 5 to 10 years	104,305	106,680
Due after 10 years	111,533	117,439
Total investment securities	\$ 244,271	\$ 253,153

As of June 30, 2018, and December 31, 2017, securities with a fair value of \$572.5 million and \$670.3 million, respectively, were pledged to secure public and trust deposits, short-term borrowings and for other purposes as required or permitted by law.

Gross gains and losses realized related to the sales of securities carried at fair value for the three- and six-month periods ended June 30, 2018 and 2017, are summarized as follows, in thousands:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Proceeds from sales	\$ 243,489	\$ 402,371	\$ 635,735	\$ 624,008
Gross security gains	457	2,667	3,470	6,497
Gross security losses	716	1,275	2,288	2,614

The following tables summarize, in thousands, the amount of unrealized losses, defined as the amount by which cost or amortized cost exceeds fair value, and the related fair value of investments with unrealized losses in Heartland's securities portfolio as of June 30, 2018, and December 31, 2017. The investments were segregated into two categories: those that have been in a continuous unrealized loss position for less than 12 months and those that have been in a continuous unrealized loss position for 12 months or more. The reference point for determining how long an investment was in an unrealized loss position was June 30, 2017, and December 31, 2016, respectively. Securities for which Heartland has taken credit-related other-than-temporary impairment ("OTTI") write-downs are categorized as being "less than 12 months" or "12 months or longer" in a continuous loss position based on the point in time that the fair value declined to below the cost basis and not the period of time since the credit-related OTTI write-down.

Debt securities available for sale	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2018						
U.S. government corporations and agencies	\$ 19,687	\$ (86)	\$ —	\$ —	\$ 19,687	\$ (86)
Mortgage and asset-backed securities	1,142,205	(20,824)	430,160	(31,930)	1,572,365	(52,754)
Obligations of states and political subdivisions	198,005	(3,696)	131,780	(7,093)	329,785	(10,789)
Total temporarily impaired securities	\$ 1,359,897	\$ (24,606)	\$ 561,940	\$ (39,023)	\$ 1,921,837	\$ (63,629)
December 31, 2017						
U.S. government corporations and agencies	\$ 4,819	\$ (38)	\$ —	\$ —	\$ 4,819	\$ (38)
Mortgage and asset-backed securities	851,070	(11,533)	399,978	(26,054)	1,251,048	(37,587)
Obligations of states and political subdivisions	93,040	(667)	159,180	(4,047)	252,220	(4,714)
Total temporarily impaired securities	\$ 948,929	\$ (12,238)	\$ 559,158	\$ (30,101)	\$ 1,508,087	\$ (42,339)

Securities held to maturity	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2018						
Obligations of states and political subdivisions	\$ 26,942	\$ (261)	\$ 7,889	\$ (526)	\$ 34,831	\$ (787)
Total temporarily impaired securities	\$ 26,942	\$ (261)	\$ 7,889	\$ (526)	\$ 34,831	\$ (787)
December 31, 2017						
Obligations of states and political subdivisions	\$ 8,512	\$ (49)	\$ 8,989	\$ (467)	\$ 17,501	\$ (516)
Total temporarily impaired securities	\$ 8,512	\$ (49)	\$ 8,989	\$ (467)	\$ 17,501	\$ (516)

Heartland reviews the investment securities portfolio on a quarterly basis to monitor its exposure to OTTI. A determination as to whether a security's decline in fair value is other-than-temporary takes into consideration numerous factors and the relative significance of any single factor can vary by security. Some factors Heartland may consider in the OTTI analysis include the length of time the security has been in an unrealized loss position, changes in security ratings, financial condition of the issuer, as well as security and industry specific economic conditions. In addition, with regard to debt securities, Heartland may also evaluate payment structure, whether there are defaulted payments or expected defaults, prepayment speeds and the value of any underlying collateral. For certain debt securities in unrealized loss positions, Heartland prepares cash flow analyses to compare the present value of cash flows expected to be collected from the security with the amortized cost basis of the security.

The remaining unrealized losses on Heartland's mortgage and asset-backed securities are the result of changes in market interest rates or widening of market spreads subsequent to the initial purchase of the securities. The losses are not related to concerns regarding the underlying credit of the issuers or the underlying collateral. It is expected that the securities will not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates or widening market spreads and not credit quality, and because Heartland has the intent and ability to hold these investments until a market price recovery or to maturity and does not believe it will be required to sell the securities before maturity, these investments are not considered other-than-temporarily impaired.

The remaining unrealized losses on Heartland's obligations of states and political subdivisions are the result of changes in market interest rates or widening of market spreads subsequent to the initial purchase of the securities. Management monitors the published credit ratings of these securities and the stability of the underlying municipalities. Because the decline in fair value is attributable to changes in interest rates or widening market spreads due to insurance company downgrades and not underlying credit quality, and because Heartland has the intent and ability to hold these investments until a market price recovery or to maturity and does not believe it will be required to sell the securities before maturity, these investments are not considered other-than-temporarily impaired.

There were no gross realized gains or losses on the sale of securities carried at fair value or held to maturity securities with OTTI write-downs for the six-month periods ended June 30, 2018, and June 30, 2017, respectively.

Other investments, at cost, include equity securities without a readily determinable fair value. Equity securities without a readily determinable fair value totaled \$22.4 million and \$18.6 million at June 30, 2018, and December 31, 2017, respectively. At June 30, 2018, and December 31, 2017, other investments at cost included shares of stock in the Federal Home Loan Banks (the "FHLBs") of Des Moines, Chicago, Dallas, San Francisco and Topeka at an amortized cost of \$15.5 million and \$14.0 million, respectively.

The Heartland banks are required by federal law to maintain FHLB stock as members of the various FHLBs. These equity securities are "restricted" in that they can only be sold back to the respective institutions from which they were acquired or another member institution at par. Therefore, the FHLB stock is less liquid than other marketable equity securities, and the fair value approximates amortized cost. Heartland considers its FHLB stock as a long-term investment that provides access to competitive products and liquidity. Heartland evaluates impairment in these investments based on the ultimate recoverability of the par value and, at June 30, 2018, did not consider the investments to be other than temporarily impaired.

NOTE 4: LOANS

Loans as of June 30, 2018, and December 31, 2017, were as follows, in thousands:

	<u>June 30, 2018</u>	<u>December 31, 2017</u>
Loans receivable held to maturity:		
Commercial	\$ 2,034,240	\$ 1,646,606
Commercial real estate	3,686,898	3,163,269
Agricultural and agricultural real estate	562,353	511,588
Residential real estate	683,051	624,279
Consumer	512,899	447,484
Gross loans receivable held to maturity	7,479,441	6,393,226
Unearned discount	(1,420)	(556)
Deferred loan fees	(324)	(1,206)
Total net loans receivable held to maturity	<u>7,477,697</u>	<u>6,391,464</u>
Allowance for loan losses	(61,324)	(55,686)
Loans receivable, net	<u>\$ 7,416,373</u>	<u>\$ 6,335,778</u>

Heartland has certain lending policies and procedures in place that are designed to provide for an acceptable level of credit risk. The board of directors reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management and the board with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

Diversification in the loan portfolio is also a means of managing risk associated with fluctuations in economic conditions. Heartland originates commercial and commercial real estate loans for a wide variety of business purposes, including lines of credit for capital and operating purposes and term loans for real estate and equipment purchases. Agricultural loans provide financing for capital improvements and farm operations, as well as livestock and machinery purchases. Residential mortgage loans are originated for the construction, purchase or refinancing of single family residential properties. Consumer loans include loans for motor vehicles, home improvement, home equity and personal lines of credit. Heartland's consumer finance subsidiaries, Citizens Finance Co. and Citizens Finance of Illinois Co., typically lend to borrowers with past credit problems or limited credit histories, which comprises approximately 14% of Heartland's total consumer loan portfolio.

Under Heartland's credit practices, a loan is impaired when, based on current information and events, it is probable that Heartland will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loan impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, except where more practical, impairment is measured at the observable market price of the loan or the fair value of the collateral if the loan is collateral dependent.

The following table shows the balance in the allowance for loan losses at June 30, 2018, and December 31, 2017, and the related loan balances, disaggregated on the basis of impairment methodology, in thousands. Loans evaluated under ASC 310-10-35 include loans on nonaccrual status and troubled debt restructurings, which are individually evaluated for impairment, and other impaired loans deemed to have similar risk characteristics. All other loans are collectively evaluated for impairment under ASC 450-20. Heartland has made no significant changes to the accounting for the allowance for loan losses during 2018.

	Allowance For Loan Losses			Gross Loans Receivable Held to Maturity		
	Ending Balance Under ASC 310-10-35	Ending Balance Under ASC 450-20	Total	Ending Balance Evaluated for Impairment Under ASC 310-10-35	Ending Balance Evaluated for Impairment Under ASC 450-20	Total
June 30, 2018						
Commercial	\$ 2,821	\$ 17,888	\$ 20,709	\$ 14,072	\$ 2,020,168	\$ 2,034,240
Commercial real estate	212	23,515	23,727	13,164	3,673,734	3,686,898
Agricultural and agricultural real estate	1,648	4,061	5,709	20,887	541,466	562,353
Residential real estate	310	1,547	1,857	25,481	657,570	683,051
Consumer	1,445	7,877	9,322	8,857	504,042	512,899
Total	\$ 6,436	\$ 54,888	\$ 61,324	\$ 82,461	\$ 7,396,980	\$ 7,479,441
December 31, 2017						
Commercial	\$ 1,613	\$ 16,485	\$ 18,098	\$ 7,415	\$ 1,639,191	\$ 1,646,606
Commercial real estate	766	21,184	21,950	23,705	3,139,564	3,163,269
Agricultural and agricultural real estate	546	3,712	4,258	13,304	498,284	511,588
Residential real estate	430	1,794	2,224	27,141	597,138	624,279
Consumer	1,400	7,756	9,156	6,903	440,581	447,484
Total	\$ 4,755	\$ 50,931	\$ 55,686	\$ 78,468	\$ 6,314,758	\$ 6,393,226

The following table presents nonaccrual loans, accruing loans past due 90 days or more and performing troubled debt restructured loans at June 30, 2018, and December 31, 2017, in thousands:

	June 30, 2018	December 31, 2017
Nonaccrual loans	\$ 64,980	\$ 58,272
Nonaccrual troubled debt restructured loans	4,396	4,309
Total nonaccrual loans	\$ 69,376	\$ 62,581
Accruing loans past due 90 days or more	\$ 54	\$ 830
Performing troubled debt restructured loans	\$ 4,012	\$ 6,617

The following tables provide information on troubled debt restructured loans that were modified during the three- and six-month periods ended June 30, 2018, and June 30, 2017, dollars in thousands:

	Three Months Ended June 30,					
	2018			2017		
	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment
Commercial	—	\$ —	\$ —	3	\$ 131	\$ 131
Commercial real estate	—	—	—	—	—	—
Total commercial and commercial real estate	—	—	—	3	131	131
Agricultural and agricultural real estate	—	—	—	—	—	—
Residential real estate	6	1,292	1,125	11	1,455	1,455
Consumer	—	—	—	—	—	—
Total	6	\$ 1,292	\$ 1,125	14	\$ 1,586	\$ 1,586

	Six Months Ended June 30,					
	2018			2017		
	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment	Number of Loans	Pre- Modification Recorded Investment	Post- Modification Recorded Investment
Commercial	—	\$ —	\$ —	3	\$ 131	\$ 131
Commercial real estate	—	—	—	—	—	—
Total commercial and commercial real estate	—	—	—	3	131	131
Agricultural and agricultural real estate	—	—	—	—	—	—
Residential real estate	11	2,169	1,877	14	1,803	1,803
Consumer	—	—	—	—	—	—
Total	11	\$ 2,169	\$ 1,877	17	\$ 1,934	\$ 1,934

The pre-modification and post-modification recorded investment represents amounts as of the date of loan modification. The change related to the pre-modification investment and post-modification investment amounts on Heartland's residential real estate trouble debt restructured loans for the six months ended June 30, 2018, is due to \$356,000 of principal deferment collected from government guarantees and \$64,000 of capitalized interest and escrow. At June 30, 2018, there were no commitments to extend credit to any of the borrowers with an existing troubled debt restructured loan.

The following table shows troubled debt restructured loans for which there was a payment default during the three- and six- month periods ended June 30, 2018, and June 30, 2017, that had been modified during the twelve-month period prior to default, in thousands:

	With Payment Defaults During the Three Months Ended June 30,			
	2018		2017	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Commercial	—	\$ —	—	\$ —
Commercial real estate	—	—	—	—
Total commercial and commercial real estate	—	—	—	—
Agricultural and agricultural real estate	—	—	—	—
Residential real estate	3	667	2	150
Consumer	—	—	—	—
Total	3	\$ 667	2	\$ 150

**With Payment Defaults During the
Six Months Ended June 30,**

	2018		2017	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Commercial	—	\$ —	—	\$ —
Commercial real estate	—	—	—	—
Total commercial and commercial real estate	—	—	—	—
Agricultural and agricultural real estate	—	—	—	—
Residential real estate	6	1,184	2	150
Consumer	—	—	—	—
Total	6	\$ 1,184	2	\$ 150

Heartland's internal rating system is a series of grades reflecting management's risk assessment, based on its analysis of the borrower's financial condition. The "pass" category consists of all loans that are not in the "nonpass" category, categorized into a range of loan grades that reflect increasing, though still acceptable, risk. Movement of risk through the various grade levels in the pass category is monitored for early identification of credit deterioration. The "nonpass" category consists of special mention, substandard, doubtful and loss loans. The "special mention" rating is attached to loans where the borrower exhibits negative trends in financial circumstances due to borrower specific or systemic conditions that, if left uncorrected, threaten the borrower's capacity to meet its debt obligations. The borrower is believed to have sufficient financial flexibility to react to and resolve its negative financial situation. These credits are closely monitored for improvement or deterioration. The "substandard" rating is assigned to loans that are inadequately protected by the current net worth and paying capacity of the borrower and that may be further at risk due to deterioration in the value of collateral pledged. Well-defined weaknesses jeopardize liquidation of the debt. These loans are still considered collectible; however, a distinct possibility exists that Heartland will sustain some loss if deficiencies are not corrected. Substandard loans may exhibit some or all of the following weaknesses: deteriorating financial trends, lack of earnings, inadequate debt service capacity, excessive debt and/or lack of liquidity. The "doubtful" rating is assigned to loans where identified weaknesses in the borrowers' ability to repay the loan make collection or liquidation in full, on the basis of existing facts, conditions and values, highly questionable and improbable. These borrowers are usually in default, lack liquidity and capital, as well as resources necessary to remain as an operating entity. Specific pending events, such as capital injections, liquidations or perfection of liens on additional collateral, may strengthen the credit, thus deferring the rating of the loan as "loss" until the exact status of the loan can be determined. The loss rating is assigned to loans considered uncollectible. Heartland had no loans classified as loss or doubtful as of June 30, 2018. Loans are placed on "nonaccrual" when management does not expect to collect payments of principal and interest in full or when principal or interest has been in default for a period of 90 days or more, unless the loan is both well secured and in the process of collection.

The following table presents loans by credit quality indicator at June 30, 2018, and December 31, 2017, in thousands:

	Pass	Nonpass	Total
June 30, 2018			
Commercial	\$ 1,910,993	\$ 123,247	\$ 2,034,240
Commercial real estate	3,525,070	161,828	3,686,898
Total commercial and commercial real estate	5,436,063	285,075	5,721,138
Agricultural and agricultural real estate	473,508	88,845	562,353
Residential real estate	648,045	35,006	683,051
Consumer	496,098	16,801	512,899
Total gross loans receivable held to maturity	\$ 7,053,714	\$ 425,727	\$ 7,479,441
December 31, 2017			
Commercial	\$ 1,552,783	\$ 93,823	\$ 1,646,606
Commercial real estate	2,985,501	177,768	3,163,269
Total commercial and commercial real estate	4,538,284	271,591	4,809,875
Agricultural and agricultural real estate	451,539	60,049	511,588
Residential real estate	586,623	37,656	624,279
Consumer	432,936	14,548	447,484
Total gross loans receivable held to maturity	\$ 6,009,382	\$ 383,844	\$ 6,393,226

The nonpass category in the table above is comprised of approximately 54% special mention loans and 46% substandard loans as of June 30, 2018. The percent of nonpass loans on nonaccrual status as of June 30, 2018, was 16%. As of December 31, 2017, the nonpass category in the table above was comprised of approximately 52% special mention loans and 48% substandard loans. The percent of nonpass loans on nonaccrual status as of December 31, 2017, was 16%. Loans delinquent 30 to 89 days as a percent of total loans were 0.30% at June 30, 2018, compared to 0.27% at December 31, 2017. Changes in credit risk are monitored on a regular basis and changes in risk ratings are made when identified. All impaired loans are reviewed at least annually.

As of June 30, 2018, Heartland had \$2.6 million of loans secured by residential real estate property that were in the process of foreclosure.

The following table sets forth information regarding Heartland's accruing and nonaccrual loans at June 30, 2018, and December 31, 2017, in thousands:

	Accruing Loans							Total Loans
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Nonaccrual		
June 30, 2018								
Commercial	\$ 7,863	\$ 1,569	\$ —	\$ 9,432	\$ 2,009,179	\$ 15,629	\$ 2,034,240	
Commercial real estate	2,836	873	—	3,709	3,672,429	10,760	3,686,898	
Total commercial and commercial real estate	10,699	2,442	—	13,141	5,681,608	26,389	5,721,138	
Agricultural and agricultural real estate	2,970	—	—	2,970	538,447	20,936	562,353	
Residential real estate	1,606	202	54	1,862	665,010	16,179	683,051	
Consumer	3,644	891	—	4,535	502,492	5,872	512,899	
Total gross loans receivable held to maturity	\$ 18,919	\$ 3,535	\$ 54	\$ 22,508	\$ 7,387,557	\$ 69,376	\$ 7,479,441	
December 31, 2017								
Commercial	\$ 1,246	\$ 259	\$ 100	\$ 1,605	\$ 1,637,773	\$ 7,228	\$ 1,646,606	
Commercial real estate	4,769	2,326	—	7,095	3,139,576	16,598	3,163,269	
Total commercial and commercial real estate	6,015	2,585	100	8,700	4,777,349	23,826	4,809,875	
Agricultural and agricultural real estate	604	134	—	738	497,546	13,304	511,588	
Residential real estate	2,022	270	—	2,292	601,120	20,867	624,279	
Consumer	4,734	943	730	6,407	436,493	4,584	447,484	
Total gross loans receivable held to maturity	\$ 13,375	\$ 3,932	\$ 830	\$ 18,137	\$ 6,312,508	\$ 62,581	\$ 6,393,226	

The majority of Heartland's impaired loans are on nonaccrual or have had their terms restructured in a troubled debt restructuring. The following tables present, by category of loan, impaired loans, the unpaid contractual loan balances at June 30, 2018, and December 31, 2017; the outstanding loan balances recorded on the consolidated balance sheets at June 30, 2018, and December 31, 2017; any related allowance recorded for those loans as of June 30, 2018, and December 31, 2017; the average outstanding loan balances recorded on the consolidated balance sheets during the three- and six-months ended June 30, 2018, and year ended December 31, 2017; and the interest income recognized on the impaired loans during the three- and six-month periods ended June 30, 2018, and year ended December 31, 2017, in thousands:

	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded	Quarter- to- Date Avg. Loan Balance	Quarter- to- Date Interest Income Recognized	Year- to- Date Avg. Loan Balance	Year- to- Date Interest Income Recognized
June 30, 2018							
Impaired loans with a related allowance:							
Commercial	\$ 4,306	\$ 4,306	\$ 2,821	\$ 3,116	\$ 36	\$ 2,795	\$ 36
Commercial real estate	965	965	212	6,530	8	8,008	16
Total commercial and commercial real estate	5,271	5,271	3,033	9,646	44	10,803	52
Agricultural and agricultural real estate	4,667	4,667	1,648	2,566	—	2,058	—
Residential real estate	1,120	1,120	310	1,223	3	1,415	6
Consumer	3,342	3,342	1,445	2,989	11	3,031	20
Total impaired loans with a related allowance	<u>\$ 14,400</u>	<u>\$ 14,400</u>	<u>\$ 6,436</u>	<u>\$ 16,424</u>	<u>\$ 58</u>	<u>\$ 17,307</u>	<u>\$ 78</u>
Impaired loans without a related allowance:							
Commercial	\$ 10,885	\$ 9,766	\$ —	\$ 9,364	\$ 46	\$ 7,384	\$ 95
Commercial real estate	12,804	12,199	—	12,794	24	13,336	121
Total commercial and commercial real estate	23,689	21,965	—	22,158	70	20,720	216
Agricultural and agricultural real estate	18,248	16,220	—	15,428	2	14,173	3
Residential real estate	24,361	24,361	—	24,907	90	25,781	199
Consumer	5,590	5,515	—	5,122	34	4,634	56
Total impaired loans without a related allowance	<u>\$ 71,888</u>	<u>\$ 68,061</u>	<u>\$ —</u>	<u>\$ 67,615</u>	<u>\$ 196</u>	<u>\$ 65,308</u>	<u>\$ 474</u>
Total impaired loans held to maturity:							
Commercial	\$ 15,191	\$ 14,072	\$ 2,821	\$ 12,480	\$ 82	\$ 10,179	\$ 131
Commercial real estate	13,769	13,164	212	19,324	32	21,344	137
Total commercial and commercial real estate	28,960	27,236	3,033	31,804	114	31,523	268
Agricultural and agricultural real estate	22,915	20,887	1,648	17,994	2	16,231	3
Residential real estate	25,481	25,481	310	26,130	93	27,196	205
Consumer	8,932	8,857	1,445	8,111	45	7,665	76
Total impaired loans held to maturity	<u>\$ 86,288</u>	<u>\$ 82,461</u>	<u>\$ 6,436</u>	<u>\$ 84,039</u>	<u>\$ 254</u>	<u>\$ 82,615</u>	<u>\$ 552</u>

	Unpaid Contractual Balance	Loan Balance	Related Allowance Recorded	Year-to- Date Avg. Loan Balance	Year-to- Date Interest Income Recognized
December 31, 2017					
Impaired loans with a related allowance:					
Commercial	\$ 2,292	\$ 2,292	\$ 1,613	\$ 3,607	\$ 39
Commercial real estate	11,925	10,068	766	11,479	34
Total commercial and commercial real estate	14,217	12,360	2,379	15,086	73
Agricultural and agricultural real estate	1,539	1,539	546	3,437	—
Residential real estate	1,568	1,568	430	2,056	15
Consumer	2,634	2,634	1,400	2,370	41
Total impaired loans with a related allowance	<u>\$ 19,958</u>	<u>\$ 18,101</u>	<u>\$ 4,755</u>	<u>\$ 22,949</u>	<u>\$ 129</u>
Impaired loans without a related allowance:					
Commercial	\$ 6,243	\$ 5,123	\$ —	\$ 2,586	\$ 165
Commercial real estate	14,243	13,637	—	20,148	514
Total commercial and commercial real estate	20,486	18,760	—	22,734	679
Agricultural and agricultural real estate	13,793	11,765	—	9,654	—
Residential real estate	25,573	25,573	—	26,024	277
Consumer	4,269	4,269	—	3,884	73
Total impaired loans without a related allowance	<u>\$ 64,121</u>	<u>\$ 60,367</u>	<u>\$ —</u>	<u>\$ 62,296</u>	<u>\$ 1,029</u>
Total impaired loans held to maturity:					
Commercial	\$ 8,535	\$ 7,415	\$ 1,613	\$ 6,193	\$ 204
Commercial real estate	26,168	23,705	766	31,627	548
Total commercial and commercial real estate	34,703	31,120	2,379	37,820	752
Agricultural and agricultural real estate	15,332	13,304	546	13,091	—
Residential real estate	27,141	27,141	430	28,080	292
Consumer	6,903	6,903	1,400	6,254	114
Total impaired loans held to maturity	<u>\$ 84,079</u>	<u>\$ 78,468</u>	<u>\$ 4,755</u>	<u>\$ 85,245</u>	<u>\$ 1,158</u>

On May 18, 2018, Heartland completed the acquisition of First Bank Lubbock Bancshares, Inc., parent company of First Bank & Trust, headquartered in Lubbock, Texas. As of May 18, 2018, First Bank Lubbock Bancshares, Inc. had gross loans of \$696.9 million, and the estimated fair value of the loans acquired was \$681.1 million.

On February 23, 2018, Heartland acquired Signature Bancshares, Inc., parent company of Signature Bank, based in Minnetonka, Minnesota. As of February 23, 2018, Signature Bancshares, Inc. had gross loans of \$335.1 million and the estimated fair value of the loans acquired was \$324.5 million. Included in loans acquired from Signature Bank was a lease portfolio with a fair value of \$16.0 million on the acquisition date. The lease portfolio is included with the commercial loan category for disclosure purposes.

Heartland uses the acquisition method of accounting for purchased loans in accordance with ASC 805, "Business Combinations." Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date, but the purchaser cannot carry over the related allowance for loan losses. Purchased loans are accounted for under ASC 310-30, "Loans and Debt Securities with Deteriorated Credit Quality," when the loans have evidence of credit deterioration since origination, and when at the date of the acquisition, it is probable that Heartland will not collect all contractually required principal and interest payments. Evidence of credit quality deterioration at the purchase date includes statistics such as past due and nonaccrual status. Generally, acquired loans that meet Heartland's definition for nonaccrual status fall within the scope of ASC 310-30. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference, which is included in the carrying value of the loans. Subsequent decreases to the expected cash flows of the loan will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges, or a reclassification of the difference from nonaccretable to accretable with a positive impact on future interest income. Further, any excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable yield and is recognized into interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows.

At June 30, 2018, and December 31, 2017, the carrying amount of loans acquired since 2015 consist of purchased impaired and nonimpaired loans as summarized in the following table, in thousands:

	June 30, 2018			December 31, 2017		
	Impaired Purchased Loans	Non Impaired Purchased Loans	Total Purchased Loans	Impaired Purchased Loans	Non Impaired Purchased Loans	Total Purchased Loans
Commercial	\$ 10,150	\$ 391,687	\$ 401,837	\$ 952	\$ 187,375	\$ 188,327
Commercial real estate	1,376	1,349,784	1,351,160	2,572	1,052,469	1,055,041
Agricultural and agricultural real estate	—	31,010	31,010	—	1,242	1,242
Residential real estate	210	220,454	220,664	214	173,909	174,123
Consumer loans	—	104,488	104,488	—	51,292	51,292
Total loans	\$ 11,736	\$ 2,097,423	\$ 2,109,159	\$ 3,738	\$ 1,466,287	\$ 1,470,025

Changes in accretible yield on acquired loans with evidence of credit deterioration at the date of acquisition for the three- and six-month periods ended June 30, 2018, and June 30, 2017, were as follows, in thousands:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Balance at beginning of period	\$ —	\$ 136	\$ 57	\$ 182
Original yield discount, net, at date of acquisition	564	—	508	—
Accretion	(651)	(201)	(850)	(374)
Reclassification from nonaccretible difference ⁽¹⁾	550	166	748	293
Balance at period end	\$ 463	\$ 101	\$ 463	\$ 101

(1) Represents increases in estimated cash flows expected to be received, primarily due to lower estimated credit losses.

For loans acquired since January 2015, on the acquisition dates the preliminary estimate of the contractually required payments receivable for all loans with evidence of credit deterioration since origination was \$36.9 million, and the estimated fair value of these loans was \$21.8 million. At June 30, 2018, a majority of these loans were valued based upon the liquidation value of the underlying collateral, because the expected cash flows are primarily based on the liquidation of such collateral, and the timing and amount of the cash flows could not be reasonably estimated. At June 30, 2018, there was \$672,000 of allowance recorded and \$139,000 of allowance recorded at December 31, 2017, related to these ASC 310-30 loans. Provision expense of \$672,000 and \$1,000 was recorded for the six-month periods ended June 30, 2018, and 2017, respectively.

For loans acquired since January 2015, the preliminary estimate on the acquisition dates of the contractually required payments receivable for all nonimpaired loans acquired was \$3.67 billion, and the estimated fair value of the loans was \$3.59 billion.

NOTE 5: ALLOWANCE FOR LOAN LOSSES

Changes in the allowance for loan losses for the three- and six-month periods ended June 30, 2018, and June 30, 2017, were as follows, in thousands:

	Commercial	Commercial Real Estate	Agricultural and Agricultural Real Estate	Residential Real Estate	Consumer	Total
Balance at March 31, 2018	\$ 19,395	\$ 23,469	\$ 4,716	\$ 2,141	\$ 8,935	\$ 58,656
Charge-offs	(978)	(437)	(212)	(195)	(1,342)	(3,164)
Recoveries	300	323	—	1	377	1,001
Provision	1,992	372	1,205	(90)	1,352	4,831
Balance at June 30, 2018	\$ 20,709	\$ 23,727	\$ 5,709	\$ 1,857	\$ 9,322	\$ 61,324

	Commercial	Commercial Real Estate	Agricultural and Agricultural Real Estate	Residential Real Estate	Consumer	Total
Balance at December 31, 2017	\$ 18,098	\$ 21,950	\$ 4,258	\$ 2,224	\$ 9,156	\$ 55,686
Charge-offs	(1,772)	(562)	(212)	(211)	(2,631)	(5,388)
Recoveries	404	771	14	76	667	1,932
Provision	3,979	1,568	1,649	(232)	2,130	9,094
Balance at June 30, 2018	\$ 20,709	\$ 23,727	\$ 5,709	\$ 1,857	\$ 9,322	\$ 61,324

	Commercial	Commercial Real Estate	Agricultural and Agricultural Real Estate	Residential Real Estate	Consumer	Total
Balance at March 31, 2017	\$ 16,180	\$ 23,797	\$ 3,983	\$ 2,183	\$ 8,856	\$ 54,999
Charge-offs	(1,126)	(1)	(17)	(134)	(1,488)	(2,766)
Recoveries	54	602	2	5	266	929
Provision	2,060	(2,537)	(136)	209	1,293	889
Balance at June 30, 2017	\$ 17,168	\$ 21,861	\$ 3,832	\$ 2,263	\$ 8,927	\$ 54,051

	Commercial	Commercial Real Estate	Agricultural and Agricultural Real Estate	Residential Real Estate	Consumer	Total
Balance at December 31, 2016	\$ 14,765	\$ 24,319	\$ 4,210	\$ 2,263	\$ 8,767	\$ 54,324
Charge-offs	(1,356)	(609)	(888)	(399)	(3,232)	(6,484)
Recoveries	288	814	3	7	569	1,681
Provision	3,471	(2,663)	507	392	2,823	4,530
Balance at June 30, 2017	\$ 17,168	\$ 21,861	\$ 3,832	\$ 2,263	\$ 8,927	\$ 54,051

Management allocates the allowance for loan losses by pools of risk within each loan portfolio. The allocation of the allowance for loan losses by loan portfolio is made for analytical purposes and is not necessarily indicative of the trend of future loan losses in any particular category. The total allowance for loan losses is available to absorb losses from any segment of the loan portfolio.

NOTE 6: GOODWILL, CORE DEPOSIT PREMIUM AND OTHER INTANGIBLE ASSETS

Heartland had goodwill of \$391.7 million at June 30, 2018, and \$236.6 million at December 31, 2017. Heartland conducts its annual internal assessment of the goodwill both at the consolidated level and at its subsidiaries as of September 30. There was no goodwill impairment as of the most recent assessment.

Heartland recorded \$121.4 million of goodwill and \$13.9 million of core deposit intangibles in connection with the acquisition of First Bank Lubbock Bancshares, Inc., parent company of First Bank & Trust Company, headquartered in Lubbock, Texas on May 18, 2018.

Heartland recorded \$33.7 million of goodwill and \$7.7 million of core deposit intangibles in connection with the acquisition of Signature Bancshares, Inc., parent company of Signature Bank, headquartered in Minnetonka, Minnesota on February 23, 2018.

Heartland recorded \$95.2 million of goodwill and \$16.0 million of core deposit intangibles in connection with the acquisition of Citywide Banks of Colorado, Inc., parent company of Citywide Banks, headquartered in Aurora, Colorado on July 7, 2017.

Heartland recorded \$13.8 million of goodwill and \$2.5 million of core deposit intangibles in connection with the acquisition of Founders Bancorp, parent company of Founders Community Bank, based in San Luis Obispo, California on February 28, 2017.

The core deposit intangibles recorded with the First Bank Lubbock Bancshares, Inc., Signature Bancshares, Inc., Citywide Banks of Colorado, Inc., and Founders Bancorp acquisitions are not deductible for tax purposes and are expected to be amortized over a period of 10 years on an accelerated basis.

Goodwill related to the First Bank Lubbock Bancshares, Inc., Signature Bancshares, Inc., Citywide Banks of Colorado, Inc., and Founders Bancorp acquisitions resulted from expected operational synergies, increased market presence, cross-selling opportunities, and expanded business lines and is not deductible for tax purposes.

Heartland's intangible assets consist of core deposit intangibles, mortgage servicing rights, customer relationship intangibles, and commercial servicing rights. The gross carrying amount of these intangible assets and the associated accumulated amortization at June 30, 2018, and December 31, 2017, are presented in the table below, in thousands:

	June 30, 2018			December 31, 2017		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:						
Core deposit intangibles	\$ 83,639	\$ 31,203	\$ 52,436	\$ 62,008	\$ 27,086	\$ 34,922
Customer relationship intangibles	1,177	915	262	1,177	896	281
Mortgage servicing rights	42,457	12,502	29,955	42,139	18,891	23,248
Commercial servicing rights	6,740	4,699	2,041	6,719	4,110	2,609
Total	\$ 134,013	\$ 49,319	\$ 84,694	\$ 112,043	\$ 50,983	\$ 61,060

The following table shows the estimated future amortization expense for amortizable intangible assets, in thousands:

	Core Deposit Intangibles	Customer Relationship Intangibles	Mortgage Servicing Rights	Commercial Servicing Rights	Total
Six months ending December 31, 2018	\$ 5,199	\$ 19	\$ 3,015	\$ 292	\$ 8,525
Year ending December 31,					
2019	9,452	38	6,735	495	16,720
2020	8,230	37	5,773	389	14,429
2021	7,036	35	4,811	341	12,223
2022	5,634	35	3,849	278	9,796
2023	4,934	34	2,886	158	8,012
Thereafter	11,951	64	2,886	88	14,989
Total	\$ 52,436	\$ 262	\$ 29,955	\$ 2,041	\$ 84,694

Projections of amortization expense for mortgage servicing rights are based on existing asset balances and the existing interest rate environment as of June 30, 2018. Heartland's actual experience may be significantly different depending upon changes in mortgage interest rates and market conditions. Mortgage loans serviced for others were approximately \$4.16 billion and \$3.56 billion as of June 30, 2018, and December 31, 2017, respectively. Custodial escrow balances maintained in connection with the mortgage loan servicing portfolio were approximately \$34.4 million and \$17.3 million as of June 30, 2018, and December 31, 2017, respectively. The fair value of Heartland's mortgage servicing rights was estimated at \$47.4 million at June 30, 2018, and \$37.1 million at December 31, 2017.

Heartland acquired the right to service mortgage loans totaling \$640.7 million and a fair value of \$7.0 million with the First Bank Lubbock Bancshares, Inc. transaction that closed on May 18, 2018. Heartland's mortgage servicing rights portfolio is comprised of loans serviced for the Federal National Mortgage Association ("FNMA") and the Federal Home Loan Mortgage Corporation ("FHLMC"). Prior to the third quarter of 2017, Heartland also serviced loans for the Government National Mortgage Association ("GNMA"). The servicing rights portfolio is separated into 15- and 30-year tranches, and the servicing rights portfolio is an asset of two of Heartland's subsidiaries.

During the third quarter of 2017, Heartland entered into an agreement to sell substantially all of its GNMA servicing portfolio, which contained loans with an unpaid principal balance of approximately \$773.9 million. The transaction qualified as a sale, and \$6.9 million of mortgage servicing rights were de-recognized on the consolidated balance sheet as of December 31, 2017.

The fair value of mortgage servicing rights is calculated based upon a discounted cash flow analysis. Cash flow assumptions, including prepayment speeds, servicing costs and escrow earnings are considered in the calculation. The average constant prepayment rate was 8.08% and 9.73% for the June 30, 2018, and December 31, 2017, valuations, respectively. The discount rate was 9.04% and 9.06% for the June 30, 2018, and December 31, 2017, valuations, respectively. The average capitalization rate for the first six months of 2018 ranged from 89 to 125 basis points compared to the range of 94 to 150 basis points for 2017. Fees collected for the servicing of mortgage loans for others were \$2.4 million and \$3.2 million for the quarters ended June 30, 2018, and June 30, 2017, respectively, and \$4.6 million and \$6.4 million for the six months ended June 30, 2018, and June 30, 2017, respectively.

The following table summarizes, in thousands, the changes in capitalized mortgage servicing rights for the six months ended June 30, 2018, and June 30, 2017:

	2018	2017
Balance at January 1,	\$ 23,248	\$ 32,088
Originations	2,673	4,273
Amortization	(2,752)	(4,729)
Valuation allowance on mortgage servicing rights	(209)	—
Acquired mortgage servicing rights	6,995	—
Balance at period end	\$ 29,955	\$ 31,632
Fair value of mortgage servicing rights	\$ 47,357	\$ 43,597
Mortgage servicing rights, net to servicing portfolio	0.72%	0.73%

Heartland's commercial servicing portfolio is comprised of loans guaranteed by the Small Business Administration and United States Department of Agriculture that have been sold with servicing retained by Heartland, which totaled \$116.8 million at June 30, 2018 and \$139.9 million at December 31, 2017. The commercial servicing rights portfolio is separated into two tranches at the respective Heartland subsidiary, loans with a term of less than 20 years and loans with a term of more than 20 years. Fees collected for the servicing of commercial loans for others were \$425,000 and \$376,000 for the quarter ended June 30, 2018, and June 30, 2017, respectively, and \$845,000 and \$791,000 for the six months ended June 30, 2018, and June 30, 2017, respectively.

The fair value of each commercial servicing rights portfolio is calculated based upon a discounted cash flow analysis. Cash flow assumptions, including prepayment speeds and servicing costs, are considered in the calculation. The range of average constant prepayment rates for the valuations was 9.18% to 11.16% as of June 30, 2018, compared to 7.27% to 8.88% as of December 31, 2017. The discount rate range was 12.87% to 16.05% for the June 30, 2018, valuations compared to 13.04% to 15.49% for the December 31, 2017, valuations. The capitalization rate for both 2018 and 2017 ranged from 310 to 445 basis points. The total fair value of Heartland's commercial servicing rights was estimated at \$2.5 million as of June 30, 2018, and \$3.2 million as of December 31, 2017.

The following table summarizes, in thousands, the changes in capitalized commercial servicing rights for the six months ended June 30, 2018, and June 30, 2017:

	2018	2017
Balance at January 1,	\$ 2,609	\$ 3,690
Originations	21	133
Amortization	(580)	(743)
Valuation allowance on commercial servicing rights	(9)	24
Balance at period end	<u>\$ 2,041</u>	<u>\$ 3,104</u>
Fair value of commercial servicing rights	\$ 2,502	\$ 3,678
Commercial servicing rights, net to servicing portfolio	1.75%	2.08%

Mortgage and commercial servicing rights are initially recorded at fair value in net gains on sale of loans held for sale when they are acquired through loan sales. Fair value is based on market prices for comparable servicing contracts, when available, or based on a valuation model that calculates the present value of estimated future net servicing income.

Mortgage and commercial servicing rights are subsequently measured using the amortization method, which requires the asset to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Servicing rights are evaluated for impairment at each Heartland subsidiary based upon the fair value of the assets as compared to the carrying amount. Impairment is recognized through a valuation allowance for specific tranches to the extent that fair value is less than carrying amount at each Heartland subsidiary. During the second quarter of 2018, a \$209,000 valuation allowance was required on the mortgage servicing rights acquired through the acquisition of the First Bank Lubbock Bancshares, Inc. transaction that closed on May 18, 2018. At June 30, 2018, no valuation allowance was required on commercial servicing rights with a term less than 20 years and a \$21,000 valuation allowance was required on commercial servicing rights with a term greater than 20 years. At December 31, 2017, no valuation allowance was required on commercial servicing rights with a term less than 20 years and a \$12,000 valuation allowance was required on commercial servicing rights with a term greater than 20 years.

The following table summarizes, in thousands, the book value, the fair value of each tranche of the mortgage servicing rights and any recorded valuation allowance at each respective subsidiary at June 30, 2018, and December 31, 2017:

June 30, 2018	Book Value - 15 Year Tranche	Fair Value - 15 Year Tranche	Impairment - 15 Year Tranche	Book Value - 30 Year Tranche	Fair Value - 30 Year Tranche	Impairment - 30 Year Tranche
Dubuque Bank and Trust Company	\$ 2,573	\$ 4,959	\$ —	\$ 19,450	\$ 35,544	\$ —
First Bank & Trust	1,777	1,747	30	5,286	5,107	179
Total	<u>\$ 4,350</u>	<u>\$ 6,706</u>	<u>\$ 30</u>	<u>\$ 24,736</u>	<u>\$ 40,651</u>	<u>\$ 179</u>
December 31, 2017						
Dubuque Bank and Trust Company	\$ 2,858	\$ 4,988	\$ —	\$ 20,377	\$ 32,093	\$ —
Total	<u>\$ 2,858</u>	<u>\$ 4,988</u>	<u>\$ —</u>	<u>\$ 20,377</u>	<u>\$ 32,093</u>	<u>\$ —</u>

The following table summarizes, in thousands, the book value, the fair value of each tranche of the commercial servicing rights and any recorded valuation allowance at each respective subsidiary at June 30, 2018, and December 31, 2017:

	Book Value- Less than 20 Years	Fair Value- Less than 20 Years	Impairment- Less than 20 Years	Book Value- More than 20 Years	Fair Value- More than 20 Years	Impairment- More than 20 Years
June 30, 2018						
Citywide Banks	\$ 3	\$ 8	\$ —	\$ 31	\$ 34	\$ —
Premier Valley Bank	61	91	—	238	217	21
Wisconsin Bank & Trust	303	455	—	1,426	1,697	—
Total	\$ 367	\$ 554	\$ —	\$ 1,695	\$ 1,948	\$ 21
December 31, 2017						
Citywide Banks	\$ 8	\$ 11	\$ —	\$ 34	\$ 37	\$ —
Premier Valley Bank	83	110	—	303	291	12
Wisconsin Bank & Trust	446	619	—	1,747	2,153	—
Total	\$ 537	\$ 740	\$ —	\$ 2,084	\$ 2,481	\$ 12

NOTE 7: DERIVATIVE FINANCIAL INSTRUMENTS

Heartland uses derivative financial instruments as part of its interest rate risk management strategy. As part of the strategy, Heartland considers the use of interest rate swaps, caps, floors, collars, and certain interest rate lock commitments and forward sales of securities related to mortgage banking activities. Heartland's current strategy includes the use of interest rate swaps, interest rate lock commitments and forward sales of mortgage securities. In addition, Heartland is facilitating back-to-back loan swaps to assist customers in managing interest rate risk. Heartland's objectives are to add stability to its net interest margin and to manage its exposure to movements in interest rates. The contract or notional amount of a derivative is used to determine, along with the other terms of the derivative, the amounts to be exchanged between the counterparties. Heartland is exposed to credit risk in the event of nonperformance by counterparties to financial instruments. Heartland minimizes this risk by entering into derivative contracts with counterparties that meet Heartland's credit standards, and the contracts contain collateral provisions protecting the at-risk party. Heartland has not experienced any losses from nonperformance by these counterparties. Heartland monitors counterparty risk in accordance with the provisions of ASC 815.

In addition, interest rate-related derivative instruments generally contain language outlining collateral pledging requirements for each counterparty. Collateral must be posted when the market value exceeds certain threshold limits which are determined by credit ratings of each counterparty. Heartland was required to pledge no cash as collateral at June 30, 2018, and \$1.2 million at December 31, 2017. At June 30, 2018, \$1.5 million of collateral was required to be pledged by Heartland's counterparties, compared to no collateral at December 31, 2017.

Heartland's derivative and hedging instruments are recorded at fair value on the consolidated balance sheets. See Note 8, "Fair Value," for additional fair value information and disclosures.

Cash Flow Hedges

Heartland has variable rate funding which creates exposure to variability in interest payments due to changes in interest rates. To manage the interest rate risk related to the variability of interest payments, Heartland has entered into various interest rate swap agreements. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are received or made on Heartland's variable-rate liabilities. For the six months ended June 30, 2018, the change in net unrealized losses on cash flow hedges reflects changes in the fair value of the swaps and reclassification from accumulated other comprehensive income to interest expense totaling \$227,000. For the next twelve months, Heartland estimates that cash payments and reclassification from accumulated other comprehensive income to interest expense will total \$122,000.

Heartland entered into six forward starting interest rate swap transactions to effectively convert Heartland Financial Statutory Trust IV, V, VI, and VII, which total \$85.0 million, as well as Morrill Statutory Trust I and II, which total \$20.0 million, from variable rate subordinated debentures to fixed rate debt. For accounting purposes, these six swap transactions are designated as cash flow hedges of the changes in LIBOR, the benchmark interest rate being hedged, associated with the interest payments made on \$105.0 million of Heartland's subordinated debentures that reset quarterly on a specified reset date. At inception, Heartland asserted that the underlying principal balance would remain outstanding throughout the hedge transaction, making it probable that sufficient LIBOR-based interest payments would exist through the maturity date of the swaps.

On May 18, 2018, Heartland acquired cash flow hedges related to OCGI Statutory Trust III and OCGI Capital Trust IV with notional amounts of \$3.0 million and \$6.0 million, respectively, in the First Bank Lubbock Bancshares, Inc. transaction. The cash flow hedges effectively convert OCGI Statutory Trust III and OCGI Capital Trust IV from variable rate subordinated debentures to fixed rate debt. These swaps are designated as cash flow hedges of the changes in LIBOR, the benchmark interest rate being hedged, associated with the interest payments made on \$9.0 million of Heartland's subordinated debentures that reset quarterly on a specified reset date.

The table below identifies the balance sheet category and fair values of Heartland's derivative instruments designated as cash flow hedges at June 30, 2018, and December 31, 2017, in thousands:

	<u>Notional Amount</u>	<u>Fair Value</u>	<u>Balance Sheet Category</u>	<u>Receive Rate</u>	<u>Weighted Average Pay Rate</u>	<u>Maturity</u>
June 30, 2018						
Interest rate swap	\$ 25,000	\$ 361	Other assets	2.335%	2.255%	03/17/2021
Interest rate swap	20,000	(252)	Other liabilities	2.331	3.355	01/07/2020
Interest rate swap	10,000	61	Other assets	2.339	1.674	03/26/2019
Interest rate swap	10,000	61	Other assets	2.335	1.658	03/18/2019
Interest rate swap	31,667	1,082	Other assets	4.546	3.674	05/10/2021
Interest rate swap	20,000	502	Other assets	2.341	2.390	06/15/2024
Interest rate swap	20,000	523	Other assets	2.300	2.352	03/01/2024
Interest rate swap	6,000	164	Other assets	2.341	1.866	06/15/2021
Interest rate swap	3,000	86	Other assets	2.348	1.878	06/30/2021
December 31, 2017						
Interest rate swap	\$ 25,000	\$ (106)	Other liabilities	1.600%	2.255%	03/17/2021
Interest rate swap	20,000	(621)	Other liabilities	1.350	3.355	01/07/2020
Interest rate swap	10,000	30	Other assets	1.329	1.674	03/26/2019
Interest rate swap	10,000	29	Other assets	1.600	1.658	03/18/2019
Interest rate swap	33,667	759	Other assets	3.932	3.674	05/10/2021
Interest rate swap	20,000	(177)	Other liabilities	1.588	2.390	06/15/2024
Interest rate swap	20,000	(149)	Other Liabilities	1.481	2.352	03/01/2024

The table below identifies the gains and losses recognized on Heartland's derivative instruments designated as cash flow hedges for the three- and six-month periods ended June 30, 2018, and June 30, 2017, in thousands:

	<u>Effective Portion</u>			<u>Ineffective Portion</u>	
	<u>Recognized in OCI</u>	<u>Reclassified from AOCI into Income</u>		<u>Recognized in Income on Derivatives</u>	
	<u>Amount of Gain (Loss)</u>	<u>Category</u>	<u>Amount of Gain (Loss)</u>	<u>Category</u>	<u>Amount of Gain (Loss)</u>
Three Months Ended June 30, 2018					
Interest rate swaps	\$ 927	Interest expense	\$ (30)	Other income	\$ —
Six Months Ended June 30, 2018					
Interest rate swaps	\$ 2,823	Interest expense	\$ (227)	Other income	\$ —
Three Months Ended June 30, 2017					
Interest rate swaps	\$ (509)	Interest expense	\$ (300)	Other income	\$ —
Six Months Ended June 30, 2017					
Interest rate swaps	\$ 24	Interest expense	\$ (697)	Other income	\$ —

Fair Value Hedges

Heartland uses interest rate swaps to convert certain long term fixed rate loans to floating rates to hedge interest rate risk exposure. Heartland uses hedge accounting in accordance with ASC 815, with the unrealized gains and losses, representing the change in

fair value of the derivative and the change in fair value of the risk being hedged on the related loan, being recorded in the consolidated statements of income. The ineffective portions of the unrealized gains or losses, if any, are recorded in interest income and interest expense in the consolidated statements of income. Heartland uses statistical regression to assess hedge effectiveness, both at the inception of the hedge as well as on a continual basis. The regression analysis involves regressing the periodic change in the fair value of the hedging instrument against the periodic changes in the fair value of the asset being hedged due to changes in the hedge risk.

Heartland was required to pledge \$3.2 million and \$3.9 million of cash as collateral for these fair value hedges at June 30, 2018, and December 31, 2017, respectively.

The table below identifies the notional amount, fair value and balance sheet category of Heartland's fair value hedges at June 30, 2018, and December 31, 2017, in thousands:

	<u>Notional Amount</u>	<u>Fair Value</u>	<u>Balance Sheet Category</u>
June 30, 2018			
Fair value hedges	\$ 35,270	\$ 245	Other assets
December 31, 2017			
Fair value hedges	\$ 35,635	\$ (999)	Other liabilities

The table below identifies the gains and losses recognized on Heartland's fair value hedges for the three- and six- month periods ended June 30, 2018, and June 30, 2017, in thousands:

	<u>Amount of Gain (Loss)</u>	<u>Income Statement Category</u>
Three Months Ended June 30, 2018		
Fair value hedges	\$ 350	Interest income
Six Months Ended June 30, 2018		
Fair value hedges	\$ 1,244	Interest income
Three Months Ended June 30, 2017		
Fair value hedges	\$ (42)	Interest income
Six Months Ended June 30, 2017		
Fair value hedges	\$ 152	Interest income

Embedded Derivatives

Heartland has fixed rate loans with embedded derivatives. The loans contain terms that affect the cash flows or value of the loan similar to a derivative instrument, and therefore are considered to contain an embedded derivative. The embedded derivatives are bifurcated from the loans because the terms of the derivative instrument are not clearly and closely related to the loans. The embedded derivatives are recorded at fair value on the consolidated balance sheets as a part of other assets, and changes in the fair value are a component of noninterest income. The table below identifies the notional amount, fair value and balance sheet category of Heartland's embedded derivatives at June 30, 2018, and December 31, 2017, in thousands:

	<u>Notional Amount</u>	<u>Fair Value</u>	<u>Balance Sheet Category</u>
June 30, 2018			
Embedded derivatives	\$ 13,778	\$ 323	Other assets
December 31, 2017			
Embedded derivatives	\$ 14,045	\$ 738	Other assets

The table below identifies the gains and losses recognized on Heartland's embedded derivatives for the three- and six-month periods ended June 30, 2018, and June 30, 2017, in thousands:

	<u>Amount of Gain (Loss)</u>	<u>Income Statement Category</u>
Three Months Ended June 30, 2018		
Embedded derivatives	\$ 138	Other noninterest income
Six Months Ended June 30, 2018		
Embedded derivatives	\$ 415	Other noninterest income
Three Months Ended June 30, 2017		
Embedded derivatives	\$ (2)	Other noninterest income
Six Months Ended June 30, 2017		
Embedded derivatives	\$ 115	Other noninterest income

In conjunction with the CIC Bancshares, Inc. transaction on February 5, 2016, Heartland assumed convertible subordinated debt. The subordinated debt has a face value of \$2.0 million, and the embedded conversion option allows the holder to convert the debt to Heartland common equity in any increment and at the discretion of the holder. The conversion option is bifurcated from the debt because the terms of the conversion option are not clearly and closely related to the terms of the debt. On February 5, 2016, the total number of shares to be issued upon conversion was 73,394.

At June 30, 2018, and December 31, 2017, the remaining shares to be issued upon conversion totaled zero. During 2017, all of the remaining convertible subordinated debt was converted to common stock, resulting in the issuance of 20,481 shares of common stock. The notional amount of the embedded conversion option was \$0 at both June 30, 2018, and December 31, 2017.

For the three- and six-month periods ended June 30, 2018, no other noninterest income was recorded for the embedded conversion option. For the three- and six-month periods ended June 30, 2017, \$40,000 and \$137,000, respectively, was recorded in other noninterest income for the embedded conversion option.

Back-to-Back Loan Swaps

Heartland has interest rate swap loan relationships with customers to meet their financing needs. Upon entering into these loan swaps, Heartland enters into offsetting positions with counterparties in order to minimize interest rate risk. These back-to-back loan swaps qualify as free standing financial derivatives with the fair values reported in other assets and other liabilities on the consolidated balance sheets. Heartland was required to post \$475,000 and \$1.6 million as of June 30, 2018, and December 31, 2017, respectively, as collateral related to these back-to-back swaps. Heartland's counterparties were required to pledge \$2.3 million at June 30, 2018, and \$190,000 at December 31, 2017. Any gains and losses on these back-to-back swaps are recorded in noninterest income on the consolidated statements of income, and for the six months ended June 30, 2018 and June 30, 2017, no gain or loss was recognized. The table below identifies the balance sheet category and fair values of Heartland's derivative instruments designated as loan swaps at June 30, 2018, and December 31, 2017, in thousands:

	<u>Notional Amount</u>	<u>Fair Value</u>	<u>Balance Sheet Category</u>	<u>Weighted Average Receive Rate</u>	<u>Weighted Average Pay Rate</u>
June 30, 2018					
Customer interest rate swaps	\$ 172,421	\$ 4,640	Other assets	4.88%	3.98%
Customer interest rate swaps	172,421	(4,640)	Other liabilities	3.98	4.88
December 31, 2017					
Customer interest rate swaps	\$ 126,766	\$ 2,377	Other assets	4.70%	4.03%
Customer interest rate swaps	126,766	(2,377)	Other liabilities	4.03	4.70

Other Free Standing Derivatives

Heartland has entered into interest rate lock commitments to originate residential mortgage loans held for sale and forward commitments to sell residential mortgage loans and mortgage backed securities that are considered derivative instruments. Heartland enters into forward commitments for the future delivery of residential mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on the commitments to fund the loans as well as on residential mortgage loans available for sale. The fair value of these commitments is recorded on the consolidated balance sheets, with the changes in fair value recorded in the consolidated statements of income as a component of

gains on sale of loans held for sale. These derivative contracts are designated as free standing derivative contracts and are not designated against specific assets and liabilities on the consolidated balance sheets or forecasted transactions and therefore do not qualify for hedge accounting treatment. Heartland was required to pledge collateral of \$35,000 at June 30, 2018, and \$20,000 at December 31, 2017. Heartland's counterparties were required to pledge \$29,000 at both June 30, 2018, and December 31, 2017, respectively, as collateral for these forward commitments.

Heartland acquired undesignated interest rate swaps in 2015. These swaps were entered into primarily for the benefit of customers seeking to manage their interest rate risk and are not designated against specific assets or liabilities on the consolidated balance sheet or forecasted transactions and therefore do not qualify for hedge accounting in accordance with ASC 815. These swaps are carried at fair value on the consolidated balance sheets as a component of other liabilities, with changes in the fair value recorded as a component of other noninterest income.

The table below identifies the balance sheet category and fair values of Heartland's other free standing derivative instruments not designated as hedging instruments at June 30, 2018, and December 31, 2017, in thousands:

	<u>Balance Sheet Category</u>	<u>Notional Amount</u>	<u>Fair Value</u>
June 30, 2018			
Interest rate lock commitments (mortgage)	Other assets	\$ 99,410	\$ 3,395
Forward commitments	Other assets	47,025	153
Forward commitments	Other liabilities	148,919	(597)
Undesignated interest rate swaps	Other liabilities	13,778	(323)
December 31, 2017			
Interest rate lock commitments (mortgage)	Other assets	\$ 53,588	\$ 1,738
Forward commitments	Other assets	37,286	80
Forward commitments	Other liabilities	118,632	(232)
Undesignated interest rate swaps	Other liabilities	14,045	(738)

The table below identifies the income statement category of the gains and losses recognized in income on Heartland's other free standing derivative instruments not designated as hedging instruments for the three- and six-month periods ended June 30, 2018, and June 30, 2017, in thousands:

	<u>Income Statement Category</u>	<u>Gain (Loss) Recognized</u>
Three Months Ended June 30, 2018		
Interest rate lock commitments (mortgage)	Net gains on sale of loans held for sale	\$ 2,604
Forward commitments	Net gains on sale of loans held for sale	(407)
Undesignated interest rate swaps	Other noninterest income	138
Six Months Ended June 30, 2018		
Interest rate lock commitments (mortgage)	Net gains on sale of loans held for sale	\$ 2,621
Forward commitments	Net gains on sale of loans held for sale	(292)
Undesignated interest rate swaps	Other noninterest income	415
Three Months Ended June 30, 2017		
Interest rate lock commitments (mortgage)	Net gains on sale of loans held for sale	\$ (404)
Forward commitments	Net gains on sale of loans held for sale	364
Undesignated interest rate swaps	Other noninterest income	(20)
Six Months Ended June 30, 2017		
Interest rate lock commitments (mortgage)	Net gains on sale of loans held for sale	\$ 658
Forward commitments	Net gains on sale of loans held for sale	(2,375)
Undesignated interest rate swaps	Other noninterest income	137

NOTE 8: FAIR VALUE

Heartland utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities carried at fair value, which include available for sale, trading securities and equity securities with a readily determinable fair value, and derivatives are recorded in the consolidated balance sheets at fair value on a recurring basis. Additionally, from time to time, Heartland may be required to record at fair value other assets on a nonrecurring basis such as loans held for sale, loans held to maturity and certain other assets including, but not limited to, mortgage servicing rights, commercial servicing rights and other real estate owned. These nonrecurring fair value adjustments typically involve application of the lower of cost or fair value accounting or write-downs of individual assets.

Fair Value Hierarchy

Under ASC 820, assets and liabilities are grouped at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 — Valuation is based upon quoted prices for identical instruments in active markets.

Level 2 — Valuation is based upon quoted prices for similar instruments in active markets, or similar instruments in markets that are not active, and model-based valuation techniques for all significant assumptions are observable in the market.

Level 3 — Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The following is a description of valuation methodologies used for assets and liabilities recorded at fair value on a recurring or non-recurring basis.

Assets

Securities Available for Sale and Held to Maturity

Securities available for sale are recorded at fair value on a recurring basis. Securities held to maturity are generally recorded at cost and are recorded at fair value only to the extent a decline in fair value is determined to be other-than-temporary. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, as well as U.S. Treasury securities. Level 2 securities include U.S. government and agency securities, mortgage and asset-backed securities and private collateralized mortgage obligations, municipal bonds and corporate debt securities. On a quarterly basis, a secondary independent pricing service is used for the securities portfolio to validate the pricing from Heartland's primary pricing service.

Loans Held for Sale

Loans held for sale are carried at the lower of cost or fair value on an aggregate basis. The fair value of loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics. As such, Heartland classifies loans held for sale subjected to nonrecurring fair value adjustments as Level 2.

Loans Held to Maturity

Heartland does not record loans held to maturity at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC 310. The fair value of impaired loans is measured using one of the following impairment methods: 1) the present value of expected future cash flows discounted at the loan's effective interest rate or 2) the observable market price of the loan or 3) the fair value of the collateral if the loan is collateral dependent. In accordance with ASC 820, impaired loans measured at fair value are classified as nonrecurring Level 3 in the fair value hierarchy.

Premises, Furniture and Equipment Held for Sale

Heartland values premises, furniture and equipment held for sale based on third-party appraisals less estimated disposal costs. Heartland considers third party appraisals, as well as independent fair value assessments from Realtors or persons involved in selling bank premises, furniture and equipment, in determining the fair value of particular properties. Accordingly, the valuation of premises, furniture and equipment held for sale is subject to significant external and internal judgment. Heartland periodically

reviews premises, furniture and equipment held for sale to determine if the fair value of the property, less disposal costs, has declined below its recorded book value and records any adjustments accordingly. Premises, furniture and equipment held for sale are classified as nonrecurring Level 3 in the fair value hierarchy.

Mortgage Servicing Rights

Mortgage servicing rights assets represent the value associated with servicing residential real estate loans that have been sold to outside investors with servicing retained. Heartland uses the amortization method (i.e., the lower of amortized cost or estimated fair value measured on a nonrecurring basis), not fair value measurement accounting, to determine the carrying value of its mortgage servicing rights. The fair value for servicing assets is determined through discounted cash flow analysis and utilizes discount rates, prepayment speeds and delinquency rate assumptions as inputs. All of the assumptions in the discounted cash flow analysis require a significant degree of management estimation and judgment. Mortgage servicing rights are subject to impairment testing. The carrying values of these rights are reviewed quarterly for impairment based upon the calculation of fair value as performed by an outside third party. For purposes of measuring impairment, the rights are stratified into certain risk characteristics including note type and note term. If the valuation model reflects a fair value less than the carrying value, mortgage servicing rights are adjusted to fair value through a valuation allowance. Heartland classifies mortgage servicing rights as nonrecurring with Level 3 measurement inputs.

Commercial Servicing Rights

Commercial servicing rights assets represent the value associated with servicing commercial loans guaranteed by the Small Business Administration and the United States Department of Agriculture that have been sold with servicing retained by Heartland. Heartland uses the amortization method (i.e., the lower of amortized cost or estimated fair value measured on a nonrecurring basis), not fair value measurement accounting, to determine the carrying value of its commercial servicing rights. The fair value for servicing assets is determined through market prices for comparable servicing contracts, when available, or through a valuation model that calculates the present value of estimated future net servicing income. Inputs utilized include discount rates, prepayment speeds and delinquency rate assumptions as inputs. All of these assumptions require a significant degree of management estimation and judgment. Commercial servicing rights are subject to impairment testing, and the carrying values of these rights are reviewed quarterly for impairment based upon the calculation of fair value as performed by an outside third party. If the valuation model reflects a fair value less than the carrying value, commercial servicing rights are adjusted to fair value through a valuation allowance. Heartland classifies commercial servicing rights as nonrecurring with Level 3 measurement inputs.

Derivative Financial Instruments

Heartland's current interest rate risk strategy includes interest rate swaps. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. To comply with the provisions of ASC 820, Heartland incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, Heartland has considered the impact of netting any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although Heartland has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. However, as of June 30, 2018, and December 31, 2017, Heartland has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, Heartland has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

Interest rate lock commitments

Heartland uses an internal valuation model that relies on internally developed inputs to estimate the fair value of its interest rate lock commitments which is based on unobservable inputs that reflect management's assumptions and specific information about each borrower. Interest rate lock commitments are classified in Level 3 of the fair value hierarchy.

Forward commitments

The fair value of forward commitments are estimated using an internal valuation model, which includes current trade pricing for similar financial instruments in active markets that Heartland has the ability to access and are classified in Level 2 of the fair value hierarchy.

Other Real Estate Owned

Other real estate owned ("OREO") represents property acquired through foreclosures and settlements of loans. Property acquired is carried at the fair value of the property at the time of acquisition (representing the property's cost basis), plus any acquisition costs, or the estimated fair value of the property, less disposal costs. Heartland considers third party appraisals, as well as independent fair value assessments from realtors or persons involved in selling OREO, in determining the fair value of particular properties. Accordingly, the valuation of OREO is subject to significant external and internal judgment. Heartland periodically reviews OREO to determine if the fair value of the property, less disposal costs, has declined below its recorded book value and records any adjustments accordingly. OREO is classified as nonrecurring Level 3 of the fair value hierarchy.

The table below presents Heartland's assets and liabilities that are measured at fair value on a recurring basis as of June 30, 2018, and December 31, 2017, in thousands, aggregated by the level in the fair value hierarchy within which those measurements fall:

	<u>Total Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
June 30, 2018				
Assets				
Securities available for sale				
U.S. government corporations and agencies	\$ 20,188	\$ 18,488	\$ 1,700	\$ —
Mortgage and asset-backed securities	1,783,731	—	1,783,731	—
Obligations of states and political subdivisions	376,264	—	376,264	—
Equity securities with a readily determinable fair value	16,934	—	16,934	—
Derivative financial instruments ⁽¹⁾	8,048	—	8,048	—
Interest rate lock commitments	3,395	—	—	3,395
Forward commitments	153	—	153	—
Total assets at fair value	\$ 2,208,713	\$ 18,488	\$ 2,186,830	\$ 3,395
Liabilities				
Derivative financial instruments ⁽²⁾	\$ 5,215	\$ —	\$ 5,215	\$ —
Forward commitments	597	—	597	—
Total liabilities at fair value	\$ 5,812	\$ —	\$ 5,812	\$ —
December 31, 2017				
Assets				
Securities available for sale				
U.S. government corporations and agencies	\$ 5,328	\$ 3,484	\$ 1,844	\$ —
Mortgage and asset-backed securities	1,753,736	—	1,753,736	—
Obligations of states and political subdivisions	441,015	—	441,015	—
Equity securities	16,674	—	16,674	—
Derivative financial instruments ⁽¹⁾	3,933	—	3,933	—
Interest rate lock commitments	1,738	—	—	1,738
Forward commitments	80	—	80	—
Total assets at fair value	\$ 2,222,504	\$ 3,484	\$ 2,217,282	\$ 1,738
Liabilities				
Derivative financial instruments ⁽²⁾	\$ 5,167	\$ —	\$ 5,167	\$ —
Forward commitments	232	—	232	—
Total liabilities at fair value	\$ 5,399	\$ —	\$ 5,399	\$ —

(1) Includes cash flow hedges, embedded derivatives and back-to-back loan swaps

(2) Includes cash flow hedges, fair value hedges, back-to-back loan swaps, embedded conversion options and free standing derivative instruments

The tables below present Heartland's assets that are measured at fair value on a nonrecurring basis, in thousands:

	Fair Value Measurements at June 30, 2018				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Year-to- Date (Gains) Losses
Collateral dependent impaired loans:					
Commercial	\$ 3,988	\$ —	\$ —	\$ 3,988	\$ —
Commercial real estate	487	—	—	487	—
Agricultural and agricultural real estate	10,186	—	—	10,186	—
Residential real estate	810	—	—	810	76
Consumer	1,897	—	—	1,897	—
Total collateral dependent impaired loans	\$ 17,368	\$ —	\$ —	\$ 17,368	\$ 76
Loans held for sale	\$ 55,684	\$ —	\$ 55,684	\$ —	\$ 113
Other real estate owned	\$ 11,074	\$ —	\$ —	\$ 11,074	\$ 991
Premises, furniture and equipment held for sale	\$ 3,978	\$ —	\$ —	\$ 3,978	\$ 35
Mortgage servicing rights	\$ 6,854	\$ —	\$ —	\$ 6,854	\$ 209
Commercial servicing rights	\$ 217	\$ —	\$ —	\$ 217	\$ 9

	Fair Value Measurements at December 31, 2017				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Year-to- Date (Gains) Losses
Collateral dependent impaired loans:					
Commercial	\$ 3,212	\$ —	\$ —	\$ 3,212	\$ 1,119
Commercial real estate	9,480	—	—	9,480	322
Agricultural and agricultural real estate	8,406	—	—	8,406	2,028
Residential real estate	1,137	—	—	1,137	—
Consumer	1,234	—	—	1,234	—
Total collateral dependent impaired loans	\$ 23,469	\$ —	\$ —	\$ 23,469	\$ 3,469
Loans held for sale	\$ 44,560	\$ —	\$ 44,560	\$ —	\$ 190
Other real estate owned	\$ 10,777	\$ —	\$ —	\$ 10,777	\$ 737
Premises, furniture and equipment held for sale	\$ 1,977	\$ —	\$ —	\$ 1,977	\$ 192
Commercial servicing rights	\$ 291	\$ —	\$ —	\$ 291	\$ (21)

The following tables present additional quantitative information about assets measured at fair value and for which Heartland has utilized Level 3 inputs to determine fair value, in thousands:

	Fair Value at 6/30/2018	Valuation Technique	Unobservable Input	Range (Weighted Average)
Interest rate lock commitments	\$ 3,395	Discounted cash flows	Closing ratio	0-99% ⁽¹⁾
Other real estate owned	11,074	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-10% ⁽⁴⁾
Mortgage servicing rights	6,854	Discounted cash flows	Third party valuation	⁽³⁾
Commercial servicing rights	217	Discounted cash flows	Third party valuation	⁽³⁾
Premises, furniture and equipment held for sale	3,978	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-10% ⁽⁴⁾
Collateral dependent impaired loans:				
Commercial	3,988	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-8% ⁽⁴⁾
Commercial real estate	487	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-8% ⁽⁴⁾
Agricultural and agricultural real estate	10,186	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-15% ⁽⁴⁾
Residential real estate	810	Modified appraised value	Third party appraisal Appraisal discount	⁽²⁾ 0-24% ⁽⁴⁾
Consumer	1,897	Modified appraised value	Third party valuation Valuation discount	⁽²⁾ 0-12% ⁽⁴⁾

(1) The significant unobservable input used in the fair value measurement is the closing ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. The closing ratio calculation takes into consideration historical data and loan-level data. The weighted average closing ratio for Heartland's legacy mortgage operations is 85%. The weighted average closing ratio for PrimeWest Mortgage Corporation is 91%.

(2) Third party appraisals are obtained and updated at least annually to establish the value of the underlying asset, but the disclosure of the unobservable inputs used by the appraisers would not be meaningful because the range will vary widely from appraisal to appraisal.

(3) The significant unobservable input used in the fair value measurement are the value indices, which are weighted-average spreads to LIBOR based on maturity groups.

(4) Discounts applied to the appraised values primarily include estimated sales costs, but also consider the age of the appraisal, changes in local market conditions and changes in the current condition of the collateral.

	Fair Value at 12/31/2017	Valuation Technique	Unobservable Input	Range (Weighted Average)
Interest rate lock commitments	\$ 1,738	Discounted cash flows	Closing ratio	0-99% (89%) ⁽¹⁾
Other real estate owned	10,777	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-10% ⁽⁴⁾
Commercial servicing rights	291	Discounted cash flows	Third party valuation	⁽³⁾
Premises, furniture and equipment held for sale	1,977	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-10% ⁽⁴⁾
Other real estate owned	10,777	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-10% ⁽⁴⁾
Collateral dependent impaired loans:				
Commercial	3,212	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-15% ⁽⁴⁾
Commercial real estate	9,480	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-12% ⁽⁴⁾
Agricultural and agricultural real estate	8,406	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-10% ⁽⁴⁾
Residential real estate	1,137	Modified appraised value	Third party appraisal	⁽²⁾
			Appraisal discount	0-12% ⁽⁴⁾
Consumer	1,234	Modified appraised value	Third party valuation	⁽²⁾
			Valuation discount	0-12% ⁽⁴⁾

(1) The significant unobservable input used in the fair value measurement is the closing ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. The closing ratio calculation takes into consideration historical data and loan-level data.

(2) Third party appraisals are obtained and updated at least annually to establish the value of the underlying asset, but the disclosure of the unobservable inputs used by the appraisers would not be meaningful because the range will vary widely from appraisal to appraisal.

(3) The significant unobservable input used in the fair value measurement are the value indices, which are weighted-average spreads to LIBOR based on maturity groups.

(4) Discounts applied to the appraised values primarily include estimated sales costs, but also consider the age of the appraisal, changes in local market conditions and changes in the current condition of the collateral.

The changes in fair value of the interest rate lock commitments, which are Level 3 financial instruments measured on a recurring basis, are summarized in the following table, in thousands:

	For the Six Months Ended June 30, 2018		For the Year Ended December 31, 2017	
Balance at January 1,	\$	1,738	\$	2,790
Acquired interest rate lock commitments		1,383		—
Total gains (losses) included in earnings		769		(1,479)
Issuances		1,970		1,875
Settlements		(2,465)		(1,448)
Balance at period end	\$	3,395	\$	1,738

Gains included in gains (losses) on sale of loans held for sale attributable to interest rate lock commitments held at June 30, 2018, and December 31, 2017, were \$3.4 million and \$1.7 million, respectively.

The tables below summarize the estimated fair value of Heartland's financial instruments as defined by ASC 825 as of June 30, 2018, and December 31, 2017, in thousands. The carrying amounts in the following tables are recorded in the consolidated balance sheets under the indicated captions. In accordance with ASC 825, the assets and liabilities that are not financial instruments are not included in the disclosure, such as the value of the commercial and mortgage servicing rights, premises, furniture and equipment, premises, furniture and equipment held for sale, OREO, goodwill, and other intangibles and other liabilities.

Heartland does not believe that the estimated information presented herein is representative of the earnings power or value of Heartland. The following analysis, which is inherently limited in depicting fair value, also does not consider any value associated with either existing customer relationships or the ability of Heartland to create value through loan origination, deposit gathering or fee generating activities. Many of the estimates presented herein are based upon the use of highly subjective information and assumptions and, accordingly, the results may not be precise. Management believes that fair value estimates may not be comparable between financial institutions due to the wide range of permitted valuation techniques and numerous estimates which must be made. Furthermore, because the disclosed fair value amounts were estimated as of the balance sheet date, the amounts actually realized or paid upon maturity or settlement of the various financial instruments could be significantly different.

	Fair Value Measurements at June 30, 2018				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	\$ 388,006	\$ 388,006	\$ 388,006	\$ —	\$ —
Time deposits in other financial institutions	6,803	6,803	6,803	—	—
Securities:					
Carried at fair value	2,197,117	2,197,117	18,488	2,178,629	—
Held to maturity	244,271	253,153	—	253,153	—
Other investments	26,725	26,725	—	26,725	—
Loans held for sale	55,684	55,684	—	55,684	—
Loans, net:					
Commercial	2,013,108	1,999,313	—	1,995,325	3,988
Commercial real estate	3,662,404	3,632,260	—	3,631,773	487
Agricultural and agricultural real estate	557,479	555,217	—	545,031	10,186
Residential real estate	679,849	669,286	—	668,476	810
Consumer	503,533	501,245	—	499,348	1,897
Total Loans, net	7,416,373	7,357,321	—	7,339,953	17,368
Cash surrender value on life insurance	159,302	159,302	—	159,302	—
Derivative financial instruments ⁽¹⁾	8,048	8,048	—	8,048	—
Interest rate lock commitments	3,395	3,395	—	—	3,395
Forward commitments	153	153	—	153	—
Financial liabilities:					
Deposits					
Demand deposits	3,399,598	3,399,598	—	3,399,598	—
Savings deposits	4,864,773	4,864,773	—	4,864,773	—
Time deposits	1,224,773	1,224,773	—	1,224,773	—
Short term borrowings	229,890	229,890	—	229,890	—
Other borrowings	258,708	258,708	—	258,708	—
Derivative financial instruments ⁽²⁾	5,215	5,215	—	5,215	—
Forward commitments	597	597	—	597	—

(1) Includes cash flow hedges, embedded derivatives and back-to-back loan swaps

(2) Includes cash flow hedges, fair value hedges, back-to-back loan swaps, embedded conversion options and free standing derivative instruments

	Fair Value Measurements at December 31, 2017				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial assets:					
Cash and cash equivalents	\$ 196,003	\$ 196,003	\$ 196,003	\$ —	\$ —
Time deposits in other financial institutions	9,820	9,820	9,820	—	—
Securities:					
Carried at fair value	2,216,753	2,216,753	3,484	2,213,269	—
Held to maturity	253,550	265,494	—	265,494	—
Other investments	22,563	22,563	—	22,563	—
Loans held for sale	44,560	44,560	—	44,560	—
Loans, net:					
Commercial	1,628,043	1,617,956	—	1,614,744	3,212
Commercial real estate	3,140,427	3,132,542	—	3,123,062	9,480
Agricultural and agricultural real estate	508,075	508,987	—	500,581	8,406
Residential real estate	620,939	614,667	—	613,530	1,137
Consumer	438,294	440,820	—	439,586	1,234
Total Loans, net	6,335,778	6,314,972	—	6,291,503	23,469
Cash surrender value on life insurance	142,818	142,818	—	142,818	—
Derivative financial instruments ⁽¹⁾	3,933	3,933	—	3,933	—
Interest rate lock commitments	1,738	1,738	—	—	1,738
Forward commitments	80	80	—	80	—
Financial liabilities:					
Deposits					
Demand deposits	2,983,128	2,983,128	—	2,983,128	—
Savings deposits	4,240,328	4,240,328	—	4,240,328	—
Time deposits	923,453	923,453	—	923,453	—
Short term borrowings	324,691	324,691	—	324,691	—
Other borrowings	285,011	285,609	—	285,609	—
Derivative financial instruments ⁽²⁾	5,167	5,167	—	5,167	—
Forward commitments	232	232	—	232	—

(1) Includes cash flow hedges, embedded derivatives and back-to-back loan swaps

(2) Includes cash flow hedges, fair value hedges, back-to-back loan swaps, embedded conversion options and free standing derivative instruments

Cash and Cash Equivalents — The carrying amount is a reasonable estimate of fair value due to the short-term nature of these instruments.

Time Deposits in Other Financial Institutions — The carrying amount is a reasonable estimate of fair value due to the short-term nature of these instruments.

Securities — For equity securities with a readily determinable fair value and debt securities either held to maturity, available for sale or trading, fair value equals quoted market price if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. For Level 3 securities, Heartland utilizes independent pricing provided by third party vendors or brokers.

Other Investments — Fair value measurement of other investments, which consists primarily of FHLB stock, are based on their redeemable value, which is at cost due to the restrictions placed on their transferability. The market for these securities is restricted to the issuer of the stock and subject to impairment evaluation.

Loans — Beginning in the first quarter of 2018, the fair value of loans were determined using an exit price methodology as prescribed by ASU 2016-01, which was effective on January 1, 2018. The exit price estimation of fair value is based on the present value of the expected cash flows. The projected cash flows are based on the contractual terms of the loans, adjusted for prepayments and a discount rate based on the relative risk of the cash flows. Other considerations include the loan type, remaining life of the loan and credit risk. In comparison, loan fair values as of December 31, 2017, were estimated based on an entrance price methodology, which discounts future cash flows using the current rates at which a similar loan would be made to borrowers with similar credit ratings and for the same remaining maturities. The fair value of non-impaired loans as of June 30, 2018, and December 31, 2017, are not comparable.

The fair value of impaired loans is measured using the fair value of the underlying collateral. The fair value of loans held for sale is estimated using quoted market prices.

Interest Rate Lock Commitments — The fair value of interest rate lock commitments is estimated using an internal valuation model, which includes grouping the interest rate lock commitments by interest rate and terms, applying an estimated closing ratio based on historical experience, and then multiplying by quoted investor prices determined to be reasonably applicable to the loan commitment groups based on interest rate, terms, and rate lock expiration dates of the loan commitment group.

Forward Commitments — The fair value of these instruments is estimated using an internal valuation model, which includes current trade pricing for similar financial instruments.

Derivative Financial Instruments — The fair value of all derivatives is estimated based on the amount that Heartland would pay or would be paid to terminate the contract or agreement, using current rates and prices, and, when appropriate, the current creditworthiness of the counterparty.

Deposits — The fair value of demand deposits, savings accounts and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. If the fair value of the fixed maturity certificates of deposit is calculated at less than the carrying amount, the carrying value of these deposits is reported as the fair value.

Short-term and Other Borrowings — Rates currently available to Heartland for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

Commitments to Extend Credit, Unused Lines of Credit and Standby Letters of Credit — Based upon management's analysis of the off balance sheet financial instruments, there are no significant unrealized gains or losses associated with these financial instruments based upon review of the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties.

NOTE 9: REVENUE

On January 1, 2018, Heartland adopted ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606), and all subsequent ASUs that modified Topic 606. As stated in Note 1, the implementation of the new standard did not have a material impact on the measurement or recognition of revenue; as such, a cumulative effect adjustment to opening retained earnings was not deemed necessary. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with Topic 605.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with loan servicing income, bank owned life insurance, derivatives and certain credit card fees are also not in scope of the new guidance. Topic 606 is applicable to noninterest revenue streams such as service charges and fees, trust fees, and brokerage and insurance commissions. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Substantially all of Heartland's revenue is generated from contracts with customers. Noninterest revenue streams in-scope of Topic 606 are discussed below.

Service Charges and Fees

Service charges and fees consist of revenue generated from deposit account related service charges and fees, overdraft fees, customer service fees, credit card fee income, debit card income and other service charges and fees.

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders and other deposit account related fees. Heartland's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees, including overdraft fees, are largely transactional based, and therefore, the performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Customer service fees and other service charges include revenue from processing wire transfers, bill pay service, cashier's checks, and other services. Heartland's performance obligation for fees, exchange, and other service charges are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Credit card fee income and debit card income are comprised of interchange fees, ATM fees, and merchant services income. Credit card fee income and debit card income are earned whenever the banks' debit and credit cards are processed through card payment networks such as Visa. ATM fees are primarily generated when a bank cardholder uses an ATM that is not owned by one of Heartland's banks or a non-bank cardholder uses Heartland-owned ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees.

Trust Fees

Trust fees are primarily comprised of fees earned from the management and administration of trusts and other customer assets. Heartland's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the average daily market value or month-end market value of the assets under management and the applicable fee rate. Payment is generally received a few days before or after month end through a direct charge to customers' accounts. Heartland does not earn performance-based incentives. Optional services such as real estate sales and tax return preparation services are also available to existing trust and asset management customers. Heartland's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered.

Brokerage and Insurance Commissions

Brokerage commission primarily consist of commissions related to broker-dealer contracts. The contracts are between the customer and the broker-dealer, and Heartland satisfies its performance obligation and earns commission when the transactions are completed. The recognition of revenue is based on a defined fee schedule and does not require significant judgment. Payment is received shortly after services are rendered. Insurance commissions are related to commissions received directly from the insurance carrier. Heartland acts as an insurance agent between the customer and the insurance carrier. Heartland's performance obligations and associated fee and commission income are defined with each insurance product with the insurance company. When insurance payments are received from customers, a portion of the payment is recognized as commission revenue.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the three- and six-months ended June 30, 2018, and 2017, in thousands:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
In-scope of Topic 606				
Service charges and fees				
Service charges and fees on deposit accounts	\$ 2,794	\$ 2,265	\$ 5,412	\$ 4,425
Overdraft fees	2,518	2,278	4,726	4,471
Customer service fees	87	65	164	115
Credit card fee income	2,992	2,185	5,182	4,218
Debit card income	3,680	2,902	6,665	5,922
Other service charges	1	1	2	2
Total service charges and fees	\$ 12,072	\$ 9,696	\$ 22,151	\$ 19,153
Trust fees	4,615	3,979	9,295	7,610
Brokerage and insurance commissions	877	976	1,784	2,012
Total noninterest income in-scope of Topic 606	\$ 17,564	\$ 14,651	\$ 33,230	\$ 28,775
Out-of-scope of Topic 606				
Loan servicing income	\$ 1,807	\$ 1,351	\$ 3,561	\$ 3,075
Securities gains/(losses), net	(259)	1,392	1,182	3,874
Unrealized gain on equity securities, net	71	—	43	—
Net gains on sale of loans held for sale	6,800	6,817	10,851	12,964
Valuation adjustment on commercial servicing rights	(216)	19	(218)	24
Income on bank owned life insurance	700	656	1,314	1,273
Other noninterest income	1,167	738	2,387	1,532
Total noninterest income out-of-scope of Topic 606	10,070	10,973	19,120	22,742
Total noninterest income	\$ 27,634	\$ 25,624	\$ 52,350	\$ 51,517

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration (resulting in a contract receivable) or before payment is due (resulting in a contract asset). A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment (or payment is due) from the customer. Heartland's noninterest revenue streams are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Consideration is often received immediately or shortly after Heartland satisfies its performance obligation and revenue is recognized. Heartland does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of June 30, 2018, and December 31, 2017, Heartland did not have any significant contract balances.

Contract Acquisition Costs

In connection with the adoption of Topic 606, an entity is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). Heartland utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less. Upon adoption of Topic 606, Heartland did not capitalize any contract acquisition costs.

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

SAFE HARBOR STATEMENT

This Quarterly Report on Form 10-Q (including any information incorporated herein by reference) contains, and future oral and written statements of Heartland Financial USA, Inc. ("Heartland") and its management may contain, forward-looking statements within the meaning of such term in the Private Securities Litigation Reform Act of 1995, with respect to the business, financial condition, results of operations, plans, objectives and future performance of Heartland. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of Heartland's management and on information currently available to management, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "plan," "intend," "estimate," "may," "will," "would," "could," "should" or other similar expressions. Although Heartland has made these statements based on management's experience and best estimate of future events, there may be events or factors that management has not anticipated, and the accuracy and achievement of such forward-looking statements and estimates are subject to a number of risks, including those identified in our Annual Report on Form 10-K for the year ended December 31, 2017. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and Heartland undertakes no obligation to update any statement in light of new information or future events.

CRITICAL ACCOUNTING POLICIES

The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, income and expenses. These estimates are based upon historical experience and on various other assumptions that management believes are reasonable under the circumstances. Among other things, the estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The estimates and judgments that management believes have the most effect on Heartland's reported financial position and results of operations are described as critical accounting policies in Heartland's Annual Report on Form 10-K for the year ended December 31, 2017. There have been no significant changes in the critical accounting policies or the assumptions and judgments utilized in applying these policies since December 31, 2017.

OVERVIEW

Heartland is a multi-bank holding company providing banking, mortgage, wealth management, investments, insurance and consumer finance services to individuals and businesses. As of the date of this Quarterly Report on Form 10-Q, Heartland has eleven banking subsidiaries with 125 locations in Iowa, Illinois, Wisconsin, New Mexico, Arizona, Montana, Colorado, Minnesota, Kansas, Missouri, Texas and California. Heartland's primary objectives are to increase profitability and diversify its market area and asset base by expanding through acquisitions and to grow organically by increasing its customer base in the markets it serves.

Heartland's results of operations depend primarily on net interest income, which is the difference between interest income from interest earning assets and interest expense on interest bearing liabilities. Noninterest income, which includes service charges and fees, loan servicing income, trust income, brokerage and insurance commissions, securities gains, net gains on sale of loans held for sale, and income on bank owned life insurance also affects Heartland's results of operations. Heartland's principal operating expenses, aside from interest expense, consist of the provision for loan losses, salaries and employee benefits, occupancy and equipment costs, professional fees, Federal Deposit Insurance Corporation ("FDIC") insurance premiums, advertising, core deposit intangibles and customer relationship intangibles amortization and other real estate and loan collection expenses.

Net income available to common stockholders for the quarter ended June 30, 2018, was \$27.9 million, or \$0.85 per diluted common share, compared to \$21.9 million, or \$0.81 per diluted common share, for the quarter ended June 30, 2017. Return on average common equity was 9.81% and return on average assets was 1.05% for the second quarter of 2018, compared to 11.13% and 1.06%, respectively, for the same quarter in 2017.

Net income available to common stockholders for the six months ended June 30, 2018, was \$51.1 million or \$1.61 per diluted common share, compared to \$39.9 million or \$1.49 per diluted common share for the six months ended June 30, 2017. Return on average common equity was 9.58% and return on average assets was 1.01% for the first six months of 2018, compared to 10.44% and 0.97% for the same period in 2017.

For the second quarter of 2018, Heartland's net interest margin was 4.23% (4.30% on a fully tax-equivalent basis) compared to 3.94% (4.14% on a fully tax-equivalent basis) for the same quarter in 2017, and the efficiency ratio was 65.04% and 65.61% for the second quarter of 2018 and 2017, respectively. For the six-month period ended June 30, 2018, Heartland's net interest margin

was 4.21% (4.28% on a fully tax-equivalent basis) compared to 3.95% (4.15% on a fully tax-equivalent basis) for the same period in 2017. The efficiency ratio for the first six months of 2018 was 66.53% compared to 67.75% for the same period in 2017.

The financial impact of the following transactions are included in the results of operations for the period ended June 30, 2018, but not in the results of operations for the period ended June 30, 2017:

- On February 23, 2018, Heartland completed the acquisition of Signature Bancshares, Inc., parent company of Signature Bank, based in Minnetonka, Minnesota. Based on Heartland's closing common stock price of \$53.55 per share as of February 23, 2018, the aggregate consideration was \$61.4 million, with approximately 10% of the consideration paid in cash and 90% paid by delivery of Heartland common stock. Simultaneous with the closing of the transaction, Signature Bank merged into Heartland's Minnesota Bank & Trust subsidiary. As of the close date, Signature Bancshares, Inc. had, at fair value, total assets of \$427.1 million, total loans of \$324.5 million and total deposits of \$357.3 million. The systems conversion for this transaction occurred on April 20, 2018.
- On May 18, 2018, Heartland completed the acquisition of Lubbock, Texas based First Bank Lubbock Bancshares, Inc. ("FBLB"), parent company of First Bank & Trust, and PrimeWest Mortgage Corporation, which is a wholly-owned subsidiary of First Bank & Trust. Based on Heartland's closing common stock price of \$55.05 per share on May 18, 2018, the aggregate consideration paid to FBLB common shareholders was \$189.9 million, with approximately 3% of the consideration paid in cash and 97% paid by delivery of Heartland common stock. As a result of the transaction, First Bank & Trust became a wholly-owned subsidiary of Heartland and its 11th state-chartered bank. First Bank & Trust and PrimeWest Mortgage Corporation continue to operate under their present brands and management teams. As of the closing date, FBLB had, at fair value, total assets of \$1.12 billion, total loans held to maturity of \$681.1 million and total deposits of \$893.8 million. Heartland also assumed, at fair value, \$8.2 million of trust preferred debt. The systems conversion for this transaction is expected to occur in the third quarter of 2018.

Additionally, in the first quarter of 2018, Heartland recorded \$2.6 million of restructuring expenses related to its legacy retail mortgage lending operation. The restructuring projects, which are nearing completion, are primarily related to outsourcing of the loan application processing, underwriting and loan closing functions and include a workforce reduction of approximately 100 employees and the discontinuation of several current systems. These changes will enhance the customer experience, streamline operations and reduce the volatility and cost of originating mortgage loans. The new operating model will reduce the number of days between the customer application and the loan closing, as well as reduce and fix the cost of processing each loan. Heartland expects to realize cost savings of more than \$1.0 million per quarter, primarily related to the workforce reduction, systems discontinuation, and other overhead costs. Because of the significant reduction in infrastructure and the reporting structure of the mortgage sales staff, who currently report directly to the bank president in each market, retail mortgage lending is no longer considered a separate business segment as of January 1, 2018.

Total assets of Heartland were \$11.30 billion at June 30, 2018, an increase of \$1.49 billion or 15% since year-end 2017. Excluding \$427.1 million of assets acquired at fair value in the Signature Bancshares, Inc. transaction and \$1.12 billion of assets acquired at fair value in the FBLB transaction, total assets decreased \$53.1 million or 1% since December 31, 2017. The decrease in total assets was primarily due to a reduction in the securities portfolio, which represented 22% of total assets at June 30, 2018, and 25% of total assets at December 31, 2017.

Heartland's total assets exceeded \$10.0 billion as of June 30, 2018. Various federal banking laws and regulations, including rules adopted by the Federal Reserve pursuant to the requirements of the Dodd-Frank Act, impose heightened requirements on certain large banks and bank holding companies. Under the Dodd-Frank Act as originally adopted, most of these rules applied primarily to bank holding companies with at least \$50 billion in total consolidated assets, but certain rules also apply to banks and bank holding companies with at least \$10 billion in total consolidated assets. The Economic Growth, Regulatory Relief and Consumer Protection Act ("Economic Growth Act"), which was signed into law on May 24, 2018, represents modest reform to the regulation of the financial services industry primarily through certain amendments of the Dodd-Frank Act, in part through increases in the dollar threshold at which certain requirements apply. As amended by the Economic Growth Act, the threshold for required stress testing under the Dodd-Frank Act increased from \$10 billion in total consolidated assets to \$100 billion in total consolidated assets. In addition, the threshold for requiring a dedicated board risk committee under the Dodd-Frank Act increased from \$10 billion in total consolidated assets to \$50 billion in total consolidated assets. The Economic Growth Act included additional regulatory relief, much of which benefited banks with less than \$10 billion in consolidated assets. Other provisions of the Dodd-Frank Act, such as the Durbin amendment, which restricts interchange fees, remain in place. Certain of the provisions amended by the Economic Growth Act took effect immediately, while others require that the agencies jointly amend their rulemakings. The federal banking agencies indicated through interagency guidance that the capital planning and risk management practices of institutions with total assets less than \$100 billion would continue to be reviewed through the regular supervisory process, which may offset the impact of the changes regarding stress testing and risk management from the Economic Growth Act.

Management has been in the process of preparing for the requirements under the Dodd-Frank Act over the past several quarters, including additions to staff, enhancing risk management processes and investing to upgrade information systems and technology. However, the potential impacts of the Economic Growth Act are currently under evaluation by management.

Total loans held to maturity were \$7.48 billion at June 30, 2018, compared to \$6.39 billion at year-end 2017, an increase of \$1.09 billion or 17%. This change includes \$324.5 million of total loans held to maturity acquired at fair value in the Signature Bancshares, Inc. transaction and \$681.1 million of total loans held to maturity acquired at fair value in the FBLB transaction. Exclusive of these transactions, total loans held to maturity increased \$80.7 million or 3% annualized since year-end 2017.

Total deposits were \$9.49 billion as of June 30, 2018, compared to \$8.15 billion at year-end 2017, an increase of \$1.34 billion or 16%. This increase includes \$357.3 million of deposits, at fair value, acquired in the Signature Bancshares, Inc. transaction and \$893.8 million of deposits, at fair value, acquired in the FBLB transaction. Exclusive of these transactions, total deposits increased \$91.1 million or 1% since December 31, 2017.

Common stockholders' equity was \$1.25 billion at June 30, 2018, compared to \$990.5 million at year-end 2017. Book value per common share was \$36.44 at June 30, 2018, compared to \$33.07 at year-end 2017. Heartland's unrealized loss on securities available for sale, net of applicable taxes, was \$46.6 million at June 30, 2018, compared to an unrealized loss of \$24.3 million, net of applicable taxes, at December 31, 2017. The increase in the unrealized loss on securities available for sale was primarily due to increases in short-term interest rates, which have caused a decline in the fair value of Heartland's available for sale security portfolio.

FINANCIAL HIGHLIGHTS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
(Dollars in thousands, except per share data)				
STATEMENT OF INCOME DATA				
Interest income	\$ 113,409	\$ 82,061	\$ 214,623	\$ 162,612
Interest expense	12,000	7,481	21,630	15,004
Net interest income	101,409	74,580	192,993	147,608
Provision for loan losses	4,831	889	9,094	4,530
Net interest income after provision for loan losses	96,578	73,691	183,899	143,078
Noninterest income	27,634	25,624	52,350	51,517
Noninterest expenses	88,882	69,298	172,528	141,038
Income taxes	7,451	8,059	12,574	13,589
Net income	27,879	21,958	51,147	39,968
Preferred dividends	(13)	(13)	(26)	(32)
Interest expense on convertible preferred debt	—	4	—	9
Net income available to common stockholders	\$ 27,866	\$ 21,949	\$ 51,121	\$ 39,945
Key Performance Ratios				
Annualized return on average assets	1.05%	1.06%	1.01%	0.97%
Annualized return on average common equity (GAAP)	9.81%	11.13%	9.58%	10.44%
Annualized return on average tangible common equity (non-GAAP) ⁽¹⁾	14.56%	14.07%	13.82%	13.18%
Annualized ratio of net charge-offs to average loans	0.12%	0.14%	0.10%	0.18%
Annualized net interest margin (GAAP)	4.23%	3.94%	4.21%	3.95%
Annualized net interest margin, fully tax-equivalent (non-GAAP) ⁽²⁾	4.30%	4.14%	4.28%	4.15%
Efficiency ratio, fully tax-equivalent ⁽³⁾	65.04%	65.61%	66.53%	67.75%
Reconciliation of Annualized Return on Average Tangible Common Equity (non-GAAP)⁽⁴⁾				
Net income available to common shareholders (GAAP)	\$ 27,866	\$ 21,949	\$ 51,121	\$ 39,945
Average common stockholders' equity (GAAP)	\$ 1,139,876	\$ 791,039	\$ 1,076,083	\$ 771,464
Less average goodwill	325,781	141,461	288,185	136,976
Less average other intangibles, net	46,363	23,649	41,961	23,438
Average tangible common equity (non-GAAP)	\$ 767,732	\$ 625,929	\$ 745,937	\$ 611,050
Annualized return on average common equity (GAAP)	9.81%	11.13%	9.58%	10.44%
Annualized return on average tangible common equity (non-GAAP)	14.56%	14.07%	13.82%	13.18%
Reconciliation of Annualized Net Interest Margin, Fully Tax-Equivalent (non-GAAP)⁽⁵⁾				
Net Interest Income (GAAP)	\$ 101,409	\$ 74,580	\$ 192,993	\$ 147,608
Plus tax-equivalent adjustment ⁽⁶⁾	1,575	3,796	3,119	7,656
Net interest income - tax-equivalent (non-GAAP)	\$ 102,984	\$ 78,376	\$ 196,112	\$ 155,264
Average earning assets	\$ 9,614,800	\$ 7,586,256	\$ 9,238,391	\$ 7,544,609
Net interest margin (GAAP)	4.23%	3.94%	4.21%	3.95%
Net interest margin, fully tax-equivalent (non-GAAP)	4.30%	4.14%	4.28%	4.15%
Reconciliation of Non-GAAP Measure-Efficiency Ratio⁽⁷⁾				
Net Interest Income (GAAP)	\$ 101,409	\$ 74,580	\$ 192,993	\$ 147,608
Plus tax-equivalent adjustment ⁽⁶⁾	1,575	3,796	3,119	7,656
Net interest income - tax-equivalent (non-GAAP)	102,984	78,376	196,112	155,264
Noninterest income	27,634	25,624	52,350	51,517
Securities gains, net	259	(1,392)	(1,182)	(3,874)

Unrealized gain on equity securities, net

(71)

—

(43)

—

(Dollars in thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Adjusted income	\$ 130,806	\$ 102,608	\$ 247,237	\$ 202,907
Total noninterest expenses	\$ 88,882	\$ 69,298	\$ 172,528	\$ 141,038
Less:				
Core deposit intangibles and customer relationship intangibles amortization	2,274	1,218	4,137	2,389
Partnership investment in tax credit projects	—	876	—	876
(Gain)/loss on sales/valuations of assets, net	1,528	(112)	1,331	300
Restructuring expenses	—	—	2,564	—
Adjusted noninterest expenses	\$ 85,080	\$ 67,316	\$ 164,496	\$ 137,473
Efficiency ratio, fully tax-equivalent (non-GAAP)	65.04%	65.61%	66.53%	67.75%

(1) Refer to the "Reconciliation of Annualized Return on Average Tangible Common Equity (non-GAAP)" table.

(2) Refer to the "Reconciliation of Annualized Net Interest Margin, Fully Tax-Equivalent (non-GAAP)" table.

(3) Refer to the "Reconciliation of Non-GAAP Measure-Efficiency Ratio" (non-GAAP)" table.

(4) Annualized return on average tangible common equity is net income available to common stockholders divided by average common stockholders' equity less goodwill and core deposit intangibles and customer relationship intangibles, net. This financial measure is included as it is considered to be a critical metric to analyze and evaluate the financial condition and capital strength of Heartland. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

(5) Annualized net interest margin, fully tax-equivalent is a non-GAAP measure, which adjusts net interest income for the tax-favored status of certain loans and securities. Management believes this measure enhances the comparability of net interest income arising from taxable and tax-exempt sources. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

(6) Computed on a tax-equivalent basis using an effective tax rate of 21% beginning January 1, 2018, and 35% for all prior periods.

(7) Efficiency ratio, fully tax-equivalent, expresses noninterest expenses as a percentage of fully tax-equivalent net interest income and noninterest income. This efficiency ratio is presented on a tax-equivalent basis, which adjusts net interest income and noninterest expenses for the tax favored status of certain loans, securities and tax credit projects. Management believes the presentation of this non-GAAP measure provides supplemental useful information for proper understanding of the financial results of Heartland as it enhances the comparability of income and expenses arising from taxable and nontaxable sources and excludes specific items, as noted in the table. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

FINANCIAL HIGHLIGHTS, continued

(Dollars in thousands, except per share data)

	As Of and For the Quarter Ended				
	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017
BALANCE SHEET DATA					
Investments	\$ 2,468,113	\$ 2,300,413	\$ 2,492,866	\$ 2,372,916	\$ 2,070,121
Loans held for sale	55,684	24,376	44,560	35,795	48,848
Total loans receivable(1)	7,477,697	6,746,015	6,391,464	6,373,415	5,325,082
Allowance for loan losses	61,324	58,656	55,686	54,885	54,051
Total assets	11,301,920	10,055,863	9,810,739	9,755,627	8,204,721
Total deposits	9,489,144	8,541,540	8,146,909	8,231,884	6,930,169
Long-term obligations	258,708	276,118	285,011	301,473	281,096
Preferred equity	938	938	938	938	938
Common stockholders' equity	1,254,809	1,050,567	990,519	980,746	805,032

Common Share Data

Book value per common share (GAAP)	\$ 36.44	\$ 33.81	\$ 33.07	\$ 32.75	\$ 30.15
Tangible book value per common share (non-GAAP)(2)	\$ 23.53	\$ 23.79	\$ 23.99	\$ 23.61	\$ 24.00
Common shares outstanding, net of treasury stock	34,438,445	31,068,239	29,953,356	29,946,069	26,701,226
Tangible common equity ratio (non-GAAP)(3)	7.46%	7.59%	7.53%	7.46%	7.97%

Reconciliation of Tangible Book Value Per Common Share (non-GAAP)

<i>(4)</i>					
Common stockholders' equity (GAAP)	\$ 1,254,809	\$ 1,050,567	\$ 990,518	\$ 980,746	\$ 805,032
Less goodwill	391,668	270,305	236,615	236,615	141,461
Less core deposit intangibles and customer relationship intangibles, net	52,698	41,063	35,203	37,028	22,850
Tangible common stockholders' equity (non-GAAP)	<u>\$ 810,443</u>	<u>\$ 739,199</u>	<u>\$ 718,700</u>	<u>\$ 707,103</u>	<u>\$ 640,721</u>

Common shares outstanding, net of treasury stock	34,438,445	31,068,239	29,953,356	29,946,069	26,701,226
Common stockholders' equity (book value) per share (GAAP)	\$ 36.44	\$ 33.81	\$ 33.07	\$ 32.75	\$ 30.15
Tangible book value per common share (non-GAAP)	\$ 23.53	\$ 23.79	\$ 23.99	\$ 23.61	\$ 24.00

Reconciliation of Tangible Common Equity Ratio (non-GAAP)(5)

Total assets (GAAP)	\$ 11,301,920	\$ 10,055,863	\$ 9,810,739	\$ 9,755,627	\$ 8,204,721
Less goodwill	391,668	270,305	236,615	236,615	141,461
Less core deposit intangibles and customer relationship intangibles, net	52,698	41,063	35,203	37,028	22,850
Total tangible assets (non-GAAP)	<u>\$ 10,857,554</u>	<u>\$ 9,744,495</u>	<u>\$ 9,538,921</u>	<u>\$ 9,481,984</u>	<u>\$ 8,040,410</u>
Tangible common equity ratio (non-GAAP)	7.46%	7.59%	7.53%	7.46%	7.97%

(1) Excludes loans held for sale.

(2) Refer to the "Reconciliation of Tangible Book Value Per Common Share (non-GAAP)" table.

(3) Refer to the "Reconciliation of Tangible Common Equity Ratio (non-GAAP)" table.

(4) Tangible book value per common share is total common stockholders' equity less goodwill and core deposit and customer relationship intangibles, net, divided by common shares outstanding, net of treasury. This amount is a non-GAAP financial measure but has been included as it is considered to be a critical metric with which to analyze and evaluate the financial condition and capital strength of Heartland. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

(5) The tangible common equity ratio is total common stockholders' equity less goodwill and core deposit intangibles, net divided by total assets less goodwill and core deposit intangibles, net. This ratio is a non-GAAP financial measure but has been included as it is considered to be a critical metric with which to analyze and evaluate the financial condition and capital strength of Heartland. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

RESULTS OF OPERATIONS

Net Interest Income

Net interest margin, expressed as a percentage of average earning assets, was 4.23% (4.30% on a fully tax-equivalent basis) during the second quarter of 2018, compared to 3.94% (4.14% on a fully tax-equivalent basis) during the second quarter of 2017. Heartland's success in maintaining net interest margin has been the result of an improved earning asset mix and strong demand deposit growth. Also contributing to Heartland's ability to maintain its net interest margin has been the amortization of purchase accounting discounts associated with acquisitions completed by Heartland. For the second quarter of 2018, Heartland's net interest margin included 17 basis points of purchase accounting discount amortization compared to 12 basis points in the same quarter of 2017. For the six months ended June 30, 2018, purchase accounting discount amortization added 19 basis points to net interest margin compared to 13 basis points for the six months ended June 30, 2017. See "Analysis of Average Balances, Tax-Equivalent Yields and Rates" for a description of our use of net interest income on a fully tax-equivalent basis, which is not defined by GAAP, and a reconciliation of annualized net interest margin on a fully tax-equivalent basis to GAAP.

Total interest income for the second quarter of 2018 was \$113.4 million, an increase of \$31.3 million or 38%, compared to \$82.1 million recorded in the second quarter of 2017. The tax-equivalent adjustments for income taxes saved on the interest earned on nontaxable securities and loans were \$1.6 million for the second quarter of 2018 and \$3.8 million for the second quarter of 2017. With these adjustments, interest income on a tax-equivalent basis was \$115.0 million for the second quarter of 2018, an increase of \$29.1 million or 34%, compared to \$85.9 million for the second quarter of 2017. For the first six months of 2018, interest income increased \$52.0 or 32% to \$214.6 million compared to \$162.6 million for the first six months of 2017. The tax-equivalent adjustments for income taxes saved on the interest earned on nontaxable securities and loans were \$3.1 million and \$7.7 million for the first six months of 2018 and 2017, respectively. With these adjustments, interest income on a tax-equivalent basis was \$217.7 million during the first six months of 2018 compared to \$170.3 million during the first six months of 2017, an increase of \$47.5 million or 28%.

Average earning assets increased \$2.03 billion or 27% to \$9.61 billion for the second quarter of 2018 compared to \$7.59 billion for the same quarter in 2017. For the first six months of 2018, average earning assets were \$9.24 billion compared to \$7.54 billion for the first six months of 2017, which was an increase of \$1.69 billion or 22%. The average rate on earning assets increased 26 basis points to 4.80% for the second quarter of 2018 compared to 4.54% for the second quarter of 2017. The average rate on earning assets for the first six months of 2018 was 4.75%, an increase of 20 basis points compared to 4.55% for the same period in 2017. The increase in interest income on a tax-equivalent basis and average earning assets for the quarterly and six-months period ended June 30, 2018, was primarily attributable to the acquisitions completed in 2017 and the first half of 2018 and recent increases in market interest rates.

Interest expense on deposits and borrowings for the second quarter of 2018 was \$12.0 million, an increase of \$4.5 million or 60% from \$7.5 million in the second quarter of 2017. Interest expense for the first six months of 2018 totaled \$21.6 million compared to \$15.0 million for the first six months of 2017, which was an increase of \$6.6 million or 44%. For the quarter ended June 30, 2018, average interest bearing liabilities were \$6.21 billion, an increase of \$1.06 billion or 21%, from \$5.15 billion for the quarter ended June 30, 2017. In addition, the average interest rate paid on Heartland's interest bearing deposits and borrowings increased 20 basis points to 0.78% in the second quarter of 2018 from 0.58% in the second quarter of 2017. Average interest bearing liabilities increased \$782.7 million or 15% for the first six months of 2018 compared to the first six months in 2017, while the average interest rate paid on Heartland's interest bearing deposits and borrowings increased 14 basis points to 0.73% in the first six months of 2018 from 0.59% in the first six months of 2017. The average interest rate paid on savings deposits was 0.47% during the second quarter of 2018 compared to 0.26% for the second quarter of 2017, and the average interest rate paid on time deposits was 0.94% for the second quarter of 2018 compared to 0.80% for the second quarter of 2017. For the first six months of 2018, the average interest rate paid on savings deposits was 0.41% compared to 0.24% for the first six months of 2017, and the average interest rate paid on time deposits was 0.91% and 0.80% for the six-month periods ending June 30, 2018, and 2017, respectively. The increase in Heartland's average interest bearing liabilities for both the quarterly and year-to-date comparisons is primarily attributable to the acquisitions completed in 2017 and the first half of 2018. The increase in the average interest rate paid on Heartland's interest bearing liabilities is primarily due to recent increases in market interest rates.

Net interest income increased \$26.8 million or 36% to \$101.4 million in the second quarter of 2018 from \$74.6 million in the second quarter of 2017. After the tax-equivalent adjustment discussed above, net interest income on a tax-equivalent basis totaled \$103.0 million during the second quarter of 2018, an increase of \$24.6 million or 31% from \$78.4 million during the second quarter of 2017. For the first six months of 2018, net interest income increased \$45.4 million or 31% to \$193.0 million from \$147.6 million recorded in the first six months of 2017. After the tax-equivalent adjustment discussed above, net interest income on a tax-equivalent basis totaled \$196.1 million during the first six months of 2018, an increase of \$40.8 million or 26% from \$155.3 million recorded during the first six months of 2017.

Heartland attempts to manage its balance sheet to minimize the effect that a change in interest rates has on its net interest margin. Heartland plans to continue to work toward improving both its earning assets and funding mix through targeted organic growth strategies, which management believes will result in additional net interest income. Heartland produces and reviews simulations of various interest rate scenarios to assist in monitoring its exposure to interest rate risk. Based on these simulations, it is management's opinion that Heartland maintains a well-balanced and manageable interest rate posture. Item 3 of Part I of this Quarterly Report on Form 10-Q contains additional information about the results of Heartland's most recent net interest income simulations. Note 7 to the consolidated financial statements included in this Quarterly Report on Form 10-Q contains a detailed discussion of the derivative instruments Heartland has utilized to manage its interest rate risk.

The following table sets forth certain information relating to Heartland's average consolidated balance sheets and reflects the yield on average earning assets and the cost of average interest bearing liabilities for the periods indicated, in thousands. Such yields and costs are calculated by dividing income or expense by the average balance of assets or liabilities. Average balances are derived from daily balances, and nonaccrual loans and loans held for sale are included in each respective loan category. Assets that receive favorable tax treatment are evaluated on a tax-equivalent basis assuming a federal income tax rate of 21% for the second quarter and first six months of 2018 and 35% for the second quarter and first six months of 2017. Tax-favored assets generally have lower contractual pre-tax yields than fully taxable assets. A tax-equivalent yield is calculated by adding the tax savings to the interest earned on tax favored assets and dividing this amount by the average balance of the tax favorable assets.

ANALYSIS OF AVERAGE BALANCES, TAX-EQUIVALENT YIELDS AND RATES⁽¹⁾
(Dollars in thousands)

	For the Quarter Ended					
	June 30, 2018			June 30, 2017		
	Average Balance	Interest	Rate	Average Balance	Interest	Rate
Earning Assets						
Securities:						
Taxable	\$ 1,890,468	\$ 12,270	2.60%	\$ 1,516,745	\$ 8,599	2.27%
Nontaxable ⁽¹⁾	448,844	4,537	4.05	624,915	7,723	4.96
Total securities	2,339,312	16,807	2.88	2,141,660	16,322	3.06
Interest bearing deposits with the Federal Reserve Bank and other banks and other short-term investments	211,414	768	1.46	121,778	345	1.14
Federal funds sold	—	—	—	1,262	3	0.95
Loans: ⁽²⁾						
Commercial and commercial real estate ⁽¹⁾	5,403,447	71,301	5.29	3,824,061	46,912	4.92
Residential mortgage	685,005	7,562	4.43	633,344	6,509	4.12
Agricultural and agricultural real estate ⁽¹⁾	542,249	6,850	5.07	488,222	5,807	4.77
Consumer	492,481	9,192	7.49	431,199	8,289	7.71
Fees on loans	—	2,504	—	—	1,670	—
Less: allowance for loan losses	(59,108)	—	—	(55,270)	—	—
Net loans	7,064,074	97,409	5.53	5,321,556	69,187	5.21
Total earning assets	9,614,800	114,984	4.80%	7,586,256	85,857	4.54%
Nonearning Assets	1,028,506	—	—	747,045	—	—
Total Assets	\$ 10,643,306			\$ 8,333,301		
Interest Bearing Liabilities						
Savings	\$ 4,748,306	\$ 5,535	0.47%	\$ 3,881,219	\$ 2,505	0.26%
Time, \$100,000 and over	482,593	1,066	0.89	350,786	727	0.83
Other time deposits	558,997	1,382	0.99	479,164	931	0.78
Short-term borrowings	152,576	547	1.44	153,565	90	0.24
Other borrowings	262,715	3,470	5.30	281,509	3,228	4.60
Total interest bearing liabilities	6,205,187	12,000	0.78%	5,146,243	7,481	0.58%
Noninterest Bearing Liabilities						
Noninterest bearing deposits	3,229,049	—	—	2,338,957	—	—
Accrued interest and other liabilities	68,256	—	—	56,124	—	—
Total noninterest bearing liabilities	3,297,305			2,395,081		
Stockholders' Equity	1,140,814			791,977		
Total Liabilities and Stockholders' Equity	\$ 10,643,306			\$ 8,333,301		
Net interest income, fully tax-equivalent (non-GAAP)⁽⁴⁾		\$ 102,984			\$ 78,376	
Net interest spread⁽¹⁾			4.02%			3.96%
Net interest income, fully tax-equivalent (non-GAAP) to total earning assets⁽³⁾			4.30%			4.14%
Interest bearing liabilities to earning assets	64.54%			67.84%		
Reconciliation of annualized net interest margin, fully tax-equivalent (non-GAAP)⁽³⁾						
Net interest income, fully tax-equivalent (non-GAAP)		\$ 102,984			\$ 78,376	
Adjustments for tax-equivalent interest ⁽¹⁾		(1,575)			(3,796)	
Net interest income (GAAP)		\$ 101,409			\$ 74,580	
Average earning assets	\$ 9,614,800			\$ 7,586,256		
Annualized net interest margin (GAAP)			4.23%			3.94%
Annualized net interest margin, fully tax-equivalent (non-GAAP)			4.30%			4.14%

(1) Computed on a tax-equivalent basis using an effective tax rate of 21% beginning January 1, 2018, and 35% for all prior periods.

(2) Nonaccrual loans are included in the average loans outstanding.

(3) Annualized net interest margin, fully tax-equivalent is a non-GAAP measure, which adjusts net interest income for the tax-favored status of certain loans and securities. Management believes this measure enhances the comparability of net interest income arising from taxable and tax exempt sources. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

ANALYSIS OF AVERAGE BALANCES, TAX-EQUIVALENT YIELDS AND RATES⁽¹⁾
(Dollars in thousands)

	For the Six Months Ended					
	June 30, 2018			June 30, 2017		
	Average Balance	Interest	Rate	Average Balance	Interest	Rate
Earning Assets						
Securities:						
Taxable	\$ 1,847,858	\$ 23,847	2.60%	\$ 1,483,087	\$ 16,852	2.29%
Nontaxable ⁽¹⁾	448,743	9,067	4.07	635,168	15,709	4.99
Total securities	2,296,601	32,914	2.89	2,118,255	32,561	3.10
Interest bearing deposits with the Federal Reserve Bank and other banks and other short-term investments						
Federal funds sold	—	—	—	791	3	0.76
Loans: ⁽²⁾						
Commercial and commercial real estate ⁽¹⁾	5,158,483	134,114	5.24	3,818,689	92,825	4.90
Residential mortgage	663,711	14,413	4.38	639,902	13,192	4.16
Agricultural and agricultural real estate ⁽¹⁾	528,093	12,854	4.91	485,665	11,361	4.72
Consumer	475,731	17,852	7.57	427,015	16,342	7.72
Fees on loans		4,420	—		3,430	—
Less: allowance for loan losses	(57,577)	—	—	(54,803)	—	—
Net loans	6,768,441	183,653	5.47	5,316,468	137,150	5.20
Total earning assets	9,238,391	217,742	4.75%	7,544,609	170,268	4.55%
Nonearning Assets	965,670			739,072		
Total Assets	\$ 10,204,061			\$ 8,283,681		
Interest Bearing Liabilities						
Savings	\$ 4,554,484	\$ 9,326	0.41%	\$ 3,859,730	\$ 4,610	0.24%
Time, \$100,000 and over	430,309	1,842	0.86	349,789	1,452	0.84
Other time deposits	544,820	2,581	0.96	481,736	1,831	0.77
Short-term borrowings	150,171	815	1.09	194,272	227	0.24
Other borrowings	271,391	7,066	5.25	282,948	6,884	4.91
Total interest bearing liabilities	5,951,175	21,630	0.73%	5,168,475	15,004	0.59%
Noninterest Bearing Liabilities						
Noninterest bearing deposits	3,107,552			2,282,642		
Accrued interest and other liabilities	68,313			59,989		
Total noninterest bearing liabilities	3,175,865			2,342,631		
Stockholders' Equity	1,077,021			772,575		
Total Liabilities and Stockholders' Equity	\$ 10,204,061			\$ 8,283,681		
Net interest income, fully tax-equivalent (non-GAAP)⁽¹⁾		\$ 196,112			\$ 155,264	
Net interest spread⁽¹⁾			4.02%			3.96%
Net interest income, fully tax-equivalent (non-GAAP) to total earning assets⁽³⁾			4.28%			4.15%
Interest bearing liabilities to earning assets	64.42%			68.51%		
Reconciliation of Annualized Net Interest Margin, Fully Tax-Equivalent (non-GAAP)⁽³⁾						
Net interest income, fully tax-equivalent (non-GAAP)		\$ 196,112			\$ 155,264	
Adjustments for tax-equivalent interest ⁽¹⁾		(3,119)			(7,656)	
Net interest income (GAAP)		\$ 192,993			\$ 147,608	
Average Earning Assets	\$ 9,238,391			\$ 7,544,609		
Annualized net interest margin (GAAP)			4.21%			3.95%
Annualized net interest margin, fully tax-equivalent (non-GAAP)			4.28%			4.15%

(1) Computed on a tax-equivalent basis using an effective tax rate of 21% beginning January 1, 2018, and 35% for all prior periods.

(2) Nonaccrual loans are included in the average loans outstanding.

(3) Annualized net interest margin, fully tax-equivalent is a non-GAAP measure, which adjusts net interest income for the tax-favored status of certain loans and securities. Management believes this measure enhances the comparability of net interest income arising from taxable and tax-exempt sources. This measure should not be considered a substitute for operating results determined in accordance with GAAP.

Provision For Loan Losses

The allowance for loan losses is established through provision expense to provide, in Heartland management's opinion, an appropriate allowance for loan losses. The provision for loan losses increased \$3.9 million to \$4.8 million for the second quarter of 2018 compared to \$889,000 for the second quarter of 2017. For the first six months of 2018, provision expense totaled \$9.1 million compared to \$4.5 million for the same period in 2017, which was an increase of \$4.6 million. The provision expense for the second quarter of 2018 includes \$2.1 million of specific reserves related to updated collateral values on two agricultural relationships and two commercial relationships. The remaining increase is attributable to a combination of factors, including higher loan growth, acquired loans moving out of the purchased accounting pools and general changes in credit quality.

Given the size of Heartland's loan portfolio, the level of organic loan growth, acquired loans that move out of the purchase accounting pool, changes in credit quality and the variability that can occur in the factors considered when determining the appropriateness of the allowance for loan losses, Heartland's provision for loan losses will vary from quarter to quarter. For additional details on the specific factors considered in establishing the allowance for loan losses, refer to the discussion of critical accounting policies set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Heartland's Annual Report on Form 10-K for the year ended December 31, 2017, and the information under the caption "Allowance For Loan Losses" in Item 2 of this Quarterly Report on Form 10-Q and Note 5 to the consolidated financial statements included herein.

Heartland believes the allowance for loan losses as of June 30, 2018, was at a level commensurate with the overall risk exposure of the loan portfolio. However, if economic conditions should deteriorate, certain borrowers may experience difficulty and the level of nonperforming loans, charge-offs and delinquencies could rise and require further increases in the provision for loan losses.

Noninterest Income

The tables below show Heartland's noninterest income for the three- and six-month periods ended June 30, 2018, and 2017, in thousands:

	Three Months Ended June 30,		Change	% Change
	2018	2017		
Service charges and fees	\$ 12,072	\$ 9,696	\$ 2,376	25 %
Loan servicing income	1,807	1,351	456	34
Trust fees	4,615	3,979	636	16
Brokerage and insurance commissions	877	976	(99)	(10)
Securities gains/(losses), net	(259)	1,392	(1,651)	(119)
Unrealized gain on equity securities, net	71	—	71	100
Net gains on sale of loans held for sale	6,800	6,817	(17)	—
Valuation adjustment on servicing rights	(216)	19	(235)	(1,237)
Income on bank owned life insurance	700	656	44	7
Other noninterest income	1,167	738	429	58
Total noninterest income	\$ 27,634	\$ 25,624	\$ 2,010	8 %

	Six Months Ended June 30,		Change	% Change
	2018	2017		
Service charges and fees	\$ 22,151	\$ 19,153	\$ 2,998	16 %
Loan servicing income	3,561	3,075	486	16
Trust fees	9,295	7,610	1,685	22
Brokerage and insurance commissions	1,784	2,012	(228)	(11)
Securities gains/(losses), net	1,182	3,874	(2,692)	(69)
Unrealized gain on equity securities, net	43	—	43	100
Net gains on sale of loans held for sale	10,851	12,964	(2,113)	(16)
Valuation adjustment on servicing rights	(218)	24	(242)	(1,008)
Income on bank owned life insurance	1,314	1,273	41	3
Other noninterest income	2,387	1,532	855	56
Total noninterest income	\$ 52,350	\$ 51,517	\$ 833	2 %

Noninterest income totaled \$27.6 million during the second quarter of 2018 compared to \$25.6 million during the second quarter of 2017, an increase of \$2.0 million or 8%. This increase reflected higher service charges and fees, loan servicing income and trust fees, which were partially offset by decreased net securities gains. For the six-month period ended June 30, noninterest income totaled \$52.4 million during 2018 compared to \$51.5 million during 2017, an increase of \$833,000 or 2%. For the six-month period ended June 30, 2018, increases in service charges and fees, trust fees and other noninterest income were offset by decreases in net securities gains and net gains on sale of loans held for sale.

Service Charges and Fees

The following tables summarize the changes in service charges and fees for the three- and six-month periods ended June 30, 2018, and 2017, in thousands:

	Three Months Ended June 30,		Change	% Change
	2018	2017		
Service charges and fees on deposit accounts	\$ 2,794	\$ 2,265	\$ 529	23%
Overdraft fees	2,518	2,278	240	11
Customer service fees	87	65	22	34
Credit card fee income	2,992	2,185	807	37
Debit card income	3,680	2,902	778	27
Other service charges	1	1	—	—
Total service charges and fees	\$ 12,072	\$ 9,696	\$ 2,376	25%

	Six Months Ended June 30,		Change	% Change
	2018	2017		
Service charges and fees on deposit accounts	\$ 5,412	\$ 4,425	\$ 987	22%
Overdraft fees	4,726	4,471	255	6
Customer service fees	164	115	49	43
Credit card fee income	5,182	4,218	964	23
Debit card income	6,665	5,922	743	13
Other service charges	2	2	—	—
Total service charges and fees	\$ 22,151	\$ 19,153	\$ 2,998	16%

Service charges and fees increased \$2.4 million or 25% to \$12.1 million during the second quarter of 2018 compared to \$9.7 million during the second quarter of 2017 and \$3.0 million or 16% to \$22.2 million during the first six months of 2018 compared to \$19.2 million for the first six months of 2017. Service charges and fees on deposit accounts increased \$529,000 or 23% to \$2.8 million for the second quarter of 2018 compared to \$2.3 million for the second quarter of 2017, and for the six months ended June 30, 2018, service charges and fees on deposit accounts increased \$987,000 or 22% to \$5.4 million from \$4.4 million recorded in the same period in 2017. These increases were primarily attributable to a larger demand deposit customer base, a portion of which is attributable to the acquisitions completed in 2017 and the first half of 2018. Fees associated with credit card services were \$3.0 million during the second quarter of 2018 compared to \$2.2 million during the second quarter of 2017, an increase of \$807,000 or 37%. For the six months ended June 30, 2018, credit card fee income increased \$964,000 or 23% to \$5.2 million from \$4.2 million recorded in the first six months of 2017. These increases resulted primarily from efforts to increase the level of commercial credit card services provided at Heartland's subsidiary banks, including at the recently acquired banks. Heartland has focused on expanding its card payment solutions for businesses. In particular, Heartland has introduced an expense management service that provides business customers the ability to more efficiently manage their card-based spending. Debit card income increased \$778,000 or 27% to \$3.7 million for the second quarter of 2018 compared to \$2.9 million for the second quarter of 2017. For the six-month periods ended June 30, 2018, and 2017, debit card income totaled \$6.7 million and \$5.9 million, respectively, which was an increase of \$743,000 or 13%. The increases in debit card income were primarily attributable to the larger customer base, including customers from recent acquisitions.

Loan Servicing Income

The following tables show the changes in loan servicing income for the three- and six-month periods ended June 30, 2018, and 2017, in thousands:

	Three Months Ended June 30,		Change	% Change
	2018	2017		
Commercial and agricultural loan servicing fees ⁽¹⁾	\$ 924	\$ 604	\$ 320	53 %
Residential mortgage servicing fees	2,390	3,215	(825)	(26)
Mortgage servicing rights amortization	(1,507)	(2,468)	961	39
Total loan servicing income	\$ 1,807	\$ 1,351	\$ 456	34 %

	Six Months Ended June 30,		Change	% Change
	2018	2017		
Commercial and agricultural loan servicing fees ⁽¹⁾	\$ 1,673	\$ 1,418	\$ 255	18 %
Residential mortgage servicing fees	4,640	6,387	(1,747)	(27)
Mortgage servicing rights amortization	(2,752)	(4,730)	1,978	42
Total loan servicing income	\$ 3,561	\$ 3,075	\$ 486	16 %

(1) Includes servicing fees for commercial, commercial real estate, agricultural and agricultural real estate loans.

Loan servicing income includes the fees collected for the servicing of commercial, agricultural, and mortgage loans, which are dependent upon the aggregate outstanding balances of these loans, rather than quarterly production and sale of these loans. Loan servicing income totaled \$1.8 million during the second quarter of 2018 compared to \$1.4 million during the second quarter of 2017, an increase of \$456,000 or 34%. On a six-month comparative basis, loan servicing income totaled \$3.6 million during 2018 compared to \$3.1 million during 2017, an increase of \$486,000 or 16%. Heartland's residential mortgage loan servicing portfolio totaled \$4.16 billion at June 30, 2018, compared to \$4.34 billion at June 30, 2017, which was a decrease of \$182.1 million or 4%. The decrease in the servicing portfolio was primarily related to the sale in the third quarter of 2017 of the GNMA servicing portfolio, which contained loans with an unpaid principal balance of approximately \$773.9 million. The decrease was partially offset by Heartland's acquisition of the right to service mortgage loans totaling \$640.7 million, which had a fair value of \$7.0 million, with the FBLB transaction that closed on May 18, 2018.

Net Gains on Sale of Loans Held for Sale

The following table shows the activity related to the net gains on sales of loans held for sale during the three- and six-month periods ended June 30, 2018, and 2017, in thousands:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Total residential mortgage loan applications	\$ 341,978	\$ 308,113	\$ 576,803	\$ 556,727
Residential mortgage loans originated	\$ 225,563	\$ 216,637	\$ 375,331	\$ 378,488
Residential mortgage loans sold	\$ 201,808	\$ 180,296	\$ 329,771	\$ 352,817
Net gains on sale of residential mortgage loans	\$ 6,646	\$ 6,628	\$ 10,700	\$ 12,575
Net gain/(loss) on sale of other commercial, agricultural and consumer loans ⁽¹⁾	\$ 154	\$ 189	\$ 151	\$ 389
Percentage of residential mortgage loans originated for refinancing	20%	25%	27%	30%

(1) Includes net gains on sale of commercial loans and leases, commercial real estate loans, agricultural and agricultural real estate loans and consumer loans

During the first six months of 2018, net gains on sale of loans held for sale totaled \$10.9 million compared to \$13.0 million during the same period in 2017, a decrease of \$2.1 million or 16%. These gains result primarily from the gain or loss on sales of mortgage loans into the secondary market, related fees and fair value marks on the associated derivatives. The percentage of residential mortgage loans that represented refinancings was 20% during the second quarter of 2018 compared to 25% in the second quarter of 2017. For the six months ended June 30, 2018, mortgage loan refinancings were 27% of the originations compared to 30% during the first six months of 2017.

Securities Gains/Losses, Net

Securities losses, net, totaled \$259,000 for the second quarter of 2018 compared to net securities gains of \$1.4 million for the second quarter of 2017, which was a decrease of \$1.7 million or 119%. For the first six months of 2018, securities gains, net, totaled \$1.2 million compared to \$3.9 million during the first six months of 2017, a decrease of \$2.7 million or 69%. Heartland's net unrealized loss on securities available for sale totaled \$60.9 million at June 30, 2018, compared to \$36.4 million at June 30, 2017. The increase in the unrealized loss on securities available for sale was primarily due to increases in short-term interest rates, which have caused a decline in the fair value of Heartland's available for sale securities.

Trust Fees

Trust fees totaled \$4.6 million and \$4.0 million for the quarters ended June 30, 2018, and 2017, respectively, which was an increase of \$636,000 or 16%. For the six month comparative period, trust fees totaled \$9.3 million in 2018 compared to \$7.6 million in 2017, which was increase of \$1.7 million or 22%. Trust fee income is primarily based on the market value of the assets under management, which totaled \$2.44 billion at June 30, 2018, compared to \$2.31 billion at December 31, 2017, and \$2.10 billion at June 30, 2017.

Other Noninterest Income

Other noninterest income totaled \$1.2 million for the second quarter of 2018 compared to \$738,000 for the second quarter of 2017, an increase of \$429,000 or 58%. Included in this increase was \$174,000 of reimbursements from customers for loan workout expenses that had been incurred in prior years. For the six-month comparative period, other noninterest income totaled \$2.4 million in 2018 compared to \$1.5 million in 2017, an increase of \$855,000 or 56%. Income from customer swaps totaled \$504,000 during the first six months of 2018 compared to \$202,000 during the first six months of 2017, which was an increase of \$302,000. Heartland has had more commercial loan customers enter into interest rate swaps for protection from rising interest rates. The remaining increase in other noninterest income for the three-and six-month periods ended June 30, 2018, was primarily attributable to recent acquisitions.

Noninterest Expenses

The tables below show Heartland's noninterest expenses for the three- and six-month periods ended June 30, 2018 and 2017, in thousands:

	Three Months Ended June 30,			
	2018	2017	Change	% Change
Salaries and employee benefits	\$ 50,758	\$ 41,126	\$ 9,632	23 %
Occupancy	6,315	5,056	1,259	25
Furniture and equipment	3,184	2,586	598	23
Professional fees	9,948	7,583	2,365	31
FDIC insurance assessments	684	909	(225)	(25)
Advertising	2,145	1,359	786	58
Core deposit intangibles and customer relationship intangibles amortization	2,274	1,218	1,056	87
Other real estate and loan collection expenses	948	365	583	160
(Gain)/loss on sales/valuations of assets, net	1,528	(112)	1,640	1,464
Restructuring expenses	—	—	—	—
Other noninterest expenses	11,098	9,208	1,890	21
Total noninterest expenses	\$ 88,882	\$ 69,298	\$ 19,584	28 %

	Six Months Ended June 30,			
	2018	2017	Change	% Change
Salaries and employee benefits	\$ 99,468	\$ 82,893	\$ 16,575	20 %
Occupancy	12,358	10,129	2,229	22
Furniture and equipment	5,933	5,087	846	17
Professional fees	18,407	15,892	2,515	16
FDIC insurance assessments	1,673	1,716	(43)	(3)
Advertising	4,085	3,783	302	8
Core deposit intangibles and customer relationship intangibles amortization	4,137	2,389	1,748	73
Other real estate and loan collection expenses	1,680	1,193	487	41
(Gain)/loss on sales/valuations of assets, net	1,331	300	1,031	344
Restructuring expenses	2,564	—	2,564	100
Other noninterest expenses	20,892	17,656	3,236	18
Total noninterest expenses	\$ 172,528	\$ 141,038	\$ 31,490	22 %

For the second quarter of 2018, noninterest expenses totaled \$88.9 million compared to \$69.3 million during the second quarter of 2017, an increase of \$19.6 million or 28%. For the first six months of 2018, noninterest expenses totaled \$172.5 million compared to \$141.0 million during the first six months of 2017, an increase of \$31.5 million or 22%. The most significant increases for the quarterly and six month periods were related to salaries and employee benefits, professional fees, other real estate and loan collection expenses, and net gains/losses on sales/valuations of assets. The increases in occupancy, furniture and equipment, advertising, core deposit intangibles and customer relationship intangibles amortization and other noninterest expenses were primarily related to the recent acquisitions.

Salaries and Employee Benefits

The largest component of noninterest expenses, salaries and employee benefits, increased \$9.6 million or 23% during the second quarter of 2018 as compared to the same quarter in 2017. The increase is primarily attributable to the additional salaries and employee benefits for employees of banks acquired in 2018 and 2017. When comparing the first six months of 2018 to the same period in 2017, salaries and employee benefits increased \$16.6 million or 20%. Heartland had total full-time equivalent employees of 2,216 on June 30, 2018, compared to 1,862 on June 30, 2017.

Professional Fees

Professional fees for the second quarter of 2018 totaled \$9.9 million compared to \$7.6 million for the same quarter of 2017, which was an increase of \$2.4 million or 31%. For the six months ended June 30, 2018, professional fees totaled \$18.4 million compared to \$15.9 million, which was an increase of \$2.5 million or 16%. The increase for quarterly and six-month periods is primarily attributable to professional fees incurred at the entities acquired in 2018, model validation expenses, and higher advisory services associated with the increased regulatory environment associated with having assets over \$10 billion.

Gain/Loss on Sales/Valuations of Assets, Net

For the second quarter of 2018, gain/loss on sales/valuations of assets, net, totaled a loss of \$1.5 million compared to a gain of \$112,000 for the same quarter in 2017, which is a decrease of \$1.6 million. For the first six months of 2018, loss on sales/valuations of assets, net, increased \$1.0 million to \$1.3 million compared to \$300,000 recorded in the same period in 2017. In the second quarter of 2018, losses and write-downs of \$993,000 were recorded on repossessed assets, which included write-downs and losses of \$707,000 related to four other real estate transactions, and a loss of \$150,000 was recorded in conjunction with the scheduled sale of a bank branch.

Restructuring Expenses

In the first quarter 2018, Heartland recorded \$2.6 million of restructuring expenses related to its mortgage lending operation. The restructuring projects, which are nearing completion, are primarily related to outsourcing the loan application processing, underwriting and loan closing functions. The restructuring expenses consist of severance and retention costs related to the workforce reduction and contract buyouts associated with the discontinued use of several current systems.

Efficiency Ratio

One of Heartland's top priorities is to improve its efficiency ratio, on a fully tax-equivalent basis, by reducing it to 65% or less. During the second quarter of 2018, Heartland's efficiency ratio, on a fully tax-equivalent basis, was 65.04% in comparison with 65.61% during the second quarter of 2017. For the six-month period ended June 30, 2018, the efficiency ratio on a fully tax-equivalent basis decreased by 122 basis points to 66.53% when compared to the same six-month period in 2017. Heartland's efficiency ratio will vary from quarter to quarter as a result of merger and acquisition activities and also from the seasonality and related revenue and expense timing differences that are inherent in the residential mortgage business. After completion, the restructuring projects related to the mortgage lending operation should have a positive impact on the efficiency ratio.

Income Taxes

Heartland's effective tax rate was 21.09% for the second quarter of 2018 compared to 26.85% for the second quarter of 2017. Heartland's effective tax rate was affected by the passage of the Tax Cuts and Jobs Act in December 2017, which reduced the federal income tax rate from a maximum of 35% to 21%. Federal low-income housing tax credits totaling \$307,000 reduced Heartland's income taxes during the second quarter of 2018. For the second quarter of 2017, federal low-income housing tax credits totaling \$310,000 and solar energy tax credits totaling \$270,000 reduced Heartland's income taxes. Also included in the second quarter of 2017 tax computation was a state tax credit of \$830,000 related to a partnership investment in a historic rehabilitation tax credit project.

Heartland's effective tax rate was 19.73% for the first six months of 2018 compared to 25.37% for the first six months of 2017. Federal low-income housing tax credits totaling \$614,000 were included in the determination of Heartland's income taxes for both six-month periods ended June 30. Solar energy tax credits totaling \$270,000 were included in the determination of Heartland's income taxes during the first six months of 2017. Heartland's effective tax rate for the six months ended June 30, 2017, was impacted by the state tax credit referenced above. The level of tax-exempt interest income, as a percentage of pre-tax income, was 18.41% during the first six months of 2018 compared to 26.55% during the first six months of 2017.

Heartland's income taxes included a tax benefit of \$660,000 and \$1.0 million for the six-month periods ended June 30, 2018, and 2017, respectively, resulting from the vesting of outstanding restricted stock unit awards and options. The majority of Heartland's restricted stock unit awards vest in the first quarter of each year.

FINANCIAL CONDITION

Total assets of Heartland were \$11.30 billion at June 30, 2018, an increase of \$1.49 billion or 15% since year-end 2017. Excluding \$427.1 million of assets acquired at fair value in the Signature Bancshares Inc., transaction and \$1.12 billion of assets acquired at fair value in the FBLB transaction, total assets decreased \$53.1 million or 1% since December 31, 2017. The decrease in assets was primarily due to a reduction in the securities portfolio, which represented 22% and 25% of total assets at June 30, 2018, and December 31, 2017, respectively.

Lending Activities

Heartland has certain lending policies and procedures in place that are designed to provide for an acceptable level of credit risk. The board of directors reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management and the board with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies, nonperforming loans and potential problem loans.

The commercial and commercial real estate loan portfolio includes a wide range of business loans, including lines of credit for working capital and operational purposes and term loans for the acquisition of equipment and real estate. Although most loans are made on a secured basis, loans may be made on an unsecured basis if warranted by the overall financial condition of the borrower. Terms of commercial business loans generally range from one to five years. Commercial loans are primarily made based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. The collateral that Heartland requires for most of these loans is based upon the discounted market value of the collateral. The primary repayment risks of commercial loans are that the cash flow of the borrowers may be unpredictable, and the collateral securing these loans may fluctuate in value. Heartland seeks to minimize these risks in a variety of ways. The underwriting analysis includes credit verification, analysis of global cash flows, appraisals and a review of the financial condition of the borrower. Personal guarantees are frequently required as a tertiary form of repayment. In addition, when underwriting loans for commercial real estate, careful consideration is given to the property's operating history, future operating projections, current and projected occupancy, location and physical condition. Heartland also utilizes government guaranteed lending through the U.S. Small Business Administration and the U.S. Department of Agriculture's Rural Development Business and Industry Program to assist customers with longer-term funding and to reduce risk.

Agricultural loans, many of which are secured by crops, machinery and real estate, are provided to finance capital improvements and farm operations as well as acquisitions of livestock and machinery. Agricultural loans present unique credit risks relating to adverse weather conditions, loss of livestock due to disease or other reasons, declines in market prices for agricultural products and the impact of government regulations. The ultimate repayment of agricultural loans is dependent upon the profitable operation or management of the agricultural entity. In underwriting agricultural loans, lending personnel work closely with their customers to review budgets and cash flow projections for crop production for the ensuing year. These budgets and cash flow projections are monitored closely during the year and reviewed with the customers at least annually. Lending personnel also work closely with governmental agencies, including the Farm Service Agency, to help agricultural customers obtain credit enhancement products such as loan guarantees or interest assistance.

Heartland originates first-lien, adjustable-rate and fixed-rate, one-to-four-family residential real estate loans for the construction, purchase or refinancing of a single family residential property. These loans are principally collateralized by owner-occupied properties and are amortized over 10 to 30 years. Heartland typically sells longer-term, low-rate, residential mortgage loans in the secondary market with servicing rights retained. This practice allows Heartland to better manage interest rate risk and liquidity risk. The Heartland bank subsidiaries participate in lending programs sponsored by U.S. government agencies such as Veterans Administration and Federal Home Administration when justified by market conditions.

Consumer lending includes motor vehicle, home improvement, home equity and small personal credit lines. Consumer loans typically have shorter terms, lower balances, higher yields and higher risks of default than one-to-four-family residential mortgage loans. Consumer loan collections are dependent on the borrower's continuing financial stability, and are therefore more likely to be affected by adverse personal circumstances. Risk is reduced through underwriting criteria, which include credit verification, appraisals, a review of the borrower's financial condition, and personal cash flows. A security interest, with title insurance when necessary, is taken in the underlying real estate.

Total loans held to maturity were \$7.48 billion at June 30, 2018, compared to \$6.39 billion at year-end 2017, an increase of \$1.09 billion or 17%. This change includes \$324.5 million of total loans held to maturity acquired at fair value in the Signature Bancshares, Inc. transaction and \$681.1 million of total loans held to maturity acquired at fair value in the FBLB transaction. Exclusive of these transactions, total loans held to maturity increased \$80.7 million or 3% annualized since year-end 2017. Price competition for quality loans remains intense, and Heartland remains committed to its pricing strategy, disciplined credit approach and emphasis on the client relationship.

The table below presents the composition of the loan portfolio as of June 30, 2018, and December 31, 2017, in thousands:

LOAN PORTFOLIO	June 30, 2018		December 31, 2017	
	Amount	Percent	Amount	Percent
Loans receivable held to maturity:				
Commercial	\$ 2,034,240	27.20%	\$ 1,646,606	25.76%
Commercial real estate	3,686,898	49.29	3,163,269	49.48
Agricultural and agricultural real estate	562,353	7.52	511,588	8.00
Residential mortgage	683,051	9.13	624,279	9.76
Consumer	512,899	6.86	447,484	7.00
Gross loans receivable held to maturity	7,479,441	100.00%	6,393,226	100.00%
Unearned discount	(1,420)		(556)	
Deferred loan fees	(324)		(1,206)	
Total net loans receivable held to maturity	7,477,697		6,391,464	
Allowance for loan losses	(61,324)		(55,686)	
Loans receivable, net	\$ 7,416,373		\$ 6,335,778	

Loans secured by real estate, either fully or partially, totaled \$4.87 billion or 65% of gross loans at June 30, 2018. Exclusive of purchase accounting valuations and the loans acquired in the second quarter of 2018, 50% of the properties securing non-farm, nonresidential real estate loans are owner occupied. The largest categories of Heartland's loans secured by real estate at June 30, 2018, and December 31, 2017, are listed below, in thousands:

LOANS SECURED BY REAL ESTATE

	June 30, 2018	December 31, 2017
Residential real estate, excluding residential construction and residential lot loans	\$ 1,133,266	\$ 1,080,066
Industrial, manufacturing, business and commercial	882,348	935,614
Agriculture	260,684	256,452
Retail	386,887	348,749
Office	418,676	356,782
Land development and lots	160,362	162,273
Hotel, resort and hospitality	184,418	167,396
Multi-family	226,494	211,862
Food and beverage	101,342	108,977
Warehousing	173,815	125,372
Health services	156,176	155,529
Residential construction	139,423	134,848
All other	207,040	187,508
Loans acquired in the quarter	461,863	—
Purchase accounting valuations	(27,047)	(25,331)
Total loans secured by real estate	\$ 4,865,747	\$ 4,206,097

Allowance For Loan Losses

The process utilized by Heartland to determine the appropriateness of the allowance for loan and losses is considered a critical accounting practice for Heartland and has remained consistent over the past several years. The allowance for loan losses represents management's estimate of identified and unidentified probable losses in the existing loan portfolio. For additional details on the specific factors considered in determining the allowance for loan losses, refer to the critical accounting policies section of Heartland's Annual Report on Form 10-K for the year ended December 31, 2017.

Nonperforming loans were \$69.4 million or 0.93% of total loans at June 30, 2018, compared to \$63.4 million or 0.99% of total loans at December 31, 2017. At June 30, 2018, approximately \$34.4 million or 50% of Heartland's nonperforming loans had individual loan balances exceeding \$1.0 million and represented loans to fourteen borrowers. At June 30, 2018, and December

31, 2017, Heartland had \$9.3 million and \$13.5 million, respectively, of nonperforming residential real estate loans that were repurchased under various GNMA or other guaranteed loan programs. The portion of Heartland's nonperforming nonresidential real estate loans covered by government guarantees totaled \$6.3 million at June 30, 2018, compared to \$3.0 million at December 31, 2017.

The allowance for loan losses was 0.82% and 0.87% of loans at June 30, 2018 and December 31, 2017, respectively, and 88.32% and 87.82% of nonperforming loans at June 30, 2018, and December 31, 2017, respectively. Excluding the acquired loans covered by the valuation reserves, the ratio of the allowance for loan losses to outstanding loans was 1.13% at both June 30, 2018, and December 31, 2017. At June 30, 2018, valuation reserves totaled \$53.6 million and covered \$2.16 billion of acquired loans. At December 31, 2017, valuation reserves totaled \$36.4 million and covered \$1.51 billion of acquired loans. Loans delinquent 30 to 89 days as a percent of total loans was 0.30% at June 30, 2018, in comparison with 0.27% at December 31, 2017.

The table below presents the changes in the allowance for loan losses during the three- and six- month periods ended June 30, 2018 and 2017, in thousands:

ANALYSIS OF ALLOWANCE FOR LOAN LOSSES

	Three Months Ended June 30,	
	2018	2017
Balance at beginning of period	\$ 58,656	\$ 54,999
Provision for loan losses	4,831	889
Recoveries on loans previously charged off	1,001	929
Charge-offs on loans	(3,164)	(2,766)
Balance at end of period	<u>\$ 61,324</u>	<u>\$ 54,051</u>
Annualized ratio of net charge offs to average loans	0.12%	0.14%

	Six Months Ended June 30,	
	2018	2017
Balance at beginning of period	\$ 55,686	\$ 54,324
Provision for loan losses	9,094	4,530
Recoveries on loans previously charged off	1,932	1,681
Charge-offs on loans	(5,388)	(6,484)
Balance at end of period	<u>\$ 61,324</u>	<u>\$ 54,051</u>
Annualized ratio of net charge offs to average loans	0.10%	0.18%

The table below presents the amounts of nonperforming loans and other nonperforming assets on the dates indicated, in thousands:

NONPERFORMING ASSETS

	June 30,		December 31,	
	2018	2017	2017	2016
Nonaccrual loans	\$ 69,376	\$ 65,393	\$ 62,581	\$ 64,299
Loans contractually past due 90 days or more	54	698	830	86
Total nonperforming loans	69,430	66,091	63,411	64,385
Other real estate	11,074	9,269	10,777	9,744
Other repossessed assets	499	675	411	663
Total nonperforming assets	<u>\$ 81,003</u>	<u>\$ 76,035</u>	<u>\$ 74,599</u>	<u>\$ 74,792</u>
Performing troubled debt restructured loans ⁽¹⁾	\$ 4,012	\$ 11,157	\$ 6,617	\$ 10,380
Nonperforming loans to total loans	0.93%	1.24%	0.99%	1.20%
Nonperforming assets to total loans plus repossessed property	1.08%	1.43%	1.17%	1.39%
Nonperforming assets to total assets	0.72%	0.93%	0.76%	0.91%

(1) Represents accruing troubled debt restructured loans performing according to their restructured terms.

The schedules below summarize the changes in Heartland's nonperforming assets during the three- and six-month periods of 2018, in thousands:

	Nonperforming Loans	Other Real Estate Owned	Other Reposessed Assets	Total Nonperforming Assets
March 31, 2018	\$ 64,828	\$ 11,801	\$ 423	\$ 77,052
Loan foreclosures	(1,387)	1,387	—	—
Net loan charge-offs	(2,163)	—	—	(2,163)
Acquired nonperforming assets	7,594	379	—	7,973
New nonperforming loans	16,254	—	—	16,254
Reduction of nonperforming loans ⁽¹⁾	(15,696)	—	—	(15,696)
OREO/Reposessed assets sales proceeds	—	(1,514)	(27)	(1,541)
OREO/Reposessed assets writedowns, net	—	(979)	(14)	(993)
Net activity at Citizens Finance Co.	—	—	117	117
June 30, 2018	\$ 69,430	\$ 11,074	\$ 499	\$ 81,003

	Nonperforming Loans	Other Real Estate Owned	Other Reposessed Assets	Total Nonperforming Assets
December 31, 2017	\$ 63,411	\$ 10,777	\$ 411	\$ 74,599
Loan foreclosures	(2,326)	2,264	62	—
Net loan charge-offs	(3,456)	—	—	(3,456)
Acquired nonperforming assets	9,246	1,186	—	10,432
New nonperforming loans	24,800	—	—	24,800
Reduction of nonperforming loans ⁽¹⁾	(22,245)	—	—	(22,245)
OREO/Reposessed assets sales proceeds	—	(2,162)	(36)	(2,198)
OREO/Reposessed assets writedowns, net	—	(991)	(18)	(1,009)
Net activity at Citizens Finance Co.	—	—	80	80
June 30, 2018	\$ 69,430	\$ 11,074	\$ 499	\$ 81,003

(1) Includes principal reductions and transfers to performing status.

Securities

The composition of Heartland's securities portfolio is managed to maximize the return on the portfolio while considering the impact it has on Heartland's asset/liability position and liquidity needs. Securities represented 22% and 25% of total assets at June 30, 2018, and December 31, 2017, respectively. Total securities carried at fair value as of June 30, 2018, were \$2.20 billion, a decrease of \$19.6 million or 1% from \$2.22 billion at December 31, 2017.

The table below presents the composition of the securities portfolio, including securities carried at fair value, held to maturity securities and other, by major category, as of June 30, 2018, and December 31, 2017, in thousands:

SECURITIES PORTFOLIO COMPOSITION

	June 30, 2018		December 31, 2017	
	Amount	Percent	Amount	Percent
U.S. government corporations and agencies	\$ 20,188	0.82%	\$ 5,328	0.21%
Mortgage and asset-backed securities	1,783,731	72.27	1,753,736	70.35
Obligation of states and political subdivisions	620,535	25.14	694,565	27.86
Equity securities	16,934	0.69	16,674	0.67
Other securities	26,725	1.08	22,563	0.91
Total securities	<u>\$ 2,468,113</u>	<u>100.00%</u>	<u>\$ 2,492,866</u>	<u>100.00%</u>

The percentage of Heartland's securities portfolio comprised of mortgage and asset-backed securities was 72% at June 30, 2018, compared to 70% at December 31, 2017. Approximately 66% of Heartland's mortgage and asset-backed securities were issued by government-sponsored enterprises at June 30, 2018. Heartland's securities portfolio had an expected modified duration of 4.12 years as of June 30, 2018, compared to 4.71 years as of year-end 2017.

At June 30, 2018, Heartland had \$26.7 million of other securities, including capital stock in each Federal Home Loan Bank ("FHLB") of which each of its bank subsidiaries is a member. All of these securities were classified as other securities held at cost.

Deposits

Total deposits were \$9.49 billion as of June 30, 2018, compared to \$8.15 billion at year-end 2017, an increase of \$1.34 billion or 16%. This increase included \$357.3 million of deposits, at fair value, acquired in the Signature Bancshares, Inc. transaction and \$893.8 million of deposits acquired, at fair value, in the FBLB transaction. Exclusive of these transactions, total deposits increased \$91.1 million or 1% since December 31, 2017.

The table below presents the composition of Heartland's deposits by category as of June 30, 2018, and December 31, 2017, in thousands:

DEPOSITS	June 30, 2018		December 31, 2017	
	Amount	Percent	Amount	Percent
Demand	\$ 3,399,598	35.83%	\$ 2,983,128	36.62%
Savings	4,864,773	51.26	4,240,328	52.05
Time	1,224,773	12.91	923,453	11.33
Total	\$ 9,489,144	100.00%	\$ 8,146,909	100.00%

Demand deposits totaled \$3.40 billion at June 30, 2018, an increase of \$416.5 million or 14% since year-end 2017. Excluding \$299.0 million of demand deposits attributable to the Signature Bancshares, Inc. and FBLB transactions, demand deposits increased \$117.5 million or 4% since year-end 2017. Savings deposits increased \$624.4 million or 15% to \$4.86 billion at June 30, 2018, from \$4.24 billion at December 31, 2017. Excluding savings deposits of \$619.0 million acquired in the Signature Bancshares, Inc. and FBLB transactions, savings deposits increased \$5.4 million or less than 1% since year-end 2017. Time deposits increased \$301.3 million or 33% since year-end 2017, and exclusive of \$333.1 million of time deposits acquired in 2018, time deposits decreased \$31.8 million or 3% since December 31, 2017.

Short-Term Borrowings

Short-term borrowings, which Heartland defines as borrowings with an original maturity of one year or less, were as follows as of June 30, 2018, and December 31, 2017, in thousands:

	June 30, 2018	December 31, 2017
Securities sold under agreement to repurchase	\$ 105,130	\$ 107,957
Federal funds purchased	15,754	168,250
Advances from the FHLB	75,602	40,000
Notes payable to unaffiliated banks	25,000	—
Other short-term borrowings	8,404	8,484
Total	\$ 229,890	\$ 324,691

Short-term borrowings generally include federal funds purchased, securities sold under agreements to repurchase, short-term FHLB advances and discount window borrowings from the Federal Reserve Bank. These funding alternatives are utilized in varying degrees depending on their pricing and availability. All of Heartland's bank subsidiaries own FHLB stock in one of the Chicago, Dallas, Des Moines, San Francisco or Topeka FHLBs, enabling them to borrow funds from their respective FHLB for short-term or long-term purposes under a variety of programs. The amount of short-term borrowings of Heartland was \$229.9 million at June 30, 2018, compared to \$324.7 million at year-end 2017, a decrease of \$94.8 million or 29%.

All of the Heartland bank subsidiaries provide retail repurchase agreements to their customers as a cash management tool, which sweep excess funds from demand deposit accounts into these agreements. Although the aggregate balance of these retail repurchase agreements is subject to variation, the account relationships represented by these balances are principally local. The balances of

retail repurchase agreements were \$105.1 million at June 30, 2018, compared to \$108.0 million at December 31, 2017, a decrease of \$2.8 million or 3%.

Also included in short-term borrowings is a \$30.0 million revolving credit line agreement Heartland has with an unaffiliated bank, primarily to provide liquidity to Heartland. The borrowing capacity of this revolving credit line was increased from \$25.0 million to \$30.0 million on June 14, 2018. During the first six months of 2018, Heartland had advances of \$25.0 million on this line. The outstanding balance at June 30, 2018, was \$25.0 million compared to \$0 at December 31, 2017.

Other Borrowings

The outstanding balances of other borrowings, which Heartland defines as borrowings with an original maturity date of more than one year, are shown in the table below, net of discount and issuance costs amortization as of June 30, 2018, and December 31, 2017, in thousands:

	June 30, 2018	December 31, 2017
Advances from the FHLB	\$ 3,576	\$ 6,702
Wholesale repurchase agreements	10,000	30,000
Trust preferred securities	130,526	121,886
Senior notes	6,000	11,000
Note payable to unaffiliated bank	31,667	33,667
Contracts payable for purchase of real estate and other assets	1,849	1,881
Subordinated notes	74,071	74,000
Other borrowings	1,019	5,875
Total	\$ 258,708	\$ 285,011

As of June 30, 2018, the amount of other borrowings was \$258.7 million, a decrease of \$26.3 million or 9% since year-end 2017. The decrease since year-end 2017 was due to scheduled principal payments in accordance with the debt agreements. Heartland acquired \$5.9 million of subordinated debt in the Signature Bancshares, Inc. transaction and \$3.9 million of other debt with the FBLB transaction, which were paid off simultaneously with the closing of the respective transaction. In connection with the FBLB transaction, Heartland acquired \$8.2 million of trust preferred securities.

Heartland has a non-revolving credit facility with an unaffiliated bank, which provides a borrowing capacity of up to \$70.0 million. The borrowing capacity was reduced to \$70.0 million from \$75.0 million on June 14, 2018. At June 30, 2018, \$31.7 million was outstanding on this non-revolving credit line compared to \$33.7 million outstanding at December 31, 2017. The balance of the \$31.7 million note is due in April 2021. At June 30, 2018, Heartland had \$38.3 million available on this non-revolving credit facility, of which no balance was drawn.

A schedule of Heartland's trust preferred securities outstanding excluding deferred issuance costs, as of June 30, 2018, is as follows, in thousands:

	Amount Issued	Issuance Date	Interest Rate	Interest Rate as of 6/30/18 ⁽¹⁾	Maturity Date	Callable Date
Heartland Financial Statutory Trust IV	\$ 10,310	03/17/2004	2.75% over LIBOR	5.08% ⁽²⁾	03/17/2034	09/17/2018
Heartland Financial Statutory Trust V	20,619	01/27/2006	1.33% over LIBOR	3.68% ⁽³⁾	04/07/2036	10/07/2018
Heartland Financial Statutory Trust VI	20,619	06/21/2007	1.48% over LIBOR	3.82% ⁽⁴⁾	09/15/2037	09/15/2018
Heartland Financial Statutory Trust VII	20,619	06/26/2007	1.48% over LIBOR	3.78% ⁽⁵⁾	09/01/2037	09/01/2018
Morrill Statutory Trust I	8,947	12/19/2002	3.25% over LIBOR	5.59% ⁽⁶⁾	12/26/2032	09/26/2018
Morrill Statutory Trust II	8,587	12/17/2003	2.85% over LIBOR	5.18% ⁽⁷⁾	12/17/2033	09/17/2018
Sheboygan Statutory Trust I	6,396	09/17/2003	2.95% over LIBOR	5.28%	09/17/2033	09/17/2018
CBNM Capital Trust I	4,334	09/10/2004	3.25% over LIBOR	5.59%	12/15/2034	09/15/2018
Citywide Capital Trust III	6,355	12/19/2003	2.80% over LIBOR	5.16%	12/19/2033	10/23/2018
Citywide Capital Trust IV	4,209	09/30/2004	2.20% over LIBOR	4.53%	09/30/2034	08/23/2018
Citywide Capital Trust V	11,410	05/31/2006	1.54% over LIBOR	3.88%	07/25/2036	09/15/2018
OCGI Statutory Trust III	2,984	06/27/2002	3.65% over LIBOR	6.00% ⁽⁸⁾	09/30/2032	09/30/2018
OCGI Capital Trust IV	5,253	09/23/2004	2.50% over LIBOR	4.84% ⁽⁹⁾	12/15/2034	09/15/2018
	<u>\$ 130,642</u>					

(1) Effective weighted average interest rate as of June 30, 2018, was 5.76% due to interest rate swap transactions on the variable rate securities as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(2) Effective interest rate as of June 30, 2018, was 5.01% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(3) Effective interest rate as of June 30, 2018, was 4.69% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(4) Effective interest rate as of June 30, 2018, was 3.87% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(5) Effective interest rate as of June 30, 2018, was 3.83% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(6) Effective interest rate as of June 30, 2018, was 4.92% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(7) Effective interest rate as of June 30, 2018, was 4.51% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(8) Effective interest rate as of June 30, 2018, was 5.53% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

(9) Effective interest rate as of June 30, 2018, was 4.37% due to an interest rate swap transaction as discussed in Note 7 to Heartland's consolidated financial statements included herein.

CAPITAL REQUIREMENTS

The Federal Reserve Board, which supervises bank holding companies, has adopted capital adequacy guidelines that are used to assess the adequacy of capital of a bank holding company. The federal banking agencies implemented final rules ("Final Rules") to establish a new comprehensive regulatory capital framework with a phase-in period beginning on January 1, 2015, and ending on January 1, 2019. The Final Rules implemented the third installment of the Basel Accords ("Basel III") regulatory capital reforms and changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act"). The Final Rules substantially revised the regulatory risk-based capital rules applicable to Heartland. Under Basel III, Heartland must hold a conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer for 2018 is 1.875%.

The most recent notification from the FDIC categorized Heartland and each of its bank subsidiaries as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the categorization of any of these entities.

Heartland's capital ratios are calculated in accordance with Federal Reserve Board instructions and are required regulatory financial measures. The following table illustrates Heartland's capital ratios and the Federal Reserve Board's current capital adequacy guidelines for the dates indicated, in thousands:

	Total Capital (to Risk- Weighted Assets)	Tier 1 Capital (to Risk- Weighted Assets)	Common Equity Tier 1 (to Risk- Weighted Assets)	Tier 1 Capital (to Average Assets)
June 30, 2018	13.11%	11.54%	10.02%	9.79%
Minimum capital requirement	8.00%	6.00%	4.50%	4.00%
Well capitalized requirement	10.00%	8.00%	6.50%	5.00%
Minimum capital requirement, including fully-phased in capital conservation buffer (2019)	10.50%	8.50%	7.00%	N/A
Risk-weighted assets	\$ 8,657,828	\$ 8,657,828	\$ 8,657,828	N/A
Average Assets	N/A	N/A	N/A	\$ 10,210,093
December 31, 2017	13.45%	11.70%	10.07%	9.20%
Minimum capital requirement	8.00%	6.00%	4.50%	4.00%
Well capitalized requirement	10.00%	8.00%	6.50%	5.00%
Minimum capital requirement, including fully-phased in capital conservation buffer (2019)	10.50%	8.50%	7.00%	N/A
Risk-weighted assets	\$ 7,511,544	\$ 7,511,544	\$ 7,511,544	N/A
Average Assets	N/A	N/A	N/A	\$ 9,552,227

Retained earnings that could be available for the payment of dividends to Heartland from its banks totaled approximately \$275.3 million and \$242.3 million at June 30, 2018, and December 31, 2017, respectively, under the capital requirements to remain well capitalized. At June 30, 2018, and December 31, 2017, retained earnings that could be available for the payment of dividends under the most restrictive minimum capital requirements totaled \$449.2 million and \$392.5 million, respectively.

On July 29, 2016, Heartland filed a universal shelf registration statement with the SEC to register debt or equity securities. This shelf registration statement, which was effective immediately, provides Heartland with the ability to raise capital, subject to market conditions and SEC rules and limitations, if Heartland's board of directors decides to do so. This registration statement will permit Heartland, from time to time, in one or more public offerings, to offer debt securities, subordinated notes, common stock, preferred stock, rights or any combination of these securities. The amount of securities that may be offered is not specified in the registration statement, and the terms of any future offerings will be established at the time of the offering. In November 2016, Heartland offered and sold 1,379,690 shares of its common stock pursuant to this registration statement.

On February 23, 2018, Heartland completed the acquisition of Signature Bancshares, Inc., parent company of Signature Bank, based in Minnetonka, Minnesota. Based on Heartland's closing price of \$53.55 per share of common stock on February 23, 2018, the aggregate consideration was approximately \$61.4 million, which was paid by delivery of 1,000,843 shares of common stock and \$7.8 million of cash.

On May 18, 2018, Heartland completed the acquisition of Lubbock, Texas based First Bank Lubbock Bancshares, Inc., parent company of First Bank & Trust, and PrimeWest Mortgage Corporation, which is a wholly-owned subsidiary of First Bank & Trust. Based on Heartland's closing common stock price of \$55.05 per share on May 18, 2018, the aggregate consideration paid to FBLB common shareholders was \$189.9 million, with was paid by delivery of 3,350,664 shares of Heartland common stock and \$5.5 million of cash.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

Commitments and Contractual Obligations

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Heartland's bank subsidiaries evaluate the creditworthiness of customers to which

they extend a credit commitment on a case-by-case basis and may require collateral to secure any credit extended. The amount of collateral obtained is based upon management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment and income-producing commercial properties. Standby letters of credit and financial guarantees are conditional commitments issued by Heartland's bank subsidiaries to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. At June 30, 2018, and December 31, 2017, commitments to extend credit aggregated \$2.35 billion and \$1.96 billion, respectively. Standby letters of credit aggregated \$60.9 million at June 30, 2018, and \$55.5 million at December 31, 2017.

Contractual obligations and other commitments were disclosed in Heartland's Annual Report on Form 10-K for the year ended December 31, 2017. There have been no material changes in Heartland's contractual obligations and other commitments since that report was filed.

On a consolidated basis, Heartland maintains a large balance of short-term securities that, when combined with cash from operations, Heartland believes are adequate to meet its funding obligations.

At the parent company level, routine funding requirements consist primarily of dividends paid to stockholders, debt service on revolving credit arrangements and trust preferred securities issuances, repayment requirements under other debt obligations and payments for acquisitions. The parent company obtains the funding to meet these obligations from dividends paid by its bank subsidiaries and the issuance of debt and equity securities. On June 14, 2018, Heartland's revolving credit agreement with an unaffiliated bank was increased to \$30.0 million from \$25.0 million of maximum borrowing capacity. At June 30, 2018, \$25.0 million was outstanding. Heartland also has a non-revolving credit line with the same unaffiliated bank. At June 30, 2018, \$38.3 million was available on this non-revolving credit line. These credit agreements contain specific financial covenants, all of which Heartland complied with as of June 30, 2018.

The ability of Heartland to pay dividends to its stockholders is dependent upon dividends paid to Heartland by its subsidiaries. The bank subsidiaries are subject to statutory and regulatory restrictions on the amount they may pay in dividends. To maintain acceptable capital ratios at Heartland's bank subsidiaries, certain portions of their retained earnings are not available for the payment of dividends.

Heartland continues to explore opportunities to expand the size of its independent community banks. In the current banking industry environment, Heartland seeks these opportunities for growth through acquisitions. Heartland is primarily focused on possible acquisitions in the markets it currently serves, in which there would be an opportunity to increase market share, achieve efficiencies and provide greater convenience for current customers. However, Heartland may also pursue acquisitions in areas outside of its current geographic footprint. Future expenditures relating to expansion efforts, in addition to those identified above, cannot be estimated at this time.

Derivative Financial Instruments

Heartland enters into mortgage banking derivatives, which are classified as free standing derivatives. These derivatives include interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market and forward commitments for the future delivery of these loans. Heartland enters into forward commitments for the future delivery of residential mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of future interest rate changes on the commitments to fund these loans and on the residential mortgage loans held as available for sale. See Note 7 to the consolidated financial statements include in this Quarterly Report on Form 10-Q for additional information on Heartland's derivative financial instruments.

LIQUIDITY

Liquidity refers to Heartland's ability to maintain a cash flow that is adequate to meet maturing obligations and existing commitments, to withstand fluctuations in deposit levels, to fund operations and to provide for customers' credit needs. The liquidity of Heartland principally depends on cash flows from operating activities, investment in and maturity of assets, changes in balances of deposits and borrowings and its ability to borrow funds in the money or capital markets.

At June 30, 2018, Heartland had \$388.0 million of cash and cash equivalents, time deposits in other financial institutions of \$6.8 million and securities carried at fair value of \$2.20 billion.

Management of investing and financing activities, and market conditions, determine the level and the stability of net interest cash flows. Management attempts to mitigate the impact of changes in market interest rates to the extent possible, so that balance sheet growth is the principal determinant of growth in net interest cash flows.

Heartland's short-term borrowing balances are dependent on commercial cash management and smaller correspondent bank relationships and, as a result, will normally fluctuate. Management believes these balances, on average, to be stable sources of funds; however, management intends to rely on deposit growth and additional FHLB borrowings as needed in the future. As of June 30, 2018, Heartland had \$229.9 million of short-term borrowings outstanding.

In the event of short-term liquidity needs, Heartland's banks may purchase federal funds from each other or from correspondent banks and may also borrow from the Federal Reserve Bank. Additionally, the banks' FHLB memberships give them the ability to borrow funds for short-term and long-term purposes under a variety of programs. At June 30, 2018, Heartland had \$1.11 billion of borrowing capacity under these programs.

Heartland's revolving credit line agreement with an unaffiliated bank provides a maximum borrowing capacity of \$30.0 million. During the first six months of 2018, Heartland had advances of \$25.0 million on this line, which was outstanding at June 30, 2018. Heartland also has a non-revolving credit line with the same unaffiliated bank, which had \$38.3 million of borrowing capacity at June 30, 2018, of which no balance had been drawn.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss arising from adverse changes in market prices and rates. Heartland's market risk is comprised primarily of interest rate risk resulting from its core banking activities of lending and accepting deposits. Interest rate risk measures the impact on earnings from changes in interest rates and the effect on the current fair market values of Heartland's assets, liabilities and off-balance sheet contracts. Heartland's objective is to measure this risk and manage its balance sheet to avoid unacceptable potential for economic loss.

Management continually develops and applies strategies to mitigate market risk. Exposure to market risk is reviewed on a regular basis by the asset/liability committees of Heartland's bank subsidiaries and, on a consolidated basis, by Heartland's executive management and board of directors. At least quarterly, a detailed review of the balance sheet risk profile is performed for Heartland and each of its bank subsidiaries. Included in these reviews are interest rate sensitivity analyses, which simulate changes in net interest income in response to various interest rate scenarios. These analyses consider current portfolio rates, existing maturities, repricing opportunities and market interest rates, in addition to prepayments and growth under different interest rate assumptions. Selected strategies are modeled prior to implementation to determine their effect on Heartland's interest rate risk profile and net interest income. Heartland believes its primary market risk exposures did not change significantly in the first six months of 2018.

The core interest rate risk analysis utilized by Heartland examines the balance sheet under increasing and decreasing interest rate scenarios that are neither too modest nor too extreme. All rate changes are ramped over a 12-month horizon based upon a parallel shift in the yield curve and then maintained at those levels over the remainder of the simulation horizon. Using this approach, management is able to see the effect that both a gradual change of rates (year one) and a rate shock (year two and beyond) could have on Heartland's net interest income. Starting balances in the model reflect actual balances on the "as of" date, adjusted for material transactions. Pro-forma balances remain static. This methodology enables interest rate risk embedded within the existing balance sheet structure to be isolated from the interest rate risk often caused by growth in assets and liabilities. Due to the low interest rate environment, the simulations under a decreasing interest rate scenario were prepared using a 100 basis point shift in rates. The most recent reviews at June 30, 2018, and June 30, 2017, provided the following results, in thousands:

	2018		2017	
	Net Interest Margin	% Change From Base	Net Interest Margin	% Change From Base
Year 1				
Down 100 Basis Points	\$ 368,974	(7.85)%	\$ 289,377	(3.28)%
Base	\$ 400,387		\$ 299,196	
Up 200 Basis Points	\$ 403,254	0.72 %	\$ 300,077	0.29 %
Year 2				
Down 100 Basis Points	\$ 366,246	(8.53)%	\$ 274,065	(8.40)%
Base	\$ 409,788	2.35 %	\$ 300,821	0.54 %
Up 200 Basis Points	\$ 436,963	9.14 %	\$ 318,483	6.45 %

Heartland uses derivative financial instruments to manage the impact of changes in interest rates on its future interest income or interest expense. Heartland is exposed to credit-related losses in the event of nonperformance by the counterparties to these

derivative instruments, but believes it has minimized the risk of these losses by entering into the contracts with large, stable financial institutions. The estimated fair market values of these derivative instruments are presented in Note 7 to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

Heartland enters into financial instruments with off balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. Commitments to extend credit are agreements to lend funds to a customer as long as there is no violation of any condition established in the contract relating to the commitment. Commitments generally have fixed expiration dates and may require collateral from the borrower. Standby letters of credit are conditional commitments issued by Heartland to guarantee the performance of a customer to a third party up to a stated amount and subject to specified terms and conditions. These commitments to extend credit and standby letters of credit are not recorded on the balance sheet until the loan is made or the letter or credit is issued.

Heartland periodically holds a securities trading portfolio that would also be subject to elements of market risk. These securities are carried on the balance sheet at fair value. At both June 30, 2018, and December 31, 2017, Heartland held no securities in its securities trading portfolio.

ITEM 4. CONTROLS AND PROCEDURES

Based on an evaluation, as of the end of the period covered by this Quarterly Report on Form 10-Q, under the supervision and with the participation of Heartland's management, including its Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and Chief Financial Officer have concluded that Heartland's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) were effective. During the quarter ended June 30, 2018, there have been no changes in Heartland's internal controls over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) that have materially affected, or are reasonably likely to materially affect, Heartland's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which Heartland or its subsidiaries are a party other than ordinary routine litigation incidental to their respective businesses. While the ultimate outcome of current legal proceedings cannot be predicted with certainty, it is the opinion of management that the resolution of these legal actions should not have a material effect on Heartland's consolidated financial position or results of operations.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors applicable to Heartland from those disclosed in Part I, Item 1A. "Risk Factors" in Heartland's 2017 Annual Report on Form 10-K. Please refer to that section of Heartland's Form 10-K report for disclosures regarding the risks and uncertainties related to Heartland's business.

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

Heartland's board of directors has authorized management to acquire and hold up to 500,000 shares of common stock as treasury shares at any one time. Heartland and its affiliated purchasers made no purchases of its common stock during the quarter ended June 30, 2018.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibits

- [10.1](#) ⁽¹⁾⁽²⁾ [Form of Director Restricted Stock Unit Award Agreement under the Heartland Financial USA, Inc. 2012 Long-Term Incentive Plan](#)
- [10.2](#) ⁽²⁾ [Revolving Credit Line Promissory Note dated June 14, 2018, between Heartland Financial USA, Inc. and Bankers Trust Company](#)
- [10.3](#) ⁽²⁾ [Promissory Note dated June 14, 2018 between Heartland Financial USA, Inc. and Bankers Trust Company](#)
- [31.1](#) ⁽²⁾ [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act.](#)
- [31.2](#) ⁽²⁾ [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) of the Securities Exchange Act.](#)
- [32.1](#) ⁽²⁾ [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- [32.2](#) ⁽²⁾ [Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101 Financial statement formatted in Extensible Business Reporting Language: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Changes in Equity, and (vi) the Notes to Consolidated Financial Statements.

(1) Management contracts or compensatory plans or arrangements.

(2) Filed or furnished herewith.

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 there unto duly authorized.

HEARTLAND FINANCIAL USA, INC.
(Registrant)

/s/ Bruce K. Lee

By: Bruce K. Lee

President and Chief Executive Officer

(Principal Executive Officer and Duly Authorized Officer)

/s/ Bryan R. McKeag

By: Bryan R. McKeag

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Duly Authorized Officer)

/s/ Janet M. Quick

By: Janet M. Quick

Executive Vice President and Deputy Chief Financial Officer

(Principal Accounting Officer and Duly Authorized Officer)

Dated: August 7, 2018

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Section 2: EX-10.1 (EXHIBIT 10.1 DIRECTOR RSU AGREEMENT)

Heartland Financial USA, Inc. 2012 Long-Term Incentive Plan

Director Restricted Stock Unit Award Agreement

The Participant specified below is hereby granted a restricted stock unit award by **Heartland Financial USA, Inc.** (the “Company”), under the **Heartland Financial USA, Inc. 2012 Long-Term Incentive Plan** (the “Plan”). The restricted stock units awarded by this Award Agreement (this “**Agreement**”) shall be subject to the terms of the Plan and the terms set forth in this Agreement. All capitalized terms used in this Agreement and not otherwise defined have the meaning assigned to them in the Plan.

Section 1.

Award. The Company hereby grants to the Participant an award of restricted stock units (each

such unit, an “**RSU**”), where each RSU represents the right of the Participant to receive one Share in the future, subject to the terms of this Agreement and the Plan. For purposes of this Agreement:

The “**Participant**” is _____.

The “**Grant Date**” is _____.

The number of RSUs is _____.

Section 2. Restricted Period.

- (a) The “**Restricted Period**” for all of the RSUs shall begin on the Grant Date and end on June 5 of the year following the Grant Date (such date, or such earlier date on which the RSU shall vest pursuant to this Agreement, being hereafter referred to as the “**Vesting Date**”); *provided* that the Participant’s Termination of Service has not occurred prior thereto and the Participant has attended 75% of all board meetings. The price at which the RSUs shall vest is the fair market value of Company stock at closing on the business day prior to the Vesting Date.
- (b) Notwithstanding the foregoing provisions, the Restricted Period shall lapse immediately and the RSUs shall become fully vested immediately upon (i) the death of the Participant or (ii) a Change in Control that occurs on or before the Participant’s Termination of Service.
- (c) If the Participant’s Termination of Service occurs prior to the expiration of the Restricted Period, the Participant shall forfeit all right, title and interest in and to the RSUs as of such Termination of Service.

Section 3. Settlement of RSUs. Delivery of Shares or other amounts under this Agreement and the Plan shall be subject to the following:

- (a) *Delivery of Shares.* After the Restricted Period has lapsed, the Company shall deliver to the Participant one Share free and clear of any restrictions in settlement of each of the vested and unrestricted RSUs within 30 days following the end of the Restricted Period.

- (b) *Compliance with Applicable Laws.* Notwithstanding any other term of this Agreement or the Plan, the Company shall have no obligation to deliver any Shares or make any other distribution of benefits under this Agreement or the Plan unless such delivery or distribution complies with all applicable laws and the applicable rules of any securities exchange or similar entity.
- (c) *Certificates Not Required.* To the extent that this Agreement and the Plan provide for the issuance of Shares, such issuance may be effected on a non-certificated basis, to the extent not prohibited by applicable law or the applicable rules of any securities exchange or similar entity.

Section 4. Withholding. While awards to non-employee directors generally will not be subject to tax withholding requirements, the Company shall have the right to require the Participant (or if applicable, permitted assigns, heirs and Designated Beneficiaries) to remit to the Company an amount sufficient to satisfy any applicable tax requirements prior to the delivery date of any Shares in connection with the Award.

Section 5. Non-Transferability of Award. The Award, or any portion thereof, is not transferable except as designated by the Participant by will or by the laws of descent and distribution or pursuant to a domestic relations order. Except as provided in the immediately preceding sentence, the Award shall not be assigned, transferred, pledged, hypothecated or otherwise disposed of by the Participant in any way whether by operation of law or otherwise, and shall not be subject to execution, attachment or similar process. Any attempt at assignment, transfer, pledge, hypothecation or other disposition of the Award contrary to the provisions hereof, or the levy of any attachment or similar process upon the Award, shall be null and void and without effect.

Section 6. No Rights as Shareholder. The Participant shall not have any rights of a Shareholder with respect to the RSUs, including but not limited to voting rights, prior to the settlement of the RSUs pursuant to **Section 3** above and issuance of Shares as provided herein.

Section 7. Heirs and Successors. This Agreement shall be binding upon, and inure to the benefit of, the Company and its successors and assigns, and upon any person acquiring all or substantially all of the Company's assets or business. If any rights of the Participant or benefits distributable to the Participant under this Agreement have not been settled or distributed at the time of the Participant's death and have not been designated to pass to a certain beneficiary, such rights shall be provided to the legal representative of the estate of the Participant.

Section 8. Administration. The authority to manage and control the operation and administration of this Agreement and the Plan shall be vested in the Committee, and the Committee shall have all powers with respect to this Agreement as it has with respect to the Plan. Any interpretation of this Agreement or the Plan by the Committee and any decision made by the Committee with respect to this Agreement or the Plan shall be final and binding on all persons.

Section 9. Plan Governs. Notwithstanding anything in this Agreement to the contrary, this Agreement shall be subject to the terms of the Plan, a copy of which may be obtained by the Participant from the office of the secretary of the Company. This Agreement shall be subject to all interpretations, amendments, rules and regulations promulgated by the Committee from time to time. Notwithstanding any term of this Agreement to the contrary, in the event of any discrepancy between the corporate records of the Company and this Agreement, the corporate records of the Company shall control.

Section 10. Not an Employment Contract. Neither the Award nor this Agreement shall confer on the Participant any rights with respect to continuance of employment or other service with the Company or a Subsidiary, nor shall they interfere in any way with any right the Company or a Subsidiary may otherwise have to terminate or modify the terms of the Participant's employment or other service at any time.

Section 11. Amendment. Subject to **Section 14** and **Section 15** below, this Agreement may be amended in accordance with the provisions of the Plan, and may otherwise be amended in writing by the Participant and the Company without the consent of any other person.

Section 12. Governing Law. This Agreement, the Plan and all actions taken in connection herewith and therewith shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to principles of conflict of laws, except as superseded by applicable federal law.

Section 13. Validity. If any provision of this Agreement is determined to be illegal or invalid for any reason, said illegality or invalidity shall not affect the remaining parts hereof, but this Agreement shall be construed and enforced as if such illegal or invalid provision had never been included herein.

Section 14. Section 409A Amendment. The Award is intended to be exempt from Code Section 409A and this Agreement shall be administered and interpreted in accordance with such intent. The Committee reserves the right (including the right to delegate such right) to unilaterally amend this Agreement without the consent of the Participant in order to maintain an exclusion from the application of, or to maintain compliance with, Code Section 409A; and the Participant hereby acknowledges and consents to such rights of the Committee.

Section 15. Clawback. The Award and any amount or benefit received under the Plan shall be subject to potential cancellation, recoupment, rescission, payback or other action in accordance with the terms of any applicable Company or Subsidiary clawback policy (the "**Policy**") or any applicable law, as may be in effect from time to time. The Participant hereby acknowledges and consents to the Company's or a Subsidiary's application, implementation and enforcement of (a) the Policy and any similar policy established by the Company or a Subsidiary that may apply to the Participant and (b) any provision of applicable law relating to cancellation, rescission, payback or recoupment of compensation, and agrees that the Company or a Subsidiary may take such actions as may be necessary to effectuate the Policy, any similar policy and applicable law, without further consideration or action.

* * * * *

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed in its name and on its behalf, and the Participant acknowledges understanding and acceptance of, and agrees to, the terms of this Agreement, all as of the Grant Date. This Agreement and any amendments or supplements hereto may be executed in counterparts, each of which shall constitute an original, but taken together shall constitute a single contract. Signature may be in electronic format, including by electronic acknowledgement.

Heartland Financial USA, Inc.

By:

Print Name: Lynn B. Fuller

Print Title: Executive Operating Chairman

Participant

By: Via Electronic Acknowledgment

Print Name:

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Section 3: EX-10.2 (EXHIBIT 10.2 PROMISSORY NOTE 2018)

Exhibit 10.2

PROMISSORY NOTE

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$30,000,000.00	06-14-2018	06-14-2019	55120-0201	9A00 / AA	00000160370	00229	
References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item. Any item above containing "****" has been omitted due to text length limitations.							

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

Principal Amount: \$30,000,000.00

Date of Note: June 14, 2018

PROMISE TO PAY. Heartland Financial USA, Inc. ("Borrower") promises to pay to Bankers Trust Company ("lender"), or order, in lawful money of the United

States of America, the principal amount of Twenty-five Million & 00/100 Dollars (\$25,000,000.00) or so much as may be outstanding, together with interest on the unpaid outstanding principal balance of each advance. Interest shall be calculated from the date of each advance until repayment of each advance.

PAYMENT. Borrower will pay this loan in one payment of all outstanding principal plus all accrued unpaid interest on June 14, 2018. In addition, Borrower will pay regular quarterly payments of all accrued unpaid interest due as of each payment date, beginning September 30, 2017, with all subsequent interest payments to be due on the last day of each quarter after that. Unless otherwise agreed or required by applicable law, payments will be applied first to any unpaid collection costs; then to any late charges; then to any accrued unpaid interest; and then to principal. Borrower will pay Lender at Lender's address shown above or at such other place as Lender may designate in writing.

VARIABLE INTEREST RATE. The interest rate on this loan is subject to change from time to time based on changes in an independent index which is the 30-Day London Interbank Offered Rate (LIBOR) as published in the Wall Street Journal which may or may not necessarily reflect the rate Lender charges to its other customers which may be lower (the "Index"). The Index is not necessarily the lowest rate charged by Lender on its loans. If the Index becomes unavailable during the term of this loan, Lender may designate a substitute index after notifying Borrower. Lender will tell Borrower the current Index rate upon Borrower's request. The interest rate change will not occur more often than each first day of the month. Borrower understands that Lender may make loans based on other rates as well. **The Index currently is 0.993% per annum.** Interest on the unpaid principal balance of this loan will be calculated as described in the "INTEREST CALCULATION METHOD" paragraph using a rate of 2.750 percentage points over the Index, resulting in an initial rate of 4.755% per annum based on a year of 360 days. NOTICE: Under no circumstances will the interest rate on this Note be more than the maximum rate allowed by applicable law.

INTEREST CALCULATION METHOD. Interest on this Note is computed on a 365/360 basis; that is, by applying the ratio of the interest rate over a year of 360 days, multiplied by the outstanding principal balance, multiplied by the actual number of days the principal balance is outstanding. All interest payable under this Note is computed using this method.

PREPAYMENT. Borrower may pay without penalty all or a portion of the amount owed earlier than it is due. Early payments will not, unless agreed to by Lender in writing, relieve Borrower of Borrower's obligation to continue to make payments of accrued unpaid interest. Rather, early payments will reduce the principal balance due. Borrower agrees not to send Lender payments marked "paid in full", "without recourse", or similar language. If Borrower sends such a payment, Lender may accept it without losing any of Lender's rights under this Note, and Borrower will remain obligated to pay any further amount owed to Lender. All written communications concerning disputed amounts, including any check or other payment instrument that indicates that the payment constitutes "payment in full" of the amount owed or that is tendered with other conditions or limitations or as full satisfaction of a disputed amount must be mailed or delivered to: Bankers Trust Company, 453 7th Street, P.O. Box 897, Des Moines, IA 50304-0897.

LATE CHARGE. If a payment is 11 days or more late, Borrower will be charged **5.000% of the unpaid portion of the regularly scheduled payment or \$50.00, whichever is greater.**

INTEREST AFTER DEFAULT. Upon default, including failure to pay upon final maturity, the interest rate on this Note shall be increased to 21.000% per annum based on a year of 360 days. However, in no event will the interest rate exceed the maximum interest rate limitations under applicable law.

DEFAULT. Each of the following shall constitute an event of default ("Event of Default") under this Note:

Payment Default. Borrower fails to make any payment when due under this Note.

Other Defaults. Borrower fails to comply with or to perform any other term, obligation, covenant or condition contained in this Note or in any of the related documents or to comply with or to perform any term, obligation, covenant or condition contained in any other agreement between Lender and Borrower.

False Statements. Any warranty, representation or statement made or furnished to Lender by Borrower or on Borrower's behalf under this Note or the related documents is false or misleading in any material respect, either now or at the time made or furnished or becomes false or misleading at any time thereafter.

Insolvency. The dissolution or termination of Borrower's existence as a going business, the insolvency of Borrower, the appointment of a receiver for any part of Borrower's property, any assignment for the benefit of creditors, any type of creditor workout, or the commencement of any proceeding under any bankruptcy or insolvency laws by or against Borrower.

Creditor or Forfeiture Proceedings. Commencement of foreclosure or forfeiture proceedings, whether by judicial proceeding, self-help, repossession or any other method, by any creditor of Borrower or by any governmental agency against any collateral securing the loan. This includes a garnishment of any of Borrower's accounts, including deposit accounts, with Lender. However, this Event of Default shall not apply if there is a good faith dispute by Borrower as to the validity or reasonableness of the claim which is the basis of the creditor or forfeiture proceeding and if Borrower gives Lender written notice of the creditor or forfeiture proceeding and deposits with Lender monies or a surety bond for the creditor or forfeiture proceeding, in an amount determined by Lender, in its sole discretion, as being an adequate reserve or bond for the dispute.

Events Affecting Guarantor. Any of the preceding events occurs with respect to any guarantor, endorser, surety, or accommodation party of any of the indebtedness or any guarantor, endorser, surety, or accommodation party dies or becomes incompetent, or revokes or disputes the validity of, or liability under, any guaranty of the indebtedness evidenced by this Note.

Change In Ownership. Any change in ownership of twenty-five percent (25%) or more of the common stock of Borrower.

Adverse Change. A material adverse change occurs in Borrower's financial condition, or Lender believes the prospect of payment or performance of this Note is impaired.

Insecurity. Lender in good faith believes itself insecure.

LENDER'S RIGHTS. Upon default, Lender may declare the entire unpaid principal balance under this Note and all accrued unpaid interest immediately due, and then Borrower will pay that amount.

ATTORNEYS' FEES; EXPENSES. Lender may hire or pay someone else to help collect this Note if Borrower does not pay. Borrower will pay Lender that amount. This includes, subject to any limits under applicable law, Lender's attorneys' fees and Lender's legal expenses, whether or not there is a lawsuit, including without limitation all attorneys' fees and legal expenses for bankruptcy proceedings (including efforts to modify or vacate any automatic stay or injunction), and appeals. If not prohibited by applicable law, Borrower also will pay any court costs, in addition to all other sums provided by law.

JURY WAIVER. Lender and Borrower hereby waive the right to any jury trial in any action, proceeding, or counterclaim brought by either Lender or Borrower against the other.

GOVERNING LAW. This Note will be governed by federal law applicable to Lender and, to the extent not preempted by federal law, the laws of the State of Iowa without regard to its conflicts of law provisions. This Note has been accepted by Lender in the State of Iowa.

CHOICE OF VENUE. If there is a lawsuit, Borrower agrees upon Lender's request to submit to the jurisdiction of the courts of Polk County, State of Iowa.

RIGHT OF SETOFF. To the extent permitted by applicable law, Lender reserves a right of setoff in all Borrower's accounts with Lender (whether checking, savings, or some other account). This includes all accounts Borrower holds jointly with someone else and all accounts Borrower may open in the future. However, this does not include any IRA or Keogh accounts, or any trust accounts for which setoff would be prohibited by law. Borrower authorizes Lender, to the extent permitted by applicable law, to charge or setoff all sums owing on the debt against any and all such accounts.

COLLATERAL. This loan is unsecured.

LINE OF CREDIT. This Note evidences a revolving line of credit. Advances under this Note, as well as directions for payment from Borrower's accounts, may be requested orally or in writing by Borrower or by an authorized person. Lender may, but need not, require that all oral requests be confirmed in writing. Borrower agrees to be liable for all sums either: (A) advanced in accordance with the instructions of an authorized person or (B) credited to any of Borrower's accounts with Lender. The unpaid principal balance owing on this Note at any time may be evidenced by endorsements on this Note or by Lender's internal records, including daily computer print-outs. Lender will have no obligation to advance funds under this Note if: (A) Borrower or any guarantor is in default under the terms of this Note or any agreement that Borrower or any guarantor has with Lender, including any agreement made in connection with the signing of this Note; (B) Borrower or any guarantor ceases doing business or is insolvent; (C) any guarantor seeks, claims or otherwise attempts to limit, modify or revoke such guarantor's guarantee of this Note or any other loan with Lender; (D) Borrower has applied funds provided pursuant to this Note for purposes other than those authorized by Lender; or (E) Lender in good faith believes itself insecure.

PURPOSE OF LOAN. The specific purpose of this loan is: General Corporate Needs.

LOAN AGREEMENT. This Note is subject to the terms and conditions of a Business Loan Agreement dated June 14, 2013, and as may be amended from time to time.

NON-USE FEE. This Loan is subject to a quarterly Non-Use Fee Rate of 10 basis points. The Borrower agrees to pay to Lender for the Revolving Commitment a non-use fee, for the period from the Loan Date to the Maturity Date, in an amount equal to (i) the Revolving Commitment less (ii) the average daily amount (for the period of measurement) of all Revolving Outstandings, multiplied by the Non-Use Fee Rate in effect from time to time. Such non-use fee shall be payable in arrears on the last day of each calendar (month, quarter, year) and

on the Maturity Date for any period then ending for which such non-use fee shall not have previously been paid. The Non-Use Fee shall be computed per the Interest Calculation Method described in the Promissory Note.

PRIOR NOTE. This Note replaces that certain Promissory Note dated June 14, 2017 in the amount of \$25,000,000.00 between Borrower and Lender to mature on June 14, 2018.

SUCCESSOR INTERESTS. The terms of this Note shall be binding upon Borrower, and upon Borrower's heirs, personal representatives, successors and assigns, and shall inure to the benefit of Lender and its successors and assigns.

NOTIFY US OF INACCURATE INFORMATION WE REPORT TO CONSUMER REPORTING AGENCIES. Borrower may notify Lender if Lender reports any inaccurate information about Borrower's account(s) to a consumer reporting agency. Borrower's written notice describing the specific inaccuracy(ies) should be sent to Lender at the following address: Bankers Trust Company 453 7th Street Des Moines, IA 50309.

GENERAL PROVISIONS. If any part of this Note cannot be enforced, this fact will not affect the rest of the Note. Lender may delay or forgo enforcing any of its rights or remedies under this Note without losing them. Borrower and any other person who signs, guarantees or endorses this Note, to the extent allowed by law, waive presentment, demand for payment, and notice of dishonor. Upon any change in the terms of this Note, and unless otherwise expressly stated in writing, no party who signs this Note, whether as maker, guarantor, accommodation maker or endorser, shall be released from liability. All such parties agree that Lender may renew or extend (repeatedly and for any length of time) this loan or release any party or guarantor or collateral; or impair, fail to realize upon or perfect Lender's security interest in the collateral; and take any other action deemed necessary by Lender without the consent of or notice to anyone. All such parties also agree that Lender may modify this loan without the consent of or notice to anyone other than the party with whom the modification is made. The obligations under this Note are joint and several.

PRIOR TO SIGNING THIS NOTE, BORROWER READ AND UNDERSTOOD ALL THE PROVISIONS OF THIS NOTE, INCLUDING THE VARIABLE INTEREST RATE PROVISIONS. BORROWER AGREES TO THE TERMS OF THE NOTE.

BORROWER ACKNOWLEDGES RECEIPT OF A COMPLETED COPY OF THIS PROMISSORY NOTE AND ALL OTHER DOCUMENTS RELATING TO THIS DEBT.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

DISBURSEMENT REQUEST AND AUTHORIZATION

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$30,000,000.00	06-14-2018	06-14-2019	55120-0201	9A00 / AA	00000160370	00229	

References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item.
Any item above containing "****" has been omitted due to text length limitations.

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

LOAN TYPE. This is a **Variable Rate Nondisclosable Revolving line of Credit Loan to a Corporation for \$30,000,000.00 due on June 14, 2019. This is an unsecured renewal of the following described indebtedness: The Note replaced that certain Promissory Note dated June 14, 2017 in the amount of \$25,000,000.00 to mature on June 14, 2018.**

PRIMARY PURPOSE OF LOAN. The primary purpose of this loan is for:

- Personal, Family, or Household Purposes or Personal Investment.
- Business (Including Real Estate Investment).

SPECIFIC PURPOSE. The specific purpose of this loan is: General Corporate Needs.

DISBURSEMENT INSTRUCTIONS. Borrower understands that no loan proceeds will be disbursed until all of Lender's conditions for making the loan have been satisfied. Please disburse the loan proceeds of \$30,000,000.00 as follows:

Undisbursed Funds:	\$	5,000,000.00
Other Disbursements:	\$	25,000,000.00
\$25,000,000.00 Principal balance outstanding on loan #55120-0201 dated June 4, 2018		
Note Principal:	\$	30,000,000.00

CHARGES PAID IN CASH. Borrower has paid or will pay in cash as agreed the following charges:

Prepaid Finance Charges Paid in Cash:	\$	—
Other Charges Paid in Cash:	\$	176,001.50
\$176,001.50 Accrued Interest on loan #55120-0201 through June 4, 2018		
Total Charges Paid in Cash:	\$	176,001.50

AUTOMATIC PAYMENTS. Borrower hereby authorizes Lender automatically to deduct from Borrower's Checking account, numbered 714125, the amount of any loan payment. If the funds in the account are insufficient to cover any payment, Lender shall not be obligated to advance funds to cover the payment. At any time and for any reason, Borrower or Lender may voluntarily terminate Automatic Payments.

BORROWER ACKNOWLEDGES RECEIPT OF A COMPLETED COPY OF THIS DISBURSEMENT REQUEST AND AUTHORIZATION AND ALL OTHER DOCUMENTS RELATING TO THIS DEBT.

FINANCIAL CONDITION. BY SIGNING THIS AUTHORIZATION, BORROWER REPRESENTS AND WARRANTS TO LENDER THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND CORRECT AND THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN BORROWER'S FINANCIAL CONDITION AS DISCLOSED IN BORROWER'S MOST RECENT FINANCIAL STATEMENT TO LENDER. THIS AUTHORIZATION IS DATED JUNE 14, 2018.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

 Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

SIXTH AMENDMENT TO BUSINESS LOAN AGREEMENT DATED JUNE 14, 2013

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$30,000,000.00	06-14-2018	06-14-2019	55120-0201	9A00 / AA	00000160370	00229	
References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item. Any item above containing "****" has been omitted due to text length limitations.							

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

This Sixth Amendment to Business Loan Agreement by this reference is made a part of the Business Loan Agreement dated June 14, 2013, and is executed in connection with a loan or other financial accommodations between Heartland Financial USA, Inc. ("Borrower") and Bankers Trust Company ("Lender") on the following terms and conditions:

Borrower and Lender acknowledge the following change(s):

DEFINITIONS.

Page 6 - Note - this requirement is deleted in its entirety and replaced with the following:

Note. The word "Note" means the Note dated June 14, 2018 and executed by Heartland Financial USA, Inc. in the principal amount of \$30,000,000.00; Note dated June 14, 2018 and executed by Heartland Financial USA, Inc. in the principal amount of \$38,333,333.25 and Note dated May 10, 2016 and executed by Heartland Financial USA, Inc. in the principal amount of \$40,000,000.00, together with all renewals of, extensions of, modifications of, refinancings of, consolidations of, and substitutions for the note or credit agreement.

All other requirements within this section to remain the same

BORROWER ACKNOWLEDGES HAVING READ ALL THE PROVISIONS OF THIS AGREEMENT AND AGREES TO ITS TERMS.
BORROWER ACKNOWLEDGES RECEIPT OF AN EXECUTED COPY OF THIS AGREEMENT.

THIS SIXTH AMENDMENT TO BUSINESS LOAN AGREEMENT DATED JUNE 14, 2013 IS EXECUTED JUNE 14, 2018.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

LENDER:

BANKERS TRUST COMPANY

By: /s/ Ben A. Miller

Ben A. Miller, Assistant Vice President

NOTICE OF FINAL AGREEMENT

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$30,000,000.00	06-14-2018	06-14-2019	55120-0201	9A00 / AA	00000160370	00229	

References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item.
Any item above containing "****" has been omitted due to text length limitations.

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

IMPORTANT: READ BEFORE SIGNING. THE TERMS OF THE LOAN AGREEMENT SHOULD BE READ CAREFULLY BECAUSE ONLY THOSE TERMS IN WRITING ARE ENFORCEABLE. NO OTHER TERMS OR ORAL PROMISES NOT CONTAINED IN THE WRITTEN LOAN AGREEMENT MAY BE LEGALLY ENFORCED. BORROWER MAY CHANGE THE TERMS OF THE LOAN AGREEMENT ONLY BY ANOTHER WRITTEN AGREEMENT.

As used in this Notice, the following terms have the following meanings:

Loan. The term "Loan" means the following described loan: a Variable Rate Nondisclosable Revolving Line of Credit Loan to a Corporation for \$30,000,000.00 due on June 14, 2019. This is an unsecured renewal of the following described indebtedness: This Note replaces that certain Promissory Note dated June 14, 2017 in the amount of \$25,000,000.00 between Borrower and Lender to mature on June 14, 2016 and a Change in Terms Agreement dated December 15, 2015 in the amount of \$20,000,000.00 to mature on June 14, 2018.

Loan Agreement. The term "Loan Agreement" means one or more promises, promissory notes, agreements, undertakings, security agreements, deeds of trust or other documents, or commitments, or any combination of those actions or documents, relating to the Loan, including without limitation the following:

LOAN DOCUMENTS

- Promissory Note
- Disbursement Request and Authorization
- Notice of Final Agreement
- SIXTH AMENDMENT TO BUSINESS LOAN AGREEMENT DATED JUNE 14, 2013
- SIXTH AMENDMENT TO BUSINESS LOAN AGREEMENT DATED JUNE 14, 2013

Parties. The term "Parties" means Bankers Trust Company and any and all entities or individuals who are obligated to repay the loan or have pledged property as security for the Loan, including without limitation the following:

Borrower: Heartland Financial USA, Inc.

Each Party who signs below, other than Bankers Trust Company, acknowledges, represents, and warrants to Bankers Trust Company that it has received, read and understood this Notice of Final Agreement. This Notice is dated June 14, 2018.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

LENDER:

BANKERS TRUST COMPANY

By: /s/ Ben A. Miller

Ben A. Miller, Assistant Vice President

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Section 4: EX-10.3 (EXHIBIT 10.3 PROMISSORY NOTE DRAW DOWN)

Exhibit 10.3

PROMISSORY NOTE

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$38,333,333.25	06-14-2018	06-14-2019	55120-0301	9A00 / AA	00000160370	00229	
References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item. Any item above containing "****" has been omitted due to text length limitations.							

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

Principal Amount: \$38,333,333.29

Date of Note: June 14, 2018

PROMISE TO PAY. Heartland Financial USA, Inc. ("Borrower") promises to pay to Bankers Trust Company ("lender"), or order, in lawful money of the United States of America, the principal amount of Thirty-eight Million Three Hundred Thirty-three Thousand Three Hundred Thirty-Three & 25/100 Dollars (\$38,333,333.25) or so much as may be outstanding, together with interest on the unpaid outstanding principal balance of each advance. Interest shall be calculated from the date of each advance until repayment of each advance.

PAYMENT. Borrower will pay this loan in one payment of all outstanding principal plus all accrued unpaid interest on June 14, 2019. In addition, Borrower will pay regular quarterly payments of all accrued unpaid interest due as of each payment date, beginning September 30, 2018, with all subsequent interest payments to be due on the last day of each quarter after that. Unless otherwise agreed or required by applicable law, payments will be applied first to any unpaid collection costs; then to any late charges; then to any accrued unpaid interest; and then to principal. Borrower will pay Lender at Lender's address shown above or at such other place as Lender may designate in writing.

VARIABLE INTEREST RATE. The interest rate on this loan is subject to change from time to time based on changes in an independent index which is the 30-Day London Interbank Offered Rate (LIBOR) as published in the Wall Street Journal which may or may not necessarily reflect the rate Lender charges to its other customers which may be lower (the "Index"). The Index is not necessarily the lowest rate charged by Lender on its loans. If the Index becomes unavailable during the term of this loan, Lender may designate a substitute index after notifying Borrower. Lender will tell Borrower the current Index rate upon Borrower's request. The interest rate change will not occur more often than each first day of the month. Borrower understands that Lender may make loans based on other rates as well. **The Index currently is 2.005% per annum.** Interest on the unpaid principal balance of this loan will be calculated as described in the "INTEREST CALCULATION METHOD" paragraph using a rate of 2.750 percentage points over the Index, resulting in an initial rate of 4.755% per annum based on a year of 360 days. NOTICE: Under no circumstances will the interest rate on this Note be more than the maximum rate allowed by applicable law.

INTEREST CALCULATION METHOD. Interest on this Note is computed on a 365/360 basis; that is, by applying the ratio of the interest rate over a year of 360 days, multiplied by the outstanding principal balance, multiplied by the actual number of days the principal balance is outstanding. All interest payable under this Note is computed using this method.

PREPAYMENT. Borrower may pay without penalty all or a portion of the amount owed earlier than it is due. Early payments will not, unless agreed to by Lender in writing, relieve Borrower of Borrower's obligation to continue to make payments of accrued unpaid interest. Rather, early payments will reduce the principal balance due. Borrower agrees not to send Lender payments marked "paid in full", "without recourse", or similar language. If Borrower sends such a payment, Lender may accept it without losing any of Lender's rights under this Note, and Borrower will remain obligated to pay any further amount owed to Lender. All written communications concerning disputed amounts, including any check or other payment instrument that indicates that the payment constitutes "payment in full" of the amount owed or that is tendered with other conditions or limitations or as full satisfaction of a disputed amount must be mailed or delivered to: Bankers Trust Company, 453 7th Street, P.O. Box 897, Des Moines, IA 50304-0897.

LATE CHARGE. If a payment is 11 days or more late, Borrower will be charged **5.000% of the unpaid portion of the regularly scheduled payment or \$50.00, whichever is greater.**

INTEREST AFTER DEFAULT. Upon default, including failure to pay upon final maturity, the interest rate on this Note shall be increased to 21 .000% per annum based on a year of 360 days. However, in no event will the interest rate exceed the maximum interest rate limitations under applicable law.

DEFAULT. Each of the following shall constitute an event of default ("Event of Default") under this Note:

Payment Default. Borrower fails to make any payment when due under this Note.

Other Defaults. Borrower fails to comply with or to perform any other term, obligation, covenant or condition contained in this Note or in any of the related documents or to comply with or to perform any term, obligation, covenant or condition contained in any other agreement between Lender and Borrower.

False Statements. Any warranty, representation or statement made or furnished to Lender by Borrower or on Borrower's behalf under this Note or the related documents is false or misleading in any material respect, either now or at the time made or furnished or becomes false or misleading at any time thereafter.

Insolvency. The dissolution or termination of Borrower's existence as a going business, the insolvency of Borrower, the appointment of a receiver for any part of Borrower's property, any assignment for the benefit of creditors, any type of creditor workout, or the commencement of any proceeding under any bankruptcy or insolvency laws by or against Borrower.

Creditor or Forfeiture Proceedings. Commencement of foreclosure or forfeiture proceedings, whether by judicial proceeding, self-help, repossession or any other method, by any creditor of Borrower or by any governmental agency against any collateral securing the loan. This includes a garnishment of any of Borrower's accounts, including deposit accounts, with Lender. However, this Event of Default shall not apply if there is a good faith dispute by Borrower as to the validity or reasonableness of the claim which is the basis of the creditor or forfeiture proceeding and if Borrower gives Lender written notice of the creditor or forfeiture proceeding and deposits with Lender monies or a surety bond for the creditor or forfeiture proceeding, in an amount determined by Lender, in its sole discretion, as being an adequate reserve or bond for the dispute.

Events Affecting Guarantor. Any of the preceding events occurs with respect to any guarantor, endorser, surety, or accommodation party of any of the indebtedness or any guarantor, endorser, surety, or accommodation party dies or becomes incompetent, or revokes or disputes the validity of, or liability under, any guaranty of the indebtedness evidenced by this Note.

Change In Ownership. Any change in ownership of twenty-five percent (25%) or more of the common stock of Borrower.

Adverse Change. A material adverse change occurs in Borrower's financial condition, or Lender believes the prospect of payment or performance of this Note is impaired.

Insecurity. Lender in good faith believes itself insecure.

LENDER'S RIGHTS. Upon default, Lender may declare the entire unpaid principal balance under this Note and all accrued unpaid interest immediately due, and then Borrower will pay that amount.

ATTORNEYS' FEES; EXPENSES. Lender may hire or pay someone else to help collect this Note if Borrower does not pay. Borrower will pay Lender that amount. This includes, subject to any limits under applicable law, Lender's attorneys' fees and Lender's legal expenses, whether or not there is a lawsuit, including without limitation all attorneys' fees and legal expenses for bankruptcy proceedings (including efforts to modify or vacate any automatic stay or injunction), and appeals. If not prohibited by applicable law, Borrower also will pay any court costs, in addition to all other sums provided by law.

JURY WAIVER. Lender and Borrower hereby waive the right to any jury trial in any action, proceeding, or counterclaim brought by either Lender or Borrower against the other.

GOVERNING LAW. This Note will be governed by federal law applicable to Lender and, to the extent not preempted by federal law, the laws of the State of Iowa without regard to its conflicts of law provisions. This Note has been accepted by Lender in the State of Iowa.

CHOICE OF VENUE. If there is a lawsuit, Borrower agrees upon Lender's request to submit to the jurisdiction of the courts of Polk County, State of Iowa.

RIGHT OF SETOFF. To the extent permitted by applicable law, Lender reserves a right of setoff in all Borrower's accounts with Lender (whether checking, savings, or some other account). This includes all accounts Borrower holds jointly with someone else and all accounts Borrower may open in the future. However, this does not include any IRA or Keogh accounts, or any trust accounts for which setoff would be prohibited by law. Borrower authorizes Lender, to the extent permitted by applicable law, to charge or setoff all sums owing on the debt against any and all such accounts.

COLLATERAL. This loan is unsecured.

LINE OF CREDIT. This Note evidences a straight line of credit. Once the total amount of principal has been advanced, Borrower is not entitled to further loan advances. Advances under this Note, as well as directions for payment from Borrower's accounts, may be requested orally or in writing by Borrower or by an authorized person. Lender may, but need not, require that all oral requests be confirmed in writing. Borrower agrees to be liable for all sums either: (A) advanced in accordance with the instructions of an authorized person or (B) credited to any of Borrower's accounts with Lender. The unpaid principal balance owing on this Note at any time may be evidenced by endorsements on this Note or by Lender's internal records, including daily computer print-outs. Lender will have no obligation to advance funds under this Note if: (A) Borrower or any guarantor is in default under the terms of this Note or any agreement that Borrower or any guarantor has with Lender, including any agreement made in connection with the signing of this Note; (B) Borrower or any guarantor ceases doing business or is insolvent; (C) any guarantor seeks, claims or otherwise attempts to limit, modify or revoke such guarantor's guarantee of this Note or any other loan with Lender; (D) Borrower has applied funds provided pursuant to this Note for purposes other than those authorized by Lender; or (E) Lender in good faith believes itself insecure.

PURPOSE OF LOAN. The specific purpose of this loan is: Acquisitions.

LOAN AGREEMENT. This Note is subject to the terms and conditions of a Business Loan Agreement dated June 14, 2013, and as may be amended from time to time.

NON-USE FEE. This Loan is subject to a quarterly Non-Use Fee Rate of ten basis points. The Borrower agrees to pay to Lender for the Non-Revolving Commitment a non-use fee, for the period from the Loan Date to the Maturity Date, in an amount equal to (i) the Non-Revolving Commitment less (ii) the average daily amount (for the period of measurement) of all Non-Revolving Outstandings, multiplied by the Non-Use Fee Rate in effect from time to time. Such non-use fee shall be payable in arrears on the last day of each calendar (month),

quarter, year) and on the Maturity Date for any period then ending for which such non-use fee shall not have previously been paid. The Non-Use Fee shall be computed per the Interest Calculation Method described in the Promissory Note.

PRIOR NOTE. This note replaces that certain Promissory Note dated June 14, 2017 in the amount of \$39,333,333.29 between Borrower and Lender to mature on June 14, 2018.

SUCCESSOR INTERESTS. The terms of this Note shall be binding upon Borrower, and upon Borrower's heirs, personal representatives, successors and assigns, and shall inure to the benefit of Lender and its successors and assigns.

NOTIFY US OF INACCURATE INFORMATION WE REPORT TO CONSUMER REPORTING AGENCIES. Borrower may notify Lender if Lender reports any inaccurate information about Borrower's account(s) to a consumer reporting agency. Borrower's written notice describing the specific inaccuracy(ies) should be sent to Lender at the following address: Bankers Trust Company 453 7th Street Des Moines, IA 50309.

GENERAL PROVISIONS. If any part of this Note cannot be enforced, this fact will not affect the rest of the Note. Lender may delay or forgo enforcing any of its rights or remedies under this Note without losing them. Borrower and any other person who signs, guarantees or endorses this Note, to the extent allowed by law, waive presentment, demand for payment, and notice of dishonor. Upon any change in the terms of this Note, and unless otherwise expressly stated in writing, no party who signs this Note, whether as maker, guarantor, accommodation maker or endorser, shall be released from liability. All such parties agree that Lender may renew or extend (repeatedly and for any length of time) this loan or release any party or guarantor or collateral; or impair, fail to realize upon or perfect Lender's security interest in the collateral; and take any other action deemed necessary by Lender without the consent of or notice to anyone. All such parties also agree that Lender may modify this loan without the consent of or notice to anyone other than the party with whom the modification is made. The obligations under this Note are joint and several.

PRIOR TO SIGNING THIS NOTE, BORROWER READ AND UNDERSTOOD ALL THE PROVISIONS OF THIS NOTE, INCLUDING THE VARIABLE INTEREST RATE PROVISIONS. BORROWER AGREES TO THE TERMS OF THE NOTE.

BORROWER ACKNOWLEDGES RECEIPT OF A COMPLETED COPY OF THIS PROMISSORY NOTE AND ALL OTHER DOCUMENTS RELATING TO THIS DEBT.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

DISBURSEMENT REQUEST AND AUTHORIZATION

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$38,333,333.25	06-14-2018	06-14-2019	55120-0301	9A00 / AA	00000160370	00229	

References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item.
Any item above containing "****" has been omitted due to text length limitations.

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

LOAN TYPE. This is a Variable Rate Nondisclosable Draw Down line of Credit Loan to a Corporation for \$38,333,333.25 due on June 14, 2019. This is an unsecured renewal of the following described indebtedness: This Note replaces that certain Promissory Note dated June 14, 2017 in the amount of \$39,333,333.29 to mature on June 14, 2018.

PRIMARY PURPOSE OF LOAN. The primary purpose of this loan is for:

- Personal, Family, or Household Purposes or Personal Investment.
- Business (Including Real Estate Investment).

SPECIFIC PURPOSE. The specific purpose of this loan is: Acquisitions

DISBURSEMENT INSTRUCTIONS. Borrower understands that no loan proceeds will be disbursed until all of Lender's conditions for making the loan have been satisfied. Please disburse the loan proceeds of \$38,333,333.25 as follows:

Undisbursed Funds:	\$	38,333,333.25
Note Principal:	\$	38,333,333.25

AUTOMATIC PAYMENTS. Borrower hereby authorizes Lender automatically to deduct from Borrower's Checking account, numbered 714125, the amount of any loan payment. If the funds in the account are insufficient to cover any payment, Lender shall not be obligated to advance funds to cover the payment. At any time and for any reason, Borrower or Lender may voluntarily terminate Automatic Payments.

BORROWER ACKNOWLEDGES RECEIPT OF A COMPLETED COPY OF THIS DISBURSEMENT REQUEST AND AUTHORIZATION AND ALL OTHER DOCUMENTS RELATING TO THIS DEBT.

FINANCIAL CONDITION. BY SIGNING THIS AUTHORIZATION, BORROWER REPRESENTS AND WARRANTS TO LENDER THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND CORRECT AND THAT THERE HAS BEEN NO MATERIAL ADVERSE CHANGE IN BORROWER'S FINANCIAL CONDITION AS DISCLOSED IN BORROWER'S MOST RECENT FINANCIAL STATEMENT TO LENDER. THIS AUTHORIZATION IS DATED JUNE 14, 2018.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

 Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

NOTICE OF FINAL AGREEMENT

Principal	Loan Date	Maturity	Loan No	Call / Coll	Account	Officer	Initials
\$38,333,333.25	06-14-2018	06-14-2019	55120-0301	9A00 / AA	00000160370	00229	

References in the boxes above are for Lender's use only and do not limit the applicability of this document to any particular loan or item.
Any item above containing "****" has been omitted due to text length limitations.

Borrower: Heartland Financial USA, Inc.
1398 Central Avenue
Dubuque, IA 52001

Lender: Bankers Trust Company
453 7th Street
P.O. Box 897
Des Moines, IA 50304-0897
(800) 362-1688

IMPORTANT: READ BEFORE SIGNING. THE TERMS OF THE LOAN AGREEMENT SHOULD BE READ CAREFULLY BECAUSE ONLY THOSE TERMS IN WRITING ARE ENFORCEABLE. NO OTHER TERMS OR ORAL PROMISES NOT CONTAINED IN THE WRITTEN LOAN AGREEMENT MAY BE LEGALLY ENFORCED. BORROWER MAY CHANGE THE TERMS OF THE LOAN AGREEMENT ONLY BY ANOTHER WRITTEN AGREEMENT.

As used in this Notice, the following terms have the following meanings:

Loan. The term "Loan" means the following described loan: a Variable Rate Nondisclosable Draw Down Line of Credit Loan to a Corporation for \$38,333,333.25 due on June 14, 2019. This is an unsecured renewal of the following described indebtedness: This Note replaces that certain Promissory Note dated June 14, 2017 in the amount of \$39,333,333.29 between Borrower and Lender to mature on June 14, 2018.

Loan Agreement. The term "Loan Agreement" means one or more promises, promissory notes, agreements, undertakings, security agreements, deeds of trust or other documents, or commitments, or any combination of those actions or documents, relating to the Loan, including without limitation the following:

LOAN DOCUMENTS

- Promissory Note
- Notice of Final Agreement
- Disbursement Request and Authorization

Parties. The term "Parties" means Bankers Trust Company and any and all entities or individuals who are obligated to repay the loan or have pledged property as security for the Loan, including without limitation the following:

Borrower: Heartland Financial USA, Inc.

Each Party who signs below, other than Bankers Trust Company, acknowledges, represents, and warrants to Bankers Trust Company that it has received, read and understood this Notice of Final Agreement. This Notice is dated June 14, 2018.

BORROWER:

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Bryan R. McKeag EVP, CFO of Heartland Financial USA, Inc.

LENDER:

BANKERS TRUST COMPANY

By: /s/ Ben A. Miller

Ben A. Miller, Assistant Vice President

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Section 5: EX-31.1 (EXHIBIT 31.1)

I, Bruce K. Lee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Heartland Financial USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2018

/s/ Bruce K. Lee

Bruce K. Lee

President and Chief Executive Officer

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Section 6: EX-31.2 (EXHIBIT 31.2)

I, Bryan R. McKeag, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Heartland Financial USA, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2018

/s/ Bryan R. McKeag

Bryan R. McKeag

Executive Vice President

Chief Financial Officer

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Section 7: EX-32.1 (EXHIBIT 32.1)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Heartland Financial USA, Inc. (the “Company”) on Form 10-Q for the quarter ending June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Bruce K. Lee, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bruce K. Lee

Bruce K. Lee
President and Chief Executive Officer

Date: August 7, 2018

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Section 8: EX-32.2 (EXHIBIT 32.2)

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Heartland Financial USA, Inc. (the “Company”) on Form 10-Q for the quarter ending June 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Bryan R. McKeag, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Bryan R. McKeag

Bryan R. McKeag
Executive Vice President
Chief Financial Officer

Date: August 7, 2018

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