

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2019

OR

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

For the transition period from _____ to _____.

Commission File Number: 001-37886

CAPSTAR FINANCIAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction of
incorporation or organization)

1201 Demonbreun Street, Suite 700

Nashville, Tennessee

(Address of principal executive offices)

81-1527911

(IRS Employer
Identification No.)

37203

(zip code)

(615) 732-6400

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large Accelerated Filer

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

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

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

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

Shares outstanding as of April 29, 2019

Common Stock, par value \$1.00 per share

17,546,691

Non-voting Common Stock, par value \$1.00 per share

132,561

CAPSTAR FINANCIAL HOLDINGS, INC.
QUARTERLY REPORT ON FORM 10-Q
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TERMINOLOGY

The terms “we,” “our,” “us,” “CapStar,” “the Company,” “CSTR” and “CapStar Financial” that appear in this Quarterly Report on Form 10-Q (this “Report”) refer to CapStar Financial Holdings, Inc. and its wholly-owned subsidiary, CapStar Bank, which we sometimes refer to as “CapStar Bank,” “our bank subsidiary,” “the Bank” and “our Bank”.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Report contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “aspire,” “roadmap,” “achieve,” “estimate,” “intend,” “plan,” “project,” “projection,” “forecast,” “goal,” “target,” “would,” and “outlook,” or the negative version of those words or other comparable words of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. The inclusion of these forward-looking statements should not be regarded as a representation by us or any other person that such expectations, estimates and projections will be achieved. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict and that are beyond our control. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date of this Report, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

The acceptance by customers of Athens of the Company’s products and services; the ability of the Company to meet expectations regarding the benefits, costs, synergies and financial and operational impact of the Athens merger; the possibility that any of the anticipated benefits, costs, synergies and financial and operational improvements of the Athens merger will not be realized or will not be realized as expected; the possibility that the Athens merger integration will be more expensive than anticipated; the opportunities to enhance market share in certain markets and the acceptance of the Company generally in new markets; economic conditions (including interest rate environment, government economic and monetary policies, the strength of global financial markets and inflation and deflation) that impact the financial services industry as a whole and/or our business; the concentration of our business in the Nashville metropolitan statistical area (“MSA”) and the effect of changes in the economic, political and environmental conditions on this market; increased competition in the financial services industry, locally, regionally or nationally, which may adversely affect pricing and the other terms offered to our clients; an increase in the cost of deposits, loss of deposits or a change in the deposit mix, which could increase our cost of funding; an increase in the costs of capital, which could negatively affect our ability to borrow funds, successfully raise additional capital or participate in strategic acquisition opportunities; our dependence on our management team and board of directors and changes in our management and board composition; our reputation in the community; our ability to execute our strategy to achieve our loan, ROAA and efficiency ratio goals, hire seasoned bankers, and achieve deposit growth through organic growth and strategic acquisitions; credit risks related to the size of our borrowers and our ability to adequately identify, assess and limit our credit risk; our concentration of large loans to a small number of borrowers as well as to borrowers located within the Nashville MSA; the significant portion of our loan portfolio that originated during the past two years and therefore may less reliably predict future collectability than older loans; the adequacy of reserves (including our allowance for loan losses) and the appropriateness of our methodology for calculating such reserves; non-performing loans and leases; non-performing assets; charge-offs, non-accruals, troubled debt restructurings, impairments and other credit-related issues; adverse trends in the healthcare service industry, which is an integral component of our market’s economy; our management of risks inherent in our commercial real estate loan portfolio, and the risk of a prolonged downturn in the real estate market, which could impair the value of our collateral and our ability to sell collateral upon any foreclosure; governmental legislation and regulation, including changes in the nature and timing of the adoption and effectiveness of new requirements under the Dodd-Frank Act of 2010, as amended, the Tax Cuts and Jobs Act of 2017, as amended, Basel guidelines, capital requirements, accounting regulation or standards and other applicable laws and regulations; the loss of large depositor relationships, which could force us to fund our business through more expensive and less stable sources; operational and liquidity risks associated with our business, including liquidity risks inherent in correspondent banking; volatility in interest rates and our overall management of interest rate risk, including managing the sensitivity of our interest-earning assets and interest-bearing liabilities to interest rates, and the impact to our earnings from a change in interest rates; the potential for our Bank’s regulatory lending limits and other factors related to our size to restrict our growth and prevent us from effectively implementing our business strategy; strategic acquisitions we may undertake to achieve our goals; the sufficiency of our capital, including sources of capital and the extent to which we may be required to raise additional capital to meet our goals; fluctuations in the fair value of our investment securities that are beyond our control; deterioration in the fiscal position of the U.S. government and

downgrades in Treasury and federal agency securities; potential exposure to fraud, negligence, computer theft and cyber-crime; the adequacy of our risk management framework; our dependence on our information technology and telecommunications systems and the potential for any systems failures or interruptions; threats to and breaches of our information technology systems and data security, including cyber-attacks; our dependence upon outside third parties for the processing and handling of our records and data; our ability to adapt to technological change; the financial soundness of other financial institutions; our exposure to environmental liability risk associated with our lending activities; our engagement in derivative transactions; our involvement from time to time in legal proceedings and examinations and remedial actions by regulators; our involvement from time to time in litigation or other proceedings instituted by or against shareholders, customers, employees or third parties and the cost of legal fees associated with such litigation or proceedings; the susceptibility of our market to natural disasters and acts of God; and the effectiveness of our internal controls over financial reporting and our ability to remediate any future material weakness in our internal controls over financial reporting.

The foregoing factors should not be construed as exhaustive and should be read in conjunction with those factors that are detailed from time to time in the Company's periodic and current reports filed with the Securities and Exchange Commission (the "SEC"), including those factors included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 under the heading "Item 1A. Risk Factors" and in the Company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from our forward-looking statements. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date of this Report, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law. New risks and uncertainties may emerge from time to time, and it is not possible for us to predict their occurrence or how they will affect us.

PART I. FINANCIAL INFORMATION
Item 1. Consolidated Financial Statements

CAPSTAR FINANCIAL HOLDINGS, INC. & SUBSIDIARY
Consolidated Balance Sheets
(Dollars in thousands, except share data)

	March 31, 2019 (unaudited)	December 31, 2018
Assets		
Cash and due from banks	\$ 14,459	\$ 17,967
Interest-bearing deposits in financial institutions	97,737	76,714
Federal funds sold	8,125	10,762
Total cash and cash equivalents	<u>120,321</u>	<u>105,443</u>
Securities available-for-sale, at fair value	233,691	243,808
Securities held-to-maturity, fair value of \$3,806 and \$3,785 at March 31, 2019 and December 31, 2018, respectively	3,727	3,734
Loans held for sale	72,870	57,618
Loans	1,467,786	1,429,794
Less allowance for loan losses	(12,959)	(12,113)
Loans, net	<u>1,454,827</u>	<u>1,417,681</u>
Premises and equipment, net	19,632	18,821
Restricted equity securities	14,145	12,038
Accrued interest receivable	6,446	5,964
Goodwill	37,510	37,510
Core deposit intangible, net	8,108	8,538
Other real estate owned, net	1,038	988
Other assets	63,496	51,740
Total assets	<u>\$ 2,035,811</u>	<u>\$ 1,963,883</u>
Liabilities and Shareholders' Equity		
Deposits:		
Non-interest-bearing	\$ 312,597	\$ 289,552
Interest-bearing	450,462	434,921
Savings and money market accounts	492,619	497,108
Time	423,124	348,427
Total deposits	<u>1,678,802</u>	<u>1,570,008</u>
Federal Home Loan Bank advances	75,000	125,000
Other liabilities	22,258	14,496
Total liabilities	<u>1,776,060</u>	<u>1,709,504</u>
Shareholders' equity:		
Series A convertible preferred stock, \$1 par value; 5,000,000 shares authorized; 878,048 shares issued and outstanding at March 31, 2019 and December 31, 2018	878	878
Common stock, voting, \$1 par value; 20,000,000 shares authorized; 17,632,563 and 17,592,160 shares issued and outstanding at March 31, 2019 and December 31, 2018, respectively	17,633	17,592
Common stock, nonvoting, \$1 par value; 5,000,000 shares authorized; 132,561 shares issued and outstanding at March 31, 2019 and December 31, 2018	133	133
Additional paid-in capital	210,673	211,789
Retained earnings	31,338	27,303
Accumulated other comprehensive loss, net of income tax	(904)	(3,316)
Total shareholders' equity	<u>259,751</u>	<u>254,379</u>
Total liabilities and shareholders' equity	<u>\$ 2,035,811</u>	<u>\$ 1,963,883</u>

See accompanying notes to consolidated financial statements (unaudited).

CAPSTAR FINANCIAL HOLDINGS, INC. & SUBSIDIARY
Consolidated Statements of Income (Unaudited)
(Dollars in thousands, except share data)

	Three Months Ended March 31,	
	2019	2018
Interest income:		
Loans, including fees	\$ 20,592	\$ 12,234
Securities:		
Taxable	1,346	880
Tax-exempt	377	280
Federal funds sold	19	20
Restricted equity securities	187	129
Interest-bearing deposits in financial institutions	446	201
Total interest income	<u>22,967</u>	<u>13,744</u>
Interest expense:		
Interest-bearing deposits	1,594	754
Savings and money market accounts	1,718	1,005
Time deposits	1,813	649
Federal funds purchased	4	1
Securities sold under agreements to repurchase	5	—
Federal Home Loan Bank advances	831	489
Total interest expense	<u>5,965</u>	<u>2,898</u>
Net interest income	17,002	10,846
Provision for loan losses	886	678
Net interest income after provision for loan losses	<u>16,116</u>	<u>10,168</u>
Noninterest income:		
Treasury management and other deposit service charges	798	402
Net gain on sale of securities	12	—
Tri-Net fees	641	528
Mortgage banking income	1,385	1,313
Other noninterest income	1,899	847
Total noninterest income	<u>4,735</u>	<u>3,090</u>
Noninterest expense:		
Salaries and employee benefits	8,432	6,257
Data processing and software	1,474	798
Professional fees	543	474
Occupancy	883	521
Equipment	852	539
Regulatory fees	274	203
Merger related expenses	594	—
Amortization of intangibles	430	10
Other operating	1,243	778
Total noninterest expense	<u>14,725</u>	<u>9,580</u>
Income before income taxes	6,126	3,678
Income tax expense	1,346	483
Net income	<u>\$ 4,780</u>	<u>\$ 3,195</u>
Per share information:		
Basic net income per share of common stock	<u>\$ 0.27</u>	<u>\$ 0.27</u>
Diluted net income per share of common stock	<u>\$ 0.25</u>	<u>\$ 0.25</u>
Weighted average shares outstanding:		
Basic	<u>17,783,239</u>	<u>11,664,245</u>
Diluted	<u>18,830,933</u>	<u>12,975,759</u>

See accompanying notes to consolidated financial statements (unaudited).

CAPSTAR FINANCIAL HOLDINGS, INC. & SUBSIDIARY
Consolidated Statements of Comprehensive Income (Unaudited)
(Dollars in thousands)

	Three Months Ended	
	March 31,	
	2019	2018
Net income	\$ 4,780	\$ 3,195
Other comprehensive income (loss):		
Unrealized gains (losses) on securities available-for-sale:		
Unrealized holding gains (losses) arising during the period	3,264	(4,354)
Reclassification adjustment for gains included in net income	(12)	—
Tax effect	(850)	1,138
Net of tax	2,402	(3,216)
Unrealized losses on securities transferred to held-to-maturity:		
Reclassification adjustment for losses included in net income	—	14
Tax effect	—	(4)
Net of tax	—	10
Unrealized gains (losses) on cash flow hedges:		
Unrealized holding gains (losses) arising during the period	(241)	424
Reclassification adjustment for losses included in net income	197	250
Tax effect	54	(134)
Net of tax	10	540
Other comprehensive income (loss)	2,412	(2,666)
Comprehensive income	\$ 7,192	\$ 529

See accompanying notes to consolidated financial statements (unaudited).

CAPSTAR FINANCIAL HOLDINGS, INC. & SUBSIDIARY
Consolidated Statements of Changes in Shareholders' Equity (Unaudited)
(Dollars in thousands, except share data)

	Preferred stock	Common Stock, voting		Common Stock, nonvoting		Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Total shareholders' equity
		Shares	Amount	Shares	Amount				
Balance December 31, 2017	\$ 878	11,449,465	\$ 11,450	132,561	\$ 133	\$ 118,120	\$ 18,892	\$ (2,527)	\$ 146,946
Issuance of restricted common stock, net of forfeitures and withholdings to satisfy employee tax obligations	—	24,729	25	—	—	(354)	—	—	(329)
Stock-based compensation expense	—	—	—	—	—	305	—	—	305
Exercise of employee common stock options, net of withholdings to satisfy employee tax obligations	—	61,822	62	—	—	238	—	—	300
Exercise of common stock warrants	—	104,781	104	—	—	838	—	—	942
Net income	—	—	—	—	—	—	3,195	—	3,195
Other comprehensive loss	—	—	—	—	—	—	—	(2,666)	(2,666)
Balance March 31, 2018	\$ 878	11,640,797	\$ 11,641	132,561	\$ 133	\$ 119,147	\$ 22,087	\$ (5,193)	\$ 148,693
Balance December 31, 2018	\$ 878	17,592,160	\$ 17,592	132,561	\$ 133	\$ 211,789	\$ 27,303	\$ (3,316)	\$ 254,379
Issuance of restricted common stock, net of forfeitures and withholdings to satisfy employee tax obligations	—	13,801	14	—	—	(182)	—	—	(168)
Stock-based compensation expense	—	—	—	—	—	344	—	—	344
Exercise of employee common stock options, net of withholdings to satisfy employee tax obligations	—	182,002	182	—	—	998	—	—	1,180
Repurchase of common stock	—	(155,400)	(155)	—	—	(2,276)	—	—	(2,431)
Common and preferred stock dividends declared (\$0.04 per share)	—	—	—	—	—	—	(745)	—	(745)
Net income	—	—	—	—	—	—	4,780	—	4,780
Other comprehensive income	—	—	—	—	—	—	—	2,412	2,412
Balance March 31, 2019	\$ 878	17,632,563	\$ 17,633	132,561	\$ 133	\$ 210,673	\$ 31,338	\$ (904)	\$ 259,751

See accompanying notes to consolidated financial statements (unaudited).

CAPSTAR FINANCIAL HOLDINGS, INC. & SUBSIDIARY
Consolidated Statements of Cash Flows (Unaudited)
(Dollars in thousands)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income	\$ 4,780	\$ 3,195
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	886	678
Accretion of discounts on acquired loans and deferred fees	(559)	(171)
Depreciation and amortization	737	104
Net amortization of premiums on investment securities	205	289
Securities (gains) losses, net	(12)	—
Mortgage banking income	(1,385)	(1,313)
Tri-Net fees	(641)	(528)
Stock-based compensation	344	305
Deferred income tax expense	395	255
Origination of loans held for sale	(130,697)	(123,853)
Proceeds from loans held for sale	117,471	137,501
Net increase in accrued interest receivable and other assets	(13,438)	(691)
Net increase (decrease) in accrued interest payable and other liabilities	7,718	(444)
Net cash provided by (used in) operating activities	<u>(14,196)</u>	<u>15,327</u>
Cash flows from investing activities:		
Activities in securities available-for-sale:		
Purchases	(2,138)	(8,639)
Sales	9,722	2,014
Maturities, prepayments and calls	5,599	5,044
Purchase of restricted equity securities	(2,107)	(3)
Net increase in loans	(37,523)	(83,949)
Purchase of premises and equipment	(1,109)	(66)
Net cash used in investing activities	<u>(27,556)</u>	<u>(85,599)</u>
Cash flows from financing activities:		
Net increase in deposits	108,794	7,687
Proceeds from Federal Home Loan Bank advances	65,000	30,000
Payments on Federal Home Loan Bank advances	(115,000)	—
Repurchase of common stock	(2,431)	—
Exercise of common stock options and warrants, net of repurchase of restricted shares	1,012	913
Common and preferred stock dividends paid	(745)	—
Net cash provided by financing activities	<u>56,630</u>	<u>38,600</u>
Net increase (decrease) in cash and cash equivalents	14,878	(31,672)
Cash and cash equivalents at beginning of period	105,443	82,797
Cash and cash equivalents at end of period	<u>\$ 120,321</u>	<u>\$ 51,125</u>
Supplemental disclosures of cash paid:		
Interest paid	\$ 6,034	\$ 2,888
Income taxes	356	264
Cash paid for operating lease liabilities	459	394
Supplemental disclosures of noncash transactions:		
Transfer of loans to other real estate	\$ 50	\$ —
Loans charged off to the allowance for loan losses	82	160

See accompanying notes to consolidated financial statements (unaudited).

CAPSTAR FINANCIAL HOLDINGS, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements as of and for the period ended March 31, 2019 include CapStar Financial Holdings, Inc. and its wholly owned subsidiary, CapStar Bank (the “Bank”, together referred to as the “Company”). Significant intercompany transactions and accounts are eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with instructions to Form 10-Q and do not include all information and footnotes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. All adjustments consisting of normally recurring accruals that, in the opinion of management, are necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. These unaudited consolidated financial statements should be read in conjunction with the Company’s consolidated financial statements and related notes appearing in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, determination of impairment of intangible assets, including goodwill, the valuation of our investment portfolio, deferred tax assets and estimated liabilities. There have been no significant changes to the Company’s critical accounting policies as disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

Subsequent Events

Accounting Standards Codification (“ASC”) 855, Subsequent Events, establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The Company evaluated all events or transactions that occurred after March 31, 2019 through the date of the issued financial statements.

NOTE 2 – SECURITIES

The amortized cost and fair value of securities available-for-sale and held-to-maturity at March 31, 2019 and December 31, 2018 are summarized as follows (in thousands):

	<u>March 31, 2019</u>				<u>December 31, 2018</u>			
	<u>Amortized Cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized (losses)</u>	<u>Estimated fair value</u>	<u>Amortized Cost</u>	<u>Gross unrealized gains</u>	<u>Gross unrealized (losses)</u>	<u>Estimated fair value</u>
Securities available-for-sale:								
U. S. government agency securities	\$ 10,785	\$ —	\$ (184)	\$ 10,601	\$ 11,053	\$ —	\$ (347)	\$ 10,706
State and municipal securities	62,267	1,436	(303)	63,400	62,142	765	(981)	61,926
Mortgage-backed securities	138,851	1,080	(1,798)	138,133	146,547	776	(3,165)	144,158
Asset-backed securities	9,912	—	(164)	9,748	15,437	4	(157)	15,284
Other debt securities	11,858	51	(100)	11,809	11,863	71	(200)	11,734
Total	<u>\$ 233,673</u>	<u>\$ 2,567</u>	<u>\$ (2,549)</u>	<u>\$ 233,691</u>	<u>\$ 247,042</u>	<u>\$ 1,616</u>	<u>\$ (4,850)</u>	<u>\$ 243,808</u>
Securities held-to-maturity:								
State and municipal securities	\$ 3,727	\$ 79	\$ —	\$ 3,806	\$ 3,734	\$ 54	\$ (3)	\$ 3,785
Total	<u>\$ 3,727</u>	<u>\$ 79</u>	<u>\$ —</u>	<u>\$ 3,806</u>	<u>\$ 3,734</u>	<u>\$ 54</u>	<u>\$ (3)</u>	<u>\$ 3,785</u>

Security fair values are established by an independent pricing service as of the dates indicated. The difference between amortized cost and fair value reflects current interest rates and represents the potential gain (loss) had the portfolio been liquidated on those dates. Security gains (losses) are realized only in the event of dispositions prior to maturity or other-than-temporary impairment. Securities with unrealized losses as of March 31, 2019 and December 31, 2018, and the length of time they were in continuous loss positions as of such dates are as follows (in thousands):

	Less than 12 months		12 months or more		Total	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
March 31, 2019						
U. S. government agency securities	\$ —	\$ —	\$ 10,601	\$ (184)	\$ 10,601	\$ (184)
State and municipal securities	—	—	15,888	(303)	15,888	(303)
Mortgage-backed securities	2,931	(12)	85,318	(1,786)	88,249	(1,798)
Asset-backed securities	9,748	(164)	—	—	9,748	(164)
Other debt securities	985	(15)	5,472	(85)	6,457	(100)
Total temporarily impaired securities	<u>\$ 13,664</u>	<u>\$ (191)</u>	<u>\$ 117,279</u>	<u>\$ (2,358)</u>	<u>\$ 130,943</u>	<u>\$ (2,549)</u>
December 31, 2018						
U. S. government agency securities	\$ —	\$ —	\$ 10,706	\$ (347)	\$ 10,706	\$ (347)
State and municipal securities	13,455	(212)	17,376	(772)	30,831	(984)
Mortgage-backed securities	7,075	(17)	87,232	(3,148)	94,307	(3,165)
Asset-backed securities	8,262	(145)	2,439	(12)	10,701	(157)
Other debt securities	5,362	(200)	—	—	5,362	(200)
Total temporarily impaired securities	<u>\$ 34,154</u>	<u>\$ (574)</u>	<u>\$ 117,753</u>	<u>\$ (4,279)</u>	<u>\$ 151,907</u>	<u>\$ (4,853)</u>

As noted in the table above, as of March 31, 2019, the Company had unrealized losses of \$2.5 million in its investment securities portfolio. The unrealized losses associated with these investment securities are driven by changes in interest rates and are recorded as a component of equity. These investment securities will continue to be monitored as a part of our ongoing impairment analysis. Management evaluates the financial performance of the issuers on a quarterly basis to determine if it is probable that the issuers can make all contractual principal and interest payments. If a shortfall in future cash flows is identified, a credit loss will be deemed to have occurred and will be recognized as a charge to earnings and a new cost basis for the security will be established.

Because the Company currently does not intend to sell any investment securities that have an unrealized loss at March 31, 2019, and it is not more-likely-than-not that we will be required to sell these investment securities before recovery of their amortized cost bases, which may be at maturity, we do not consider these securities to be other-than-temporarily impaired at March 31, 2019.

Securities with a carrying value of \$168.4 million at March 31, 2019 were pledged to collateralize public deposits, derivative positions and Federal Home Loan Bank advances.

Results from sales of securities were as follows (in thousands):

	Three Months Ended	Three Months Ended
	March 31, 2019	March 31, 2018
Proceeds	\$ 9,722	\$ 2,014
Gross gains	70	70
Gross losses	(58)	(70)

The amortized cost and fair value of securities at March 31, 2019, by contractual maturity, are shown below (in thousands). Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	Available-for-sale		Held-to-maturity	
	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value
Due in less than one year	\$ 6,096	\$ 6,145	\$ 395	\$ 395
Due one to five years	31,435	31,836	3,332	3,411
Due five to ten years	40,627	41,260	—	—
Due beyond ten years	6,752	6,569	—	—
Mortgage-backed securities	138,851	138,133	—	—
Asset-backed securities	9,912	9,748	—	—
	<u>\$ 233,673</u>	<u>\$ 233,691</u>	<u>\$ 3,727</u>	<u>\$ 3,806</u>

NOTE 3 – LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of the loan portfolio as of March 31, 2019 and December 31, 2018 follows (in thousands):

	March 31, 2019	December 31, 2018
Commercial real estate	\$ 574,001	\$ 550,446
Consumer real estate	248,943	253,562
Construction and land development	162,237	174,670
Commercial and industrial	419,941	404,600
Consumer	26,241	25,615
Other	36,423	20,901
Total	<u>1,467,786</u>	<u>1,429,794</u>
Allowance for loan losses	(12,959)	(12,113)
	<u>\$ 1,454,827</u>	<u>\$ 1,417,681</u>

The adequacy of the allowance for loan losses (“ALL”) is assessed at the end of each quarter. The ALL includes a specific component related to loans that are individually evaluated for impairment and a general component related to loans that are segregated into homogenous pools and collectively evaluated for impairment. The ALL factors applied to these pools are an estimate of probable incurred losses based on management’s evaluation of historical net losses from loans with similar characteristics, which are adjusted by management to reflect current events, trends, and conditions. The adjustments include consideration of the following: changes in lending policies and procedures, economic conditions, nature and volume of the portfolio, experience of lending management, volume and severity of past due loans, quality of the loan review system, value of underlying collateral for collateral dependent loans, concentrations, and other external factors.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes all commercial loans, and consumer relationships with an outstanding balance greater than \$500,000, individually and assigns each loan a risk rating. This analysis is performed on a continual basis by the relationship managers and credit department personnel. On at least an annual basis an independent party performs a formal credit risk review of a sample of the loan portfolio. Among other things, this review assesses the appropriateness of the loan's risk rating. The Company uses the following definitions for risk ratings:

Special Mention – A special mention asset possesses deficiencies or potential weaknesses deserving of management's attention. If uncorrected, such weaknesses or deficiencies may expose the Company to an increased risk of loss in the future.

Substandard – A substandard asset is inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard.

Doubtful – A doubtful asset has all weaknesses inherent in one classified substandard, with the added characteristic that weaknesses make collection or liquidation in full, on the basis of existing facts, conditions, and values, highly questionable and improbable. The probability of loss is extremely high, but certain important and reasonable specific pending factors which may work to the advantage and strengthening of the asset exist, therefore, its classification as an estimated loss is deferred until a more exact status may be determined. Pending factors include proposed merger, acquisition or liquidation procedures, capital injection, perfecting liens on additional collateral, and refinancing plans.

Loans not falling into the criteria above are considered to be pass-rated loans. The Company utilizes six loan grades within the pass risk rating.

The following tables present the loan balances by category as well as risk rating (in thousands):

	Non-impaired Loans				Total Impaired Loans	Total
	Pass	Special Mention	Substandard	Total Non-impaired		
March 31, 2019						
Commercial real estate	\$ 571,234	\$ 173	\$ 1,223	\$ 572,630	\$ 1,371	\$ 574,001
Consumer real estate	244,890	1,753	1,347	247,990	953	248,943
Construction and land development	162,160	51	18	162,229	8	162,237
Commercial and industrial	402,650	8,537	7,298	418,485	1,456	419,941
Consumer	26,183	1	10	26,194	47	26,241
Other	36,423	—	—	36,423	—	36,423
Total	<u>\$ 1,443,540</u>	<u>\$ 10,515</u>	<u>\$ 9,896</u>	<u>\$ 1,463,951</u>	<u>\$ 3,835</u>	<u>\$ 1,467,786</u>
December 31, 2018						
Commercial real estate	\$ 547,616	\$ 177	\$ 1,262	\$ 549,055	\$ 1,391	\$ 550,446
Consumer real estate	249,273	1,676	1,691	252,640	922	253,562
Construction and land development	174,591	52	19	174,662	8	174,670
Commercial and industrial	388,719	7,790	6,545	403,054	1,546	404,600
Consumer	25,556	1	27	25,584	31	25,615
Other	20,901	—	—	20,901	—	20,901
Total	<u>\$ 1,406,656</u>	<u>\$ 9,696</u>	<u>\$ 9,544</u>	<u>\$ 1,425,896</u>	<u>\$ 3,898</u>	<u>\$ 1,429,794</u>

None of the Company's loans had a risk rating of "Doubtful" as of March 31, 2019 or December 31, 2018.

The following table details the changes in the ALL for the three months ended March 31, 2019 and 2018 (in thousands):

	Commercial real estate	Consumer real estate	Construction and land development	Commercial and industrial	Consumer	Other	Total
Three Months Ended March 31, 2019							
Balance, beginning of year	\$ 3,309	\$ 1,005	\$ 2,431	\$ 5,036	\$ 105	\$ 227	\$ 12,113
Charged-off loans	—	—	—	—	(37)	(45)	(82)
Recoveries	6	3	—	2	18	13	42
Provision for loan losses	199	9	(65)	486	53	204	886
Balance, end of period	\$ 3,514	\$ 1,017	\$ 2,366	\$ 5,524	\$ 139	\$ 399	\$ 12,959
Three Months Ended March 31, 2018							
Balance, beginning of year	\$ 3,324	\$ 1,063	\$ 1,628	\$ 7,209	\$ 91	\$ 406	\$ 13,721
Charged-off loans	—	—	—	(147)	(13)	—	(160)
Recoveries	5	1	—	272	46	—	324
Provision for loan losses	183	(28)	114	464	(2)	(53)	678
Balance, end of period	\$ 3,512	\$ 1,036	\$ 1,742	\$ 7,798	\$ 122	\$ 353	\$ 14,563

A breakdown of the ALL and the loan portfolio by loan category at March 31, 2019 and December 31, 2018 follows (in thousands):

	Commercial real estate	Consumer real estate	Construction and land development	Commercial and industrial	Consumer	Other	Total
March 31, 2019							
Allowance for Loan Losses:							
Collectively evaluated for impairment	\$ 3,514	\$ 1,017	\$ 2,366	\$ 5,333	\$ 139	\$ 399	\$ 12,768
Individually evaluated for impairment	—	—	—	191	—	—	191
Acquired with deteriorated credit quality	—	—	—	—	—	—	—
Balances, end of period	\$ 3,514	\$ 1,017	\$ 2,366	\$ 5,524	\$ 139	\$ 399	\$ 12,959
Loans:							
Collectively evaluated for impairment	\$ 572,630	\$ 247,990	\$ 162,229	\$ 418,485	\$ 26,194	\$ 36,423	\$ 1,463,951
Individually evaluated for impairment	1,260	213	—	745	10	—	2,228
Acquired with deteriorated credit quality	111	740	8	711	37	—	1,607
Balances, end of period	\$ 574,001	\$ 248,943	\$ 162,237	\$ 419,941	\$ 26,241	\$ 36,423	\$ 1,467,786
December 31, 2018							
Allowance for Loan Losses:							
Collectively evaluated for impairment	\$ 3,309	\$ 1,005	\$ 2,431	\$ 5,036	\$ 105	\$ 227	\$ 12,113
Individually evaluated for impairment	—	—	—	—	—	—	—
Acquired with deteriorated credit quality	—	—	—	—	—	—	—
Balances, end of period	\$ 3,309	\$ 1,005	\$ 2,431	\$ 5,036	\$ 105	\$ 227	\$ 12,113
Loans:							
Collectively evaluated for impairment	\$ 549,055	\$ 252,640	\$ 174,662	\$ 403,054	\$ 25,584	\$ 20,901	\$ 1,425,896
Individually evaluated for impairment	1,278	183	—	817	—	—	2,278
Acquired with deteriorated credit quality	113	739	8	729	31	—	1,620
Balances, end of period	\$ 550,446	\$ 253,562	\$ 174,670	\$ 404,600	\$ 25,615	\$ 20,901	\$ 1,429,794

The following table presents the allocation of the ALL for each respective loan category with the corresponding percentage of the ALL in each category to total loans, net of deferred fees as of March 31, 2019 and December 31, 2018 (dollars in thousands):

	March 31, 2019		December 31, 2018	
	Amount	Percent of total loans, net of deferred fees	Amount	Percent of total loans, net of deferred fees
Commercial real estate	\$ 3,514	0.24%	\$ 3,309	0.23%
Consumer real estate	1,017	0.07	1,005	0.07
Construction and land development	2,366	0.16	2,431	0.17
Commercial and industrial	5,524	0.38	5,036	0.35
Consumer	139	0.01	105	0.01
Other	399	0.03	227	0.02
Total allowance for loan and lease losses	\$ 12,959	0.88%	\$ 12,113	0.85%

The following table presents the Company's impaired loans that were evaluated for specific loss allowance as of March 31, 2019 and December 31, 2018 (in thousands):

	March 31, 2019			December 31, 2018		
	Recorded investment	Unpaid principal balance	Related allowance	Recorded investment	Unpaid principal balance	Related allowance
With no related allowance recorded:						
Commercial real estate	\$ 1,371	\$ 1,751	\$ —	\$ 1,391	\$ 1,775	\$ —
Consumer real estate	953	1,466	—	922	1,204	—
Construction and land development	8	25	—	8	18	—
Commercial and industrial	714	1,489	—	1,546	6,350	—
Consumer	47	77	—	31	56	—
Other	—	—	—	—	—	—
Subtotal	3,093	4,808	—	3,898	9,403	—
With an allowance recorded:						
Commercial real estate	—	—	—	—	—	—
Consumer real estate	—	—	—	—	—	—
Construction and land development	—	—	—	—	—	—
Commercial and industrial	742	5,419	191	—	—	—
Consumer	—	—	—	—	—	—
Other	—	—	—	—	—	—
Subtotal	742	5,419	191	—	—	—
Total	\$ 3,835	\$ 10,227	\$ 191	\$ 3,898	\$ 9,403	\$ —

The following presents information related to the average recorded investment and interest income recognized on impaired loans for the three months ended March 31, 2019 and 2018 (in thousands):

	Three Months Ended March 31, 2019		Three Months Ended March 31, 2018	
	Average recorded investment	Interest income recognized	Average recorded investment	Interest income recognized
With no related allowance recorded:				
Commercial real estate	\$ 1,381	\$ 16	\$ 1,197	\$ 10
Consumer real estate	938	—	—	—
Construction and land development	8	—	—	—
Commercial and industrial	724	—	1,470	—
Consumer	39	—	—	—
Other	—	—	—	—
Subtotal	3,090	16	2,667	10
With an allowance recorded:				
Commercial real estate	—	—	—	—
Consumer real estate	—	—	—	—
Construction and land development	—	—	—	—
Commercial and industrial	777	—	—	—
Consumer	—	—	—	—
Other	—	—	—	—
Subtotal	777	—	—	—
Total	\$ 3,867	\$ 16	\$ 2,667	\$ 10

Interest income recognized on a cash basis for impaired loans amounted to \$10,000 for the three months ended March 31, 2018. No interest income was recognized on a cash basis for impaired loans during the three months ended March 31, 2019.

The following table presents the aging of the recorded investment in past-due loans as of March 31, 2019 and December 31, 2018 by class of loans (in thousands):

	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due	Loans Not Past Due	Total
March 31, 2019						
Commercial real estate	\$ —	\$ 5,709	\$ —	\$ 5,709	\$ 568,292	\$ 574,001
Consumer real estate	367	38	417	822	248,121	248,943
Construction and land development	—	—	—	—	162,237	162,237
Commercial and industrial	291	753	—	1,044	418,897	419,941
Consumer	17	6	36	59	26,182	26,241
Other	—	—	—	—	36,423	36,423
Total	\$ 675	\$ 6,506	\$ 453	\$ 7,634	\$ 1,460,152	\$ 1,467,786
December 31, 2018						
Commercial real estate	\$ 300	\$ 227	\$ —	\$ 527	\$ 549,919	\$ 550,446
Consumer real estate	69	75	775	919	252,643	253,562
Construction and land development	—	—	—	—	174,670	174,670
Commercial and industrial	54	—	—	54	404,546	404,600
Consumer	52	—	43	95	25,520	25,615
Other	—	—	—	—	20,901	20,901
Total	\$ 475	\$ 302	\$ 818	\$ 1,595	\$ 1,428,199	\$ 1,429,794

The following table presents the recorded investment in non-accrual loans, past due loans over 89 days and accruing and troubled debt restructurings (“TDR”) by class of loans as of March 31, 2019 and December 31, 2018 (in thousands):

	Non-Accrual	Past Due Over 89 Days and Accruing	Troubled Debt Restructurings
March 31, 2019			
Commercial real estate	\$ —	\$ —	\$ 1,255
Consumer real estate	912	—	—
Construction and land development	8	—	—
Commercial and industrial	744	—	—
Consumer	48	—	—
Other	—	—	—
Total	<u>\$ 1,712</u>	<u>\$ —</u>	<u>\$ 1,255</u>
December 31, 2018			
Commercial real estate	\$ —	\$ —	\$ 1,391
Consumer real estate	1,187	214	—
Construction and land development	19	—	—
Commercial and industrial	817	—	—
Consumer	55	—	—
Other	—	—	—
Total	<u>\$ 2,078</u>	<u>\$ 214</u>	<u>\$ 1,391</u>

As of March 31, 2019 and December 31, 2018, all loans classified as nonperforming were deemed to be impaired.

As of March 31, 2019 and December 31, 2018, the Company had a recorded investment in TDR of \$1.3 million and \$1.4 million, respectively. The Company had no specific allowance for those loans at March 31, 2019 or December 31, 2018 and there were no commitments to lend additional amounts. Loans accounted for as TDR include modifications from original terms such as those due to bankruptcy proceedings, certain modifications of amortization periods or extended suspension of principal payments due to customer financial difficulties. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Bank’s loan policy. Loans accounted for as TDR are individually evaluated for impairment.

There were no TDR identified during the three months ended March 31, 2019 or 2018. There were no TDR for which there was a payment default within twelve months following the modification during the three months ended March 31, 2019 or 2018.

A loan is considered to be in payment default once it is 30 days contractually past due under the modified terms.

Acquired Loans

The following table presents changes in the carrying value of purchased credit impaired (“PCI”) loans (in thousands):

	Three Months Ended March 31, 2019
Balance at beginning of period	\$ 1,620
Change due to payments received and accretion	(13)
Change due to loan charge-offs	—
Other	—
Balance at end of period	<u>\$ 1,607</u>

The following table presents changes in the accretable yield for PCI loans (in thousands):

	Three Months Ended	
	March 31, 2019	
Balance at beginning of period	\$	440
Accretion		(13)
Reclassification from (to) nonaccretable difference		—
Other, net		11
Balance at end of period	\$	438

PCI loans had no impact on the ALL for the three months ended March 31, 2019 or 2018.

NOTE 4 – PREMISES AND EQUIPMENT

The Company leases certain premises and equipment under operating leases. At March 31, 2019, the Company had lease liabilities totaling \$13.2 million and right-of-use assets totaling \$12.5 million related to these leases. Lease liabilities and right-of-use assets are reflected in other liabilities and other assets, respectively. For the three months ended March 31, 2019, the weighted average remaining lease term for operating leases was 11.3 years and the weighted average discount rate used in the measurement of operating lease liabilities was 3.53%.

Lease costs were as follows (in thousands):

	Three Months Ended	
	March 31, 2019	
Operating lease cost	\$	482
Short-term lease cost		—
Variable least cost		—
Total lease cost	\$	482

Rent expense for the three months ended March 31, 2018, prior to the adoption of ASU 2016-02 was \$394,000.

There were no sale and leaseback transactions, leveraged leases, or lease transactions with related parties during the three months ended March 31, 2019 or 2018.

A maturity analysis of operating lease liabilities and reconciliation of the undiscounted cash flows to the total operating lease liability is as follows (in thousands):

	March 31, 2019	
Lease payments due:		
Within one year	\$	1,537
After one but within two years		1,546
After two but within three years		1,548
After three but within four years		1,447
After four but within five years		1,313
After five years		8,545
Total undiscounted cash flows		15,936
Discount on cash flows		(2,778)
Total lease liability	\$	13,158

NOTE 5 – FEDERAL HOME LOAN BANK ADVANCES

The Company had outstanding borrowings totaling of \$75.0 million and \$125.0 million at March 31, 2019 and December 31, 2018, respectively, via various advances. These advances are non-callable; interest payments are due monthly, with principal due at maturity.

The following is a summary of the contractual maturities and average effective rates of outstanding advances (dollars in thousands):

Year	March 31, 2019		December 31, 2018	
	Amount	Interest Rates	Amount	Interest Rates
2019	\$ 75,000	2.54%	\$ 125,000	2.48%
2020	—	—	—	—
2021	—	—	—	—
2022	—	—	—	—
2023	—	—	—	—
Thereafter	—	—	—	—
Total	\$ 75,000	2.54%	\$ 125,000	2.48%

Advances from the FHLB are collateralized by investment securities with a market value of \$4.0 million, FHLB stock and certain commercial and residential real estate mortgage loans totaling \$700.0 million under a blanket mortgage collateral agreement. At March 31, 2019, the amount of available credit from the FHLB totaled \$188.6 million.

NOTE 6 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following were changes in accumulated other comprehensive income (loss) by component, net of tax, for the periods ended March 31, 2019 and 2018 (in thousands):

	Gains and Losses on Cash Flow Hedges	Unrealized Gains and Losses on Available for Sale Securities	Unrealized Losses on Securities Transferred to Held to Maturity	Total
Three Months Ended March 31, 2019				
Beginning Balance	\$ (2,636)	\$ (680)	\$ —	\$ (3,316)
Other comprehensive income (loss) before reclassification	198	2,393	—	2,591
Amounts reclassified from accumulated other comprehensive income (loss)	(188)	9	—	(179)
Net current period other comprehensive income (loss)	10	2,402	—	2,412
Ending Balance	\$ (2,626)	\$ 1,722	\$ —	\$ (904)
Three Months Ended March 31, 2018				
Beginning Balance	\$ (3,679)	\$ 1,162	\$ (10)	\$ (2,527)
Other comprehensive income (loss) before reclassification	768	(3,216)	20	(2,428)
Amounts reclassified from accumulated other comprehensive income (loss)	(228)	—	(10)	(238)
Net current period other comprehensive income (loss)	540	(3,216)	10	(2,666)
Ending Balance	\$ (3,139)	\$ (2,054)	\$ —	\$ (5,193)

The following were significant amounts reclassified out of each component of accumulated other comprehensive income (loss) for the three months ended March 31, 2019 and 2018 (in thousands):

Details about Accumulated Other Comprehensive Income (Loss) Components	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Affected Line Item in the Statement Where Net Income is Presented
Unrealized losses on cash flow hedges	\$ (110)	\$ (108)	Interest expense - money market
	(87)	(144)	Interest expense - Federal Home Loan
	9	24	Bank advances
	\$ (188)	\$ (228)	Income tax benefit
			Net of tax
Unrealized gains and (losses) on available-for-sale securities	\$ 12	\$ —	Net gain on sale of securities
	(3)	—	Income tax expense
	\$ 9	\$ —	Net of tax
Unrealized losses on securities transferred to held-to-maturity	\$ —	\$ (14)	Interest income - securities
	—	4	Income tax benefit
	\$ —	\$ (10)	Net of tax

NOTE 7 – INCOME TAXES

The Company's effective tax rate for the three months ended March 31, 2019 was 22.0% compared to 13.1% for the three months ended March 31, 2018. In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions, including income tax consequences. In addition to other changes, the guidance changed the accounting for excess tax benefits and tax deficiencies from generally being recognized in additional paid-in capital to recognition as income tax expense or benefit in the period they occur. The Company adopted the new guidance in the first quarter of 2017. As a result, the Company's income tax expense was reduced by \$33,000 and \$363,000 for the periods ended March 31, 2019 and 2018.

The effective tax rate compared favorably to the statutory federal rate of 21% and Tennessee excise tax rate of 6.5% primarily due to investments in qualified municipal securities, company owned life insurance, state tax credits, net of the effect of certain non-deductible expenses and the recognition of excess tax benefits related to stock compensation.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Company has outstanding commitments and contingent liabilities, such as commitments to extend credit and standby letters of credit, which are not included in the accompanying financial statements. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual or notional amount of those instruments. The Company uses the same credit policies in making such commitments as it does for instruments that are included in the balance sheet.

The following table sets forth outstanding financial instruments whose contract amounts represent credit risk as of March 31, 2019 and December 31, 2018 (in thousands):

	Contract or notional amount	
	March 31, 2019	December 31, 2018
Financial instruments whose contract amounts represent credit risk:		
Unused commitments to extend credit	\$ 696,426	\$ 707,675
Standby letters of credit	12,069	12,273
Total	\$ 708,495	\$ 719,948

The Company is party to litigation and claims arising in the normal course of business. Management believes that the liabilities, if any, arising from such litigation and claims as of March 31, 2019, will not have a material impact on the financial statements of the Company.

NOTE 9 – DERIVATIVES

The Company utilizes interest rate swap agreements as part of its asset liability management strategy to help manage its interest rate risk position. The notional amount of the interest rate swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual interest rate swap agreements.

Interest Rate Swaps Designated as Cash Flow Hedges

Forward starting interest rate swaps with notional amounts totaling \$20 million as of March 31, 2019 and December 31, 2018 were designated as cash flow hedges of certain liabilities and were determined to be fully effective during all periods presented. As such, no amount of ineffectiveness has been included in net income. Therefore, the aggregate fair value of the swaps is recorded in other assets (liabilities) with changes in fair value recorded in other comprehensive income (loss). The amount included in accumulated other comprehensive income (loss) would be reclassified to current earnings should the hedges no longer be considered effective. The Company expects the hedges to remain fully effective during the remaining terms of the swaps.

Summary information about the interest-rate swaps designated as cash flow hedges was as follows (dollars in thousands):

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Notional amounts	\$ 20,000	\$ 20,000
Weighted average pay rates	3.54%	3.54%
Weighted average receive rates	3 month LIBOR	3 month LIBOR
Weighted average maturity	4.2 years	4.5 years
Fair value	\$ (1,042)	\$ (836)
Amount of unrealized loss recognized in accumulated other comprehensive income, net of tax	\$ (770)	\$ (617)

Pursuant to its interest rate swap agreements, the Company pledged collateral to the counterparties in the form of investment securities with a carrying value of \$2.0 million at March 31, 2019. There was no collateral posted from the counterparties to the Company as of March 31, 2019. It is possible that the Company may need to post additional collateral in the future or that the counterparties may be required to post collateral to the Company in the future.

Other Interest Rate Swaps

The Company also enters into swaps to facilitate customer transactions and meet their financing needs. Upon entering into these transactions the Company enters into offsetting positions with large U.S. financial institutions in order to minimize risk to the Company. A summary of the Company's customer related interest rate swaps was as follows (in thousands):

	<u>March 31, 2019</u>		<u>December 31, 2018</u>	
	<u>Notional amount</u>	<u>Estimated fair value</u>	<u>Notional amount</u>	<u>Estimated fair value</u>
Interest rate swap agreements:				
Pay fixed/receive variable swaps	\$ 28,359	\$ (250)	\$ 29,126	\$ 24
Pay variable/receive fixed swaps	28,359	250	29,126	(24)
Total	<u>\$ 56,718</u>	<u>\$ —</u>	<u>\$ 58,252</u>	<u>\$ —</u>

NOTE 10 – STOCK OPTIONS AND RESTRICTED SHARES

During 2008, the board of directors of the Bank approved the CapStar Bank 2008 Stock Incentive Plan. Following the formation of CapStar Financial Holdings, Inc. in 2016, and in connection with the Share Exchange, the outstanding awards of restricted stock and stock options under the CapStar Bank 2008 Stock Incentive Plan were exchanged for similar awards of restricted stock and stock options issued by CapStar Financial Holdings, Inc. under the CapStar Financial Holdings, Inc. Stock Incentive Plan (the “Plan”), which the board of directors adopted in 2016. The Stock Incentive Plan provides for the grant of stock-based incentives, including stock options, restricted stock units, performance awards and restricted stock, to employees, directors and service providers that are subject to forfeiture until vesting conditions have been satisfied by the award recipient under the terms of the award. The Plan is intended to help align the interests of employees and our shareholders and reward our employees for improved Company performance. The Plan reserved 1,569,475 shares of stock for issuance of stock incentives. Stock incentives include both restricted share and stock option grants. During 2018, the board of directors approved the addition of 400,000 shares of stock for issuance of stock incentives under the Plan. Total shares issuable under the plan were 399,184 at March 31, 2019.

The Company has recognized stock-based compensation expense, within salaries and employee benefits for employees, and within other non-interest expense for directors, in the consolidated statements of income as follows (in thousands):

	Three Months Ended	
	March 31,	
	2019	2018
Stock-based compensation expense before income taxes	\$ 344	\$ 305
Less: deferred tax benefit	(90)	(80)
Reduction of net income	\$ 254	\$ 225

Restricted Shares

Compensation expense is recognized over the vesting period of the awards based on the fair value of the stock at the issue date. The fair value of each restricted stock grant is based on valuations performed by independent consultants. The recipients have the right to vote and receive dividends but cannot sell, transfer, assign, pledge, hypothecate, or otherwise encumber the restricted stock until the shares have vested. Restricted shares fully vest on the third anniversary of the grant date. A summary of the changes in the Company’s nonvested restricted shares for the three months ended March 31, 2019 follows:

<u>Nonvested Shares</u>	<u>Restricted Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Nonvested at beginning of period	157,616	\$ 17.00
Granted	30,183	15.91
Vested	(50,401)	14.92
Forfeited	(6,467)	16.97
Nonvested at end of period	130,931	\$ 17.55

As of March 31, 2019, there was \$2.0 million of unrecognized compensation cost related to nonvested shares granted under the Plan. The cost is expected to be recognized over a weighted-average period of 2.2 years. The total fair value of shares vested during the three months ended March 31, 2019 and 2018 was \$0.8 million and \$1.5 million.

Stock Options

Option awards are generally granted with an exercise price equal to the fair value of the Company’s common stock at the date of grant. Option awards generally have a three year vesting period and a ten year contractual term.

The fair value of each option grant is estimated on the date of grant using the Black Scholes option pricing model. There were no options granted in 2019 or 2018.

A summary of the activity in stock options for the three months ended March 31, 2019 follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)
Outstanding at beginning of period	507,903	\$ 8.66	
Granted	—	—	
Exercised	(182,002)	6.48	
Forfeited or expired	—	—	
Outstanding at end of period	<u>325,901</u>	<u>\$ 9.88</u>	<u>4.2</u>
Fully vested and expected to vest	<u>325,305</u>	<u>\$ 9.88</u>	<u>4.2</u>
Exercisable at end of period	<u>319,651</u>	<u>\$ 9.82</u>	<u>4.1</u>

Information related to stock options during each year follows:

	2019	2018
Intrinsic value of options exercised	\$ 1,733,087	\$ 897,541
Cash received from option exercises	1,179,923	949,500
Tax benefit realized from option exercises	15,411	234,617
Weighted average fair value of options granted	—	—

As of March 31, 2019, there was \$0.01 million of unrecognized compensation cost related to nonvested stock options granted under the Plan. The cost is expected to be recognized over a weighted-average period of 0.9 years.

NOTE 11 – REGULATORY CAPITAL REQUIREMENTS

The Company and the Bank are subject to regulatory capital requirements administered by the Federal Reserve and the Bank is also subject to the regulatory capital requirements of the Tennessee Department of Financial Institutions. Failure to meet capital requirements can initiate certain mandatory – and possibly additional discretionary – actions by regulators that could, in that event, have a material adverse effect on the institutions' financial statements. The relevant regulations require the Company and the Bank to meet specific capital adequacy guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting principles. The capital classifications of the Company and the Bank are also subject to qualitative judgments by their regulators about components, risk weightings, and other factors. Those qualitative judgments could also affect the capital status of the Company and the Bank and the amount of dividends the Company and the Bank may distribute. The final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Bank on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes as of March 31, 2019, the Company and the Bank met all regulatory capital adequacy requirements to which they are subject.

The Company's and the Bank's capital amounts and ratios as of March 31, 2019 and December 31, 2018 are presented in the following table (dollars in thousands).

	Actual		Minimum capital requirement (1)		Minimum to be well-capitalized (2)	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
At March 31, 2019:						
Total capital to risk-weighted assets:						
CapStar Financial Holdings, Inc.	\$ 226,159	12.64%	\$ 143,152	8.00%	N/A	N/A
CapStar Bank	207,479	11.60	143,091	8.00	\$ 178,864	10.00
Tier I capital to risk-weighted assets:						
CapStar Financial Holdings, Inc.	213,021	11.90	107,364	6.00	N/A	N/A
CapStar Bank	194,341	10.87	107,318	6.00	143,091	8.00
Common equity Tier 1 capital to risk weighted assets:						
CapStar Financial Holdings, Inc.	204,021	11.40	80,523	4.50	N/A	N/A
CapStar Bank	177,841	9.94	80,489	4.50	116,261	6.50
Tier I capital to average assets:						
CapStar Financial Holdings, Inc.	213,021	10.97	77,671	4.00	N/A	N/A
CapStar Bank	194,341	10.01	77,642	4.00	97,053	5.00
At December 31, 2018:						
Total capital to risk-weighted assets:						
CapStar Financial Holdings, Inc.	\$ 222,030	12.84%	\$ 138,336	8.00%	N/A	N/A
CapStar Bank	201,972	11.68	138,294	8.00	\$ 172,868	10.00
Tier I capital to risk-weighted assets:						
CapStar Financial Holdings, Inc.	209,738	12.13	103,752	6.00	N/A	N/A
CapStar Bank	189,680	10.97	103,721	6.00	138,294	8.00
Common equity Tier 1 capital to risk weighted assets:						
CapStar Financial Holdings, Inc.	200,738	11.61	77,814	4.50	N/A	N/A
CapStar Bank	173,180	10.02	77,791	4.50	112,364	6.50
Tier I capital to average assets:						
CapStar Financial Holdings, Inc.	209,738	11.06	75,867	4.00	N/A	N/A
CapStar Bank	189,680	10.01	75,828	4.00	94,785	5.00

- (1) For the calendar year 2019, the Company must maintain a capital conservation buffer of Tier 1 common equity capital in excess of minimum risk-based capital ratios by at least 2.5% to avoid limits on capital distributions and certain discretionary bonus payments to executive officers and similar employees.
- (2) For the Company to be well-capitalized, the Bank must be well-capitalized and the Company must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve to meet and maintain a specific capital level for any capital measure.

NOTE 12 – EARNINGS PER SHARE

The following is a summary of the basic and diluted earnings per share calculation for the three months ended March 31, 2019 and 2018 (in thousands except share data):

	Three Months Ended March 31,	
	2019	2018
Basic net income per share calculation:		
Numerator – Net income	\$ 4,780	\$ 3,195
Denominator – Average common shares outstanding	17,783,239	11,664,245
Basic net income per share	<u>\$ 0.27</u>	<u>\$ 0.27</u>
Diluted net income per share calculation:		
Numerator – Net income	\$ 4,780	\$ 3,195
Denominator – Average common shares outstanding	17,783,239	11,664,245
Dilutive shares contingently issuable	1,047,694	1,311,514
Average diluted common shares outstanding	<u>18,830,933</u>	<u>12,975,759</u>
Diluted net income per share	<u>\$ 0.25</u>	<u>\$ 0.25</u>

NOTE 13 – FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

- Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2: Significant observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Significant unobservable inputs that reflect a reporting entity’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Bank used the following methods and significant assumptions to estimate fair value:

Investment Securities: The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2), using matrix pricing. Matrix pricing is a mathematical technique commonly used to price debt securities that are not actively traded and, values debt securities by relying on quoted prices for the specific securities and the securities’ relationship to other benchmark quoted securities (Level 2 inputs). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). See below for additional discussion of Level 3 valuation methodologies and significant inputs. The fair values of all securities are determined from third party pricing services without adjustment.

Derivatives-Interest Rate Swaps: The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2). The Bank’s derivatives are traded in an over-the-counter market where quoted market prices are not always available. Therefore, the fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. The fair values of all interest rate swaps are determined from third party pricing services without adjustment.

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available for similar loans and collateral underlying such loans. Such adjustments result in a Level 3 classification of the inputs for determining fair value. Collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on at least a quarterly basis for additional impairment and adjusted in accordance with the loan policy. The Company had no impaired loans carried at fair value at December 31, 2018.

Other Real Estate Owned: Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach with data from comparable properties. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Appraisals may be adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and/or management's expertise and knowledge of the collateral. Such adjustments result in a Level 3 classification of the inputs for determining fair value. Real estate owned properties are evaluated on a quarterly basis for additional impairment and adjusted accordingly. The Company had no other real estate owned carried at fair value at March 31, 2019 or December 31, 2018.

Loans Held For Sale: Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors (Level 2). There were no loans held for sale carried at fair value at March 31, 2019 or December 31, 2018.

Assets and liabilities measured at fair value on a recurring basis are summarized below (in thousands):

	Fair value measurements at March 31, 2019			
	Carrying Value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Securities available-for-sale:				
U.S. government-sponsored agencies	\$ 10,601	\$ —	\$ 10,601	\$ —
Obligations of states and political subdivisions	63,400	—	63,400	—
Mortgage-backed securities-residential	138,133	—	138,133	—
Asset-backed securities	9,748	—	9,748	—
Other debt securities	11,809	—	11,809	—
Total securities available-for-sale	<u>\$ 233,691</u>	<u>\$ —</u>	<u>\$ 233,691</u>	<u>\$ —</u>
Derivatives:				
Interest rate swaps - customer related	<u>\$ 464</u>	<u>\$ —</u>	<u>\$ 464</u>	<u>\$ —</u>
Liabilities:				
Derivatives:				
Interest rate swaps - customer related	\$ (464)	\$ —	\$ (464)	\$ —
Interest rate swaps - cash flow hedges	(1,042)	—	(1,042)	—
Total derivatives	<u>\$ (1,506)</u>	<u>\$ —</u>	<u>\$ (1,506)</u>	<u>\$ —</u>

Fair value measurements at December 31, 2018				
	Carrying Value	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets:				
Securities available-for-sale:				
U.S. government-sponsored agencies	\$ 10,706	\$ —	\$ 10,706	\$ —
Obligations of states and political subdivisions	61,926	—	61,926	—
Mortgage-backed securities-residential	144,158	—	144,158	—
Asset-backed securities	15,284	—	15,284	—
Other debt securities	11,734	—	11,734	—
Total securities available-for-sale	<u>\$ 243,808</u>	<u>\$ —</u>	<u>\$ 243,808</u>	<u>\$ —</u>
Derivatives:				
Interest rate swaps - customer related	<u>\$ 494</u>	<u>\$ —</u>	<u>\$ 494</u>	<u>\$ —</u>
Liabilities:				
Derivatives:				
Interest rate swaps - customer related	\$ (494)	\$ —	\$ (494)	\$ —
Interest rate swaps - cash flow hedges	(836)	—	(836)	—
Total derivatives	<u>\$ (1,330)</u>	<u>\$ —</u>	<u>\$ (1,330)</u>	<u>\$ —</u>

Assets measured at fair value on a nonrecurring basis are summarized below (in thousands): There were no assets measured at fair value on a nonrecurring basis at December 31, 2018.

Fair value measurements at March 31, 2019				
	Carrying Value	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Assets:				
Impaired loans:				
Commercial and industrial	\$ 551	—	—	551

The following table presents quantitative information about Level 3 fair value measurements for assets measured at fair value on a non-recurring basis at March 31, 2019 (dollars in thousands):

March 31, 2019	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range (Weighted-Average)
Impaired loans:				
Commercial and industrial	\$ 551	Sales comparison approach	Appraisal discounts	25%

Fair Value of Financial Instruments

The carrying value and estimated fair values of the Bank's financial instruments at March 31, 2019 and December 31, 2018 were as follows (in thousands):

	March 31, 2019		December 31, 2018		Fair value level of input
	Carrying amount	Fair value	Carrying amount	Fair value	
Financial assets:					
Cash and due from banks, interest-bearing deposits in financial institutions	\$ 112,196	\$ 112,196	\$ 94,681	\$ 94,681	Level 1
Federal funds sold	8,125	8,125	10,762	10,762	Level 1
Securities available-for-sale	233,691	233,691	243,808	243,808	Level 2
Securities held-to-maturity	3,727	3,806	3,734	3,785	Level 2
Loans held for sale	72,870	74,193	57,618	58,596	Level 2
Restricted equity securities	14,145	N/A	12,038	N/A	N/A
Loans	1,467,786	1,466,147	1,429,794	1,442,082	Level 3
Accrued interest receivable	6,446	6,446	5,964	5,964	Level 2
Other assets	34,664	34,664	34,489	34,489	Level 2
Financial liabilities:					
Deposits	1,678,802	1,612,455	1,570,008	1,504,101	Level 3
Federal Home Loan Bank advances	75,000	75,663	125,000	126,548	Level 2
Other liabilities	1,506	1,506	2,753	2,753	Level 3

The methods and assumptions, not previously presented, used to estimate fair values are described as follows:

(a) *Cash and Due from Banks, Interest-Bearing Deposits in Financial Institutions*

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

(b) *Federal Funds Sold*

Federal funds sold clear on a daily basis. For this reason, the carrying amount is a reasonable estimate of fair value.

(c) *Restricted Equity Securities*

It is not practical to determine the fair value of restricted securities due to restrictions placed on their transferability.

(d) *Loans*

In accordance with the prospective adoption of ASU No. 2016-01, the fair value of loans was measured using an exit price notion. Fair values for impaired loans are estimated using discounted cash flow models or based on the fair value of the underlying collateral.

(e) *Accrued Interest Receivable*

The carrying amounts of accrued interest approximate fair value.

(f) *Other Assets*

Included in other assets are bank owned life insurance, certain interest rate swap agreements and the cash flow hedge relationships. The fair values of interest rate swap agreements and the cash flow hedge relationships are based on independent pricing services that utilize pricing models with observable market inputs. For bank owned life insurance, the carrying amount is based on the cash surrender value and is a reasonable estimate of fair value.

(g) *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 certificates of deposit is estimated by discounted cash flow models, using current market interest rates offered on certificates with similar remaining maturities.

(h) *Federal Home Loan Bank Advances*

The fair value of fixed rate Federal Home Loan Bank Advances is estimated using discounted cash flow models, using current market interest rates offered on certificates, advances and other borrowings with similar remaining maturities.

(i) *Other Liabilities*

Included in other liabilities are accrued interest payable, certain interest rate swap agreements and the cash flow hedge relationships. The fair values of interest rate swap agreements and the cash flow hedge relationships are based on independent pricing services that utilize pricing models with observable market inputs. The carrying amounts of accrued interest approximate fair value.

(j) *Off-Balance Sheet Instruments*

Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

(k) *Limitations*

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Bank's entire holdings of a particular instrument. Because no market exists for a significant portion of the Bank's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on estimating on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, fixed assets are not considered financial instruments and their value has not been incorporated into the fair value estimates. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following is a discussion of our financial condition at March 31, 2019 and December 31, 2018 and our results of operations for the three months ended March 31, 2019 and 2018. The purpose of this discussion is to focus on information about our financial condition and results of operations which is not otherwise apparent from the consolidated financial statements. The following discussion and analysis should be read along with our consolidated financial statements and the related notes included elsewhere in this Report and our Annual Report on Form 10-K for the year ended December 31, 2018. Annualized results for interim periods may not be indicative of results for the full year or future periods. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from our current expectations. Factors that could cause such differences are discussed in the section entitled “Cautionary Note Regarding Forward-Looking Statements” in this Report and the section entitled “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018. We assume no obligation to update any of these forward-looking statements except to the extent required by applicable law.

The following discussion and analysis pertains to our historical results on a consolidated basis. However, because we conduct all of our material business operations through our wholly-owned subsidiary, CapStar Bank, the following discussion and analysis relates to activities primarily conducted at the subsidiary level.

All dollar amounts in the tables in this section are in thousands of dollars, except per share data or when otherwise specifically noted.

Overview

We completed the first three months of 2019 with net income of \$4.8 million, or 49.6% more than the comparable period of 2018. Fully diluted net income per share of common stock for the first three months of 2019 was \$0.25, compared with \$0.25 for the same period in 2018. Annualized return on average assets was 0.97% for the first three months of 2019 compared to 0.96% for the same period in 2018. Average loans for the first three months of 2019 were \$1.5 billion, a 48.6% increase over the comparable period of 2018. Average deposits for the first three months of 2019 were \$1.6 billion, a 42.9% increase over the comparable period of 2018.

The comparability of our financial condition and performance has been impacted by our acquisition of Athens Bancshares Corporation (“Athens”) which we completed in 2018. Net income for the first three months of 2019 was reduced by \$0.6 million of pretax merger related charges related to this acquisition.

Our primary revenue sources are net interest income and fees from various financial services provided to customers. Net interest income is the difference between interest income earned on loans, investment securities and other interest earning assets less interest expense on deposit accounts and other interest bearing liabilities. Loan volume and interest rates earned on those loans are critical to overall profitability. Similarly, deposit volume is crucial to funding loans and rates paid on deposits directly impact profitability. Business volumes are influenced by competition, new business acquisition efforts and economic factors including market interest rates, business spending and consumer confidence.

Net interest income increased \$6.2 million, or 56.8%, for the first three months of 2019, compared with the same period in 2018. Net interest margin increased to 3.75% for the first three months of 2019, compared with 3.39% for the same period of 2018. The positive effects of increased yields on earning assets were partially offset by the negative effect of increasing deposit costs.

Provision for loan losses was \$0.9 million in 2019 compared to \$0.7 million in 2018, a 30.7% increase. Net charge-offs for the three months ended March 31, 2019 were \$40 thousand compared to a net recovery of \$164 thousand for the comparable period of 2018. The provision for loan losses represents a charge to earnings necessary to establish an allowance for loan losses that, in management’s evaluation, is adequate to provide coverage for the estimated probable inherent losses on outstanding loans. Our allowance for loan losses at March 31, 2019 was 0.88% of total loans, compared with 0.85% of total loans at December 31, 2018.

Total non-interest income in the first three months of 2019 increased \$1.6 million, or 53.2%, compared with the same period in 2018, and comprised 17% of total revenues.

As we grew our team and expanded into East Tennessee with the Athens acquisition, total non-interest expense for the first three months of 2019 increased \$5.1 million, or 53.7%, compared with the same period in 2018. Included in noninterest expense for 2019 are \$0.6 million of merger related charges. Our efficiency ratio for the first three months of 2019 was 67.7% compared to 68.8% for the same period in 2018.

Our effective tax rate increased to 22.0% for the first three months of 2019 from 13.1% for the same period in 2018. The increase in the effective tax rate is largely the result of higher excess tax benefits from stock compensation recognized in 2018 compared to 2019.

Tangible common equity, a non-GAAP measure, is a measure of a company's capital which is useful in evaluating the quality and adequacy of capital. Our ratio of tangible common equity to total tangible assets was 10.31% as of March 31, 2019, compared with 10.39% at December 31, 2018. See “—Non-GAAP Financial Measures” for a discussion of and reconciliation to the most directly comparable U.S. GAAP measure.

The following sections provide more details on subjects presented in this overview.

(a) Results of Operations

The following is a summary of our results of operations:

	Three months ended March 31,		2019 - 2018 Percent Increase (Decrease)
	2019	2018	
Interest income	\$ 22,967	\$ 13,744	67.1%
Interest expense	5,965	2,898	105.8%
Net interest income	17,002	10,846	56.8%
Provision for loan losses	886	678	30.7%
Net interest income after provision for loan losses	16,116	10,168	58.5%
Noninterest income	4,735	3,090	53.2%
Noninterest expense	14,725	9,580	53.7%
Net income before income taxes	6,126	3,678	66.6%
Income tax expense	1,346	483	178.7%
Net income	\$ 4,780	\$ 3,195	49.6%
Basic net income per share of common stock	\$ 0.27	\$ 0.27	—
Fully diluted net income per share of common stock	\$ 0.25	\$ 0.25	—

Annualized return on average assets and annualized return on average shareholders' equity were 0.97% and 7.54%, respectively, for the first quarter of 2019, compared with 0.96% and 8.74%, respectively, for the same period in 2018.

Net Interest Income

The largest component of our net income is net interest income – the difference between the income earned on interest-earning assets and the interest paid on deposits and borrowed funds used to support our assets. Net interest income divided by total average interest-earning assets represents our net interest margin. The major factors that affect net interest income and net interest margin are changes in volumes, the yield on interest-earning assets and the cost of interest-bearing liabilities. Our margin can also be affected by economic conditions, the competitive environment, loan demand and deposit flow. Our ability to respond to changes in these factors by using effective asset-liability management techniques is critical to maintaining the stability of the net interest margin and our net interest income.

The following tables set forth the amount of our average balances, interest income or interest expense for each category of interest-earning assets and interest-bearing liabilities and the average interest rate for interest-earning assets and interest-bearing liabilities, net interest spread and net interest margin for the three months ended March 31, 2019 and 2018:

	For the Three Months Ended March 31,					
	2019			2018		
	Average Outstanding Balance	Interest Income/Expense	Average Yield/Rate	Average Outstanding Balance	Interest Income/Expense	Average Yield/Rate
Interest-Earning Assets						
Loans (1)	\$ 1,461,696	\$ 19,787	5.49%	\$ 983,496	\$ 11,484	4.74%
Loans held for sale	66,880	805	4.88%	68,084	750	4.47%
Securities:						
Taxable investment securities (2)	195,191	1,533	3.14%	156,083	1,009	2.59%
Investment securities exempt from federal income tax (3)	56,440	377	3.38%	47,191	280	3.00%
Total securities	251,631	1,910	3.20%	203,274	1,289	2.68%
Cash balances in other banks	66,335	446	2.73%	48,585	201	1.68%
Funds sold	2,079	19	3.73%	3,539	20	2.28%
Total interest-earning assets	1,848,621	22,967	5.06%	1,306,978	13,744	4.29%
Noninterest-earning assets	139,857			44,151		
Total assets	<u>\$ 1,988,478</u>			<u>\$ 1,351,129</u>		
Interest-Bearing Liabilities						
Interest-bearing deposits:						
Interest-bearing transaction accounts	\$ 434,151	1,594	1.49%	\$ 286,335	754	1.07%
Savings and money market deposits	489,989	1,718	1.42%	379,529	1,005	1.07%
Time deposits	375,065	1,813	1.96%	175,007	649	1.50%
Total interest-bearing deposits	1,299,205	5,125	1.60%	840,871	2,408	1.16%
Borrowings and repurchase agreements	119,301	840	2.85%	84,644	490	2.35%
Total interest-bearing liabilities	1,418,506	5,965	1.71%	925,515	2,898	1.27%
Noninterest-bearing deposits	289,111			270,311		
Total funding sources	1,707,617			1,195,826		
Noninterest-bearing liabilities	23,756			7,027		
Shareholders' equity	257,105			148,276		
Total liabilities and shareholders' equity	<u>\$ 1,988,478</u>			<u>\$ 1,351,129</u>		
Net interest spread (4)			3.36%			3.02%
Net interest income/margin (5)		<u>\$ 17,002</u>	3.75%		<u>\$ 10,846</u>	3.39%

- (1) Average loan balances include nonaccrual loans. Interest income on loans includes amortization of deferred loan fees, net of deferred loan costs.
- (2) Taxable investment securities include restricted equity securities.
- (3) Yields on tax exempt securities are shown on a tax equivalent basis.
- (4) Net interest spread is the average yield on total interest-earning assets minus the average rate on total interest-bearing liabilities.
- (5) Net interest margin is annualized net interest income calculated on a tax equivalent basis divided by total average interest-earning assets for the period.

Our net interest margin was 3.75% and 3.39% for the first quarter of 2019 and 2018, respectively. The increase in net interest margin was primarily due to rising yields on earning assets offset by rising deposit costs.

For the first quarter of 2018 and 2019, average loan yields increased from 4.74% to 5.49% which was primarily driven by increases in short-term interest rate indexes affecting the variable rate portion of our loan portfolio, offset by competitive pricing pressures. From September 30, 2016 to March 31, 2019, the LIBOR – 1 month interest rate increased from 0.53% to 2.49%. Approximately 55% of our loan portfolio at March 31, 2019 is variable in nature.

Average loans for the first quarter of 2019 increased 48.6% compared to 2018 as a result of the Athens acquisition, adding new bankers in the Nashville MSA and continued focus on attracting new clients.

Average security yields increased from 2.68% to 3.20% for 2018 and 2019, respectively, primarily due to increases in the LIBOR rate on the variable rate portion of our securities portfolio. The resulting yield on average interest-earning assets increased 77 basis points for 2019 compared to 2018.

We funded our growth in loans through an increase in funding sources of 42.8% from 2018 to 2019. The primary driver of our increased funding sources was growth in our average deposits of 42.9% from 2018 to 2019 which was largely driven by the acquisition. Average non-interest bearing deposits increased 7.0% from 2018 to 2019.

The average rate paid on interest-bearing liabilities was 1.71% for 2019 compared to 1.27% for 2018. The majority of this increase was due to increases in the Fed Funds rate. The Fed Funds rate increased from 0.50% at September 30, 2016 to 2.50% at March 31, 2019. We passed along a portion of this 200 basis point rate increase to our clients.

Asset/Liability Management and Interest Rate Risk

Managing interest rate risk is fundamental for the financial services industry. The primary objective of interest rate risk management is to neutralize effects of interest rate changes on net income. By considering both on and off-balance sheet financial instruments, management evaluates interest rate sensitivity while attempting to optimize net interest income within the constraints of prudent capital adequacy, liquidity needs, market opportunities and customer requirements.

Interest Rate Simulation Sensitivity Analysis

We use earnings at risk, or EAR, simulations to assess the impact of changing rates on earnings under a variety of scenarios and time horizons. The simulation model is designed to reflect the dynamics of interest earning assets, interest bearing liabilities and off-balance sheet financial instruments. These simulations utilize both instantaneous and parallel changes in the level of interest rates, as well as non-parallel changes such as changing slopes and twists of the yield curve. Static simulation models are based on current exposures and assume a constant balance sheet with no new growth. Dynamic simulation models are also utilized that rely on detailed assumptions regarding changes in existing lines of business, new business, and changes in management and client behavior. By estimating the effects of interest rate increases and decreases, the model can reveal approximate interest rate risk exposure. The simulation model is used by management to gauge approximate results given a specific change in interest rates at a given point in time. The model is therefore a tool to indicate earnings trends in given interest rate scenarios and does not indicate actual expected results.

At March 31, 2019, our EAR static simulation results indicated that our balance sheet is asset sensitive to parallel shifts in interest rates. This indicates that our assets generally reprice faster than our liabilities, which results in a favorable impact to net interest income when market interest rates increase. Many assumptions are used to calculate the impact of interest rate fluctuations on our net interest income, such as asset prepayments, non-maturity deposit price sensitivity and decay rates, and key rate drivers. Because of the inherent use of these estimates and assumptions in the model, our actual results may, and most likely will, differ from our static EAR results. In addition, static EAR results do not include actions that our management may undertake to manage the risks in response to anticipated changes in interest rates or client behavior. For example, as part of our asset/liability management strategy, management has the ability to increase asset duration and/or decrease liability duration in order to reduce asset sensitivity, or to decrease asset duration and/or increase liability duration in order to increase asset sensitivity.

The following table illustrates the results of our EAR analysis to determine the extent to which our net interest income over the next 12 months would change if prevailing interest rates immediately increased or decreased by the specified amounts.

	Net interest income change
Increase 200bp	2.6%
Increase 100bp	1.6
Decrease 100bp	(3.5)
Decrease 200bp	(10.3)

Provision for Loan Losses

Our policy is to maintain an allowance for loan losses at a level sufficient to absorb probable incurred losses inherent in the loan portfolio. The allowance is increased by a provision for loan losses, which is a charge to earnings, is decreased by charge-offs and increased by loan recoveries. Our allowance for loan losses as a percentage of total loans was 0.88% and 0.85% at March 31, 2019 and December 31, 2018, respectively.

The provision for loan losses amounted to \$0.9 million and \$0.7 million for the three months ended March 31, 2019 and 2018, respectively. Provision expense is impacted by the absolute level of loans, loan growth, the credit quality of the loan portfolio and the amount of net charge-offs.

Based upon our evaluation of the loan portfolio, we believe the allowance for loan losses to be adequate to absorb our estimate of probable losses existing in the loan portfolio at March 31, 2019. While our policies and procedures used to estimate the allowance for loan losses, as well as the resultant provision for loan losses charged to operations, are considered adequate by management, they are necessarily approximate and imprecise. There are factors beyond our control, such as conditions in the local and national economy, local real estate markets, or particular industry or borrower-specific conditions, which may materially negatively impact our asset quality and the adequacy of our allowance for loan losses and, thus, the resulting increase in our provision for loan losses could be material. See “Notes to Consolidated Financial Statements (Unaudited) — Note 3 — Loans and Allowance for Loan Losses” for additional information on our allowance for loan losses.

Noninterest Income

In addition to net interest margin, we generate recurring noninterest income from our lines of business. Our banking operations generate revenue from service charges and fees on deposit accounts. We have a mortgage banking line of business that generates revenue from originating and selling mortgages, a line of business that originates and sells commercial real estate loans (Tri-Net), and we have a revenue-sharing relationship with a registered broker-dealer, which generates wealth management fees. In addition to these types of recurring noninterest income, we own insurance on several key employees and record income on the increase in the cash surrender value of these policies.

The following table sets forth the principal components of noninterest income for the periods indicated.

	Three months ended March 31,		2019 - 2018 Percent Increase (Decrease)
	2019	2018	
Noninterest income:			
Treasury management and other deposit service charges	\$ 798	\$ 402	98.5%
Net gain on sale of securities	12	—	100.0%
Tri-Net fees	641	528	21.4%
Mortgage banking income	1,385	1,313	5.5%
Other noninterest income	1,899	847	124.2%
Total noninterest income	<u>\$ 4,735</u>	<u>\$ 3,090</u>	<u>53.2%</u>

The increase in treasury management and other deposit service charges for the three months ended March 31, 2019 compared to the same period in 2018 was driven primarily our acquisition of Athens and by transaction volume, which can fluctuate throughout and from period to period. Growth in the volume of our commercial and consumer deposit accounts was the primary contributor to the increase.

Tri-Net fees represent a line of business which originates and sells commercial real estate loans to third-party investors. All of these loan sales transfer servicing rights to the buyer. The volume of loan sales fluctuates from period to period based on various factors, including, but not limited to, market conditions and our need for liquidity.

Mortgage banking income consists of mortgage fee income from the origination and sale of mortgage loans. These mortgage fees are for loans originated in our markets that are subsequently sold to third-party investors. Mortgage origination fees will fluctuate from quarter to quarter as the rate environment changes.

Other noninterest income primarily consists of loan related fees, interchange income and wealth management income. The increase of \$1.1 million from 2018 to 2019 was primarily due to organic growth and our acquisition of Athens.

Noninterest Expense

Our total noninterest expense increase reflects expenses that we have incurred as we build the foundation to support our recent growth and enable us to execute our growth strategy. The following table presents the primary components of noninterest expense for the periods indicated.

	Three Months Ended March 31,		2019 - 2018 Percent Increase (Decrease)
	2019	2018	
Noninterest expense:			
Salaries and employee benefits	\$ 8,432	\$ 6,257	34.8%
Data processing and software	1,474	798	84.7%
Professional fees	543	474	14.6%
Occupancy	883	521	69.5%
Equipment	852	539	58.1%
Regulatory fees	274	203	35.0%
Merger related expenses	594	—	100.0%
Amortization of intangibles	430	10	4200.0%
Other operating	1,243	778	59.8%
Total noninterest expense	<u>\$ 14,725</u>	<u>\$ 9,580</u>	<u>53.7%</u>

Salaries and employee benefits increased \$2.2 million, or 34.8%, for the first quarter of 2019 compared with the same period of 2018. The increase is primarily related to the addition of personnel associated with our acquisition of Athens and continued expansion in the Nashville MSA. The number of full-time employees increased from 182 at March 31, 2018 to 289 at March 31, 2019.

Data processing and software expense increased from 2018 to 2019 primarily due to an increase in the volume of transactions from organic growth and costs associated with running dual systems related to our acquisition of Athens. The Athens related systems conversion occurred during April 2019 and we expect related synergies to be realized beginning in the second quarter of 2019.

The increase in occupancy expense and equipment expense from the first quarter of 2019 compared to the first quarter of 2018 is due to our acquisition of Athens and relocating our Brentwood branch location at the beginning of 2019.

Merger related expenses relate to our acquisition of Athens. Amortization of intangibles increased from 2018 to 2019 due to the new core deposit intangible recorded in connection with the Athens acquisition.

Our efficiency ratio (ratio of noninterest expense to the sum of net interest income and noninterest income) was 67.7% for the three months ended March 31, 2019 compared to 68.8% for the three months ended March 31, 2018. The efficiency ratio measures the amount of expense that is incurred to generate a dollar of revenue.

Income Tax Provision

During the three months ended March 31, 2019, we recorded income tax expense of \$1.3 million compared to \$0.5 million for the three months ended March 31, 2018. Our income tax expense for the period ended March 31, 2019 reflects an effective income tax rate of 22.0% compared to 13.1% for the period ended March 31, 2018. Our effective tax rate differs from the statutory tax rate by our investments in municipal securities, company owned life insurance, state tax credits, net of the effect of certain non-deductible expenses and the recognition of excess tax benefits related to stock compensation.

In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions, including income tax consequences. In addition to other changes, the guidance changed the accounting for excess tax benefits and tax deficiencies from generally being recognized in additional paid-in capital to recognition as income tax expense or benefit in the period they occur. As a result, our income tax expense was reduced by \$33 thousand and \$363 thousand for the periods ended March 31, 2019 and 2018.

(b) **Financial Condition**

Balance Sheet

Total assets increased \$71.9 million, or 3.7%, from \$1.96 billion on December 31, 2018 to \$2.04 billion on March 31, 2019. Loans grew \$38.0 million, or 2.7%, in the first three months of 2019. Loans held for sale increased \$15.3 million, or 26.5%, during the first three months of 2019.

Total liabilities increased \$66.6 million, or 3.9%, from \$1.71 billion on December 31, 2018 to \$1.78 billion on March 31, 2019. Deposits increased \$108.8 million, or 6.9%. We decreased our Federal Home Loan Bank advances \$50.0 million during the first three months of 2019.

Loans and Leases

The composition of loans and leases at March 31, 2019 and December 31, 2018 and the percentage of each classification to total loans are summarized as follows:

	March 31, 2019		December 31, 2018	
	Amount	Percent	Amount	Percent
Commercial real estate - owner occupied	\$ 170,558	11.6%	\$ 141,931	9.9%
Commercial real estate - non-owner occupied	403,443	27.5%	408,515	28.6%
Consumer real estate	248,943	17.0%	253,562	17.7%
Construction and land development	162,237	11.1%	174,670	12.2%
Commercial and industrial	419,941	28.6%	404,600	28.3%
Consumer	26,241	1.8%	25,615	1.8%
Other	36,423	2.4%	20,901	1.5%
Total loans	<u>\$ 1,467,786</u>	<u>100.0%</u>	<u>\$ 1,429,794</u>	<u>100.0%</u>

At March 31, 2019, our loan portfolio composition remained relatively consistent with the composition at December 31, 2018. The commercial real estate category includes owner-occupied commercial real estate loans which is similar in many ways to our commercial and industrial lending in that these loans are generally made to businesses on the basis of the cash flows of the business rather than on the valuation of the real estate.

Non-Performing Loans and Assets

Information summarizing non-performing assets, including non-accrual loans follows:

	March 31, 2019	December 31, 2018
Non-accrual loans	\$ 1,712	\$ 2,078
Troubled debt restructurings	1,255	1,391
Loans past due greater than 89 days and still accruing	—	214
Non-performing loans	1,712	2,078
Foreclosed real estate	1,038	988
Non-performing assets	\$ 2,750	\$ 3,066
Non-performing loans as a percentage of total loans	0.12%	0.15%
Non-performing assets as a percentage of total assets	0.14%	0.16%

The following table sets forth the major classifications of non-accrual loans:

	March 31, 2019	December 31, 2018
Commercial real estate	\$ —	\$ —
Consumer real estate	912	1,187
Construction and land development	8	19
Commercial and industrial	744	817
Consumer	48	55
Other	—	—
Total loans	\$ 1,712	\$ 2,078

(c) Liquidity

Liquidity risk is the risk that we will be unable to meet our obligations as they become due because of an inability to liquidate assets or obtain adequate funding. To manage liquidity risk, management has established a comprehensive management process for identifying, measuring, monitoring and controlling liquidity risk. Because of its critical importance to the viability of the Bank, liquidity risk management is fully integrated into our risk management processes. Critical elements of our liquidity risk management include: effective corporate governance consisting of oversight by the board of directors and active involvement by management; appropriate strategies, policies, procedures, and limits used to manage and mitigate liquidity risk; comprehensive liquidity risk measurement and monitoring systems (including assessments of the current and prospective cash flows or sources and uses of funds) that are commensurate with the complexity and business activities of the Bank; active management of intraday liquidity and collateral; an appropriately diverse mix of existing and potential future funding sources; adequate levels of highly liquid marketable securities free of legal, regulatory, or operational impediments, that can be used to meet liquidity needs in stressful situations; comprehensive contingency funding plans that sufficiently address potential adverse liquidity events and emergency cash flow requirements; and internal controls and internal audit processes sufficient to determine the adequacy of the institution's liquidity risk management process.

The role of liquidity management is to ensure funds are available to meet depositors' withdrawal and borrowers' credit demands while at the same time maximizing profitability. This is accomplished by balancing changes in demand for funds with changes in the supply of those funds. Liquidity is provided by short-term liquid assets that can be converted to cash, investment securities available-for-sale, various lines of credit available to us, and the ability to attract funds from external sources, principally deposits.

Our most liquid assets are comprised of cash and due from banks, available-for-sale marketable investment securities and federal funds sold. The fair value of the available-for-sale investment portfolio was \$233.7 million at March 31, 2019. We pledge portions of our investment securities portfolio to secure public fund deposits, derivative positions and Federal Home Loan Bank advances. At March 31, 2019, total investment securities pledged for these purposes comprised 71% of the estimated fair value of the entire investment portfolio, leaving \$69.1 million of unpledged securities.

We have a large base of non-maturity customer deposits, defined as demand, savings, and money market deposit accounts. At March 31, 2019, such deposits totaled \$1.26 billion and represented 75% of our total deposits.

Other sources of funds available to meet daily needs include FHLB advances. As a member of the FHLB of Cincinnati, the Company has access to credit products offered by the FHLB. The Company views these borrowings as a low cost alternative to other time deposits. At March 31, 2019, available credit from the FHLB totaled \$188.6 million. Additionally, we had available federal funds purchased lines with correspondent banks totaling \$110.0 million at March 31, 2019.

The principal source of cash for CapStar Financial Holdings, Inc. (the "Parent Company") is dividends paid to it as the sole shareholder of the Bank. At March 31, 2019, the Bank was able to pay up to \$22.9 million in dividends to the Parent Company without regulatory approval subject to the ongoing capital requirements of the Bank.

Accordingly, management believes that our funding sources are at sufficient levels to satisfy our short-term and long-term liquidity needs.

(d) Capital Resources

At March 31, 2019, shareholders' equity totaled \$259.8 million, an increase of \$5.4 million since December 31, 2018. Accordingly, as of March 31, 2019, the Company and the Bank were well-capitalized under the regulatory framework for prompt corrective action. See the Consolidated Statement of Changes in Shareholders' Equity and Note 11 of the consolidated financial statements for further detail of the changes in equity since the end of 2018.

Off-Balance Sheet Arrangements

In the normal course of business, we enter into various transactions that, in accordance with GAAP, are not included in our consolidated balance sheet. We enter into these transactions to meet the financing needs of our clients. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in our consolidated balance sheets. Most of these commitments mature within two years and are expected to expire without being drawn upon. Standby letters of credit are included in the determination of the amount of risk-based capital that the Company and the Bank are required to hold.

We enter into contractual loan commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of our commitments to extend credit are contingent upon clients maintaining specific credit standards until the time of loan funding.

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

We minimize our exposure to loss under loan commitments and standby letters of credit by subjecting them to the same credit approval and monitoring procedures as we do for on-balance sheet instruments. We assess the credit risk associated with certain commitments to extend credit and establish a liability for probable credit losses. The effect on our revenue, expenses, cash flows and liquidity of the unused portions of these commitments cannot be reasonably predicted because there is no guarantee that the lines of credit will be used.

Our off-balance sheet arrangements are summarized in Note 8 of the consolidated financial statements.

(e) **Non-GAAP Financial Measures**

This Report includes the following financial measures that have been prepared other than in accordance with generally accepted accounting principles in the United States (“non-GAAP financial measures”): tangible common equity, tangible common equity to total tangible assets and tangible common equity per share. The Company believes that these non-GAAP financial measures (i) provide useful information to management and investors that is supplementary to its financial condition, results of operations and cash flows computed in accordance with GAAP, (ii) enable a more complete understanding of factors and trends affecting the Company’s business, and (iii) allow investors to evaluate the Company’s performance in a manner similar to management, the financial services industry, bank stock analysts and bank regulators; however, the Company acknowledges that its non-GAAP financial measures have a number of limitations. As such, you should not view these disclosures as a substitute for results determined in accordance with GAAP, and they are not necessarily comparable to non-GAAP financial measures that other companies use.

The following table presents a reconciliation of tangible common equity, tangible common equity to total tangible assets and tangible common equity per share to the most directly comparable GAAP financial measures.

(in thousands, except per share data)	March 31, 2019	December 31, 2018
Total equity	\$ 259,751	\$ 254,379
Less core deposit intangible	(8,108)	(8,538)
Less goodwill	(37,510)	(37,510)
Less preferred equity (par value and additional paid-in capital)	(9,000)	(9,000)
Tangible common equity	\$ 205,133	\$ 199,331
Total assets	\$ 2,035,811	\$ 1,963,883
Less core deposit intangible	(8,108)	(8,538)
Less goodwill	(37,510)	(37,510)
Total tangible assets	\$ 1,990,193	\$ 1,917,835
Total shareholders' equity to total assets	12.76%	12.95%
Tangible common equity ratio	10.31%	10.39%
Total shares of common stock outstanding	17,765,124	17,724,721
Book value per share of common stock	\$ 14.11	\$ 13.84
Tangible book value per share of common stock	11.55	11.25

(f) Recently Issued Accounting Pronouncements

ASU 2016-02, Leases

In February 2016, the FASB amended the Leases topic of the Accounting Standards Codification to revise certain aspects of recognition, measurement, presentation, and disclosure of leasing transactions. The amendments will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted.

The Company adopted the guidance using the modified retrospective method and practical expedients for transition. The practical expedients allow the Company to largely account for our existing leases consistent with current guidance except for the incremental balance sheet recognition for lessees. The Company evaluated the new guidance and its impact on the Company's financial statements. Based on leases outstanding at December 31, 2018, the impact of adoption on January 1, 2019 was recording a lease liability of approximately \$13.4 million, a right-of-use asset of approximately \$12.8 million, and elimination of deferred rent of approximately \$0.6 million. The leasing liability and right-of-use asset are recorded in other liabilities and other assets, respectively.

ASU 2016-13, Financial Instruments – Credit Losses

In June 2016, the FASB issued guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. The amendments will be effective for the Company for reporting periods beginning after December 15, 2019. Early adoption is permitted for all organizations for periods beginning after December 15, 2018.

The Company will apply the amendments to the ASU through a cumulative-effect adjustment to retained earnings as of the beginning of the year of adoption. While early adoption is permitted beginning in first quarter 2019, we do not expect to elect that option. We are evaluating the impact of the ASU on our consolidated financial statements. In addition to our allowance for loan losses, we will also record an allowance for credit losses on debt securities instead of applying the impairment model currently utilized. The amount of the adjustments will be impacted by each portfolio's composition and credit quality at the adoption date as well as economic conditions and forecasts at that time.

ASU 2017-04, Simplifying the Test of Goodwill Impairment

In January 2017, the FASB amended the Goodwill and Other Topic of the Accounting Standards Codification to simplify the accounting for goodwill impairment for public business entities and other entities that have goodwill reported in their financial statements and have not elected the private company alternative for the subsequent measurement of goodwill. The amendment removes Step 2 of the goodwill impairment test. A goodwill impairment will now be the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill. The effective date and transition requirements for the technical corrections will be effective for the Company for reporting periods beginning after December 15, 2019. The Company does not expect these amendments to have a material effect on its financial statements. ASU 2017-09, Scope of Modification Accounting

ASU 2018-07, Compensation – Stock Compensation

In June 2018, the FASB amended the Compensation—Stock Compensation Topic of the Accounting Standards Codification. The amendments expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. The amendments are effective for years beginning after December 15, 2018, including interim periods within that year. Early adoption is permitted, but no earlier than an entity's adoption date of Topic 606. These amendments did not have a material effect on the Company's financial statements.

(g) Impact of Inflation

The consolidated financial statements and related consolidated financial data presented herein have been prepared in accordance with U.S. GAAP and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Information required by this item is included in "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Interest Rate Simulation Sensitivity Analysis" of this Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company, with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Report. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed in the Company's filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and to ensure that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the period covered by this Report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

General

From time to time, the Company is party to legal actions that are routine and incidental to its business. Given the nature, scope and complexity of the extensive legal and regulatory landscape applicable to the Company's business, including laws and regulations governing consumer protection, fair lending, fair labor, privacy, information security and anti-money laundering and anti-terrorism laws, the Company, like all banking organizations, is subject to heightened legal and regulatory compliance and litigation risk. However, based upon available information and in consultation with legal counsel, management does not expect the ultimate disposition of any or a combination of these actions to have a material adverse effect on the Company's assets, business, cash flow, condition (financial or otherwise), liquidity, prospects and/or results of operations.

Litigation Against Gaylon M. Lawrence & The Lawrence Group

On October 31, 2017, CapStar filed a complaint, captioned *CapStar Financial Holdings, Inc. v. Gaylon M. Lawrence & The Lawrence Group*, Case No. 3:17-cv-01421, in the U.S. District Court for the Middle District of Tennessee, in connection with Mr. Lawrence and The Lawrence Group's acquisition of CapStar stock. The complaint alleges that defendants violated Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") by filing materially false and misleading Schedules 13D regarding defendants' acquisition of a minority stake (1,156,675 shares) of CapStar stock. It also alleged that defendants violated the Change in Bank Control Act, 12 U.S.C. § 1817(j) (the "CBCA"), by attempting to acquire control of CapStar without first receiving approval from the Federal Reserve, and also that defendants violated Tennessee Code Section 45-2-107 by controlling banks without having registered as a bank holding company.

By order dated December 18, 2017, the court granted CapStar's motion for expedited discovery, which is presently underway. Defendants have filed a motion to dismiss the action as well as a separate motion to stay. The motion to stay was denied by the court on May 21, 2018. On September 24, 2018, the court denied in part and granted in part defendants' motion to dismiss, permitting CapStar's claims that defendants violated Tennessee Code Section 45-2-107 under Section 13(d) of the Exchange Act to proceed.

Mr. Lawrence has also filed an Interagency Notice of Change in Control pursuant to the CBCA with the Federal Reserve on October 30, 2017, seeking permission to acquire up to 15% of the outstanding voting shares of CapStar's common stock. At the Federal Reserve's direction, on March 13, 2018, Mr. Lawrence requested that the Federal Reserve suspend processing of this notice. On November 6, 2018, the Federal Reserve notified the Company that it has determined not to disapprove the notice, subject to compliance by Mr. Lawrence and his affiliates with extensive representations and commitments set forth in correspondence between Mr. Lawrence and the Federal Reserve.

Item 1A. Risk Factors

In evaluating an investment in the Company's securities, investors should consider carefully, among other things, information under the heading "Cautionary Note Regarding Forward-Looking Statements" in this Report as well as those factors that are detailed from time to time in the Company's periodic and current reports filed with the SEC, including those factors included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 under the heading "Item 1A. Risk Factors" and in the Company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Unregistered Sales of Equity Securities

The following table shows information relating to the repurchase of shares of common stock by the Company during the three months ended March 31, 2019.

	Total number of shares purchased (1)	Average price paid per share	Total number of shares purchased as part of publicly announced plan (2)	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plan
January 1 - January 31	8,985 (3)	\$ 15.70	4,200	\$7.93 million
February 1 - February 28	38,256 (4)	16.09	37,700	\$7.32 million
March 1 - March 31	118,074 (5)	15.49	113,500	\$5.57 million
Total	165,315 (6)	\$ 15.64	155,400	\$5.57 million

- (1) The total amounts include shares of stock withheld to pay taxes due upon vesting of restricted shares. The Company's withholding of shares to pay taxes due upon the vesting of restricted shares has no impact on the number of shares that may be repurchased under the Repurchase Program (defined below).
- (2) On December 21, 2018, the Company announced that its Board of Directors authorized a share repurchase program (the "Repurchase Program") pursuant to which the Company may purchase up to \$8,000,000 (the "Maximum Dollar Amount") of its issued and outstanding shares of common stock, par value \$1.00 per share ("Common Stock"). The Repurchase Program will terminate on the date on which the earlier of the following occur: (i) the Maximum Dollar Amount of Common Stock has been repurchased under the Repurchase Program or (ii) December 31, 2021.
- (3) The Company acquired 4,785 shares through withholdings to pay taxes due upon the vesting of restricted shares.
- (4) The Company acquired 556 shares through withholdings to pay taxes due upon the vesting of restricted shares.
- (5) The Company acquired 4,574 shares through withholdings to pay taxes due upon the vesting of restricted shares.
- (6) The Company acquired 9,915 total shares through withholdings to pay taxes due upon the vesting of restricted shares.

Use of Proceeds

On September 27, 2016, the Company sold 1,688,049 shares of its common stock, including 387,750 shares purchased by the underwriters pursuant to the full exercise of their purchase option, in its initial public offering ("IPO"). In addition, certain selling shareholders participated in the IPO and sold an aggregate of 1,284,701 shares of the Company's common stock.

The shares were sold at a public offering price of \$15.00 per share, resulting in aggregate gross proceeds of approximately \$44.6 million. The aggregate offering price for the shares sold by the Company was approximately \$25.3 million, and after deducting approximately \$1.6 million for the underwriting discount and approximately \$2.1 million of offering expenses paid to third parties, the Company received net proceeds of approximately \$21.6 million. The aggregate offering price for the shares sold by the selling shareholders was approximately \$19.3 million.

All of the shares were sold pursuant to our Registration Statement on Form S-1, as amended (File No. 333-213367), which was declared effective by the SEC on September 21, 2016. The offering did not terminate until all of the shares offered were sold. The Company made no payments to its directors, officers or persons owning ten percent or more of its common stock or to their associates, or to its affiliates in connection with the issuance and sale of the common stock or in connection with the use of IPO proceeds. Keefe, Bruyette & Woods, Inc. and Sandler O'Neill & Partners, L.P. acted as lead book-running managers for the initial public offering. Our common stock is currently trading on the NASDAQ Global Select Market under the symbol "CSTR."

There has been no material change in the planned use of proceeds from our IPO as described in our prospectus filed with the SEC on September 23, 2016 pursuant to Rule 424(b)(4) under the Securities Act. Pending application of the IPO proceeds, we have invested the net proceeds in short-term investments. During 2017, the Company provided \$10.0 million of the IPO proceeds as a capital contribution to the Bank for working capital purposes.

Item 6. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1	<u>Agreement and Plan of Merger, dated as of June 11, 2018, by and between CapStar Financial Holdings, Inc. and Athens Bancshares Corporation (incorporated by reference herein to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on June 14, 2018)</u>
3.1	<u>Charter of CapStar Financial Holdings, Inc. (incorporated by reference herein to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File Number 333-213367) filed on August 29, 2016)</u>
3.2	<u>Bylaws of CapStar Financial Holdings, Inc. (incorporated by reference herein to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File Number 333-213367) filed on August 29, 2016)</u>
4.1	<u>Form of Common Stock Certificate (incorporated by reference herein to Exhibit 4.1 to Amendment No. 2 to the Company's Registration Statement on Form S-1 (File Number 333-213367) filed on September 20, 2016)</u>
4.2	<u>Second Amended and Restated Shareholders' Agreement, dated as of August 22, 2016, among CapStar Financial Holdings, Inc., CapStar Bank, Corsair III Financial Services Capital Partners, L.P., Corsair III Financial Services Offshore 892 Partners, L.P., North Dakota Investors, LLC and certain other persons named therein (incorporated by reference herein to Exhibit 4.2 to the Company's Registration Statement on Form S-1 (File Number 333-213367) filed on August 29, 2016)</u>
31.1	<u>Certification of Chief Executive Officer of CapStar Financial Holdings, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.*</u>
31.2	<u>Certification of Chief Financial Officer of CapStar Financial Holdings, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.*</u>
32.1	<u>Certification of Chief Executive Officer of CapStar Financial Holdings, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.**</u>
32.2	<u>Certification of Chief Financial Officer of CapStar Financial Holdings, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.**</u>
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema Document.*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.*
101.DEF	XBRL Taxonomy Extension Definition Document.*

* Filed with this Quarterly Report on Form 10-Q.

** Furnished with this Quarterly Report on Form 10-Q.

SIGNATURES

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

CAPSTAR FINANCIAL HOLDINGS, INC.

By: /s/ Robert B. Anderson
Robert B. Anderson
Chief Financial Officer and Chief Administrative Officer
(Duly Authorized Officer and Principal Financial Officer)

Date: May 1, 2019

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS AMENDED, ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Claire W. Tucker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CapStar Financial Holdings, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2019

By: /s/ Claire W. Tucker
Claire W. Tucker
President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14(A) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert B. Anderson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CapStar Financial Holdings, 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(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 1, 2019

By: /s/ Robert B. Anderson
Robert B. Anderson
Chief Financial Officer and
Chief Administrative Officer

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

In connection with the Quarterly Report on Form 10-Q of CapStar Financial Holdings, Inc. (the "Company") for the period ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Claire W. Tucker, President and Chief Executive Officer of the Company, certify in my capacity as an officer of the Company, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2019

By: /s/ Claire W. Tucker
Claire W. Tucker
President and Chief Executive Officer

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

In connection with the Quarterly Report on Form 10-Q of CapStar Financial Holdings, Inc. (the "Company") for the period ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert B. Anderson, Chief Financial Officer and Chief Administrative Officer of the Company, certify in my capacity as an officer of the Company, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 1, 2019

By: /s/ Robert B. Anderson
Robert B. Anderson
Chief Financial Officer and
Chief Administrative Officer