Quarterly Report

For the quarter ended March 31, 2016

BNCCORP, INC.

(OTCQX: BNCC)

322 East Main
Bismarck, North Dakota 58501
(701) 250-3040

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Consolidated Balance Sheets
(In thousands, except share data, unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
CASH AND CASH EQUIVALENTS	$ 9,045	$ 15,189
INVESTMENT SECURITIES AVAILABLE FOR SALE	415,370	419,346
FEDERAL RESERVE BANK AND FEDERAL HOME LOAN BANK STOCK	5,011	3,219
LOANS HELD FOR SALE-MORTGAGE BANKING	60,240	50,445
LOANS AND LEASES HELD FOR INVESTMENT	398,711	379,903
ALLOWANCE FOR CREDIT LOSSES	(8,479)	(8,611)
Net loans and leases held for investment	390,232	371,292
OTHER REAL ESTATE, net	242	242
PREMISES AND EQUIPMENT, net	18,453	17,574
ACCRUED INTEREST RECEIVABLE	3,615	4,027
OTHER	23,128	22,912
Total assets	$ 925,336	$ 904,246
LIABILITIES AND STOCKHOLDERS' EQUITY		
DEPOSITS:		
Non-interest-bearing	$ 148,438	$ 168,259
Interest-bearing –		
Savings, interest checking and money market	457,460	460,385
Time deposits under $100,000	70,958	86,817
Time deposits $100,000 and over	71,518	64,988
Total deposits	748,374	780,449
SHORT-TERM BORROWINGS	16,901	13,851
FEDERAL HOME LOAN BANK ADVANCES	53,000	7,300
LONG-TERM BORROWINGS	10,000	10,000
GUARANTEED PREFERRED BENEFICIAL INTERESTS IN COMPANY'S SUBORDINATED DEBENTURES	15,015	15,015
ACCRUED INTEREST PAYABLE	690	487
ACCRUED EXPENSES	5,966	7,398
OTHER	1,910	758
Total liabilities	851,856	835,258
STOCKHOLDERS' EQUITY:		
Common stock, $.01 par value – Authorized 35,000,000 shares; 3,447,715 and 3,428,416 shares issued and outstanding	34	34
Capital surplus – common stock	25,704	25,979
Retained earnings	43,587	42,172
Treasury stock (220,938 and 240,237 shares, respectively)	(2,924)	(3,278)
Accumulated other comprehensive income, net	7,079	4,081
Total stockholders' equity	73,480	68,988
Total liabilities and stockholders' equity	$ 925,336	$ 904,246

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Income
For the Three Months Ended March 31,
(In thousands, except per share data, unaudited)

	2016	2015
INTEREST INCOME:		
Interest and fees on loans	$ 4,828	$ 4,586
Interest and dividends on investments		
Taxable	1,620	1,966
Tax-exempt	694	638
Dividends	33	28
Total interest income	7,175	7,218
INTEREST EXPENSE:		
Deposits	650	543
Short-term borrowings	5	7
Federal Home Loan Bank advances	13	-
Long-term borrowings	158	-
Subordinated debentures	73	61
Total interest expense	899	611
Net interest income	6,276	6,607
PROVISION FOR CREDIT LOSSES	-	-
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	6,276	6,607
NON-INTEREST INCOME:		
Bank charges and service fees	674	692
Wealth management revenues	388	378
Mortgage banking revenues, net	4,375	5,469
Gains on sales of loans, net	45	315
Gains on sales of securities, net	-	596
Other	169	201
Total non-interest income	5,651	7,651
NON-INTEREST EXPENSE:		
Salaries and employee benefits	5,252	5,592
Professional services	958	794
Data processing fees	860	760
Marketing and promotion	923	661
Occupancy	524	507
Regulatory costs	167	169
Depreciation and amortization	343	349
Office supplies and postage	176	163
Other real estate costs	2	15
Other	641	656
Total non-interest expense	9,846	9,666
Income before income taxes	2,081	4,592
Income tax expense	666	1,378
Net income	1,415	3,214
Preferred stock costs	-	475
Net income available to common shareholders	$ 1,415	$ 2,739
Basic earnings per common share	$ 0.41	$ 0.81
Diluted earnings per common share	$ 0.40	$ 0.78

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the Three Months Ended March 31,
(In thousands, unaudited)

	2016		2015	
NET INCOME		$ 1,415		$ 3,214
Unrealized gain on securities available for sale	$ 4,835		$ 3,557	
Reclassification adjustment for gain included in net income	-		(596)	
Other comprehensive income before tax	4,835		2,961	
Income tax expense related to items of other comprehensive income	(1,837)		(1,125)	
Other comprehensive income	2,998	2,998	1,836	1,836
TOTAL COMPREHENSIVE INCOME		$ 4,413		$ 5,050

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Stockholders' Equity
For the Three Months Ended March 31,
(In thousands, except share data, unaudited)

	Preferred Stock		Common Stock		Capital Surplus Common	Retained	Treasury	Accumulated Other Comprehensive	
	Shares	Amount	Shares	Amount	Stock	Earnings	Stock	Income	Total
BALANCE, December 31, 2014	21,098	$ 21,098	3,413,854	$ 34	$ 25,831	$ 34,622	$ (3,421)	$ 5,324	$ 83,488
Net income	-	-	-	-	-	3,214	-	-	3,214
Other comprehensive income	-	-	-	-	-	-	-	1,836	1,836
Dividend on preferred stock	-	-	-	-	-	(475)	-	-	(475)
Impact of share-based compensation	-	-	910	-	9	-	9	-	18
BALANCE, March 31, 2015	21,098	$ 21,098	3,414,764	$ 34	$ 25,840	$ 37,361	$ (3,412)	$ 7,160	$ 88,081
BALANCE, December 31, 2015	-	$ -	3,428,416	$ 34	$ 25,979	$ 42,172	$ (3,278)	$ 4,081	$ 68,988
Net income	-	-	-	-	-	1,415	-	-	1,415
Other comprehensive income	-	-	-	-	-	-	-	2,998	2,998
Impact of share-based compensation	-	-	19,299	-	(275)	-	354	-	79
BALANCE, March 31, 2016	-	$ -	3,447,715	$ 34	$ 25,704	$ 43,587	$ (2,924)	$ 7,079	$ 73,480

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Three Months Ended March 31,
(In thousands, unaudited)

	2016	2015
OPERATING ACTIVITIES:		
Net income	$ 1,415	$ 3,214
Adjustments to reconcile net income to net cash used in operating activities -		
Provision for other real estate losses	-	14
Depreciation and amortization	343	349
Net amortization of premiums and (discounts) on investment securities and subordinated debentures	1,753	1,830
Share-based compensation	79	18
Change in accrued interest receivable and other assets, net	3,795	2,975
Gain on sale of other real estate	(4)	-
Gain on sale of bank premises and equipment	-	(20)
Net realized gain on sales of investment securities	-	(596)
Change in other liabilities, net	(2,754)	(453)
Funding of loans held for sale, mortgage banking	(216,705)	(259,386)
Proceeds from sales of loans held for sale, mortgage banking	207,259	227,148
Fair value adjustment for loans held for sale, mortgage banking	(413)	(639)
Fair value adjustment on mortgage banking derivatives	(858)	(1,307)
Proceeds from sales of loans	434	2,895
Gains on sales of loans, net	(45)	(315)
Net cash used in operating activities	(5,701)	(24,273)
INVESTING ACTIVITIES:		
Purchases of investment securities	-	(63,056)
Proceeds from sales of investment securities	-	44,662
Proceeds from maturities of investment securities	5,221	9,686
Purchases of Federal Reserve and Federal Home Loan Bank Stock	(4,808)	(111)
Sales of Federal Reserve and Federal Home Loan Bank Stock	3,016	1
Net (increase) decrease in loans held for investment	(19,329)	10,016
Proceeds from sales of other real estate	4	-
Proceeds from sales of bank premises and equipment	-	20
Additions to bank premises and equipment	(1,222)	(671)
Net cash (used in) provided by investing activities	(17,118)	547

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows, continued
For the Three Months Ended March 31,
(In thousands, unaudited)

	2016	2015
FINANCING ACTIVITIES:		
Net (decrease) increase in deposits	$ (32,075)	$ 39,772
Net increase (decrease) in short-term borrowings	3,050	(501)
Repayments of Federal Home Loan Bank advances	(74,500)	(25)
Proceeds from Federal Home Loan Bank advances	120,200	25
Dividends paid on preferred stock	-	(475)
Net cash provided by financing activities	16,675	38,796
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(6,144)	15,070
CASH AND CASH EQUIVALENTS, beginning of period	15,189	41,124
CASH AND CASH EQUIVALENTS, end of period	$ 9,045	$ 56,194
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 695	$ 592
Income taxes paid	$ 69	$ 309

See accompanying notes to consolidated financial statements.

NOTE 1 – Organization of Operations, BNCCORP, INC.

BNCCORP, INC. (BNCCORP or BNC) is a registered bank holding company incorporated under the laws of Delaware. It is the parent company of BNC National Bank (the Bank or BNC Bank). BNCCORP operates community banking and wealth management businesses in North Dakota, Arizona, and Minnesota from 16 locations. BNC Bank also conducts mortgage banking from 17 locations in Arizona, Minnesota, North Dakota, Illinois, Kansas, Arkansas and Missouri.

The accounting and reporting policies of BNC and its subsidiaries (collectively, the Company) conform to accounting principles generally accepted in the United States of America and general practices within the financial services industry. The consolidated financial statements included herein are for BNC and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

NOTE 2 – Basis of Presentation and Accounting Policies

The accompanying interim consolidated financial statements have been prepared under the presumption that users of the interim consolidated financial information have either read or have access to the audited consolidated financial statements of BNCCORP, INC. and subsidiaries for the year ended December 31, 2015. Accordingly, footnote disclosures which would substantially duplicate the disclosures contained in the December 31, 2015 audited consolidated financial statements have been omitted from these interim consolidated financial statements. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2015 and the notes thereto.

The accompanying interim consolidated financial statements have been prepared by the Company, in accordance with accounting principles generally accepted in the United States of America for interim financial information. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates are based on information available to management at the time the estimates are made.

The unaudited consolidated financial statements as of March 31, 2016 include, in the opinion of management, all adjustments, consisting solely of normal recurring adjustments, necessary for a fair presentation of the financial results for the respective interim periods and are not necessarily indicative of results of operations to be expected for the entire fiscal year.

The Company's critical accounting policies are unchanged since December 31, 2015.

RECENTLY ISSUED OR ADOPTED ACCOUNTING PRONOUNCEMENTS

ASU 2014-14, *Receivables - Troubled Debt Restructuring by Creditors (Subtopic 310-40) – Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure*, will require creditors to derecognize certain foreclosed government-guaranteed mortgage loans and to recognize a separate other receivable that is measured at the amount the creditor expects to recover from the guarantor, and to treat the guarantee and the receivable as a single unit of account. ASU 2014-14 is effective for entities other than public business entities, for annual periods ending after December 15, 2015, and interim periods beginning after December 15, 2015. An entity can elect a prospective or a modified retrospective transition method, but must use the same transition method that it elected under FASB ASU No. 2014-04, *Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. Early adoption, including adoption in an interim period, is permitted if the entity already adopted ASU 2014-04. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606),* which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in GAAP when it becomes effective. The new standard is effective for the Company for annual periods beginning after December 15, 2018 and interim periods within annual periods beginning after December 15, 2018. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU 2014-09 will have on its consolidated financial statements and related disclosures.

ASU No. 2014-04, *Receivables – Troubled Debt Restructuring by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure*, was issued to clarify that when an in substance repossession or foreclosure occurs, a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU 2014-04 is effective for annual reporting periods beginning after December 15, 2014. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements.

In December 2012, the FASB issued for public comment a draft proposal designed to improve financial reporting about expected credit losses on loans and other financial assets held by banks, financial institutions and other organizations. The proposed ASU, *Financial Instruments - Credit Losses,* proposes a new accounting model which would change the definition from inherent credit losses to expected credit losses, which could result in more timely recognition of credit losses, and also would provide additional transparency about credit risk. The FASB has not yet established a proposed effective date, but a final standard is expected to be issued in 2016.

ASU No. 2015-03, *Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs* was issued to clarify that debt issuance costs are to be presented in the balance sheet as a direct reduction from the carrying value of the related debt liability. ASU 2015-03 is effective for entities, other than public entities, for annual reporting periods beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. Early adoption of the amendment is permitted. The adoption of this ASU is not expected to have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. This ASU requires lessees to recognize a lease liability and a right-to-use asset for all leases, including operating leases, with a term greater than twelve months on its balance sheet. This ASU is effective in annual and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted, and requires a modified retrospective transition method. We are currently in the process of evaluating the impact that this new guidance will have on our financial statements.

NOTE 3 – Investment Securities Available for Sale

Investment securities have been classified in the consolidated balance sheets according to management's intent. The Company had no securities designated as trading or held-to-maturity in its portfolio at March 31, 2016 or December 31, 2015. The carrying amount of available-for-sale securities and their approximate fair values were as follows (in thousands):

	As of March 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities	$ 32,929	$ 675	$ -	$ 33,604
U.S. government agency mortgage-backed securities guaranteed by GNMA	104,050	1,192	(77)	105,165
U.S. government agency small business administration pools guaranteed by SBA	101,586	326	(412)	101,500
Collateralized mortgage obligations guaranteed by GNMA/VA	59,006	1,290	(21)	60,275
Collateralized mortgage obligations issued by FNMA or FHLMC	20,381	404	(42)	20,743
State and municipal bonds	87,522	6,630	(69)	94,083
	$ 405,474	$ 10,517	$ (621)	$ 415,370

	As of December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Treasury securities	$ 32,925	$ 9	$ (285)	$ 32,649
U.S. government agency mortgage-backed securities guaranteed by GNMA	105,407	46	(1,022)	104,431
U.S. government agency small business administration pools guaranteed by SBA	105,150	737	(209)	105,678
Collateralized mortgage obligations guaranteed by GNMA/VA	61,418	678	(203)	61,893
Collateralized mortgage obligations issued by FNMA or FHLMC	21,607	206	(151)	21,662
State and municipal bonds	87,779	5,413	(159)	93,033
	$ 414,286	$ 7,089	$ (2,029)	$ 419,346

The amortized cost and estimated fair market value of available-for-sale securities classified according to their contractual maturities at March 31, 2016 were as follows (in thousands):

	Amortized Cost	Estimated Fair Value
Due in one year or less	$ -	$ -
Due after one year through five years	17,923	18,243
Due after five years through ten years	21,094	21,815
Due after ten years	366,457	375,312
Total	$ 405,474	$ 415,370

Actual maturities may differ from the contractual maturities shown above as a result of prepayments.

The following table shows the Company's investments' gross unrealized losses and fair value; aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (dollars are in thousands):

	March 31, 2016								
	Less than 12 months			12 months or more			Total		
Description of Securities	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss
U.S. Treasury securities	-	$ -	$ -	-	$ -	$ -	-	$ -	$ -
U.S. government agency mortgage-backed securities guaranteed by GNMA	3	25,832	(77)	-	-	-	3	25,832	(77)
U.S. government agency small business administration pools guaranteed by SBA	10	47,172	(328)	5	6,861	(84)	15	54,033	(412)
Collateralized mortgage obligations guaranteed by GNMA/VA	4	8,643	(21)	-	-	-	4	8,643	(21)
Collateralized mortgage obligations issued by FNMA or FHLMC	-	-	-	2	3,399	(42)	2	3,399	(42)
State and municipal bonds	1	4,879	(69)	-	-	-	1	4,879	(69)
Total temporarily impaired securities	18	$ 86,526	$ (495)	7	$ 10,260	$ (126)	25	$ 96,786	$ (621)

	December 31, 2015								
	Less than 12 months			12 months or more			Total		
Description of Securities	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss
U.S. Treasury securities	2	$ 24,673	$ (285)	-	$ -	$ -	2	$ 24,673	$ (285)
U.S. government agency mortgage-backed securities guaranteed by GNMA	15	99,357	(1,022)	-	-	-	15	99,357	(1,022)
U.S. government agency small business administration pools guaranteed by SBA	9	32,910	(138)	3	4,691	(71)	12	37,601	(209)
Collateralized mortgage obligations guaranteed by GNMA/VA	7	21,299	(203)	-	-	-	7	21,299	(203)
Collateralized mortgage obligations issued by FNMA or FHLMC	1	4,854	(74)	2	3,577	(77)	3	8,431	(151)
State and municipal bonds	2	8,147	(159)	-	-	-	2	8,147	(159)
Total temporarily impaired securities	36	$ 191,240	$ (1,881)	5	$ 8,268	$ (148)	41	$ 199,508	$ (2,029)

Management regularly evaluates each security with unrealized losses to determine whether losses are other-than-temporary. When determining whether a security is other-than-temporarily impaired, management assesses whether it has the intent to sell the security or whether it is more likely than not that it will be required to sell the security prior to its anticipated recovery. When evaluating a security, management considers several factors including, but not limited to, the amount of the unrealized loss, the length of time the security has been in a loss position, guarantees provided by third parties, ratings on the security, cash flow from the security, the level of credit support provided by subordinate tranches, and the collateral underlying the security.

There were no securities that management concluded were other-than-temporarily impaired at March 31, 2016 or December 31, 2015.

NOTE 4 – Loans and Leases

The composition of loans and leases is as follows (in thousands):

	March 31, 2016	December 31, 2015
Loans held for sale-mortgage banking	$ 60,240	$ 50,445
Commercial and industrial	$ 128,736	$ 125,009
Commercial real estate	162,324	149,099
SBA	27,232	25,860
Consumer	47,051	47,073
Land and land development	21,800	17,627
Construction	11,547	15,187
Gross loans and leases held for investment	398,690	379,855
Unearned income and net unamortized deferred fees and costs	21	48
Loans, net of unearned income and unamortized fees and costs	398,711	379,903
Allowance for credit losses	(8,479)	(8,611)
Net loans and leases held for investment	$ 390,232	$ 371,292

NOTE 5 – Allowance for Credit Losses

Transactions in the allowance for credit losses were as follows (in thousands):

	Three Months Ended March 31, 2016						
	Commercial and industrial	Commercial real estate	SBA	Consumer	Land and land development	Construction	Total
Balance, beginning of period	$ 3,205	$ 1,999	$ 1,578	$ 640	$ 1,041	$ 148	$ 8,611
Provision (reduction)	(128)	277	27	(46)	(81)	(49)	-
Loans charged off	(99)	-	(32)	(8)	-	-	(139)
Loan recoveries	-	3	1	3	-	-	7
Balance, end of period	$ 2,978	$ 2,279	$ 1,574	$ 589	$ 960	$ 99	$ 8,479

	Three Months Ended March 31, 2015						
	Commercial and industrial	Commercial real estate	SBA	Consumer	Land and land development	Construction	Total
Balance, beginning of period	$ 2,686	$ 2,496	$ 1,190	$ 516	$ 1,436	$ 277	$ 8,601
Provision (reduction)	604	(442)	(79)	147	(244)	14	-
Loans charged off	(14)	-	(13)	(17)	-	-	(44)
Loan recoveries	-	114	58	7	-	-	179
Balance, end of period	$ 3,276	$ 2,168	$ 1,156	$ 653	$ 1,192	$ 291	$ 8,736

Impaired loans are loans on nonaccrual status and troubled debt restructurings, which are individually evaluated for impairment, and other loans deemed to have similar risk characteristics. All other loans are collectively evaluated for impairment. The following table shows the balance in the allowance for credit losses at March 31, 2016, and December 31, 2015, and the related loan balances, segregated on the basis of impairment methodology (in thousands).

	Allowance For Credit Losses			Gross Loans and Leases Held for Investment		
	Impaired	Other	Total	Impaired	Other	Total
March 31, 2016						
Commercial and industrial	$ -	$ 2,978	$ 2,978	$ -	$ 128,736	$ 128,736
Commercial real estate	317	1,962	2,279	1,578	160,746	162,324
SBA	399	1,175	1,574	431	26,801	27,232
Consumer	44	545	589	370	46,681	47,051
Land and land development	-	960	960	-	21,800	21,800
Construction	-	99	99	-	11,547	11,547
Total	$ 760	$ 7,719	$ 8,479	$ 2,379	$ 396,311	$ 398,690
December 31, 2015						
Commercial and industrial	$ -	$ 3,205	$ 3,205	$ -	$ 125,009	$ 125,009
Commercial real estate	-	1,999	1,999	1,578	147,521	149,099
SBA	313	1,265	1,578	313	25,547	25,860
Consumer	33	607	640	383	46,690	47,073
Land and land development	-	1,041	1,041	-	17,627	17,627
Construction	-	148	148	-	15,187	15,187
Total	$ 346	$ 8,265	$ 8,611	$ 2,274	$ 377,581	$ 379,855

Performing and non-accrual loans

The Bank's key credit quality indicator is the loan's performance status, defined as accrual or non-accrual. Performing loans are considered to have a lower risk of loss and are on accrual status. Non-accrual loans include loans on which the accrual of interest has been discontinued. Accrual of interest is discontinued when we believe that the borrower's financial condition is such that the collection of interest is doubtful. A delinquent loan is generally placed on non-accrual status when it becomes 90 days or more past due unless the loan is well secured and in the process of collection. When a loan is placed on non-accrual status, accrued but uncollected interest income applicable to the current reporting period is reversed against interest income. Accrued but uncollected interest income applicable to previous reporting periods is charged against the allowance for credit losses. No additional interest is accrued on the loan balance until the collection of both principal and interest becomes reasonably certain. Delinquent balances are determined based on the contractual terms of the loan adjusted for charge-offs and payments applied to principal.

The following table sets forth information regarding the Bank's performing and non-accrual loans (in thousands):

	March 31, 2016					
	Current	31-89 Days Past Due	90 Days or More Past Due And Accruing	Total Performing	Non-accrual	Total
Commercial and industrial:						
Business loans	$ 58,267	$ 2,549	$ -	$ 60,816	$ -	$ 60,816
Agriculture	13,969	11	-	13,980	-	13,980
Owner-occupied commercial real estate	53,940	-	-	53,940	-	53,940
Commercial real estate	162,324	-	-	162,324	-	162,324
SBA	25,884	917	-	26,801	431	27,232
Consumer:						
Automobile	6,645	12	-	6,657	40	6,697
Home equity	7,176	-	-	7,176	-	7,176
1st mortgage	12,097	70	-	12,167	-	12,167
Other	20,954	31	-	20,985	26	21,011
Land and land development	21,625	-	175	21,800	-	21,800
Construction	11,547	-	-	11,547	-	11,547
Total loans held for investment	394,428	3,590	175	398,193	497	398,690
Loans held for sale	60,111	129	-	60,240	-	60,240
Total gross loans	$ 454,539	$ 3,719	$ 175	$ 458,433	$ 497	$ 458,930

	December 31, 2015					
	Current	31-89 Days Past Due	90 Days or More Past Due And Accruing	Total Performing	Non-accrual	Total
Commercial and industrial:						
Business loans	$ 62,563	$ 377	$ -	$ 62,940	$ -	$ 62,940
Agriculture	18,003	-	-	18,003	-	18,003
Owner-occupied commercial real estate	44,066	-	-	44,066	-	44,066
Commercial real estate	149,099	-	-	149,099	-	149,099
SBA	24,632	915	-	25,547	313	25,860
Consumer:						
Automobile	6,057	69	-	6,126	51	6,177
Home equity	8,134	-	-	8,134	-	8,134
1st mortgage	12,161	-	-	12,161	-	12,161
Other	20,564	11	-	20,575	26	20,601
Land and land development	17,452	-	175	17,627	-	17,627
Construction	15,187	-	-	15,187	-	15,187
Total loans held for investment	377,918	1,372	175	379,465	390	379,855
Loans held for sale	50,444	1	-	50,445	-	50,445
Total gross loans	$ 428,362	$ 1,373	$ 175	$ 429,910	$ 390	$ 430,300

The following table indicates the effect on income if interest on non-accrual loans outstanding at period end had been recognized at original contractual rates (in thousands):

	Three Months Ended March 31,	
	2016	2015
Interest income that would have been recorded	$ 6	$ 2
Interest income recorded	-	-
Effect on interest income	$ 6	$ 2

Credit Risk by Internally Assigned Grade

The Company maintains an internal risk rating process in order to increase the precision and effectiveness of credit risk management. Internal grade is generally categorized into the following four categories: pass, watch list, substandard, and doubtful.

At March 31, 2016 the Company had $380.0 million of loans categorized as pass rated loans. This compares to $362.1 million at December 31, 2015.

Loans designated as watch list are loans that possess some credit deficiency that deserves close attention due to emerging problems. Such loans pose unwarranted financial risk that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. At March 31, 2016 the Company had $8.7 million of loans categorized as watch list loans compared to $7.9 million at December 31, 2015.

Loans graded as substandard or doubtful are considered "Classified" loans for regulatory purposes. Loans classified as substandard are loans that are generally inadequately protected by the current net worth and paying capacity of the obligor, or by the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Substandard loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans classified as doubtful have the weaknesses of those classified as substandard, with additional characteristics that make collection in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. At March 31, 2016 the Company had $9.5 million of substandard loans and $491 thousand of doubtful loans. This compares to $9.4 million of substandard loans and $379 thousand of doubtful loans as of December 31, 2015.

Impaired loans

Impaired loans include loans on which the Bank will not be able to collect all amounts due in accordance with the terms of the loan agreement. Impaired loans include non-accruing loans and loans that have been modified in a troubled debt restructuring. All loans are individually reviewed for impairment.

The following tables summarize impaired loans and related allowances (in thousands):

	March 31, 2016				
	Unpaid Principal	Recorded Investment	Related Allowance	Average Recorded Balance	Interest Income Recognized (3 months)
Impaired loans with an allowance recorded:					
Commercial and industrial:					
Business loans	$ -	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-	-
Commercial real estate	1,876	1,578	317	1,578	21
SBA	447	431	399	435	-
Consumer:					
Automobile	35	35	18	38	-
Home equity	-	-	-	-	-
1st mortgage	-	-	-	-	-
Other	26	26	26	26	-
Land and land development	-	-	-	-	-
Construction	-	-	-	-	-
Loans held for sale	-	-	-	-	-
Total impaired loans with an allowance recorded	$ 2,384	$ 2,070	$ 760	$ 2,077	$ 21
Impaired loans without an allowance recorded:					
Commercial and industrial:					
Business loans	$ -	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-	-
Commercial real estate	-	-	-	-	-
SBA	-	-	-	-	-
Consumer:					
Automobile	23	6	-	10	-
Home equity	-	-	-	-	-
1st mortgage	1,878	303	-	304	3
Other	-	-	-	-	-
Land and land development	-	-	-	-	-
Construction	-	-	-	-	-
Loans held for sale	-	-	-	-	-
Total impaired loans without an allowance recorded	$ 1,901	$ 309	$ -	$ 314	$ 3
TOTAL IMPAIRED LOANS	$ 4,285	$ 2,379	$ 760	$ 2,391	$ 24

	December 31, 2015				
	Unpaid Principal	**Recorded Investment**	**Related Allowance**	**Average Recorded Balance**	**Interest Income Recognized (12 months)**
Impaired loans with an allowance recorded:					
Commercial and industrial:					
Business loans	$ -	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-	-
Commercial real estate	-	-	-	-	-
SBA	325	313	313	324	-
Consumer:					
Automobile	39	39	20	40	-
Home equity	-	-	-	-	-
1st mortgage	-	-	-	-	-
Other	26	26	13	26	-
Land and land development	-	-	-	-	-
Construction	-	-	-	-	-
Loans held for sale	-	-	-	-	-
Total impaired loans with an allowance recorded	$ 390	$ 378	$ 346	$ 390	$ -
Impaired loans without an allowance recorded:					
Commercial and industrial:					
Business loans	$ -	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-	-
Commercial real estate	1,876	1,578	-	1,579	80
SBA	-	-	-	-	-
Consumer:					
Automobile	29	12	-	15	-
Home equity	-	-	-	-	-
1st mortgage	1,878	306	-	308	13
Other	-	-	-	-	-
Land and land development	-	-	-	-	-
Construction	-	-	-	-	-
Loans held for sale	-	-	-	-	-
Total impaired loans without an allowance recorded	$ 3,783	$ 1,896	$ -	$ 1,902	$ 93
TOTAL IMPAIRED LOANS	$ 4,173	$ 2,274	$ 346	$ 2,292	$ 93

Troubled Debt Restructuring (TDRs)
Included in loans receivable, net, are certain loans that have been modified in order to maximize collection of loan balances. If the Company, for legal or economic reasons related to the borrower's financial difficulties, grants a concession compared to the original terms and conditions of the loan, the modified loan is considered a troubled debt restructuring.

The Company follows FASB ASU No. 2011-02, *Receivables (Topic 310), A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring,* which modified guidance for identifying restructurings of receivables that constitute a TDR.

The tables below summarize the amounts of restructured loans (in thousands):

	March 31, 2016			
	Accrual	Non-accrual	Total	Allowance
Commercial and industrial:				
Business loans	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-
Commercial real estate	1,578	-	1,578	317
SBA	-	307	307	275
Consumer:				
Automobile	-	-	-	-
Home equity	-	-	-	-
1st mortgage	303	-	303	-
Other	-	-	-	-
Land and land development	-	-	-	-
Construction	-	-	-	-
Loans held for sale	-	-	-	-
	$ 1,881	$ 307	$ 2,188	$ 592

	December 31, 2015			
	Accrual	Non-accrual	Total	Allowance
Commercial and industrial:				
Business loans	$ -	$ -	$ -	$ -
Agriculture	-	-	-	-
Owner-occupied commercial real estate	-	-	-	-
Commercial real estate	1,578	-	1,578	-
SBA	-	313	313	313
Consumer:				
Automobile	-	-	-	-
Home equity	-	-	-	-
1st mortgage	306	-	306	-
Other	-	-	-	-
Land and land development	-	-	-	-
Construction	-	-	-	-
Loans held for sale	-	-	-	-
	$ 1,884	$ 313	$ 2,197	$ 313

TDR concessions can include reduction of interest rates, extension of maturity dates, forgiveness of principal and/or interest due, or acceptance of real estate or other assets in full or partial satisfaction of the debt. Loan modifications are not reported as TDR's after 12 months if the loan was modified at a market rate of interest for comparable risk loans, and the loan is performing in accordance with the terms of the restructured agreement for at least six months.

When a loan is modified as a TDR, there may be a direct, material impact on the loans within the Balance Sheet, as principal balances may be partially forgiven. There were no new TDRs for the three month periods ended March 31, 2016 and March 31, 2015.

Loans that were non-accrual prior to modification remain on non-accrual for at least six months following modification. Non-accrual TDR loans that have performed according to the modified terms for six months may be returned to accruing status. Loans that were accruing prior to modification remain on accrual status after the modification as long as the loan continues to perform under the new terms.

The following table indicates the effect on income if interest on restructured loans outstanding at period end had been recognized at original contractual rates (in thousands):

	Three Months Ended March 31,	
	2016	**2015**
Interest income that would have been recorded	$ 57	$ 54
Interest income recorded	23	25
Effect on interest income	$ 34	$ 29

There were no additional funds committed to borrowers who are in TDR status at March 31, 2016 and December 31, 2015.

TDRs are evaluated separately in the Bank's allowance methodology based on the expected cash flows or collateral values for loans in this status.

The Bank had no loans that were restructured within the 12 months preceding March 31, 2016 and March 31, 2015 and defaulted during the three months ended March 31, 2016 and March 31, 2015.

NOTE 6 – Other Real Estate

Other real estate (ORE) includes property acquired through foreclosure, property in judgment and in-substance foreclosures. ORE is carried at fair value less estimated selling costs. Each property is evaluated regularly and the amounts provided to decrease the carrying amount are included in non-interest expense. A summary of the activity related to ORE is presented below (in thousands):

	Three Months Ended March 31, 2016		Three Months Ended March 31, 2015	
Balance, beginning of period	$	242	$	256
Transfers from nonperforming loans		-		-
Transfers from premises and equipment		-		-
Real estate sold		(4)		-
Net gains on sale of assets		4		-
Provision		-		(14)
Balance, end of period	$	242	$	242

	March 31, 2016		December 31, 2015		March 31, 2015	
Other real estate	$	954	$	954	$	954
Valuation allowance		(712)		(712)		(712)
Other real estate, net	$	242	$	242	$	242

NOTE 7 – Earnings Per Share

The following table shows the amounts used in computing per share results:

	Three months ended March 31, 2016		Three months ended March 31, 2015	
Denominator for basic earnings per share*:*				
Average common shares outstanding		3,444,797		3,386,175
Dilutive effect of stock compensation		75,058		114,098
Denominator for diluted earnings per share		3,519,855		3,500,273
Numerator (in thousands):				
Net income	$	1,415	$	3,214
Preferred stock costs		-		475
Net income available to common shareholders	$	1,415	$	2,739
Basic earnings per common share	$	0.41	$	0.81
Diluted earnings per common share	$	0.40	$	0.78

NOTE 8 – Share-Based Compensation

The Company may grant share-based compensation at prices equal to the fair value of the stock at the grant date. The Company has four share-based plans for certain key employees and directors whereby shares of common stock have been reserved for awards in the form of stock options or restricted stock awards. The plans are as follows:

	1995	2002	2006	2010	Total
Total Shares in Plan	48,751	-	7,850	250,000	306,601
Total Shares Available	48,751	-	7,850	250,000	306,601

Following is a summary of fully vested stock options and options expected to vest as of March 31, 2016:

	Stock Options Outstanding	Stock Options Currently Exercisable	Stock Options Vested and Expected to Vest
Number	86,800	86,800	86,800
Weighted-average exercise price	$3.00	$3.00	$3.00
Weighted-average remaining contractual term	3.96 years	3.96 years	3.96 years

The stock options currently outstanding can be exercised until they expire on March 17, 2020.

The Company recognized share-based compensation expense of $34,000 related to restricted stock for the three month period ended March 31, 2016, and $34,000 for the three month period ended March 31, 2015.

At March 31, 2016, the Company had $77,000 of unamortized restricted stock compensation expense. All of this expense will be amortized by December 31, 2017. The cost of restricted stock granted is recognized over the vesting period, which is generally three or more years.

NOTE 9 – Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value and establishes a framework for measuring fair value of assets and liabilities using a hierarchy system consisting of three levels based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1: Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access.

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

Level 3: Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect our own estimates of assumptions that market participants would use in pricing the asset or liability.

For the periods presented, Treasury Securities were considered to be Level 1 while all other assets and liabilities valued at fair value were considered to be Level 2. There were no transfers into or out of the respective levels during the period.

The following tables summarize the financial assets and liabilities of the Company for which fair values are determined on a recurring basis (in thousands):

	Carrying Value at March 31, 2016				Three Months Ended March 31, 2016
	Total	**Level 1**	**Level 2**	**Level 3**	**Total gains/(losses)**
ASSETS					
Securities available for sale	$ 415,370	$ 33,604	$ 381,766	$ -	$ -
Loans held for sale	60,240	-	60,240	-	413
Commitments to originate mortgage loans	3,622	-	3,622	-	1,504
Total assets at fair value	$ 479,232	$ 33,604	$ 445,628	$ -	$ 1,917
LIABILITIES					
Commitments to sell mortgage loans	$ 397	$ -	$ 397	$ -	$ (333)
Mortgage banking short positions	356	-	356	-	(313)
Total liabilities at fair value	$ 753	$ -	$ 753	$ -	$ (646)

	Carrying Value at December 31, 2015				Twelve Months Ended December 31, 2015
	Total	**Level 1**	**Level 2**	**Level 3**	**Total gains/(losses)**
ASSETS					
Securities available for sale	$ 419,346	$ 32,649	$ 386,697	$ -	$ 1,655
Loans held for sale	50,445	-	50,445	-	(151)
Commitments to originate mortgage loans	1,859	-	1,859	-	(185)
Total assets at fair value	$ 471,650	$ 32,649	$ 439,001	$ -	$ 1,319
LIABILITIES					
Commitments to sell mortgage loans	$ 83	$ -	$ 83	$ -	$ 162
Mortgage banking short positions	23	-	23	-	212
Total liabilities at fair value	$ 106	$ -	$ 106	$ -	$ 374

The Company may also be required from time to time to measure certain other financial assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These adjustments to fair value usually result from the application of the lower-of-cost-or-market accounting or write-down of individual assets. For assets measured at fair value on a nonrecurring basis, the following tables provide the level of valuation assumptions used to determine the carrying value (in thousands):

	Carrying Value at March 31, 2016				Three Months Ended March 31, 2016
	Total	**Level 1**	**Level 2**	**Level 3**	**Total gains/(losses)**
Impaired loans[(1)]	$ 1,619	$ -	$ 1,619	$ -	$ (414)
Other real estate[(2)]	242	-	242	-	4
Total	$ 1,861	$ -	$ 1,861	$ -	$ (410)

	Carrying Value at December 31, 2015				Twelve Months Ended December 31, 2015
	Total	**Level 1**	**Level 2**	**Level 3**	**Total gains/(losses)**
Impaired loans[(1)]	$ 1,928	$ -	$ 1,928	$ -	$ 192
Other real estate[(2)]	242	-	242	-	(7)
Total	$ 2,170	$ -	$ 2,170	$ -	$ 185

(1) Represents the carrying value and related write-downs of loans based on the appraised value of the collateral.
(2) Represents the fair value of the collateral less estimated selling costs and is based upon appraised values.

At the beginning of the period, all assets and liabilities valued at fair value on a nonrecurring basis were considered to be Level 2. There were no transfers into or out of Level 2 during the period.

NOTE 10 – Fair Value of Financial Instruments

The estimated fair values of the Company's financial instruments are as follows (in thousands):

	Level in Fair Value Measurement Hierarchy	March 31, 2016		December 31, 2015	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:					
Cash and cash equivalents	Level 1	$ 9,045	$ 9,045	$ 15,189	$ 15,189
Investment securities available for sale	Level 1	33,604	33,604	32,649	32,649
Investment securities available for sale	Level 2	381,766	381,766	386,697	386,697
Federal Reserve Bank and Federal Home Loan Bank stock	Level 2	5,011	5,011	3,219	3,219
Loans held for sale-mortgage banking	Level 2	60,240	60,240	50,445	50,445
Commitments to originate mortgage loans	Level 2	3,622	3,622	1,859	1,859
Loans and leases held for investment, net	Level 2	390,232	391,842	371,292	370,243
Accrued interest receivable	Level 2	3,615	3,615	4,027	4,027
		$ 887,135	$ 888,745	$ 865,377	$ 864,328
Liabilities and Stockholders' Equity:					
Deposits, noninterest-bearing	Level 2	$ 148,438	$ 148,438	$ 168,259	$ 168,259
Deposits, interest-bearing	Level 2	599,936	600,847	612,190	612,449
Borrowings and advances	Level 2	79,901	80,293	31,151	31,204
Accrued interest payable	Level 2	690	690	487	487
Accrued expenses	Level 2	5,966	5,966	7,398	7,398
Commitments to sell mortgage loans	Level 2	397	397	83	83
Mortgage banking short positions	Level 2	356	356	23	23
Guaranteed preferred beneficial interests in Company's subordinated debentures	Level 2	15,015	8,337	15,015	9,426
		$ 850,699	$ 845,324	$ 834,606	$ 829,329
Financial instruments with off-balance-sheet risk:					
Commitments to extend credit	Level 2	$ -	$ 218	$ -	$ 203
Standby and commercial letters of credit	Level 2	$ -	$ 8	$ -	$ 13

NOTE 11. Federal Home Loan Bank Advances

As of March 31, 2016, the Bank had $53.0 million of FHLB advances outstanding. At March 31, 2016, BNC Bank had mortgage loans with unamortized principal balances of approximately $157.1 million and investment securities with carrying value of approximately $41.0 million pledged as collateral to the FHLB. The Bank had the ability to draw advances up to approximately $89.5 million based upon its current pool of collateral pledged, subject to a requirement to purchase additional FHLB stock.

As of December 31, 2015, the Bank had $7.3 million of FHLB advances outstanding. At December 31, 2015, the Bank had mortgage loans pledged as collateral to the FHLB with unamortized principal balances of approximately $127.4 million. The Bank had the ability to draw advances up to approximately $77.6 million based upon the mortgage loans that are currently pledged, subject to a requirement to purchase additional FHLB stock.

NOTE 12. Long-Term Borrowings

The following table sets forth selected information for long-term borrowings (borrowings with an original maturity of greater than one year) (in thousands):

	March 31, 2016	December 31, 2015
Note payable, interest due quarterly beginning on April 1, 2016 and ending October 19, 2025, interest payable at a fixed rate of 6.35%	$ 10,000	$ 10,000

On October 19, 2015, the Company entered into a $10.0 million term loan agreement with another bank. The long term borrowing is subordinated debt that qualifies as Tier 2 capital for the Company. The loan includes various covenants that are primarily operational rather than financial in nature. As of March 31, 2016, the Company was in compliance with these covenants. The note may be repaid by the Company at par in whole or in part beginning October 19, 2020.

NOTE 13 – Other Borrowings

The following table presents selected information regarding other borrowings (in thousands):

March 31, 2016

Unsecured Borrowing Line:		**Line**	**Outstanding**	**Available**
BNC Bank Lines (1)		$ 34,500	$ -	$ 34,500

Secured Borrowing Line:	**Collateral Pledged**	**Line**	**Outstanding**	**Available**
BNC Bank Line	$ 633	$ 372	$ -	$ 372
BNC Line	92,637	10,000	-	10,000
Total	$ 93,270	$ 10,372	$ -	$ 10,372

(1) The unsecured BNC Bank Lines consists of three separate lines with three institutions in individual amounts of $12.5 million, $10 million, and $12 million.

At March 31, 2016, the pledged collateral for the BNC Bank line was comprised of collateralized mortgage obligations and the pledged collateral for the BNC line is the common stock of BNC Bank.

December 31, 2015

Unsecured Borrowing Line:		**Line**	**Outstanding**	**Available**
BNC Bank Lines (1)		$ 34,500	$ -	$ 34,500

Secured Borrowing Line:	**Collateral Pledged**	**Line**	**Outstanding**	**Available**
BNC Bank Line	$ 650	$ 387	$ -	$ 387
BNC Line	87,862	10,000	-	10,000
Total	$ 88,512	$ 10,387	$ -	$ 10,387

(1) The unsecured BNC Bank Lines consists of three separate lines with three institutions in individual amounts of $12.5 million, $10 million, and $12 million.

At December 31, 2015, the pledged collateral for the BNC Bank line was comprised of collateralized mortgage obligations and the pledged collateral for the BNC line is the common stock of BNC Bank.

NOTE 14 – Guaranteed Preferred Beneficial Interest's in Company's Subordinated Debentures

In July 2007, BNC issued $15.0 million of floating rate subordinated debentures. The interest rate paid on the securities is equal to the three month LIBOR plus 1.40%. The interest rate at March 31, 2016 and December 31, 2015 was 2.01% and 1.73%, respectively. The subordinated debentures mature on October 1, 2037. The subordinated debentures may be redeemed at par and the corresponding debentures may be prepaid at the option of BNCCORP, subject to approval by the Federal Reserve Board.

NOTE 15 – Stockholders' Equity

On January 16, 2009, BNC received net proceeds of approximately $20.1 million through the sale of its Series A shares of non-voting senior perpetual preferred stock to the U.S. Department of the Treasury under the Capital Purchase Program (CPP). The Treasury Department also received a warrant exercisable for shares of an additional class of BNCCORP, INC. Series B perpetual non-voting preferred stock, which had an aggregate liquidation preference of approximately $1.0 million. The Treasury Department exercised this warrant on January 16, 2009.

During 2015, the Company, after receiving approval from its regulator, redeemed the Series A and Series B preferred stock. The redemption price for these shares of preferred stock was the stated liquidation preference amount of $1,000 per share or an aggregate $21,098,000.

Prior to the redemption, the Series A preferred stock (20,093 shares) accrued and paid dividends at 5% per annum until February 2014 and 9% per annum thereafter. Series B preferred stock (1,005 shares) accrued and paid dividends at 9% per annum.

Regulatory restrictions exist regarding the ability of the Bank to transfer funds to BNCCORP in the form of cash dividends. Approval of the Office of the Comptroller of the Currency (OCC), the Bank's principal regulator, is required for BNC Bank to pay dividends to BNC in excess of the Bank's net profits from the current year plus retained net profits for the preceding two years.

On May 30, 2001, BNCCORP's Board of Directors adopted a rights plan intended to protect stockholder interests in the event BNCCORP becomes the subject of a takeover initiative that BNCCORP's Board believes could deny BNCCORP's stockholders the full value of their investment. This plan does not prohibit the Board from considering any offer that it deems advantageous to its stockholders.

The rights were issued to each common stockholder of record on May 30, 2001, and they will be exercisable only if a person acquires, or announces a tender offer, that would result in ownership of, 15% or more of BNCCORP's outstanding common stock. The rights plan was amended in 2011 such that it now expires on May 30, 2021.

NOTE 16 – Regulatory Capital and Current Operating Environment

BNC and BNC Bank are subject to various regulatory capital requirements administered by the Federal banking agencies. Failure to meet capital requirements mandated by regulators can trigger certain mandatory and discretionary actions by regulators. Such actions, if undertaken, could have a direct material adverse effect on the Company's financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, BNC and BNC Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. With increasing frequency, regulators are imposing capital requirements that are specific to individual institutions. The requirements are generally above the statutory ratios.

At March 31, 2016, our capital ratios exceeded all regulatory capital thresholds and maintained sufficient capital conservation buffers to avoid limitations on certain types of capital distributions.

In the first quarter of 2015, regulatory capital requirements for community banks changed to incorporate certain capital requirements addressed in the Basel III framework. These standards introduced a new requirement, Common Equity Tier 1 ("CET 1"), and increased certain previously existing capital requirements. At March 31, 2016 our capital ratios exceeded all regulatory capital thresholds (dollars in thousands):

	Actual		For Capital Adequacy Purposes		To be Well Capitalized		Amount in Excess of Well Capitalized	
	Amount	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**	**Amount**	**Ratio**
March 31, 2016								
Total Risk Based Capital:								
Consolidated	$ 97,715	19.03 %	$ 41,081	≥8.00 %	$ N/A	N/A %	$ N/A	N/A %
BNC National Bank	91,409	17.81	41,057	≥8.00	51,321	10.00	40,088	7.81
Tier 1 Risk Based Capital:								
Consolidated	81,271	15.83	30,811	≥6.00	N/A	N/A	N/A	N/A
BNC National Bank	84,968	16.56	30,793	≥6.00	41,057	8.00	43,911	8.56
Common Equity Tier 1 Risk Based Capital:								
Consolidated	66,256	12.90	23,108	≥4.50	N/A	N/A	N/A	N/A
BNC National Bank	84,968	16.56	23,095	≥4.50	33,359	6.50	51,609	10.06
Tier 1 Leverage Capital:								
Consolidated	81,271	9.11	35,666	≥4.00	N/A	N/A	N/A	N/A
BNC National Bank	84,968	9.53	35,657	≥4.00	44,571	5.00	40,397	4.53
Tangible Common Equity (to total assets):								
Consolidated	73,356	7.93	N/A	N/A	N/A	N/A	N/A	N/A
BNC National Bank	92,513	10.01	N/A	N/A	N/A	N/A	N/A	N/A
December 31, 2015								
Total Risk Based Capital:								
Consolidated	$ 95,770	20.07 %	$ 38,172	≥8.00 %	$ N/A	N/A %	$ N/A	N/A%
BNC National Bank	89,178	18.71	38,130	≥8.00	47,662	10.00	41,516	8.71
Tier 1 Risk Based Capital:								
Consolidated	79,773	16.72	28,629	≥6.00	N/A	N/A	N/A	N/A
BNC National Bank	83,187	17.45	28,597	≥6.00	38,130	8.00	45,057	9.45
Common Equity Tier 1 Risk Based Capital:								
Consolidated	64,758	13.57	21,472	≥4.50	N/A	N/A	N/A	N/A
BNC National Bank	83,187	17.45	21,448	≥4.50	30,980	6.50	52,207	10.95
Tier 1 Leverage Capital:								
Consolidated	79,773	9.00	35,471	≥4.00	N/A	N/A	N/A	N/A
BNC National Bank	83,187	9.45	35,212	≥4.00	44,015	5.00	39,172	4.45
Tangible Common Equity (to total assets):								
Consolidated	68,860	7.62	N/A	N/A	N/A	N/A	N/A	N/A
BNC National Bank	87,733	9.71	N/A	N/A	N/A	N/A	N/A	N/A

The CET 1 ratio, which is generally a comparison of a bank's core equity capital with its total risk weighted assets, is a measure of the current risk profile of our asset base from a regulatory perspective. The Tier 1 leverage ratio, which is calculated by dividing Tier 1 capital by average total assets, does not consider the mix of risk weighted assets. In recent periods regulators have required Tier 1 leverage ratios that significantly exceed "Well Capitalized" ratio levels. As a result, management believes the Bank's Tier 1 leverage ratio is our most restrictive capital measurement and we are managing the Tier 1 leverage ratio to levels significantly above the "Well Capitalized" ratio threshold.

Beginning January 1, 2016, the regulators instituted a new capital conservation buffer that places limitations on distributions, including dividend payments. In order to avoid limitations, the Bank must hold a fully phased-in capital conservation buffer of 2.5% above our minimum risk based capital requirements. As of March 31, 2016 there were no distribution restrictions placed on the Bank.

Although Tangible Common Equity (TCE) is not a regulatory capital measure, TCE is a ratio that is commonly used to assess the capital strength of banking entities. Accordingly, we have included the ratio in the preceding table.

Management's Discussion and Analysis of Financial Condition and Results of Operations

We refer to "we", "our", "BNC", or "the Company" when such reference includes BNCCORP, INC. and its consolidated subsidiaries, collectively; "BNCCORP" when referring only to the holding company named BNCCORP, INC.; "the Bank", or "BNC Bank" when referring only to BNC National Bank.

Comparison of Results for the Three Months Ended March 31, 2016 and 2015

Summary for the Three Months Ended March 31, 2016 and 2015

Net income and net income available to common shareholders was $1.415 million, or $0.40 per share diluted share, for the quarter ended March 31, 2016. This compared to net income of $3.214 million and net income available to common shareholders of $2.739 million, or $0.78 per diluted share, in the first quarter of 2015.

Net interest income for the first quarter of 2016 was $6.276 million, a decrease of $331 thousand, or 5%, from $6.607 million in the same period of 2015. The net interest margin for the current period decreased to 3.01% from 3.03% a year ago. Contributing to the decreased margin was the effects of a $140 thousand charge to redeem $18.8 million of brokered deposits during the quarter and additional interest expense from the newly issued subordinated debt in the fourth quarter of 2015.

Interest income was $7.175 million for the quarter ended March 31, 2016 compared to $7.218 million in the first quarter of 2015 as loan growth largely offset the impact of lower deposits and lower investment yields. Yields on interest earning assets increased to 3.44% from 3.31% in the same quarter in 2015. The lower yield in the first quarter of 2015 was primarily due to elevated levels of cash on hand to accommodate expected redeployment of previously deposited funds. During the first quarter of 2016 average balance of interest earning assets decreased by $46.2 million when compared to the first quarter of 2015. Average loans held for investment increased $33.2 million or 9.5% while average loans held for sale decreased by $9.8 million or 20.9% in the first quarter of 2016 compared to the same quarter in 2015. The average balance of investment securities decreased by $33.7 million in the first quarter, compared to a year ago, as deposits declined and loan funding increased. We have also increased our investment in tax exempt municipal securities, which aggregated $94.1 million at March 31, 2016, due to the relative attractive yields and value provided through reduced income tax expense. Yields on investment securities decreased to 2.23% in 2016 from 2.32% consistent with prevailing market forces and the changing composition of our portfolio including increasing investments in Treasury securities, variable rate SBA Pools, and tax exempt municipal bonds.

Interest expense increased by $288 thousand in the first quarter of 2016 compared to the same period in 2015. Average deposits decreased by $49.9 million from the same period in 2015, primarily due to the Company's redemption of $20.0 million and $18.8 million of callable brokered certificates of deposit in the second quarter 2015 and the first quarter 2016, respectively. The cost of core deposits, which excludes brokered deposits, increased to 0.19% in the current quarter, compared to 0.15% in the same period of 2015 largely due to increased time deposits that generally carry a higher rate of interest. Before considering the effect of a $140 thousand charge to redeem $18.8 million of brokered deposits in the first quarter 2016, the cost of interest bearing liabilities increased to 0.46% in the current quarter from 0.37% in the same period of 2015, primarily due to the new issuance of subordinated debt in the fourth quarter of 2015 to redeem preferred stock.

Total loans held for investment increased by $50.4 million or 14.5% from March 30, 2015 and increased by $18.8 million or 5.0% from December 31, 2015. Throughout most of 2015, we experienced a decrease in loans held for investment as some North Dakota clients deferred investment decisions and repaid loans in response to softer economic conditions in the region. As 2015 ended, we returned to growth and this trend continued in early 2016.

Total deposits decreased by $32.1 million from December 31, 2015 due largely to the redemption of $18.8 million of callable brokered certificates of deposit. Additionally, as anticipated, some of our North Dakota customers have deployed funds previously deposited with us at the end of 2015. The Company has utilized Federal Home Loan Bank short term advances, averaging 0.43%, in the first quarter 2016 to fund loan growth.

No provision for credit losses was recorded in the first quarter of 2016 or 2015. The recent decreases in North Dakota commodity prices, while negatively affecting activity in certain sectors of the economy, have yet to have a significant negative impact on our nonperforming asset ratio and delinquency credit quality metrics. However, prolonged depressed oil and commodity prices could have an adverse impact on the North Dakota economy, commodity dependent businesses and our loan portfolio. Oil prices most directly impact the underlying collateral for our oil exploration and production (E&P) loans. Loans outstanding for the purpose of and secured by E&P in North Dakota were approximately $12.1 million, or 3.0% of total loans held for investment at March 31, 2016 compared to $11.7 million, or 3.1%, of loans held for investment at December 31, 2015. Advances on E&P lines are generally limited to 50% of the value of proven, developed and producing oil reserves and other advance guidelines used by BNC Bank to comply with regulatory guidance related to E&P loans. Such loans are generally subject to semi-annual valuations. In addition to E&P loans, loans to customers serving the energy industries will be impacted by protracted low energy prices.

Non-interest income for the first quarter of 2016 was $5.651 million. This compares to non-interest income of $7.651 million for the same period in 2015, a decrease of $2 million, or 26.1%. The decline relates primarily to the timing of gains on the sales of investment securities and SBA loans as well as the exceptionally high volume of mortgage production in January of 2015. Mortgage banking revenues aggregated $4.375 million in the current period compared to $5.469 million in the first quarter of 2015.

Non-interest expense for the first quarter of 2016 was $9.846 million compared to $9.666 million in the same period of 2015, an increase of $180 thousand, or 1.9%. This increase is primarily related to marketing efforts to support our mortgage banking activities.

In the first quarter of 2016, we recorded tax expense of $666 thousand which resulted in an effective tax rate of 32.0% for the quarter. A tax expense of $1.378 million was recognized during the first quarter of 2015, which resulted in an effective tax rate of 30.0%.

Net Interest Income

The following table presents average balance sheet information, yields on interest-earning assets and costs on interest-bearing liabilities (dollars are in thousands):

	Three Months Ended March 31,								
	2016			2015			Change		
	Average balance	Interest earned or owed	Average yield or cost	Average balance	Interest earned or owed	Average yield or cost	Average balance	Interest earned or owed	Average yield or cost
Interest-earning assets									
Federal funds sold/cash equivalents	$ 4,079	$ 8	0.79%	$ 41,139	$ 23	0.23%	$ (37,060)	$ (15)	0.56% (a)
Investments - taxable	328,498	1,645	2.01%	373,267	1,971	2.14%	(44,769)	(326)	-0.13% (b)
Investments - tax exempt	93,837	694	2.97%	81,630	638	3.17%	12,207	56	-0.20% (b)
Loans held for sale – mortgage banking	37,172	322	3.48%	47,015	395	3.41%	(9,843)	(73)	0.07% (c)
Loans and leases held for investment	383,795	4,506	4.72%	350,614	4,191	4.85%	33,181	315	-0.13% (d)
Allowance for loan losses	(8,517)	-		(8,625)	-		108	-	
Total interest-earning assets	$ 838,864	$ 7,175	3.44%	$ 885,040	$ 7,218	3.31%	$ (46,176)	$ (43)	0.13%
Interest-bearing liabilities									
Interest checking and money market	$ 431,576	$ 137	0.13%	$ 439,753	$ 129	0.12%	$ (8,177)	$ 8	0.01% (e)
Savings	32,169	2	0.03%	26,840	2	0.03%	5,329	-	0.00% (e)
Certificates of deposit under $100,000	77,043	430	2.24%	106,411	335	1.28%	(29,368)	95	0.96% (e)
Certificates of deposit $100,000 and over	72,219	81	0.45%	61,770	77	0.51%	10,449	4	-0.06% (e)
Total interest-bearing deposits	613,007	650	0.43%	634,774	543	0.35%	(21,767)	107	0.08%
Short-term borrowings	13,961	5	0.14%	17,155	7	0.17%	(3,194)	(2)	-0.03% (f)
Federal Home Loan Bank advances	11,843	13	0.44%	-	-	0.00%	11,843	13	0.44% (g)
Long-term borrowings	10,000	158	6.35%	-	-	0.00%	10,000	158	6.35% (h)
Subordinated debentures	15,015	73	1.96%	15,018	61	1.65%	(3)	12	0.31%
Total borrowings	50,819	249	1.97%	32,173	68	0.86%	18,646	181	1.11%
Total interest-bearing liabilities	$ 663,826	899	0.54%	$ 666,947	611	0.37%	$ (3,121)	288	0.17%
Net interest income/spread		$ 6,276	2.90%		$ 6,607	2.94%		$ (331)	-0.04%
Net interest margin			3.01%			3.03%			-0.02%
Notation:									
Non-interest-bearing deposits	$ 148,102	-		$ 176,232	-		$ (28,130)	-	
Total deposits	$ 761,109	$ 650	0.34%	$ 811,006	$ 543	0.27%	$ (49,897)	$ 107	0.07%
Taxable equivalents:									
Total interest-earning assets	$ 838,864	$ 7,504	3.60%	$ 885,040	$ 7,523	3.45%	$ (46,176)	$ (19)	0.15%
Net interest income/spread	-	$ 6,605	3.06%	-	$ 6,912	3.08%	-	$ (307)	-0.02%
Net interest margin	-	-	3.17%	-	-	3.17%	-	-	0.00%

(a) Cash balances can fluctuate from period to period.

(b) Investment portfolio balances have declined as deposit balances have decreased. Portfolio reallocation has emphasized tax exempt securities and defensive variable rate SBA securities.

(c) The average balance of loans held for sale decreased from the prior year, as exceptionally higher volume in 2015 first quarter didn't recur in 2016 first quarter.

(d) The average balance of loans held for investment has risen in 2016 due to increased activity in our core market areas.

(e) Deposit balances have decreased due to anticipated deployment of funds previously deposited with us, primarily in North Dakota. Additionally, the Company redeemed $20.0 million of brokered deposits in the second quarter of 2015 and an additional $18.8 million in the first quarter of 2016. The average yield on certificates of deposit under $100,000 of 2.45% reflects the accelerated amortization of $140 thousand of unamortized, pre-paid brokered certificate of deposit fees paid at the issuance of the deposits in 2012.

(f) Short-term borrowings will vary depending on our customers need to use repurchase agreements and the Company's decision to utilize its lines of credit for various business purposes.

(g) Federal Home Loan Bank short term advances have been utilized to fund loan growth in 2016.

(h) Subordinated debt was issued in the fourth quarter 2015 to partially fund the redemption of preferred stock.

Non-interest Income

The following table presents the major categories of our non-interest income (dollars are in thousands):

	Three Months Ended March 31,		Increase (Decrease)		
	2016	2015	$	%	
Bank charges and service fees	$ 674	$ 692	$ (18)	(3) %	
Wealth management revenues	388	378	10	3 %	
Mortgage banking revenues	4,375	5,469	(1,094)	(20) %	(a)
Gains on sales of loans, net	45	315	(270)	(86) %	(b)
Gains on sales of securities, net	-	596	(596)	(100) %	(c)
Other	169	201	(32)	(16) %	
Total non-interest income	$ 5,651	$ 7,651	$ (2,000)	(26) %	

(a) Mortgage banking revenues decreased compared to prior year due to exceptionally high loan volume that did not recur in the first quarter of 2016.
(b) Gains and losses on sales will vary significantly from period to period.
(c) No securities were sold in the first quarter of 2016. Gains and losses on sales of securities will vary significantly from period to period.

Non-interest Expense

The following table presents the major categories of our non-interest expense (dollars are in thousands):

	Three Months Ended March 31,		Increase (Decrease)		
	2016	2015	$	%	
Salaries and employee benefits	$ 5,252	$ 5,592	$ (340)	(6) %	
Professional services	958	794	164	21 %	(a)
Data processing fees	860	760	100	13 %	(b)
Marketing and promotion	923	661	262	40 %	(c)
Occupancy	524	507	17	3 %	
Regulatory costs	167	169	(2)	(1) %	
Depreciation and amortization	343	349	(6)	(2) %	
Office supplies and postage	176	163	13	8 %	
Other real estate costs	2	15	(13)	(87) %	(d)
Other	641	656	(15)	(2) %	
Total non-interest expense	$ 9,846	$ 9,666	$ 180	2 %	
Efficiency ratio	82.6%	67.8%			

(a) The increase of professional services is primarily due to an increase in legal costs in the first quarter.
(b) Data processing fees has increased due to continued investment in information technology.
(c) Marketing costs have increased in mortgage banking operations to drive volume and to support the opening of a new bank branch in North Dakota.
(d) Other real estate costs will vary from period to period depending on valuation adjustments on our foreclosed properties– see Note 6. At March 31, 2016, the Company held one property in other real estate.

Income Taxes

In the first quarter of 2016, we recorded tax expense of $666 thousand which resulted in an effective tax rate of 32.0% for the quarter. A tax expense of $1.378 million was recognized during the first quarter of 2015, which resulted in an effective tax rate of 30.0%.

Comparison of Financial Condition at March 31, 2016 and December 31, 2015

Assets

The following table presents our assets by category (dollars are in thousands):

	March 31, 2016	December 31, 2015	Increase (Decrease) $	Increase (Decrease) %	
Cash and cash equivalents	$ 9,045	$ 15,189	$ (6,144)	(40) %	(a)
Investment securities available for sale	415,370	419,346	(3,976)	(1) %	
Federal Reserve Bank and Federal Home Loan Bank of Des Moines stock	5,011	3,219	1,792	56 %	(b)
Loans held for sale-mortgage banking	60,240	50,445	9,795	19 %	(c)
Loans and leases held for investment, net	398,711	379,903	18,808	5 %	(d)
Allowance for credit losses	(8,479)	(8,611)	132	(2) %	
Other real estate, net	242	242	-	- %	
Premises and equipment, net	18,453	17,574	879	5 %	
Accrued interest receivable	3,615	4,027	(412)	(10) %	(e)
Other assets	23,128	22,912	216	1 %	
Total assets	$ 925,336	$ 904,246	$ 21,090	2 %	

(a) Cash balances can fluctuate significantly.

(b) The increase in FHLB stock varies in proportion to the level of short term advances outstanding.

(c) Loans held for sale increased as mortgage loan funding increased late in the first quarter of 2016 following strong lock volume.

(d) For most of 2015, we experienced increased levels of repayment as the North Dakota economy softened. As 2015 ended we returned to growth and this trend continued in early 2016.

(e) Decrease is primarily related to lower accrued interest receivable on municipal bonds.

Loan Participations

Pursuant to our lending policy, loans may not exceed 85 percent of the Bank's legal lending limit (except to the extent collateralized by U.S. Treasury securities or Bank deposits) unless the Bank's Chief Credit Officer or the Executive Credit Committee grant prior approval. To accommodate creditworthy customers whose financing needs exceed lending limits and internal restrictions, the Bank sells loan participations to outside participants without recourse. Loan participations sold on a nonrecourse basis to outside financial institutions were $187.2 million as of March 31, 2016 and $176.4 million as of December 31, 2015. The sales of participations are accounted for pursuant to FASB ASC 860, *Transfers and Servicing*.

Concentrations of Credit

The following table summarizes the locations and balances of our borrowers (dollars are in thousands):

	March 31, 2016		December 31, 2015	
North Dakota	$ 269,812	68 %	$ 259,271	68 %
Arizona	74,619	19 %	68,796	18 %
Minnesota	25,235	6 %	26,022	7 %
Other	29,024	7 %	25,766	7 %
Total gross loans held for investment	$ 398,690	100 %	$ 379,855	100 %

Our borrowers use loan proceeds for projects in various geographic areas. The following table summarizes the locations and balances where our borrowers are using loan proceeds (dollars are in thousands):

	March 31, 2016		December 31, 2015	
North Dakota	$ 249,853	63 %	$ 244,797	65 %
Arizona	92,241	23 %	83,086	22 %
Minnesota	16,299	3 %	10,685	3 %
California	10,727	4 %	10,837	3 %
Colorado	9,104	2 %	9,197	2 %
Ohio	8,660	2 %	8,732	2 %
Other	11,806	3 %	12,521	3 %
Total gross loans held for investment	$ 398,690	100 %	$ 379,855	100 %

Loan Maturities[1]

The following table sets forth the remaining maturities of loans in each major category of our portfolio as of March 31, 2016 (in thousands):

		Over 1 year through 5 years		Over 5 years		
	One year or less	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	Total Loans and Leases Held for Investment
Commercial and industrial	$ 13,270	$ 507	$ 34,555	$ 39,615	$ 40,789	$ 128,736
Commercial real estate	-	6,994	18,584	26,356	110,390	162,324
SBA	401	-	2,054	2,290	22,487	27,232
Consumer	1,483	24	3,474	35,235	6,835	47,051
Land and land development	222	992	3,832	6,998	9,756	21,800
Construction	1,151	1,590	8,806	-	-	11,547
Total principal amount of loans	$ 16,527	$ 10,107	$ 71,305	$ 110,494	$ 190,257	$ 398,690

(1) Maturities are based on contractual maturities. Floating rate loans include loans that would reprice prior to maturity if base rates change.

Actual maturities may differ from the contractual maturities shown above as a result of renewals and prepayments. Loan renewals are evaluated in the same manner as new credit applications.

Allocation of the Allowance for Credit Losses

The table below presents, for the periods indicated, the allocation of the allowance for credit losses among the various loan categories and sets forth the percentage of loans in each category to gross loans. The allocation of the allowance for credit losses as shown in the table should neither be interpreted as an indication of future charge-offs, nor as an indication that charge-offs in future periods will necessarily occur in these amounts or in the indicated proportions (dollars are in thousands).

	March 31, 2016		December 31, 2015	
	Allocation of Allowance	**Loans as a percent of Gross Loans Held for Investment**	**Allocation of Allowance**	**Loans as a percent of Gross Loans Held for Investment**
Commercial and industrial	$ 2,978	32 %	$ 3,205	33 %
Commercial real estate	2,279	41 %	1,999	39 %
SBA	1,574	7 %	1,578	7 %
Consumer	589	12 %	640	12 %
Land and land development	960	5 %	1,041	5 %
Construction	99	3 %	148	4 %
Total	$ 8,479	100 %	$ 8,611	100 %

Nonperforming Loans

The following table sets forth information concerning our nonperforming loans as of the dates indicated (in thousands):

	Three Months Ended March 31,		Twelve Months Ended December 31,
	2016	**2015**	**2015**
Balance, beginning of period	$ 565	$ 61	$ 61
Additions to nonperforming	155	235	1,178
Charge-offs	(31)	-	(168)
Reclassified back to performing	-	(6)	(455)
Principal payment received	(17)	(3)	(51)
Balance, end of period	$ 672	$ 287	$ 565

Nonperforming Assets

The following table sets forth information concerning our nonperforming assets as of the dates indicated (dollars are in thousands):

	March 31, 2016	December 31, 2015
Nonperforming loans:		
Loans 90 days or more delinquent and still accruing interest	$ 175	$ 175
Non-accrual loans	497	390
Total nonperforming loans	672	565
Other real estate, net	242	242
Total nonperforming assets	$ 914	$ 807
Allowance for credit losses	$ 8,479	$ 8,611
Ratio of total nonperforming loans to total loans	0.15%	0.13%
Ratio of total nonperforming loans to loans and leases held for investment	0.17%	0.15%
Ratio of total nonperforming assets to total assets	0.10%	0.09%
Ratio of nonperforming loans to total assets	0.07%	0.06%
Ratio of allowance for credit losses to nonperforming loans	1,262%	1,524%

Potential Problem Loans

We attempt to quantify potential problem loans with more immediate credit risk. At March 31, 2016, the Bank had $10.0 million of classified loans and $497 thousand of loans on non-accrual. This compares to $9.8 million of classified loans and $390 thousand of loans on non-accrual at December 31, 2015 and $8.8 million of classified loans and $282 thousand of loans on non-accrual at March 31, 2015. Also, we estimate there are loans risk rated "substandard" which are not impaired aggregating $9.5 million at March 31, 2016 and $9.4 million at December 31, 2015. We estimate there are loans risk rated "watch list" which are not impaired aggregating $8.7 million at March 31, 2016 and $7.9 million at December 31, 2015.

A significant portion of these potential problem loans are not in default but may have characteristics such as recent adverse operating cash flows or general risk characteristics that the loan officer feels might jeopardize the future timely collection of principal and interest payments. The ultimate resolution of these credits is subject to changes in economic conditions and other factors. These loans are closely monitored to ensure that our position as creditor is protected to the fullest extent possible.

Other Real Estate

See Note 6 of our Financial Statements for information on other real estate owned.

Liabilities

The following table presents our liabilities (dollars are in thousands):

	March 31, 2016	December 31, 2015	Increase (Decrease) $	Increase (Decrease) %	
Deposits:					
Non-interest-bearing	$ 148,438	$ 168,259	$ (19,821)	(12) %	(a)
Interest-bearing-					
Savings, interest checking and money market	457,460	460,385	(2,925)	(1) %	(a)
Time deposits under $100,000	70,958	86,817	(15,859)	(18) %	(a)
Time deposits $100,000 and over	71,518	64,988	6,530	10 %	(a)
Short-term borrowings	16,901	13,851	3,050	22 %	(b)
Federal Home Loan Bank advances	53,000	7,300	45,700	626 %	(c)
Long-term borrowings	10,000	10,000	-	- %	
Guaranteed preferred beneficial interests in Company's subordinated debentures	15,015	15,015	-	- %	
Accrued interest payable	690	487	203	42 %	(d)
Accrued expenses	5,966	7,398	(1,432)	(19) %	(e)
Other liabilities	1,910	758	1,152	152 %	(f)
Total liabilities	$ 851,856	$ 835,258	$ 16,598	2 %	

(a) Total deposits have decreased as customers deployed funds previously deposited in our North Dakota branches and the redemption of $18.8 million in brokered certificates of deposit in 2016.
(b) Short term borrowings will vary depending on our customers need to use repurchase agreements.
(c) The Company has borrowed on a short-term basis from the Federal Home Loan Bank as a source of liquidity.
(d) The increase is primarily due to accrued interest on the subordinated debt issued in October 2015.
(e) The decrease is due to lower accrued incentives and other miscellaneous accrued expenses.
(f) Other liabilities increased primarily due to changes in our tax liability and the value of mortgage banking derivatives.

Mortgage Banking Obligations

Included in accrued expenses is an estimate of mortgage banking reimbursement obligations which aggregated $1.6 million at March 31, 2016 and $1.8 million at December 31, 2015. Although we sell mortgage banking loans without recourse, industry standards require standard representations and warranties which require sellers to reimburse investors for economic losses if loans default or prepay after the sale. Repurchase risk is also evident within the mortgage banking industry as continued disputes arise between lenders and investors. Such requests for repurchase are commonly due to faulty representation and generally emerge at varied timeframes subsequent to the original sale of the loan. To estimate the obligation, we track historical reimbursements and calculate the ratio of reimbursement to loan production volumes. Using reimbursement ratios and recent production levels, we estimate the future reimbursement amounts and record the estimated obligation. The following is a summary of activity related to mortgage banking obligations (in thousands):

	Three Months Ended March 31, 2016	Twelve Months Ended December 31, 2015	Three Months Ended March 31, 2015
Balance, beginning of period	$ 1,781	$ 1,879	$ 1,879
Provision	-	145	294
Write offs, net	(182)	(243)	(16)
Balance, end of period	$ 1,599	$ 1,781	$ 2,157

Stockholders' Equity

Our stockholders' equity increased $4.5 million between December 31, 2015 and March 31, 2016 primarily due to $1.4 million in additional retained earnings and an increase in unrealized gains and losses in our investment portfolio of $3.0 million. As presented in Note 15 – Regulatory Capital and Current Operating Environment, the Company maintains capital in excess of regulatory requirements. In addition to assessing capital adequacy, management periodically evaluates the components of our capital structure.

The Company routinely evaluates the sufficiency of capital in order to insure compliance with regulatory capital standards and be a source of strength for the Bank. We manage capital by assessing the composition of capital and amounts available for growth, risk or other purposes. In recent periods, capital has grown through retention of earnings and the Company has reduced certain higher cost forms of capital such as the redemption in 2014 of $7.5 million in Guaranteed Preferred Beneficial Interests in Subordinated Debt costing 12.05% and the redemption in 2015 of $21.1 million of Series A and B Preferred Stock costing 9%. Management will continue to evaluate capital requirements and prudent capital management opportunities.

Liquidity Risk Management

Liquidity risk is the possibility of being unable to meet all present and future financial obligations in a timely manner. Liquidity risk management encompasses our ability to meet all present and future financial obligations in a timely manner. The objectives of liquidity management policies are to maintain adequate liquid assets, liability diversification among instruments, maturities and customers and a presence in both the wholesale purchased funds market and the retail deposit market.

The Consolidated Statements of Cash Flows in the Consolidated Financial Statements present data on cash and cash equivalents provided by and used in operating, investing and financing activities. In addition to liquidity from core deposit growth, together with repayments and maturities of loans and investments, we utilize brokered deposits, sell securities under agreements to repurchase and borrow overnight Federal funds. The Bank is a member of the FHLB of Des Moines. Advances from the FHLB are collateralized by the Bank's mortgage loans and various investment securities. We have also obtained funding through the issuance of subordinated notes, subordinated debentures and long-term borrowings.

Our liquidity is defined by our ability to meet our cash and collateral obligations at a reasonable cost and with a minimum loss of income. Given the uncertain nature of our customers' demands as well as our desire to take advantage of earnings enhancement opportunities, we must have adequate sources of on- and off-balance-sheet funds that can be acquired in time of need.

We measure our liquidity position on an as needed basis, but no less frequently than monthly. We measure our liquidity position using the total of the following items:

1. Estimated liquid assets less estimated volatile liabilities using the aforementioned methodology ($152.6 million as of March 31, 2016);
2. Borrowing capacity from the FHLB ($89.5 million as of March 31, 2016); and
3. Capacity to issue brokered deposits with maturities of less than 12 months ($127.9 million as of March 31, 2016).

On an on-going basis, we use a variety of factors to assess our liquidity position including, but not limited to, the following items:

- Stability of our deposit base,
- Amount of pledged investments,
- Amount of unpledged investments,
- Liquidity of our loan portfolio, and
- Potential loan demand.

Our liquidity assessment process segregates our balance sheet into liquid assets and short-term liabilities assumed to be vulnerable to non-replacement over a 30 day horizon in abnormally stringent conditions. Assumptions for the vulnerable short-term liabilities are based upon historical factors. We have a targeted range for our liquidity position over this horizon and manage operations to achieve these targets.

We further project cash flows over a 12 month horizon based on our assets and liabilities and sources and uses of funds for anticipated events.

Pursuant to our contingency funding plan, we also estimate cash flows over a 12 month horizon under a variety of stressed scenarios to identify potential funding needs and funding sources. Our contingency plan identifies actions that could be taken in response to adverse liquidity events.

We believe this process, combined with our policies and guidelines, should provide for adequate levels of liquidity to fund the anticipated needs of on- and off- balance sheet items.

Quantitative and Qualitative Disclosures about Market Risk

Market risk arises from changes in interest rates, exchange rates, and commodity prices and equity prices and represents the possibility that changes in future market rates or prices will have a negative impact on our earnings or value. Our principal market risk is interest rate risk.

Interest rate risk arises from changes in interest rates. Interest rate risk can result from: (1) Repricing risk – timing differences in the maturity/repricing of assets, liabilities, and off-balance-sheet contracts; (2) Options risk – the effect of embedded options, such as loan prepayments, interest rate caps/floors, and deposit withdrawals; (3) Basis risk – risk resulting from unexpected changes in the spread between two or more different rates of similar maturity, and the resulting impact on the behavior of lending and funding rates; and (4) Yield curve risk – risk resulting from unexpected changes in the spread between two or more rates of different maturities from the same type of instrument. We have risk management policies to monitor and limit exposure to interest rate risk. Our asset/liability management process is utilized to manage our interest rate risk. The measurement of interest rate risk associated with financial instruments is meaningful only when all related and offsetting on-and off-balance-sheet transactions are aggregated, and the resulting net positions are identified.

Our interest rate risk exposure is actively managed with the objective of managing the level and potential volatility of net interest income in addition to the long-term growth of equity, bearing in mind that we will always be in the business of taking on rate risk and that rate risk immunization is not entirely possible. Also, it is recognized that as exposure to interest rate risk is reduced, so too may the overall level of net interest income and equity. In general, the assets and liabilities generated through ordinary business activities do not naturally create offsetting positions with respect to repricing or maturity characteristics. Access to the derivatives market can be an important element in maintaining our interest rate risk position within policy guidelines. Using derivative instruments, principally interest rate floors, caps, and interest rate swaps, the interest rate sensitivity of specific transactions, as well as pools of assets or liabilities, can be adjusted to maintain the desired interest rate risk profile. See Note 2 of our Consolidated Financial Statements for a summary of our accounting policies pertaining to such instruments.

Our primary tool for measuring and managing interest rate risk is net interest income simulation. This exercise includes our assumptions regarding the changes in interest rates and the impact on our current balance sheet. Interest rate caps and floors are included to the extent that they are exercised in the 12-month simulation period. Additionally, changes in prepayment behavior of the residential mortgage, CMOs, and mortgage-backed securities portfolios in each rate environment are captured using industry estimates of prepayment speeds for various coupon segments of the portfolio. For purposes of this simulation, projected month end balances of the various balance sheet accounts are held constant at their March 31, 2016 levels. Cash flows from a given account are reinvested back into the same account so as to keep the month end balance constant at its March 31, 2016 level. The static balance sheet assumption is made so as to project the interest rate risk to net interest income embedded in the existing balance sheet. With knowledge of the balance sheet's existing net interest income profile, more informed strategies and tactics may be developed as it relates to the structure/mix of growth.

We monitor the results of net interest income simulation on a regular basis. Net interest income is generally simulated for the upcoming 12-month horizon in seven interest rate scenarios. The scenarios generally modeled are parallel interest rate ramps of +/- 100bp, 200bp, and 300bp along with a rates unchanged scenario. Given the current low absolute level of interest rates as of March 31, 2016, the downward scenarios for interest rate movements is limited to -100bp but a +400bp scenario has been added. The parallel movement of interest rates means all projected market interest rates move up or down by the same amount. A ramp in interest rates means that the projected change in market interest rates occurs over the 12-month horizon on a pro-rata basis. For example, in the +100bp scenario, the projected Prime rate is projected to increase from 3.50% to 4.50% 12 months later. The Prime rate in this example will increase 1/12th of the overall increase of 100 basis points each month.

The net interest income simulation results for the 12-month horizon are shown below (dollars are in thousands):

Net Interest Income Simulation

Movement in interest rates	-100bp	Unchanged	+100bp	+200bp	+300bp	+400bp
Projected 12-month net interest income	$ 26,160	$ 27,116	$ 26,648	$ 26,182	$ 25,706	$ 25,213
Dollar change from unchanged scenario	$ (956)	$ -	$ (468)	$ (934)	$ (1,410)	$ (1,903)
Percentage change from unchanged scenario	(3.53)%	-	(1.73)%	(3.44)%	(5.20)%	(7.02)%

Since there are limitations inherent in any methodology used to estimate the exposure to changes in market interest rates, these analyses are not intended to be a forecast of the actual effect of changes in market interest rates, such as those indicated above on the Company. Further, these analyses are based on our assets and liabilities as of March 31, 2016 (without forward adjustments for planned growth and anticipated business activities) and do not contemplate any actions we might undertake in response to changes in market interest rates.

Static gap analysis is another tool that may be used for interest rate risk measurement. The net differences between the amount of assets, liabilities, equity and off-balance-sheet instruments repricing within a cumulative calendar period is typically referred to as the "rate sensitivity position" or "gap position." The following table sets forth our rate sensitivity position as of March 31, 2016. Assets and liabilities are classified by the earliest possible repricing date or maturity, whichever occurs first.

Interest Sensitivity Gap Analysis

	Estimated maturity or repricing at March 31, 2016				
	0–3 Months	4–12 Months	1–5 Years	Over 5 years	Total
	(dollars are in thousands)				
Interest-earning assets:					
Interest-bearing deposits with banks	$ 9,045	$ -	$ -	$ -	$ 9,045
Investment securities (a)	107,457	12,974	114,613	142,865	377,909
FRB and FHLB stock	5,011	-	-	-	5,011
Fed funds sold	-	-	-	-	-
Loans held for sale-mortgage banking, fixed rate	-	60,240	-	-	60,240
Loans held for sale-mortgage banking, floating rate	-	-	-	-	-
Loans held for investment, fixed rate	13,315	23,784	69,902	23,725	130,726
Loans held for investment, floating rate	96,508	13,611	151,798	6,068	267,985
Total interest-earning assets	$ 231,336	$ 110,609	$ 336,313	$ 172,658	$ 850,916
Interest-bearing liabilities:					
Interest checking and money market accounts	$ 424,726	$ -	$ -	$ -	$ 424,726
Savings	32,734	-	-	-	32,734
Time deposits under $100,000	17,430	25,565	17,939	10,024	70,958
Time deposits $100,000 and over	31,909	20,400	19,078	131	71,518
Short-term borrowings	16,901	-	-	-	16,901
FHLB advances	53,000	-	-	-	53,000
Long-term borrowings	-	-	-	10,000	10,000
Subordinated debentures	15,000	-	-	15	15,015
Total interest-bearing liabilities	$ 591,700	$ 45,965	$ 37,017	$ 20,170	$ 694,852
Interest rate gap	$ (360,364)	$ 64,644	$ 299,296	$ 152,488	$ 156,064
Cumulative interest rate gap at March 31, 2016	$ (360,364)	$ (295,720)	$ 3,576	$ 156,064	
Cumulative interest rate gap to total assets	(38.94)%	(31.96)%	0.39%	16.87%	

(a) Values for investment securities reflect the timing of the estimated principal cash flows from the securities based on par values, which vary from the amortized cost and fair value of our investments.

The table assumes that all savings and interest-bearing demand deposits reprice in the earliest period presented, however, we believe a significant portion of these accounts constitute a core component and are generally not rate sensitive. Our position is supported by the fact that reductions in interest rates paid on these deposits historically have not caused notable reductions in balances in net interest income because the repricing of certain assets and liabilities is discretionary and is subject to competitive and other pressures. As a result, assets and liabilities indicated as repricing within the same period may in fact reprice at different times and at different rate levels.

Static gap analysis does not fully capture the impact of embedded options, lagged interest rate changes, administered interest rate products, or certain off-balance-sheet sensitivities to interest rate movements. Therefore, this tool generally cannot be used in isolation to determine the level of interest rate risk exposure in banking institutions.

Since there are limitations inherent in any methodology used to estimate the exposure to changes in market interest rates, these analyses are not intended to be a forecast of the actual effect of changes in market interest rates such as those indicated above on the Company. Further, these analyses are based on our assets and liabilities as of March 31, 2016 and do not contemplate any actions we might undertake in response to changes in market interest rates.

OTHER INFORMATION

Legal Proceedings

From time to time, we may be a party to legal proceedings arising out of our lending, deposit operations or other activities. We engage in foreclosure proceedings and other collection actions as part of our loan collection activities. From time to time, borrowers may also bring actions against us, in some cases claiming damages. Some financial services companies have been subjected to significant exposure in connection with litigation, including class action litigation and punitive damage claims. While we are not aware of any such actions or allegations that should reasonably give rise to any material adverse effect, it is possible that we could be subjected to such a claim in an amount that could be material. Based upon a review with our legal counsel, we believe that the ultimate disposition of such pending litigation will not have a material effect on our financial condition, results of operations or cash flows.

Signatures

This report is submitted on behalf of the Company by the duly authorized undersigned.

BNCCORP, INC.

Date:	May 10, 2016	By:	/s/ Timothy J. Franz
			Timothy J. Franz President and Chief Executive Officer
		By:	/s/ Daniel J. Collins
			Daniel J. Collins Chief Financial Officer