OLD SECOND BANCORP INC Form 10-Q May 15, 2013 Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended March 31, 2013 OR TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For transition period from _____ to _____

Commission File Number 0 -10537

OLD SECOND BANCORP, INC.

(Exact name of Registrant as specified in its charter)

36-3143493 (I.R.S. Employer Identification Number)

Delaware (State or other jurisdiction of incorporation or organization)

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37 South River Street, Aurora, Illinois 60507

(Address of principal executive offices) (Zip Code)

(630) 892-0202

(Registrant s telephone number, including area code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

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

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

Large accelerated filer o Accelerated filer o Non-accelerated filero (do not check if a smaller reporting company) Smaller reporting company x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2of the Exchange Act).

Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: As of May 13, 2013, the Registrant had outstanding 13,882,910 shares of common stock, \$1.00 par value per share.

OLD SECOND BANCORP, INC.

Form 10-Q Quarterly Report

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Balance Sheets

(In thousands, except share data)

	(Unaudited) March 31, 2013	December 31, 2012
Assets		
Cash and due from banks \$		\$ 44,221
Interest bearing deposits with financial institutions	63,915	84,286
Cash and cash equivalents	81,117	128,507
Securities available-for-sale	575,746	579,886
Federal Home Loan Bank and Federal Reserve Bank stock	11,202	11,202
Loans held-for-sale	6,381	9,571
Loans	1,113,302	1,150,050
Less: allowance for loan losses	38,634	38,597
Net loans	1,074,668	1,111,453
Premises and equipment, net	47,356	47,002
Other real estate owned	65,663	72,423
Mortgage servicing rights, net	4,469	4,116
Core deposit, net	2,751	3,276
Bank-owned life insurance (BOLI)	54,610	54,203
Other assets	30,081	24,160
Total assets \$	1,954,044	\$ 2,045,799
Liabilities		
Deposits:		
Noninterest bearing demand \$	351,328	\$ 379,451
Interest bearing:		
Savings, NOW, and money market	865,863	826,976
Time	501,065	510,792
Total deposits	1,718,256	1,717,219
Securities sold under repurchase agreements	20,802	17,875
Other short-term borrowings	-	100,000
Junior subordinated debentures	58,378	58,378
Subordinated debt	45,000	45,000
Notes payable and other borrowings	500	500
Other liabilities	35,254	34,275
Total liabilities	1,878,190	1,973,247
Stockholders Equity		
Preferred stock	72,130	71,869
Common stock	18,780	18,729

Additional paid-in capital	66,109	66,189
Retained earnings	16,747	12,048
Accumulated other comprehensive loss	(2,202)	(1,327)
Treasury stock	(95,710)	(94,956)
Total stockholders equity	75,854	72,552
Total liabilities and stockholders equity	\$ 1,954,044	\$ 2,045,799

	March 31, 2013					December	31, 2012		
	Preferred		Cor	nmon	Pref	erred	Common Stock		
	St	ock	Stock		St	ock			
Par value	\$	1	\$	1	\$	1	\$	1	
Liquidation value		1,000	1	1/a		1,000	n	n/a	
Shares authorized		300,000	6	60,000,000		300,000	6	0,000,000	
Shares issued		73,000	1	8,779,734		73,000	1	8,729,134	
Shares outstanding		73,000	1	3,882,910		73,000	1	4,084,328	
Treasury shares		-		4,896,824		-		4,644,806	

See accompanying notes to consolidated financial statements.

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Operations

(In thousands, except share data)

Three Months Ended March 31, 2013 2012	
2013 2012	
Interest and dividend income	
Loans, including fees \$ 14,914 \$ 17,60	66
Loans held-for-sale 41	84
Securities:	
Taxable 2,298 1,49	98
Tax-exempt 119 10	03
Dividends from Federal Reserve Bank and Federal Home Loan Bank stock 76	74
Interest bearing deposits with financial institutions 42	25
Total interest and dividend income17,49019,45	50
Interest expense	
Savings, NOW, and money market deposits 228 30	00
Time deposits 1,853 2,60	05
Securities sold under repurchase agreements 1	-
Other short-term borrowings 19	3
Junior subordinated debentures 1,287 1,19	9 7
Subordinated debt 196 23	37
Notes payable and other borrowings 4	4
Total interest expense3,5884,34	46
Net interest and dividend income 13,902 15,10	04
Provision for loan losses (2,500) 6,08	84
Net interest and dividend income after provision for loan losses 16,402 9,02	20
Noninterest income	
Trust income 1,491 1,65	
Service charges on deposits 1,677 1,83	31
	96
	87
Net gain on sales of mortgage loans1,9762,64	47
),	01
	95
	60
Lease revenue from other real estate owned 408 1,17	79
8	23
Other income 1,737 1,29	
Total noninterest income10,59610,40	54
Noninterest expense	
Salaries and employee benefits9,0329,04	
Occupancy expense, net 1,279 1,22	
Furniture and equipment expense1,1441,14	
FDIC insurance 1,035 1,00	
	46
1	95
	18
Debit card interchange expense3434	42

Legal fees	323	685
Other real estate expense	3,686	4,654
Other expense	3,144	2,973
Total noninterest expense	21,527	22,452
Income (loss) before income taxes	5,471	(2,968)
Income tax expense	-	-
Net income (loss)	5,471	(2,968)
Preferred stock dividends and accretion of discount	1,289	1,223
Net income (loss) available to common shareholders	\$ 4,182	\$ (4,191)
Share and per share information:		
Ending number of shares	13,882,910	14,084,328
Average number of shares	14,076,114	14,043,545
Diluted average number of shares	14,157,523	14,196,143
Basic income (loss) per share	\$ 0.30	\$ (0.30)
Diluted income (loss) per share	0.30	(0.30)
Dividends paid per share	-	-

See accompanying notes to consolidated financial statements.

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)

(In thousands, except share data)

	Three Months Ended March 31,							
		2013		2012				
Net Income (loss)	\$	5,471	\$	(2,968)				
Total unrealized holding (losses) gains on available-for-sale securities arising during								
the period		(35)		1,004				
Related tax benefit (expense)		17		(413)				
Holding (losses) income after tax		(18)		591				
Less: Reclassification adjustment for the net gains realized during the period								
Net realized gains		1,453		101				
Income tax expense on net realized gains		(596)		(41)				
Net realized gains after tax		857		60				
Total other comprehensive (loss) income		(875)		531				
Comprehensive income (loss)	\$	4,596	\$	(2,437)				

See accompanying notes to consolidated financial statements.

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(In thousands)

		ted) 15 Ended 31,	ded			
	2013		,	2012		
Cash flows from operating activities						
Net income (loss)	\$	5,471	\$	(2,968)		
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:						
Depreciation and amortization of leasehold improvement		746		801		
Change in market value on mortgage servicing rights		106		123		
Provision for loan losses	((2,500)		6,084		
Gain on recapture of restricted stock		(612)		-		
Originations of loans held-for-sale		53,138)		(64,140)		
Proceeds from sales of loans held-for-sale		57,755		72,729		
Net gain on sales of mortgage loans	((1,976)		(2,647)		
Increase in cash surrender value of bank-owned life insurance		(407)		(495)		
Change in accrued interest receivable and other assets	((5,215)		(4,635)		
Change in accrued interest payable and other liabilities		634		3,420		
Net premium amortization on securities		414		403		
Securities gains, net	((1,453)		(101)		
Amortization of core deposit intangible		525		195		
Stock based compensation		14		87		
Net gain on sale of other real estate owned		(181)		(23)		
Provision for other real estate owned losses		1,987		2,500		
Net gain on disposal of fixed assets		(5)		-		
Net cash provided by operating activities		2,165		11,333		
Cash flows from investing activities						
Proceeds from maturities and calls including pay down of securities available-for-sale		18,055		17,254		
Proceeds from sales of securities available-for-sale	23	31,155		8,359		
Purchases of securities available-for-sale	(24	40,190)		(76,819)		
Proceeds from sales of Federal Home Loan Bank stock		-		1,467		
Net change in loans	2	26,971		20,248		
Improvements in other real estate owned		(50)		(318)		
Proceeds from sales of other real estate owned	1	11,842		5,369		
Proceeds from disposition of fixed assets		6		-		
Net purchases of premises and equipment	((1,123)		(154)		
Net cash provided by (used in) investing activities	4	16,666		(24,594)		
Cash flows from financing activities						
Net change in deposits		1,037		23,089		
Net change in securities sold under repurchase agreements		2,927		903		
Net change in other short-term borrowings	(10	00,000)		15,000		
Purchase of treasury stock		(185)		(63)		
Net cash (used in) provided by financing activities	(9	96,221)		38,929		
Net change in cash and cash equivalents		47,390)		25,668		
Cash and cash equivalents at beginning of period	12	28,507		50,949		
Cash and cash equivalents at end of period	\$ 8	81,117	\$	76,617		

Supplemental cash flow information

Interest paid for deposits	\$ 2,124	\$ 3,394
Interest paid for borrowings	225	243
Non-cash transfer of loans to other real estate	6,985	15,918
Non-cash transfer of loans to securities available-for-sale	5,329	-
Accretion on preferred stock warrants	261	245
Fair value difference on recapture of restricted stock	43	-

See accompanying notes to consolidated financial statements.

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Changes in

Stockholders Equity

(In thousands, except share data)

	ommon Stock	referred Stock	I	lditional Paid-In Capital	Retained Earnings	ccumulated Other nprehensive Loss]	Freasury Stock	Sto	Total ckholders Equity
Balance, December 31, 2011 Net loss Change in net unrealized gain on securities	\$ 18,628	\$ 70,863	\$	65,999	\$ 17,107 (2,968)	\$ (3,702)	\$	(94,893)	\$	74,002 (2,968)
available-for-sale net of \$372 tax effect Change in restricted stock	101			(101)		531				531
Stock based compensation Purchase of treasury stock Preferred stock accretion and declared				87				(63)		87 (63)
dividends Balance, March 31, 2012	\$ 18,729	\$ 245 71,108	\$	65,985	\$ (1,223) 12,916	\$ (3,171)	\$	(94,956)	\$	(978) 70,611
Balance, December 31, 2012 Net income Change in net unrealized loss on securities	\$ 18,729	\$ 71,869	\$	66,189	\$ 12,048 5,471	\$ (1,327)	\$	(94,956)	\$	72,552 5,471
available-for-sale, net of \$613 tax effect Change in restricted stock	51			(51)		(875)				(875)
Recapture of restricted stock Stock based compensation	51			(31) (43) 14				(569)		(612) 14
Purchase of treasury stock Preferred stock accretion and declared								(185)		(185)
dividends Balance, March 31, 2013	\$ 18,780	\$ 261 72,130	\$	66,109	\$ (772) 16,747	\$ (2,202)	\$	(95,710)	\$	(511) 75,854

See accompanying notes to consolidated financial statements.

Old Second Bancorp, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(Table amounts in thousands, except per share data, unaudited)

Note 1 Summary of Significant Accounting Policies

The accounting policies followed in the preparation of the interim financial statements are consistent with those used in the preparation of the annual financial information. The interim financial statements reflect all normal and recurring adjustments, which are necessary, in the opinion of management, for a fair statement of results for the interim period presented. Results for the period ended March 31, 2013, are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. These interim financial statements should be read in conjunction with the audited financial statements and notes included in Old Second Bancorp, Inc. s (the Company) annual report on Form 10-K for the year ended December 31, 2012. Unless otherwise indicated, amounts in the tables contained in the notes are in thousands. Certain items in prior periods have been reclassified to conform to the current presentation.

The Company s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow general practices within the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements. Future changes in information may affect these estimates, assumptions, and judgments, which, in turn, may affect amounts reported in the financial statements.

All significant accounting policies are presented in Note 1 to the consolidated financial statements included in the Company s annual report on Form 10-K for the year ended December 31, 2012. These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02 *Comprehensive Income (Topic 220) Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under United States generally accepted accounting practices (GAAP) to be reclassified to net income in its entirety in the same reporting period. The impact of ASU 2013-02 on the Company s consolidated financial statements is reflected in the consolidated statement of comprehensive income (loss).

Investment Portfolio Management

Our investment portfolio serves the liquidity and income needs of the Company. While the portfolio serves as an important component of the overall liquidity management at the Bank, portions of the portfolio will also serve as income producing assets. The size of the portfolio will reflect liquidity needs, loan demand and interest income objectives.

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Portfolio size and composition may be adjusted from time to time. While a significant portion of the portfolio will always consist of readily marketable securities to address liquidity, other parts of the portfolio may reflect funds invested pending future loan demand or to maximize interest income without undue interest rate risk.

Investments are comprised of debt securities and non-marketable equity investments. All debt securities are classified as available-for-sale and may be sold under our management and asset/liability management strategies. Securities available-for-sale are carried at fair value. Unrealized gains and losses on securities available-for-sale are reported as a separate component of equity. This balance sheet component will change as interest rates and market conditions change. Unrealized gains and losses are not included in the calculation of regulatory capital.

Non-marketable equity investments include Federal Home Loan Bank of Chicago (FHLBC) stock, Federal Reserve Bank of Chicago (FRB) stock and various other equity securities. FHLBC stock was recorded at a value of \$6.4 million at March 31, 2013, and December 31, 2012. FRB stock was recorded at \$4.8 million at March 31, 2013, and December 31, 2012. Our FHLB stock is necessary to maintain our program of access to FHLB advances.

The following table summarizes the amortized cost and fair value of the available-for-sale securities at March 31, 2013, and December 31, 2012 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive loss were as follows:

			Gross		Gross			
	Amortized		Unrealized	τ	Unrealized	Fair		
		Cost	Gains		Losses	Value		
March 31, 2013:								
U.S. Treasury	\$	1,500	\$ 2	\$	-	\$	1,502	
U.S. government agencies		69,189	129		(53)		69,265	
U.S. government agency mortgage-backed		76,500	804		(952)		76,352	
States and political subdivisions		25,876	1,139		-		27,015	
Corporate Bonds		38,090	650		(161)		38,579	
Collateralized mortgage obligations		131,181	964		(476)		131,669	
Asset-backed securities		219,234	2,174		(671)		220,737	
Collateralized debt obligations		17,919	-		(7,292)		10,627	
	\$	579,489	\$ 5,862	\$	(9,605)	\$	575,746	
December 31, 2012:								
U.S. Treasury	\$	1,500	\$ 7	\$	-	\$	1,507	
U.S. government agencies		49,848	122		(120)		49,850	
U.S. government agency mortgage-backed		127,716	1,605		(583)		128,738	
States and political subdivisions		14,639	1,216		-		15,855	
Corporate Bonds		36,355	586		(55)		36,886	
Collateralized mortgage obligations		168,795	1,895		(1,090)		169,600	
Asset-backed securities		165,347	2,468		(322)		167,493	
Collateralized debt obligations		17,941	-		(7,984)		9,957	
	\$	582,141	\$ 7,899	\$	(10,154)	\$	579,886	

The fair value, amortized cost and weighted average yield of debt securities at March 31, 2013, by contractual maturity, were as follows. Securities not due at a single maturity date, primarily mortgage-backed securities, collateralized debt obligations and equity securities are shown separately.

		Weighted					
	Amortized		Average		Fair		
		Cost	Yield		Value		
Due in one year or less	\$	10,976	1.61%	\$	10,984		
Due after one year through five years		25,685	1.97%		26,456		
Due after five years through ten years		37,930	3.03%		38,730		
Due after ten years		60,064	2.93%		60,191		
		134,655	2.67%		136,361		
Mortgage-backed securities		207,681	2.02%		208,021		
Asset-back securites		219,234	1.55%		220,737		
Collateralized debt obligations		17,919	1.64%		10,627		
	\$	579,489	1.98%	\$	575,746		

Securities with unrealized losses at March 31, 2013, and December 31, 2012, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows (in thousands except for number of securities):

March 31, 2013	Less than 12 months in an unrealized loss position					Greater than 12 months in an unrealized loss position					Total			
March 51, 2015	Number of		realized	pos	Fair	1				Fair				Fair
	Securities		Losses		Value	Securities		Losses		Value	Securities		Losses	Value
U.S. government agencies	3	\$	53	\$	12,225	-	\$	-	\$	-	3	\$	53	12,225
U.S. government agency														
mortgage-backed	9		952		49,575	-		-		-	9		952	49,575
Corporate bonds	5		141		13,657	1		20		1,032	6		161	14,689
Collateralized mortgage														
obligations	7		476		57,201	-		-		-	7		476	57,201
Asset-backed securities	7		671		47,281	-		-		-	7		671	47,281
Collateralized debt														
obligations	-	<i>•</i>	-		-	2	<i>.</i>	7,292	<i>•</i>	10,627	2	<i>•</i>	7,292	10,627
	31	\$	2,293	\$	179,939	3	\$	7,312	\$	11,659	34	\$	9,605	\$ 191,598
	L	ess th	an 12 mo	nths		Gre	eater t	han 12 mc	onths					
December 31, 2012			an 12 mo lized loss		tion			han 12 mo					Total	
December 31, 2012		inrea			tion Fair		ınreal				Number of	Ur	Total realized	Fair
December 31, 2012	in an i	unrea Un	lized loss			in an u	inreal Un	lized loss j		on	Number of Securities			Fair Value
December 31, 2012 U.S. government agencies	in an Number of	unrea Un	lized loss realized		Fair	in an u Number of Securities	inreal Un	lized loss j realized		on Fair			realized	
U.S. government agencies U.S. government agency	in and Number of Securities 4	unrea Un L	lized loss realized Losses 120	posi	Fair Value 17,039	in an u Number of Securities	inreal Un L	lized loss j realized	oositi	on Fair	Securities 4	1	realized Losses 120	Value \$ 17,039
U.S. government agencies U.S. government agency mortgage-backed	in and Number of Securities 4 12	unrea Un L	lized loss realized losses 120 583	posi	Fair Value 17,039 53,184	in an u Number of Securities	inreal Un L	lized loss j realized	oositi	on Fair	Securities	1	realized Losses 120 583	Value \$ 17,039 53,184
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds	in and Number of Securities 4	unrea Un L	lized loss realized Losses 120	posi	Fair Value 17,039	in an u Number of Securities	inreal Un L	lized loss j realized	oositi	on Fair	Securities 4	1	realized Losses 120	Value \$ 17,039
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds Collateralized mortgage	in an u Number of Securities 4 12 4	unrea Un L	lized loss realized losses 120 583 55	posi	Fair Value 17,039 53,184 9,724	in an u Number of Securities	inreal Un L	lized loss j realized Losses - -	oositi	ion Fair Value - -	Securities 4 12 4	1	realized Losses 120 583 55	Value \$ 17,039 53,184 9,724
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds Collateralized mortgage obligations	in an u Number of Securities 4 12 4 6	unrea Un L	lized loss realized losses 120 583 55 1,060	posi	Fair Value 17,039 53,184 9,724 37,778	in an u Number of Securities	inreal Un L	lized loss j realized	oositi	on Fair	Securities 4 12 4 7	1	realized Losses 120 583 55 1,090	Value \$ 17,039 53,184 9,724 40,121
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds Collateralized mortgage obligations Asset-backed securities	in an u Number of Securities 4 12 4	unrea Un L	lized loss realized losses 120 583 55	posi	Fair Value 17,039 53,184 9,724	in an u Number of Securities	inreal Un L	lized loss j realized Losses - -	oositi	ion Fair Value - -	Securities 4 12 4	1	realized Losses 120 583 55	Value \$ 17,039 53,184 9,724
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds Collateralized mortgage obligations Asset-backed securities Collateralized debt	in an u Number of Securities 4 12 4 6	unrea Un L	lized loss realized losses 120 583 55 1,060	posi	Fair Value 17,039 53,184 9,724 37,778	in an u Number of Securities - - 1 -	inreal Un L	lized loss p realized Losses - - - 30 -	oositi	ion Fair Value - - 2,343 -	Securities 4 12 4 7 6	1	realized Losses 120 583 55 1,090 322	Value \$ 17,039 53,184 9,724 40,121 37,488
U.S. government agencies U.S. government agency mortgage-backed Corporate bonds Collateralized mortgage obligations Asset-backed securities	in an u Number of Securities 4 12 4 6	unrea Un L	lized loss realized losses 120 583 55 1,060	posi	Fair Value 17,039 53,184 9,724 37,778	in an u Number of Securities	inreal Un L	lized loss j realized Losses - -	oositi	ion Fair Value - -	Securities 4 12 4 7	1	realized Losses 120 583 55 1,090	Value \$ 17,039 53,184 9,724 40,121

Recognition of other-than-temporary impairment was not necessary in the three months ended March 31, 2013, or the year ended December 31, 2012. The changes in fair values related primarily to interest rate fluctuations and were generally not related to credit quality deterioration, although the amount of deferrals and defaults in the pooled collateralized debt obligations (CDO) decreased in the period from December 31, 2012 to March 31, 2013.

Continued uncertainty in the financial markets in the periods presented has resulted in sharply reduced liquidity for certain investments, particularly the CDO securities. In the case of the CDO securities fair value measurement, management included a risk premium adjustment as of March 31, 2013, to reflect an estimated yield that a market participant would demand because of uncertainty in cash flows, based on incomplete and sporadic levels of market activity. Accordingly, management continues to designate these securities as Level 3 securities as described in Note 12 of this quarterly report as of March 31, 2013. Management does not have the intent to sell the above securities and it is more likely than not the Company will not sell the securities before recovery of its cost basis.

Below is additional information as it relates to the CDOs, Trapeza 2007-13A, which is secured by a pool of trust preferred securities issued by trusts sponsored by multiple financial institutions.

	 nortized Cost	v	Fair √alue	Un	Gross realized Loss	S&P Credit Rating1	Number of Banks in Issuance	A	Issua Deferrals & Amount		A	Issuar Excess Subo Amount	
March 31, 2013													
Class A1	\$ 8,981	\$	6,055	\$	(2,926)	BB+	63	\$	207,000	27.6%	\$	194,387	25.9%
Class A2A	8,938		4,572		(4,366)	B+	63		207,000	27.6%		97,387	13.0%
	\$ 17,919	\$	10,627	\$	(7,292)								
December 31, 2012													
Class A1	\$ 9,038	\$	5,768	\$	(3,270)	BB+	63	\$	208,000	27.7%	\$	190,982	25.5%
Class A2A	8,903		4,189		(4,714)	B+	63		208,000	27.7%		93,982	12.5%
	\$ 17,941	\$	9,957	\$	(7,984)								

1 Moody s credit rating for class A1 and A2A were Baa2 and Ba2, respectively, as of March 31, 2013, and December 31, 2012. The Fitch ratings for class A1 and A2A were BBB and B, respectively, as of March 31, 2013, and December 31, 2012.

Note 3 Loans

Major classifications of loans were as follows:

	March 31, 2013	December 31, 2012
Commercial	\$ 84,332	\$ 86,941
Real estate - commercial	566,349	579,687
Real estate - construction	40,698	42,167
Real estate - residential	394,599	414,543
Consumer	2,908	3,101
Overdraft	584	994
Lease financing receivables	8,574	6,060
Other	15,022	16,451
	1,113,066	1,149,944
Net deferred loan cost (fees)	236	106
	\$ 1,113,302	\$ 1,150,050

It is the policy of the Company to review each prospective credit in order to determine an adequate level of security or collateral was obtained prior to making a loan. The type of collateral, when required, will vary from liquid assets to real estate. The Company s access to collateral, in the event of borrower default, is assured through adherence to state lending laws, the Company s lending standards and credit monitoring procedures. The Bank generally makes loans solely within its market area. There are no significant concentrations of loans where the customers ability to honor loan terms is dependent upon a single economic sector although the real estate related categories listed above represent 90.0% and 90.1% of the portfolio at March 31, 2013, and December 31, 2012, respectively. The Company remains committed to overseeing and managing its loan portfolio to reduce its real estate credit concentrations in accordance with the requirements of the Consent Order the Bank entered into with the Office of the Controller of the Currency (the OCC) on May 16, 2011 (the Consent Order). Regulatory and Capital matters including the Consent Order are discussed in more detail in Note 11 of the consolidated financial statements included in this report.

Aged analysis of past due loans by class of loans were as follows:

March 31, 2013

	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Nonaccrual	Total Loans	Recorded Investment 90 days or Greater Past Due and Accruing
Commercial	\$ 58	\$ -	\$ -	\$ 58	\$ 92,638	\$ 210	\$ 92,906	\$ -
Real estate - commercial								
Owner occupied general								
purpose	2,535	-	-	2,535	114,871	4,990	122,396	-
Owner occupied special								
purpose	-	-	-	-	145,443	10,457	155,900	-
Non-owner occupied general								
purpose	310	-	165	475	127,904	10,082	138,461	165
Non-owner occupied special								
purpose	-	-	-	-	75,649	1,470	77,119	-
Retail properties	-	-	-	-	38,351	8,846	47,197	-
Farm	-	52	-	52	22,807	2,417	25,276	-
Real estate - construction								
Homebuilder	-	-	-	-	5,827	168	5,995	-
Land	-	-	-	-	2,712	254	2,966	-
Commercial speculative	-	-	-	-	11,182	5,353	16,535	-
All other	47	-	-	47	14,549	606	15,202	-