

OLD SECOND BANCORP INC

Form 10-Q

August 08, 2016

Table of Contents

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2016

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

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction)

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

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of incorporation or organization)

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 No

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

Indicate by check mark whether 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 Accelerated filer Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

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

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: As of August 5, 2016, the Registrant had outstanding 29,554,716 shares of common stock, \$1.00 par value per share.



Table of Contents

OLD SECOND BANCORP, INC.

Form 10-Q Quarterly Report

Table of Contents

	Page Number
<u>PART I</u>	
<u>Item 1.</u> <u>Financial Statements</u>	3
<u>Item 2.</u> <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	32
<u>Item 3.</u> <u>Quantitative and Qualitative Disclosures about Market Risk</u>	44
<u>Item 4.</u> <u>Controls and Procedures</u>	45
<u>PART II</u>	
<u>Item 1.</u> <u>Legal Proceedings</u>	45
<u>Item 1.A.</u> <u>Risk Factors</u>	45
<u>Item 2.</u> <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	45
<u>Item 3.</u> <u>Defaults Upon Senior Securities</u>	45
<u>Item 4.</u> <u>Mine Safety Disclosure</u>	45
<u>Item 5.</u> <u>Other Information</u>	46
<u>Item 6.</u> <u>Exhibits</u>	46
<u>Signatures</u>	47

Table of Contents

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Balance Sheets

(In thousands, except share data)

	(Unaudited) June 30, 2016	December 31, 2015
Assets		
Cash and due from banks	\$ 32,806	\$ 26,975
Interest bearing deposits with financial institutions	7,525	13,363
Cash and cash equivalents	40,331	40,338
Securities available-for-sale, at fair value	764,551	456,066
Securities held-to-maturity, at amortized cost	-	247,746
Federal Home Loan Bank and Federal Reserve Bank stock	7,918	8,518
Loans held-for-sale	5,589	2,849
Loans	1,161,151	1,133,715
Less: allowance for loan losses	15,822	16,223
Net loans	1,145,329	1,117,492
Premises and equipment, net	38,953	39,612
Other real estate owned	16,252	19,141
Mortgage servicing rights, net	4,698	5,847
Bank-owned life insurance (BOLI)	59,653	59,049
Deferred tax assets, net	57,738	64,552
Other assets	18,762	15,818
Total assets	\$ 2,159,774	\$ 2,077,028
Liabilities		
Deposits:		
Noninterest bearing demand	\$ 477,883	\$ 442,639
Interest bearing:		
Savings, NOW, and money market	902,576	908,598
Time	401,666	407,849
Total deposits	1,782,125	1,759,086
Securities sold under repurchase agreements	43,138	34,070
Other short-term borrowings	50,000	15,000
Junior subordinated debentures	57,567	57,543
Subordinated debt	45,000	45,000
Notes payable and other borrowings	500	500
Other liabilities	13,823	9,900
Total liabilities	1,992,153	1,921,099

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Stockholders' Equity		
Common stock	34,533	34,427
Additional paid-in capital	116,311	115,918
Retained earnings	121,080	114,209
Accumulated other comprehensive loss	(8,083)	(12,659)
Treasury stock	(96,220)	(95,966)
Total stockholders' equity	167,621	155,929
Total liabilities and stockholders' equity	\$ 2,159,774	\$ 2,077,028

	June 30, 2016		December 31, 2015	
	Preferred Stock \$ 1	Common Stock \$ 1	Preferred Stock \$ 1	Common Stock \$ 1
Par value				
Liquidation value	-	N/A	-	N/A
Shares authorized	300,000	60,000,000	300,000	60,000,000
Shares issued	-	34,532,734	-	34,427,234
Shares outstanding	-	29,554,716	-	29,483,429
Treasury shares	-	4,978,018	-	4,943,805

See accompanying notes to consolidated financial statements.

Table of Contents

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Income

(In thousands, except per share data)

	(unaudited) Three Months Ended June 30,		(unaudited) Six Months Ended June 30,	
	2016	2015	2016	2015
Interest and dividend income				
Loans, including fees	\$ 13,039	\$ 13,467	\$ 26,097	\$ 26,685
Loans held-for-sale	39	72	67	115
Securities:				
Taxable	4,382	3,372	8,593	6,747
Tax exempt	220	163	399	304
Dividends from Federal Reserve Bank and Federal Home Loan Bank stock	84	77	168	154
Interest bearing deposits with financial institutions	15	19	34	31
Total interest and dividend income	17,779	17,170	35,358	34,036
Interest expense				
Savings, NOW, and money market deposits	193	183	384	362
Time deposits	869	771	1,691	1,578
Other short-term borrowings	26	7	46	16
Junior subordinated debentures	1,083	1,071	2,167	2,143
Subordinated debt	243	202	482	399
Notes payable and other borrowings	2	-	4	4
Total interest expense	2,416	2,234	4,774	4,502
Net interest and dividend income	15,363	14,936	30,584	29,534
Loan loss reserve release	-	(2,300)	-	(2,300)
Net interest and dividend income after release for loan losses	15,363	17,236	30,584	31,834
Noninterest income				
Trust income	1,502	1,596	2,871	3,082
Service charges on deposits	1,646	1,779	3,205	3,320
Secondary mortgage fees	280	281	473	525
Mortgage servicing (loss) / gain, net of changes in fair value	(311)	500	(931)	292
Net gain on sales of mortgage loans	1,642	1,695	2,854	3,318
Securities loss, net	-	(12)	(61)	(121)
Increase in cash surrender value of bank-owned life insurance	319	299	604	779
Debit card interchange income	1,049	1,050	1,996	2,009
Other income	1,150	1,076	2,541	3,033
Total noninterest income	7,277	8,264	13,552	16,237
Noninterest expense				
Salaries and employee benefits	8,814	9,149	17,840	18,404
Occupancy expense, net	1,009	1,094	2,238	2,365
Furniture and equipment expense	1,078	1,065	2,036	2,066

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FDIC insurance	362	377	565	650
General bank insurance	272	310	570	667
Advertising expense	435	353	782	558
Debit card interchange expense	620	400	823	752
Legal fees	191	420	352	643
Other real estate expense, net	879	2,388	1,617	3,740
Other expense	3,040	3,371	6,141	6,235
Total noninterest expense	16,700	18,927	32,964	36,080
Income before income taxes	5,940	6,573	11,172	11,991
Provision for income taxes	2,095	2,444	4,005	4,363
Net income	\$ 3,845	\$ 4,129	\$ 7,167	\$ 7,628
Preferred stock dividends and accretion of discount	-	710	-	1,534
Net income available to common stockholders	\$ 3,845	\$ 3,419	\$ 7,167	\$ 6,094
Basic earnings per share	\$ 0.13	\$ 0.12	\$ 0.24	\$ 0.21
Diluted earnings per share	0.13	0.12	0.24	0.21

See accompanying notes to consolidated financial statements.

Table of Contents

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income

(In thousands)

	(Unaudited) Three Months Ended June 30,		(Unaudited) Six Months Ended June 30,	
	2016	2015	2016	2015
Net Income	\$ 3,845	\$ 4,129	\$ 7,167	\$ 7,628
Unrealized holding gains (losses) on available-for-sale securities arising during the period	8,076	(575)	5,767	346
Related tax (expense) benefit	(3,233)	228	(2,308)	(210)
Holding gains (losses) after tax on available-for-sale securities	4,843	(347)	3,459	136
Less: Reclassification adjustment for the net losses realized during the period				
Net realized losses	-	(12)	(61)	(121)
Income tax benefit on net realized losses	-	3	25	48
Net realized losses after tax	-	(9)	(36)	(73)
Other comprehensive income (loss) on available-for-sale securities	4,843	(338)	3,495	209
Accretion and reversal of net unrealized holding gains on held-to-maturity securities	5,715	254	5,939	497
Related tax expense	(2,354)	(104)	(2,446)	(204)
Other comprehensive income on held-to-maturity securities	3,361	150	3,493	293
Changes in fair value of derivatives used for cashflow hedges	(1,597)	-	(4,024)	-
Related tax benefit	640	-	1,612	-
Other comprehensive loss on cashflow hedges	(957)	-	(2,412)	-
Total other comprehensive income (loss)	7,247	(188)	4,576	502
Total comprehensive income	\$ 11,092	\$ 3,941	\$ 11,743	\$ 8,130

See accompanying notes to consolidated financial statements.

Table of Contents

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Cash Flows

(In thousands)

	(Unaudited) Six Months Ended	
	June 30, 2016	2015
Cash flows from operating activities		
Net income	\$ 7,167	\$ 7,628
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of leasehold improvement	1,097	1,216
Change in fair value of mortgage servicing rights	1,774	513
Loan loss reserve release	-	(2,300)
Provision for deferred tax expense	3,717	4,206
Originations of loans held-for-sale	(83,698)	(114,718)
Proceeds from sales of loans held-for-sale	83,324	115,940
Net gain on sales of mortgage loans	(2,854)	(3,318)
Change in current income taxes receivable	259	27
Increase in cash surrender value of bank-owned life insurance	(604)	(392)
Change in accrued interest receivable and other assets	(3,152)	(2,167)
Change in accrued interest payable and other liabilities	(185)	(2,475)
Net premium (accretion)/amortization/discount on securities	(385)	154
Securities losses, net	61	121
Amortization of junior subordinated debentures issuance costs	24	24
Stock based compensation	325	344
Net gain on sale of other real estate owned	(67)	(337)
Provision for other real estate owned losses	940	2,697
Net cash provided by operating activities	7,743	7,163
Cash flows from investing activities		
Proceeds from maturities and calls including pay down of securities available-for-sale	25,687	28,292
Proceeds from sales of securities available-for-sale	44,993	56,121
Purchases of securities available-for-sale	(122,700)	(98,806)
Proceeds from maturities and calls including pay down of securities held-to-maturity	3,372	6,983
Proceeds from sales of Federal Home Loan Bank stock	600	787
Net change in loans	(28,805)	(7,582)
Improvements in other real estate owned	(12)	-
Proceeds from sales of other real estate owned	2,996	4,673
Net purchases of premises and equipment	(438)	(577)
Net cash used in investing activities	(74,307)	(10,109)
Cash flows from financing activities		
Net change in deposits	23,039	28,497
Net change in securities sold under repurchase agreements	9,068	11,379
Net change in other short-term borrowings	35,000	(25,000)

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Redemption of preferred stock	-	(15,778)
Dividends paid preferred stock	-	(1,716)
Dividends paid common stock	(296)	-
Purchase of treasury stock	(254)	(117)
Net cash provided by (used in) financing activities	66,557	(2,735)
Net change in cash and cash equivalents	(7)	(5,681)
Cash and cash equivalents at beginning of period	40,338	44,197
Cash and cash equivalents at end of period	\$ 40,331	\$ 38,516

6

Table of Contents

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Cash Flows - Continued

(In thousands)

	(Unaudited)	
	Six Months Ended	
	June 30,	
Supplemental cash flow information	2016	2015
Income taxes paid, net	\$ 100	\$ 130
Interest paid for deposits	2,053	1,993
Interest paid for borrowings	2,665	2,564
Non-cash transfer of loans to other real estate owned	968	7,015
Non-cash transfer of securities held-to-maturity to securities available-for-sale	244,823	-
Change in dividends accrued and declared but not paid	-	(182)

See accompanying notes to consolidated financial statements.

Table of Contents

Old Second Bancorp, Inc. and Subsidiaries

Consolidated Statements of Changes in

Stockholders' Equity

(In thousands)

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Total Stockholders' Equity
Balance, December 31, 2014	\$ 34,365	\$ 47,331	\$ 115,332	\$ 100,697	\$ (7,713)	\$ (95,849)	\$ 194,163
Net income				7,628			7,628
Other comprehensive gain, net of tax					502		502
Change in restricted stock	58		(58)				-
Tax effect from vesting of restricted stock			33				33
Stock based compensation			344				344
Purchase of treasury stock						(117)	(117)
Redemption of preferred stock		(15,778)					(15,778)