

WOMENS GOLF UNLIMITED INC  
Form DEF 14A  
May 16, 2002

=====

SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  CONFIDENTIAL, FOR USE OF THE  
COMMISSION ONLY (AS PERMITTED  
BY RULE 14a-6(e) (2))

Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

WOMEN'S GOLF UNLIMITED, INC.  
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

XXXXXXXXXXXXXXXXXXXX  
(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

=====

WOMEN'S GOLF UNLIMITED, INC.  
18 GLORIA LANE  
FAIRFIELD, NEW JERSEY 07004

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

JUNE 18, 2002

To Our Shareholders:

You are cordially invited to attend the annual meeting of shareholders of Women's Golf Unlimited, Inc. (the "Company"), which will be held at Suite 16 South, Three Gateway Center, Pittsburgh, Pennsylvania 15222, on June 18, 2002, at 10:00 a.m., E.D.T., for the following purpose:

To elect seven (7) directors.

Only shareholders of record as of the close of business on April 19, 2002, will be entitled to notice of, and to vote at, the annual meeting and at any adjournments or postponements thereof.

It is important that your shares be represented at the annual meeting regardless of the size of your holdings. Whether or not you intend to be present at the meeting in person, we urge you to please mark, date and sign the enclosed proxy and return it in the envelope provided for that purpose, which does not require postage if mailed in the United States.

By Order of the Board of Directors

Richard M. Maurer, Secretary

Fairfield, New Jersey  
May 17, 2002

-----

YOU ARE URGED TO MARK, DATE, SIGN, AND PROMPTLY RETURN THE ENCLOSED PROXY, WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON. THE PROXY IS REVOCABLE AT ANY TIME PRIOR TO ITS USE.

-----

WOMEN'S GOLF UNLIMITED, INC.

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

JUNE 18, 2002

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

This proxy statement ("Proxy Statement") is furnished in connection with the solicitation by the Board of Directors of Women's Golf Unlimited, Inc. (the "Company") of proxies for use at the annual meeting of shareholders of the Company to be held at Suite 16 South, Three Gateway Center, Pittsburgh, Pennsylvania 15222, on June 18, 2002, at 10:00 a.m., E.D.T., and at any postponements or adjournments thereof (the "Annual Meeting"). Proxies properly executed and returned in a timely manner will be voted at the Annual Meeting in accordance with the directions specified therein. If no direction is indicated, they will be voted for the election of the nominees named herein as directors, and on other matters properly presented for a vote, in accordance with the judgment of the persons acting under the proxies. Any shareholder giving a proxy has the power to revoke it at any time before it is voted by giving written notice to the Secretary of the Company, by delivering a later-dated proxy or by attending the Annual Meeting and voting in person.

The Company's executive offices are located at 18 Gloria Lane, Fairfield, New Jersey 07004 (telephone 973/227-7783). Proxy materials are being mailed to shareholders beginning on or about May 17, 2002.

### SHARES OUTSTANDING, VOTING RIGHTS AND VOTE REQUIRED

Only shareholders of record at the close of business on April 19, 2002 are entitled to vote at the Annual Meeting. The only voting stock of the Company outstanding is its common stock, \$0.01 par value per share (the "Common Stock"), of which 3,225,173 shares were outstanding as of the close of business on April 19, 2002. Each share of Common Stock issued and outstanding is entitled to one vote on all matters properly submitted at the Annual Meeting. Cumulative voting is not permitted under the Company's Amended and Second Restated Certificate of Incorporation.

The presence, in person or by proxy, of the holders of a majority of the total issued and outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Votes cast in person or by proxy at the Annual Meeting will be tabulated by the election inspector appointed for the meeting who will also determine whether a quorum is present. A proxy submitted by a shareholder may indicate that all or a portion of the shares represented by such proxy are not being voted by such shareholder with respect to a particular matter. Such shares will count for purposes of determining the presence of a quorum. Shares voted to abstain and directions to "withhold authority" to vote for directors will be considered as voted shares and will count for the purposes of determining the presence of a quorum.

Directors will be elected by a plurality of the votes of the shares present or represented by proxy at the meeting and entitled to vote on the election of directors.

As of the record date, Wesmar Partners Limited Partnership ("Wesmar Partners") was the beneficial owner of 1,399,096 shares of Common Stock representing approximately 43% of the outstanding shares. Wesmar Partners has advised the Company of its intention to vote such shares in favor of the below-listed nominees for directors.

### ELECTION OF DIRECTORS

The Company's By-laws provide that the Board of Directors shall consist of not fewer than one nor more than nine directors as determined from time to time by action of the shareholders or the Board of Directors. Each director elected holds office until the annual meeting of shareholders following his or her election and until his or her successor is duly elected and qualified. The Board

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

of Directors currently consists of seven directors. At the Annual Meeting, shareholders present in person or represented by proxy may vote the number of shares they are entitled to vote for seven directors.

The persons named below have been designated by the Board of Directors as nominees for election as directors, for terms expiring at the 2003 annual meeting of shareholders. All nominees currently serve as directors of the Company.

ROBERT L. ROSS, age 57, has been a director of the Company since 1988 and Chairman of the Board since October 1995. Effective in January 1996, Mr. Ross became Chief Executive Officer of the Company. He has been Co-Managing Partner of Wesmar Partners Limited Partnership ("Wesmar Partners"), the majority shareholder of the Company, since 1985. Prior to the formation of Wesmar Partners, Mr. Ross was associated with The Hillman Company, a private investment firm, from 1978 to 1985. Mr. Ross is a Certified Public Accountant and was associated with Haskins & Sells and with Westinghouse Electric Corporation prior to joining The Hillman Company.

DOUGLAS A. BUFFINGTON, age 46, joined the Company in January 1994 as Vice President of Sales and Marketing, and became Chief Financial Officer and Chief Operating Officer in June 1994, President in December 1994, a director in February 1995 and Treasurer in January 1996. From 1992 until joining the Company, Mr. Buffington served as General Manager of Simon-Duplex, a \$25 million capital goods division of Simon Engineering, a company based in the United Kingdom. From 1990 to 1992, he served as Vice President of Finance of Simon-Ltd., a \$35 million division of Simon Engineering.

RICHARD M. MAURER, age 53, has been a director of the Company since 1988. Effective in January 1996, Mr. Maurer became Secretary of the Company. He has been Co-Managing Partner of Wesmar Partners, the majority shareholder of the Company, since 1985. Prior to the formation of Wesmar Partners, Mr. Maurer was associated with The Hillman Company, a private investment firm, from 1978 to 1985. Mr. Maurer is a Certified Public Accountant and was associated with Price Waterhouse prior to joining The Hillman Company.

JAMES E. JONES, age 38, became the Vice President of Marketing and a director of the Company on January 1, 2001. The founder of Ladies Golf Equipment Company, Inc. ("Ladies Golf"), Mr. Jones was President of that company from 1993 through 2000, and served as President of the Company's wholly-owned subsidiary S2 Golf Acquisition Corp. ("S2 Acquisition") between the merger of Ladies Golf into S2 Acquisition at the end of December, 2000 and the merger of S2 Acquisition into the Company in May of 2001. He was Chief Operating Officer of International Sporting Goods, a producer of a wide range of sporting goods products from 1991 until 1993, and a sales representative for the Converse Shoe Company from 1986 until 1991.

MARY ANN JORGENSON, age 61, has been a director of the Company since 1992. She has been a partner with the law firm of Squire, Sanders & Dempsey L.L.P. since 1984 and has been associated since 1975 with that firm. She also serves as a director of Cedar Fair Management Company, the general partner of Cedar Fair, L.P., an owner and operator of amusement parks, and is a director of Anthony & Sylvan Pools Corporation, an installer of concrete in-ground swimming pools.

2

NANCY LOPEZ, age 45, became a director of the Company on January 1, 2001. She was a co-founder of the NancyLopezGolf(TM) brand of women's golf clubs and accessories. Ms. Lopez has been a member of the Tour Division of the Ladies Professional Golf Association since 1977, and was inducted into the LPGA(R) Hall of Fame in 1987. She has 48 career victories including three major titles. Ms. Lopez was Rookie of the Year in 1978, a four-time LPGA(R) player of the year and

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

a three-time Vare trophy winner for the lowest scoring average.

FREDERICK B. ZIESENHEIM, age 75, has been a director of the Company since 1992. He has been with the law firm of Webb Ziesenheim Logsdon Orkin & Hanson, P.C. since 1988 and is currently Vice Chairman of its Board of Directors. Prior to combining his practice with that firm, Mr. Ziesenheim was President of the law firm of Buell, Ziesenheim, Beck and Alstadt, P.C., with whom he had been associated since 1958.

### THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE ABOVE NAMED NOMINEES

The Board of Directors intends to vote the proxies solicited by it (other than proxies in which the vote is withheld as to one or more nominees) for the seven candidates standing for election as directors nominated by the Board of Directors. If any nominee is unable to serve, the shares represented by all valid proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason for which any nominee might be unavailable to serve.

### MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

During 2001, the Board of Directors held two meetings and acted three times by unanimous written consent. The Board of Directors has two standing committees, the Audit Committee and the Compensation Committee. Robert L. Ross and Mary Ann Jorgenson are members of the Compensation Committee, which reviews and makes recommendations to the Board of Directors concerning compensation and benefit matters. The Compensation Committee held one meeting in 2001.

The Audit Committee recommends to the Board the engagement of independent auditors, the plan and scope of the audit engagement, and the overall management and operations of the Company's control procedures and accounting practices and policies. Notwithstanding the above, the Audit Committee is not responsible for conducting audits, preparing financial statements, or assuring the accuracy of financial statements or filings, all of which is the responsibility of management and the outside auditors. The Audit Committee held two meetings in 2001.

The current members of the Audit Committee are Richard M. Maurer, Frederick B. Ziesenheim and Mary Ann Jorgenson. Mr. Ziesenheim and Ms. Jorgenson each are "independent" under the National Association of Securities Dealers ("NASD") listing standards. Mr. Maurer may not be independent under NASD listing requirements Rule 4200(a)(15) because he is an officer, a director and one principal shareholder of Maurer Ross & Co., Incorporated, the general partner of MR & Associates, which (i) is the managing general partner of Wesmar Partners, a beneficial owner of more than twenty-five percent of the Company's Common Stock, and (ii) provided consulting services to the Company for fees of \$60,000 in the previous fiscal year. Noting that NASD listing requirements Rule 4310(c)(26)(B)(ii) permits the appointment of non-independent directors in limited and exceptional circumstances, the Board has found that the best interests of the Company and its shareholders require the appointment of Mr. Maurer to the Audit Committee because, as a Certified Public Accountant, he brings to the Audit Committee the past employment experience in finance or accounting or professional training in accounting required by NASD listing requirements Rule 4310(c)(26)(B)(i), and no independent directors of the Company have such past employment experience or training.

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

pursuant to a written charter adopted by the Company's Board of Directors, which the Company attached to its proxy statement for the 2001 annual meeting of its shareholders.

### REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed the audited financial statements of the Company for the fiscal year ended December 31, 2001 with the Company's management. The Audit Committee has also discussed with Rothstein, Kass & Company, P.C. ("Rothstein, Kass"), the Company's independent auditors, all matters required by generally accepted auditing standards to be discussed, including the matters required to be discussed by Statement on Auditing Standards 61. The Audit Committee has received the written disclosures and the letter from Rothstein, Kass required by Independence Standards Board Standard No. 1 and has discussed with Rothstein, Kass its independence.

Based on the review and discussions noted above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 for filing with the Securities and Exchange Commission.

Richard M. Maurer  
Mary Ann Jorgenson  
Frederick B. Ziesenheim

### COMPENSATION OF DIRECTORS

Pursuant to the terms of the Company's 1992 Stock Plan for Independent Directors, as amended (the "1992 Stock Plan"), each independent, non-employee, non-consultant director of the Company (currently Mary Ann Jorgenson and Frederick B. Ziesenheim) receives automatic grants of Common Stock for each meeting of the Board of Directors or committee thereof attended by such person. The number of shares of Common Stock awarded is the number of shares having an aggregate fair market value, on the date of the meeting attended, equal to \$1,000, and effective in 1997, shares of Common Stock having an aggregate fair market value on the date of the meeting equal to \$500 if the meeting was a telephonic meeting or if such person participated in a regular meeting by telephone. The fair market value of the Common Stock on each relevant date is the closing price of the Common Stock on the Nasdaq (or such other public market or exchange on which such shares may then be traded) on that date or, if no shares are traded on that date, the closing price on the first date preceding that date on which such shares were traded.

### EXECUTIVE OFFICERS

The person named below is an executive officer of the Company who is not also a director of the Company.

RANDY A. HAMILL, age 46, has been Senior Vice President of the Company since July 1991 and is in charge of all manufacturing and purchasing. Effective in January 1996, Mr. Hamill became Assistant Secretary of the Company. He was Vice President of Manufacturing of the Company from 1981 to July 1991.

4

### COMPENSATION OF MANAGEMENT

The following table sets forth certain information with respect to annual

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

and long-term compensation for services in all capacities paid by the Company for the years ended December 31, 2001, 2000 and 1999, to or on behalf of Robert L. Ross, Douglas A. Buffington, Randy A. Hamill and James E. Jones (collectively, the "Named Executives").

### SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			OTHER ANNUAL COMPENSATION	SECURITIES UNDERLYING OPTIONS
		SALARY	BONUS			
Robert L. Ross, Chief Executive Officer	2001	\$ 0	\$ 0	\$ 0	0	
	2000	\$ 0	\$ 0	\$ 0	10,000	
	1999	\$ 0	\$ 0	\$ 0	7,500	
Douglas A. Buffington, President, Chief Financial Officer, Chief Operating Officer, and Treasurer	2001	\$173,073	\$45,000 (1)	\$19,829 (2)	20,000 (3)	
	2000	\$150,000	\$35,000 (5)	\$19,392 (2)	20,000 (6)	
	1999	\$149,808	\$24,375 (7)	\$19,389 (2)	14,375 (8)	
Randy A. Hamill, Senior Vice President of Manufacturing and Resources and Assistant Secretary	2001	\$116,539	\$31,250 (1)	\$ 0	0	
	2000	\$100,000	\$20,000 (9)	\$ 0	5,000 (6)	
	1999	\$100,000	\$ 6,250 (7)	\$ 0	6,250 (8)	
James E. Jones, Vice President of Marketing	2001 (10)	\$100,000	\$ 0	\$ 0	0	

(1) Bonus earned in 2001, paid in 2002.

(2) Travel/commuting expenses reimbursed by the Company.

(3) Awarded for 2001 services, granted in 2002.

(4) The Company paid the \$975 annual premium on a \$750,000 insurance policy on the life of Mr. Buffington, which names Mr. Buffington's wife as the sole beneficiary.

(5) Bonus earned in 2000, paid in 2001.

(6) Awarded for 2000 services, granted in 2000.

(7) Bonus earned in 1999, paid in 2000.

(8) Awarded for 1999 services, granted in 2000.

(9) Bonus earned in 2000, paid in 2000.

(10) Mr. Jones became an employee on January 1, 2001.

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

The following table sets forth certain information pertaining to stock options held by the Named Executives as of December 31, 2001. The Named Executives exercised no options in 2001.

### 2001 FISCAL YEAR END OPTION HOLDINGS

NAME -----	NUMBER OF SECURITIES UNDERLYING OPTIONS AT FISCAL YEAR END		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FISCAL YEAR END (1)	
	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Robert L. Ross	67,500	0	\$ 0	\$ 0
Douglas A. Buffington	85,375	0	\$ 0	\$ 0
Randy A. Hamill	59,842	0	\$ 0	\$ 0
James E. Jones	0	0	\$ 0	\$ 0

-----  
 (1) Calculated on the basis of the fair market value of the Common Stock of \$.75 per share on December 31, 2001, less exercise price.

6

### TRANSACTIONS WITH MANAGEMENT AND DIRECTORS

#### EMPLOYMENT AND OTHER AGREEMENTS

The Company entered into a new employment agreement with Douglas A. Buffington effective January 1, 2001 and terminating on December 31, 2005 unless terminated sooner as provided in the agreement. Mr. Buffington's base annual salary under the agreement is \$175,000. An incentive cash bonus and stock option program are incorporated into the agreement. Additional stock options, other than those provided in the incentive program, may be granted at the discretion of the Company's Board of Directors. The agreement also provides for certain benefits, in addition to the standard Company employee fringe benefits, including but not limited to reimbursement of certain expenses and payment of premiums on a \$750,000 life insurance policy with Mr. Buffington's spouse named as beneficiary. The agreement also contains "noncompetition" and "invention and secrecy" clauses.

On December 29, 2000, the Company and S2 Acquisition entered into an employment agreement with James E. Jones, effective as of January 1, 2001 and terminating on December 31, 2005 unless terminated sooner as provided in the agreement, pursuant to which Mr. Jones serves as the Vice President of Marketing of the Company and served as the President of S2 Acquisition prior to its merger into the Company. Under this agreement, Mr. Jones' annual base salary is \$100,000; he also may receive grants of options to purchase shares of the Company's Common Stock; and he receives the Company's standard employee fringe benefits. The agreement also contains "noncompetition" and "invention and secrecy" clauses.

In January 1997, the Company entered into an agreement with Randy A. Hamill pursuant to which Mr. Hamill was granted an immediately exercisable option to purchase 40,000 shares of Common Stock at an exercise price of \$0.9375 per share. Upon the occurrence of a change in control of the Company (as defined in the agreement) the exercise price per share for any unexercised portion of the option would be the lower of (a) (i) one cent or (ii) the lowest price greater



## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

than one cent per share that would not cause the value to Mr. Hamill of shares acquired upon exercise to be considered an "excess parachute payment" under Section 280G of the Internal Revenue Code of 1986 as amended or (b) \$0.9375. In the event that Mr. Hamill should die while employed by the Company and the Company has received \$500,000 as beneficiary of a life insurance policy it maintains on Mr. Hamill's life, Mr. Hamill's estate will have the right to require the Company to purchase the option, if unexercised, for \$500,000 or, subject to certain limitations, to purchase up to 39,999 shares received on exercise of the option for their fair market value at that time.

### TRANSACTIONS AND OTHER EVENTS

In 2001 MR & Associates provided, and does currently provide, consulting services to the Company for fees of \$5,000 per month. Mr. Maurer, a director and Secretary of the Company, and Mr. Ross, a director and Chief Executive Officer of the Company, are officers, directors, and principal shareholders of Maurer Ross & Co., Incorporated, the general partner of MR & Associates. MR & Associates is the managing general partner of Wesmar Partners, a beneficial owner of more than five percent of the Company's Common Stock.

James E. Jones, a holder of more than five percent of the Company's outstanding Common Stock since December 29, 2000 and a director of the Company since January 1, 2001, is the holder of a promissory note of the Company in the principal amount of \$1,000,000, as restated, due in three installments in 2002, which the Company issued as part of the purchase price for its December, 2000 acquisition, through S2 Acquisition, of Ladies Golf Company, Inc., of which Mr. Jones was a shareholder.

7

Nancy Lopez, a director of the Company as of January 1, 2001, is the President of Nancy Lopez Enterprises, Inc., which will receive royalty payments and options to purchase Common Stock of the Company under a licensing agreement that the Company entered into pursuant to the July 2000 transaction to acquire the assets of NancyLopezGolf(TM).

During the fiscal year ended December 31, 2001, the Company retained the law firm of Squire, Sanders & Dempsey L.L.P. ("Squire, Sanders"), of which Mary Ann Jorgenson, a director of the Company, is a partner, to represent the Company in various matters.

8

### SECURITY OWNERSHIP OF CERTAIN

#### BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's Common Stock as of April 19, 2002 by (i) each person who beneficially owned five percent (5%) or more of the outstanding Common Stock, (ii) each director, (iii) each Named Executive and (iv) all directors and executive officers as a group calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. Except as otherwise noted, the persons named in the table below have sole voting and investment power with respect to the shares shown as beneficially owned by them.

	NUMBER OF SHARES OF COMMON STOCK BENEFICIALLY	PERCENT OF COMMON
--	---	----------------------

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

NAME AND ADDRESS	OWNED (1)	STOCK (1)
L. R. Jeffrey(2) 50 Gloucester Road Summit, NJ 07901	250,000	7.2%
Richard M. Maurer(3), (6), Director and Secretary Three Gateway Center Pittsburgh, PA 15222	1,501,096	45.6%
Robert L. Ross(4), (6), Director, Chairman and Chief Executive Officer Three Gateway Center Pittsburgh, PA 15222	1,473,596	44.8%
Mary Ann Jorgenson, Director 4900 Key Tower 127 Public Square Cleveland, OH 44114-1304	12,995	*
Frederick B. Ziesenheim, Director 700 Koppers Building 436 7th Avenue Pittsburgh, PA 15219-1818	12,978	*
Douglas A. Buffington, Director and President 18 Gloria Lane Fairfield, NJ 07004	107,375	3.2%
Randy A. Hamill(5), Senior Vice President 18 Gloria Lane Fairfield, NJ 07004	74,142	2.3%
James E. Jones, Director and Vice President 3803 Corporex Park Drive Tampa, FL 33619	775,000	24.0%
Brian Christopher 3803 Corporex Park Drive Tampa, FL 33619	225,000	7.0%
Wesmar Partners(6) MR & Associates Maurer, Ross & Co., Incorporated Three Gateway Center Pittsburgh, PA 15222	1,399,096	43.4%
All directors and executive officers as a group (7 persons)(7)	2,558,086	72.6%

-----  
\* Less than 1%

(1) The numbers listed include shares covered by options that are currently exercisable as of April 19, 2001. The numbers and percentages of shares owned assume that such outstanding options had been exercised as follows: L. R. Jeffrey, Jr. - 250,000, Richard M. Maurer - 67,500, Robert L. Ross - 67,500, Douglas A. Buffington - 105,375, Randy A. Hamill - 59,892, and all directors and executive officers as a group - 300,267.

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

- (2) Does not include 730 shares owned by various members of Mr. Jeffrey's family with respect to which Mr. Jeffrey disclaims any beneficial ownership.
- (3) Includes 34,500 shares that are held directly by three trusts of which Mr. Maurer is co-trustee and with respect to which he shares voting and investment power, 1,399,096 shares owned directly by Wesmar Partners with respect to which he shares voting and investment power, and 67,500 shares underlying the options held directly by Mr. Maurer.
- (4) Includes 1,399,096 shares owned directly by Wesmar Partners with respect to which Mr. Ross shares voting and investment power and 67,500 shares underlying the options held directly by Mr. Ross.
- (5) Does not include 750 shares owned by various members of Mr. Hamill's family with respect to which Mr. Hamill disclaims any beneficial ownership.
- (6) Wesmar Partners is a Delaware limited partnership whose partners are Landmark Equity Partners III, L.P., a Delaware limited partnership, and MR & Associates, a Pennsylvania limited partnership. MR & Associates is the managing general partner of Wesmar Partners. Messrs. Maurer and Ross are officers, directors and principal shareholders of Maurer Ross & Co., Incorporated, a Pennsylvania corporation that is the general partner of MR & Associates.
- (7) Does not include shares owned by various members of Mr. Hamill's family with respect to which Mr. Hamill disclaims any beneficial ownership. Includes 1,399,096 shares owned directly by Wesmar Partners (see Notes 3, 4 and 6 above).

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company's directors, executive officers and any person holding ten percent or more of the Company's Common Stock are required to report their initial ownership of the Company's Common Stock and any changes in that ownership to the Securities and Exchange Commission (the "SEC"). Based solely on a review of copies of the forms furnished to the Company in 2001 and written representations from the Company's directors and executive officers, the Company believes that all Section 16(a) filing requirements applicable to its directors, executive officers and ten percent shareholders in 2001 were complied with.

### INDEPENDENT PUBLIC ACCOUNTANTS

Rothstein, Kass has served as independent accountants and auditors of the Company since 1999, and has been selected to provide independent accounting and audit services to the Company during the current fiscal year. A representative of Rothstein, Kass is expected to be present at or available by telephone during the Annual Meeting, will have the opportunity to make a statement should he so desire, and is expected to be available to respond to appropriate questions.

10

### AUDIT FEES

Rothstein, Kass billed the Company aggregate fees of \$42,465 for its audit of the Company's annual financial statements and review of the financial statements included in the Company's Reports on Form 10-Q for the year ended December 31, 2001.

## Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

### FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION FEES

For the year ended December 31, 2001, Rothstein, Kass did not provide to the Company any financial information systems design and implementation services, including the types of services described in Paragraph (c)(4)(ii) of Rule 2-01 of Regulation S-X, and therefore charged no fees for such services.

### ALL OTHER FEES

For the year ended December 31, 2001, Rothstein, Kass billed the Company aggregate fees of \$6,000 for its preparation of the Company's income tax returns. The Audit Committee of the Company's Board of Directors has considered whether the provision of such services is compatible with maintaining the independence of Rothstein, Kass.

### ADDITIONAL INFORMATION

The Company has enclosed with this Proxy Statement its Annual Report for the year ended December 31, 2001. Shareholders are referred to the report for financial and other information about the Company, but such report is not incorporated in this Proxy Statement and is not a part of the proxy soliciting material.

### SHAREHOLDER PROPOSALS FOR THE 2003 ANNUAL MEETING

Any shareholder who intends to present a proposal at the 2003 annual meeting and who wishes to have the proposal included in the Company's proxy statement and form of proxy for that meeting must deliver the proposal to the Secretary of the Company at 18 Gloria Lane, Fairfield, New Jersey 07004 not later than January 10, 2003. In order to be eligible for inclusion in the proxy materials for the 2003 Annual Meeting of Shareholders, such proposals must meet the requirements set forth in the rules and regulations of the SEC.

Any shareholder who intends to present a proposal at the 2003 annual meeting other than for inclusion in the Company's proxy statement and form of proxy must deliver the proposal to the Company at its executive offices, 18 Gloria Lane, Fairfield, New Jersey 07004, not later than March 26, 2003 or such proposal will be untimely. If a shareholder fails to submit the proposal by March 26, 2003, the Company reserves the right to exercise discretionary voting authority on the proposal.

### OTHER MATTERS

The Board does not intend to present, and does not have any reason to believe that others will present, any item of business at the Annual Meeting other than those specifically set forth in the notice of the meeting. However, if other matters are properly brought before the Annual Meeting, the persons named on the enclosed proxy will have discretionary authority to vote all proxies in accordance with their best judgment.

All costs and expenses of this solicitation, including the cost of preparing and mailing this Proxy Statement, will be borne by the Company. In addition to the use of the mails, certain directors, officers and regular employees of the Company may solicit proxies personally, or by mail, telephone,

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

telegraph, or otherwise, but such persons will not be compensated for such services. Brokerage firms, banks, fiduciaries, voting trustees or other nominees will be requested to forward the soliciting materials to each beneficial owner of stock held of record by them, and the Company has engaged Continental Stock Transfer and Trust Company to coordinate the solicitation of proxies by and through such holders for a fee of approximately \$2,000 plus expenses.

By Order of the Board of Directors

Richard M. Maurer, Secretary

May 17, 2002  
Fairfield, New Jersey

12

WOMEN'S GOLF UNLIMITED, INC.  
PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Douglas A. Buffington and Richard M. Maurer, or either of them, each with power of substitution, are hereby authorized to vote all stock of Women's Golf Unlimited, Inc. which the undersigned would be entitled to vote if personally present at the annual meeting of shareholders of Women's Golf Unlimited, Inc. to be held on June 18, 2002, and at any postponements or adjournments thereof as follows:

Election of Directors:  FOR all nominees listed below  
(except as marked to the contrary below)

WITHHOLD AUTHORITY  
to vote for all no

Nominees: Douglas A. Buffington, James E. Jones, Mary Ann Jorgenson,  
Nancy Lopez, Richard M. Maurer, Robert L. Ross and Frederick  
B. Ziesenheim

A VOTE FOR ALL NOMINEES IS RECOMMENDED BY THE BOARD OF DIRECTORS.

INSTRUCTIONS: TO WITHHOLD AUTHORITY FOR AN INDIVIDUAL NOMINEE, DRAW A LINE  
THROUGH HIS OR HER NAME.

(Continued from other side)

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED  
HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL  
BE VOTED FOR THE ELECTION OF ALL NOMINEES.

Please sign this proxy exactly  
as your name appears below. When  
shares are held jointly, each  
holder should sign. When signing  
as attorney, executor,  
administrator, trustee or in  
another representative capacity,  
please give full title as such.  
If a corporation, please sign in

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

full corporate name by the president or other authorized officer. If a partnership, please sign in partnership name by an authorized person.

Dated: \_\_\_\_\_, 2002

Signature

-----  
Signature, if held jointly

PLEASE MARK, SIGN, DATE, AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

d 500,000 shares; liquidation preference of \$1,000 per share) — — Common stock (no par value; stated value \$0.83 per share; authorized 21,000,000 shares; issued shares, 16,213,993 at September 30, 2015 and 15,563,895 at December 31, 2014; outstanding shares, 15,805,815 at September 30, 2015 and 15,155,717 at December 31, 2014 13,497 12,954 Surplus 207,788 195,829 Treasury stock at cost, 408,178 shares at September 30, 2015 and December 31, 2014 (8,988) (8,988)Retained earnings 54,570 41,251 Accumulated other comprehensive(loss)/ income, net of income tax (467) 1,221 TOTAL SHAREHOLDERS' EQUITY 266,400 242,267 TOTAL LIABILITIES & SHAREHOLDERS' EQUITY \$3,268,963 \$2,702,397

*See accompanying notes to consolidated financial statements*

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF INCOME****(Dollars in thousands, except share data)****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>INTEREST INCOME</b>				
Interest and fee on loans	\$24,663	\$17,969	\$68,274	\$51,059
Interest on securities available for sale:				
Taxable	959	960	3,178	2,998
Tax-exempt	128	162	395	555
Interest on loans held for sale	10	10	44	35
Interest-earning deposits	46	109	128	142
Total interest income	25,806	19,210	72,019	54,789
<b>INTEREST EXPENSE</b>				
Interest on savings and interest-bearing deposit accounts	919	677	2,546	1,620
Interest on certificates of deposit	1,296	357	3,010	1,081
Interest on borrowed funds	399	377	1,219	1,149
Interest on capital lease obligation	125	117	379	354
Subtotal - interest expense	2,739	1,528	7,154	4,204
Interest-bearing demand – brokered	857	84	1,700	198
Interest on certificates of deposits – brokered	504	550	1,532	845
Total Interest expense	4,100	2,162	10,386	5,247
<b>NET INTEREST INCOME BEFORE PROVISION FOR LOAN LOSSES</b>				
Provision for loan losses	1,600	1,150	5,150	3,625
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>				
	20,106	15,898	56,483	45,917
<b>OTHER INCOME</b>				
Wealth management fee income	4,169	3,661	12,732	11,420
Service charges and fees	832	829	2,474	2,231
Bank owned life insurance	260	276	1,045	818
Gain on loans held for sale at fair value (Mortgage banking)	102	87	411	310
Gain on loans held for sale at lower of cost or fair value	—	(7	)	169
Other income	164	167	802	356
Securities gains, net	83	39	527	216
Total other income	5,610	5,052	17,991	15,520
<b>OPERATING EXPENSES</b>				
Salaries and employee benefits	10,322	9,116	29,619	27,053
Premises and equipment	2,785	2,564	8,179	7,336
Other operating expense	3,792	3,013	11,135	9,573

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Total operating expenses	16,899	14,693	48,933	43,962
INCOME BEFORE INCOME TAX EXPENSE	8,817	6,257	25,541	17,475
Income tax expense	3,434	2,393	9,912	6,797
NET INCOME	\$5,383	\$3,864	\$15,629	\$10,678
EARNINGS PER SHARE				
Basic	\$0.35	\$0.33	\$1.04	\$0.91
Diluted	\$0.35	\$0.32	\$1.02	\$0.90
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING				
Basic	15,253,009	11,841,777	15,083,006	11,723,873
Diluted	15,435,939	11,956,356	15,293,747	11,833,507

*See accompanying notes to consolidated financial statements*



Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(Dollars in thousands)****(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$ 5,383	\$ 3,864	\$ 15,629	\$ 10,678
Other comprehensive income:				
Unrealized gains/(losses) on available for sale securities:				
Unrealized holding gains/(losses) arising during the period	751	(477 )	849	1,972
Less: Reclassification adjustment for net gains included in net income	83	39	527	216
	668	(516 )	322	1,756
Tax effect	(252 )	190	(111 )	(675 )
Net of tax	416	(326 )	211	1,081
Unrealized loss on cash flow hedges:				
Unrealized holding loss	(2,849 )	—	(3,210 )	—
Reclassification adjustment for losses included in net income	—	—	—	—
	(2,849 )	—	(3,210 )	—
Tax effect	1,163	—	1,311	—
Net of tax	(1,686 )	—	(1,899 )	—
Total other comprehensive (loss)/income	(1,270 )	(326 )	(1,688 )	1,081
Total comprehensive income	\$ 4,113	\$ 3,538	\$ 13,941	\$ 11,759

*See accompanying notes to consolidated financial statements*

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY****(Dollars in thousands)****(Unaudited)****Nine Months Ended September 30, 2015**

(In thousands, except per share data)	Common Stock	Surplus	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total
Balance at January 1, 2015						
15,155,717 common shares outstanding	\$ 12,954	\$ 195,829	\$ (8,988 )	\$ 41,251	\$ 1,221	\$ 242,267
Net income				15,629		15,629
Other comprehensive loss					(1,688 )	(1,688 )
Issuance of restricted stock, net of forfeitures, 157,567 shares	134	(134 )				—
Vesting of restricted stock, 2,565 shares	(5 )	(49 )				(54 )
Amortization of restricted stock		1,734				1,734
Cash dividends declared on common stock (\$0.15 per share)				(2,310 )		(2,310 )
Common stock option expense		175				175
Common stock options exercised and related tax benefits, 14,388 shares	12	169				181
Common stock options swap and related tax benefits, 7,506 shares	(5 )	(147 )				(152 )
Sales of shares (Dividend Reinvestment Program), 416,040 shares	347	7,777				8,124
Issuance of shares for Employee Stock Purchase Plan, 24,258 shares	20	474				494
Issuance of common stock for acquisition, 47,916 shares	40	960				1,000
Issuance of warrants		1,000				1,000
Balance at September 30, 2015						
15,805,815 common shares						

outstanding                      \$ 13,497    \$207,788    \$(8,988 ) \$54,570    \$ (467                      ) \$266,400

*See accompanying notes to consolidated financial statements*

6

Index**PEAPACK-GLADSTONE FINANCIAL CORPORATION****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Dollars in thousands)****(Unaudited)**

	Nine Months Ended September 30,	
	2015	2014
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 15,629	\$ 10,678
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,408	2,205
Amortization of premium and accretion of discount on securities, net	1,337	1,085
Amortization of restricted stock	1,734	1,156
Provision of loan losses	5,150	3,625
Provision for OREO losses	250	400
Provision for deferred taxes	(2,922 )	(2,574 )
Stock-based compensation, including ESPP	252	177
Gains on securities, available for sale	(527 )	(216 )
Loans originated for sale at fair value	(26,495 )	(20,267 )
Proceeds from sales of loans at fair value	27,244	22,227
Gains on loans held for sale at fair value	(411 )	(310 )
Net gains on loans held for sale at lower of cost or fair value	—	(169 )
Losses/(gains) on sale of other real estate owned	—	(139 )
Losses/(gains) on disposal of fixed assets	15	(9 )
Gain on death benefit	(285 )	—
Increase in cash surrender value of life insurance, net	(485 )	(566 )
Increase in accrued interest receivable	(1,468 )	(1,040 )
Decrease in other assets	1,466	4,651
Decrease in accrued expenses, capital lease obligations and other liabilities	2,043	1,706
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>24,935</b>	<b>22,620</b>
<b>INVESTING ACTIVITIES:</b>		
Maturities of securities available for sale	58,098	49,115
Redemptions for FHLB & FRB stock	44,568	24,290
Call of securities available for sale	14,880	4,000
Sales of securities available for sale	46,254	27,416
Purchase of securities available for sale	(6,474 )	(63,811 )
Purchase of FHLB & FRB stock	(44,712 )	(23,380 )
Proceeds from sales of loans held for sale at lower of cost or fair value	—	68,025
Net increase in loans	(632,239)	(535,510)
Sales of other real estate owned	744	1,100

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Purchase of premises and equipment	(1,475 )	(2,813 )
Disposal of premises and equipment	—	14
Acquisition of a wealth management company	(800 )	—
Proceeds from death benefit	677	—
NET CASH USED IN INVESTING ACTIVITIES	(520,479)	(451,554)
FINANCING ACTIVITIES:		
Net increase in deposits	588,852	556,169
Net decrease in overnight borrowings	(54,600 )	(54,900 )
se in overnight borrowings		
Net increase in other borrowings	—	9,000
Cash dividends paid on common stock	(2,310 )	(1,800 )
Exercise of Stock Options, net of stock swap	29	155
Restricted stock tax expense	(54 )	—
Sales of shares (DRIP Program)	8,124	5,914
Purchase of shares for Profit Sharing Plan	494	70
NET CASH PROVIDED BY FINANCING ACTIVITIES	540,535	514,608
Net increase in cash and cash equivalents	44,991	85,674
Cash and cash equivalents at beginning of period	31,207	35,147
Cash and cash equivalents at end of period	\$76,198	\$120,821

*See accompanying notes to consolidated financial statements*

Index

**PEAPACK-GLADSTONE FINANCIAL CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Certain information and footnote disclosures normally included in the audited consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the period ended December 31, 2014 for Peapack-Gladstone Financial Corporation (the "Corporation" or the "Company"). In the opinion of the Management of the Corporation, the accompanying unaudited Consolidated Interim Financial Statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly the Corporation's financial position as of September 30, 2015 and the results of operations and comprehensive income for the three and nine months ended September 30, 2015 and 2014, and shareholders' equity and cash flow statements for the nine months ended September 30, 2015 and 2014.

**Principles of Consolidation and Organization:** The Corporation considers that all adjustments necessary for a fair presentation of the statement of the financial position and results of operations in accordance with U.S. generally accepted accounting principles for these periods have been made. Results for such interim periods are not necessarily indicative of results for a full year.

The consolidated financial statements of the Corporation are prepared on the accrual basis and include the accounts of the Corporation and its wholly-owned subsidiary, Peapack-Gladstone Bank (the "Bank"). The consolidated statements also include the Bank's wholly-owned subsidiaries, PGB Trust & Investments of Delaware and Peapack-Gladstone Mortgage Group, Inc. and Peapack-Gladstone Mortgage Group's wholly-owned subsidiary, PG Investment Company of Delaware, Inc. and its wholly-owned subsidiary, Peapack-Gladstone Realty Inc., a New Jersey Real Estate Investment Company. All significant intercompany balances and transactions have been eliminated from the accompanying consolidated financial statements.

**Securities:** All securities are classified as available for sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, Management considers the extent and duration of the unrealized loss and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) other-than-temporary impairment related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Index

**Loans Held for Sale:** Mortgage loans originated with the intent to sell in the secondary market are carried at fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged in earnings.

Mortgage loans held for sale are generally sold with servicing rights released; therefore, no servicing rights are recorded. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

Loans originated with the intent to hold and subsequently transferred to loans held for sale are carried at the lower of cost or fair value. These are loans that the Corporation no longer has the intent to hold for the foreseeable future.

**Loans:** Loans that Management has the intent and ability to hold for the foreseeable future or until maturity are stated at the principal amount outstanding. Interest on loans is recognized based upon the principal amount outstanding. Loans are stated at face value, less purchased premium and discounts and net deferred fees. Loan origination fees and certain direct loan origination costs are deferred and recognized over the life of the loan as an adjustment, on a level-yield method, to the loan's yield. The definition of recorded investment in loans includes accrued interest receivable, however, for the Company's loan disclosures, accrued interest was excluded as the impact was not material.

Loans are considered past due when they are not paid in accordance with contractual terms. The accrual of income on loans, including impaired loans, is discontinued if, in the opinion of Management, principal or interest is not likely to be paid in accordance with the terms of the loan agreement, or when principal or interest is past due 90 days or more and collateral, if any, is insufficient to cover principal and interest. All interest accrued but not received for loans placed on nonaccrual is reversed against interest income. Payments received on nonaccrual loans are recorded as principal payments. A nonaccrual loan is returned to accrual status only when interest and principal payments are brought current and future payments are reasonably assured, generally when the Bank receives contractual payments for a minimum of six months. Commercial loans are generally charged off after an analysis is completed which indicates that collectability of the full principal balance is in doubt. Consumer loans are generally charged off after they become 120 days past due. Subsequent payments are credited to income only if collection of principal is not in doubt. If principal and interest payments are brought contractually current and future collectability is reasonably assured, loans are returned to accrual status. Nonaccrual mortgage loans are generally charged off when the value of the underlying collateral does not cover the outstanding principal balance.

The majority of the Company's loans are secured by real estate in the New Jersey and New York metropolitan area.

**Allowance for Loan Losses:** The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when Management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in Management's judgment, should be charged off.



The allowance consists of specific and general components. The specific component of the allowance relates to loans that are individually classified as impaired.

A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Factors considered by Management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

## Index

All loans are individually evaluated for impairment when loans are classified as substandard by Management. If a loan is considered impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral less estimated disposition costs if repayment is expected solely from the collateral. If and when a residential mortgage is placed on nonaccrual status and in the process of collection, such as through a foreclosure action, then they are evaluated for impairment on an individual basis and the loan is reported, net, at the fair value of the collateral less estimated disposition costs.

A troubled debt restructuring ("TDR") is a renegotiated loan with concessions made by the lender to a borrower who is experiencing financial difficulty. TDRs are impaired and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral, less estimated disposition costs. For TDRs that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The general component of the allowance covers non-impaired loans and is based primarily on the Bank's historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experience by the Company on a weighted average basis over the previous three years. This actual loss experience is adjusted by other qualitative factors based on the risks present for each portfolio segment. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures and practices; experience, ability and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. For special mention and substandard loans that are graded as non-impaired, the Company allocates a higher general reserve percentage than pass-rated loans through utilization of a multiple, which is calculated annually through a migration analysis. At September 30, 2015 and December 31, 2014, the multiple was 5 times for non-impaired substandard loans and 2.5 times for non-impaired special mention loans.

In determining an appropriate amount for the allowance, the Bank segments and evaluates the loan portfolio based on Federal call report codes, which are based on collateral. The following portfolio classes have been identified:

Primary Residential Mortgages. The Bank originates one to four family residential mortgage loans within or near its primary geographic market area. Loans are secured by first liens on the primary residence or investment property. Primary risk characteristics associated with residential mortgage loans typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. In addition, residential mortgage loans that have adjustable rates could expose the borrower to higher debt service requirements in a rising interest rate environment. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

Home Equity Lines of Credit. The Bank provides revolving lines of credit against one to four family residences within or near its primary geographic market. Primary risk characteristics associated with home equity lines of credit typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. In addition, home equity lines of credit typically are made with variable or floating interest rates, such as the Prime Rate, which could expose the borrower to higher debt service requirements in a rising interest rate environment. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

Index

Junior Lien Loan on Residence. The Bank provides junior lien loans against one to four family properties within or near its primary geographic market area. Junior lien loans can be either in the form of an amortizing home equity loan or a revolving home equity line of credit. These loans are subordinate to a first mortgage which may be from another lending institution. Primary risk characteristics associated with junior lien loans typically involve major living or lifestyle changes to the borrower, including unemployment or other loss of income; unexpected significant expenses, such as for major medical issues or catastrophic events; divorce or death. Further, real estate value could drop significantly and cause the value of the property to fall below the loan amount, creating additional potential exposure for the Bank.

Multifamily and Commercial Real Estate Loans. The Bank provides mortgage loans for multifamily properties (i.e. buildings which have five or more residential units) and other commercial real estate that is either owner occupied or managed as an investment property within or near its market area, including New York City. Commercial real estate properties primarily include office and medical buildings, retail space, and warehouse or flex space. Some properties are considered “mixed use” as they are a combination of building types, such as an apartment building that may also have retail space. Multifamily loans are expected to be repaid from the cash flow of the underlying property so the collective amount of rents must be sufficient to cover all operating expenses, property management and maintenance, taxes and debt service. Increases in vacancy rates, interest rates or other changes in general economic conditions can all have an impact on borrowers and their ability to repay the loan. Commercial real estate loans are generally considered to have a higher degree of credit risk than multifamily loans as they may be dependent on the ongoing success and operating viability of a fewer number of tenants who are occupying the property and who may have a greater degree of exposure to economic conditions.

Commercial and Industrial Loans. The Bank provides lines of credit and term loans to operating companies for business purposes. The loans are generally secured by business assets such as accounts receivable, inventory, business vehicles and equipment and general commercial assets. Commercial and industrial loans are typically repaid first by the cash flow generated by the borrower’s business operation. The primary risk characteristics are specific to the underlying business and its ability to generate sustainable profitability and resulting positive cash flow. Factors that may influence a business’s profitability include, but are not limited to, demand for its products or services, quality and depth of management, degree of competition, regulatory changes, and general economic conditions. Commercial and industrial loans are generally secured by business assets; however, the ability of the Bank to foreclose and realize sufficient value from the assets is often uncertain.

Commercial Construction. The Bank has substantially wound down its commercial construction lending activity given the current economic environment. New construction loans would be considered only to experienced and reputable local builders and developers that have the capital and liquidity to carry a project to completion and stabilization. Construction loans are considered riskier than commercial financing on improved and established commercial real estate. The risk of potential loss increases if the original cost estimates or time to complete are significantly off.

Consumer and Other. These are loans to individuals for household, family and other personal expenditures as well as obligations of states and political subdivisions in the U.S. This segment also represents all other loans that cannot be categorized in any of the previous mentioned loan segments.



Index

**Derivatives:** At the inception of a derivative contract, the Company designates the derivative as one of three types based on the Company's intentions and belief as to likely effectiveness as a hedge. These three types are (1) a hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment ("fair value hedge"), (2) a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability ("cash flow hedge"), or (3) an instrument with no hedging designation ("stand-alone derivative"). For a fair value hedge, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item, are recognized in current earnings as fair values change. For a cash flow hedge, the gain or loss on the derivative is reported in other comprehensive income and is reclassified into earnings in the same periods during which the hedged transaction affects earnings. For both types of hedges, changes in the fair value of derivatives that are not highly effective in hedging the changes in fair value or expected cash flows of the hedged item are recognized immediately in current earnings. Changes in the fair value of derivatives that do not qualify for hedge accounting are reported currently in earnings, as non-interest income.

Net cash settlements on derivatives that qualify for hedge accounting are recorded in interest income or interest expense, based on the item being hedged. Net cash settlements on derivatives that do not qualify for hedge accounting are reported in non-interest income. Cash flows on hedges are classified in the cash flow statement the same as the cash flows of the items being hedged.

The Company formally documents the relationship between derivatives and hedged items, as well as the risk-management objective and the strategy for undertaking hedge transactions at the inception of the hedging relationship. This documentation includes linking fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. The Company discontinues hedge accounting when it determines that the derivative is no longer effective in offsetting changes in the fair value or cash flows of the hedged item, the derivative is settled or terminates, a hedged forecasted transaction is no longer probable, a hedged firm commitment is no longer firm, or treatment of the derivative as a hedge is no longer appropriate or intended.

When hedge accounting is discontinued, subsequent changes in fair value of the derivative are recorded as non-interest income. When a cash flow hedge is discontinued but the hedged cash flows or forecasted transactions are still expected to occur, gains or losses that were accumulated in other comprehensive income are amortized into earnings over the same periods which the hedged transactions will affect earnings.

The Company offers Facility Specific/Loan Level Swaps to its customers and offsets its exposure from such contracts by entering into mirror image swaps with a financial institution/swap counterparty. The customer accommodations and any offsetting swaps are treated as non-hedging derivative instruments which do not qualify for hedge account ("standalone derivatives"). The notional amount of the swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual contracts. The fair value of the swaps is recorded as both an asset and a liability, in Other Assets and Other Liabilities, respectively, in equal amounts for these transactions.

**Stock-Based Compensation:** The Company's 2006 Long-Term Stock Incentive Plan and 2012 Long-Term Stock Incentive Plan allow the granting of shares of the Company's common stock as incentive stock options, nonqualified stock options, restricted stock awards and stock appreciation rights to directors, officers and employees of the Company and its subsidiaries. Restricted stock units are also available for grant under the 2012 Long-Term Incentive Plan. The options granted under these plans are, in general, exercisable not earlier than one year after the date of grant, at a price equal to the fair value of common stock on the date of grant, and expire not more than ten years after the date of grant. Stock options may vest during a period of up to five years after the date of grant. Some options granted to officers at or above the senior vice president level were immediately exercisable at the date of grant. The Company has a policy of using new shares to satisfy option exercises.

Index

For the three months ended September 30, 2015 and 2014, the Company recorded total compensation cost for stock options of \$54 thousand and \$53 thousand respectively, with a recognized tax benefit of \$7 thousand and \$5 thousand for the quarters ended September 30, 2015 and 2014, respectively. The Company recorded total compensation cost for stock options for the nine months ended September 30, 2015 and 2014, of \$175 thousand and \$159 thousand, respectively, with a recognized tax benefit of \$19 thousand for the nine months ended September 30, 2015 and \$15 thousand for the nine months ended September 30, 2014. There was approximately \$171 thousand of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Company's stock incentive plans at September 30, 2015. That cost is expected to be recognized over a weighted average period of 0.66 years.

For the Company's stock option plans, changes in options outstanding during the nine months ended September 30, 2015 were as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (In thousands)
Balance, January 1, 2015	345,189	\$ 17.38		
Granted during 2015	—	—		
Exercised during 2015	(14,388 )	12.60		
Expired during 2015	(45,419 )	18.48		
Forfeited during 2015	(8,314 )	14.53		
Balance, September 30, 2015	277,068	17.13	4.72 years	\$ 1,120
Vested and expected to vest (1)	263,809	17.33	4.72 years	\$ 1,013
Exercisable at September 30, 2015	227,961	17.86	4.28 years	\$ 104

(1) Does not include shares which are not expected to vest as a result of anticipated forfeitures.

The aggregate intrinsic value represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the third quarter of 2015 and the exercise price, multiplied by the number of in-the-money options). The Company's closing stock price on September 30, 2015 was \$21.17.

There were no stock options granted in the three and nine months ended September 30, 2015. For the third quarter and nine months ended September 30, 2014, the per share weighted-average fair value of stock options granted was \$7.77 using the Black-Scholes option-pricing model with the following weighted average assumptions:

Three Months Ended	Nine Months Ended
-----------------------	----------------------



	September 30, 2014		September 30, 2014	
--	-----------------------	--	-----------------------	--

Dividend Yield	1.13	%	1.02	%
Expected volatility	40	%	40	%
Expected life	7 years		7 years	
Risk-free interest rate	2.19	%	2.18	%

The Company did not issue any restricted or performance stock awards in the third quarter of 2015. As of September 30, 2015, there was \$6.2 million of total unrecognized compensation cost related to nonvested shares, which is expected to vest over 4.3 years.

Index

Changes in nonvested shares dependent on performance criteria for the nine months ended September 30, 2015 were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Balance, January 1, 2015	92,767	\$ 18.12
Granted during 2015	—	—
Vested during 2015	—	—
Forfeited during 2015	—	—
Balance, September 30, 2015	92,767	\$ 18.12

Changes in nonvested shares not dependent on performance criteria for the nine months ended September 30, 2015 were as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
Balance, January 1, 2015	252,328	\$ 17.34
Granted during 2015	160,764	20.94
Vested during 2015	(67,350 )	16.37
Forfeited during 2015	(3,197 )	20.33
Balance, September 30, 2015	342,545	\$ 19.19

For the three months ended September 30, 2015 and 2014, the Company recorded total compensation cost for stock awards of \$636 thousand and \$435 thousand respectively.

For the nine months ended September 30, 2015 and 2014, the Company recorded total compensation cost for stock awards of \$1.7 million and \$1.2 million respectively.

**Employee Stock Purchase Plan:** On April 22, 2014, the shareholders of Peapack-Gladstone Financial Corporation approved the Peapack-Gladstone Financial Corporation 2014 Employee Stock Purchase Plan (“ESPP”). The ESPP provides for the granting of purchase rights of up to 150,000 shares of Company common stock. Subject to certain eligibility requirements and restrictions, the ESPP allows employees to purchase shares during four three-month offering periods. Each participant in the offering period is granted an option to purchase a number of shares and may contribute between 1% and 15% of their compensation. Purchases under the ESPP will be made on the last trading day of each offering period, and the number of shares to be purchased by the employee is determined by dividing the employee’s contributions accumulated during the offering period by the applicable purchase price. The purchase price is an amount equal to 85% of the closing market price of a share of Company common stock on the purchase date.

Participation in the ESPP is entirely voluntary and employees can cancel their purchases at any time during the offering period without penalty.

For the three months ended September 30, 2015, the Company recorded \$26 thousand of share based compensation expense related to the ESPP. Total shares issued under the ESPP during the third quarter of 2015 were 8,799 shares. For the nine months ended September 30, 2015, the Company recorded \$77 thousand of share based compensation expense related to the ESPP. Total shares issued under the ESPP for the nine months ended September 30, 2015 were 24,258 shares.

Index

**Earnings per share – Basic and Diluted:** The following is a reconciliation of the calculation of basic and diluted earnings per share. Basic net income per share is calculated by dividing net income available to shareholders by the weighted average shares outstanding during the reporting period. Diluted net income per share is computed similarly to that of basic net income per share, except that the denominator is increased to include the number of additional shares that would have been outstanding if all shares underlying potentially dilutive stock options were issued, restricted stock or stock warrants would vest during the reporting period utilizing the Treasury stock method.

(In thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income to common shareholders	\$5,383	\$3,864	\$15,629	\$10,678
Basic weighted-average common shares outstanding	15,253,009	11,841,777	15,083,006	11,723,873
Plus: common stock equivalents	182,930	114,579	210,741	109,634
Diluted weighted-average common shares outstanding	15,435,939	11,956,356	15,293,747	11,833,507
Net income per common share				
Basic	\$0.35	\$0.33	\$1.04	\$0.91
Diluted	0.35	0.32	1.02	0.90

Stock options totaling 85,083 and 178,149 shares were not included in the computation of diluted earnings per share in the third quarters of 2015 and 2014, respectively, because they were considered antidilutive. Stock options and stock warrants totaling 174,662 and 191,945 shares were not included in the computation of diluted earnings per share in the nine months ended September 30, 2015 and 2014, respectively, because they were considered antidilutive.

**Income Taxes:** The Company files a consolidated Federal income tax return. Separate state income tax returns are filed for each subsidiary based on current laws and regulations.

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in its financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on the enacted tax rates. Such tax assets and liabilities are adjusted for the effect of a change in tax rates in the period of enactment.

The Company recognizes a tax position as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50 percent likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Company is no longer subject to examination by the U.S. Federal tax authorities for years prior to 2012 or by New Jersey tax authorities for years prior to 2011.

The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

15

Index**2. INVESTMENT SECURITIES AVAILABLE FOR SALE**

A summary of amortized cost and approximate fair value of securities available for sale included in the consolidated statements of condition as of September 30, 2015 and December 31, 2014 follows:

(In thousands)	September 30, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government-sponsored entities	\$4,832	\$ 14	\$ —	\$4,846
Mortgage-backed securities – residential	170,465	2,379	(63 )	172,781
Small business administration				
pool securities	7,717	—	(74 )	7,643
State and political subdivisions	29,438	475	—	29,913
Single-issuer trust preferred security	2,999	—	(224 )	2,775
CRA investment	3,000	—	(28 )	2,972
Total	\$218,451	\$ 2,868	\$ (389 )	\$220,930

(In thousands)	December 31, 2014			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government-sponsored entities	\$35,664	\$ 55	\$ (49 )	\$35,670
Mortgage-backed securities – residential	239,975	2,725	(411 )	242,289
Small business administration				
pool securities	8,015	—	(71 )	7,944
State and political subdivisions	40,842	553	(1 )	41,394
Single-issuer trust preferred security	2,999	—	(599 )	2,400
CRA investment	3,000	—	(45 )	2,955
Total	\$330,495	\$ 3,333	\$ (1,176 )	\$332,652

The following tables present the Corporation's available for sale securities with continuous unrealized losses and the approximate fair value of these investments as of September 30, 2015 and December 31, 2014.

September 30, 2015		
Duration of Unrealized Loss		
Less Than 12 Months	12 Months or Longer	Total
Approximate	Approximate	Approximate

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities-residential	\$3,770	\$ (20 )	\$ 9,648	\$ (43 )	\$ 13,418	\$ (63 )
Small business administration pool securities	2,845	(12 )	4,798	(62 )	7,643	(74 )
Single-issuer trust preferred security	—	—	2,775	(224 )	2,775	(224 )
CRA investment fund	—	—	2,972	(28 )	2,972	(28 )
Total	\$6,615	\$ (32 )	\$ 20,193	\$ (357 )	\$ 26,808	\$ (389 )

Index

	December 31, 2014					
	Duration of Unrealized Loss					
	Less Than 12 Months		12 Months or Longer		Total	
(In thousands)	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses	Approximate Fair Value	Unrealized Losses
U.S. government sponsored entities	\$19,119	\$ (20 )	\$ 2,963	\$ (29 )	\$22,082	\$ (49 )
Mortgage-backed securities-residential	65,368	(191 )	20,428	(220 )	85,796	(411 )
Small business administration pool securities	7,944	(71 )	—	—	7,944	(71 )
State and political subdivisions	505	(1 )	—	—	505	(1 )
Single-issuer trust Preferred security	—	—	2,400	(599 )	2,400	(599 )
CRA investment fund	—	—	2,955	(45 )	2,955	(45 )
Total	\$92,936	\$ (283 )	\$ 28,746	\$ (893 )	\$121,682	\$ (1,176 )

Management believes that the unrealized losses on investment securities available for sale are temporary and are due to interest rate fluctuations and/or volatile market conditions rather than the creditworthiness of the issuers. As of September 30, 2015, the Company does not intend to sell these securities nor is it likely that it will be required to sell the securities before their anticipated recovery; therefore, none of the securities in unrealized loss position were determined to be other-than-temporarily impaired.

At September 30, 2015, the unrealized loss on the single-issuer trust preferred security of \$224 thousand was related to a debt security issued by a large bank holding company that has experienced declines in all its securities due to the turmoil in the financial markets and a merger. The security was downgraded to below investment grade by Moody's and is currently rated Ba1. Management monitors the performance of the issuer on a quarterly basis to determine if there are any credit events that could result in deferral or default of the security. Management believes the depressed valuation is a result of the nature of the security, a trust preferred bond, and the bond's very low yield. As Management does not intend to sell this security nor is it likely that it will be required to sell the security before its anticipated recovery, the security is not considered other-than-temporarily impaired at September 30, 2015.

**3. LOANS**

Loans outstanding, by general ledger classification, as of September 30, 2015 and December 31, 2014, consisted of the following:



Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

(In thousands)	September 30, 2015	% of Totals Loans	December 31, 2014	% of Total Loans
Residential mortgage	\$ 469,865	16.45 %	\$ 466,760	20.74 %
Multifamily mortgage	1,444,334	50.59	1,080,256	48.00
Commercial mortgage	399,592	14.00	308,491	13.71
Commercial loans	456,611	15.99	308,743	13.72
Construction loans	1,409	0.05	5,998	0.27
Home equity lines of credit	50,370	1.76	50,141	2.23
Consumer loans, including fixed rate home equity loans	32,563	1.14	28,040	1.25
Other loans	483	0.02	1,838	0.08
Total loans	\$ 2,855,227	100.00 %	\$ 2,250,267	100.00 %

Index

In determining an appropriate amount for the allowance, the Bank segments and evaluates the loan portfolio based on federal call report codes. The following portfolio classes have been identified as of September 30, 2015 and December 31, 2014:

(In thousands)	September 30, 2015	% of Totals Loans	December 31, 2014	% of Total Loans
Primary residential mortgage	\$ 481,788	16.88 %	\$ 480,149	21.37 %
Home equity lines of credit	50,528	1.77	50,302	2.24
Junior lien loan on residence	11,320	0.40	11,808	0.52
Multifamily property	1,444,334	50.62	1,080,256	48.07
Owner-occupied commercial real estate	149,470	5.24	105,446	4.69
Investment commercial real estate	559,386	19.61	405,771	18.06
Commercial and industrial	122,758	4.30	81,362	3.62
Secured by farmland/agricultural production	182	0.01	364	0.02
Commercial construction loans	150	0.01	4,715	0.21
Consumer and other loans	33,235	1.16	27,084	1.20
Total loans	\$ 2,853,151	100.00 %	\$ 2,247,257	100.00 %
Net deferred fees	2,076		3,010	
Total loans including net deferred costs	\$ 2,855,227		\$ 2,250,267	

The following tables present the loan balances by portfolio class, based on impairment method, and the corresponding balances in the allowance for loan losses (ALLL) as of September 30, 2015 and December 31, 2014:

(In thousands)	September 30, 2015					
	Total Loans	Ending ALLL	Total Loans	Ending ALLL	Total Loans	Ending ALLL
	Individually Evaluated For Impairment	Individually Evaluated for Impairment	Collectively Evaluated For Impairment	Collectively Evaluated for Impairment	Total Loans	Total Ending ALLL
Primary residential mortgage	\$ 8,670	\$ 256	\$ 473,118	\$ 2,178	\$ 481,788	\$ 2,434
Home equity lines of credit	299	44	50,229	113	50,528	157
Junior lien loan on residence	194	—	11,126	71	11,320	71
Multifamily						

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

property	—	—	1,444,334	9,167	1,444,334	9,167
Owner-occupied commercial real estate	1,301	—	148,169	2,643	149,470	2,643
Investment commercial real estate	11,519	63	547,867	8,109	559,386	8,172
Commercial and industrial	241	142	122,517	1,485	122,758	1,627
Secured by farmland and agricultural production	—	—	182	2	182	2
Commercial construction	—	—	150	2	150	2
Consumer and other	—	—	33,235	99	33,235	99
Total ALLL	\$ 22,224	\$ 505	\$ 2,830,927	\$ 23,869	\$ 2,853,151	\$ 24,374

Index

	December 31, 2014		Total Loans Individually Evaluated For Impairment	Ending ALLL Attributable To Loans Collectively Evaluated for Impairment	Total Loans	Total Ending ALLL
	Total Loans Individually Evaluated For Impairment	Ending ALLL Attributable To Loans Collectively Evaluated for Impairment				
(In thousands)						
Primary residential mortgage	\$6,500	\$ 317	\$473,649	\$ 2,606	\$480,149	\$2,923
Home equity lines of credit	210	—	50,092	156	50,302	156
Junior lien loan on residence	164	—	11,644	109	11,808	109
Multifamily Property	—	—	1,080,256	8,983	1,080,256	8,983
Owner-occupied Commercial real estate	1,674	—	103,772	1,547	105,446	1,547
Investment commercial real estate	11,653	489	394,118	4,262	405,771	4,751
Commercial and Industrial	248	149	81,114	731	81,362	880
Secured by farmland and agricultural production production	—	—	364	4	364	4
Commercial construction	—	—	4,715	31	4,715	31
Consumer and Other	2	2	27,082	94	27,084	96
Total ALLL	\$20,451	\$ 957	\$2,226,806	\$ 18,523	\$2,247,257	\$19,480

Impaired loans include nonaccrual loans of \$7.6 million at September 30, 2015 and \$6.9 million at December 31, 2014. Impaired loans also include performing TDR loans of \$14.6 million at September 30, 2015 and \$13.6 million at December 31, 2014. At September 30, 2015, the allowance allocated to TDR loans totaled \$498 thousand of which \$222 thousand was allocated to nonaccrual loans. At December 31, 2014, the allowance allocated to TDR loans totaled \$892 thousand of which \$204 thousand was allocated to nonaccrual loans. All accruing TDR loans were paying in accordance with restructured terms as of September 30, 2015. The Company has not committed to lend additional amounts as of September 30, 2015 to customers with outstanding loans that are classified as loan restructurings.

The following tables present loans individually evaluated for impairment by class of loans as of September 30, 2015 and December 31, 2014 (The average impaired loans on the following tables represent year to date impaired loans.):

(In thousands)	September 30, 2015			Average Impaired Loans
	Unpaid Principal Balance	Recorded Investment	Specific Reserves	
With no related allowance recorded:				
Primary residential mortgage	\$8,073	\$ 6,908	\$ —	\$5,250
Owner-occupied commercial real estate	1,478	1,301	—	1,407
Investment commercial real estate	10,258	10,262	—	10,356
Commercial and industrial	99	99	—	132
Home equity lines of credit	204	201	—	197
Junior lien loan on residence	329	194	—	156
Consumer and other	—	—	—	1
Total loans with no related allowance	\$20,441	\$ 18,965	\$ —	\$ 17,499
With related allowance recorded:				
Primary residential mortgage	\$1,806	\$ 1,762	\$ 256	\$ 1,568
Investment commercial real estate	1,273	1,257	63	1,270
Commercial and industrial	179	142	142	146
Home equity lines of credit	98	98	44	1
Total loans with related allowance	\$3,356	\$ 3,259	\$ 505	\$ 2,985
Total loans individually evaluated for impairment	\$23,797	\$ 22,224	\$ 505	\$ 20,484

Index

(In thousands)	December 31, 2014			
	Unpaid Principal Balance	Recorded Investment	Specific Reserves	Average Impaired Loans
With no related allowance recorded:				
Primary residential mortgage	\$5,264	\$ 4,635	\$ —	\$ 3,543
Owner-occupied commercial real estate	1,809	1,674	—	2,626
Investment commercial real estate	5,423	5,423	—	5,512
Commercial and industrial	99	99	—	155
Home equity lines of credit	210	210	—	111
Junior lien loan on residence	293	164	—	224
Consumer and other	—	—	—	14
Total loans with no related allowance	\$ 13,098	\$ 12,205	\$ —	\$ 12,185
With related allowance recorded:				
Primary residential mortgage	\$2,138	\$ 1,865	\$ 317	\$ 1,361
Investment commercial real estate	6,230	6,230	489	5,927
Commercial and industrial	179	149	149	249
Consumer and other	2	2	2	—
Total loans with related allowance	\$8,549	\$ 8,246	\$ 957	\$ 7,537
Total loans individually evaluated for impairment	\$21,647	\$ 20,451	\$ 957	\$ 19,722

Interest income recognized on impaired loans for the three and nine months ended September 30, 2015 and 2014, was not material. The Company did not recognize any income on nonaccruing impaired loans for the three and nine months ended September 30, 2015 and 2014.

Loans held for sale, at lower of cost or fair value at September 30, 2015, represents loan participations that the Company has the intent to sell. The Company expects sale price to approximate recorded investment.

The following tables present the recorded investment in nonaccrual and loans past due over 90 days still on accrual by class of loans as of September 30, 2015 and December 31, 2014:

(In thousands)	September 30, 2015	
	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
Primary residential mortgage	\$ 5,232	\$ —
Home equity lines of credit	299	—
Junior lien loan on residence	134	—
Owner-occupied commercial real estate	1,301	—
Investment commercial real estate	408	—
Commercial and industrial	241	—
Total	\$ 7,615	\$ —

Index

	December 31, 2014	
	Nonaccrual	Loans Past Due Over 90 Days And Still Accruing Interest
(In thousands)		
Primary residential mortgage	\$ 4,128	\$ —
Home equity lines of credit	210	—
Junior lien loan on residence	164	—
Owner-occupied commercial real estate	1,674	—
Investment commercial real estate	424	—
Commercial and industrial	248	—
Consumer and other	2	—
Total	\$ 6,850	\$ —

The following tables present the aging of the recorded investment in past due loans as of September 30, 2015 and December 31, 2014 by class of loans, excluding nonaccrual loans:

	September 30, 2015			
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due
(In thousands)				
Primary residential mortgage	\$1,041	\$ 196	\$ —	\$ 1,237
Home equity lines of credit	274	—	—	274
Owner-occupied commercial real estate	226	—	—	226
Investment commercial real estate	690	—	—	690
Commercial and industrial	227	94	—	321
Total	\$2,458	\$ 290	\$ —	\$ 2,748

	December 31, 2014			
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due
(In thousands)				
Primary residential mortgage	\$1,102	\$ 403	\$ —	\$ 1,505
Home equity lines of credit	99	—	—	99
Owner-occupied commercial real estate	150	—	—	150
Investment commercial real estate	1	—	—	1
Total	\$1,352	\$ 403	\$ —	\$ 1,755

**Credit Quality Indicators:**

The Company places all commercial loans into various credit risk rating categories based on an assessment of the expected ability of the borrowers to properly service their debt. The assessment considers numerous factors including, but not limited to, current financial information on the borrower, historical payment experience, strength of any guarantor, nature of and value of any collateral, acceptability of the loan structure and documentation, relevant public information and current economic trends. This credit risk rating analysis is performed when the loan is initially underwritten. The credit risk rating is re-evaluated annually by the Credit Administration and/or Credit Underwriting department for all loans \$500,000 and over. Loans between \$250,000 and \$500,000 are evaluated annually, on a limited review basis, by either the Credit Department or a designated portfolio manager with the Chief Credit Officer or the Chief Credit Administration Officer. The Company contracts with an independent loan review firm to perform an annual review of the loan portfolio. The scope of the engagement must include coverage on an annual basis of at least 70% by dollar amount outstanding of the commercial loan portfolio. The review also includes recent new loans with balances or commitments of \$500,000 or greater that were booked subsequent to the prior audit, and all criticized and classified loans on a periodic basis. The Corporation uses the following definitions for risk ratings:



Index

**Special Mention:** Loans subject to special mention have a potential weakness that deserves Management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loans or of the institution's credit position at some future date.

**Substandard:** Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

**Doubtful:** Loans classified as doubtful have all the weakness inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass-rated loans. As of September 30, 2015, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In thousands)	Pass	Special Mention	Substandard	Doubtful
Primary residential mortgage	\$471,377	\$1,342	\$ 9,069	\$ —
Home equity lines of credit	50,229	—	299	—
Junior lien loan on residence	11,126	—	194	—
Multifamily property	1,435,360	7,759	1,215	—
Owner-occupied commercial real estate	143,519	938	5,013	—
Investment commercial real estate	523,950	9,482	25,954	—
Commercial and industrial	116,560	5,957	241	—
Farmland	182	—	—	—
Commercial construction	—	150	—	—
Consumer and other loans	33,235	—	—	—
Total	\$2,785,538	\$25,628	\$ 41,985	\$ —

As of December 31, 2014, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(In thousands)	Pass	Special Mention	Substandard	Doubtful
Primary residential mortgage	\$471,219	\$1,366	\$ 7,564	\$ —
Home equity lines of credit	50,092	—	210	—
Junior lien loan on residence	11,644	—	164	—
Multifamily property	1,078,944	490	822	—
Owner-occupied commercial real estate	99,432	473	5,541	—
Investment commercial real estate	372,865	11,648	21,258	—
Commercial and industrial	81,093	21	248	—
Farmland	189	—	—	—
Agricultural production	175	—	—	—
Commercial construction	4,565	150	—	—
Consumer and other loans	27,082	—	2	—
Total	\$2,197,300	\$14,148	\$ 35,809	\$ —



Index

At September 30, 2015, \$22.2 million of substandard and special mention loans were also considered impaired compared to December 31, 2014, when \$20.5 million were also impaired.

The activity in the allowance for loan losses for the three months ended September 30, 2015 is summarized below:

	July 1, 2015			September 30, 2015	
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,409	\$ (218 )	\$ 4	\$ 239	\$ 2,434
Home equity lines of credit	113	—	—	44	157
Junior lien loan on residence	73	—	10	(12 )	71
Multifamily property	8,623	—	—	544	9,167
Owner-occupied commercial real estate	2,286	—	—	357	2,643
Investment commercial real estate	7,779	(16 )	4	405	8,172
Commercial and industrial	1,589	—	22	16	1,627
Secured by farmland and agricultural production	2	—	—	—	2
Commercial construction	2	—	—	—	2
Consumer and other loans	93	(1 )	—	7	99
Total ALLL	\$ 22,969	\$ (235 )	\$ 40	\$ 1,600	\$ 24,374

The activity in the allowance for loan losses for the nine months ended September 30, 2015 is summarized below:

	January 1, 2015			September 30, 2015	
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,923	\$ (329 )	\$ 74	\$ (234 )	\$ 2,434
Home equity lines of credit	156	(110 )	1	110	157
Junior lien loan on residence	109	—	48	(86 )	71
Multifamily property	8,983	—	—	184	9,167
Owner-occupied commercial real estate	1,547	—	11	1,085	2,643
Investment commercial real estate	4,751	(16 )	14	3,423	8,172
Commercial and industrial	880	(7 )	68	686	1,627
Secured by farmland and agricultural production	4	—	—	(2 )	2
Commercial construction	31	—	—	(29 )	2
Consumer and other loans	96	(22 )	12	13	99
Total ALLL	\$ 19,480	\$ (484 )	\$ 228	\$ 5,150	\$ 24,374

The activity in the allowance for loan losses for the three months ended September 30, 2014 is summarized below:

	July 1, 2014			September 30, 2014	
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 3,002	\$ (105 )	\$ —	\$ 24	\$ 2,921
Home equity lines of credit	176	24	—	(53 )	147

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Junior lien loan on residence	148	—	30	(56 )	122
Multifamily property	6,288	—	—	1,152	7,440
Owner-occupied commercial real estate	1,839	(25 )	—	65	1,879
Investment commercial real estate	4,597	—	4	(64 )	4,537
Agricultural production loans	2	—	—	(2 )	—
Commercial and industrial	1,041	—	21	76	1,138
Secured by farmland	2	—	—	—	2
Commercial construction	33	—	—	(1 )	32
Consumer and other loans	76	(5 )	1	9	81
Total ALLL	\$ 17,204	\$ (111 )	\$ 56	\$ 1,150	\$ 18,299

Index

The activity in the allowance for loan losses for the nine months ended September 30, 2014 is summarized below:

	January 1, 2014			September 30, 2014	
	Beginning			Provision	Ending
(In thousands)	ALLL	Charge-offs	Recoveries	(Credit)	ALLL
Primary residential mortgage	\$ 2,361	\$ (150 )	\$ —	\$ 710	\$ 2,921
Home equity lines of credit	181	—	—	(34 )	147
Junior lien loan on residence	156	(1 )	74	(107 )	122
Multifamily property	4,003	—	—	3,437	7,440
Owner-occupied commercial real estate	2,563	(670 )	80	(94 )	1,879
Investment commercial real estate	5,083	—	12	(558 )	4,537
Commercial and industrial	825	(97 )	54	356	1,138
Secured by farmland	3	—	—	(1 )	2
Commercial construction	120	—	—	(88 )	32
Consumer and other loans	78	(7 )	6	4	81
Total ALLL	\$ 15,373	\$ (925 )	\$ 226	\$ 3,625	\$ 18,299

**Troubled Debt Restructurings:**

The Company has allocated \$498 thousand and \$892 thousand of specific reserves on TDRs to customers whose loan terms have been modified in TDRs as of September 30, 2015 and December 31, 2014, respectively. There were no unfunded commitments to lend additional amounts to customers with outstanding loans that are classified as TDRs.

During the three and nine month period ended September 30, 2015, the terms of certain loans were modified as TDRs. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; a deferral of scheduled payments with an extension of the maturity date; or some other modification or extension which would not be readily available in the market.

The following table presents loans by class modified as TDRs that occurred during the three month period ended September 30, 2015:

		Pre-Modification	Post-Modification
		Outstanding	Outstanding
(Dollars in thousands)	Number of	Recorded	Recorded
	Contracts	Investment	Investment
Primary residential mortgage	5	\$ 1,645	\$ 1,645
Home equity line of credit	1	98	98
Junior lien loan on residence	1	60	60
Total	7	\$ 1,803	\$ 1,803

The following table presents loans by class modified as TDRs that occurred during the nine month period ended September 30, 2015:

(Dollars in thousands)	Number of	Pre-Modification	Post-Modification
	Contracts	Outstanding	Outstanding
		Recorded	Recorded
		Investment	Investment
Primary residential mortgage	7	\$ 1,870	\$ 1,870
Home equity line of credit	1	98	98
Junior lien loan on residence	1	60	60
Owner-occupied commercial real estate	1	767	767
Total	10	\$ 2,795	\$ 2,795

Index

The identification of the troubled debt restructurings did not have a significant impact on the allowance for loan losses.

The following table presents loans by class modified as TDRs that occurred during the three month period ended September 30, 2014:

(Dollars in thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Primary residential mortgage	3	\$ 772	\$ 772
Total	3	\$ 772	\$ 772

The following table presents loans by class modified as TDRs that occurred during the nine month period ended September 30, 2014:

(Dollars in thousands)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Primary residential mortgage	5	\$ 1,374	\$ 1,374
Investment commercial real estate	2	2,787	2,787
Total	7	\$ 4,161	\$ 4,161

The following table presents loans by class modified as TDRs for which there was a payment default, within twelve months of modification, during the three month period ended September 30, 2015:

(Dollars in thousands)	Number of Contracts	Recorded Investment
Primary residential mortgage	1	\$ 133
Total	1	\$ 133

The following table presents loans by class modified as TDRs for which there was a payment default, within twelve months of modification, during the nine month period ended September 30, 2015:

Number of Recorded

(Dollars in thousands)	Contracts	Investment
Primary residential mortgage	2	\$ 530
Total	2	\$ 530

There were no loans that were modified as TDRs for which there was a payment default, within twelve months of modification, during the three months ended September 30, 2014.

The following table presents loans by class modified as TDRs for which there was a payment default, within twelve months of modification, during the nine month period ended September 30, 2014:

(Dollars in thousands)	Number of Contracts	Recorded Investment
Primary residential mortgage	1	\$ 54
Total	1	\$ 54

The above loan defaults did not have a material impact on the allowance for loan losses for the periods ended as of September 30, 2015 and 2014.



Index

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company's internal underwriting policy. At the time a loan is restructured, the Bank performs a full re-underwriting analysis, which includes, at a minimum, obtaining current financial statements and tax returns, copies of all leases, if applicable, and an updated independent appraisal of any property. A loan will continue to accrue interest if it can be reasonably determined that the borrower should be able to perform under the modified terms, that the loan has not been chronically delinquent (both to debt service and real estate taxes) or in nonaccrual status since its inception, and that there have been no charge-offs on the loan. Restructured loans with previous charge-offs would not accrue interest at the time of the TDR. At a minimum, six months of contractual payments would need to be made on a restructured loan before returning a loan to accrual status.

**4. DEPOSITS**

Certificates of deposit, excluding brokered deposits, over \$250,000 totaled \$106.1 million and \$17.3 million at September 30, 2015 and 2014, respectively.

The following table sets forth the details of total deposits as of September 30, 2015 and December 31, 2014:

	September 30, 2015		December 31, 2014	
(In thousands)	\$	%	\$	%
Noninterest-bearing demand deposits	\$399,200	13.83	% \$366,371	15.94
Interest-bearing checking	829,970	28.74	600,889	26.14
Savings	117,665	4.07	112,878	4.91
Money market	792,685	27.45	700,069	30.45
Certificates of deposit	411,335	14.25	198,819	8.65
	2,550,855	88.34	1,979,026	86.09
Interest-bearing demand - Brokered	243,000	8.42	188,000	8.18
Certificates of deposit - Brokered	93,690	3.24	131,667	5.73
Total deposits	\$2,887,545	100.00%	\$2,298,693	100.00%

The scheduled maturities of certificates of deposit, including brokered deposits, as of September 30, 2015 are as follows:

(In thousands)	
2015	\$31,037
2016	64,357
2017	87,836
2018	164,704
2019	63,072
Over 5 Years	94,019
Total	\$505,025

## **5. FEDERAL HOME LOAN BANK ADVANCES AND OTHER BORROWINGS**

Advances from the Federal Home Loan Bank of New York (“FHLB”) totaled \$83.7 million at September 30, 2015 and December 31, 2014, with a weighted average interest rate of 1.78 percent.

At September 30, 2015, advances totaling \$71.7 million with a weighted average rate of 1.57 percent have fixed maturity dates. The fixed rate advances are secured by blanket pledges of certain 1-4 family residential mortgages totaling \$398.3 million and multifamily mortgages totaling \$1.16 billion at September 30, 2015.

Index

Also at September 30, 2015, the Corporation had \$12.0 million in variable rate advances, with a weighted average interest rate of 3.01 percent, that are noncallable for two or three years and then callable quarterly with final maturities of ten years from the original date of the advance. All of these advances are beyond their initial noncallable periods. These advances are secured by pledges of investment securities totaling \$13.9 million at September 30, 2015.

The final maturity dates of the FHLB advances are scheduled as follows:

(In thousands)

2015	\$—
2016	21,897
2017	23,897
2018	34,898
2019	3,000
Over 5 years	—
Total	\$83,692

At September 30, 2015, there were no overnight borrowings with the Federal Home Loan Bank. At December 31, 2014 there were \$54.6 million of overnight borrowings with the Federal Home Loan Bank.

**6. BUSINESS SEGMENTS**

The Corporation assesses its results among two operating segments, Banking and Peapack-Gladstone Bank's Private Wealth Management Division. Management uses certain methodologies to allocate income and expense to the business segments. A funds transfer pricing methodology is used to assign interest income and interest expense. Certain indirect expenses are allocated to segments. These include support unit expenses such as technology and operations and other support functions. Taxes are allocated to each segment based on the effective rate for the period shown.

Banking

The Banking segment includes lending and depository products and services, as well as various electronic banking services.

Private Wealth Management Division

Peapack-Gladstone Bank's Private Wealth Management Division includes asset management services provided for individuals and institutions; personal trust services, including services as executor, trustee, administrator, custodian and guardian; corporate trust services including services as trustee for pension and profit sharing plans; and other financial planning and advisory services.

Index

The following tables present the statements of income and total assets for the Corporation's reportable segments for the three and nine months ended September 30, 2015 and 2014.

(In thousands)	Three Months Ended September 30, 2015		
	Banking	Wealth Management	
		Division	Total
Net interest income	\$ 20,697	\$ 1,009	\$ 21,706
Noninterest income	1,399	4,211	5,610
Total income	22,096	5,220	27,316
Provision for loan losses	1,600	—	1,600
Salaries and benefits	7,935	2,387	10,322
Premises and equipment expense	2,549	236	2,785
Other noninterest expense	2,699	1,093	3,792
Total noninterest expense	14,783	3,716	18,499
Income before income tax expense	7,313	1,504	8,817
Income tax expense	2,849	585	3,434
Net income	\$ 4,464	\$ 919	\$ 5,383

(In thousands)	Three Months Ended September 30, 2014		
	Banking	Wealth Management	
		Division	Total
Net interest income	\$ 16,207	\$ 841	\$ 17,048
Noninterest income	1,324	3,728	5,052
Total income	17,531	4,569	22,100
Provision for loan losses	1,150	—	1,150
Salaries and benefits	7,334	1,782	9,116
Premises and equipment expense	2,367	197	2,564
Other noninterest expense	2,102	911	3,013
Total noninterest expense	12,953	2,890	15,843
Income before income tax expense	4,578	1,679	6,257
Income tax expense	1,730	663	2,393
Net income	\$ 2,848	\$ 1,016	\$ 3,864

(In thousands)	Nine Months Ended September 30, 2015		
	Banking	Wealth Management	
		Division	Total
Net interest income	\$ 58,618	\$ 3,015	\$ 61,633
Noninterest income	5,072	12,919	17,991
Total income	63,690	15,934	79,624

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Provision for loan losses	5,150	—	5,150
Salaries and benefits	23,305	6,314	29,619
Premises and equipment expense	7,483	696	8,179
Other noninterest expense	7,654	3,481	11,135
Total noninterest expense	43,592	10,491	54,083
Income before income tax expense	20,098	5,443	25,541
Income tax expense	7,794	2,118	9,912
Net income	\$ 12,304	\$ 3,325	\$ 15,629
Total assets for period end	\$ 3,233,455	\$ 35,508	\$ 3,268,963

28

Index

(In thousands)	Nine Months Ended September 30, 2014		
	Banking	Wealth Management Division	Total
Net interest income	\$ 46,733	\$ 2,809	\$ 49,542
Noninterest income	3,921	11,599	15,520
Total income	50,654	14,408	65,062
Provision for loan losses	3,625	—	3,625
Salaries and benefits	21,490	5,563	27,053
Premises and equipment expense	6,802	534	7,336
Other noninterest expense	6,339	3,234	9,573
Total noninterest expense	38,256	9,331	47,587
Income before income tax expense	12,398	5,077	17,475
Income tax expense	4,822	1,975	6,797
Net income	\$ 7,576	\$ 3,102	\$ 10,678
Total assets for period end	\$ 2,487,076	\$ 27,445	\$ 2,514,521

**7. FAIR VALUE**

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

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing as asset or liability.

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

**Investment Securities:** The fair values for investment securities are determined by quoted market prices (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Loans Held for Sale, at Fair Value: The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors (Level 2).

Derivatives: The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2). Our derivatives are traded in an over-the-counter market where quoted market prices are not always available. Therefore, the fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services.

Index

Impaired Loans: The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Other Real Estate Owned: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned (OREO) are measured at fair value, less costs to sell. Fair values are based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent impaired loans and other real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by Management. Once received, a member of the Credit Department reviews the assumptions and approaches utilized in the appraisal, as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. Appraisals on collateral dependent impaired loans and other real estate owned (consistent for all loan types) are obtained on an annual basis, unless a significant change in the market or other factors warrants a more frequent appraisal. On an annual basis, Management compares the actual selling price of any collateral that has been sold to the most recent appraised value to determine what additional adjustment should be made to the appraisal value to arrive at fair value for other properties. The most recent analysis performed indicated that a discount up to 15 percent should be applied to appraisals on properties. The discount is determined based on the nature of the underlying properties, aging of appraisal and other factors. For each collateral-dependent impaired loan we consider other factors, such as certain indices or other market information, as well as property specific circumstances to determine if an adjustment to the appraised value is needed. In situations where there is evidence of change in value, the Bank will determine if there is need for an adjustment to the specific reserve on the collateral dependent impaired loans. When the Bank applies an interim adjustment, it generally shows the adjustment as an incremental specific reserve against the loan until it has received the full updated appraisal. As of September 30, 2015, all collateral-dependent impaired loans and other real estate owned valuations were supported by an appraisal less than 12 months old.



Index

The following table summarizes, for the periods indicated, assets measured at fair value on a recurring basis, including financial assets for which the Corporation has elected the fair value option:

**Assets Measured on a Recurring Basis**

(In thousands)	September 30, 2015	Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Available for sale:				
U.S. government-sponsored entities	\$4,846	\$—	\$4,846	\$ —
Mortgage-backed securities-residential	172,781	—	172,781	—
SBA pool securities	7,643	—	7,643	—
State and political subdivisions	29,913	—	29,913	—
Single-Issuer Trust Preferred	2,775	—	2,775	—
CRA investment fund	2,972	2,972	—	—
Loans held for sale, at fair value	501	—	501	—
<b>Derivatives:</b>				
Loan level swaps	1,324	—	1,324	—
Total	\$222,755	\$2,972	\$219,783	\$ —
<b>Liabilities:</b>				
<b>Derivatives:</b>				
Cash flow hedges	\$(3,379)	\$—	\$(3,379)	\$ —
Loan level swaps	(1,324)	—	(1,324)	—
Total	\$(4,703)	\$—	\$(4,703)	\$ —

Fair Value Measurements Using  
Quoted  
Prices in  
Active

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

(In thousands)	December 31, 31, 2014	Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Available for sale:				
U.S. government-sponsored entities	\$ 35,670	\$ —	\$ 35,670	\$ —
Mortgage-backed securities- residential	242,289	—	242,289	—
SBA pool securities	7,944	—	7,944	—
State and political subdivisions	41,394	—	41,394	—
Single-Issuer Trust Preferred	2,400	—	2,400	—
CRA investment fund	2,955	2,955	—	—
Loans held for sale, at fair value	839	—	839	—
Total	\$ 333,491	\$ 2,955	\$ 330,536	\$ —
<b>Liabilities:</b>				
Derivatives	\$ (169	) \$ —	\$ (169	) \$ —

Index

The Corporation has elected the fair value option for certain loans held for sale. These loans are intended for sale and the Corporation believes that the fair value is the best indicator of the resolution of these loans. Interest income is recorded based on the contractual terms of the loan and in accordance with the Corporation's policy on loans held for investment. None of these loans are 90 days or more past due nor on nonaccrual as of September 30, 2015 and December 31, 2014.

The following tables present residential loans held for sale, at fair value for the periods indicated:

(In thousands)	September 30, 2015	December 31, 2014
Residential loans contractual balance	\$ 492	\$ 826
Fair value adjustment	9	13
Total fair value of residential loans held for sale	\$ 501	\$ 839

There were no transfers between Level 1 and Level 2 during the nine months ended September 30, 2015.

The following table summarizes, for the periods indicated, assets measured at fair value on a non-recurring basis:

**Assets Measured on a Non-Recurring Basis**

(In thousands)	September 30, 2015	Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant observable Unobservable Inputs (Level 3)
Assets:				
Impaired loans:				
Primary residential mortgage	\$ 82	\$ —	\$ —	\$ 82
Home equity line of credit	54	—	—	54
OREO	330	—	—	330
	December 31, 2014			
(In thousands)				
Assets:				
Impaired loans:				
Primary residential mortgage	\$ 543	\$ —	\$ —	\$ 543
OREO	580	—	—	580

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans had a recorded investment of \$187 thousand, with a valuation allowance, of \$51 thousand at September 30, 2015 and \$648 thousand, with a valuation allowance of \$105 thousand, at December 31, 2014. Provision for loan losses made for these loans was not material.

At both September 30, 2015 and December 31, 2014, OREO at fair value represents one commercial property. The Company recorded a valuation allowance of \$250 thousand during the nine months ended September 30, 2015 and recorded a valuation allowance of \$400 thousand during the same period in 2014.

Index

The carrying amounts and estimated fair values of financial instruments at September 30, 2015 are as follows:

(In thousands)	Carrying Amount	Fair Value Measurements at September 30, 2015 using			
		Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Cash and cash equivalents	\$76,198	\$76,198	\$—	\$—	\$76,198
Securities available for sale	220,930	2,972	217,958	—	220,930
FHLB and FRB stock	11,737	—	—	—	N/A
Loans held for sale, at fair value	501	—	501	—	501
<b>Loans held for sale, at lower of cost or fair value</b>					
Loans, net of allowance for loan losses	2,830,853	—	—	2,815,489	2,815,489
Accrued interest receivable	6,839	—	629	6,210	6,839
Loan level swap derivatives	1,324	—	1,324	—	1,324
<b>Financial liabilities</b>					
Deposits	\$2,887,545	\$2,382,520	\$507,399	\$—	\$2,889,919
Overnight borrowings	—	—	—	—	—
Federal home loan bank advances	83,692	—	85,105	—	85,105
Accrued interest payable	876	106	770	—	876
Cash flow hedge derivatives	3,379	—	3,379	—	3,379
Loan level swap derivatives	1,324	—	1,324	—	1,324

The carrying amounts and estimated fair values of financial instruments at December 31, 2014 are as follows:

(In thousands)	Carrying Amount	Fair Value Measurements at December 31, 2014 using			
		Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Cash and cash equivalents	\$31,207	\$30,707	\$500	\$—	\$31,207
Securities available for sale	332,652	2,955	329,697	—	332,652
FHLB and FRB stock	11,593	—	—	—	N/A
Loans held for sale, at fair value	839	—	839	—	839
Loans, net of allowance for loan losses	2,230,787	—	—	2,213,604	2,213,604
Accrued interest receivable	5,371	—	924	4,447	5,371
<b>Financial liabilities</b>					
Deposits	\$2,298,693	\$1,968,207	\$329,579	\$—	\$2,297,786
Overnight borrowings	54,600	—	54,600	—	54,600
Federal home loan bank advances	83,692	—	84,677	—	84,677
Financial liabilities derivatives	—	—	—	—	—
Accrued interest payable	496	103	393	—	496
Derivatives	169	—	169	—	169

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

Cash and cash equivalents: The carrying amounts of cash and short-term instruments approximate fair values and are classified as either Level 1 or Level 2.

FHLB and FRB stock: It is not practicable to determine the fair value of FHLB or FRB stock due to restrictions placed on its transferability.

Loans: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Index

Deposits: The fair values disclosed for demand deposits (e.g., interest and noninterest checking, savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date, (i.e., the carrying amount) resulting in a Level 1 classification. The carrying amounts of certificates of deposit approximate the fair values at the reporting date resulting in Level 2 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Overnight borrowings: The carrying amounts of overnight borrowings, generally maturing within ninety (90) days, approximate their fair values resulting in a Level 2 classification.

Federal Home Loan Bank advances: The fair values of the Corporation's long-term borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Accrued interest receivable/payable: The carrying amounts of accrued interest approximate fair value resulting in a Level 2 or Level 3 classification.

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

**8. OTHER OPERATING EXPENSES**

The following table presents the major components of other operating expenses for the periods indicated:

(In thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
FDIC assessment	\$ 416	\$ 350	\$ 1,329	\$ 928
Wealth management division				
other expense	469	404	1,602	1,404
Professional and legal fees	678	413	2,029	1,383
Loan expense	90	119	279	342
Provision for ORE losses	250	—	250	400
Other operating expenses	1,889	1,727	5,646	5,116

Total other operating expenses \$ 3,792 \$ 3,013 \$ 11,135 \$ 9,573



Index**9. ACCUMULATED OTHER COMPREHENSIVE (LOSS)/INCOME**

The following is a summary of the accumulated other comprehensive (loss)/income balances, net of tax, for the three months ended September 30, 2015 and 2014:

(In thousands)	Balance at July 1, 2015	Other Comprehensive Income/(Loss) Before Reclassifications	Amount Reclassified From Accumulated Other Comprehensive (Income)	Other Comprehensive Income/(Loss) Three Months Ended September 30, 2015	Balance at September 30, 2015
Net unrealized holding gain on securities available for sale, net of tax	\$ 1,116	\$ 466	\$ (50	) \$ 416	\$ 1,532
Losses on cash flow hedges	(313 )	(1,686 )	—	(1,686 )	(1,999 )
Accumulated other comprehensive income/(loss), net of tax	\$ 803	\$ (1,220 )	\$ (50	) \$ (1,270 )	\$ (467 )

(In thousands)	Balance at July 1, 2014	Other Comprehensive Income/(Loss) Before Reclassifications	Amount Reclassified From Accumulated Other Comprehensive (Income)	Other Comprehensive Income/(Loss) Three Months Ended September 30, 2014	Balance at September 30, 2014
Net unrealized holding gain on securities available for sale, net of tax	\$ 1,430	\$ (300 )	\$ (26	) \$ (326 )	\$ 1,104
Accumulated other comprehensive income, net of tax	\$ 1,430	\$ (300 )	\$ (26	) \$ (326 )	\$ 1,104

The following represents the reclassifications out of accumulated other comprehensive income for the three months ended September 30, 2015 and 2014:

(In thousands)	Three Months Ended September 30,		Affected Line Item in Income
	2015	2014	
Unrealized gains on securities available for sale:			
Realized net gain on securities sales	\$ 83	\$ 39	Securities gains, net

Income tax expense	(33 )	(13 )	Income tax expense
Total reclassifications, net of tax	\$ 50	\$ 26	

Index

The following is a summary of the accumulated other comprehensive income balances, net of tax, for the nine months ended September 30, 2015 and 2014:

(In thousands)	Balance at January 1, 2015	Other Comprehensive Income/(Loss) Before Reclassifications	Amount Reclassified From Other Comprehensive (Income)	Other Comprehensive Income/(Loss) Nine Months Ended September 30, 2015	Balance at September 30, 2015
Net unrealized holding gain on securities available for sale, net of tax	\$ 1,321	\$ 523	\$ (312	) \$ 211	\$ 1,532
Losses on cash flow hedges	(100 )	(1,899 )	—	(1,899 )	(1,999 )
Accumulated other comprehensive income, net of tax	\$ 1,221	\$ (1,376 )	\$ (312 )	\$ (1,688 )	\$ (467 )

(In thousands)	Balance at January 1, 2014	Other Comprehensive Income Before Reclassifications	Amount Reclassified From Other Comprehensive (Income)	Other Comprehensive Income Nine Months Ended September 30, 2014	Balance at September 30, 2014
Net unrealized holding gain on securities available for sale, net of tax	\$ 23	\$ 1,220	\$ (139	) \$ 1,081	\$ 1,104
Accumulated other comprehensive income, net of tax	\$ 23	\$ 1,220	\$ (139	) \$ 1,081	\$ 1,104

The following represents the reclassifications out of accumulated other comprehensive income for the nine months ended September 30, 2015 and 2014:

(In thousands)	Nine Months Ended September 30,		Affected Line Item in Income
	2015	2014	
Unrealized gains on securities available for sale:			
Realized net gain on securities sales	\$ 527	\$ 216	Securities gains, net
Income tax expense	(215 )	(77 )	Income tax expense
Total reclassifications, net of tax	\$ 312	\$ 139	

## 10. DERIVATIVES

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

Interest Rate Swaps Designated as Cash Flow Hedges: During the past three quarters, the Company entered into interest rate swaps. Interest rate swaps with a notional amount of \$180 million as of September 30, 2015 and \$25.0 million as of December 31, 2014, were designated as cash flow hedges of certain interest-bearing demand brokered deposits and were determined to be fully effective during the quarter ended September 30, 2015. As such, no amount of ineffectiveness has been included in net income. Therefore, the aggregate fair value of the swaps is recorded in other assets/liabilities with changes in fair value recorded in other comprehensive income. The amount included in accumulated other comprehensive income would be reclassified to current earnings should the hedges no longer be considered effective. The Company expects the hedges to remain fully effective during the remaining terms of the swaps.

Index

The following information about the interest rate swaps designated as cash flow hedges as of September 30, 2015 and December 31, 2014 is presented in the following table:

(In thousands)	September 30, 2015		December 31, 2014	
Notional amount	\$ 180,000		\$ 25,000	
Weighted average pay rate	1.64	%	1.81	%
Weighted average receive rate	0.28	%	0.21	%
Weighted average maturity	4.5	years	5.0	years
Unrealized loss	\$ (3,379	)	\$ (169	)
Number of contracts	9		1	

Interest expense recorded on these swap transactions totaled \$554 thousand and \$997 thousand for the three and nine months ended September 30, 2015, respectively, and is reported as a component of interest expense.

**Cash Flow Hedges**

The following table presents the net losses recorded in accumulated other comprehensive (loss)/income and the consolidated financial statements relating to the cash flow derivative instruments for the three months ended September 30, 2015 (after tax):

(In thousands)	Amount of Gain/(Loss) Recognized In OCI (Effective Portion)	Amount of Gain/(Loss) Reclassified From OCI to Interest Expense	Amount of Gain/(Loss) Recognized in Other Non-Interest Expense (Ineffective Portion)
Interest rate contracts	\$ (1,686	) \$ —	\$ —

The following table presents the net losses recorded in accumulated other comprehensive (loss)/income and the consolidated financial statements relating to the cash flow derivative instruments for the nine months ended September 30, 2015 (after tax):

(In thousands)	Amount of Gain/(Loss) Recognized In OCI (Effective Portion)	Amount of Gain/(Loss) Reclassified From OCI to Interest Expense	Amount of Gain/(Loss) Recognized in Other Non-Interest Expense (Ineffective Portion)
Interest rate contracts	\$ (1,899	) \$ —	\$ —

Index

The following tables reflect the cash flow hedges included in the financial statements as of September 30, 2015 and December 31, 2014:

(In thousands)	September 30, 2015	
	Notional	Fair
	Amount	Value
Interest rate swaps related to interest-bearing demand brokered deposits	\$ 180,000	\$(3,379 )
Total included in other assets	\$—	\$—
Total included in other liabilities	\$ 180,000	\$(3,379 )

(In thousands)	December 31, 2014	
	Notional	Fair
	Amount	Value
Interest rate swaps related to interest-bearing demand brokered deposits	\$ 25,000	\$(169 )
Total included in other assets	\$—	\$—
Total included in other liabilities	\$ 25,000	\$(169 )

Derivatives Not Designated as Accounting Hedges: Beginning in the quarter ended September 30, 2015, the Company offers Facility Specific/Loan Level Swaps to its customers and offsets its exposure from such contracts by entering into mirror image swaps with a financial institution / swap counterparty (Loan Level / Back to Back Swap Program). The customer accommodations and any offsetting swaps are treated as non-hedging derivative instruments which do not qualify for hedge account (“standalone derivatives”). The notional amount of the swaps does not represent amounts exchanged by the parties. The amount exchanged is determined by reference to the notional amount and the other terms of the individual contracts. The fair value of the swaps is recorded as both an asset and a liability, in other assets and other liabilities, respectively, in equal amounts for these transactions.

Information about these swaps is as follows:

(In thousands)	September 30, 2015	
Notional amount	\$ 27,290	
Fair value	\$ 1,324	
Weighted average pay rates	3.06	%
Weighted average receive rates	1.42	%
Weighted average maturity	16.0	years

**11. RECENT DEVELOPMENTS****ACQUISITION**

Effective May 1, 2015 the Company closed the previously announced acquisition of a wealth management company. The acquisition is consistent with the Company’s strategy to grow its wealth management business with a focus on high net worth clients. The purchase price included cash, common stock and common stock warrants. The warrants are exercisable and have a term of seven years. The Company is still in the process of evaluating the final purchase

accounting allocation. Any adjustment resulting from the evaluation is not expected to be material. In accordance with FASB ASC 805-10 (Subtopic 25-15), the Company has up to one year from date of acquisition to complete this assessment.

Index

**BRANCH CLOSURE**

In the third quarter of 2015, the Company announced the anticipated closing of two retail branch offices. The decision to close the branches was based on a comprehensive analysis including review of transaction volume; deposit source, mix and balances; deposit growth opportunities; market share; and profitability. The two branches located at 1038 Stelton Road in Piscataway (“Piscataway”) and at 54 Morris and Essex Turnpike on the Short Hills/Summit border (“Short Hills”) will be closed in December 2015. The Company plans on repositioning the Short Hills office as a non-branch financial services office.

**12. RECENT ACCOUNTING PRONOUNCEMENTS**

Accounting Standards Update (“ASU”) 2014-09, “*Revenue from Contracts with Customers (Topic 606)*.” ASU 2014-09 implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. In July 2015, FASB deferred the effective date of the ASU by one year which means ASU 2014-09 will be effective for the Company on January 1, 2018. The Company is currently evaluating the potential impact of ASU 2014-09 on its consolidated financial statements.

Item 2

**MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

**AND RESULTS OF OPERATIONS**

**GENERAL:** This Quarterly Report on Form 10-Q, both in the following discussion and analysis and elsewhere contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are not historical facts and include expressions about Management’s view of future interest income and net loans, Management’s confidence and strategies and Management’s expectations about new and existing programs and products, relationships, opportunities and market conditions. These statements may be identified by such forward-looking terminology as “expect”, “look”, “believe”, “anticipate”, “may”, “will”, or similar statements or variations of terms. Actual results may differ materially from such forward-looking statements. Factors that may cause actual



results to differ materially from those contemplated by such forward-looking statements include, among others, those risk factors identified in the Company's Form 10-K for the year ended December 31, 2014, in addition to/which include the following:

- inability to successfully grow our business in line with our strategic plan;
- inability to grow deposits to fund loan growth;
- inability to generate revenues to offset the increased personnel and other costs related to the strategic plan;
- inability to realize expected revenue synergies from the acquisition of a wealth management company in the amounts or the timeframe anticipated;
- inability to retain clients and employees of acquired wealth management company;
- inability to manage our growth;
- inability to successfully integrate our expanded employee base;

39

Index

- a further or unexpected decline in the economy, in particular in our New Jersey and New York market areas;
  - declines in value in our investment portfolio;
  - higher than expected increases in our allowance for loan losses;
  - higher than expected increases in loan losses or in the level of non-performing loans;
  - unexpected changes in interest rates;
  - a continued or unexpected decline in real estate values within our market areas;
- legislative and regulatory actions (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act, Basel III and related regulations) subject us to additional regulatory oversight which may result in increased compliance costs;
  - successful cyber-attacks against our IT infrastructure or that of our IT providers;
  - higher than expected FDIC premiums;
  - adverse weather conditions;
  - inability to successfully generate new business in new geographic areas;
  - inability to execute upon new business initiatives;
  - lack of liquidity to fund our various cash obligations;
  - reduction in our lower-cost funding sources;
  - our inability to adapt to technological changes;
- claims and litigation pertaining to fiduciary responsibility, environmental laws and other matters; and
  - other unexpected material adverse changes in our operations or earnings.

The Company assumes no responsibility to update such forward-looking statements in the future even if experience shows that the indicated results or events will not be realized. Although we believe that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance, or achievements.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES:** This Management’s Discussion and Analysis of Financial Condition and Results of Operations is based upon Peapack-Gladstone Financial Corporation’s (the “Company”) consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Note 1 to the Company’s Audited Consolidated Financial Statements for the year ended December 31, 2014, contains a summary of the Company’s significant accounting policies.

Management believes that the Company’s policy with respect to the methodology for the determination of the allowance for loan losses involves a higher degree of complexity and requires management to make difficult and subjective judgments, which often requires assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could materially impact results of operations. This critical policy and its application are periodically reviewed with the Audit Committee and the Board of Directors.

## Index

The provision for loan losses is based upon Management's evaluation of the adequacy of the allowance, including an assessment of probable incurred losses in the portfolio, giving consideration to the size and composition of the loan portfolio, actual loan loss experience, level of delinquencies, detailed analysis of individual loans for which full collectability may not be assured, the existence and estimated fair value of any underlying collateral and guarantees securing the loans, and current economic and market conditions.

Although Management uses the best information available, the level of the allowance for loan losses remains an estimate, which is subject to significant judgment and short-term change. Various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses. Such agencies may require the Company to make additional provisions for loan losses based upon information available to them at the time of their examination. Furthermore, the majority of the Company's loans are secured by real estate in the State of New Jersey and the New York metropolitan area. Accordingly, the collectability of a substantial portion of the carrying value of the Company's loan portfolio is susceptible to changes in local market conditions and may be adversely affected should real estate values continue to decline or New Jersey or New York experience continuing adverse economic conditions. Future adjustments to the allowance for loan losses may be necessary due to economic, operating, regulatory and other conditions beyond the Company's control.

The Company accounts for its securities in accordance with "Accounting for Certain Investments in Debt and Equity Securities," which was codified into Accounting Standards Codification ("ASC") 320. All securities are classified as available for sale and are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

For declines in the fair value of securities below their cost that are other-than-temporary, the amount of impairment is split into two components – other-than-temporary impairment related to other factors, which is recognized in other comprehensive income and other-than-temporary impairment related to credit loss, which must be recognized in the income statement. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. In estimating other-than-temporary losses on a quarterly basis, Management considers the length of time and extent that fair value has been less than cost; the financial condition and near-term prospects of the issuer; and whether the Company has the intent to sell these securities or it is likely that it will be required to sell the securities before their anticipated recovery.

Securities are evaluated on at least a quarterly basis to determine whether a decline in their values is other-than-temporary. To determine whether a loss in value is other-than-temporary, Management utilizes criteria such as the reasons underlying the decline, the magnitude and the duration of the decline and whether the Company intends to sell or is likely to be required to sell the security before its anticipated recovery. "Other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. The Company recognized no other-than-temporary impairment charges in the three or nine months ended September 30, 2015 and 2014.



Index

**EXECUTIVE SUMMARY:** The following table presents certain key aspects of our performance for the three months ended September 30, 2015 and 2014.

(In thousands, except per share data)	Three Months Ended September 30,		Change 2015 vs 2014
	2015	2014	
Results of Operations:			
Net interest income	\$ 21,706	\$ 17,048	\$ 4,658
Provision for loan losses	1,600	1,150	450
Net interest income after provision for loan losses	20,106	15,898	4,208
Other income	5,610	5,052	558
Operating expense	16,899	14,693	2,206
Income before income tax expense	8,817	6,257	2,560
Income tax expense	3,434	2,393	1,041
Net income	\$ 5,383	\$ 3,864	\$ 1,519
Total revenue (Net interest income plus other income)	\$ 27,316	\$ 22,100	\$ 5,216
Diluted earnings per common share	\$ 0.35	\$ 0.32	\$ 0.03
Diluted average common shares outstanding	15,435,939	11,956,356	3,479,583
Return on average assets annualized	0.66	% 0.63	% 0.03
Return on average equity annualized	8.19	8.35	(0.16 )

The following table presents certain key aspects of our performance for the nine months ended September 30, 2015 and 2014.

(In thousands, except per share data)	Nine Months Ended September 30,		Change 2015 vs 2014
	2015	2014	
Results of Operations:			
Net interest income	\$ 61,633	\$ 49,542	\$ 12,091
Provision for loan losses	5,150	3,625	1,525
Net interest income after provision for loan losses	56,483	45,917	10,566
Other income	17,991	15,520	2,471
Operating expense	48,933	43,962	4,971
Income before income tax expense	25,541	17,475	8,066
Income tax expense	9,912	6,797	3,115
Net income	\$ 15,629	\$ 10,678	\$ 4,951
Total revenue (Net interest income			

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

plus other income)	\$ 79,624	\$ 65,062	\$ 14,562
Diluted earnings per common share	\$ 1.02	\$ 0.90	\$ 0.12
Diluted average common shares outstanding	15,293,747	11,833,507	3,460,240
Return on average assets annualized	0.69	% 0.63	% 0.06
Return on average equity annualized	8.19	7.95	0.24

The earnings per share calculations for the three months and nine months ended September 30, 2015 included all of the 2.78 million shares issued in the Company's at-the-market equity offering in the fourth quarter of 2014.

The nine months ended September 30, 2015 included \$373 thousand of fee income related to the Bank's loan level / back-to-back swap program, included in other income. Additionally, the 2015 periods included a higher provision for loan losses than the respective 2014 periods.

Index

The nine months ended September 30, 2014 included a \$169 thousand net gain on sale of residential first mortgage loans sold held at the lower of cost or fair value, as a component of balance sheet management.

	At September 30,		Change
	2015	2014	2015 vs 2014
Selected Balance Sheet Ratios:			
Total capital (Tier I + II) to risk-weighted assets	13.59 %	13.36 %	0.23
Tier I Leverage ratio	8.10	7.57	0.53
Average loans to average deposits year-to-date	98.16	93.34	4.82
Allowance for loan losses to total loans	0.85	0.90	(0.05 )
Allowance for loan losses to nonperforming loans	320.08	208.18	111.90
Nonperforming loans to total loans	0.27	0.43	(0.16 )

For the third quarter of 2015, the Company recorded net income of \$5.4 million compared to \$3.9 million for the same quarter of 2014. For the three months ended September 30, 2015 and 2014, diluted earnings per share were \$0.35 and \$0.32, respectively. Annualized return on average assets was 0.66 percent and annualized return on average equity was 8.19 percent for the third quarter of 2015, compared to 0.63 percent and 8.35 percent, respectively, for the third quarter of 2014.

For the nine months ended September 30, 2015, the Company recorded net income of \$15.6 million compared to \$10.7 million for the same period of 2014. Diluted earnings per share were \$1.02 and \$0.90 for the first nine months of 2015 and 2014, respectively. Annualized return on average assets was 0.69 percent and annualized return on average equity was 8.19 percent for the first nine months of 2015, compared to 0.63 percent and 7.95 percent, respectively, for the same nine months of 2014.

For the three and nine months ended September 30, 2015 earnings increased compared to the same 2014 periods. Increases were due to: increased net interest income, due principally to the Company's significant loan growth and increased wealth management fee income, due principally to the Company's growth in assets under administration and acquisition of a wealth management company. Additionally the nine months of 2015 included a \$285 thousand net life insurance death benefit under the Company's Bank Owned Life Insurance (BOLI) policies; \$373 thousand of fee income related to the Company's loan level / back-to-back swap program. The nine months of 2014 included income of \$176 thousand from a gain on sale of residential loans held for sale at the lower of cost or fair value, as a component of balance sheet management. These positive effects on earnings were partially offset by a greater provision for loan losses, as well as higher operating expenses, principally due to the Company's growth under its Strategic Plan.

**CONTRACTUAL OBLIGATIONS:** For a discussion of our contractual obligations, see the information set forth in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations – Contractual Obligations"

which is incorporated herein by reference.

**OFF-BALANCE SHEET ARRANGEMENTS:** For a discussion of our off-balance sheet arrangements, see the information set forth in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014 under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations – Off-Balance Sheet Arrangements" which is incorporated herein by reference.



Index**EARNINGS ANALYSIS****NET INTEREST INCOME/AVERAGE BALANCE SHEET:**

The primary source of the Company's operating income is net interest income, which is the difference between interest and dividends earned on earning assets and fees earned on loans, and interest paid on interest-bearing liabilities. Earning assets include loans to individuals and businesses, investment securities, interest-earning deposits and federal funds sold. Interest-bearing liabilities include interest-bearing checking, savings and time deposits, Federal Home Loan Bank advances and other borrowings. Net interest income is determined by the difference between the yields earned on earning assets and the rates paid on interest-bearing liabilities ("Net Interest Spread") and the relative amounts of earning assets and interest-bearing liabilities. The Company's Net Interest Spread is affected by regulatory, economic and competitive factors that influence interest rates, loan demand and deposit flows and general levels of nonperforming assets.

The following table summarizes the Company's net interest income and related spread and margin, on a fully tax-equivalent basis, for the periods indicated:

(In thousands)	Three Months Ended September 30,			
	2015		2014	
Net interest income	\$ 21,886		\$ 17,172	
Interest rate spread	2.63	%	2.79	%
Net interest margin	2.75		2.89	

(In thousands)	Nine Months Ended September 30,			
	2015		2014	
Net interest income	\$ 62,038		\$ 49,960	
Interest rate spread	2.69	%	2.97	%
Net interest margin	2.81		3.06	

Loan growth, principally from multifamily and commercial mortgages, over the past 15 months was the primary reason net interest income grew for the three and nine months ended September 30, 2015. Additionally, net interest income for the nine months ended September 30, 2015 was benefitted by the \$667 thousand of prepayment premiums received on the early prepayment of certain multifamily loans. Net interest margin for the three and nine months ended September 30, 2015 declined when compared to the same 2014 periods partially due to the effect of low market yields, as well as competitive pressures in attracting new loans and deposits. The Company expects continued loan growth in this lower market rate and competitive environment.

Also contributing to the net interest margin decline is a higher cost of funds when comparing the three and nine months ended September 30, 2015 to September 30, 2014. Although brokered interest-bearing demand (“overnight”) deposits increased to \$243 million at September 30, 2015 from \$138 million at September 30, 2014. These deposits continue to be maintained as an additional source of liquidity. The interest rate paid on these deposits allows the Bank to fund at attractive rates and engage in interest rate swaps to hedge its asset-liability interest rate risk. The Company ensures ample available collateralized liquidity as a backup to these short term brokered deposits.

From a liquidity/funding perspective, such brokered deposits, at a direct cost of approximately 25 basis points (excluding costs of hedging), are generally a more cost effective alternative than borrowings which require pledged collateral when drawn, as secured wholesale borrowings do. From a balance sheet management perspective, the rate paid on these short term brokered deposits enables their use in swap transactions for an efficient hedging/interest rate risk management program. As of September 30, 2015, the Company had transacted pay fixed, receive floating interest rate swaps totaling \$180 million notional amount.

Index

For the third quarter ended September 30, 2015 loan originations were \$290 million up from \$221 million for the September 2014 quarter an increase of \$69 thousand or 31 percent. For the nine months ended September 30, 2015, loan originations were \$1.05 billion compared to \$772 million, an increase of \$283 million or 37 percent. At September 30, 2015, loans totaled \$2.86 billion compared to \$2.04 billion one year ago at September 30, 2014, representing an increase of \$814 million or 40 percent.

At September 30, 2015, the multifamily loan portfolio loans totaled \$1.44 billion compared to \$928 million one year ago at September 30, 2014, representing an increase of \$516 million or 56 percent. The increases were net of participations sold, including \$40 million of participations sold in the current September 2015 quarter, and \$139 million for the nine months ended September 30, 2015. These participations were part of the Company's balance sheet management strategy and will likely continue in 2015 and beyond.

The commercial mortgage loan portfolio grew by \$67 million from September 30, 2014 to September 30, 2015, reflecting growth of 20 percent.

The net increases in both the multifamily and commercial mortgage portfolios were attributable to: the addition of seasoned banking professionals; continued attention to the client service aspect of the lending process; an expansion of New Jersey-based real estate marketing activities; and a focus on the Boroughs of New York City multifamily markets beginning in mid-2013. The increase was also due to demand from borrowers looking to refinance multifamily and other commercial mortgages held by other institutions.

For the quarter and nine months ended September 30, 2015 the Company closed \$37 million and \$215 million of commercial loans, respectively. When comparing September 30, 2015 to September 30, 2014, commercial loans grew \$231 million or 102 percent, to \$457 million at September 30, 2015 from \$226 million one year ago at September 30, 2014. At September 30, 2015 the commercial loan portfolio comprised 16 percent of the overall loan portfolio, up from 11 percent one year ago at September 30, 2014.

The following table summarizes the Company's loans closed for the periods indicated:

	For the Three Months Ended	
	September 30, 2015	September 30, 2014
(In thousands)		
Residential mortgage loans retained	\$ 20,623	\$ 20,540
Residential mortgage loans sold	6,078	5,561
Total residential mortgage loans	26,701	26,101

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Commercial real estate loans	47,450	3,208
Multifamily properties	149,763	105,584
Commercial loans (A)	37,361	74,029
Wealth Lines of Credit (A)	24,000	—
Total commercial loans	258,574	182,821
Installment loans	933	9,410
Home equity lines of credit (A)	3,775	2,550
Total loans closed	\$ 289,983	\$ 220,882

(A) Includes lines of credit that closed in the period, but not necessarily funded.

Index

(In thousands)	For the Nine Months Ended	
	September 30, 2015	September 30, 2014
Residential mortgage loans retained	\$ 60,726	\$ 49,438
Residential mortgage loans sold	25,994	19,916
Total residential mortgage loans	86,720	69,354
Commercial real estate loans	134,798	39,224
Multifamily properties	565,600	480,664
Commercial loans (A)	214,540	152,654
Wealth Lines of Credit (A)	40,410	—
Total commercial loans	955,348	672,542
Installment loans	2,405	16,471
Home equity lines of credit (A)	10,377	13,927
Total loans closed	\$ 1,054,850	\$ 772,294

(A) Includes lines of credit that closed in the period, but not necessarily funded.

46

Index

The following table reflects the components of the average balance sheet and of net interest income for the periods indicated:

**Average Balance Sheet**

Unaudited

Three Months Ended

(Dollars in thousands)	September 30, 2015			September 30, 2014		
	Average Balance	Income/Expense	Yield	Average Balance	Income/Expense	Yield
<b>ASSETS:</b>						
Interest-earning assets:						
Investments:						
Taxable (1)	\$214,967	\$959	1.78 %	\$192,207	\$960	2.00 %
Tax-exempt (1) (2)	30,682	211	2.76	47,701	268	2.25
Loans held for sale	1,075	10	3.76	1,026	10	3.90
Loans (2) (3):						
Mortgages	465,603	3,796	3.26	464,227	3,879	3.34
Commercial mortgages	1,839,312	16,119	3.51	1,231,798	11,790	3.83
Commercial	454,239	4,132	3.64	166,092	1,597	3.85
Commercial construction	1,742	18	4.13	6,029	65	4.31
Installment	31,361	268	3.42	24,965	249	3.99
Home equity	51,012	415	3.25	48,371	394	3.26
Other	510	12	9.41	563	13	9.24
Total loans	2,843,779	24,760	3.48	1,942,045	17,987	3.70
Federal funds sold	101	—	0.10	101	—	0.10
Interest-earning deposits	96,308	46	0.19	197,705	109	0.22
Total interest-earning assets	3,186,912	25,986	3.26 %	2,380,785	19,334	3.25 %
Noninterest-earning assets:						
Cash and due from banks	7,434			6,262		
Allowance for loan losses	(23,726 )			(17,720 )		
Premises and equipment	31,574			30,985		
Other assets	68,067			60,717		
Total noninterest-earning assets	83,349			80,244		
Total assets	\$3,270,261			\$2,461,029		
<b>LIABILITIES:</b>						
Interest-bearing deposits:						
Checking	\$810,106	\$356	0.18 %	\$541,920	\$232	0.17 %
Money markets	757,135	546	0.29	689,721	430	0.25
Savings	118,329	17	0.06	113,802	15	0.05
Certificates of deposit - retail	403,593	1,296	1.28	158,472	357	0.90
Subtotal interest-bearing deposits	2,089,163	2,215	0.42	1,503,915	1,034	0.28
Interest-bearing demand - brokered	292,456	857	1.17	138,000	84	0.24
Certificates of deposit - brokered	93,907	504	2.15	144,872	550	1.52
Total interest-bearing deposits	2,475,526	3,576	0.58	1,786,787	1,668	0.37

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Borrowings	107,770	399	1.48	83,692	377	1.80
Capital lease obligation	10,394	125	4.81	9,770	117	4.79
Total interest-bearing liabilities	2,593,690	4,100	0.63 %	1,880,249	2,162	0.46 %
Noninterest-bearing liabilities:						
Demand deposits	398,181			383,423		
Accrued expenses and other liabilities	15,619			12,165		
Total noninterest-bearing liabilities	413,800			395,588		
Shareholders' equity	262,771			185,192		
Total liabilities and shareholders' equity	\$3,270,261			\$2,461,029		
Net interest income (tax-equivalent basis)		21,886			17,172	
Net interest spread			2.63 %			2.79 %
Net interest margin (4)			2.75 %			2.89 %
Tax equivalent adjustment		(180 )			(124 )	
Net interest income		\$21,706			\$17,048	

(1) Average balances for available for sale securities are based on amortized cost.

(2) Interest income is presented on a tax-equivalent basis using a 35 percent federal tax rate.

(3) Loans are stated net of unearned income and include nonaccrual loans.

(4) Net interest income on a tax-equivalent basis as a percentage of total average interest-earning assets.

Index**Average Balance Sheet**

Unaudited

Nine Months Ended

(Dollars in thousands)	September 30, 2015			September 30, 2014		
	Average Balance	Income/Expense	Yield	Average Balance	Income/Expense	Yield
<b>ASSETS:</b>						
Interest-earning assets:						
Investments:						
Taxable (1)	\$244,117	\$3,178	1.74 %	\$196,313	\$2,998	2.04 %
Tax-exempt (1) (2)	33,059	652	2.63	55,209	917	2.21
Loans held for sale	1,301	44	4.49	1,124	35	4.17
Loans (2) (3):						
Mortgages	465,785	11,380	3.26	497,692	12,635	3.38
Commercial mortgages	1,655,501	44,475	3.58	1,108,732	31,943	3.84
Commercial	377,461	10,376	3.67	147,666	4,442	4.01
Commercial construction	4,446	141	4.23	5,989	197	4.39
Installment	29,454	776	3.51	22,906	710	4.13
Home equity	51,129	1,237	3.23	47,569	1,149	3.22
Other	522	37	9.45	562	39	9.25
Total loans	2,584,298	68,422	3.53	1,831,116	51,115	3.72
Federal funds sold	101	—	0.10	101	—	0.10
Interest-earning deposits	85,932	128	0.20	94,120	142	0.20
Total interest-earning assets	2,948,808	72,424	3.27 %	2,177,983	55,207	3.38 %
Noninterest-earning assets:						
Cash and due from banks	6,877			6,548		
Allowance for loan losses	(21,772 )			(17,012 )		
Premises and equipment	31,935			30,966		
Other assets	66,038			60,216		
Total noninterest-earning assets	83,078			80,718		
Total assets	\$3,031,886			\$2,258,701		
<b>LIABILITIES:</b>						
Interest-bearing deposits:						
Checking	\$704,558	\$1,028	0.19 %	\$458,811	\$438	0.13 %
Money markets	723,824	1,470	0.27	666,986	1,137	0.23
Savings	116,410	48	0.05	115,746	45	0.05
Certificates of deposit - retail	332,315	3,010	1.21	154,091	1,081	0.94
Subtotal interest-bearing deposits	1,877,107	5,556	0.39	1,395,634	2,701	0.26
Interest-bearing demand - brokered	266,443	1,700	0.85	117,348	198	0.22
Certificates of deposit - brokered	106,048	1,532	1.93	86,986	845	1.30
Total interest-bearing deposits	2,249,598	8,788	0.52	1,599,968	3,744	0.31
Borrowings	121,277	1,219	1.34	97,359	1,149	1.57
Capital lease obligation	10,514	379	4.81	9,861	354	4.79
Total interest-bearing liabilities	2,381,389	10,386	0.58 %	1,707,188	5,247	0.41 %



Noninterest-bearing liabilities:			
Demand deposits	383,161		361,726
Accrued expenses and other liabilities	12,852		10,597
Total noninterest-bearing liabilities	396,013		372,323
Shareholders' equity	254,484		179,190
Total liabilities and shareholders' equity	\$3,031,886		\$2,258,701
Net interest income (tax-equivalent basis)		62,038	49,960
Net interest spread		2.69 %	2.97 %
Net interest margin (4)		2.81 %	3.06 %
Tax equivalent adjustment	(405 )		(418 )
Net interest income	\$61,633		\$49,542

(1) Average balances for available for sale securities are based on amortized cost.

(2) Interest income is presented on a tax-equivalent basis using a 35 percent federal tax rate.

(3) Loans are stated net of unearned income and include nonaccrual loans.

(4) Net interest income on a tax-equivalent basis as a percentage of total average interest-earning assets.

Index

The effect of volume and rate changes on net interest income (on a tax-equivalent basis) for the periods indicated are shown below:

(In Thousands):	Three Months Ended September 30, 2015		Three Months Ended September 30, 2014	
	Difference due to Change In:		Change In Income/ Expense	
	Volume	Rate		
<b>ASSETS:</b>				
Investments	\$ 11	\$ (69	) \$ (58	)
Loans	8,059	(1,286	)	6,773
Loans held for sale	—	—	—	—
Federal funds sold	—	—	—	—
Interest-earning deposits	(50	) (13	) (63	)
Total interest income	\$ 8,020	\$ (1,368	) \$ 6,652	
<b>LIABILITIES:</b>				
Interest-bearing checking	\$ 195	\$ (71	) \$ 124	
Money market	87	29	116	
Savings	1	1	2	
Certificates of deposit - retail	740	199	939	
Certificates of deposit - brokered	(230	) 184	(46	)
Interest bearing demand brokered	93	680	773	
Borrowed funds	22	—	22	
Capital lease obligation	8	—	8	
Total interest expense	\$ 916	\$ 1,022	\$ 1,938	
Net interest income	\$ 7,104	\$ (2,390	) \$ 4,714	

(In Thousands):	Nine Months Ended September 30, 2015		Nine Months Ended September 30, 2014	
	Difference due to Change In:		Change In Income/ Expense	
	Volume	Rate		
<b>ASSETS:</b>				
Investments	\$ 245	\$ (330	) \$ (85	)
Loans	20,570	(3,263	)	17,307
Loans held for sale	6	3	9	
Federal funds sold	—	—	—	—
Interest-earning deposits	(14	) —	(14	)
Total interest income	\$ 20,807	\$ (3,590	) \$ 17,217	
<b>LIABILITIES:</b>				
Interest-bearing checking	\$ 487	\$ 102	\$ 589	
Money market	203	131	334	
Savings	3	—	3	
Certificates of deposit - retail	1,545	384	1,929	

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Certificates of deposit - brokered	209	478	687
Interest bearing demand brokered	948	554	1,502
Borrowed funds	72	(2 )	70
Capital lease obligation	23	2	25
Total interest expense	\$ 3,490	\$ 1,649	\$ 5,139
Net interest income	\$ 17,317	\$ (5,239 )	\$ 12,078

Interest income on earning assets, on a fully tax-equivalent basis, totaled \$26.0 million for the third quarter of 2015 compared to \$19.3 million for the same quarter of 2014, reflecting an increase of \$6.7 million or 34.4 percent from the third quarter in 2014. Average earning assets totaled \$3.19 billion for the third quarter of 2015, an increase of \$806.1 million or 33.9 percent from the same period of 2014. The average commercial loan portfolio increased \$288.1 million or 173.5 percent from the third quarter of 2014, averaging \$454.2 million for the third quarter of 2015. This increase was due to the addition in 2014 and the first nine months of 2015 of highly regarded bankers with industry and capital markets expertise. The average commercial mortgage portfolio (which includes multifamily mortgage loans) increased \$607.5 million to \$1.84 billion for the third quarter of 2015 when compared to the same period in 2014. The increase was attributable to the addition of seasoned banking professionals over the course of 2014; a more concerted focus on the client service aspect of the lending process; more of a focus on New Jersey markets; and a focus on New York City multifamily markets continuing through 2014 and into the first three quarters of 2015. The increase was also due to demand from borrowers looking to refinance multifamily and other commercial mortgages held by other institutions. Going forward, multifamily lending and related participations will remain a focus of the Company, however, it is anticipated that volumes will be less robust than in recent quarters.

Index

For the quarters ended September 30, 2015 and 2014, the average rates earned on earning assets was 3.26 percent and 3.25 percent, respectively, an increase of 1 basis points. The Company has decided to maintain greater liquidity on its balance sheet, in light of its growth. The average rate was also affected by the continued effect of low market yields, as well as competitive pressures in attracting new loans.

For the third quarter of 2015, total non-brokered deposits averaged \$2.48 billion, increasing \$688.7 million or 38.5 percent from the average balance for the same period of 2014. The growth in customer deposits (excluding brokered CDs and brokered interest-bearing demand, but including reciprocal funds discussed below) of \$585.2 million for the third quarter of 2015 when compared to the same period in 2014 has come from the addition of seasoned banking professionals over the course of 2014 and the first nine months of 2015; an intense focus on providing high-touch client service; and a new full array of treasury management products that support core deposit growth.

Average rates paid on interest-bearing deposits were 58 basis points and 37 basis points for the third quarters of 2015 and 2014, respectively. The increase in the average rate paid on deposits was principally due to competitive pressures in attracting new deposits in volumes sufficient to appropriately fund asset growth.

For the third quarters of 2015 and 2014, average borrowings totaled \$107.8 million and \$83.7 million, respectively, increasing \$24.1 million when compared to the same period of 2014. The increase was due to periodic increased short-term borrowings to fund loan growth ahead of deposit growth.

Interest income on earning assets, on a fully tax-equivalent basis increased by \$17.2 million or 31.2 percent for the first nine months of 2015 compared to the same period in 2014. For the nine months ended September 30, 2015, average earning assets increased \$770.8 million from \$2.18 billion for the same period in 2014. For the nine months ended September 30, 2015, the average commercial portfolio increased \$229.8 million or 155.6 percent from the same period in 2014. This increase was due to the addition in 2014 and the first three quarters of 2015 of highly regarded bankers with industry and capital markets expertise. For the nine months ended September 30, 2015, the average commercial mortgage portfolio (which includes multifamily mortgage loans) increased \$546.8 million from \$1.11 billion in the same period in 2014. The increase was attributable to the addition of seasoned banking professionals over the course of 2014; a more concerted focus on the client service aspect of the lending process; more of a focus on New Jersey markets; and a focus on New York City multifamily markets continuing through 2014 and into the first nine months of 2015. The increase was also due to demand from borrowers looking to refinance multifamily and other commercial mortgages held by other institutions.

For the nine months ended September 30, 2015 and 2014, the average rates earned on earning assets was 3.27 percent and 3.38 percent, respectively, a decrease of 11 basis points. The decline in the average rates on earning assets was partially due to the effect of low market yields, as well as competitive pressures in attracting new loans and deposits. The Company expects continued loan growth in this lower market rate and competitive environment. The decline in the average rate was also affected by the continued effect of low market yields, as well as competitive pressures in attracting new loans and deposits.

For the nine months ended September 30, 2015, total average non-brokered deposits grew by \$649.6 million from \$1.60 billion for the same 2014 period. The growth in customer deposits (excluding brokered CDs and brokered interest-bearing demand deposits, but including reciprocal funds discussed below) of \$481.5 million for the first three quarters of 2015 when compared to the same period in 2014 has come from the addition of seasoned banking professionals over the course of 2014 and the first nine months of 2015; an intense focus on providing high-touch client service; and a new full array of treasury management products that support core deposit growth.

Index

Average rates paid on interest-bearing deposits for the nine months ended September 30, 2015 were 52 basis points compared to 31 basis points for the same period in 2014. The increase in the average rate paid on deposits was principally due to competitive pressures in attracting new deposits in volumes sufficient to appropriately fund asset growth.

Average borrowings increased by \$23.9 million to \$121.3 million for the nine months ended September 30, 2015 when compared to the same 2014 period. The increase was due to periodic increased short-term borrowings to fund loan growth ahead of deposit growth.

The Company is a participant in the Reich & Tang Demand Deposit Marketplace (“DDM”) program. The Company uses these deposit sweep services to place customer funds into interest-bearing demand (checking) accounts issued by other participating banks. Customer funds are placed at one or more participating banks to ensure that each deposit customer is eligible for the full amount of FDIC insurance. As a program participant, the Company receives reciprocal amounts of deposits from other participating banks. The DDM program is considered to be a source of brokered deposits for bank regulatory purposes. However, the Company considers these reciprocal deposit balances to be in-market customer deposits as distinguished from traditional out-of-market brokered deposits. Such reciprocal deposit balances are included in the Company’s interest-bearing checking balances. Reciprocal balances totaled \$396.7 million at September 30, 2015, \$192.1 million at December 31, 2014 and \$170.8 million at September 30, 2014.

**OTHER INCOME:** The following table presents the major components of other income, excluding income from wealth management, which is summarized and discussed subsequently:

(In thousands)	Three Months Ended September 30,		Change
	2015	2014	2015 vs 2014
Service charges and fees	\$ 832	\$ 829	\$ 3
Gain on sale of loans (mortgage banking)	102	87	15
Loss on sale of loans, at lower of cost or fair value	—	(7	) 7
Bank owned life insurance	260	276	(16 )
Securities gains	83	39	44
Other income	164	167	(3 )
Total other income	\$ 1,441	\$ 1,391	\$ 50

(In thousands)	Nine Months Ended September 30,		Change
	2015	2014	2015 vs 2014
Service charges and fees	\$ 2,474	\$ 2,231	\$ 243
Gain on sale of loans (mortgage banking)	411	310	101
Gain on sale of loans	—	169	(169 )

Bank owned life insurance	1,045	818	227
Securities gains	527	216	311
Other income	802	356	446
Total other income	\$ 5,259	\$ 4,100	\$ 1,159

Service charges and fees for the three and nine months ended September 30, 2015 reflected improvement compared to the same periods last year, partially due to increased income associated with a new set of checking products put in place in the middle of 2014.

Index

For the three and nine months ended September 30, 2015, income from the sale of newly originated residential mortgage loans reflected improvement when compared to the same prior year periods. The volume of loans originated for sale were greater in the 2015 periods compared to the 2014 periods.

For the three months ended September 30, 2015, the Company recorded \$260 thousand of Bank owned life insurance (BOLI) income as compared to \$276 thousand for the same three months in 2014. BOLI income of \$1.0 million for the nine months ended September 30, 2015 was \$227 thousand higher when compared to the \$818 thousand for the same period last year. The nine months ended September 30, 2015 included \$285 thousand additional income related to a net life insurance death benefit under its BOLI policies.

Securities gains were \$83 thousand for the September 2015 quarter compared to \$39 thousand for the September 2014 quarter. Securities gains were \$527 thousand for the nine months ended September 30, 2015 compared to \$216 thousand for the same 2014 period. Sales of securities have been generally employed to benefit interest rate risk, prepayment risk, and/or liquidity risk.

Other income of \$164 thousand for the September 2015 quarter was \$3 thousand lower than the September 2014 quarter. For the nine months ended September 30, 2015, other income of \$802 thousand was \$446 thousand higher than the same nine months in 2014. The nine months ended September 2015 quarter included \$373 thousand of fee income related to the Company's loan level / back-to-back swap program, which was implemented during the September 2015 quarter. The program utilizes mirror interest rate swaps, one directly with the commercial loan customer and one directly with a well-established counterparty. This enables a commercial loan customer to benefit from a fixed rate loan, while the Company records a floating rate loan. The program provides enhanced interest rate risk management, as well as the potential for fee income for the Company. While the Company cannot predict the amount of fee income that may be recognized each period, this program will be a part of ongoing operations.

**OPERATING EXPENSES:** The following table presents the components of operating expenses for the periods indicated:

(In thousands)	Three Months Ended September 30,		Change 2015 vs 2014
	2015	2014	
Salaries and employee benefits	\$ 10,322	\$ 9,116	\$ 1,206
Premises and equipment	2,785	2,565	220
Other Operating Expenses:			
FDIC assessment	416	349	67
Wealth management division			
other expense	469	404	65
Professional and legal fees	678	413	265
Loan expense	90	119	(29 )
Telephone	228	225	3
Advertising	154	162	(8 )
Postage	94	99	(5 )
Provision for ORE losses	250	—	250
Amortization of intangibles	31	—	31



Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Other operating expenses	1,382	1,241	141
Total operating expenses	\$ 16,899	\$ 14,693	\$ 2,206

52

Index

(In thousands)	Nine Months Ended September 30,		Change
	2015	2014	2015 vs 2014
Salaries and employee benefits	\$ 29,619	\$ 27,054	\$ 2,565
Premises and equipment	8,179	7,336	843
Other Operating Expenses:			
FDIC assessment	1,329	928	401
Wealth management division			
other expense	1,602	1,404	198
Professional and legal fees	2,029	1,383	646
Loan expense	279	342	(63 )
Telephone	682	688	(6 )
Advertising	618	369	249
Postage	286	294	(8 )
Provision for ORE losses	250	400	(150 )
Amortization of intangibles	51	—	51
Other operating expenses	4,009	3,765	244
Total operating expenses	\$ 48,933	\$ 43,963	\$ 4,970

The Company's total operating expenses were \$16.9 million for the quarter ended September 30, 2015 compared to \$14.7 million in the same 2014 quarter, reflecting a net increase of \$2.2 million or 15 percent. The Company's total operating expenses were \$48.9 million for the nine months ended September 30, 2015 compared to \$44.0 million in the same 2014 period, reflecting a net increase of \$5.0 million or 11 percent. Salary and benefits expense increased in the 2015 periods compared to the same periods in 2014. In addition to normal salary increases and increased bonus/incentive accrual, the increase is largely due to the Company's growth and its strategic hiring in line with the Company's Strategic Plan, including private bankers, commercial bankers, wealth advisors, risk management professionals and various support staff. Also contributing to the increase is the acquisition of a wealth management company, which occurred in the second quarter of 2015.

Premises and equipment expense increased in the three and nine month 2015 periods when compared to the same periods last year. The increases were consistent with the Company's continued growth.

Other expenses for the September 2015 periods increased when compared to the same 2014 periods. The current 2015 periods included: increased FDIC insurance expense due to the Company's growth, and increased wealth management division expenses due to growth in that business coupled with the acquisition of WMC. Also, advertising/marketing expenses three and nine months ended September 30, 2015 increased when compared to 2014 largely due to the roll out of our brand awareness campaign. Professional fees also increased in 2015 associated with the Company's growth and the acquisition of WMC.

Expense increases were generally planned and expected, and continue to track to the Strategic Plan. It is expected that the trend of higher operating expenses will continue during the remainder of 2015, as the Company brings on

additional revenue producers, and continues to invest in infrastructure, in line with the Plan. Further, it is generally expected that revenue and profitability related to new revenue producers will lag those expenses by several quarters. It is important to note, however, that revenue growth has outpaced expense growth considerably.

The Company completed a comprehensive analysis of two branch locations and has decided to close two branch offices. The analysis included review of transaction volume; deposit source, mix and balances; deposit growth opportunities; market share; and profitability. The two branches located at 1038 Stelton Road in Piscataway (“Piscataway”) and at 54 Morris and Essex Turnpike on the Short Hills/Summit border (“Short Hills”) will be closed in December 2015. The Company plans on repositioning the Short Hills office as a non-branch financial services office. Due to the nature of the deposits in both locations, as well as the close proximity of the other Summit branch to the Short Hills location, the Company anticipates that the majority of deposits will be retained. The Company anticipates an approximate \$2.4 million to \$3.0 million pretax charge (approximately \$1.5 million to \$1.8 million after tax) in the fourth quarter of 2015 related to these closures.

Index

**PRIVATE WEALTH MANAGEMENT DIVISION:** This division has served in the roles of executor and trustee while providing investment management, custodial, tax, retirement and financial services to its growing client base. Officers from the Private Wealth Management Division are available to provide trust and investment services at the Bank's corporate headquarters in Bedminster, at private banking locations in Bedminster, Morristown, Princeton and Teaneck, New Jersey and at the Bank's subsidiary, PGB Trust & Investments of Delaware, in Greenville, Delaware.

The following table presents certain key aspects of the Bank's Private Wealth Management Division performance for the quarters ended September 30, 2015 and 2014.

(In thousands)	Three Months Ended September 30,		Change 2015 v 2014
	2015	2014	
Total fee income	\$ 4,169	\$ 3,661	\$ 508
Salaries and benefits (1)	2,387	1,782	605
Other operating expense (1)	1,329	1,108	221

(1) Expenses are included in the Operating Expenses discussion above.

The following table presents certain key aspects of the Bank's Private Wealth Management Division performance for the nine months ended September 30, 2015 and 2014.

(In thousands)	Nine Months Ended September 30,		Change 2015 v 2014
	2015	2014	
Total fee income	\$ 12,732	\$ 11,420	\$ 1,312
Salaries and benefits (1)	6,314	5,563	751
Other operating expense (1)	4,177	3,768	409
Assets under administration (market value)	\$ 3,250,835	\$ 2,857,727	\$ 393,108

(1) Expenses are included in the Operating Expenses discussion above.

In the September 2015 quarter, the Private Wealth Management Division generated \$4.2 million in fee income compared to \$3.7 million for the September 2014 quarter, reflecting a 14 percent increase. For the nine months ended September 30, 2015, the Private Wealth Management Division generated \$12.7 million in fee income compared to \$11.4 million for the same period in 2014, reflecting an 11 percent increase. The market value of the assets under administration (AUA) of the wealth management division was \$3.25 billion at September 30, 2015, up approximately 14 percent from \$2.86 billion at September 30, 2014. The growth in fee income and AUA was due to the combination of the acquisition of a wealth management company in early May 2015, as well as new business and market appreciation. This was offset by investment value depreciation due to market conditions in the third quarter of 2015.

The Company continues to incorporate wealth into every conversation it has with all of the Company's clients, across all business lines. The Company has expanded its wealth management team and will continue to grow its team and expand its products, services, and advice delivered to clients.

Index

While the “Operating Expenses” section above offers an overall discussion of the Corporation’s expenses including the Private Wealth Management Division, operating expenses relative to the Private Wealth Management Division totaled \$3.7 million and \$2.9 million for the third quarters of 2015 and 2014, respectively, an increase of \$826 thousand, or 29 percent. Operating expenses relative to the Private Wealth Management Division totaled \$10.5 million and \$9.3 million for the nine months ended September 30, 2015 and 2014, respectively, an increase of \$1.2 million, or 12 percent. Increased expenses are in line with the Company’s Strategic Plan, particularly the hiring of key management and revenue-producing personnel. Revenue and profitability related to the new personnel will generally lag expenses by several quarters.

The Private Wealth Management Division currently generates adequate revenue to support the salaries, benefits and other expenses of the Division; however, Management believes that the Bank generates adequate liquidity to support the expenses of the Division should it be necessary.

**NONPERFORMING ASSETS:** OREO, loans past due in excess of 90 days and still accruing, and nonaccrual loans are considered nonperforming assets.

The following table sets forth asset quality data on the dates indicated (in thousands):

	As of									
	September 30, 2015		June 30, 2015		March 31, 2015		Dec 31, 2014		Sept. 30, 2014	
Loans past due over 90 days and still accruing	\$—		\$—		\$—		\$—		\$—	
Nonaccrual loans	7,615		7,111		6,335		6,850		8,790	
Other real estate owned	330		956		1,103		1,324		949	
Total nonperforming assets	\$7,945		\$8,067		\$7,438		\$8,174		\$9,739	
Accruing TDRs	\$14,609		\$13,695		\$13,561		\$13,601		\$13,045	
Loans past due 30 through 89 days and still accruing	\$2,748		\$1,744		\$2,481		\$1,755		\$2,278	
Classified loans	\$41,985		\$38,676		\$38,450		\$35,809		\$34,752	
Impaired loans	\$22,224		\$20,806		\$19,896		\$20,451		\$21,834	
Nonperforming loans as a % of total loans	0.27	%	0.26	%	0.26	%	0.30	%	0.43	%
Nonperforming assets as a % of total assets	0.24	%	0.26	%	0.26	%	0.30	%	0.39	%
Nonperforming assets as a % of total loans plus other real										

estate owned	0.28	%	0.29	%	0.30	%	0.36	%	0.48	%
--------------	------	---	------	---	------	---	------	---	------	---

The Company does not hold and has not made or invested in subprime loans or “Alt-A” type mortgages.

**PROVISION FOR LOAN LOSSES:** The provision for loan losses was \$1.6 million for the third quarter of 2015 and \$1.2 million for the same quarter of 2014. For the nine months ended September 30, 2015 and 2014 the provision for loan losses was \$5.2 million and \$3.6 million, respectively. The amount of the loan loss provision and the level of the allowance for loan losses are based upon a number of factors including Management’s evaluation of probable losses inherent in the portfolio, after consideration of appraised collateral values, financial condition and past credit history of the borrowers as well as prevailing economic conditions. Commercial credits carry a higher risk profile, which is reflected in Management’s determination of the proper level of the allowance for loan losses.

The provision for loan losses of \$1.6 million in the third quarter of 2015 was primarily related to loan growth experienced by the Company, as well as greater qualitative factor allocations of the allowance to commercial and commercial real estate loans. Originations of commercial and commercial real estate loans have increased and these loans have historically carried a higher general reserve allocation than multifamily loans. In the third quarter of 2015, Management reevaluated the qualitative factors for these loan types and as a result of the evaluation, increased the allocations. In addition, the multifamily portfolio is more seasoned and the Company has reduced concentration risk by participating out more multifamily loans. Management reduced the qualitative factor allocations of the allowance for multifamily loans in the third quarter of 2015.

Index

The overall allowance for loan losses was \$24.4 million as of September 30, 2015 compared to \$19.5 million at December 31, 2014. As a percentage of loans, the allowance for loan losses was 0.85 percent as of September 30, 2015 and 0.87 percent as of December 31, 2014. The specific reserves on impaired loans have decreased to \$505 thousand at September 30, 2015 compared to \$957 thousand as of December 31, 2014. Total impaired loans were \$22.2 million and \$20.5 million as of September 30, 2015 and December 31, 2014, respectively. The general component of the allowance increased from \$18.5 million at December 31, 2014 to \$23.7 million at September 30, 2015. As a percentage of non-impaired loans, the general reserve declined three basis points to 0.84 percent at September 30, 2015 from 0.83 percent at December 31, 2014.

A summary of the allowance for loan losses for the quarterly periods indicated follows:

(In thousands)	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014
Allowance for loan losses:					
Beginning of period	\$ 22,969	\$ 20,816	\$ 19,480	\$ 18,299	\$ 17,204
Provision for loan losses	1,600	2,200	1,350	1,250	1,150
Charge-offs, net	(195 )	(47 )	(14 )	(69 )	(55 )
End of period	\$ 24,374	\$ 22,969	\$ 20,816	\$ 19,480	\$ 18,299
Allowance for loan losses as a % of total loans	0.85 %	0.84 %	0.85 %	0.87 %	0.90 %
Allowance for loan losses as a % of nonperforming loans	320.08 %	323.01 %	328.59 %	284.38 %	208.18 %

**INCOME TAXES:** For the third quarters of 2015 and 2014, income tax expense as a percentage of pre-tax income was 39 and 38 percent, respectively. For the nine months ended September 30, 2015 and 2014, income tax expense as a percentage of pre-tax income was 39 percent for both periods.

**CAPITAL RESOURCES:** A solid capital base provides the Company with the ability to support future growth and financial strength and is essential to executing the Company's Strategic Plan – "Expanding Our Reach." The Company's capital strategy is intended to provide stability to expand its businesses, even in stressed environments. The Company strives to maintain capital levels in excess of those considered to be well capitalized under regulatory guidelines applicable to banks. Maintaining an adequate capital position supports the Company's goal of providing shareholders an attractive and stable long-term return on investment.

Capital for the quarter ended September 30, 2015 was benefitted by net income of \$5.4 million and by \$4.3 million of voluntary share purchases in the Dividend Reinvestment Plan. Capital for the nine months ended September 30, 2015 was benefitted by net income of \$15.6 million and by \$8.1 million of voluntary share purchases in the Dividend Reinvestment Plan.



Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of Total, Common Equity Tier 1 and Tier 1 capital (each as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). At September 30, 2015 and 2014, the Bank maintained capital levels which met or exceeded the levels required to be considered well capitalized under the regulatory framework for prompt corrective action.

Index

To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based, common equity Tier I and Tier I leverage ratios as set forth in the table.

The Bank's actual capital amounts and ratios are presented in the following table:

(In thousands)	Actual		To Be Well Capitalized Under Prompt Corrective Action Provisions		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2015:						
Total capital (to risk-weighted assets)	\$286,570	13.48%	\$212,638	10.00%	\$170,111	8.00%
Tier I capital (to risk-weighted assets)	262,196	12.33	170,111	8.00	127,583	6.00
Common equity tier I (to risk-weighted assets)	262,196	12.33	138,215	6.50	95,687	4.50
Tier I capital (to average assets)	262,196	8.02	163,383	5.00	130,707	4.00
As of December 31, 2014:						
Total capital (to risk-weighted assets)	\$250,112	14.96%	\$167,160	10.00%	\$133,728	8.00%
Tier I capital (to risk-weighted assets)	230,632	13.80	100,296	6.00	66,864	4.00
Common equity tier I (to risk-weighted assets)	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to average assets)	230,632	8.74	131,895	5.00	105,516	4.00

The Company's actual capital amounts and ratios are presented in the following table:

(In thousands)	Actual		To Be Well Capitalized Under Prompt Corrective Action Provisions		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of September 30, 2015:						
Total capital (to risk-weighted assets)	\$288,944	13.59%	\$ N/A	N/A %	\$171,141	8.00%
Tier I capital (to risk-weighted assets)	264,570	12.44	N/A	N/A	127,606	6.00
Common equity tier I (to risk-weighted assets)	264,570	12.44	N/A	N/A	95,704	4.50
Tier I capital (to average assets)	264,570	8.10	N/A	N/A	130,720	4.00
As of December 31, 2014:						
Total capital (to risk-weighted assets)	\$259,918	15.55%	\$ N/A	N/A %	\$133,745	8.00%

Edgar Filing: WOMENS GOLF UNLIMITED INC - Form DEF 14A

Tier I capital (to risk-weighted assets)	240,439	14.38	N/A	N/A	66,873	4.00
Common equity tier I (to risk-weighted assets)	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to average assets)	240,439	9.11	N/A	N/A	105,544	4.00

In December 2014, the Company successfully completed the sale of 2,776,215 common shares under its “at-the-market” equity offering program announced on October 23, 2014. The common shares in the offering were sold at a weighted average price of \$18.01 per share, representing gross proceeds to the Company of \$50 million, \$48.2 million after sales agent commissions and offering expenses. The Board of Directors authorized the Company to contribute \$48.2 million of the proceeds received from the equity offering to the Bank as equity. The cash was transferred from the Company to the Bank before year end 2014.

Index

The Dividend Reinvestment Plan of Peapack-Gladstone Financial Corporation, or the “Reinvestment Plan,” allows shareholders of the Company to purchase additional shares of common stock using cash dividends without payment of any brokerage commissions or other charges. Beginning with the August 19, 2015 dividend payment, shareholders may also make voluntary cash payments of up to \$200 thousand per quarter to purchase additional shares of common stock. The Reinvestment Plan provided \$4.3 million of capital to the Company in the third quarter of 2015. The Plan provides a continuing source of capital.

As previously announced, on October 22, 2015, the Board of Directors declared a regular cash dividend of \$0.05 per share payable on November 20, 2015 to shareholders of record on November 5, 2015.

Management believes the Company’s capital position and capital ratios are adequate.

**LIQUIDITY:** Liquidity refers to an institution’s ability to meet short-term requirements including funding of loans, deposit withdrawals and maturing obligations, as well as long-term obligations, including potential capital expenditures. The Company’s liquidity risk management is intended to ensure the Company has adequate funding and liquidity to support its assets across a range of market environments and conditions, including stressed conditions. Principal sources of liquidity include cash, temporary investments, securities available for sale, customer deposit inflows, brokered deposits, loan repayments and secured borrowings. Other liquidity sources include loan sales and loan participations.

Management actively monitors and manages the Company’s liquidity position and believes it is sufficient to meet future needs. Cash and cash equivalents, including federal funds sold and interest-earning deposits, totaled \$76.2 million at September 30, 2015. In addition, the Company had \$220.9 million in securities designated as available for sale at September 30, 2015. These securities can be sold, or used as collateral for borrowings, in response to liquidity concerns. In addition, the Company generates significant liquidity from scheduled and unscheduled principal repayments of loans and mortgage-backed securities.

A further source of liquidity is borrowing capacity. At September 30, 2015, unused borrowing commitments totaled \$897.0 million from the FHLB, \$110.0 million from the Federal Reserve Bank and \$22.0 million from correspondent banks.

Loan growth of \$632.2 million in the first nine months of 2015 was funded by customer deposit growth of \$571.8 million, investment securities principal reductions and sales of \$119.2 million, capital growth of \$24.1 million, and various other deposits and borrowings.

Brokered interest-bearing demand (“overnight”) deposits continue to be maintained as an additional source of liquidity. The interest rate paid on these deposits allows the Bank to engage in interest rate swaps to hedge the asset-liability rate risk. These deposits increased to \$243.0 million at September 30, 2015. The Company ensures ample available collateralized liquidity as a backup to these short term brokered deposits.

From a liquidity/funding perspective, such brokered deposits, at a cost of approximately 25 to 30 basis points, are generally a more cost effective alternative than other borrowings and do not require use of pledged collateral, as secured wholesale borrowings do. From a balance sheet management perspective, the rate paid on these short term brokered deposits is used as the basis to transact longer term interest rate swaps, basically extending repricing generally to five years for asset matching / interest rate risk management purposes. As of September 30, 2015, the Company has transacted pay fixed, receive floating interest rate swaps totaling \$180.0 million notional amount.

Certificates of deposit have also been utilized more extensively in 2015 compared to prior periods. The majority of these deposits has been longer term and has generally been transacted as part of the Company’s interest rate risk management. These certificates of deposit are also a more cost effective alternative than other borrowings.

Index

The Company has a Board-approved Contingency Funding Plan in place. This plan provides a framework for managing adverse liquidity stress and contingent sources of liquidity. The Company conducts liquidity stress testing on a regular basis to ensure sufficient liquidity in a stressed environment.

Management believes the Company's liquidity position and sources are adequate.

**ASSET/LIABILITY MANAGEMENT:** The Company's Asset/Liability Committee (ALCO) is responsible for developing, implementing and monitoring asset/liability management strategies and reports and advising the Board of Directors on such, as well as the related level of interest rate risk. In this regard, interest rate risk simulation models are prepared on a quarterly basis. These models have the ability to demonstrate balance sheet gaps, and predict changes to net interest income and economic/market value of portfolio equity under various interest rate scenarios. In addition, these models, as well as ALCO processes and reporting, are subject to annual independent third-party review.

ALCO is generally authorized to manage interest rate risk through management of capital and management of cash flows and duration of assets and liabilities, including sales and purchases of assets, as well as additions of wholesale borrowings, brokered deposits and other sources of medium/longer term funding. ALCO is authorized to engage in interest rate swaps as a means of extending duration of shorter term liabilities.

The following strategies are among those used to manage interest rate risk:

- Actively market commercial and industrial (C&I) loan originations, which tend to have adjustable rate features, and which generate customer relationships that can result in higher core deposit accounts;
- Actively market commercial mortgage loan originations, which tend to have shorter terms and higher interest rates than residential mortgage loans, and which generate customer relationships that can result in higher core deposit accounts;
- Manage growth in the residential mortgage portfolio to adjustable-rate and/or shorter-term and/or "relationship" loans that result in core deposit relationships;
  - Actively market core deposit relationships, which are generally longer duration liabilities;
- Utilize medium to longer term certificates of deposit, wholesale borrowings and/or brokered deposits to extend liability duration;
  - Utilize interest rate swaps to extend liability duration;
- Utilize a Loan Level / Back to Back Interest Rate Swap program, which converts a borrower's fixed rate loan to adjustable rate for the Company;
- Closely monitor and actively manage the investment portfolio, including management of duration, prepayment and interest rate risk;
  - Maintain adequate levels of capital; and
  - Utilize loan sales and/or loan participations.

During the third quarter of 2015, the Company transacted an additional \$30 million in notional value of interest rate swaps, bringing the total notional value to \$180 million as of September 30, 2015. The swap program is administered by ALCO and follows procedures and documentation in accordance with regulatory guidance and standards as set forth in ASC 815 for cash flow hedges. The program incorporates pre-purchase analysis, liability designation, sensitivity analysis and correlation analysis, daily mark-to-market and collateral posting as required. The Board is advised of all swap activity. In all of these swaps, the Company is receiving floating and paying fixed.

Index

In addition, during the second quarter of 2015, the Company initiated a loan level / back-to-back swap program in support of its commercial lending business. Pursuant to this program, the Company extends a floating rate loan and executes a floating to fixed swap with the borrower. At the same time, the Company executes with a third party a swap, the terms of which fully offset the fixed exposure and result in a final floating rate exposure for the Company. As of September 30, 2015, \$27.3 million of notional value in swaps were executed and outstanding with borrowers under this program.

As noted above, ALCO uses simulation modeling to analyze the Company's net interest income sensitivity, as well as the Company's economic value of portfolio equity under various interest rate scenarios. The model is based on the actual maturity and repricing characteristics of rate sensitive assets and liabilities. The model incorporates certain prepayment and interest rate assumptions, which management believes to be reasonable as of September 30, 2015. The model assumes changes in interest rates without any proactive change in the balance sheet by management. In the model, the forecasted shape of the yield curve remains static as of September 30, 2015.

In an immediate and sustained 200 basis point increase in market rates at September 30, 2015, net interest income for year 1 would decline approximately 4.9 percent, when compared to a flat interest rate scenario. In year 2 this sensitivity improves to an increase of 1.4 percent, when compared to a flat interest rate scenario. The sensitivity is positive for year 2 and beyond.

In an immediate and sustained 100 basis point decrease in market rates at September 30, 2015, net interest income would decline approximately 3.9 percent for year 1 and 6.7 percent for year 2, compared to a flat interest rate scenario.

Growth in medium and longer term CDs and transacting additional pay fixed/receive floating interest rate swaps, has benefitted the Company's interest rate risk position in 2015.

The table below shows the estimated changes in the Company's economic value of portfolio equity ("EVPE") that would result from an immediate parallel change in the market interest rates at September 30, 2015.

Change In Interest Rates (Basis Points)	Estimated Increase/ Decrease in EVPE (Dollars in thousands)			EVPE as a Percentage of Present Value of Assets (2)	
	Estimated EVPE (1)	Amount	Percent	EVPE Ratio (3)	Increase/(Decrease) (basis points)
+200	\$296,592	\$(36,523)	(10.96)%	9.66 %	(58.5 )
+100	319,634	(13,481)	(4.05 )	10.11	(13.7 )
Flat interest rates	333,115	—	—	10.25	—
-100	333,160	45	0.01	10.03	(21.6 )

(1)EVPE is the discounted present value of expected cash flows from assets and liabilities.

(2)Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.

(3)EVPE ratio represents EVPE divided by the present value of assets.

Certain shortcomings are inherent in the methodologies used in determining interest rate risk. Simulation modeling requires making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the modeling assumes that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and



assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the information provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

60

Index

Management believes the Company's interest rate risk position is reasonable.

**ITEM 3. Quantitative and Qualitative Disclosures about Market Risk**

There have been no material changes to information regarding quantitative and qualitative disclosures about market risk from the end of the preceding fiscal year to the date of the most recent interim financial statements (September 30, 2015).

**ITEM 4. Controls and Procedures**

The Corporation's Management, with the participation of its Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures are effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

The Corporation's Chief Executive Officer and Chief Financial Officer have also concluded that there have not been any changes in the Corporation's internal control over financial reporting during the quarter ended September 30, 2015 that have materially affected, or are reasonable likely to materially affect, the Corporation's internal control over financial reporting.

The Corporation's Management, including the CEO and CFO, does not expect that our disclosure controls and procedures of our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, provides reasonable, not absolute, assurance that the objectives of the control system are met. The design of a control system reflects resource constraints; the benefits of controls must be considered relative to their costs. Because there are inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Corporation have been or will be detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns occur because of simple error or mistake. Controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by Management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events. There can be no assurance that any design will succeed in achieving its stated goals under all future conditions; over time, control may become inadequate because of changes in conditions or deterioration in the degree of compliance with the policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

**PART II. OTHER INFORMATION**

**ITEM 1. Legal Proceedings**

In the normal course of its business, lawsuits and claims may be brought against the Company and its subsidiaries. There is no currently pending or threatened litigation or proceedings against the Company or its subsidiaries, which asset claims that if adversely decided, we believe would have a material adverse effect on the Company.

Index

**ITEM 1A. Risk Factors**

There were no material changes in the Corporation's risk factors during the nine months ended September 30, 2015 from the risk factors disclosed in Part I, Item 1A of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

There were no repurchases or unregistered sales of the Corporation's stock during the quarter.

**ITEM 3. Defaults Upon Senior Securities**

None.

**ITEM 4. Mine Safety Disclosures**

Not applicable.

**ITEM 5. Other Information**

None.

**ITEM 6. Exhibits**

- 3 Articles of Incorporation and By-Laws:
  - A. Certificate of Incorporation of the Registrant, as amended, incorporated herein by reference to Exhibit 3 of the Registrant's Quarterly Report on Form 10-Q filed on November 9, 2009 (File No. 001-16197).

B. By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on January 26, 2015 (File No. 001-16197).

31.1 Certification of Douglas L. Kennedy, Chief Executive Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).

31.2 Certification of Jeffrey J. Carfora, Chief Financial Officer of the Corporation, pursuant to Securities Exchange Act Rule 13a-14(a).

32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Douglas L. Kennedy, Chief Executive Officer of the Corporation, and Jeffrey J. Carfora, Chief Financial Officer of the Corporation.

101 Interactive Data File

62

Index

**SIGNATURES**

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

**PEAPACK-GLADSTONE FINANCIAL CORPORATION**  
(Registrant)

DATE: November 9, 2015 By: /s/ Douglas L. Kennedy  
Douglas L. Kennedy  
President and Chief Executive Officer

DATE: November 9, 2015 By: /s/ Jeffrey J. Carfora  
Jeffrey J. Carfora  
Senior Executive Vice President, Chief Financial Officer  
and Chief Accounting Officer