

FIDELITY SOUTHERN CORP  
Form 10-Q  
November 06, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

FORM 10-Q

---

Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2015  
Commission file number 001-34981

---

Fidelity Southern Corporation  
(Exact name of registrant as specified in its charter)

---

Georgia (State or other jurisdiction of incorporation or organization) 3490 Piedmont Road, Suite 1550 Atlanta, Georgia (Address of principal executive offices)	58-1416811 (I.R.S. Employer Identification No.)  30305 (Zip Code)
--	--

(404) 639-6500  
(Registrant's telephone number, including area code)

---

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

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

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input checked="" type="checkbox"/>	Non-accelerated filer (Do not check if smaller reporting company) <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
--	---	--	--

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

As of October 31, 2015 (the most recent practicable date), the Registrant had outstanding 23,067,158 shares of Common Stock.

---

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES

Report on Form 10-Q

September 30, 2015

TABLE OF CONTENTS

	Page
Part I.	
<u>Financial Information</u>	
Item 1. <u>Financial Statements</u>	
<u>Consolidated Balance Sheets as of September 30, 2015 (unaudited) and December 31, 2014</u>	<u>1</u>
<u>Consolidated Statements of Comprehensive Income (unaudited) for the Three and Nine Months Ended September 30, 2015 and 2014</u>	<u>2</u>
<u>Consolidated Statements of Cash Flows (unaudited) for the Nine Months Ended September 30, 2015 and 2014</u>	<u>3</u>
<u>Notes to Consolidated Financial Statements (unaudited)</u>	<u>5</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>32</u>
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>46</u>
Item 4. <u>Controls and Procedures</u>	<u>46</u>
Part II.	
<u>Other Information</u>	
Item 1. <u>Legal Proceedings</u>	<u>47</u>
Item 1A. <u>Risk Factors</u>	<u>47</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>47</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>47</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>47</u>
Item 5. <u>Other Information</u>	<u>47</u>
Item 6. <u>Exhibits</u>	<u>47</u>
<u>Signatures</u>	<u>49</u>

Table of Contents

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(\$ in thousands)	(Unaudited)	
	September 30, 2015	December 31, 2014
Assets		
Cash and due from banks	\$ 15,618	\$ 13,246
Interest-bearing deposits with banks	71,755	58,359
Cash and cash equivalents	87,373	71,605
Investment securities available-for-sale	155,749	149,590
Investment securities held-to-maturity	12,816	7,349
Loans held-for-sale (includes loans at fair value of \$218,308 and \$181,424, respectively)	339,651	368,935
Loans (includes covered loans of \$23,823 and \$34,813, respectively)	2,641,814	2,253,306
Allowance for loan losses	(24,750)	(25,450)
Loans, net of allowance for loan losses	2,617,064	2,227,856
Premises and equipment, net	69,356	60,857
Other real estate, net (includes covered assets of \$4,189 and \$7,581, respectively)	14,707	22,564
Bank owned life insurance	66,008	59,553
Servicing rights, net	82,659	64,897
Other assets	54,082	51,929
Total assets	\$ 3,499,465	\$ 3,085,135
Liabilities		
Deposits		
Noninterest-bearing demand deposits	\$ 722,771	\$ 558,018
Interest-bearing deposits	2,189,267	1,900,004
Total deposits	2,912,038	2,458,022
Short-term borrowings	137,186	291,087
Subordinated debt, net	120,289	46,303
Other liabilities	34,666	24,772
Total liabilities	3,204,179	2,820,184
Shareholders' equity		
Preferred stock, no par value. Authorized 10,000,000; zero issued and outstanding	—	—
Common stock, no par value. Authorized 50,000,000; issued and outstanding 23,009,904 and 21,365,098, respectively	166,989	162,575
Accumulated other comprehensive income, net of tax	2,702	2,814
Retained earnings	125,595	99,562
Total shareholders' equity	295,286	264,951
Total liabilities and shareholders' equity	\$ 3,499,465	\$ 3,085,135
See accompanying notes to unaudited consolidated financial statements.		

Table of Contents

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(\$ in thousands, except per share data)	2015	2014	2015	2014
Interest income:				
Loans, including fees	\$28,462	\$24,690	\$80,133	\$71,282
Investment securities:				
Taxable interest income	1,030	1,165	3,158	3,455
Nontaxable interest income	78	18	255	221
Federal funds sold and bank deposits	27	18	53	76
Total interest income	29,597	25,891	83,599	75,034
Interest expense:				
Deposits	2,866	2,282	8,041	7,098
Other borrowings	179	163	517	276
Subordinated debt	1,415	282	2,349	834
Total interest expense	4,460	2,727	10,907	8,208
Net interest income	25,137	23,164	72,692	66,826
Provision for loan losses	1,328	1,859	1,254	(25 )
Net interest income after provision for loan losses	23,809	21,305	71,438	66,851
Noninterest income:				
Service charges on deposit accounts	1,230	1,141	3,508	3,209
Other fees and charges	1,327	1,140	3,767	3,160
Mortgage banking activities	20,799	16,135	66,734	40,292
Indirect lending activities	4,037	6,303	15,047	14,610
SBA lending activities	1,494	1,479	3,788	3,682
Bank owned life insurance	496	313	1,488	1,369
Other	1,236	1,397	5,020	4,287
Total noninterest income	30,619	27,908	99,352	70,609
Noninterest expense:				
Salaries and employee benefits	17,800	17,022	56,290	49,080
Commissions	7,270	5,363	21,224	14,443
Occupancy	4,270	3,467	11,206	9,477
Communication	1,083	963	3,133	2,829
Other	9,626	8,895	27,996	26,280
Total noninterest expense	40,049	35,710	119,849	102,109
Income before income tax expense	14,379	13,503	50,941	35,351
Income tax expense	5,162	4,701	18,583	12,528
Net income	\$9,217	\$8,802	\$32,358	\$22,823
Earnings per common share:				
Basic	\$0.41	\$0.41	\$1.48	\$1.07
Diluted	\$0.39	\$0.38	\$1.42	\$0.97
Cash dividends declared per common share	\$0.10	\$0.09	\$0.29	\$0.21

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Net income	\$9,217	\$8,802	\$32,358	\$22,823
Other comprehensive income (loss), net of tax:				
Change in net unrealized gains (losses) on available-for-sale securities, net of income taxes of \$141, \$(268), \$(69) and \$857, respectively	230	(437	) (112	) 1,399
Other comprehensive income (loss), net of tax	230	(437	) (112	) 1,399
Total comprehensive income	\$9,447	\$8,365	\$32,246	\$24,222
See accompanying notes to unaudited consolidated financial statements.				

2

---

Table of Contents

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	Nine Months Ended September 30,	
	2015	2014
(in thousands)		
Cash flows from operating activities:		
Net income	\$ 32,358	\$ 22,823
Adjustments to reconcile net income to net cash provided (used) in operating activities:		
Provision for loan losses	1,254	(25 )
Depreciation and amortization of premises and equipment	3,554	3,197
Other amortization, net	9,543	5,310
Impairment of other real estate	460	2,111
Impairment of servicing rights valuation	1,503	2,332
Share-based compensation	997	491
Gains on loan sales, including origination of servicing rights	(67,115	) (41,979 )
Net gain on sales of other real estate	(2,776	) (2,485 )
Net income on bank owned life insurance	(1,455	) (1,292 )
Net change in fair value of loans held-for-sale	(1,841	) (1,224 )
Originations of loans held-for-sale	(2,516,693	) (1,997,252 )
Proceeds from sales of loans held-for-sale	2,580,851	1,902,367
Net payments received from FDIC under loss-share arrangements	668	5,028
Other assets	(4,065	) (10,018 )
Other liabilities	9,376	563
Net cash provided (used) in operating activities	46,619	(110,053 )
Cash flows from investing activities:		
Purchases of investment securities available-for-sale	(30,821	) (5,006 )
Purchases of investment securities held-to-maturity	(2,993	) (4,334 )
Purchases of FHLB stock	(8,070	) (10,575 )
Maturities and calls of investment securities held-to-maturity	720	796
Maturities and calls of investment securities available-for-sale	23,295	19,860
Redemption of FHLB stock	11,488	10,564
Net proceeds from sale of loans	—	52,211
Net increase in loans	(353,068	) (245,120 )
Proceeds from bank owned life insurance	—	868
Purchase of bank owned life insurance	(5,000	) —
Proceeds from sales of other real estate	14,240	14,443
Purchases of premises and equipment	(8,457	) (11,052 )
Cash received in excess of cash paid for acquisitions	146,740	162,033
Net cash used in investing activities	(211,926	) (15,312 )
Cash flows from financing activities:		
Net increase in noninterest-bearing demand deposits	133,058	130,101
Net increase (decrease) in interest-bearing deposits	131,670	(44,119 )
Net (decrease) increase in other short-term borrowings	(74,358	) 2,169
Proceeds from FHLB advances	770,000	295,000
Repayments on FHLB advances	(850,000	) (280,000 )
Issuance of subordinated debt	75,000	—
Payment of debt issuance costs	(1,069	) —

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Repurchase of common stock	(796	) (708	)
Proceeds from the issuance of common stock	3,893	2,398	
Common stock dividends paid	(6,323	) (4,470	)
Net cash provided by financing activities	181,075	100,371	
Net increase (decrease) in cash and cash equivalents	15,768	(24,994	)
Cash and cash equivalents, beginning of period	71,605	116,559	
Cash and cash equivalents, end of period	\$87,373	\$91,565	

Table of Contents

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued  
 (UNAUDITED)

	Nine Months Ended September 30,	
	2015	2014
(in thousands)		
Supplemental cash flow information and non-cash disclosures:		
Cash paid during the period for:		
Interest	\$9,178	\$8,363
Income taxes	\$7,037	\$3,639
Transfers of loans to other real estate	\$4,067	\$10,086
Acquisitions		
Assets acquired	\$43,230	\$9,119
Liabilities assumed	\$189,969	\$170,994
Transfers from investment securities available-for-sale to investment securities held-to-maturity	\$3,194	\$—
See accompanying notes to unaudited consolidated financial statements.		



Table of Contents

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2015

(UNAUDITED)

1. Basis of Presentation, Summary of Significant Accounting Policies and Subsequent Business Combinations

The unaudited consolidated financial statements include the accounts of Fidelity Southern Corporation ("FSC" or "Fidelity") and its wholly-owned subsidiaries. FSC owns 100% of Fidelity Bank (the "Bank") and LionMark Insurance Company, an insurance agency offering consumer credit related insurance products. FSC also owns three subsidiaries established to issue trust preferred securities, which are not consolidated for financial reporting purposes in accordance with current accounting guidance, as FSC is not the primary beneficiary. The "Company" or "our," as used herein, includes FSC and its subsidiaries, unless the context otherwise requires.

These unaudited consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles followed within the financial services industry for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required for complete financial statements.

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the periods presented. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant changes in the near term relate to the determination of the allowance for loan losses, the calculations of and the amortization of capitalized servicing rights, the valuation of loans held-for-sale and certain derivatives, the valuation of real estate or other assets acquired in connection with foreclosures or in satisfaction of loans, estimates used for fair value acquisition accounting and Federal Deposit Insurance Corporation ("FDIC") receivable for loss share agreements, and valuation of deferred income taxes. In addition, the actual lives of certain amortizable assets and income items are estimates subject to change. The Company principally operates in one business segment, which is community banking.

In the opinion of management, all adjustments considered necessary for a fair presentation of the financial position and results of operations for the interim periods have been included. All such adjustments are normal recurring accruals. All significant intercompany accounts and transactions have been eliminated in consolidation. Certain amounts have been reclassified to conform to current year presentation. These reclassifications had no impact on previously reported net income and shareholders' equity.

Operating results for the nine-month period ended September 30, 2015, are not necessarily indicative of the results that may be expected for the year ended December 31, 2015. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K and Annual Report to Shareholders for the year ended December 31, 2014.

The Company's significant accounting policies are described in Note 1 of the Notes to Consolidated Financial Statements included in the 2014 Annual Report on Form 10-K filed with the Securities and Exchange Commission. There were no new accounting policies or changes to existing policies adopted in the first nine months of 2015, which had a significant effect on the results of operations or statement of financial condition. For interim reporting purposes, the Company follows the same basic accounting policies and considers each interim period as an integral part of an annual period.

Recent Accounting Pronouncements

In June 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-10 "Technical Corrections and Improvements." The amendments in this standard clarify the guidance, correct references and make minor improvements affecting a variety of topics. The substantive amendments are effective for entities during annual reporting periods beginning after December 15, 2015, and interim periods therein, and other amendments are effective immediately. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

In April 2015, the FASB issued ASU 2015-03 "Interest - Imputation Of Interest (Subtopic 835-30)." The amendments in this standard simplify the presentation of debt issuance costs by requiring that these costs be presented as a direct

reduction of the related debt liability. The update does not change the recognition and measurement guidance for debt issuance costs. The amendments are effective for entities during annual reporting periods beginning after December 15, 2015, and interim periods therein and those requirements must be applied retrospectively. Early adoption is permitted. The Company early adopted this ASU as of June 30, 2015 on a retrospective basis. The adoption of this ASU resulted in an insignificant balance sheet reclassification of \$90,000 between the amounts reported as other assets and subordinated debt as of December 31, 2014.

In February 2015, the FASB issued ASU 2015-02 "Consolidation (Topic 810): Amendments to the Consolidation Analysis." The amendments in this standard provide guidance for performing a consolidation analysis and all reporting entities will be within the scope of Topic 810. As a result, the ASU clarifies when limited partnerships and other similar entities will be considered VIEs; three of the six criteria for determining if fees paid to a decision maker or service provider represent a variable interest were

## Table of Contents

eliminated; reduces the extent to which related party arrangements cause an entity to be considered a primary beneficiary, and eliminates the deferral of ASU 2009-17 for certain investment funds. The amendments are effective for entities during annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

In January 2015, the FASB issued ASU 2015-01 "Income Statement-Extraordinary and Unusual Items: Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items." The new guidance eliminates the concept of an extraordinary item. As a result, an entity will no longer segregate extraordinary items from the results of ordinary operations; separately present an extraordinary item on its income statement, net of tax, after income from continuing operations; nor disclose income taxes and EPS data applicable to an extraordinary item. The ASU does not affect the reporting and disclosure requirements for an event that is unusual in nature or that occurs infrequently. The amendments are effective for annual reporting periods beginning after December 15, 2015, and interim reporting periods therein and those requirements may be applied prospectively or retrospectively. Early adoption is permitted. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." The amendments in this guidance indicate that entities should recognize revenue to reflect the transfers of goods or services to customers in an amount equal to the consideration the entity receives or expects to receive. The amendments will be effective for entities during annual reporting periods beginning after December 15, 2016, and interim reporting periods therein and those requirements should be applied retrospectively. Early adoption is not permitted. The Company is continuing to evaluate the impact of this ASU. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 by one year.

In August 2015, the FASB issued ASU 2015-15, "Imputation of Interest, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements - Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting." The FASB issued this ASU to incorporate into the Accounting Standards Codification (ASC) an SEC staff announcement that the SEC staff will not object to an entity presenting the cost of securing a revolving line of credit as an asset, regardless of whether a balance is outstanding. The announcement came in response to questions that arose after the FASB issued ASU 2015-03, "Interest - Imputation of Interest (Subtopic 835-30) - Simplifying the Presentation of Debt Issuance Costs." The standard, as issued, did not address revolving lines of credit, which may not have outstanding balances. An entity that repeatedly draws on a revolving credit facility and then repays the balance could present the cost as a deferred asset and reclassify all or a portion of it as a direct deduction from the liability whenever a balance is outstanding. However, the SEC staff's announcement provides a less-cumbersome alternative. Either way, the cost should be amortized over the term of the arrangement. This ASU was effective upon announcement by the SEC staff on June 18, 2015, and the adoption of this ASU did not have a significant impact on the Company's Consolidated Financial Statements.

In August 2015, the FASB issued ASU 2015-16, "Business Combinations: Simplifying the Accounting for Measurement-Period Adjustments." The new guidance eliminates the requirement that an acquirer in a business combination account for measurement-period adjustments retrospectively. Instead, an acquirer will recognize a measurement-period adjustment during the period in which it determines the amount of the adjustment, including the effect on earnings of any amounts it would have recorded in previous periods if the accounting had been completed at the acquisition date. The guidance is effective for public business entities for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2015. The Company will implement this ASU as of December 31, 2015. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

Other accounting standards that have been issued by the FASB or other standard-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

### Contingencies

Due to the nature of their activities, the Company and its subsidiaries are at times engaged in various legal proceedings that arise in the course of normal business, some of which were outstanding as of September 30, 2015.

While it is difficult to predict or determine the outcome of these proceedings, it is the opinion of management, after consultation with its legal counsel, that there is not a reasonable possibility that the ultimate liabilities, if any, would have a material adverse impact on the Company's consolidated results of operations, financial position, or cash flows.

**Subsequent Business Combinations**

On October 26, 2015, the Company entered into an Agreement and Plan of Merger with American Enterprise Bankshares, Inc. ("AEB"), the holding company for American Enterprise Bank of Florida, headquartered in Jacksonville, Florida. The Company will acquire all of the common stock of AEB in a stock transaction valued at approximately \$27 million, based on the closing price of Fidelity common stock on October 23, 2015. Under the terms of the Merger Agreement, AEB will merge with and into the Company and American Enterprise Bank of Florida will merge with and into Fidelity Bank. As of September 30, 2015, AEB reported approximately \$205 million in assets, \$156 million in loans, and \$177 million in deposits. The consummation of the

Table of Contents

transaction is subject to customary closing conditions, including receipt of all necessary regulatory approvals, and is expected to be completed in the first quarter of 2016.

On October 2, 2015, the Company acquired certain loans and deposits from The Bank of Georgia, headquartered in Peachtree City, Georgia, in a Purchase and Assumption agreement with the FDIC. Net cash proceeds of \$41.3 million were received in the transaction, representing \$280.0 million of deposit balances assumed at closing, net of amounts bid of approximately \$142.3 million for loans, \$75.9 million in liquid assets, \$8.9 million for real and personal property, and \$3.5 million for other assets acquired in the transaction and a 3.05% premium on deposits, which equates to \$8.1 million.

## 2. Business Combinations

On September 11, 2015, the Company acquired certain loans and deposits from eight branches of First Bank, a Missouri bank, in the Sarasota-Bradenton, Florida area. Net cash of \$116.0 million was received in the transaction, representing the deposit balances assumed at closing, net of amounts paid for real and personal property acquired of \$3.6 million, \$29.7 million for loans acquired in the transaction and a 1.0% premium on deposits. Customer deposit balances were recorded at \$151.1 million, other assets of \$243,000, core deposit intangible of \$2.3 million was recognized, and \$682,000 in other liabilities were recorded in the transaction. The amount allocated to goodwill was insignificant.

On January 5, 2015, the Company acquired certain loans and deposits from the St. Augustine, Florida branch of Florida Capital Bank, N.A. Net cash of \$30.7 million was received in the transaction, representing the deposit balances assumed at closing, net of amounts paid of \$6.8 million for loans acquired in the transaction and a 1.75% premium on deposits. Customer deposit balances of \$38.2 million and core deposit intangible of \$631,000 were recorded in the transaction. The amount allocated to goodwill was insignificant.

The effects of the acquired assets and liabilities have been included in the consolidated financial statements since their respective acquisition date. Pro forma results have not been disclosed as those amounts are not significant to the unaudited consolidated financial statements.

## 3. Investment Securities

Management's primary objective in managing the investment securities portfolio includes maintaining a portfolio of high quality investments with competitive returns while providing for pledging and liquidity needs within overall asset and liability management parameters. The Company is required under federal regulations to maintain adequate liquidity to ensure safe and sound operations. As such, management regularly evaluates the investment portfolio for cash flows, the level of loan production, current interest rate risk strategies and the potential future direction of market interest rate changes. Individual investment securities differ in terms of default, interest rate, liquidity and expected rate of return risk.

The following table summarizes the amortized cost and fair value of debt securities and the related gross unrealized gains and losses at September 30, 2015 and December 31, 2014.

(in thousands)	September 30, 2015				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Other than Temporary Impairment	Fair Value
Investment securities available-for-sale:					
Obligations of U.S. Government sponsored enterprises	\$40,899	\$1,079	\$—	\$—	\$41,978
Municipal securities	11,551	564	—	—	12,115
Residential mortgage-backed securities	98,941	2,747	(32)	) —	101,656
Total available-for-sale	\$151,391	\$4,390	\$(32)	) \$—	\$155,749
Investment securities held-to-maturity:					
Municipal securities	\$1,589	\$—	\$—	\$—	\$1,589

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Residential mortgage-backed securities	7,017	263	(28	) —	7,252
Commercial mortgage-backed securities	4,210	—	—	—	4,210
Total held-to-maturity	\$12,816	\$263	\$(28	) \$—	\$13,051

7

---

Table of Contents

(in thousands)	December 31, 2014				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Other than Temporary Impairment	Fair Value
Investment securities available-for-sale:					
Obligations of U.S. Government sponsored enterprises	\$25,717	\$567	\$—	\$—	\$26,284
Municipal securities	14,170	690	—	—	14,860
Residential mortgage-backed securities	105,165	3,299	(18	) —	108,446
Total available-for-sale	\$145,052	\$4,556	\$(18	) \$—	\$149,590

Investment securities held-to-maturity:					
Residential mortgage-backed securities	\$3,072	\$342	\$—	\$—	\$3,414
Commercial mortgage-backed securities	4,277	—	—	—	4,277
Total held-to-maturity	\$7,349	\$342	\$—	\$—	\$7,691

The Company held one and three investment securities available-for-sale that were in an unrealized loss position at September 30, 2015 and December 31, 2014, respectively, as well as three securities held-to-maturity that were in an unrealized loss position at September 30, 2015, and none at December 31, 2014. The following table reflects the gross unrealized losses and fair values of the investment securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

(in thousands)	September 30, 2015			
	12 Months or Less		More Than 12 Months	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises	\$—	\$—	\$—	\$—
Municipal securities	—	—	—	—
Residential mortgage-backed securities	3,860	(32	) —	—
Total available-for-sale	\$3,860	\$(32	) \$—	\$—
Investment securities held-to-maturity:				
Residential mortgage-backed securities	\$4,488	\$(28	) \$—	\$—
Commercial mortgage-backed securities	—	—	—	—
Total held-to-maturity	\$4,488	\$(28	) \$—	\$—

(in thousands)	December 31, 2014				
	12 Months or Less		More Than 12 Months		
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	
Investment securities available-for-sale:					
Obligations of U.S. Government sponsored enterprises	\$—	\$—	\$—	\$—	
Municipal securities	—	—	—	—	
Residential mortgage-backed securities	4,971	(6	) 3,195	(12	)
Total available-for-sale	\$4,971	\$(6	) \$3,195	\$(12	)

At September 30, 2015 and December 31, 2014, the unrealized losses on investment securities related to interest rate fluctuations. Management does not have the intent to sell the impaired securities and it is not more likely than not that the Company will be required to sell the investments before recovery of the amortized cost. Accordingly, as of

September 30, 2015, management believes the impairment detailed in the table above is temporary and no other-than-temporary impairment loss has been recognized in the Company's Consolidated Statements of Comprehensive Income.

The amortized cost and fair value of investment securities at September 30, 2015 and December 31, 2014 are categorized in the following table by contractual maturity. Securities not due at a single maturity (i.e., mortgage-backed securities) are shown separately.



Table of Contents

(in thousands)	September 30, 2015		December 31, 2014	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises				
Due after one year through five years	\$28,638	\$29,535	\$—	\$—
Due five years through ten years	12,261	12,443	24,713	25,210
Due after ten years	—	—	1,004	1,074
Municipal securities				
Due within one year	—	—	817	819
Due after one year through five years	—	—	885	895
Due five years through ten years	3,398	3,574	688	727
Due after ten years	8,153	8,541	11,780	12,419
Residential mortgage-backed securities	98,941	101,656	105,165	108,446
Total available-for-sale	\$151,391	\$155,749	\$145,052	\$149,590
Investment securities held-to-maturity:				
Municipal securities				
Due after ten years	1,589	1,589	—	—
Residential mortgage-backed securities	7,017	7,252	3,072	3,414
Commercial mortgage-backed securities	4,210	4,210	4,277	4,277
Total held-to-maturity	\$12,816	\$13,051	\$7,349	\$7,691

There were no investment securities sold during the nine months ended September 30, 2015 or 2014.

The following table summarizes the investment securities that were pledged as collateral at September 30, 2015 and December 31, 2014.

(in thousands)	September 30, 2015	December 31, 2014
Public deposits	\$89,904	\$95,003
Securities sold under repurchase agreements	23,871	18,778
Total pledged securities	\$113,775	\$113,781

#### 4. Loans Held-for-Sale

The following table summarizes loans held-for-sale at September 30, 2015 and December 31, 2014.

(in thousands)	September 30, 2015	December 31, 2014
Residential mortgage	\$218,308	\$181,424
SBA	11,343	12,511
Indirect automobile	110,000	175,000
Total loans held-for-sale	\$339,651	\$368,935

During the three and nine months ended September 30, 2015 and 2014, the Company transferred \$4.6 million and \$2.8 million, respectively, to the held for investment residential mortgage portfolio.

The Company had \$151.8 million and \$141.1 million in residential mortgage loans held-for-sale pledged to the FHLB at September 30, 2015 and December 31, 2014, respectively.

#### 5. Loans

Loans outstanding, by class, are summarized in the following table and include net unamortized costs of \$32.6 million and \$30.0 million at September 30, 2015 and December 31, 2014, respectively. Non-covered loans represent existing

portfolio loans

9

---

Table of Contents

prior to the FDIC-assisted transactions, loans not covered under the Loss Share Agreements, and additional loans originated subsequent to the FDIC-assisted transactions.

(in thousands)	September 30, 2015		December 31, 2014	
	Non-Covered	Covered	Non-Covered	Covered
Commercial	\$565,615	\$13,704	\$502,938	\$21,207
SBA	137,709	369	134,142	624
Construction	151,879	2,456	120,128	3,866
Indirect automobile	1,399,932	—	1,219,232	—
Installment	11,723	513	12,342	880
Residential mortgage	247,182	1,515	156,841	1,657
Home equity lines of credit	103,951	5,266	72,870	6,579
Total loans	\$2,617,991	\$23,823	\$2,218,493	\$34,813

Loans in nonaccrual status are presented by class of loans in the following table.

(in thousands)	September 30, 2015	December 31, 2014
Commercial	\$11,372	\$12,414
SBA	6,520	10,637
Construction	6,087	7,031
Indirect automobile	811	715
Installment	543	623
Residential mortgage	2,133	2,299
Home equity lines of credit	1,026	1,137
Total nonaccrual loans	\$28,492	\$34,856

If such nonaccrual loans had been on a full accrual basis, interest income on these loans for the the three months ended September 30, 2015 and 2014 would have been \$497,000 and \$535,000, respectively. For the the nine months ended September 30, 2015 and 2014 the interest income would have been \$1.2 million and \$1.3 million, respectively.

Accruing loans delinquent 30-89 days, 90 days or more, and troubled debt restructured loans ("TDRs") accruing interest, presented by class of loans at September 30, 2015 and December 31, 2014, were as follows:

(in thousands)	September 30, 2015			December 31, 2014		
	Accruing Delinquent 30-89 Days	Accruing Delinquent 90 Days or More	TDRs Accruing	Accruing Delinquent 30-89 Days	Accruing Delinquent 90 Days or More	TDRs Accruing
Commercial	\$665	\$—	\$9,167	\$215	\$—	\$9,521
SBA	2,497	2,579	3,931	830	—	4,164
Construction	1,111	—	284	—	—	445
Indirect automobile	1,381	—	1,944	1,547	—	1,779
Installment	87	—	62	42	—	18
Residential mortgage	158	1,389	621	475	827	632
Home equity lines of credit	1,119	—	—	1,442	—	—
Total	\$7,018	\$3,968	\$16,009	\$4,551	\$827	\$16,559

Table of Contents

## TDR Loans

The following tables present loans, by class, which were modified as TDRs that occurred during the three and nine months ended September 30, 2015 and 2014, along with the type of modification.

(in thousands)	Troubled Debt Restructured During the Three Months Ended September 30, 2015		Troubled Debt Restructured During the Three Months Ended September 30, 2014	
	Interest Rate	Term	Interest Rate	Term
Commercial	\$—	\$—	\$—	\$—
SBA	—	—	—	—
Construction	—	—	—	—
Indirect automobile	—	484	—	275
Installment	—	—	—	42
Residential mortgage	—	—	—	—
Home equity lines of credit	—	—	—	—
Total	\$—	\$484	\$—	\$317

(in thousands)	Troubled Debt Restructured During the Nine Months Ended September 30, 2015		Troubled Debt Restructured During the Nine Months Ended September 30, 2014	
	Interest Rate	Term	Interest Rate	Term
Commercial	\$—	\$1,006	\$—	\$—
SBA	—	—	—	—
Construction	—	—	—	—
Indirect automobile	—	952	—	657
Installment	—	—	127	60
Residential mortgage	—	—	155	—
Home equity lines of credit	—	—	—	217
Total	\$—	\$1,958	\$282	\$934

The following tables present the amount of TDRs that were restructured in the previous twelve months and subsequently redefaulted during the three and nine months ended September 30, 2015 and 2014.

Table of Contents

(in thousands)	Troubled Debt Restructured During the Last Twelve Months and Subsequently Redefaulting During the Three Months Ended September 30, <sup>(1)</sup>		Troubled Debt Restructured During the last Twelve Months and Subsequently Redefaulting During the Nine Months Ended September 30,	
	2015	2014	2015	2014
Commercial	\$—	\$—	\$—	\$—
SBA	—	—	—	—
Construction	—	—	—	—
Indirect automobile	—	—	—	—
Installment	—	42	—	42
Residential mortgage	—	—	—	155
Home equity lines of credit	—	—	—	14
Total	\$—	\$42	\$—	\$211

<sup>(1)</sup> Subsequently redefaulting is defined as a payment default (i.e., 30 days contractually past due) within twelve months of restructuring date.

The Company had total TDRs with a balance of \$23.4 million at September 30, 2015 and \$21.3 million December 31, 2014. There were no commitments to lend any additional amounts to customers with outstanding loans that were classified as TDRs at September 30, 2015 or December 31, 2014.

There were \$398.5 million and \$318.5 million in loans pledged to the FHLB of Atlanta as collateral for borrowings at September 30, 2015 and December 31, 2014, respectively. Additionally, \$318.3 million and \$305.1 million in indirect automobile loans were pledged to the FRB at September 30, 2015 and December 31, 2014, respectively, as collateral for potential Discount Window borrowings.

**Impaired Loans**

The following tables present by class the unpaid principal balance, amortized cost and related allowance for impaired loans at September 30, 2015 and December 31, 2014.

(in thousands)	September 30, 2015			December 31, 2014		
	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>	Related Allowance	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>	Related Allowance
Impaired Loans with Allowance						
Commercial	\$8,809	\$6,258	\$1,753	\$9,390	\$7,527	\$2,608
SBA	2,600	2,600	15	4,519	3,652	25
Construction	284	284	185	686	583	278
Indirect automobile	2,424	2,053	8	2,219	1,855	9
Installment	296	255	255	1,783	463	296
Residential mortgage	2,197	2,197	408	2,418	2,418	532
Home equity lines of credit	907	761	709	848	733	679
Loans	\$17,517	\$14,408	\$3,333	\$21,863	\$17,231	\$4,427

Table of Contents

(in thousands)	September 30, 2015		December 31, 2014	
	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>
Impaired Loans with No Allowance				
Commercial	17,969	15,304	18,776	16,316
SBA	15,236	11,314	13,618	12,578
Construction	8,190	6,087	9,009	6,893
Indirect automobile	—	—	—	—
Installment	1,489	193	59	47
Residential mortgage	2,544	2,544	1,921	1,921
Home equity lines of credit	—	—	143	133
Loans	45,428	35,442	43,526	37,888

<sup>(1)</sup>The primary difference between the unpaid principal balance and recorded investment represents charge offs previously taken; it excludes accrued interest receivable due to materiality

Average recorded investment of impaired loans and interest income recognized for the three and nine months ended September 30, 2015 and 2014, by class, are summarized in the table below. Interest income recognized during the periods on a cash basis was immaterial.

(in thousands)	Three Months Ended September 30,			
	2015		2014	
	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
Commercial	\$21,669	\$88	\$23,776	\$91
SBA	13,855	25	22,477	837
Construction	6,534	5	7,894	5
Indirect automobile	1,872	78	1,981	42
Installment	451	15	502	25
Residential mortgage	4,383	4	3,222	19
Home equity lines of credit	765	4	932	9
Total	\$49,529	\$219	\$60,784	\$1,028

(in thousands)	Nine Months Ended September 30,			
	2015		2014	
	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
Commercial	\$22,099	\$332	\$22,758	\$444
SBA	15,527	558	21,683	1,626
Construction	7,013	15	9,413	20
Indirect automobile	1,875	213	2,087	135
Installment	482	56	524	106
Residential mortgage	4,709	65	3,010	57
Home equity lines of credit	876	12	951	24
Total	\$52,581	\$1,251	\$60,426	\$2,412

Table of Contents

## Credit Quality Indicators

The Company uses an asset quality ratings system to assign a numeric indicator of the credit quality and level of existing credit risk inherent in a loan. These ratings are adjusted periodically as the Company becomes aware of changes in the credit quality of the underlying loans.

Indirect automobile loans typically receive a risk rating only when being downgraded to an adverse rating. The Company uses a number of factors, including FICO scoring, to help evaluate the likelihood consumer borrowers will pay their credit obligations as agreed. The weighted-average FICO score for the indirect automobile portfolio was 723 at September 30, 2015 and 741 at December 31, 2014.

The following are definitions of the asset rating categories.

- Pass – These categories include loans rated satisfactory with high, good, average or acceptable business and credit risk.
- Special Mention – A special mention asset has potential weaknesses that deserve management’s close attention.
- Substandard – A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. A substandard asset has a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt.
- Doubtful – Doubtful assets have all the weaknesses inherent in assets classified 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.
- Loss – Loss assets are considered uncollectable and of such little value that their continuance as recorded assets is not warranted.

The following tables present the recorded investment in loans, by loan rating category, as of September 30, 2015 and December 31, 2014:

(in thousands) September 30, 2015

Asset Rating	Commercial	SBA	Construction	Indirect Automobile	Installment	Residential Mortgage	Home Equity Lines of Credit	Total
Pass	\$547,194	\$118,990	\$143,560	\$—	\$11,068	\$243,405	\$107,512	\$1,171,729
Special Mention	6,343	7,736	2,221	—	172	186	162	16,820
Substandard	25,782	11,352	8,554	2,581	996	5,106	1,543	55,914
Doubtful	—	—	—	—	—	—	—	—
Loss	—	—	—	—	—	—	—	—
Ungraded Performing	579,319	138,078	154,335	2,581	12,236	248,697	109,217	1,244,463
Total	\$579,319	\$138,078	\$154,335	\$1,397,351	—	—	—	1,397,351
	\$579,319	\$138,078	\$154,335	\$1,399,932	\$12,236	\$248,697	\$109,217	\$2,641,814

(in thousands) December 31, 2014

Asset Rating	Commercial	SBA	Construction	Indirect Automobile	Installment	Residential Mortgage	Home Equity Lines of Credit	Total
Pass	\$479,032	\$115,166	\$113,309	\$—	\$11,449	\$153,437	\$77,689	\$950,082
Special Mention	15,876	6,024	217	—	245	365	82	22,809
Substandard	29,237	13,576	10,468	2,880	1,528	4,696	1,678	64,063
Doubtful	—	—	—	—	—	—	—	—

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Loss	—	—	—	—	—	—	—	—
	524,145	134,766	123,994	2,880	13,222	158,498	79,449	1,036,954
Ungraded Performing	—	—	—	1,216,352	—	—	—	1,216,352
Total	\$524,145	\$134,766	\$123,994	\$1,219,232	\$13,222	\$158,498	\$79,449	\$2,253,306

14

---



Table of Contents

## Purchased Credit Impaired ("PCI") Loans

The carrying amount of PCI loans at September 30, 2015 and December 31, 2014 was as follows.

(in thousands)	September 30, 2015	December 31, 2014
Commercial	\$14,829	\$23,005
Construction	2,456	3,866
Consumer	687	1,756
Mortgage	7,070	8,657
Total carrying amount	\$25,042	\$37,284
Total outstanding balance	\$30,237	\$42,679

Accretable yield, or income expected to be collected on PCI loans at September 30, 2015 and December 31, 2014, was as follows.

(in thousands)	For the Nine Months Ended September 30, 2015	For the Year Ended December 31, 2014
Beginning balance	\$1,649	\$2,188
Accretion of income	(411	) (2,162
Other activity, net	765	1,623
Ending balance	\$2,003	\$1,649

Table of Contents

## 6. Allowance for Loan Losses

A summary of changes in the allowance for loan losses, by loan portfolio segment, for the three and nine months ended September 30, 2015 and 2014 follows.

## Three Months Ended September 30, 2015

(in thousands)	Commercial	Construction	Consumer	Mortgage	Covered	Acquired Non-covered	Unallocated	Total
Beginning balance	\$10,744	\$1,584	\$6,067	\$3,260	\$230	\$10	\$1,530	\$23,425
Charge-offs	—	—	(986 )	(100 )	(26 )	—	—	(1,112 )
Recoveries	111	291	382	2	12	1	—	799
Net (charge-offs)/ recoveries	111	291	(604 )	(98 )	(14 )	1	—	(313 )
Decrease in FDIC indemnification asset	—	—	—	—	310	—	—	310
Provision for loan losses <sup>(1)</sup>	(216 )	(242 )	1,560	559	75	3	(411 )	1,328
Ending balance	\$10,639	\$1,633	\$7,023	\$3,721	\$601	\$14	\$1,119	\$24,750

## Three Months Ended September 30, 2014

(in thousands)	Commercial	Construction	Consumer	Mortgage	Covered	Acquired Non-covered	Unallocated	Total
Beginning balance	\$15,426	\$1,279	\$5,639	\$3,092	\$1,856	\$314	\$1,306	\$28,912
Charge-offs	(1,358 )	—	(1,005 )	(32 )	(156 )	(52 )	—	(2,603 )
Recoveries	21	41	391	28	79	—	—	560
Net (charge-offs)/ recoveries	(1,337 )	41	(614 )	(4 )	(77 )	(52 )	—	(2,043 )
Decrease in FDIC indemnification asset	—	—	—	—	(431 )	—	—	(431 )
Provision for loan losses <sup>(1)</sup>	1,623	(76 )	587	91	(125 )	(141 )	(100 )	1,859
Ending balance	\$15,712	\$1,244	\$5,612	\$3,179	\$1,223	\$121	\$1,206	\$28,297

## Nine Months Ended September 30, 2015

(in thousands)	Commercial	Construction	Consumer	Mortgage	Covered	Acquired Non-covered	Unallocated	Total
Beginning balance	\$12,967	\$1,486	\$6,300	\$3,251	\$555	\$160	\$731	\$25,450
Charge-offs	(923 )	—	(3,092 )	(100 )	(151 )	(34 )	—	(4,300 )
Recoveries	229	658	1,122	6	416	88	—	2,519
Net (charge-offs)/ recoveries	(694 )	658	(1,970 )	(94 )	265	54	—	(1,781 )

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Decrease in FDIC indemnification asset	—	—	—	—	(173	)	—	—	(173	)		
Provision for loan losses <sup>(1)</sup>	(1,634	)	(511	)	2,693	564	(46	)	(200	)	388	1,254
Ending balance	\$10,639	\$1,633	\$7,023	\$3,721	\$601	\$14	\$1,119	\$24,750				

16

---

Table of Contents

## Nine Months Ended September 30, 2014

(in thousands)	Commercial	Construction	Consumer	Mortgage	Covered	Acquired Non-covered	Unallocated	Total
Beginning balance	\$17,348	\$2,044	\$6,410	\$3,376	\$3,331	\$278	\$897	\$33,684
Charge-offs	(3,201 )	(111 )	(3,051 )	(180 )	(652 )	(52 )	—	(7,247 )
Recoveries	33	1,818	1,071	58	288	16	—	3,284
Net (charge-offs)/ recoveries	(3,168 )	1,707	(1,980 )	(122 )	(364 )	(36 )	—	(3,963 )
Decrease in FDIC indemnification asset	—	—	—	—	(1,399 )	—	—	(1,399 )
Provision for loan losses <sup>(1)</sup>	1,532	(2,507 )	1,182	(75 )	(345 )	(121 )	309	(25 )
Ending balance	\$15,712	\$1,244	\$5,612	\$3,179	\$1,223	\$121	\$1,206	\$28,297

<sup>(1)</sup> Net of benefit attributable to FDIC indemnification asset

The following tables present, by portfolio segment, the balance in the allowance for loan losses disaggregated on the basis of the Company's impairment measurement method and the related recorded investment in loans as of September 30, 2015 and December 31, 2014.

## September 30, 2015

(in thousands)	Commercial	Construction	Consumer	Mortgage	Acquired, Covered and Non-covered	Unallocated	Total
Individually evaluated for impairment	\$1,768	\$185	\$263	\$1,117	\$—	\$—	\$3,333
Collectively evaluated for impairment	8,871	1,448	6,760	2,604	—	1,119	20,802
Acquired with deteriorated credit quality	—	—	—	—	615	—	615
Total allowance for loan losses	\$10,639	\$1,633	\$7,023	\$3,721	\$615	\$1,119	\$24,750
Individually evaluated for impairment	\$35,476	\$6,371	\$2,501	\$5,502	\$—	\$—	\$49,850
Collectively evaluated for impairment	667,092	145,508	1,408,980	345,342	—	—	2,566,922
Acquired with deteriorated credit quality	14,829	2,456	687	7,070	—	—	25,042
Total loans	\$717,397	\$154,335	\$1,412,168	\$357,914	\$—	\$—	\$2,641,814

Table of Contents

	December 31, 2014						
(in thousands)	Commercial	Construction	Consumer	Mortgage	Acquired, Covered and Non-covered	Unallocated	Total
Individually evaluated for impairment	\$2,633	\$278	\$305	\$1,211	\$—	\$—	\$4,427
Collectively evaluated for impairment	10,334	1,208	5,995	2,040	—	731	20,308
Acquired with deteriorated credit quality	—	—	—	—	715	—	715
Total allowance for loan losses	\$12,967	\$1,486	\$6,300	\$3,251	\$715	\$731	\$25,450
Individually evaluated for impairment	\$40,073	\$7,476	\$2,365	\$5,205	\$—	\$—	\$55,119
Collectively evaluated for impairment	595,833	112,652	1,228,333	224,085	—	—	2,160,903
Acquired with deteriorated credit quality	23,005	3,866	1,756	8,657	—	—	37,284
Total loans	\$658,911	\$123,994	\$1,232,454	\$237,947	\$—	\$—	\$2,253,306

## 7. Other Real Estate

The following table segregates the ORE by type.

(in thousands)	September 30, 2015	December 31, 2014
Commercial	\$8,389	\$13,757
Residential	825	1,212
Lots	5,493	7,595
Total ORE, net	\$14,707	\$22,564

The following table summarizes the changes in ORE.

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Beginning Balance	\$16,070	\$26,930	\$22,564	\$30,982
Transfers of loans to ORE	2,248	4,275	4,067	10,086
Sales	(3,556)	(3,695)	(11,464)	(11,958)
Write-downs	(55)	(511)	(460)	(2,111)
Ending Balance	\$14,707	\$26,999	\$14,707	\$26,999

Residential mortgage loans in the process of foreclosure were \$414,000 and \$407,000 at September 30, 2015 and December 31, 2014, respectively.

Table of Contents

## 8. Subordinated Debt

Subordinated debt is summarized as follows.

(\$ in thousands)	September 30, 2015	December 31, 2014
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 3.10%, with a rate at September 30, 2015 and December 31, 2014, of 3.43% and 3.35%, respectively	\$15,464	\$15,464
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 1.89%, with a rate at September 30, 2015 and December 31, 2014, of 2.22% and 2.13%, respectively	10,310	10,310
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 1.40%, with rate at September 30, 2015 and December 31, 2014, of 1.74% and 1.64%, respectively	20,619	20,619
Floating rate 15-year capital securities, with interest paid quarterly at an annual fixed rate of 5.875% until May 31, 2025	75,000	—
Principal amount of subordinated debt	\$121,393	\$46,393
Less debt issuance costs	1,104	90
Subordinated debt, net	\$120,289	\$46,303

All subordinated debt outstanding at September 30, 2015 matures after more than five years.

On May 29, 2015, the Bank issued subordinated notes (the “Notes”) totaling \$75.0 million in aggregate principal amount. The Notes are due May 31, 2030 and bear a fixed rate of interest of 5.875% per year until May 31, 2025. As of June 1, 2025 to the maturity date, the interest rate will be a floating rate equal to the three-month LIBOR plus 363 basis points. The Notes were priced at 100% of their par value. The Notes are callable at their par value in whole or in part on June 1, 2025 or any interest payment date thereafter. The Notes qualify as Tier 2 regulatory capital for the Bank and the Company, and the intended use of the proceeds includes general corporate purposes, including potential acquisitions.

## 9. Fair Value of Financial Instruments

## Mortgage Loans Held-for-Sale

The Company records mortgage loans held-for-sale at fair value. The Company chose to fair value mortgage loans held-for-sale to align results with the underlying economic changes in value of the loans and related hedge instruments. Interest income on mortgage loans held-for-sale is recorded on an accrual basis in the Consolidated Statements of Comprehensive Income under the heading “Interest income-loans, including fees.” The servicing value is included in the fair value of the mortgage loans held-for-sale and initially recognized at the time the Company enters into Interest Rate Lock Commitments (“IRLCs”) with borrowers. The mark-to-market adjustments related to loans held-for-sale and the associated economic hedges are reported in noninterest income from mortgage banking activities in the Consolidated Statements of Comprehensive Income.

## Valuation Methodologies and Fair Value Hierarchy

The primary financial instruments that the Company carries at fair value include investment securities, derivative instruments including IRLCs, and loans held-for-sale.

Debt securities issued by U.S. Government corporations and agencies, debt securities issued by states and political subdivisions, and agency residential mortgage-backed securities classified as available-for-sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond’s terms and conditions, among other things. The investments in the Company’s portfolio are generally not quoted on an exchange but are actively traded in the secondary institutional market.

The fair value of mortgage loans held-for-sale is based on what secondary markets are currently offering for portfolios with similar characteristics. The fair value measurements consider observable data that may include market trade pricing from brokers and investors and the mortgage-backed security markets. As such, the Company classifies these

loans as Level 2.

The Company classifies IRLCs on residential mortgage loans held-for-sale, which are derivatives under ASC 815-10-15, on a gross basis within other assets or other liabilities. The fair value of these commitments, while based on interest rates observable in the market, is highly dependent on the ultimate closing of the loans. These “pull-through” rates are based on both the Company’s historical data and the current interest rate environment and reflect the Company’s best estimate of the likelihood that a commitment will ultimately result in a closed loan. The servicing value is also included in the fair value of IRLCs. Because these inputs are not transparent in market trades, IRLCs are considered to be Level 3 assets.

Table of Contents

Derivative instruments are primarily transacted in the secondary mortgage and institutional dealer markets and priced with observable market assumptions at a mid-market valuation point, with appropriate valuation adjustments for liquidity and credit risk. For purposes of valuation adjustments to its derivative positions, the Company has evaluated liquidity premiums that may be demanded by market participants, as well as the credit risk of its counterparties and its own credit if applicable. To date, no material losses due to a counterparty's inability to pay any net uncollateralized position have occurred. Derivative instruments are considered to be Level 3.

The credit risk associated with the underlying cash flows of an instrument carried at fair value was a consideration in estimating the fair value of certain financial instruments. Credit risk was considered in the valuation through a variety of inputs, as applicable, including, the actual default and loss severity of the collateral, and level of subordination. The assumption used to estimate credit risk applied relevant information that a market participant would likely use in valuing an instrument. Because mortgage loans held-for-sale are sold within a few weeks of origination, they are unlikely to demonstrate any of the credit weaknesses discussed above and as a result, there were no credit related adjustments to fair value during the three and nine months ended September 30, 2015 and 2014.

The following tables present financial instruments measured at fair value on a recurring basis at September 30, 2015 and December 31, 2014. There were no transfers between Level 1, 2, and 3 during the three and nine months ended September 30, 2015.

		Fair Value Measurements at September 30, 2015		
(in thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U.S. Government sponsored enterprises	\$41,978	\$—	\$41,978	\$—
Municipal securities	12,115	—	12,115	—
Residential mortgage-backed securities	101,656	—	101,656	—
Mortgage loans held-for-sale	218,308	—	218,308	—
Other assets <sup>(1)</sup>	5,819	—	—	5,819
Other liabilities <sup>(1)</sup>	(2,644)	—	—	(2,644)
		Fair Value Measurements at December 31, 2014		
(in thousands)	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U.S. Government sponsored enterprises	\$26,284	\$—	\$26,284	\$—
Municipal securities	14,860	—	14,860	—
Residential mortgage-backed securities	108,446	—	108,446	—
Mortgage loans held-for-sale	181,424	—	181,424	—
Other assets <sup>(1)</sup>	2,691	—	—	2,691
Other liabilities <sup>(1)</sup>	(1,341)	—	—	(1,341)

<sup>(1)</sup> Includes mortgage-related IRLCs and derivative financial instruments to hedge interest rate risk. IRLCs recorded on a gross basis

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three and nine months ended September 30, 2015 and 2014. The changes in the fair value of economic hedges were recorded in noninterest income from mortgage banking activities in the Consolidated Statements of Comprehensive Income and are designed to partially offset the change in fair value of the financial instruments referenced in the following tables.





Table of Contents

(in thousands)	As of or for the Three Months Ended September 30,			
	2015		2014	
	Other	Other	Other	Other
	Assets <sup>(1)</sup>	Liabilities <sup>(1)</sup>	Assets <sup>(1)</sup>	Liabilities <sup>(1)</sup>
Beginning balance	\$6,925	\$(441 )	\$4,243	\$(2,234 )
Total gains (losses) included in earnings:				
Issuances	5,819	(2,644 )	2,483	(449 )
Settlements and closed loans	(6,781 )	441	(3,986 )	2,234
Expirations	(144 )	—	(257 )	—
Ending balance	\$5,819	\$(2,644 )	\$2,483	\$(449 )
(in thousands)	As of or for the Nine Months Ended September 30,			
	2015		2014	
	Other	Other	Other	Other
	Assets <sup>(1)</sup>	Liabilities <sup>(1)</sup>	Assets <sup>(1)</sup>	Liabilities <sup>(1)</sup>
Beginning balance	\$2,691	\$(1,341 )	\$3,271	\$(156 )
Total gains (losses) included in earnings:				
Issuances	22,170	(7,687 )	10,049	(2,800 )
Settlements and closed loans	(18,472 )	6,384	(10,487 )	2,497
Expirations	(570 )	—	(350 )	10
Ending balance	\$5,819	\$(2,644 )	\$2,483	\$(449 )

(1)Includes mortgage-related IRLCs and derivative financial instruments entered to hedge interest rate risk

The following tables present financial assets measured at fair value on a nonrecurring basis by level within the fair value hierarchy at September 30, 2015 and December 31, 2014.

		Fair Value Measurements at September 30, 2015		
(in thousands)	Total	Quoted Prices	Significant	Significant
		in Active	Other	Unobservable
		Markets for	Observable	Inputs
		Identical Assets	Inputs	(Level 3)
		(Level 1)	(Level 2)	(Level 3)
Impaired loans	\$8,637	\$—	\$—	\$8,637
ORE	2,414	—	—	2,414
Residential mortgage servicing rights	40,344	—	—	40,344
SBA servicing rights	4,609	—	—	4,609
		Fair Value Measurements at December 31, 2014		
(in thousands)	Total	Quoted Prices	Significant	Significant
		in Active	Other	Unobservable
		Markets for	Observable	Inputs
		Identical Assets	Inputs	(Level 3)
		(Level 1)	(Level 2)	(Level 3)
Impaired loans	\$19,885	\$—	\$—	\$19,885
ORE	10,935	—	—	10,935
Residential mortgage servicing rights	30,304	—	—	30,304
SBA servicing rights	4,654	—	—	4,654

Table of Contents

## Quantitative Information about Level 3 Fair Value Measurements

The following table shows significant unobservable inputs used in the fair value measurement of Level 3 assets and liabilities:

(\$ in thousands)	Fair Value at		Valuation Technique	Unobservable Inputs	Range/Weighted	Range/Weighted
	September 30, 2015	December 31, 2014			Average at September 30, 2015	Average at December 31, 2014
Nonrecurring:						
Impaired loans	\$8,637	\$19,885	Discounted appraisals less estimated selling costs	Collateral discounts	0% - 30% 0.24%	0% - 30% 2.51%
				Estimated selling costs	0% - 10% 9.69%	0% - 10% 9.72%
Other real estate	2,414	10,935	Discounted appraisals less estimated selling costs	Estimated selling costs	0 - 10% 7.81%	0 - 10% 7.83%
Residential mortgage servicing rights	40,344	30,304	Discounted cash flows	Discount rate	9.50% - 12.25% 9.80%	9.50% - 12.25% 9.73%
				Prepayment speeds	8.02% - 16.48% 9.30%	7.63% - 19.96% 9.24%
SBA servicing rights	4,609	4,654	Discounted cash flows	Discount rate	13.12	% 13.50
				Prepayment speeds	9.89	% 7.64
Recurring:						
IRLCs	5,171	2,448	Pricing model	Pull-through ratio	80.00	% 77.00
Forward commitments	(1,996	) (1,098	) Investor pricing	Pricing spreads	90.00% - 106.53% 103.59%	90.00% - 109.63% 103.77%

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value less estimated closing costs. For collateral-dependent loans, fair value is measured based on the value of the collateral securing these loans and is classified as Level 3 in the fair value hierarchy. Collateral may include real estate or business assets, including equipment, inventory and accounts receivable. The value of real estate collateral is determined based on an appraisal by qualified licensed appraisers hired by the Company. If significant, the value of business equipment is based on an appraisal by qualified licensed appraisers hired by the Company; otherwise, the equipment's net book value on the business' financial statements is the basis for the value of business equipment. Inventory and accounts receivable collateral are valued based on independent field examiner review or aging reports. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's

business. Impaired loans are evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

Foreclosed assets are adjusted to fair value less estimated selling costs upon transfer of the loans to ORE, which becomes the new carrying value of the ORE. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated selling costs. Fair value is based on independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Management continues to evaluate the appropriateness of appraised values on an annual basis.

Mortgage and SBA servicing rights are initially recorded at fair value when loans are sold with servicing retained. These assets are then amortized in proportion to and over the period of estimated net servicing income. On at least a quarterly basis,

Table of Contents

these servicing assets are assessed for impairment based on fair value. Management uses a model operated and maintained by a third party to determine fair value which stratifies the servicing portfolio into homogeneous subsets with unique behavior characteristics. The model then converts those characteristics into income and expense streams, adjusting those streams for prepayments, present values the adjusted streams, and combines the present values into a total. If the cost basis of any loan stratification tranche is higher than the present value of the tranche, an impairment is recorded. See Note 12 for additional disclosures related to assumptions used in the fair value calculation for mortgage and SBA servicing rights.

Management makes certain estimates and assumptions related to costs to service varying types of loans and pools of loans, prepayment speeds, the projected lives of loans and pools of loans sold servicing retained, and discount factors used in calculating the present values of servicing fees projected to be received. No less frequently than quarterly, management reviews the status of mortgage loans held-for-sale for which fair value has been elected and pools of servicing assets to determine if there is any impairment to those assets due to such factors as earlier than estimated repayments or significant prepayments. Any impairment identified in these assets results in reductions in their carrying values through a valuation allowance and a corresponding increase in operating expenses.

The significant unobservable input used in the fair value measurement of the Company's IRLCs is the pull-through ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. Generally, the fair value of an IRLC is positive (negative) if the prevailing interest rate is lower (higher) than the IRLC rate. Therefore, an increase in the pull-through ratio (i.e., higher percentage of loans are estimated to close) will result in the fair value of the IRLC increasing if in a gain position, or decreasing if in a loss position. The pull-through ratio is largely dependent on the processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The pull-through ratio is computed by the secondary marketing department using historical data and the ratio is periodically reviewed by the Company's Secondary Marketing Department of the Mortgage Banking Division for reasonableness.

Forward commitments are instruments that are used to hedge the value of the IRLC's and mortgage loans held-for-sale. The Company takes investor commitments to sell a loan or pool of newly originated loans to an investor for an agreed upon price for delivery in the future. This type of forward commitment is also known as a mandatory commitment. Generally, the fair value of a forward commitment is negative (positive) if the prevailing interest rate is lower (higher) than the current commitment interest rate. The value of these commitments is ultimately determined by the investor that sold the commitment and represents a significant unobservable input used in the fair value measurement of the Company's fair value of forward commitments.

The following table presents the difference between the aggregate fair value and the aggregate unpaid principal balance of loans held-for-sale for which the fair value option ("FVO") has been elected as of September 30, 2015 and December 31, 2014. There were two loans held-for-sale which totaled \$105,000, with a fair value of \$97,000, that were 90 days or more past due or in nonaccrual status at September 30, 2015. There were none at December 31, 2014.

(in thousands)	Aggregate Fair Value September 30, 2015	Aggregate Unpaid Principal Balance Under FVO at September 30, 2015	Fair Value Over Unpaid Principal
Residential mortgage loans held-for-sale	\$218,308	\$213,798	\$4,510
(in thousands)	Aggregate Fair Value December 31, 2014	Aggregate Unpaid Principal Balance Under FVO at December 31, 2014	Fair Value Over Unpaid Principal
Residential mortgage loans held-for-sale	\$181,424	\$177,314	\$4,110

The fair value gain (loss) related to mortgage banking activities for items measured at fair value pursuant to election of FVO was \$2.3 million and \$17,000 for the three and nine months ended September 30, 2015, respectively, and \$(1.2) million and \$2.9 million for the three and nine months ended September 30, 2014, respectively. These amounts exclude the fair value over unpaid principal on loans transferred to the held for investment portfolio.

The following table includes the estimated fair value of the Company's financial instruments. In cases where quoted market prices are not available, fair values are based on settlements using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of

future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets, and, in many cases, could not be realized in immediate settlement of the instrument. The aggregate fair value amounts presented in the table below do not represent the underlying value of the Company.

23

---

Table of Contents

Fair Value Measurements at September 30, 2015					
(in thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial instruments (assets):					
Cash and cash equivalents	\$87,373	\$87,373	\$—	\$—	\$87,373
Investment securities available-for-sale	155,749	—	155,749	—	155,749
Investment securities held-to-maturity	12,816	—	13,051	—	13,051
Total loans, net <sup>(1)</sup>	2,956,715	—	218,308	2,597,133	2,815,441
Financial instruments (liabilities):					
Noninterest-bearing demand deposits	722,771	—	—	722,771	722,771
Interest-bearing deposits	2,189,267	—	—	2,190,329	2,190,329
Other borrowings	137,186	—	137,186	—	137,186
Subordinated debt	120,289	—	116,496	—	116,496
Fair Value Measurements at December 31, 2014					
(in thousands)	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial instruments (assets):					
Cash and cash equivalents	\$71,605	\$71,605	\$—	\$—	\$71,605
Investment securities available-for-sale	149,590	—	149,590	—	149,590
Investment securities held-to-maturity	7,349	—	3,414	4,277	7,691
Total loans, net <sup>(1)</sup>	2,596,791	—	181,424	2,303,388	2,484,812
Financial instruments (liabilities):					
Noninterest-bearing demand deposits	558,018	—	—	558,018	558,018
Interest-bearing deposits	1,900,004	—	—	1,901,636	1,901,636
Other borrowings	291,087	—	291,087	—	291,087
Subordinated debt	46,303	—	47,142	—	47,142

<sup>(1)</sup> Includes \$218,308 and \$181,424 in residential mortgage loans held-for-sale at September 30, 2015 and December 31, 2014, respectively, for which the Company has elected FVO.

The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents approximate the fair values of those assets. For investment securities, fair value equals quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities or dealer quotes. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type. The fair value of performing loans is calculated by discounting scheduled cash flows through the remaining maturities using estimated market discount rates that reflect the credit and interest rate risk inherent in the loans along with a market risk premium and liquidity discount.

Fair value for significant nonperforming loans is estimated taking into consideration recent external appraisals of the underlying collateral for loans that are collateral dependent. If appraisals are not available or if the loan is not collateral dependent, estimated cash flows are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows, and discount rates are judgmentally determined using available market information and specific borrower information.

The fair value of deposits with no stated maturities, such as noninterest-bearing demand deposits, savings, interest-bearing demand, and money market accounts, is equal to the amount payable on demand. The fair value of time deposits is based on the discounted value of contractual cash flows based on the discount rates currently offered for deposits of similar remaining maturities.

The fair value of the Company's borrowings is estimated based on the quoted market price for the same or similar issued or on the current rates offered for debt of the same remaining maturities. In addition, subordinated debt is net of issuance costs.



Table of Contents

For off-balance sheet instruments, fair values are based on rates currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing for loan commitments and letters of credit. Fees related to these instruments were immaterial at September 30, 2015 and December 31, 2014, and the carrying amounts represent a reasonable approximation of their fair values. Loan commitments, letters and lines of credit, and similar obligations typically have variable interest rates and clauses that deny funding if the customer's credit quality deteriorates. Therefore, the fair values of these items are not significant and are not included in the foregoing schedule.

## Netting of Financial Instruments

Securities sold under repurchase agreements consist primarily of balances in the transaction accounts of commercial customers swept nightly to an overnight investment account. Securities sold under repurchase agreements are collateralized with investment securities having a market value no less than the balance borrowed, which can fluctuate daily. Securities sold under repurchase agreements are not subject to offset.

The following table presents the net position of securities sold under repurchase agreements.

(in thousands)	As of September 30, 2015	December 31, 2014
Securities sold under repurchase agreements <sup>(1)</sup>	\$22,186	\$14,087
Fair value of securities pledged	23,871	18,778
Net position of overnight repurchase agreements	\$1,685	\$4,691

<sup>(1)</sup> Included as part of Other borrowings on the Consolidated Balance Sheets

The following table summarizes the collateral type pledged for the securities sold under repurchase agreements presented above.

(in thousands)	As of September 30, 2015	December 31, 2014
Municipal securities	\$8,292	\$8,602
Obligations of U.S. Government sponsored enterprises	4,971	—
Residential mortgage-backed securities	10,608	10,176
Total fair value of securities pledged	\$23,871	\$18,778

For both periods presented, all of the repurchase agreements contractually mature overnight. Risk arises if the collateral value drops below agreed upon levels and the Company would be required to pledge further securities. Management has mitigated this risk by reviewing the collateral on a daily basis, and reviewing the market value of the collateral on a monthly basis.

There are no derivative contracts subject to master netting agreements.

## 10. Derivative Financial Instruments

(Losses) gains of \$(3.3) million and \$25,000 were recorded for the three months ended September 30, 2015 and 2014, respectively, and \$1.8 million and \$(1.1) million for the nine months ended September 30, 2015 and 2014, respectively, for all mortgage-related derivatives, and are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from mortgage banking activities. All derivative instruments are recognized on the consolidated balance sheets as other assets or other liabilities at fair value, which is the notional amount. The Company's derivative contracts are not subject to master netting arrangements.

The Company's derivative positions as of September 30, 2015 and December 31, 2014 were as follows:

(in thousands)	Contract or Notional Amount September 30, 2015	December 31, 2014
Forward rate commitments	\$444,324	\$294,746
Interest rate lock commitments	239,997	139,288
Total derivatives contracts	\$684,321	\$434,034



Table of Contents

## 11. Earnings Per Common Share

Earnings per common share were calculated as follows:

(in thousands, except per share data)	Three Months Ended September 30,	
	2015	2014
Net income	\$9,217	\$8,802
Weighted average common shares outstanding - basic <sup>(1)</sup>	22,604	21,318
Effect of dilutive stock options and warrants <sup>(2)</sup>	958	2,145
Weighted average common shares outstanding – diluted	23,562	23,463
Earnings per common share:		
Basic	\$0.41	\$0.41
Diluted	\$0.39	\$0.38
(in thousands, except per share data)	Nine Months Ended September 30,	
	2015	2014
Net income	\$32,358	\$22,823
Weighted average common shares outstanding - basic <sup>(1)</sup>	21,818	21,302
Effect of dilutive stock options and warrants <sup>(2)</sup>	915	2,144
Weighted average common shares outstanding – diluted	22,733	23,446
Earnings per common share:		
Basic	\$1.48	\$1.07
Diluted	\$1.42	\$0.97

<sup>(1)</sup> Weighted average number of common shares outstanding include participating securities related to unvested restricted stock awards, net of forfeitures during the period.

<sup>(2)</sup> Effect of dilutive stock options and warrants reflects the potential dilution that could occur if contracts to issue common stock were exercised or converted into common stock.

For the three and nine months ended September 30, 2015 and 2014, there were 70,000 and 402,000 common stock options which were not included in the potentially dilutive stock options and warrants, respectively. These shares would have been included in the calculation of diluted earnings per common share, except that to do so would have an anti-dilutive impact on earnings per common share.

## 12. Certain Transfers of Financial Assets

## Loan Recourse Liability

During the last four calendar years and so far in 2015, the Company has sold over 40,000 loans with a principal balance of approximately \$9.7 billion. As seller, the Company has made various representations and warranties related to, among other things, the ownership of the loans, the validity of the liens, the loan selection and origination process, and the compliance with origination criteria established by the purchasers. In the event of a breach of these representations and warranties, the Company is obligated to repurchase loans with identified defects and/or to indemnify the purchasers. Some of these conditions include underwriting errors or omissions, fraud or material misstatements, and invalid collateral values. The contractual obligation arises only when the breach of representations and warranties is discovered and repurchase/indemnification is demanded. Generally, the maximum amount the Company would be required to pay would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers, plus accrued interest, return of the premium received at the time of the loan sale, and reimbursement of certain expenses. To date, the claims to the Company from the purchasers to be paid upon repurchase or paid because of indemnification have been insignificant. In addition, the Company's loan sale contracts

define a condition in which the borrower defaults during a short period of time as an early payment default (“EPD”). In the event of an EPD, the Company may be required to return the premium paid for the loan, pay certain administrative fees, and may be required to repurchase the loan or indemnify the purchaser unless an EPD waiver is obtained. Management recognizes the potential risk from costs related to breaches of representations and warranties made in connection with residential loan sales and subsequent required repurchases, indemnifications, and EPD claims. As a result, the Company has

Table of Contents

established a liability to cover potential costs related to these events based on historical experience, adjusted for any risk factors not captured in the historical losses, current business volume, and known claims outstanding. The recourse liability totaled \$1.4 million at September 30, 2015 and December 31, 2014 and management believes this amount is adequate for potential exposure related to loan sale indemnification, repurchase loans, and EPD claims. Management will continue to monitor the adequacy of the reserve level and may decide that further additions to the reserve are appropriate. However, there can be no assurance that the current balance of this reserve will prove sufficient to cover actual future losses.

It should be noted that the Company's loan sale activity began to increase at a time when underwriting requirements were strengthened from prior years and limited documentation conventional loans (i.e., non-government insured) were no longer eligible for purchase in the secondary market. Accordingly, the population of conventional loans the Company has sold has been underwritten based on fully documented information. While this does not eliminate all risk of repurchase or indemnification costs, management believes it significantly mitigates that risk. Further, the Company has also received sale representation and warranty relief on a subset of sold loans which reduces potential future liability.

**Servicing rights**

The carrying value of the servicing assets is shown in the table below:

(in thousands)	September 30, 2015	December 31, 2014
Servicing rights		
Residential mortgage	\$71,366	\$56,720
SBA	4,809	4,872
Indirect automobile	6,484	3,305
Total servicing rights	\$82,659	\$64,897

**Residential Mortgage Loans**

The Company typically sells first-lien residential mortgage loans to third party investors, primarily Fannie Mae, Ginnie Mae, and Freddie Mac. The Company retains the related mortgage servicing rights ("MSRs") and receives servicing fees on certain of these loans. During the three months ended September 30, 2015 and 2014, the Company sold \$657.3 million and \$536.4 million in residential mortgage loans, respectively, with servicing retained. During the nine months ended September 30, 2015 and 2014, the Company sold \$1.7 billion and \$1.3 billion in residential mortgage loans, respectively, with servicing retained.

The net gain on loan sales, MSR impairment and amortization, and servicing fees are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from mortgage banking activities. During the three months ended September 30, 2015 and 2014, the Company recorded gains on sales of residential mortgage loans of \$17.6 million and \$12.1 million, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded gains on sales of residential mortgage loans of \$54.4 million and \$31.1 million, respectively. During the three months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$4.1 million and \$3.2 million, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$11.5 million and \$9.2 million, respectively. The table below is an analysis of the activity in the Company's MSRs and impairment:

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Residential mortgage servicing rights				
Beginning carrying value, net	\$67,120	\$50,190	\$56,720	\$46,785
Additions	8,950	6,034	24,150	15,162
Amortization	(2,489	) (1,972	) (7,431	) (5,238
Impairment, net	(2,215	) (156	) (2,073	) (2,613
Ending carrying value, net	\$71,366	\$54,096	\$71,366	\$54,096



Table of Contents

(in thousands)	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
Residential mortgage servicing impairment				
Beginning balance	\$6,310	\$5,586	\$6,452	\$3,129
Additions	2,247	156	6,903	2,660
Recoveries	(32	) —	(4,830	) (47
Ending balance	\$8,525	\$5,742	\$8,525	\$5,742

The fair value of MSR's, key metrics, and the sensitivity of the fair value to adverse changes in key economic assumptions are summarized below:

(\$ in thousands)	September 30, 2015	December 31, 2014		
Residential Mortgage Servicing Rights				
Fair Value	\$74,447	\$63,977		
Composition of residential loans serviced for others:				
Fixed-rate	99.24	% 99.40	%	
Adjustable-rate	0.76	% 0.60	%	
Total	100.00	% 100.00	%	
Weighted average remaining term (years)	26.0	26.0		
Prepayment speed	9.30	% 9.24	%	
Decline in fair value due to a 10% adverse change	\$(2,773	) \$(2,424	)	
Decline in fair value due to a 20% adverse change	(5,381	) (4,680	)	
Weighted average discount rate	9.80	% 9.73	%	
Decline in fair value due to a 10% adverse change	\$(2,927	) \$(2,516	)	
Decline in fair value due to a 20% adverse change	(5,655	) (4,848	)	

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in value may not be linear. In addition, the effect of an adverse variation in a particular assumption on the value of the MSR's is calculated without changing any other assumptions. In reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which may magnify or counteract the effect of the change.

Information about the asset quality of residential mortgage loans serviced by the Company is shown in the table below.

(in thousands)	September 30, 2015			Net Charge-offs for the Nine Months Ended September 30, 2015
	Unpaid Principal Balance	Delinquent (days)		
		30 to 89	90+	
Serviced for others	\$6,393,874	\$20,989	\$2,916	\$—
Held-for-sale	213,798	1,089	105	—
Held-for-investment	245,565	476	1,654	22
Total residential mortgage loans serviced	\$6,853,237	\$22,554	\$4,675	\$22
SBA Loans				

The Company has executed certain transfers of SBA loans with third parties. These loans, which are typically partially guaranteed by the SBA or otherwise credit enhanced, are generally secured by business property such as real estate, inventory, equipment, and accounts receivable. During the three months ended September 30, 2015 and 2014, the Company sold \$15.0 million and \$17.0 million in SBA loans, respectively. During the nine months ended September

30, 2015 and 2014, the Company sold \$39.2 million and \$43.6 million in SBA loans, respectively. The Company retains the loan servicing rights and receives servicing fees. The net gain on SBA loan sales, servicing rights impairment and amortization and servicing fees are recorded in the Consolidated Statements of Comprehensive Income as part



Table of Contents

of noninterest income from SBA lending activities. During the three months ended September 30, 2015 and 2014, the Company recorded gains on sales of SBA loans of \$916,000 and \$960,000, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded gains on sales of SBA loans of \$2.1 million and \$2.2 million, respectively. During the three months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$579,000 and \$520,000, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$1.7 million and \$1.4 million, respectively. The table below is an analysis of the activity in the Company's SBA loan servicing rights and impairment.

(in thousands)	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
SBA loan servicing rights				
Beginning carrying value, net	\$4,653	\$4,765	\$4,872	\$4,529
Additions	326	313	833	1,150
Amortization	(439)	(439)	(1,466)	(1,015)
Recovery, net	269	306	570	281
Ending carrying value, net	\$4,809	\$4,945	\$4,809	\$4,945

(in thousands)	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2015	2014	September 30, 2015	2014
SBA servicing rights impairment				
Beginning balance	\$1,517	\$2,243	\$1,818	\$2,218
Additions	—	—	—	91
Recoveries	(269)	(306)	(570)	(372)
Ending balance	\$1,248	\$1,937	\$1,248	\$1,937

The fair value of the SBA loan servicing rights, key metrics, and the sensitivity of the fair value to adverse changes in key economic assumptions are summarized below.

(\$ in thousands)	September 30, 2015	December 31, 2014		
SBA loan servicing rights				
Fair value	\$4,859	\$4,931		
Composition of loans serviced for others:				
Fixed-rate	0.05	% 0.10	%	
Adjustable-rate	99.95	% 99.90	%	
Total	100.00	% 100.00	%	
Weighted average remaining term (years)	20.1	20.4		
Prepayment speed	9.89	% 7.64	%	
Decline in fair value due to a 10% adverse change	\$(118)	\$(98)	)	)
Decline in fair value due to a 20% adverse change	(233)	(193)	)	)
Weighted average discount rate	13.12	% 13.50	%	
Decline in fair value due to a 10% adverse change	\$(157)	\$(175)	)	)
Decline in fair value due to a 20% adverse change	(306)	(340)	)	)

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in value may not be linear. In addition, the effect of an adverse variation in a particular assumption on the value of the SBA loan servicing rights is calculated without changing any other assumptions. In reality, changes in one factor may magnify or counteract the effect of the change.

Information about the asset quality of SBA loans serviced by the Company is shown in the table below.



Table of Contents

SBA loans serviced  (in thousands)	September 30, 2015			Net Charge-offs for the Nine Months Ended September 30, 2015
	Unpaid Principal Balance	Delinquent (days)		
		30 to 89	90+	
Serviced for others	\$266,259	\$2,849	\$4,718	\$40
Held-for-sale	11,343	—	—	—
Held-for-investment	124,775	—	3,709	74
Total SBA loans serviced	\$402,377	\$2,849	\$8,427	\$114

**Indirect Automobile Loans**

The Company purchases, on a nonrecourse basis, consumer installment contracts secured by new and used vehicles purchased by consumers from franchised motor vehicle dealers and select independent dealers. A portion of the indirect automobile loans originated is sold with servicing retained and the Company receives servicing fees. During the three months ended September 30, 2015 and 2014, the Company sold \$142.1 million and \$244.6 million in indirect automobile loans, respectively. During the nine months ended September 30, 2015 and 2014, the Company sold \$539.7 million and \$557.9 million in indirect automobile loans, respectively.

The gain on loan sales and servicing fees are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from indirect lending activities. During the three months ended September 30, 2015 and 2014, the Company recorded gains on sales of indirect automobile loans of \$2.4 million and \$5.0 million, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded gains on sales of indirect automobile loans of \$10.3 million and \$11.1 million, respectively. During the three months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$2.2 million and \$1.6 million, respectively. During the nine months ended September 30, 2015 and 2014, the Company recorded servicing fees of \$6.1 million and \$4.2 million, respectively. The table below is an analysis of the activity in the Company's indirect automobile loan servicing rights:

(in thousands)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2015	2014	2015	2014
Indirect automobile loan servicing rights				
Beginning carrying value	\$5,841	\$2,571	\$3,305	\$1,888
Additions	1,219	856	4,597	2,013
Amortization	(576)	(272)	(1,418)	(746)
Ending carrying value	\$6,484	\$3,155	\$6,484	\$3,155

The Company has not recorded impairment on its indirect automobile loan servicing rights. The fair value of the indirect automobile loan servicing rights, key metrics, and the sensitivity of the fair value to adverse changes in key economic assumptions are summarized below.

(\$ in thousands)	September 30, 2015	December 31, 2014		
Indirect loan servicing rights				
Fair value	\$8,561	\$6,550		
Composition of loans serviced for others:				
Fixed-rate	100.00	% 100.00	%	
Adjustable-rate	—	% —	%	
Total	100.00	% 100.00	%	
Weighted average remaining term (years)	5.0	5.1		
Prepayment speed	17.81	% 18.14	%	
Decline in fair value due to a 10% adverse change	\$(214)	)( \$164	)	
Decline in fair value due to a 20% adverse change	(419)	)( 322	)	
Weighted average discount rate	6.49	% 6.47	%	

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Decline in fair value due to a 10% adverse change	\$ (80	)	\$ (60	)
Decline in fair value due to a 20% adverse change	(159	)	(119	)

30

---

Table of Contents

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in value may not be linear. In addition, the effect of an adverse variation in a particular assumption on the value of the indirect automobile loan servicing rights is calculated without changing any other assumptions. In reality, changes in one factor may magnify or counteract the effect of the change.

Information about the asset quality of the indirect automobile loans serviced by the Company is shown in the table below.

Indirect automobile loans serviced  (in thousands)	September 30, 2015			Net Charge-offs for the Nine Months Ended September 30, 2015
	Unpaid Principal Balance	Delinquent (days)		
		30 to 89	90+	
Serviced for others	\$1,117,721	\$2,573	\$1,103	\$725
Held-for-sale	110,000	—	—	—
Held-for-investment	1,399,932	2,846	1,113	1,974
Total indirect automobile loans serviced	\$2,627,653	\$5,419	\$2,216	\$2,699

Table of Contents

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

The following analysis reviews important factors affecting our financial condition at September 30, 2015 compared to December 31, 2014, and compares the results of operations for the three and nine months ended September 30, 2015 and 2014. These comments should be read in conjunction with our consolidated financial statements and accompanying notes appearing in this report and the "Risk Factors" set forth in our Annual Report on Form 10-K for the year ended December 31, 2014. All percentage and dollar variances noted in the following analysis are calculated from the balances presented in the accompanying consolidated financial statements.

Forward-Looking Statements

This report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect our current expectations relating to present or future trends or factors generally affecting the banking industry and specifically affecting our operations, markets and services. Without limiting the foregoing, the words "believes," "expects," "anticipates," "estimates," "projects," "intends," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon assumptions we believe are reasonable and may relate to, among other things, difficult economic conditions and the economy's impact on operating results, credit quality, liquidity, capital, the adequacy of the allowance for loan losses, changes in interest rates, and litigation results. These forward-looking statements are subject to risks and uncertainties. Actual results could differ materially from those projected for many reasons, including without limitation, changing events and trends that have influenced our assumptions.

These trends and events include (1) risks associated with our loan portfolio, including difficulties in maintaining quality loan growth, greater loan losses than historic levels, the risk of an insufficient allowance for loan losses, expenses associated with managing nonperforming assets, unique risks associated with our construction and land development loans, our ability to maintain and service relationships with automobile dealers and indirect automobile loan purchasers, and our ability to profitably manage changes in our indirect automobile lending operations; (2) risks associated with global, general, and local economic and business conditions, including economic recession or depression, the pace, consistency, and extent of recovery of values and activity in the residential housing and commercial real estate markets of the Atlanta, Georgia metropolitan area and eastern and northern Florida markets; (3) expectations of and actual timing and amount of interest rate movements, including the slope and shape of the yield curve, which can have a significant impact on a financial services institution; (4) market and monetary fluctuations, including fluctuations in mortgage markets; (5) inflation or deflation; (6) risks associated with government regulation and programs, uncertainty with respect to future governmental economic and regulatory measures, new regulatory requirements imposed by the Consumer Financial Protection Bureau, new regulatory requirements for residential mortgage loan services, and numerous legislative proposals to further regulate the financial services industry, the impact of and adverse changes in the governmental regulatory requirements affecting us, and changes in political, legislative and economic conditions; (7) the ability to maintain adequate liquidity and sources of liquidity; (8) our ability to maintain sufficient capital and to raise additional capital; (9) the accuracy and completeness of information from customers and our counterparties; (10) the effectiveness of our controls and procedures; (11) our ability to attract and retain skilled people; (12) greater competitive pressures among financial institutions in our market areas; (13) failure to achieve the revenue increases expected to result from our investments in our growth strategies, including our branch additions and in our transaction deposit and lending businesses; (14) the volatility and limited trading of our common stock; (15) the impact of dilution on our common stock; (16) risks related to acquisitions; compliance with certain requirements under our loss share agreements with the Federal Deposit Insurance Corporation ("FDIC"); changes in national and local economic conditions resulting in higher charge-offs not covered by the FDIC loss share agreements; and (17) risks associated with technological changes and the possibility of Cyberfraud.

This list is intended to identify some of the principal factors that could cause actual results to differ materially from those described in the forward-looking statements included herein and are not intended to represent a complete list of all risks and uncertainties in our business. Investors are encouraged to read the related section in our 2014 Annual Report on Form 10-K, including the "Risk Factors" set forth therein. Additional information and other factors that could affect future financial results are included in our filings with the Securities and Exchange Commission ("SEC").



Table of Contents

## Selected Financial Data

The following table contains selected consolidated financial data and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and unaudited consolidated financial statements and accompanying notes included in Item 1 of this report.

(\$ in thousands, except per share data)	As of or for the Three Months Ended			As of or for the Nine Months Ended	
	September 30, 2015	June 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
<b>INCOME STATEMENT DATA:</b>					
Interest income	\$29,597	\$27,516	\$25,891	\$83,599	\$75,034
Interest expense	4,460	3,502	2,727	10,907	8,208
Net interest income	25,137	24,014	23,164	72,692	66,826
Provision for loan losses	1,328	(182)	1,859	1,254	(25)
Noninterest income	30,619	36,695	27,908	99,352	70,609
Noninterest expense	40,049	41,165	35,710	119,849	102,109
Net income	9,217	12,451	8,802	32,358	22,823
<b>PERFORMANCE:</b>					
Earnings per common share - basic	\$0.41	\$0.58	\$0.41	\$1.48	\$1.07
Earnings per common share - diluted	0.39	0.54	0.38	1.42	0.97
Book value per common share	\$12.83	\$12.90	\$12.10	\$12.83	\$12.10
Tangible book value per common share	12.55	12.70	11.92	12.55	11.92
Cash dividends paid per common share	\$0.10	\$0.10	\$0.09	\$0.29	\$0.21
Return on average assets	1.07	% 1.55	% 1.26	% 1.33	% 1.15
Return on average shareholders' equity	12.69	% 17.97	% 13.79	% 15.56	% 12.46
Net interest margin	3.16	% 3.24	% 3.56	% 3.25	% 3.67
<b>END OF PERIOD BALANCE SHEET SUMMARY:</b>					
Total assets	\$3,499,465	\$3,374,938	\$2,861,569	\$3,499,465	\$2,861,569
Earning assets	3,237,110	3,118,065	2,652,462	3,237,110	2,652,462
Loans, excluding loans held-for-sale	2,641,814	2,411,143	2,073,803	2,641,814	2,073,803
Total loans	2,981,465	2,885,410	2,398,245	2,981,465	2,398,245
Total deposits	2,912,038	2,639,248	2,459,291	2,912,038	2,459,291
Shareholders' equity	295,286	285,946	258,163	295,286	258,163
Assets serviced for others	7,777,854	7,292,561	6,275,893	7,777,854	6,275,893
<b>DAILY AVERAGE BALANCE SHEET SUMMARY:</b>					
Total assets	\$3,423,373	\$3,228,867	\$2,797,766	\$3,251,132	\$2,646,238
Earning assets	3,176,957	2,980,741	2,593,380	3,013,603	2,449,236
Loans, excluding loans held-for-sale	2,516,582	2,361,146	2,045,464	2,392,970	1,955,314
Total loans	2,956,109	2,778,117	2,370,899	2,798,024	1,924,265
Total deposits	2,731,407	2,624,412	2,262,679	2,629,670	2,207,149
Shareholders' equity	288,220	277,961	253,211	277,993	244,899
Assets serviced for others	7,521,391	7,104,630	6,013,788	7,125,599	5,622,007
<b>ASSET QUALITY RATIOS:</b>					
Net charge-offs/(recoveries), annualized to average loans	0.05	% (0.03)	% 0.40	% 0.10	% 0.24
Allowance to period-end loans	0.94	% 0.97	% 1.36	% 0.94	% 1.36
Nonperforming assets to total loans, ORE and repossessions	1.86	% 2.01	% 3.08	% 1.86	% 3.08



Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Allowance to nonperforming loans, ORE and repossessions	0.50x	0.48x	0.44x	0.50x	0.44x	
SELECTED RATIOS:						
Loans to total deposits	90.72	% 91.36	% 84.33	% 90.72	% 84.33	%
Average total loans to average earning assets	93.05	% 93.20	% 91.08	% 92.85	% 78.57	%
Noninterest income to revenue	50.85	% 57.15	% 51.87	% 54.31	% 48.48	%
Leverage ratio	9.41	% 9.77	% 10.64	% 9.41	% 10.64	%
Common equity tier 1 capital	8.82	% 8.96	% N/A	8.82	% N/A	
Tier 1 risk-based capital	10.25	% 10.46	% 11.84	% 10.25	% 11.84	%
Total risk-based capital	13.40	% 13.71	% 12.99	% 13.40	% 12.99	%
Average equity to average assets	8.42	% 8.61	% 9.05	% 8.55	% 9.25	%

Overview

Since our inception in 1974, we have pursued managed profitable growth by providing quality financial services. Our overall focus is on building shareholder value. Our mission is “to continue growth, improve earnings and increase shareholder value; to treat

Table of Contents

customers, employees, community and shareholders according to the Golden Rule; and to operate within a culture of strong internal controls.”

Our franchise primarily spans the metropolitan Atlanta market and Jacksonville, Orlando and Sarasota-Bradenton, Florida. In addition, we conduct lending activities in twelve southern states.

During 2015, we have continued to expand our footprint and customer base. Trust and wealth management began operations in July of 2014 and continues to grow. We expanded our mortgage lending activities into North and South Carolina in January 2015.

On January 5, 2015, we purchased loans and assumed \$38.2 million of deposits from one branch of Florida Capital Bank, N.A. On September 11, 2015, we completed the purchase of \$151.1 million in customer deposits and \$29.7 million in loans and other assets of First Bank, a Missouri bank, that was previously announced in May 2015. On October 2, 2015, we acquired certain loans and deposits from The Bank of Georgia, located in Peachtree City, Georgia, as part of an FDIC assisted transaction, assuming \$280.0 million in customer deposits and \$142.3 million in loans.

On October 26, 2015, the Company entered into an Agreement and Plan of Merger with American Enterprise Bankshares, Inc. ("AEB"), the holding company for American Enterprise Bank of Florida, headquartered in Jacksonville, Florida. The Company will acquire all of the common stock of AEB in a stock transaction valued at approximately \$27 million, based on the closing price of Fidelity common stock on October 23, 2015. Under the terms of the Merger Agreement, AEB will merge with and into the Company and American Enterprise Bank of Florida will merge with and into Fidelity Bank. As of September 30, 2015, AEB reported approximately \$205 million in assets, \$156 million in loans, and \$177 million in deposits. The consummation of the transaction is subject to customary closing conditions, including receipt of all necessary regulatory approvals, and is expected to be completed in the first quarter of 2016.

Our lending activities and the total of our nonperforming assets are significantly influenced by the local economic environments in the markets we serve. This environment has supported our strategy to grow our consumer installment, mortgage and commercial loan portfolios. Our loan portfolio is well diversified among consumer, business, and real estate.

We continue to attract new customer relationships, and talented and experienced bankers to support our growth. The focus in 2015 continues to be on credit quality, revenue growth, expense controls, deposit growth and quality loan growth while maintaining adequate capital levels.

**Financial Performance**

We recorded net income for the three months ended September 30, 2015 of \$9.2 million compared to \$8.8 million for the same period in 2014, an increase of \$415,000, or 4.7%. For the nine months ended September 30, 2015, we recorded net income of \$32.4 million compared to \$22.8 million for the same period in 2014, an increase of \$9.5 million, or 41.8%. Basic and diluted earnings per common share for the three months ended September 30, 2015 were \$0.41 and \$0.39, respectively, compared to \$0.41 and \$0.38, respectively, for the same period last year. For the nine months ended September 30, 2015, the basic and diluted earnings per common share were \$1.48 and \$1.42, respectively, compared to \$1.07 and \$0.97 for the nine months ended September 30, 2014.

The year over year increase in three month net income was primarily the result of a \$4.7 million, or 28.9%, increase in noninterest income from mortgage banking activities, a \$2.0 million, or 8.5%, increase in net interest income, and a decrease of \$531,000, or 28.6% in provision for loan losses, partially offset by an increase of \$4.3 million, or 12.2%, in noninterest expenses, and an increase of \$461,000, or 9.8%, in income tax expense.

The year over year increase in nine month net income was primarily the result of a \$26.4 million, or 65.6%, increase in noninterest income from mortgage banking activities, and a \$5.9 million, or 8.8%, increase in net interest income, partially offset by an increase of \$1.3 million in the provision for loan losses as compared to a negative provision of \$25,000 in 2014, an increase of \$17.7 million, or 17.4%, in noninterest expenses, and an increase of \$6.1 million, or 48.3%, in income tax expense.

We derive approximately half of our revenues from noninterest income sources such as service charges on loan and deposit accounts and fees on other services; income from mortgage banking, indirect automobile, and SBA activities; and gains on ORE sales. The majority of this revenue is earned from gains on sales of loans. We retain servicing on

the majority of loans sold which generates servicing revenue over the remaining life of the loans sold.

A portion of our profitability, as with most financial institutions, is dependent upon net interest income, which is the difference between the interest we receive on interest-earning assets, such as loans and securities, and the interest we pay on interest-bearing liabilities, principally deposits and borrowings. Our net interest margin is affected by prevailing interest rates, nonperforming assets and competition among financial institutions for loans and deposits.

Results of Operations

Net Interest Income

Interest Income

34

---

Table of Contents

Interest income was \$29.6 million and \$83.6 million for the three and nine months ended September 30, 2015, respectively, an increase of \$3.7 million and \$8.6 million, or 14.3% and 11.4%, respectively, as compared to the same periods in 2014. The increase for both periods was primarily due to an increase in average loans of \$585.2 million, or 24.7%, and \$589.7 million, or 26.7%, respectively, mainly in the indirect and mortgage portfolios, partially offset by a decrease in the yield on loans of 31 and 48 basis points, respectively, as new loans, on average, were originated at lower yields over the previous twelve months.

On a linked-quarter basis, interest income increased by \$2.1 million, primarily due to a \$178.0 million increase in average loans.

Interest Expense

Interest expense was \$4.5 million and \$10.9 million for the three and nine months ended September 30, 2015, an increase of \$1.7 million and \$2.7 million, or 63.5% and 32.9%, respectively, as compared to the same periods in 2014. These increases occurred primarily due to an increase in average other borrowings of \$49.2 million and \$115.0 million for the three and nine months ended September 30, 2015, compared to the same periods in 2014, used to fund growth in average loans, as well as an increase in average subordinated debt due to the addition of \$75.0 million in subordinated notes during the second quarter of 2015.

On a linked-quarter basis, interest expense increased by \$958,000, or 27.4%, primarily due to the issuance of \$75.0 million in subordinated notes during May 2015, resulting in a \$47.1 million increase in average subordinated debt for the quarter.

Net Interest Margin

The net interest margin was 3.16% and 3.25% for the three and nine months ended September 30, 2015, compared to 3.56% and 3.67% for the same periods in 2014. The decrease was primarily attributable to a decrease in the yield on total loans as new loans were originated at lower yields in 2015. Although the net interest margin decreased year over year, net interest income rose to \$25.2 million and \$73.0 million for the three and nine months ended September 30, 2015, compared to \$23.3 million and \$67.0 million for the same periods in 2014. These increases were due primarily to an increase of 22.0% and 22.9% in interest earning assets for the three and nine months ended September 30, 2015 compared to the same periods in 2014.

On a linked-quarter basis, the net interest margin remained relatively consistent, with a change of 8 basis points for the quarter.

Table of Contents

## Average Balances, Interest and Yields (Unaudited)

(\$ in thousands)	For the Three Months Ended			September 30, 2014		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
<b>Assets</b>						
Interest-earning assets:						
Loans, net of unearned income <sup>(1)</sup>	\$2,956,109	\$28,509	3.83 %	\$2,370,899	\$24,732	4.14 %
Investment securities <sup>(1)</sup>	163,523	1,150	2.79 %	177,811	1,237	2.76 %
Federal Funds sold and interest bearing deposits.	45,265	27	0.24 %	44,670	18	0.16 %
Total interest-earning assets	3,164,897	29,686	3.72 %	2,593,380	25,987	3.98 %
Noninterest-earning assets:						
Cash and due from banks	15,101			10,881		
Allowance for loan losses	(23,830 )			(28,570 )		
Premises and equipment, net	66,709			52,790		
Other real estate	15,866			25,384		
Other assets	184,630			143,901		
Total assets	\$3,423,373			\$2,797,766		
<b>Liabilities and shareholders' equity</b>						
Interest-bearing liabilities:						
Demand	\$881,456	\$548	0.25 %	\$712,121	\$432	0.24 %
Savings	308,503	266	0.34 %	318,261	272	0.34 %
Time deposits	864,472	2,052	0.94 %	657,527	1,578	0.95 %
Total interest-bearing deposits	2,054,431	2,866	0.55 %	1,687,909	2,282	0.54 %
Other borrowings	254,558	179	0.28 %	205,377	163	0.31 %
Subordinated debt	120,279	1,415	4.67 %	46,297	282	2.42 %
Total interest-bearing liabilities	2,429,268	4,460	0.73 %	1,939,583	2,727	0.56 %
Noninterest-bearing liabilities and shareholders' equity:						
Demand deposits	676,976			574,763		
Other liabilities	28,909			30,209		
Shareholders' equity	288,220			253,211		
Total liabilities and shareholders' equity	\$3,423,373			\$2,797,766		
Net interest income/spread		\$25,226	2.99 %		\$23,260	3.42 %
Net interest margin			3.16 %			3.56 %

<sup>(1)</sup> Interest income includes the effect of taxable equivalent adjustment using a 35% tax rate

Table of Contents

(\$ in thousands)	For the Nine Months Ended			September 30, 2014			Yield/ Rate
	September 30, 2015			Average	Income/ Expense	Average	
	Average Balance	Income/ Expense	Yield/ Rate	%	Balance	Expense	Rate
<b>Assets</b>							
Interest-earning assets:							
Loans, net of unearned income <sup>(1)</sup>	\$2,798,024	\$80,270	3.84	%	\$2,208,317	\$71,404	4.32 %
Investment securities <sup>(1)</sup>	162,568	3,551	2.92	%	177,169	3,741	2.82 %
Fed funds sold and interest-bearing deposits	42,017	53	0.17	%	57,061	76	0.18 %
Total interest-earning assets	3,002,609	83,874	3.73	%	2,442,547	75,221	4.12 %
Noninterest-earning assets:							
Cash and due from banks	14,996				13,991		
Allowance for loan losses	(24,282 )				(31,049 )		
Premises and equipment, net	63,191				50,028		
Other real estate	18,786				26,759		
Other assets	175,833				143,973		
Total assets	\$3,251,133				\$2,646,249		
<b>Liabilities and shareholders' equity</b>							
Interest-bearing liabilities:							
Demand deposits	\$846,090	\$1,495	0.24	%	\$701,740	\$1,405	0.27 %
Savings deposits	306,495	768	0.34	%	314,025	862	0.37 %
Time deposits	832,423	5,778	0.93	%	661,931	4,831	0.98 %
Total interest-bearing deposits	1,985,008	8,041	0.54	%	1,677,696	7,098	0.57 %
Other borrowings	236,213	517	0.29	%	121,208	276	0.30 %
Subordinated debt	80,193	2,349	3.92	%	46,297	834	2.40 %
Total interest-bearing liabilities	2,301,414	10,907	0.63	%	1,845,201	8,208	0.59 %
Noninterest-bearing liabilities and shareholders' equity:							
Demand deposits	644,662				529,450		
Other liabilities	27,064				26,697		
Shareholders' equity	277,993				244,901		
Total liabilities and shareholders' equity	\$3,251,133				\$2,646,249		
Net interest income/spread		\$72,967	3.10	%		\$67,013	3.53 %
Net interest margin			3.25	%			3.67 %

<sup>(1)</sup> Interest income includes the effect of taxable equivalent adjustment using a 35% tax rate

Table of Contents

Provision for Loan Losses

Management's policy is to maintain the allowance for loan losses at a level sufficient to absorb probable losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses and decreased by charge-offs, net of recoveries, net of amounts due from the FDIC under the loss sharing agreements for our FDIC-assisted transactions.

For all loan categories, historical loan loss experience, adjusted for changes in the risk characteristics of each loan category, current trends, and other factors, is used to determine the level of allowance required. Additional amounts are allocated based on the probable losses of individual impaired loans and the effect of economic conditions on both individual loans and loan categories. Since the allocation is based on estimates and subjective judgment, it is not necessarily indicative of the specific amounts of losses that may ultimately occur.

The allowance for loan losses for homogeneous pools is allocated to loan types based on historical net charge-off rates adjusted for any current trends or other factors. The specific allowance for individually reviewed nonperforming loans and loans having greater than normal risk characteristics is based on a specific loan impairment analysis which, in many cases, relies predominantly on the adequacy of loan collateral.

In determining the appropriate level for the allowance, management ensures that the overall allowance appropriately reflects a margin for the imprecision inherent in most estimates of the range of probable credit losses. This additional amount, if any, is reflected in the overall allowance.

The provision for loan losses for the the three and nine months ended September 30, 2015 was a provision expense of \$1.3 million and \$1.3 million, compared to a provision expense of \$1.9 million and negative provision of \$25,000 for the same periods in 2014. The decrease in provision expense of \$531,000 for the three months ended September 30, 2015 compared to the three months ended September 30, 2014 is mostly attributable to the decrease in net charge offs of \$1.7 million for the three months ended September 30, 2015 compared to the same period in 2014. The year to date increase of \$1.3 million as compared to the prior year was due to loan growth during 2015, partially offset by decreased negative provision in stable portfolios such as construction and commercial. Management believes the allowance for loan losses is adequate to provide for losses inherent in the loan portfolio at September 30, 2015 (see "Asset Quality" table below).

At the date of acquisition, no allowance for loan losses was recorded on acquired loans, including the covered loans acquired under the loss share agreements with the FDIC and the loans acquired from Florida Capital and First Bank in 2015 because these loans were recorded at fair value; no loans purchased during the nine months ended September 30, 2015 were considered PCI loans. Fair value takes into consideration credit impairment and cash-flow uncertainty. Income is recognized on purchased loans with evidence of credit deterioration ("PCI loans") based on expected cash flows. On an ongoing basis, we re-evaluate the cash flows expected to be collected on the PCI loans based on updates of assumptions regarding default rates, loss severities, and other factors that are reflective of current market conditions and, based upon those evaluations, determine if additional provision expense is required for the PCI loans. We evaluate the recorded investment of the PCI loans by comparing the original Day 1 estimated losses to current estimated losses on at least a quarterly basis and recognize impairment or recovery. All other loans that are not PCI loans are accounted for based on the contractual cash flows with any credit loss incurred after the acquisition date recognized as part of the allowance for loan losses through provision expense.

Table of Contents

The following schedule summarizes the changes in the allowance for loan losses for the periods indicated:

(\$ in thousands)	As of or for the Nine Months Ended		Year Ended
	September 30,		December 31,
	2015	2014	2014
Balance at beginning of period	\$25,450	\$33,684	\$33,684
Net (charge-offs)/recoveries:			
Commercial	(694)	(3,168)	(5,407)
Construction	658	1,707	1,858
Consumer	(1,970)	(1,980)	(2,879)
Mortgage	(94)	(122)	(104)
Covered	265	(364)	(139)
Acquired, noncovered	54	(36)	(35)
Total net charge-offs	(1,781)	(3,963)	(6,706)
Decrease in FDIC indemnification asset	(173)	(1,399)	(2,059)
Provision for loan losses <sup>(1)</sup>	1,254	(25)	531
Balance at end of period	\$24,750	\$28,297	\$25,450
Annualized ratio of net charge-offs to average loans	0.10	% 0.24	% 0.33
Allowance for loan losses as a percentage of loans	0.94	% 1.36	% 1.13

<sup>(1)</sup> Net of benefit attributable to FDIC loss share receivable

As the table above shows, net charge-offs for the nine months ended September 30, 2015 decreased \$2.2 million, compared to the same period in 2014. The year over year decrease was primarily due to a decline in net charge-offs across all loan portfolio categories except acquired noncovered loans.

## Noninterest Income

The categories of noninterest income, and the dollar and percentage change between periods, are as follows:

(\$ in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,			
	2015	2014	\$ Change	% Change	2015	2014	\$ Change	% Change
Service charges on deposit accounts	\$1,230	\$1,141	\$89	7.8	\$3,508	\$3,209	\$299	9.3
Other fees and charges	1,327	1,140	187	16.4	3,767	3,160	607	19.2
Mortgage banking activities	20,799	16,135	4,664	28.9	66,734	40,292	26,442	65.6
Indirect lending activities	4,037	6,303	(2,266)	(36.0)	15,047	14,610	437	3.0
SBA lending activities	1,494	1,479	15	1.0	3,788	3,682	106	2.9
Bank owned life insurance	496	313	183	58.5	1,488	1,369	119	8.7
Other	1,236	1,397	(161)	(11.5)	5,020	4,287	733	17.1
Total noninterest income	\$30,619	\$27,908	\$2,711	9.7	\$99,352	\$70,609	\$28,743	40.7

Noninterest income was \$30.6 million and \$99.4 million for the three and nine months ended September 30, 2015, an increase of \$2.7 million and \$28.7 million, or 9.7% and 40.7%, respectively, as compared to the same periods in 2014. The increases were primarily related to increases in noninterest income from mortgage banking activities, primarily due to increases in gains on the sale of mortgage loans.

Noninterest income from mortgage banking activities increased by \$4.7 million and \$26.4 million for the three and nine months ended September 30, 2015, respectively, as gains on mortgage loan sales were \$5.5 million and \$23.4 million higher, respectively, for the three and nine months ended September 30, 2015. Mortgage loan production for the three months ended September 30, 2015 increased \$167.5 million, or 31.2%, to \$703.6 million, as compared to the same period in 2014. Mortgage loan servicing revenue increased by \$848,000 and \$2.3 million to \$4.1 million and \$11.5 million for the three and nine months ended September 30, 2015, respectively, as compared to the same periods



in 2014, as the mortgage servicing portfolio grew to \$6.4 billion at September 30, 2015.

39

---

Table of Contents

Noninterest income from indirect lending activities was \$4.0 million and \$15.0 million for the three and nine months ended September 30, 2015, a decrease of \$2.3 million and increase of \$437,000, respectively, as compared to the same periods in 2014. Gains on sales of indirect loans decreased by \$2.6 million and \$806,000 for the three and nine months ended September 30, 2015, respectively, compared to the same periods in 2014, as demand for loan sales decreased as compared to the prior year. Indirect servicing revenue increased by \$522,000 and \$1.7 million for the three and nine months ended September 30, 2015 compared to the same periods in 2014, as the indirect servicing portfolio grew to \$1.1 billion at September 30, 2015.

On a linked-quarter basis, noninterest income decreased by \$6.1 million, or 16.6%, primarily due to decreases in income from mortgage banking activities of \$3.8 million, indirect lending activities of \$1.0 million, and other income of \$1.5 million, primarily due to a decrease in the gain on sale of real estate owned of \$1.0 million. This decrease in noninterest income from mortgage banking activities occurred primarily due to mortgage servicing rights impairment of \$2.2 million at September 30, 2015 compared to a recovery of \$2.6 million at June 30, 2015.

**Noninterest Expense**

The categories of noninterest expense, and the dollar and percentage change between periods, are as follows:

(\$ in thousands)	Three Months Ended September 30,				Nine Months Ended September 30,				
	2015	2014	\$ Change	% Change	2015	2014	\$ Change	% Change	
Salaries and employee benefits	\$17,800	\$17,022	\$778	4.6	% \$56,290	\$49,080	\$7,210	14.7	%
Commissions	7,270	5,363	1,907	35.6	21,224	14,443	6,781	47.0	
Occupancy, net	4,270	3,467	803	23.2	11,206	9,477	1,729	18.2	
Communication	1,083	963	120	12.5	3,133	2,829	304	10.7	
Other	9,626	8,895	731	8.2	27,996	26,280	1,716	6.5	
Total noninterest expense	\$40,049	\$35,710	\$4,339	12.2	% \$119,849	\$102,109	\$17,740	17.4	%

Noninterest expense was \$40.0 million and \$119.8 million for the three and nine months ended September 30, 2015, an increase of \$4.3 million and \$17.7 million, or 12.2% and 17.4%, respectively, as compared to the same periods in 2014.

During the quarter, Fidelity Bank continued its strategy of increasing its footprint across a larger geographic area, and increasing production as well. This expansion was the primary reason for increased noninterest expense in many areas. Salaries, benefits and commissions for the three and nine months increased \$2.7 million and \$14.0 million, or 12.0% and 22.0%, compared to the same periods in 2014. Occupancy expense for the three and nine months increased \$803,000 and \$1.7 million, or 23.2% and 18.2%, compared to the same periods in 2014. Other noninterest expense for the three and nine months ended September 30, 2015 increased by \$731,000 and \$1.7 million, or 8.2% and 6.5%, compared to the same periods in 2014.

On a linked-quarter basis, noninterest expense decreased by \$1.1 million, or 2.7%, primarily due to a \$2.4 million decrease in salaries, benefits and commissions, primarily due to decreased mortgage loan production, partially offset by an increase of \$816,000 in occupancy costs and an increase of \$479,000 in other expenses.

**Income Tax Expense**

Income tax expense was \$5.2 million and \$18.6 million for the three and nine months ended September 30, 2015, an increase of \$461,000, or 9.8% and \$6.1 million, or 48.3% as compared to the same periods in 2014.

The primary driver of the changes in expense between periods was an increase in the level of pre-tax income reported for each period. In addition, the effective tax rate increased between periods due to growth in income exceeding growth in permanent difference items projected for the year 2015 compared to 2014. The effective tax rate for the three and nine months ended September 30, 2015 was 35.90% and 36.48% as compared to 34.81% and 35.44% for the same periods in the prior year.

**Financial Condition**

Total assets at September 30, 2015 grew to \$3.5 billion, an increase of \$414.3 million, or 13.4%, compared to December 31, 2014. This increase is primarily attributable to an increase in loan production, mainly in indirect and mortgage loans held-for-investment. Continued strong auto sales and overall mortgage volume were the main drivers

of the growth in indirect and mortgage loans.

The acquisition of eight branches in Florida in September 2015 from First Bank, a Missouri bank, increased the deposit base by \$151.1 million and added loans of \$29.7 million. The cash from the acquired deposits was used to decrease other borrowings, which decreased \$166.3 million during the quarter.

Loans held-for-sale decreased as of September 30, 2015 by \$29.3 million, or 7.9%, compared to December 31, 2014. This decrease is mostly attributable to a reduction in the indirect loan held-for-sale portfolio of \$65.0 million, or 37.1%, due to lower

Table of Contents

demand for indirect loan sales to investors in 2015, partially offset by an increase in the residential mortgage loan held-for-sale portfolio of \$36.9 million, or 20.3%.

In addition, total loans held for investment at September 30, 2015 increased by \$388.5 million, or 17.2% compared to December 31, 2014. This growth occurred largely due to an increase in residential mortgage loans held for investment of \$90.2 million, or 56.9%, compared to December 31, 2014 and an increase of \$180.7 million, or 14.8% in indirect automobile loans. These increases are due to the continued impact of new product offerings within mortgage, new loan production offices and expansion into new markets.

Servicing rights showed steady growth as well, growing to \$82.7 million at September 30, 2015, an increase of \$17.8 million, or 27.4% compared to December 31, 2014.

Table of Contents

## Asset Quality

The following schedule summarizes our asset quality at September 30, 2015, December 31, 2014, and September 30, 2014:

(\$ in thousands)	September 30, 2015	December 31, 2014	September 30, 2014		
<b>NONPERFORMING ASSETS</b>					
Nonaccrual loans	\$29,374	\$34,856	\$37,240		
Loans past due 90 days or more and still accruing	3,968	827	—		
Repossessions	1,435	1,183	1,210		
Other real estate (ORE)	14,707	22,564	18,491		
Nonperforming assets	\$49,484	\$59,430	\$56,941		
<b>NONPERFORMING ASSET RATIOS</b>					
Loans 30-89 days past due	\$7,018	\$4,551	\$2,885		
Loans 30-89 days past due to loans	0.27	% 0.20	% 0.14		%
Loans past due 90 days or more and still accruing to loans	0.15	% 0.04	% —		%
Nonperforming assets to loans, ORE, and repossessions	1.86	% 2.66	% 3.08		%
<b>ASSET QUALITY RATIOS</b>					
Classified Asset Ratio <sup>(1)</sup>	17.56	% 21.49	% 25.36		%
Nonperforming loans as a % of loans	1.26	% 1.58	% 1.80		%
ALL to nonperforming loans	74.23	% 67.66	% 63.80		%
Net (recoveries)/charge-offs, annualized to average loans	0.05	% 0.50	% 0.40		%
ALL as a % of loans	1.36	% 1.13	% 1.36		%
<b>CLASSIFIED ASSETS</b>					
Classified loans <sup>(2)</sup>	\$47,906	\$53,415	\$61,161		
ORE and repossessions	12,750	17,218	21,287		
Total classified assets <sup>(3)</sup>	\$60,656	\$70,633	\$82,448		

<sup>(1)</sup> Classified asset ratio is defined as classified assets as a percentage of Tier 1 capital plus allowance for loan losses.

<sup>(2)</sup> Amount of SBA guarantee included \$3,970 \$5,271 \$7,590

<sup>(3)</sup> Classified assets include loans having a risk rating of substandard or worse, both accrual and nonaccrual, repossessions and ORE, net of loss share.

## Loan Recourse Liability

During the last four calendar years and so far in 2015, the Company has sold over 40,000 loans with a principal balance of approximately \$9.7 billion. As seller, the Company has made various representations and warranties related to, among other things, the ownership of the loans, the validity of the liens, the loan selection and origination process, and the compliance with origination criteria established by the purchasers. In the event of a breach of these representations and warranties, the Company is obligated to repurchase loans with identified defects and/or to indemnify the purchasers. Some of these conditions include underwriting errors or omissions, fraud or material misstatements, and invalid collateral values. The contractual obligation arises only when the breach of representations and warranties is discovered and repurchase/indemnification is demanded. Generally, the maximum amount the Company would be required to pay would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers, plus accrued interest, return of the premium received at the time of the loan sale, and reimbursement of certain expenses. To date, the claims to the Company from the purchasers to be paid upon repurchase or paid because of indemnification have been insignificant. In addition, the Company's loan sale contracts define a condition in which the borrower defaults during a short period of time as an early payment default ("EPD"). In the event of an EPD, the Company may be required to return the premium paid for the loan, pay certain administrative

fees, and may be required to repurchase the loan or indemnify the purchaser unless an EPD waiver is obtained. Management recognizes the potential risk from costs related to breaches of representations and warranties made in connection with residential loan sales and subsequent required repurchases, indemnifications, and EPD claims. As a result, the Company has established a liability to cover potential costs related to these events based on historical experience, adjusted for any risk factors not captured in the historical losses, current business volume, and known claims outstanding. The recourse liability totaled \$1.4 million at September 30, 2015 and December 31, 2014 and management believes this amount is adequate for potential exposure related to

Table of Contents

loan sale indemnification, repurchase loans, and EPD claims. Management will continue to monitor the adequacy of the reserve level and may decide that further additions to the reserve are appropriate. However, there can be no assurance that the current balance of this reserve will prove sufficient to cover actual future losses.

It should be noted that the Company's loan sale activity began to increase at a time when underwriting requirements were strengthened from prior years and limited documentation conventional loans (i.e., non-government insured) were no longer eligible for purchase in the secondary market. Accordingly, the population of conventional loans the Company has sold has been underwritten based on fully documented information. While this does not eliminate all risk of repurchase or indemnification costs, management believes it significantly mitigates that risk. Further, the Company has also received sale representation and warranty relief on a subset of sold loans which reduces potential future liability.

**Deposits**

Total deposits at September 30, 2015, of \$2.9 billion increased \$454.0 million, or 18.5%, compared to December 31, 2014.

The net increase occurred primarily due to organic growth of \$264.7 million, as well as the acquisition of deposits from eight branches in Florida during September 2015 of \$151.1 million, and one branch in Florida during January 2015 of \$38.2 million.

Time deposits increased by \$125.3 million, or 15.9%, compared to December 31, 2014. The change occurred primarily due to \$43.2 million in time deposits acquired during the third quarter of 2015 and a \$20.2 million increase in brokered deposits generally used to fund loan growth. The remaining increase of \$61.9 million is due to organic growth in time deposits.

Total deposits also increased \$454.0 million, or 18.5%, compared to December 31, 2014. This increase is attributable to growth in interest-bearing demand and money market accounts of \$167.8 million, or 21.3% as well as growth in time deposits of \$125.3 million, or 15.9% compared to December 31, 2014. In addition, there was an increase in noninterest-bearing demand accounts of \$164.8 million, or 29.5% compared to December 31, 2014. The increases were primarily the result of the same factors as mentioned above.

Quarter to date average core deposits, including noninterest-bearing demand deposits, grew by \$289.0 million, or 18.3%, compared to December 31, 2014, particularly in commercial accounts and through the acquisition of branch deposits discussed above.

The following table summarizes average deposit composition and average rate paid for the periods presented.

(\$ in millions)	For the Three Months Ended											
	September 30, 2015				June 30, 2015				September 30, 2014			
	Average Amount	Rate	Percent of Total Deposits		Average Amount	Rate	Percent of Total Deposits		Average Amount	Rate	Percent of Total Deposits	
Noninterest-bearing demand deposits	\$677.0	—	% 24.8	%	\$650.5	—	% 24.8	%	\$574.8	—	% 25.4	%
Interest-bearing demand deposits	881.5	0.25	% 32.3	%	843.2	0.24	% 32.1	%	712.1	0.24	% 31.5	%
Savings deposits	308.5	0.34	% 11.3	%	301.6	0.33	% 11.5	%	318.3	0.34	% 14.1	%
Time deposits	864.5	0.94	% 31.6	%	829.1	0.94	% 31.6	%	657.5	0.95	% 29.0	%
Total average deposits	\$2,731.5	0.42	% 100.0	%	\$2,624.4	0.41	% 100.0	%	\$2,262.7	0.40	% 100.0	%
(\$ in millions)	For the Nine Months Ended											
	September 30, 2015				September 30, 2014							
	Average Amount	Rate	Percent of Total Deposits		Average Amount	Rate	Percent of Total Deposits					
Noninterest-bearing demand deposits	\$644.7	—	% 24.5	%	\$529.5	—	% 24.0	%				
Interest-bearing demand deposits	846.1	0.24	% 32.2	%	701.7	0.27	% 31.8	%				
Savings deposits	306.5	0.34	% 11.6	%	314.0	0.37	% 14.2	%				

Edgar Filing: FIDELITY SOUTHERN CORP - Form 10-Q

Time deposits	832.4	0.93	%	31.7	%	661.9	0.98	%	30.0	%
Total average deposits	\$2,629.7	0.41	%	100.0	%	\$2,207.1	0.43	%	100.0	%

Borrowings

Other borrowings decreased by \$166.3 million, or 54.8%, and \$153.9 million, or 52.9%, for the the three and nine months ended September 30, 2015. The decreases occurred primarily due to the cash received in the acquisition of First Bank deposits being used to pay off other borrowings.



## Table of Contents

Subordinated debt increased by \$74.0 million since December 31, 2014 due to the issuance of \$75 million in subordinated notes, net of issuance costs, during May 2015. The additional subordinated debt was issued to support general corporate purposes and potential future acquisitions.

### Liquidity and Capital Resources

Market and public confidence in our financial strength and that of financial institutions in general will largely determine the access to appropriate levels of liquidity. This confidence is significantly dependent on our ability to maintain sound credit quality and the ability to maintain appropriate levels of capital resources.

Liquidity is defined as the ability to meet anticipated customer demands for funds under credit commitments and deposit withdrawals at a reasonable cost and on a timely basis. Management measures the liquidity position by giving consideration to both on-balance sheet and off-balance sheet sources of and demands for funds on a daily and weekly basis. In addition, due to FSC being a separate entity and apart from the Bank, it must provide for its own liquidity. FSC is responsible for the payment of dividends declared for its common and preferred shareholders, and interest and principal on any outstanding debt or trust preferred securities.

Sources of the Bank's liquidity include cash and cash equivalents, net of federal requirements to maintain reserves against deposit liabilities; investment securities eligible for sale or pledging to secure borrowings from dealers and customers pursuant to securities sold under agreements to repurchase; loan repayments; loan sales; deposits and certain interest-sensitive deposits; brokered deposits; a collateralized line of credit at the Federal Reserve Bank of Atlanta ("FRB") Discount Window; a collateralized line of credit from the Federal Home Loan Bank of Atlanta ("FHLB"); and borrowings under unsecured overnight Federal funds lines available from correspondent banks. The principal demands for liquidity are new loans, anticipated fundings under credit commitments to customers and deposit withdrawals. Substantially all of FSC's liquidity is obtained from capital raises, subsidiary service fees and dividends from the Bank, which is limited by applicable law.

Management seeks to maintain a stable net liquidity position while optimizing operating results, as reflected in net interest income, the net yield on interest-earning assets and the cost of interest-bearing liabilities in particular. Our Asset Liability Management Committee ("ALCO") meets regularly to review the current and projected net liquidity positions and to review actions taken by management to achieve this liquidity objective. Managing the levels of total liquidity, short-term liquidity, and short-term liquidity sources continues to be an important exercise because of the coordination of the projected mortgage, SBA and indirect automobile loan production and sales, loans held-for-sale balances, and individual loans and pools of loans sold anticipated to fluctuate during the year.

Our loans held for sale are considered highly liquid. The majority of commitments to purchase mortgage loans held-for-sale will be funded within one month of the loan closing. The majority of these loans are conforming residential mortgage loans sold to GNMA, FNMA and FHLMC. Other loans held for sale include commitments for both SBA loans and indirect automobile loans.

### Shareholders' Equity

Shareholders' equity was \$295.3 million at September 30, 2015, and \$265.0 million at December 31, 2014. The increase in shareholders' equity during the first nine months of 2015 was primarily attributable to net income earned, net of cash dividends paid on common stock.

At September 30, 2015, there were warrants outstanding with the ability to purchase 1,000,000 shares of our common stock. On May 28, 2015, the U.S. Treasury completed the sale and transfer of its warrant to purchase 2,693,747 shares of our common stock in a private transaction with two unaffiliated third party investors. One investor received a warrant to purchase 1,346,873.41 shares of common stock and one investor received a warrant to purchase 1,346,873.42 shares of common stock. FSC did not receive any proceeds as a result of this transaction. During 2015, 1,693,747 shares of the warrants outstanding were exercised.

On April 3, 2014, we filed a shelf registration with the SEC for up to \$100 million of common stock, preferred stock, warrants, or debt securities, to be issued from time to time for general corporate purposes which may include funding bank and non-bank subsidiaries, financing business expansion, or refinancing or extending the maturity of debt obligations and investments at the holding company level.

### Capital Ratios

FSC is regulated by the Board of Governors of the Federal Reserve Board and is subject to the securities registration and public reporting regulations of the SEC. The Bank is regulated by the Federal Deposit Insurance Corporation ("FDIC") and the Georgia Department of Banking and Finance.

The Bank must comply with regulatory capital requirements established by the regulators. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-

Table of Contents

balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require us to maintain minimum ratios of “Tier 1” capital to total risk-weighted assets and total capital to risk-weighted assets of 6.00% and 8.00%, respectively. Tier 1 capital is comprised of total shareholders’ equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income, less intangible assets and disallowed portions of our loan servicing rights, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our qualifying subordinated debt, as well as the allowable portion of the allowance for loan losses. Risk-weighted assets refer to our on- and off-balance sheet exposures, adjusted for their related risk levels using formulas set forth in FDIC regulations.

In addition to the risk-based capital requirements described above, we are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital to quarterly average total assets of 4.00%. The Bank is also subject to a Common Equity Tier 1 capital to total risk-weighted assets ratio of 4.5%. Common Equity Tier 1 Capital is comprised of Tier 1 capital less amounts attributable to qualifying non-cumulative perpetual preferred stock and minority interests in consolidated subsidiaries.

At September 30, 2015, the Bank’s capital ratios exceeded the regulatory minimum ratios discussed above. The following table presents the Bank’s capital ratios and the minimum regulatory requirements:

	Fidelity Bank	Minimum Regulatory Requirement	
		Adequately Capitalized	Well Capitalized
Common equity Tier 1 risk-based capital ratio	9.15%	4.50%	6.50%
Tier 1 risk-based capital ratio	9.66%	6.00%	8.00%
Total risk-based capital ratio	13.17%	8.00%	10.00%
Leverage capital ratio	8.91%	4.00%	5.00%

FSC is not subject to the provisions of prompt corrective action. FSC had common equity Tier 1 risk-based capital ratio, Tier 1 risk-based capital ratio, total risk-based capital ratio, and leverage capital ratio of 8.78%, 10.21%, 13.37%, and 9.41%, respectively, at September 30, 2015.

**Basel III**

On January 1, 2015, the Company began calculating its capital ratios in accordance with the final risk-based capital rules implementing the Basel Committee on Banking Supervision’s (“BCBS”) capital guidelines for U.S. banks. Capital ratios for FSC and the Bank are being calculated using the current phase-in applicable for 2015. Full compliance with all requirements of the new capital guidelines will be phased in over a multi-year schedule ending in 2019.

The rules include a minimum new common equity Tier 1 capital to risk-weighted assets ratio of 4.5% and a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% and require a minimum leverage ratio of 4.0%. The final rules also implement strict eligibility criteria for regulatory capital instruments.

**Dividends**

In October of 2015, we declared a cash dividend of \$0.10 per share, payable on November 13, 2015, to holders of record as of November 3, 2015. In July of 2015, we declared a cash dividend of \$0.10 per share. In April of 2015, we declared a cash dividend of \$0.10 per share.

Future dividends require a quarterly review of current and projected earnings for the remainder of 2015 in relation to capital requirements prior to the determination of the dividend, and be subject to regulatory restrictions under applicable law. The Board of Directors for both the Bank and FSC will review on a quarterly basis whether to declare and pay dividends for the remainder of 2015, with the declared and paid dividend consistent with current regulatory limitations, earnings, capital requirements, and forecasts of future earnings.

**Market Risk**

Our primary market risk exposure is credit risk and, to a lesser extent, interest rate risk and liquidity risk. We have little or no risk related to trading accounts, commodities, or foreign exchange.

Interest rate risk, which encompasses price risk, is the exposure of a banking organization's financial condition and earnings ability to withstand adverse movements in interest rates. Accepting this risk can be an important source of profitability and shareholder value; however, excessive levels of interest rate risk can pose a significant threat to assets, earnings, and capital. Accordingly, effective risk management that maintains interest rate risk at prudent levels is essential to our success.

## Table of Contents

ALCO, which includes senior management representatives, monitors and considers methods of managing the rate and sensitivity repricing characteristics of the balance sheet components consistent with maintaining acceptable levels of changes in portfolio values and net interest income with changes in interest rates. The primary purposes of ALCO are to manage interest rate risk consistent with earnings and liquidity, to effectively invest our capital, and to preserve the value created by our core business operations. Our exposure to interest rate risk compared to established tolerances is reviewed on at least a quarterly basis by our Board of Directors.

Evaluating a financial institution's exposure to changes in interest rates includes assessing both the adequacy of the management process used to control interest rate risk and the organization's quantitative levels of exposure. When assessing the interest rate risk management process, we seek to ensure that appropriate policies, procedures, management information systems, and internal controls are in place to maintain interest rate risk at prudent levels with consistency and continuity. Evaluating the quantitative level of interest rate risk exposure requires us to assess the existing and potential future effects of changes in interest rates on our consolidated financial condition, including capital adequacy, earnings, liquidity, and, where appropriate, asset quality.

### Interest Rate Sensitivity

A form of interest rate sensitivity analysis referred to as equity at risk, is used to measure our interest rate risk by computing estimated changes in earnings and the net present value of our cash flows from assets, liabilities, and off-balance sheet items in the event of a range of assumed changes in market interest rates. Net present value represents the market value of portfolio equity and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. This analysis assesses the risk of loss in the market risk sensitive instruments in the event of a sudden and sustained 100, 200, 300 and 400 basis point increase or decrease in market interest rates. In addition, management reviews the impact of various yield curve scenarios on earnings and cash flows.

The most recent rate shock analysis indicated that the effects of an immediate and sustained change in rates would fall within policy parameters and approved tolerances for equity at risk, net interest income and net income.

Rate shock analysis provides only a limited, point in time view of interest rate sensitivity. The actual impact of interest rate changes upon earnings and net present value may differ from that implied by any static rate shock. In addition, net interest income and net present value under various future interest rate scenarios are affected by multiple other factors not embodied in a static rate shock, including competition, changes in the shape of the Treasury yield curve, divergent movement among various interest rate indices, and the speed with which interest rates change.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

See "Market Risk" and "Interest Rate Sensitivity" contained in Item 2 of Part I of this report for quantitative and qualitative discussion about our market risk.

### Item 4. Controls and Procedures

#### Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, Fidelity's management supervised and participated in an evaluation, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on, or as of the date of, that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

#### Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the three months ended September 30, 2015, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



Table of Contents

## PART II – OTHER INFORMATION

## Item 1. Legal Proceedings

We are a party to claims and lawsuits arising in the course of normal business activities. Although the ultimate outcome of all claims and lawsuits outstanding as of September 30, 2015, cannot be ascertained at this time, it is the opinion of management that these matters, when resolved, will not have a material adverse effect on our results of operations or financial condition.

## Item 1A. Risk Factors

While the Company attempts to identify, manage, and mitigate risks and uncertainties associated with its business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014 describes some of the risks and uncertainties associated with our business. These risks and uncertainties have the potential to materially affect our cash flows, results of operations, and financial condition. We do not believe that there have been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

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

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
July 1-31, 2015	—	\$—	—	\$10,000,000
August 1-31, 2015	—	—	—	10,000,000
September 1-30, 2015	—	—	—	10,000,000
Total	—	\$—	\$—	\$10,000,000

The repurchase plan announced April 3, 2014, authorizing the repurchase of up to \$10 million of our outstanding common stock, has no expiration date for the authorized share repurchases under this plan.

## Item 3. Defaults Upon Senior Securities

Not Applicable

## Item 4. Mine Safety Disclosures

Not Applicable

## Item 5. Other Information

Not Applicable

## Item 6. Exhibits

(a) Exhibits. The following exhibits are filed as part of this Report.

Table of Contents

	Agreement and Plan of Merger dated as of October 26, 2015 by and between Fidelity Southern Corporation and American Enterprise Bankshares, Inc. (incorporated by reference from Exhibit 2.1 to Fidelity Southern Corporation's Form 8-K filed October 27, 2015)
2(a)	
	Purchase and Assumption Agreement dated as of October 2, 2015 by and between Fidelity Bank and the Federal Deposit Insurance Corporation, receiver of The Bank of Georgia (incorporated by reference from Exhibit 2.1 to Fidelity Southern Corporation's Form 8-K filed October 6, 2015)
2(b)	
	Amended and Restated Articles of Incorporation of Fidelity Southern Corporation, as amended effective December 16, 2008 (incorporated by reference from Exhibit 3(a) to Fidelity Southern Corporation's Annual Report on Form 10-K filed March 17, 2009)
3(a)	
	Articles of Amendment to the Articles of Incorporation of Fidelity Southern Corporation (incorporated by reference from Exhibit 3.1 to Fidelity Southern Corporation's Form 8-K filed November 23, 2010)
3(b)	
	By-Laws of Fidelity Southern Corporation, as amended (incorporated by reference from Exhibit 3(b) to Fidelity Southern Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007)
3(c)	
	Amendment to By-Laws of Fidelity Southern Corporation (incorporated by reference from Exhibit 3.2 to Fidelity Southern Corporation's Form 8-K filed November 23, 2010)
3(d)	
	See Exhibits 3(a) and 3(b) for provisions of the Amended and Restated Articles of Incorporation, as amended, and Bylaws, which define the rights of the shareholders.
4(a)	
	Tax Benefits Preservation Plan dated November 19, 2010 between Fidelity Southern Corporation and Mellon Investor Services LLC as Rights Agent (incorporated by reference from Exhibit 4.1 to Fidelity Southern Corporation's Form 8-K filed November 23, 2010)
4(b)	
	Form of Global Note representing the Fixed/Floating Rate Subordinated Notes due 2030 of Fidelity Bank (incorporated by reference from Exhibit 4.1 to Fidelity Southern Corporation's Form 8-K filed June 3, 2015)
4(c)	
	Form of Note Purchase (incorporated by reference from Exhibit 4.1 to Fidelity Southern Corporation's Form 8-K filed June 3, 2015)
10(a)	
	Certification of Principal Executive Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.1	
	Certification of Principal Financial Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	
	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.1	
	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	
101	Financial Statements submitted in XBRL format



Table of Contents

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.

FIDELITY SOUTHERN CORPORATION  
(Registrant)

Date: November 6, 2015

BY: /s/ JAMES B. MILLER, JR.  
James B. Miller, Jr.  
Chief Executive Officer

Date: November 6, 2015

BY: /s/ STEPHEN H. BROLLY  
Stephen H. Brolly  
Chief Financial Officer