

Section 1: 10-Q (FORM 10-Q)

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

FORM 10-Q

(Mark One)

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended March 31, 2019 or

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from _____ to _____

Commission File Number: 0-26128

NorthWest Indiana Bancorp

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation
or organization)

35-1927981

(I.R.S. Employer Identification Number)

9204 Columbia Avenue
Munster, Indiana

(Address of principal executive offices)

46321

(ZIP code)

Registrant's telephone number, including area code: (219) 836-4400

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 every Interactive Data File required to be submitted 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 such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller Reporting Company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

There were 3,452,199 shares of the registrant's Common Stock, without par value, outstanding at April 19, 2019.

NorthWest Indiana Bancorp
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NorthWest Indiana Bancorp
Consolidated Balance Sheets

| <i>(Dollars in thousands)</i> | March 31, 2019 (unaudited) | December 31, 2018 |
|---|----------------------------------|----------------------|
| ASSETS | | |
| Cash and non-interest bearing deposits in other financial institutions | \$ 29,991 | \$ 13,260 |
| Interest bearing deposits in other financial institutions | 15,255 | 3,116 |
| Federal funds sold | 15,518 | 763 |
| Total cash and cash equivalents | 60,764 | 17,139 |
| Certificates of deposit in other financial institutions | 2,215 | 2,024 |
| Securities available-for-sale | 251,331 | 241,768 |
| Loans held-for-sale | 2,966 | 2,863 |
| Loans receivable | 864,995 | 764,400 |
| Less: allowance for loan losses | (8,236) | (7,962) |
| Net loans receivable | 856,759 | 756,438 |
| Federal Home Loan Bank stock | 3,971 | 3,460 |
| Accrued interest receivable | 4,062 | 3,632 |
| Premises and equipment | 27,933 | 24,824 |
| Foreclosed real estate | 1,494 | 1,627 |
| Cash value of bank owned life insurance | 29,740 | 23,142 |
| Goodwill | 10,744 | 8,170 |
| Other assets | 16,374 | 11,071 |
| Total assets | \$ 1,268,353 | \$ 1,096,158 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Deposits: | | |
| Non-interest bearing | \$ 177,317 | \$ 127,277 |
| Interest bearing | 924,336 | 802,509 |
| Total | 1,101,653 | 929,786 |
| Repurchase agreements | 12,691 | 11,628 |
| Borrowed funds | 20,000 | 43,000 |
| Accrued expenses and other liabilities | 10,762 | 10,280 |
| Total liabilities | 1,145,106 | 994,694 |
| Stockholders' Equity: | | |
| Preferred stock, no par or stated value; 10,000,000 shares authorized, none outstanding | - | - |
| Common stock, no par or stated value; 10,000,000 shares authorized; shares issued and outstanding: March 31, 2019 - 3,452,199 | - | - |
| December 31, 2018 - 3,029,157 | | |
| Additional paid-in capital | 29,490 | 11,927 |
| Accumulated other comprehensive income/(loss) | 237 | (2,796) |
| Retained earnings | 93,520 | 92,333 |
| Total stockholders' equity | 123,247 | 101,464 |
| Total liabilities and stockholders' equity | \$ 1,268,353 | \$ 1,096,158 |

See accompanying notes to consolidated financial statements.

NorthWest Indiana Bancorp
Consolidated Statements of Income
(unaudited)

| <i>(Dollars in thousands)</i> | Three Months Ended March 31, | |
|--|---------------------------------|-----------------|
| | 2019 | 2018 |
| Interest income: | | |
| Loans receivable | | |
| Real estate loans | \$ 8,748 | \$ 5,917 |
| Commercial loans | 1,684 | 1,072 |
| Consumer loans | 111 | 5 |
| Total loan interest | 10,543 | 6,994 |
| Securities | 1,801 | 1,722 |
| Other interest earning assets | 143 | 17 |
| Total interest income | 12,487 | 8,733 |
| Interest expense: | | |
| Deposits | 1,672 | 675 |
| Repurchase agreements | 49 | 32 |
| Borrowed funds | 166 | 191 |
| Total interest expense | 1,887 | 898 |
| Net interest income | 10,600 | 7,835 |
| Provision for loan losses | 317 | 341 |
| Net interest income after provision for loan losses | 10,283 | 7,494 |
| Noninterest income: | | |
| Fees and service charges | \$ 1,162 | \$ 892 |
| Wealth management operations | 500 | 415 |
| Gain on sale of securities, net | 352 | 758 |
| Gain on sale of loans held-for-sale, net | 242 | 211 |
| Increase in cash value of bank owned life insurance | 163 | 108 |
| Gain on sale of foreclosed real estate, net | 27 | 32 |
| Other | 124 | 33 |
| Total noninterest income | \$ 2,570 | \$ 2,449 |
| Noninterest expense: | | |
| Compensation and benefits | \$ 4,676 | \$ 3,860 |
| Occupancy and equipment | 1,123 | 853 |
| Data processing | 703 | 361 |
| Marketing | 263 | 134 |
| Federal deposit insurance premiums | 91 | 84 |
| Other | 3,435 | 1,675 |
| Total noninterest expense | \$ 10,291 | \$ 6,967 |
| Income before income tax expenses | 2,562 | 2,976 |
| Income tax expenses | 340 | 415 |
| Net income | \$ 2,222 | \$ 2,561 |
| Earnings per common share: | | |
| Basic | \$ 0.66 | \$ 0.89 |
| Diluted | \$ 0.66 | \$ 0.89 |
| Dividends declared per common share | \$ 0.30 | \$ 0.29 |

See accompanying notes to consolidated financial statements.

NorthWest Indiana Bancorp
Consolidated Statements of Comprehensive Income (Loss)
(unaudited)

(Dollars in thousands)

| | Three Months Ended | |
|---|--------------------|-------------------|
| | March 31, | |
| | 2019 | 2018 |
| Net income | \$ 2,222 | \$ 2,561 |
| Net change in net unrealized gains and losses on securities available-for-sale: | | |
| Unrealized gains/(losses) arising during the period | 4,183 | (4,350) |
| Less: reclassification adjustment for gains included in net income | (352) | (758) |
| Net securities gain/(loss) during the period | 3,831 | (5,108) |
| Tax effect | (798) | 1,076 |
| Net of tax amount | 3,033 | (4,032) |
| Other comprehensive income/(loss), net of tax | 3,033 | (4,032) |
| Comprehensive income/(loss), net of tax | <u>\$ 5,255</u> | <u>\$ (1,471)</u> |

See accompanying notes to consolidated financial statements.

NorthWest Indiana Bancorp
Consolidated Statements of Changes in Stockholders' Equity
(unaudited)

(Dollars in thousands)

| | Three Months Ended | |
|--|--------------------|------------------|
| | March 31, | |
| | 2019 | 2018 |
| Balance at beginning of period | \$ 101,464 | \$ 92,060 |
| Comprehensive income: | | |
| Net income | 2,222 | 2,561 |
| Net unrealized gains/(losses) on securities available-for-sale, net of reclassifications and tax effects | 3,033 | (4,032) |
| Comprehensive income, net of tax | 5,255 | (1,471) |
| Stock based compensation expense | 71 | 52 |
| Issuance of 416,478 shares at \$42.00 per share, for acquisition of AJS Bancorp, Inc | 17,492 | - |
| Cash dividends | (1,035) | (833) |
| Balance at end of period | <u>\$ 123,247</u> | <u>\$ 89,808</u> |

See accompanying notes to consolidated financial statements.

NorthWest Indiana Bancorp
Consolidated Statements of Cash Flows
(unaudited)

| (Dollars in thousands) | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | 2019 | 2018 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 2,222 | \$ 2,561 |
| Adjustments to reconcile net income to net cash provided by/(used in) operating activities: | | |
| Origination of loans for sale | (9,760) | (8,250) |
| Sale of loans originated for sale | 9,883 | 8,145 |
| Depreciation and amortization, net of accretion | 731 | 650 |
| Amortization of mortgage servicing rights | 17 | 16 |
| Stock based compensation expense | 71 | 52 |
| Gain on sale of securities, net | (352) | (758) |
| Gain on sale of loans held-for-sale, net | (242) | (211) |
| Gain on sale of foreclosed real estate, net | (27) | (32) |
| Provision for loan losses | 317 | 341 |
| Net change in: | | |
| Interest receivable | (430) | 210 |
| Other assets | (50) | 690 |
| Accrued expenses and other liabilities | (964) | (443) |
| Total adjustments | (806) | 410 |
| Net cash - operating activities | <u>1,416</u> | <u>2,971</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from maturities of certificates of deposits in other financial institutions | (191) | 150 |
| Proceeds from maturities and pay downs of securities available-for-sale | 5,704 | 5,313 |
| Proceeds from sales of securities available-for-sale | 13,518 | 14,668 |
| Purchase of securities available-for-sale | (21,424) | (21,604) |
| Net change in loans receivable | (12,985) | (5,430) |
| Purchase of premises and equipment, net | (44) | (235) |
| Proceeds from sale of foreclosed real estate, net | 439 | 552 |
| Cash and cash equivalents from acquisition activity, net | 52,560 | - |
| Change in cash value of bank owned life insurance | (163) | (108) |
| Net cash - investing activities | <u>37,414</u> | <u>(6,694)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net change in deposits | 27,641 | 2,369 |
| Proceeds from FHLB advances | - | 32,000 |
| Repayment of FHLB advances | (23,000) | (19,000) |
| Change in other borrowed funds | 1,063 | (1,425) |
| Dividends paid | (909) | (831) |
| Net cash - financing activities | <u>4,795</u> | <u>13,113</u> |
| Net change in cash and cash equivalents | 43,625 | 9,390 |
| Cash and cash equivalents at beginning of period | 17,139 | 11,025 |
| Cash and cash equivalents at end of period | <u>\$ 60,764</u> | <u>\$ 20,415</u> |
| SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION: | | |
| Cash paid during the period for: | | |
| Interest | \$ 1,907 | \$ 873 |
| Income taxes | - | - |
| Acquisition activity: | | |
| Fair value of assets acquired, including cash and cash equivalents | \$ 172,925 | \$ - |
| Value of goodwill and other intangible assets | 5,491 | - |
| Fair value of liabilities assumed | 145,546 | - |
| Cash paid for acquisition | 15,378 | - |
| Issuance of common stock for acquisition | 17,492 | - |
| Noncash activities: | | |
| Transfers from loans to foreclosed real estate | \$ 193 | \$ 253 |

See accompanying notes to consolidated financial statements.

NorthWest Indiana Bancorp
Notes to Consolidated Financial Statements
(unaudited)

Note 1 - Basis of Presentation

The consolidated financial statements include the accounts of NorthWest Indiana Bancorp (the "Bancorp" or "NWIN"), its wholly-owned subsidiaries NWIN Risk Management, Inc. (a captive insurance subsidiary) and Peoples Bank SB (the "Bank"), and the Bank's wholly-owned subsidiaries, Peoples Service Corporation, NWIN, LLC, NWIN Funding, Incorporated, and Columbia Development Company, LLC. The Bancorp's business activities include being a holding company for the Bank as well as a holding company for NWIN Risk Management, Inc. The Bancorp's earnings are primarily dependent upon the earnings of the Bank. The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include all disclosures required by U.S. generally accepted accounting principles for complete presentation of consolidated financial statements. In the opinion of management, the consolidated financial statements contain all adjustments necessary to present fairly the consolidated balance sheets of the Bancorp as of March 31, 2019 and December 31, 2018, and the consolidated statements of income, comprehensive income, and changes in stockholders' equity for the three months ended March 31, 2019 and 2018 and consolidated statements of cash flows for the three months ended March 31, 2019 and 2018. The income reported for the three month period ended March 31, 2019 is not necessarily indicative of the results to be expected for the full year.

Note 2 - Use of Estimates

Preparing financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period, as well as the disclosures provided. Actual results could differ from those estimates. Estimates associated with the allowance for loan losses, fair values of foreclosed real estate, loan servicing rights, investment securities, deferred tax assets, goodwill, and the status of contingencies are particularly susceptible to material change in the near term.

Note 3 - Acquisition Activity

On July 26, 2018, the Bancorp completed its acquisition of First Personal Financial Corp., a Delaware corporation ("First Personal"), pursuant to an Agreement and Plan of Merger dated February 20, 2018 between the Bancorp and First Personal. Pursuant to the terms of the First Personal Merger Agreement, First Personal merged with and into the Bancorp, with the Bancorp as the surviving corporation. Simultaneous with the First Personal Merger, First Personal Bank, an Illinois state chartered commercial bank and wholly-owned subsidiary of First Personal, merged with and into the Bank, with the Bank as the surviving institution.

In connection with the First Personal Merger, each First Personal stockholder holding 100 or more shares of First Personal common stock received fixed consideration of (i) 0.1246 shares of Bancorp common stock, and (ii) \$6.67 per share in cash for each outstanding share of First Personal common stock. Stockholders holding less than 100 shares of First Personal common stock received \$12.12 in cash and no stock consideration for each outstanding share of First Personal common stock. Any fractional shares of Bancorp common stock that a First Personal stockholder would have otherwise received in the First Personal Merger were cashed out in the amount of such fraction multiplied by \$42.95.

The Bancorp issued a total of approximately 161,875 shares of Bancorp common stock to the former First Personal stockholders, and paid cash consideration of approximately \$8.7 million. Based upon the closing price of Bancorp's common stock on July 25, 2018, the transaction had an implied valuation of approximately \$15.6 million. As of March 31, 2019, acquisition costs related to the First Personal Merger equaled approximately \$1.8 million. The acquisition represented the Bank's first expansion into the South Suburban Chicagoland market, and expanded the Bank's full-service retail banking network to 19 banking centers. Additionally, upon the closing of the merger the three former First Personal Bank branches in Cook County, Illinois became branches of Peoples Bank, thereby expanding the Peoples Bank branch network into Illinois.

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on preliminary valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on estimates and assumptions that are subject to change, the final purchase price for the First Personal acquisition is allocated as follows:

| ASSETS | |
|---|-----------|
| Cash and due from banks | \$ 30,178 |
| Investment securities, available for sale | 2 |
| Commercial | 53,026 |
| Residential mortgage | 32,542 |
| Consumer | 9,004 |
| Total Loans | 94,572 |
| Premises and equipment, net | 5,799 |
| FHLB stock | 219 |
| Goodwill | 5,437 |
| Core deposit intangible | 3,044 |
| Interest receivable | 274 |
| Other assets | 6,405 |
| Total assets purchased | \$145,930 |
| Common shares issued | 6,928 |
| Cash paid | 8,689 |
| Total purchase price | \$ 15,617 |

| LIABILITIES | |
|---------------------------|-----------|
| Deposits | |
| Non-interest bearing | \$ 14,517 |
| NOW accounts | 22,177 |
| Savings and money market | 41,852 |
| Certificates of deposits | 46,355 |
| Total Deposits | 124,901 |
| Borrowings | 4,124 |
| Interest payable | 32 |
| Other liabilities | 1,256 |
| Total liabilities assumed | \$130,313 |

As part of the First Personal merger, the Bancorp acquired First Personal Statutory Trust I. NWIN guaranteed the payment of distributions on the trust preferred securities issued by First Personal Statutory Trust I. First Personal Statutory Trust I issued \$4.124 million in trust preferred securities in May 2004. The trust preferred securities carried a variable rate of interest priced at the three-month LIBOR plus 275 basis points, payable quarterly and due to mature on June 17, 2034. Management of the Bancorp determined that the continued maintenance of the trust preferred securities issued by First Personal Statutory Trust I and the corresponding junior subordinated debentures was unnecessary to the Bancorp's ongoing operations. As a result, the Bancorp's board of directors approved the redemption of the junior subordinated debentures, which resulted in the trustee of the First Personal Statutory Trust I redeeming all \$4.124 million of the trust preferred securities as of December 17, 2018.

Final estimates of fair value on the date of acquisition have not been finalized yet. Prior to the end of the one year measurement period for finalizing the purchase price allocation, if information becomes available which would indicate adjustments are required to the purchase price allocation, such adjustments will be included in the purchase price allocation prospectively. If any adjustments are made to the preliminary assumptions (provisional amounts), disclosures will be made in the notes to the financial statements of the amounts recorded in the current period earnings by line item that have been recorded in previous reporting periods if the adjustments to the provisional amounts had been recognized as of the acquisition date.

On January 24, 2019, the Bancorp completed its previously announced acquisition of AJSB Bancorp, Inc., a Maryland corporation ("AJSB"), pursuant to an Agreement and Plan of Merger dated July 30, 2018 between the Bancorp and AJSB. Pursuant to the terms of the AJSB Merger Agreement, AJSB merged with and into NWIN, with NWIN as the surviving corporation. Simultaneously with the AJSB Merger, A.J. Smith Federal Savings Bank, a federally chartered savings bank and wholly-owned subsidiary of AJSB, merged with and into Peoples Bank SB, with Peoples Bank as the surviving bank.

In connection with the AJSB Merger, each AJSB stockholder holding 100 or more shares of AJSB common stock received fixed consideration of (i) 0.2030 shares of NWIN common stock, and (ii) \$7.20 per share in cash for each outstanding share of AJSB's common stock. Stockholders holding less than 100 shares of AJSB common stock received \$16.00 in cash and no stock consideration for each outstanding share of AJSB common stock. Any fractional shares of NWIN common stock that an AJSB stockholder would have otherwise received in the AJSB Merger were cashed out in the amount of such fraction multiplied by \$43.01.

The Bancorp issued 416,478 shares of Bancorp common stock to the former AJSB stockholders, and paid cash consideration of approximately \$15.4 million. Based upon the closing price of NWIN's common stock on January 23, 2019, the transaction had an implied valuation of approximately \$32.9 million, which includes unallocated shares held by the AJSB Employee Stock Ownership Plan ("ESOP"), some of which were cancelled in connection with the closing to satisfy the ESOP's outstanding loan balance. As of March 31, 2019, acquisition costs related to the AJSB Merger equaled approximately \$2.1 million. The acquisition further expanded the Bank's banking center network in Cook County, Illinois, expanding the Bank's full-service retail banking network to 22 banking centers.

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on preliminary valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on estimates and assumptions that are subject to change, the final purchase price for the AJSB acquisition is allocated as follows:

| ASSETS | | LIABILITIES | |
|---|-----------|---------------------------|-----------|
| Cash and due from banks | \$ 67,938 | Deposits | |
| Investment securities, available for sale | 3,432 | Non-interest bearing | \$ 24,502 |
| Commercial | 712 | NOW accounts | 10,712 |
| Residential mortgage | 85,635 | Savings and money market | 68,875 |
| Multifamily | 1,442 | Certificates of deposits | 40,137 |
| Consumer | 57 | Total Deposits | 144,226 |
| Total Loans | 87,846 | | |
| Premises and equipment, net | 3,542 | Interest payable | 50 |
| FHLB stock | 512 | Other liabilities | 1,270 |
| Goodwill | 2,574 | | |
| Core deposit intangible | 2,917 | | |
| Interest receivable | 351 | | |
| Other assets | 9,304 | | |
| Total assets purchased | \$178,416 | | |
| Common shares issued | 17,492 | | |
| Cash paid | 15,378 | | |
| Total purchase price | \$ 32,870 | Total liabilities assumed | \$145,546 |

Final estimates of fair value on the date of acquisition have not been finalized yet. Prior to the end of the one year measurement period for finalizing the purchase price allocation, if information becomes available which would indicate adjustments are required to the purchase price allocation, such adjustments will be included in the purchase price allocation prospectively. If any adjustments are made to the preliminary assumptions (provisional amounts), disclosures will be made in the notes to the financial statements of the amounts recorded in the current period earnings by line item that have been recorded in previous reporting periods if the adjustments to the provisional amounts had been recognized as of the acquisition date.

Note 4 – Securities

The estimated fair value of available-for-sale securities and the related gross unrealized gains and losses recognized in accumulated other comprehensive income were as follows:

| March 31, 2019 | (Dollars in thousands) | | | |
|--|------------------------|------------------------|-------------------------|----------------------|
| | Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Money market fund | \$ 4,254 | \$ - | \$ - | \$ 4,254 |
| U.S. treasury securities | 594 | - | - | 594 |
| U.S. government sponsored entities | 14,989 | 40 | (76) | 14,953 |
| Collateralized mortgage obligations and residential mortgage-backed securities | 143,327 | 443 | (1,164) | 142,606 |
| Municipal securities | 84,407 | 2,478 | (40) | 86,845 |
| Collateralized debt obligations | 3,469 | - | (1,390) | 2,079 |
| Total securities available-for-sale | \$ 251,040 | \$ 2,961 | \$ (2,670) | \$ 251,331 |

| December 31, 2018 | (Dollars in thousands) | | | |
|---|------------------------|------------------------|-------------------------|----------------------|
| | Cost Basis | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Money market fund | \$ 2,480 | \$ - | \$ - | \$ 2,480 |
| U.S. treasury securities | | | | |
| U.S. government sponsored entities | 7,997 | 28 | (131) | 7,894 |
| Collateralized mortgage obligations and residential | | | | |

| | | | | |
|-------------------------------------|-------------------|-----------------|-------------------|-------------------|
| mortgage-backed securities | 137,834 | 135 | (2,688) | 135,281 |
| Municipal securities | 93,516 | 1,072 | (524) | 94,064 |
| Collateralized debt obligations | 3,481 | - | (1,432) | 2,049 |
| Total securities available-for-sale | <u>\$ 245,308</u> | <u>\$ 1,235</u> | <u>\$ (4,775)</u> | <u>\$ 241,768</u> |

The estimated fair value of available-for-sale debt securities at March 31, 2019, by contractual maturity, were as follows. Securities not due at a single maturity date, primarily collateralized mortgage obligations and residential mortgage-backed securities, are shown separately.

| March 31, 2019 | (Dollars in thousands) | |
|--|------------------------|--------------------------|
| | Estimated Fair Value | Tax-Equivalent Yield (%) |
| Available-for-sale | | |
| Due in one year or less | \$ 4,913 | 6.30 |
| Due from one to five years | 7,233 | 3.21 |
| Due from five to ten years | 16,593 | 3.86 |
| Due over ten years | 79,986 | 4.10 |
| Collateralized mortgage obligations and residential mortgage-backed securities | 142,606 | 2.80 |
| Total | \$ 251,331 | 3.37 |

Sales of available-for-sale securities were as follows for the three months ended:

| | (Dollars in thousands) | |
|--------------|------------------------|----------------|
| | March 31, 2019 | March 31, 2018 |
| Proceeds | \$ 13,518 | \$ 14,668 |
| Gross gains | 356 | 758 |
| Gross losses | (4) | - |

Accumulated other comprehensive income/(loss) balances, net of tax, related to available-for-sale securities, were as follows:

| | (Dollars in thousands) |
|---------------------------------------|------------------------|
| | Unrealized gain/(loss) |
| Ending balance, December 31, 2018 | \$ (2,796) |
| Current period change | 3,033 |
| Ending balance, March 31, 2019 | \$ 237 |

Securities with carrying values of approximately \$83.3 million and \$16.3 million were pledged as of March 31, 2019 and December 31, 2018, respectively, as collateral for repurchase agreements, public funds, and for other purposes as permitted or required by law. The increase in pledged securities for March 31, 2019, was the result of new pledging requirements for Indiana public funds deposits.

Securities with gross unrealized losses at March 31, 2019 and December 31, 2018 not recognized in income are as follows:

| March 31, 2019 | Less than 12 months | | 12 months or longer | | Total | |
|--|----------------------|-------------------|----------------------|-------------------|----------------------|-------------------|
| | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses |
| U.S. government sponsored entities | \$ - | \$ - | \$ 6,920 | \$ (76) | \$ 6,920 | \$ (76) |
| Collateralized mortgage obligations and residential mortgage-backed securities | - | - | 97,654 | (1,164) | 97,654 | (1,164) |
| Municipal securities | - | - | 3,102 | (40) | 3,102 | (40) |
| Collateralized debt obligations | - | - | 2,079 | (1,390) | 2,079 | (1,390) |
| Total temporarily impaired | \$ - | \$ - | \$ 109,755 | \$ (2,670) | \$ 109,755 | \$ (2,670) |
| Number of securities | | 0 | | 84 | | 84 |

| Less than 12 months | | 12 months or longer | | Total | |
|---------------------|------------|---------------------|------------|----------------|------------|
| Estimated Fair | Unrealized | Estimated Fair | Unrealized | Estimated Fair | Unrealized |

| December 31, 2018 | Value | Losses | Value | Losses | Value | Losses |
|--|------------------|-----------------|------------------|-------------------|-------------------|-------------------|
| U.S. government sponsored entities | \$ - | \$ - | \$ 3,866 | \$ (131) | \$ 3,866 | \$ (131) |
| Collateralized mortgage obligations and residential mortgage-backed securities | 28,388 | (304) | 89,234 | (2,384) | 117,622 | (2,688) |
| Municipal securities | 22,678 | (367) | 3,495 | (157) | 26,173 | (524) |
| Collateralized debt obligations | - | - | 2,049 | (1,432) | 2,049 | (1,432) |
| Total temporarily impaired | \$ 51,066 | \$ (671) | \$ 98,644 | \$ (4,104) | \$ 149,710 | \$ (4,775) |
| Number of securities | | 52 | | 75 | | 127 |

Unrealized losses on securities have not been recognized into income because the securities are of high credit quality or have undisrupted cash flows. Management has the intent and ability to hold those securities for the foreseeable future, and the decline in fair value is largely due to changes in interest rates and volatility in securities markets. The fair values are expected to recover as the securities approach maturity.

Note 5 - Loans Receivable

Loans receivable are summarized below:

(Dollars in thousands)

| | March 31, 2019 | December 31, 2018 |
|------------------------------------|-------------------|-------------------|
| Loans secured by real estate: | | |
| Residential real estate | \$ 303,111 | \$ 224,082 |
| Home equity | 49,658 | 45,423 |
| Commercial real estate | 265,013 | 253,104 |
| Construction and land development | 66,920 | 64,433 |
| Multifamily | 49,316 | 47,234 |
| Farmland | 236 | 240 |
| Total loans secured by real estate | 734,254 | 634,516 |
| Commercial business | 103,734 | 103,628 |
| Consumer | 6,713 | 5,293 |
| Government | 19,591 | 21,101 |
| Subtotal | 864,292 | 764,538 |
| Less: | | |
| Net deferred loan origination fees | 844 | 530 |
| Undisbursed loan funds | (141) | (668) |
| Loans receivable | <u>\$ 864,995</u> | <u>\$ 764,400</u> |

(Dollars in thousands)

Beginning Balance Charge-offs Recoveries Provisions Ending Balance

The Bancorp's activity in the allowance for loan losses, by loan segment, is summarized below for the three months ended March 31, 2019:

| Allowance for loan losses: | | | | | | |
|-----------------------------------|-----------------|----------------|--------------|---------------|-----------------|--|
| Residential real estate | \$ 1,715 | \$ (48) | \$ 14 | \$ (1) | \$ 1,680 | |
| Home equity | 202 | - | - | (8) | 194 | |
| Commercial real estate | 3,335 | - | - | 150 | 3,485 | |
| Construction and land development | 756 | - | - | 21 | 777 | |
| Multifamily | 472 | - | - | (38) | 434 | |
| Farmland | - | - | - | - | - | |
| Commercial business | 1,362 | - | 6 | 23 | 1,391 | |
| Consumer | 82 | (18) | 3 | 187 | 254 | |
| Government | 38 | - | - | (17) | 21 | |
| Total | <u>\$ 7,962</u> | <u>\$ (66)</u> | <u>\$ 23</u> | <u>\$ 317</u> | <u>\$ 8,236</u> | |

The Bancorp's activity in the allowance for loan losses, by loan segment, is summarized below for the three months ended March 31, 2018:

| Allowance for loan losses: | | | | | | |
|-----------------------------------|-----------------|-----------------|--------------|---------------|-----------------|--|
| Residential real estate | \$ 1,568 | \$ (68) | \$ - | \$ (7) | \$ 1,493 | |
| Home equity | 166 | (19) | - | 12 | 159 | |
| Commercial real estate | 3,125 | (119) | - | (10) | 2,996 | |
| Construction and land development | 618 | - | - | 43 | 661 | |
| Multifamily | 622 | - | - | (7) | 615 | |
| Farmland | - | - | - | 4 | 4 | |
| Commercial business | 1,298 | (526) | 10 | 295 | 1,077 | |
| Consumer | 31 | (8) | 4 | 8 | 35 | |
| Government | 54 | - | - | 3 | 57 | |
| Total | <u>\$ 7,482</u> | <u>\$ (740)</u> | <u>\$ 14</u> | <u>\$ 341</u> | <u>\$ 7,097</u> | |

The Bancorp's impairment analysis is summarized below:

| (Dollars in thousands) | Ending Balances | | | | | |
|------------------------|--|--|---------------------------|---|---|---|
| | ALLL Individually evaluated for impairment reserves | ALLL Collectively evaluated for impairment reserves | Total Loans receivable | Loans receivable Individually evaluated for impairment | Loans receivable Purchased credit impaired individually evaluated for impairment | Loans receivable Collectively evaluated for impairment |

The Bancorp's allowance for loan losses impairment evaluation and loan receivables are summarized below at March 31, 2019:

| | | | | | | |
|--------------------------------------|---------------|-----------------|-------------------|-----------------|-----------------|-------------------|
| Residential real estate | \$ 23 | 1,657 | 302,918 | \$ 559 | \$ 1,366 | \$ 300,993 |
| Home equity | 8 | 186 | 49,716 | 136 | 370 | 49,210 |
| Commercial real estate | 202 | 3,283 | 265,013 | 1,673 | 483 | 262,857 |
| Construction and land development | - | 777 | 66,920 | - | - | 66,920 |
| Multifamily | - | 434 | 49,316 | - | 716 | 48,600 |
| Farmland | - | - | 236 | - | - | 236 |
| Commercial business | 32 | 1,359 | 103,507 | 416 | 1,152 | 101,939 |
| Consumer | - | 254 | 7,778 | - | - | 7,778 |
| Government | - | 21 | 19,591 | - | - | 19,591 |
| Total | <u>\$ 265</u> | <u>\$ 7,971</u> | <u>\$ 864,995</u> | <u>\$ 2,784</u> | <u>\$ 4,087</u> | <u>\$ 858,124</u> |

The Bancorp's allowance for loan losses impairment evaluation and loan receivables are summarized below at December 31, 2018:

| | | | | | | |
|--------------------------------------|---------------|-----------------|-------------------|-----------------|-----------------|-------------------|
| Residential real estate | \$ 22 | 1,693 | 223,323 | \$ 570 | \$ 980 | \$ 221,773 |
| Home equity | 9 | 193 | 45,483 | 141 | 123 | 45,219 |
| Commercial real estate | 210 | 3,125 | 253,104 | 1,703 | 402 | 250,999 |
| Construction and land development | - | 756 | 64,433 | - | - | 64,433 |
| Multifamily | - | 472 | 47,234 | - | - | 47,234 |
| Farmland | - | - | 240 | - | - | 240 |
| Commercial business | 5 | 1,357 | 103,439 | 423 | 1,440 | 101,576 |
| Consumer | - | 82 | 6,043 | - | - | 6,043 |
| Government | - | 38 | 21,101 | - | - | 21,101 |
| Total | <u>\$ 246</u> | <u>\$ 7,716</u> | <u>\$ 764,400</u> | <u>\$ 2,837</u> | <u>\$ 2,945</u> | <u>\$ 758,618</u> |

The Bancorp's credit quality indicators are summarized below at March 31, 2019 and December 31, 2018:

| (Dollars in thousands) | Credit Exposure - Credit Risk Portfolio By Creditworthiness Category | | | | | | | |
|--------------------------------------|--|--------------------------------|-------------------|--------------------------|-------------------|--------------------|-----------------|-------------------|
| | March 31, 2019 | | | | | | | |
| | 2 | 3 | 4 | 5 | 6 | 7 | 8 | Total |
| Loan Segment | Moderate | Above average acceptable | Acceptable | Marginally acceptable | Pass/monitor | Special mention | Substandard | Total |
| Residential real estate | \$ 862 | \$ 116,851 | \$ 103,661 | \$ 13,038 | \$ 58,546 | 4,466 | 5,494 | \$ 302,918 |
| Home equity | 62 | 7,486 | 39,164 | 345 | 1,235 | 866 | 558 | 49,716 |
| Commercial real estate | - | 5,186 | 75,157 | 123,162 | 55,123 | 4,556 | 1,829 | 265,013 |
| Construction and land development | - | 316 | 22,989 | 32,640 | 10,975 | - | - | 66,920 |
| Multifamily | - | 948 | 19,537 | 25,117 | 2,853 | 178 | 683 | 49,316 |
| Farmland | - | - | - | - | 236 | - | - | 236 |
| Commercial business | 9,617 | 18,669 | 20,326 | 34,730 | 16,896 | 2,839 | 430 | 103,507 |
| Consumer | 1,153 | 2,810 | 2,716 | 194 | 905 | - | - | 7,778 |
| Government | - | 2,001 | 13,680 | 3,910 | - | - | - | 19,591 |
| Total | <u>\$ 11,694</u> | <u>\$ 154,267</u> | <u>\$ 297,230</u> | <u>\$ 233,136</u> | <u>\$ 146,769</u> | <u>\$ 12,905</u> | <u>\$ 8,994</u> | <u>\$ 864,995</u> |

| (Dollars in thousands) | December 31, 2018 | | | | | | | |
|-------------------------|-------------------|-----------|--------------------------------|------------|--------------------------|--------------|--------------------|-------------|
| | 2 | 3 | 4 | 5 | 6 | 7 | 8 | Total |
| | Loan Segment | Moderate | Above average acceptable | Acceptable | Marginally acceptable | Pass/monitor | Special mention | Substandard |
| Residential real estate | \$ 261 | \$ 58,276 | \$ 100,374 | \$ 10,404 | \$ 44,734 | \$ 3,908 | \$ 5,366 | \$ 223,323 |
| Home equity | 192 | 3,736 | 40,165 | 37 | 323 | 657 | 373 | 45,483 |
| Commercial real estate | - | 5,042 | 78,611 | 110,984 | 51,982 | 4,715 | 1,770 | 253,104 |

| | | | | | | | | |
|-----------------------------------|------------------|------------------|-------------------|-------------------|-------------------|------------------|-----------------|-------------------|
| Construction and land development | - | 322 | 24,271 | 29,383 | 10,457 | - | - | 64,433 |
| Multifamily | - | 569 | 19,255 | 23,417 | 3,844 | 149 | - | 47,234 |
| Farmland | - | - | - | - | 240 | - | - | 240 |
| Commercial business | 10,655 | 19,127 | 20,941 | 34,996 | 14,034 | 2,958 | 728 | 103,439 |
| Consumer | 925 | 2,953 | 1,040 | 196 | 909 | 20 | - | 6,043 |
| Government | - | 2,111 | 14,795 | 4,195 | - | - | - | 21,101 |
| Total | <u>\$ 12,033</u> | <u>\$ 92,136</u> | <u>\$ 299,452</u> | <u>\$ 213,612</u> | <u>\$ 126,523</u> | <u>\$ 12,407</u> | <u>\$ 8,237</u> | <u>\$ 764,400</u> |

The Bancorp has established a standard loan grading system to assist management, lenders and review personnel in their analysis and supervision of the loan portfolio. The use and application of these grades by the Bancorp is uniform and conforms to regulatory definitions. The loan grading system is as follows:

1 – Minimal Risk

Borrower demonstrates exceptional credit fundamentals, including stable and predictable profit margins, strong liquidity and a conservative balance sheet with superior asset quality. Excellent cash flow coverage of existing and projected debt service. Historic and projected performance indicates borrower is able to meet obligations under almost any economic circumstances.

2 – Moderate risk

Borrower consistently internally generates sufficient cash flow to fund debt service, working assets, and some capital expenditures. Risk of default considered low.

3 – Above average acceptable risk

Borrower generates sufficient cash flow to fund debt service and some working assets and/or capital expansion needs. Profitability and key balance sheet ratios are at or slightly above peers. Current trends are positive or stable. Earnings may be level or trending down slightly or be erratic; however, positive strengths are offsetting. Risk of default is reasonable but may warrant collateral protection.

4 – Acceptable risk

Borrower generates sufficient cash flow to fund debt service, but most working asset and all capital expansion needs are provided from external sources. Profitability ratios and key balance sheet ratios are usually close to peers but one or more ratios (e.g. leverage) may be higher than peer. Earnings may be trending down over the last three years. Borrower may be able to obtain similar financing from other banks with comparable or less favorable terms. Risk of default is acceptable but requires collateral protection.

5 – Marginally acceptable risk

Borrower may exhibit excessive growth, declining earnings, strained cash flow, increasing leverage and/or weakening market position that indicate above average risk. Limited additional debt capacity, modest coverage, and average or below average asset quality, margins and market share. Interim losses and/or adverse trends may occur, but not to the level that would affect the Bank's position. The potential for default is higher than normal but considered marginally acceptable based on prospects for improving financial performance and the strength of the collateral.

6 – Pass/monitor

The borrower has significant weaknesses resulting from performance trends or management concerns. The financial condition of the company has taken a negative turn and may be temporarily strained. Cash flow may be weak but cash reserves remain adequate to meet debt service. Management weaknesses are evident. Borrowers in this category will warrant more than the normal level of supervision and more frequent reporting.

7 – Special mention (watch)

Special mention credits are considered bankable assets with no apparent loss of principal or interest envisioned but requiring a high level of management attention. Assets in this category are currently protected but are potentially weak. These borrowers are subject to economic, industry, or management factors having an adverse impact upon their prospects for orderly service of debt. The perceived risk in continued lending is considered to have increased beyond the level where such loans would normally be granted. These assets constitute an undue and unwarranted credit risk, but not to the point of justifying a classification of Substandard.

8 – Substandard

This classification consists of loans which are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged. Financial statements normally reveal some or all of the following: poor trends, lack of earnings and cash flow, excessive debt, lack of liquidity, and the absence of creditor protection. Loans are still considered collectible, but due to increased risks and defined weaknesses of the credit, some loss could be incurred in collection if the deficiencies are not corrected.

Performing loans are loans that are paying as agreed and are approximately less than ninety days past due on payments of interest and principal.

During the first three months of 2019, one commercial business loan totaling \$47 thousand was renewed as a troubled debt restructuring. No troubled debt restructurings have subsequently defaulted during the periods presented. All of the loans classified as troubled debt restructurings are also considered impaired. The valuation basis for the Bancorp's troubled debt restructurings is based on the present value of cash flows, unless consistent cash flows are not present, then the fair value of the collateral securing the loan is the basis for valuation.

The Bancorp's individually evaluated impaired loans are summarized below:

| <i>(Dollars in thousands)</i> | As of March 31, 2019 | | | For the three months ended March 31, 2019 | |
|--|----------------------------|---------------------------------|--------------------------|--|-----------------------------------|
| | <i>Recorded Investment</i> | <i>Unpaid Principal Balance</i> | <i>Related Allowance</i> | <i>Average Recorded Investment</i> | <i>Interest Income Recognized</i> |
| With no related allowance recorded: | | | | | |
| Residential real estate | \$ 1,766 | \$ 3,900 | \$ - | \$ 1,578 | \$ 14 |
| Home equity | 450 | 482 | - | 328 | 2 |
| Commercial real estate | 1,675 | 2,276 | - | 1,650 | 19 |
| Construction and land development | - | - | - | - | - |
| Multifamily | 716 | 798 | - | - | - |
| Farmland | - | - | - | - | - |
| Commercial business | 1,536 | 1,685 | - | 1,668 | 21 |
| Consumer | - | - | - | - | - |
| Government | - | - | - | - | - |
| With an allowance recorded: | | | | | |
| Residential real estate | 159 | 159 | 23 | 160 | 2 |
| Home equity | 56 | 56 | 8 | 57 | 1 |
| Commercial real estate | 481 | 481 | 202 | 481 | - |
| Construction and land development | - | - | - | - | - |
| Multifamily | - | - | - | - | - |
| Farmland | - | - | - | - | - |
| Commercial business | 32 | 32 | 32 | 48 | - |
| Consumer | - | - | - | - | - |
| Government | - | - | - | - | - |
| Total: | | | | | |
| Residential real estate | \$ 1,925 | \$ 4,059 | \$ 23 | \$ 1,738 | \$ 16 |
| Home equity | \$ 506 | \$ 538 | \$ 8 | \$ 385 | \$ 3 |
| Commercial real estate | \$ 2,156 | \$ 2,757 | \$ 202 | \$ 2,131 | \$ 19 |
| Construction & land development | \$ - | \$ - | \$ - | \$ - | \$ - |
| Multifamily | \$ 716 | \$ 798 | \$ - | \$ - | \$ - |
| Farmland | \$ - | \$ - | \$ - | \$ - | \$ - |
| Commercial business | \$ 1,568 | \$ 1,717 | \$ 32 | \$ 1,716 | \$ 21 |
| Consumer | \$ - | \$ - | \$ - | \$ - | \$ - |
| Government | \$ - | \$ - | \$ - | \$ - | \$ - |

| (Dollars in thousands) | As of December 31, 2018 | | | For the three months ended March 31, 2018 | |
|-------------------------------------|-------------------------|-----------------------------|-------------------|--|-------------------------------|
| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
| With no related allowance recorded: | | | | | |
| Residential real estate | \$ 1,389 | \$ 3,628 | \$ - | \$ 1,103 | \$ 6 |
| Home equity | 207 | 214 | - | 35 | - |
| Commercial real estate | 1,624 | 2,222 | - | 252 | - |
| Construction & land development | - | - | - | 134 | - |
| Multifamily | - | - | - | - | - |
| Farmland | - | - | - | - | - |
| Commercial business | 1,799 | 2,038 | - | 184 | 1 |
| Consumer | - | - | - | - | - |
| Government | - | - | - | - | - |
| With an allowance recorded: | | | | | |
| Residential real estate | 161 | 161 | 22 | 106 | 5 |
| Home equity | 57 | 57 | 9 | - | - |
| Commercial real estate | 481 | 481 | 210 | 186 | 4 |
| Construction & land development | - | - | - | - | - |
| Multifamily | - | - | - | - | - |
| Farmland | - | - | - | - | - |
| Commercial business | 64 | 64 | 5 | 275 | - |
| Consumer | - | - | - | - | - |
| Government | - | - | - | - | - |
| Total: | | | | | |
| Residential real estate | \$ 1,550 | \$ 3,789 | \$ 22 | \$ 1,209 | \$ 11 |
| Home equity | \$ 264 | \$ 271 | \$ 9 | \$ 35 | \$ - |
| Commercial real estate | \$ 2,105 | \$ 2,703 | \$ 210 | \$ 438 | \$ 4 |
| Construction & land development | \$ - | \$ - | \$ - | \$ 134 | \$ - |
| Multifamily | \$ - | \$ - | \$ - | \$ - | \$ - |
| Farmland | \$ - | \$ - | \$ - | \$ - | \$ - |
| Commercial business | \$ 1,863 | \$ 2,102 | \$ 5 | \$ 459 | \$ 1 |
| Consumer | \$ - | \$ - | \$ - | \$ - | \$ - |
| Government | \$ - | \$ - | \$ - | \$ - | \$ - |

As a result of acquisition activity, the Bancorp acquired loans for which there was evidence of credit quality deterioration since origination and it was determined that it was probable that the Bancorp would be unable to collect all contractually required principal and interest payments. At March 31, 2019, total purchased credit impaired loans with unpaid principal balances totaled \$7.1 million with a recorded investment of \$4.1 million. At December 31, 2018, purchased credit impaired loans with unpaid principal balances totaled \$6.0 million with a recorded investment of \$2.9 million.

The Bancorp's age analysis of past due loans is summarized below:

| <i>(Dollars in thousands)</i> | 30-59 Days Past Due | 60-89 Days Past Due | Greater Than 90 Days Past Due | Total Past Due | Current | Total Loans | Recorded Investments Greater than 90 Days Past Due and Accruing |
|-----------------------------------|------------------------|------------------------|-------------------------------------|-------------------|-------------------|-------------------|--|
| March 31, 2019 | | | | | | | |
| Residential real estate | \$ 2,384 | \$ 1,490 | \$ 4,132 | \$ 8,006 | \$ 294,912 | \$ 302,918 | \$ 379 |
| Home equity | 141 | 98 | 427 | 666 | 49,050 | 49,716 | - |
| Commercial real estate | 6,057 | 93 | 912 | 7,062 | 257,951 | 265,013 | 303 |
| Construction and land development | 125 | - | - | 125 | 66,795 | 66,920 | - |
| Multifamily | 33 | 270 | 145 | 448 | 48,868 | 49,316 | 145 |
| Farmland | - | - | - | - | 236 | 236 | - |
| Commercial business | 956 | 538 | 353 | 1,847 | 101,660 | 103,507 | 322 |
| Consumer | 96 | 18 | - | 114 | 7,664 | 7,778 | - |
| Government | - | - | - | - | 19,591 | 19,591 | - |
| Total | \$ 9,792 | \$ 2,507 | \$ 5,969 | \$ 18,268 | \$ 846,727 | \$ 864,995 | \$ 1,149 |
| December 31, 2018 | | | | | | | |
| Residential real estate | \$ 3,659 | \$ 909 | \$ 4,362 | \$ 8,930 | \$ 214,393 | \$ 223,323 | \$ 122 |
| Home equity | 143 | 5 | 304 | 452 | 45,031 | 45,483 | 50 |
| Commercial real estate | 842 | 18 | 611 | 1,471 | 251,633 | 253,104 | - |
| Construction and land development | 491 | 533 | - | 1,024 | 63,409 | 64,433 | - |
| Multifamily | - | 149 | - | 149 | 47,085 | 47,234 | - |
| Farmland | - | - | - | - | 240 | 240 | - |
| Commercial business | 733 | 260 | 436 | 1,429 | 102,010 | 103,439 | 149 |
| Consumer | 1 | 72 | - | 73 | 5,970 | 6,043 | - |
| Government | - | - | - | - | 21,101 | 21,101 | - |
| Total | \$ 5,869 | \$ 1,946 | \$ 5,713 | \$ 13,528 | \$ 750,872 | \$ 764,400 | \$ 321 |

The Bancorp's loans on nonaccrual status are summarized below:

(Dollars in thousands)

| | March 31, 2019 | December 31, 2018 |
|-----------------------------------|-----------------|-------------------|
| Residential real estate | \$ 5,546 | \$ 5,135 |
| Home equity | 537 | 270 |
| Commercial real estate | 691 | 695 |
| Construction and land development | - | - |
| Multifamily | 270 | - |
| Farmland | - | - |
| Commercial business | 168 | 495 |
| Consumer | - | - |
| Government | - | - |
| Total | \$ 7,212 | \$ 6,595 |

For the acquisitions of First Federal Savings & Loan ("First Federal"), Liberty Savings Bank ("Liberty Savings"), First Personal Bank ("First Personal"), and A.J. Smith Federal Savings Bank ("AJ Smith"), as part of the fair value of loans receivable, a net fair value discount was established for loans as summarized below:

| <i>(dollars in thousands)</i> | First Federal | | Liberty Savings | | First Personal | | AJ Smith | |
|-----------------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|
| | Net fair value discount | Accretable period in months | Net fair value discount | Accretable period in months | Net fair value discount | Accretable period in months | Net fair value discount | Accretable period in months |
| Residential real estate | \$ 1,062 | 59 | \$ 1,203 | 44 | \$ 948 | 56 | \$ 3,734 | 52 |
| Home equity | 44 | 29 | 5 | 29 | 51 | 50 | 141 | 32 |
| Commercial real estate | - | - | - | - | 208 | 56 | 8 | 9 |
| Construction and land development | - | - | - | - | 1 | 30 | - | - |
| Multifamily | - | - | - | - | 11 | 48 | 2 | 48 |
| Consumer | - | - | - | - | 146 | 50 | 1 | 5 |
| Commercial business | - | - | - | - | 348 | 24 | - | - |
| Purchased credit impaired loans | - | - | - | - | 424 | 32 | - | - |

| | | | | |
|-------|-----------------|-----------------|-----------------|-----------------|
| Total | <u>\$ 1,106</u> | <u>\$ 1,208</u> | <u>\$ 2,137</u> | <u>\$ 3,886</u> |
|-------|-----------------|-----------------|-----------------|-----------------|

Accretable yield, or income recorded for the three months ended March 31, is as follows:

| <i>(dollars in thousands)</i> | First Federal | Liberty Savings | First Personal | AJ Smith | Total |
|-------------------------------|------------------|--------------------|-------------------|---------------|---------------|
| 2018 | \$ 36 | \$ 68 | \$ - | \$ - | \$ 104 |
| 2019 | 22 | 42 | 203 | 155 | \$ 422 |
| Total | <u>\$ 58</u> | <u>\$ 110</u> | <u>\$ 203</u> | <u>\$ 155</u> | <u>\$ 526</u> |

Accretable yield, or income expected to be recorded in the future is as follows:

| <i>(dollars in thousands)</i> | First Federal | Liberty Savings | First Personal | AJ Smith | Total |
|-------------------------------|---------------|-----------------|----------------|----------|----------|
| 2019 | \$ - | \$ - | \$ 389 | \$ 695 | \$ 1,084 |
| 2020 | - | - | 491 | 895 | 1,386 |
| 2021 | - | - | 290 | 888 | 1,178 |
| 2022 | - | - | 278 | 888 | 1,166 |
| 2023 | - | - | 61 | 365 | 426 |
| Total | \$ - | \$ - | \$ 1,509 | \$ 3,731 | \$ 5,240 |

Note 6 - Foreclosed Real Estate

Foreclosed real estate at period-end is summarized below:

| | <i>(Dollars in thousands)</i> | |
|-----------------------------------|-------------------------------|-------------------|
| | March 31, 2019 | December 31, 2018 |
| Residential real estate | \$ 1,148 | \$ 1,132 |
| Commercial real estate | 126 | 126 |
| Construction and land development | - | 149 |
| Commercial business | 220 | 220 |
| Total | \$ 1,494 | \$ 1,627 |

Note 7 – Intangibles and Acquisition Related Accounting

The Bancorp established a goodwill balance totaling \$10.7 million with the acquisitions of AJSB, First Personal, First Federal and Liberty Savings. Goodwill of \$2.6 million, \$5.4 million, \$2.0 million, and \$804 thousand were established with the acquisition of AJSB, First Personal, First Federal, and Liberty Savings, respectively. Goodwill is tested annually for impairment. Goodwill arising from business combinations represents the value attributable to unidentifiable intangible assets in the business acquired. The Bancorp's goodwill relates to the value inherent in the banking industry and that value is dependent upon the ability of the Bancorp to provide quality, cost effective banking services in a competitive marketplace. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. There has not been any impairment of goodwill identified or recorded. Goodwill totaled \$10.7 million and \$8.2 million as of March 31, 2019 and December 31, 2018, respectively.

In addition to goodwill, a core deposit intangible of \$93 thousand for the acquisition of First Federal was established and is being amortized over an initial period of 7.9 years on a straight line basis. A core deposit intangible of \$471 thousand for the acquisition of Liberty Savings was established and is being amortized over an initial period of 8.2 years on a straight line basis. A core deposit intangible of \$3.0 million for the acquisition of First Personal was established and is being amortized over an initial period of 6.4 years on a straight line basis. A core deposit intangible of \$2.9 million for the acquisition of AJSB was established and is being amortized over an initial period of 6.5 years on a straight line basis. The table below summarizes the annual amortization:

| <i>(dollars in thousands)</i> | First Federal | Liberty Savings | First Personal | AJ Smith | Total |
|-------------------------------|---------------|-----------------|----------------|----------|---------|
| Current period | \$ 3 | \$ 14 | \$ 119 | \$ 75 | \$ 211 |
| Remainder 2019 | 9 | 44 | 356 | 336 | 745 |
| 2020 | 12 | 58 | 475 | 449 | 994 |
| 2021 | 12 | 58 | 475 | 449 | 994 |
| 2022 | 1 | 58 | 475 | 449 | 983 |
| 2023 | - | 38 | 475 | 449 | 962 |
| 2024 | - | - | 470 | 449 | 919 |
| 2025 | - | - | - | 261 | 261 |
| Total | \$ 37 | \$ 270 | \$ 2,845 | \$ 2,917 | \$6,069 |

For the First Personal acquisition, as part of the fair value of certificates of deposit, a fair value premium was established of \$133 thousand that is being amortized over 8 months on a straight line basis. Approximately \$48 thousand of amortization was taken as income during the three months ended March 31, 2019. It is estimated that an additional \$5 thousand of amortization will occur during 2019. For the AJSB acquisition, as part of the fair value of certificates of deposit, a fair value premium was established of \$174 thousand that is being amortized over 14 months on a straight line basis. Approximately \$25 thousand of amortization was taken as income during the three months ended March 31, 2019. It is estimated that an additional \$114 thousand of amortization will occur during 2019 and an additional \$34 thousand of amortization will occur during 2020.

Note 8 - Concentrations of Credit Risk

The primary lending area of the Bancorp encompasses Lake County in northwest Indiana and Cook County in northeast Illinois, where collectively a majority of loan activity is concentrated. The Bancorp is also an active lender in Porter County, and to a lesser extent, LaPorte, Newton and Jasper counties in Indiana; and Lake and Will counties in Illinois. Substantially all loans are secured by specific items of collateral including residences, commercial real estate, land development, business assets and consumer assets.

Note 9 - Earnings per Share

Earnings per common share is computed by dividing net income by the weighted-average number of common shares outstanding. A reconciliation of the numerators and denominators of the basic and diluted earnings per common share computations for the three months ended March 31, 2019 and 2018 are as follows:

| (Dollars in thousands, except per share data) | Three Months Ended March 31, | |
|--|---------------------------------|-----------|
| | 2019 | 2018 |
| Basic earnings per common share: | | |
| Net income available to common stockholders | \$ 2,222 | \$ 2,561 |
| Weighted average common shares outstanding | 3,343,183 | 2,867,413 |
| Basic earnings per common share | \$ 0.66 | \$ 0.89 |
| Diluted earnings per common share: | | |
| Net income available to common stockholders | \$ 2,222 | \$ 2,561 |
| Weighted average common shares outstanding | 3,343,183 | 2,867,413 |
| Weighted average common and dilutive potential common shares outstanding | 3,343,183 | 2,867,413 |
| Diluted earnings per common share | \$ 0.66 | \$ 0.89 |

Note 10 - Stock Based Compensation

The Bancorp's 2015 Stock Option and Incentive Plan (the "Plan"), which was adopted by the Bancorp's Board of Directors on February 27, 2015 and approved by the Bancorp's shareholders on April 24, 2015, permits the grant of equity awards for up to 250,000 shares of common stock. Awards granted under the Plan may be in the form of incentive stock options, non-qualified stock options, restricted stock, unrestricted stock, performance shares, or performance units.

As required by the Stock Compensation Topic, companies are required to record compensation cost for stock options and awards provided to employees in return for employment service. For the three months ended March 31, 2019, stock based compensation expense of \$71 thousand was recorded, compared to \$52 thousand for the three months ended March 31, 2018. It is anticipated that current outstanding unvested awards will result in additional compensation expense of approximately \$639 thousand through 2022 with an additional \$213 thousand in 2019, \$251 thousand in 2020, \$155 thousand in 2021, and \$20 thousand in 2022.

There were no incentive stock options granted during the first three months of 2019 or 2018. When options are granted, the cost is measured at the fair value of the options when granted, and this cost is expensed over the employment service period, which is normally the vesting period of the options or awards. At March 31, 2019, there were no outstanding incentive stock options.

There were 7,407 shares of restricted stock granted during the first three months of 2019 compared to 4,433 shares granted during the first three months of 2018. Restricted stock awards are issued with an award price equal to the market price of the Bancorp's common stock on the award date and vest between three and five years after the grant date. Forfeiture provisions exist for personnel that separate employment before the vesting period expires. A summary of restricted stock activity under the Bancorp's Plan described above for the year ended December 31, 2018 and three months ended March 31, 2019 follows:

| <i>Non-vested Shares</i> | <i>Shares</i> | <i>Weighted Average Grant Date Fair Value</i> |
|---------------------------------|---------------|---|
| Non-vested at January 1, 2018 | 30,690 | \$ 28.51 |
| Granted | 4,433 | 43.50 |
| Vested | (7,700) | 22.64 |
| Forfeited | - | - |
| Non-vested at December 31, 2018 | 27,423 | \$ 32.58 |
| Non-vested at January 1, 2019 | 27,423 | \$ 32.58 |
| Granted | 7,407 | 43.00 |
| Vested | (3,302) | 27.26 |
| Forfeited | - | - |
| Non-vested at March 31, 2019 | 31,528 | \$ 35.58 |

Note 11 – Change in Accounting Principles

In May 2014, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09 and ASU 2015-14, *Revenue from Contracts with Customers (Topic 606)*, superseding the current revenue recognition requirements in Topic 605, Revenue Recognition. The ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The new guidance was effective for the Bancorp's year ending December 31, 2018 and has been adopted as of January 1, 2018. The use of the modified retrospective approach has been used for implementing this standard. Interest income is outside of the scope of the new standard and was not impacted by the adoption of the standard. Management mapped noninterest income accounts to their associated income streams and applied the five step model to identify the contract, identify the performance obligations in the contract, determine the total transaction price, allocate the transaction price to each performance obligation, and ensure revenue is recognized when the performance obligation is satisfied. A review of the Bancorp's noninterest income has not resulted in a change in revenue recognition since adoption.

In January 2016, FASB issued ASU No. 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*. The ASU covers various changes to the accounting, measurement, and disclosures related to certain financial instruments, including requiring equity investments to be accounted for at fair value with changes recorded through earnings, the use of the exit price when measuring fair value, and disaggregation of financial assets and liabilities by category for disclosure purposes. The new guidance was effective for the Bancorp's year ending December 31, 2018 and was adopted on January 1, 2018. The adoption of this ASU has not had a material impact on the consolidated financial statements, as the Bancorp does not hold any equity securities with unrealized gains or losses. The new reporting requirements have been incorporated into the fair value of financial instruments table and disclosures.

In February 2016, FASB issued ASU No. 2016-02, *Leases*, which superseded the lease requirements in ASC 840. The ASU requires lessees to recognize a right-of-use asset and related lease liability for all leases, with a limited exception for short-term leases. Leases are classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. Prior to this ASU, leases were classified as either capital or operating, with only capital leases recognized on the balance sheet. The reporting of lease-related expenses in the statements of operations and cash flows under the new guidance is generally consistent with the prior guidance. The new guidance is effective for the Bancorp's year ending December 31, 2019 and was adopted on January 1, 2019. The adoption of this ASU has not had a material impact on the consolidated financial statements, as the Bancorp does not engage in the leasing of property or in leasing of any significant furniture, fixtures, equipment, or software.

Note 12 - Upcoming Accounting Standards

In June 2016, FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments*. The ASU includes increased disclosures and various changes to the accounting and measurement of financial assets including the Bancorp's loans and available-for-sale and held-to-maturity debt securities. Each financial asset presented on the balance sheet would have a unique allowance for credit losses valuation account that is deducted from the amortized cost basis to present the net carrying value at the amount expected to be collected on the financial asset. The amendments in this ASU also eliminate the probable initial recognition threshold in current GAAP and instead, reflect an entity's current estimate of all expected credit losses using reasonable and supportable forecasts. The new credit loss guidance will be effective for the Bancorp's year ending December 31, 2020. Upon adoption, the ASU will be applied using a modified retrospective transition method to the beginning of the first reporting period in which the guidance is effective. A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. Early adoption for all institutions is permitted for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Management is in the process of evaluating the impact adoption of this update will have on the Bancorp's consolidated financial statements. This process of evaluation has engaged multiple areas of the Bancorp's management in discussing loss estimation methods and the application of these methods to specific segments of the loans receivable portfolio. Management has been actively monitoring developments and evaluating the use of different methods allowed. Due to continuing development of understanding of application, additional time is required to understand how this ASU will affect the Bancorp's financial statements. Management plans on running parallel calculations during the year and finalizing a method or methods of adoption in time for the effective date.

In January 2017, the FASB issued ASU 2017-04, *Intangibles – Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. This Standard simplifies the manner in which an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. In computing the implied fair value of goodwill under Step 2, an entity, prior to the amendments in ASU No. 2017-04, had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities, including unrecognized assets and liabilities, in accordance with the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. However, under the amendments in this ASU, an entity should (1) perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount, and (2) recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, with the understanding that the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, ASU No. 2017-04 removes the requirements for any reporting unit with a zero or negative carrying amount to perform a qualitative assessment and, if it fails such qualitative test, to perform Step 2 of the goodwill impairment test. Finally, this ASU amends the Overview and Background sections of the Accounting Standards Codification as part of the FASB's initiative to unify and improve such sections across Topics and Subtopics. The new guidance will be effective for the Company's year ending December 31, 2020.

In March 2017, the FASB issued ASU 2017-08, *Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*. This Standard amends the amortization period for certain purchased callable debt securities held at a premium. In particular, the amendments in this ASU require the premium to be amortized to the earliest call date. The amendments do not, however, require an accounting change for securities held at a discount; instead, the discount continues to be amortized to maturity. The amendments in this ASU more closely align the amortization period of premiums and discounts to expectations incorporated in market pricing on the underlying securities. In fact, in most cases, market participants price securities to the call date that produces the worst yield when the coupon is above current market rates (i.e., the security is trading at a premium), and price securities to maturity when the coupon is below market rates (i.e., the security is trading at a discount), in anticipation that the borrower will act in its economic best interest. The new guidance will be effective for the Company's year ending December 31, 2020. Management will recognize amortization expense as dictated by the amount of premiums and the differences between maturity and call dates at the time of adoption.

Note 13 - Fair Value

The Fair Value Measurements Topic establishes a hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Topic describes three levels of inputs that may be used to measure fair value:

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

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

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

The fair values of securities available-for-sale are determined on a recurring basis by obtaining quoted prices on nationally recognized securities exchanges or pricing models utilizing significant observable inputs such as matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. Different judgments and assumptions used in pricing could result in different estimates of value. In certain cases where market data is not readily available because of a lack of market activity or little public disclosure, values may be based on unobservable inputs and classified in Level 3 of the fair value hierarchy.

At the end of each reporting period, securities held in the investment portfolio are evaluated on an individual security level for other-than-temporary impairment in accordance with GAAP. Impairment is other-than-temporary if the decline in the fair value is below its amortized cost and it is probable that all amounts due according to the contractual terms of a debt security will not be received. Significant judgments are required in determining impairment, which include making assumptions regarding the estimated prepayments, loss assumptions and the change in interest rates. The Bancorp considers the following factors when determining an other-than-temporary impairment for a security: the length of time and the extent to which the market value has been less than amortized cost; the financial condition and near-term prospects of the issuer; the underlying fundamentals of the relevant market and the outlook for such market for the near future; an assessment of whether the Bancorp (1) has the intent to sell the debt securities or (2) more likely than not will be required to sell the debt securities before their anticipated market recovery. If either of these conditions is met, management will recognize other-than-temporary impairment. If, in management's judgment, an other-than-temporary impairment exists, the cost basis of the security will be written down for the credit loss, and the unrealized loss will be transferred from accumulated other comprehensive loss as an immediate reduction of current earnings.

The Bancorp's management utilizes a specialist to perform an other-than-temporary impairment analysis for each of its pooled trust preferred securities. The analysis is performed annually during December and utilizes analytical models used to project future cash flows for the pooled trust preferred securities based on current assumptions for prepayments, default and deferral rates, and recoveries. The projected cash flows are then tested for impairment consistent with GAAP. The other-than-temporary impairment testing compares the present value of the cash flows from quarter to quarter to determine if there is a "favorable" or "adverse" change. Other-than-temporary impairment is recorded if the projected present value of cash flows is lower than the book value of the security. To perform the annual other-than-temporary impairment analysis, management utilizes current reports issued by the trustee, which contain principal and interest tests, waterfall distributions, note valuations, collection detail and credit ratings for each pooled trust preferred security. In addition, a detailed review of the performing collateral was performed. Based on current market conditions and a review of the trustee reports, management performed an analysis of the pooled trust preferred securities and no additional impairment was taken at December 31, 2018. A specialist will be used to review all pooled trust preferred securities again at December 31, 2019.

The table below shows the credit loss roll forward on a year-to-date basis for the Bancorp's pooled trust preferred securities that have been classified with other-than-temporary impairment:

| <i>(Dollars in thousands)</i> | <i>Collateralized debt obligations other-than-temporary impairment</i> |
|-------------------------------------|--|
| Ending balance, December 31, 2018 | \$ 235 |
| Additions not previously recognized | - |
| Ending balance, March 31, 2019 | <u>\$ 235</u> |

At March 31, 2019, trust preferred securities with a cost basis of \$3.5 million continue to be in "payment in kind" status. These trust preferred securities classified as "payment in kind" are a result of not receiving the scheduled quarterly interest payments. For these trust preferred securities in "payment in kind" status, management anticipates to receive the unpaid contractual interest payments from the issuer, because of the self-correcting cash flow waterfall provisions within the structure of the securities. When a tranche senior to the Bancorp's position fails the coverage test, the Bancorp's interest cash flows are paid to the senior tranche and recorded as a reduction of principal. The coverage test represents an over collateralization target by stating the balance of the performing collateral as a percentage of the balance of the Bancorp's tranche, plus the balance of all senior tranches. The principal reduction in the senior tranche continues until the appropriate coverage test is passed. As a result of the principal reduction in the senior tranche, more cash is available for future payments to the Bancorp's tranche. Consistent with GAAP, management considered the failure of the issuer of the security to make scheduled interest payments in determining whether a credit loss existed. Management will not capitalize the "payment in kind" interest payments to the book value of the securities and will keep these securities in non-accrual status until the quarterly interest payments resume on a consistent basis.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

There were no transfers to or from Levels 1 and 2 during the three months ended March 31, 2019. Assets measured at fair value on a recurring basis are summarized below:

| (Dollars in thousands) | Estimated Fair Value | Fair Value Measurements at March 31, 2019 Using | | |
|--|----------------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Available-for-sale debt securities: | | | | |
| Money market fund | \$ 4,254 | \$ 4,254 | \$ - | \$ - |
| U.S. treasury securities | 594 | - | 594 | - |
| U.S. government sponsored entities | 14,953 | - | 14,953 | - |
| Collateralized mortgage obligations and residential mortgage-backed securities | 142,606 | - | 142,606 | - |
| Municipal securities | 86,845 | - | 86,845 | - |
| Collateralized debt obligations | 2,079 | - | - | 2,079 |
| Total securities available-for-sale | <u>\$ 251,331</u> | <u>\$ 4,254</u> | <u>\$ 244,998</u> | <u>\$ 2,079</u> |

| (Dollars in thousands) | Estimated Fair Value | Fair Value Measurements at December 31, 2018 Using | | |
|--|----------------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Available-for-sale debt securities: | | | | |
| Money market fund | \$ 2,480 | \$ 2,480 | \$ - | \$ - |
| U.S. treasury securities | - | - | - | - |
| U.S. government sponsored entities | 7,894 | - | 7,894 | - |
| Collateralized mortgage obligations and residential mortgage-backed securities | 135,281 | - | 135,281 | - |
| Municipal securities | 94,064 | - | 94,064 | - |
| Collateralized debt obligations | 2,049 | - | - | 2,049 |
| Total securities available-for-sale | <u>\$ 241,768</u> | <u>\$ 2,480</u> | <u>\$ 237,239</u> | <u>\$ 2,049</u> |

A roll forward of available-for-sale securities, which require significant adjustment based on unobservable data, are presented in the following table:

| (Dollars in thousands) | Estimated Fair Value Measurements Using Significant Unobservable Inputs (Level 3) |
|--|---|
| | Available-for-sale securities |
| Beginning balance, January 1, 2018 | \$ 3,439 |
| Principal payments | (51) |
| Total unrealized gains, included in other comprehensive income | (36) |
| Transfers in and/or (out) of Level 3 | (1,303) |
| Ending balance, December 31, 2018 | <u>\$ 2,049</u> |
| Beginning balance, January 1, 2019 | \$ 2,049 |
| Principal payments | (12) |
| Total unrealized gains, included in other comprehensive income | 42 |
| Sale out of Level 3 | - |
| Ending balance, March 31, 2019 | <u>\$ 2,079</u> |

Assets measured at fair value on a non-recurring basis are summarized below:

| (Dollars in thousands) | Fair Value Measurements at March 31, 2019 Using | | |
|------------------------|---|-------------------|-------------|
| | Quoted Prices in Active Markets | Significant Other | Significant |

| (Dollars in thousands) | Estimated Fair Value | for Identical Assets (Level 1) | Observable Inputs (Level 2) | Unobservable Inputs (Level 3) |
|------------------------|----------------------------|--------------------------------------|-----------------------------------|-------------------------------------|
| Impaired loans | \$ 6,606 | \$ - | \$ - | \$ 6,606 |
| Foreclosed real estate | 1,494 | - | - | 1,494 |

(Dollars in thousands)

Fair Value Measurements at December 31, 2018 Using
Quoted Prices in

| (Dollars in thousands) | Estimated Fair Value | Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|------------------------|----------------------------|--|--|--|
| Impaired loans | \$ 5,536 | \$ - | \$ - | \$ 5,536 |
| Foreclosed real estate | 1,627 | - | - | 1,627 |

The fair value of impaired loans with specific allocations of the allowance for loan losses or loans for which charge-offs have been taken is generally based on a present value of cash flows or, for collateral dependent loans, based on recent real estate appraisals. Appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. The recorded investment in impaired loans was approximately \$6.9 million and the related specific reserves totaled approximately \$265 thousand, resulting in a fair value of impaired loans totaling approximately \$6.6 million, at March 31, 2019. The recorded investment of impaired loans was approximately \$5.8 million and the related specific reserves totaled approximately \$246 thousand, resulting in a fair value of impaired loans totaling approximately \$5.5 million, at December 31, 2018. Fair value is determined, where possible, using market prices derived from an appraisal or evaluation, which are considered to be Level 2 inputs. However, certain assumptions and unobservable inputs are often used by the appraiser, therefore, qualifying the assets as Level 3 in the fair value hierarchy. The fair value of foreclosed real estate is similarly determined by using the results of recent real estate appraisals. The numerical range of unobservable inputs for these valuation assumptions is not meaningful to this presentation.

The following table shows carrying values and related estimated fair values of financial instruments as of the dates indicated. Estimated fair values are further categorized by the inputs used to measure fair value. Items that are not financial instruments are not included.

| (Dollars in thousands) | March 31, 2019 | | Estimated Fair Value Measurements at March 31, 2019 Using | | |
|---|----------------|----------------------|--|---|---|
| | Carrying Value | Estimated Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 60,764 | \$ 60,764 | \$ 60,764 | \$ - | \$ - |
| Certificates of deposit in other financial institutions | 2,215 | 2,181 | - | 2,181 | - |
| Securities available-for-sale | 251,331 | 251,331 | 4,254 | 244,998 | 2,079 |
| Loans held-for-sale | 2,966 | 3,023 | 3,023 | - | - |
| Loans receivable, net | 856,759 | 853,675 | - | - | 853,675 |
| Federal Home Loan Bank stock | 3,971 | 3,971 | - | 3,971 | - |
| Accrued interest receivable | 4,062 | 4,062 | - | 4,062 | - |
| Financial liabilities: | | | | | |
| Non-interest bearing deposits | 177,317 | 177,317 | 177,317 | - | - |
| Interest bearing deposits | 924,336 | 922,383 | 617,684 | 304,699 | - |
| Repurchase agreements | 12,691 | 12,689 | 10,927 | 1,762 | - |
| Borrowed funds | 20,000 | 19,989 | - | 19,989 | - |
| Accrued interest payable | 166 | 166 | - | 166 | - |

| (Dollars in thousands) | December 31, 2018 | | Estimated Fair Value Measurements at December 31, 2018 Using | | |
|---|-------------------|----------------------|--|---|---|
| | Carrying Value | Estimated Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 17,139 | \$ 17,139 | \$ 17,139 | \$ - | \$ - |
| Certificates of deposit in other financial institutions | 2,024 | 2,001 | - | 2,001 | - |
| Securities available-for-sale | 241,768 | 241,768 | 2,480 | 237,239 | 2,049 |
| Loans held-for-sale | 2,863 | 2,910 | 2,910 | - | - |
| Loans receivable, net | 756,438 | 747,553 | - | - | 747,553 |
| Federal Home Loan Bank stock | 3,460 | 3,460 | - | 3,460 | - |
| Accrued interest receivable | 3,632 | 3,632 | - | 3,632 | - |
| Financial liabilities: | | | | | |
| Non-interest bearing deposits | 127,277 | 127,277 | 127,277 | - | - |
| Interest bearing deposits | 802,509 | 800,349 | 543,617 | 256,732 | - |
| Repurchase agreements | 11,628 | 11,626 | 9,867 | 1,759 | - |
| Borrowed funds | 43,000 | 42,888 | - | 42,888 | - |
| Accrued interest payable | 186 | 186 | - | 186 | - |

The following methods were used to estimate the fair value of financial instruments presented in the preceding table for the periods ended March 31, 2019 and December 31, 2018:

Cash and cash equivalent carrying amounts approximate fair value. Certificates of deposits in other financial institutions carrying amounts approximate fair value (Level 2). The fair values of securities available-for-sale are obtained from broker pricing (Level 2), with the exception of collateralized debt obligations, which are valued by a third-party specialist (Level 3). Loans held-for-sale comprise residential mortgages and are priced based on values established by the secondary mortgage markets (Level 1). The estimated fair value for net loans receivable is based on the exit price notion which is the exchange price that would be received to transfer the loans at the most advantageous market price in an orderly transaction between market participants on the measurement date (Level 3). Federal Home Loan Bank stock is estimated at book value due to restrictions that limit the sale or transfer of the security. Fair values of accrued interest receivable and payable approximate book value, as the carrying values are determined using the observable interest rate, balance, and last payment date.

Non-interest and interest bearing deposits, which include checking, savings, and money market deposits, are estimated to have fair values based on the amount payable as of the reporting date (Level 1). The fair value of fixed-maturity certificates of deposit (included in interest bearing deposits) are based on estimates of the rate the Bancorp would pay on similar deposits, applied for the time period until maturity (Level 2). Estimated fair values for short-term repurchase agreements, which represent sweeps from demand deposits to accounts secured by pledged securities, are estimated based on the amount payable as of the reporting date (Level 1). Longer-term repurchase agreements, with contractual maturity dates of three months or more, are based on estimates of the rate the Bancorp would pay on similar deposits, applied for the time period until maturity (Level 2). Short-term borrowings are generally only held overnight, therefore, their carrying amount is a reasonable estimate of fair value (Level 1). The fair value of FHLB Advances are

estimated by discounting the future cash flows using quoted rates from the FHLB for similar advances with similar maturities (Level 2). The estimated fair value of other financial instruments, and off-balance sheet loan commitments, approximate cost and are not considered significant to this presentation.

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

Summary

NorthWest Indiana Bancorp (the "Bancorp") is a financial holding company registered with the Board of Governors of the Federal Reserve System. Peoples Bank SB ("the Bank"), an Indiana savings bank, and NWIN Risk Management, Inc., a captive insurance company, are wholly-owned subsidiaries of the Bancorp. The Bancorp has no other business activity other than being a holding company for the Bank and NWIN Risk Management, Inc. The following management's discussion and analysis presents information concerning our financial condition as of March 31, 2019, as compared to December 31, 2018, and the results of operations for the quarter ending March 31, 2019, and March 31, 2018. This discussion should be read in conjunction with the consolidated financial statements and other financial data presented elsewhere herein and with the financial statements and other financial data, as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

At March 31, 2019, the Bancorp had total assets of \$1.3 billion, total loans receivable of \$865.0 million and total deposits of \$1.1 billion. Stockholders' equity totaled \$123.2 million or 9.72% of total assets, with a book value per share of \$35.70. Net income for the quarter ended March 31, 2019, was \$2.2 million, or \$0.66 earnings per common share for both basic and diluted calculations. For the quarter ended March 31, 2019, the return on average assets (ROA) was 0.72%, while the return on average stockholders' equity (ROE) was 7.59%.

Recent Developments

Acquisition of AJSB. On January 24, 2019, the Bancorp completed its acquisition of AJSB, pursuant to an Agreement and Plan of Merger dated July 30, 2018 (the "AJSB Merger Agreement") between the Bancorp and AJSB. Pursuant to the terms of the AJSB Merger Agreement, AJSB merged with and into the Bancorp, with the Bancorp as the surviving corporation (the "AJSB Merger"). Simultaneous with the AJSB Merger, A.J. Smith Federal Savings Bank, a federally chartered savings bank and wholly-owned subsidiary of AJSB, merged with and into the Bank, with the Bank as the surviving institution.

In connection with the AJSB Merger, each AJSB stockholder holding 100 or more shares of AJSB common stock received fixed consideration of (i) 0.2030 shares of the Bancorp common stock, and (ii) \$7.20 per share in cash for each outstanding share of AJSB common stock. Stockholders holding less than 100 shares of AJSB common stock received \$16.00 in cash and no stock consideration for each outstanding share of AJSB common stock. Any fractional shares of Bancorp common stock that an AJSB stockholder would have otherwise received in the AJSB Merger were cashed out in the amount of such fraction multiplied by \$43.01.

The Bancorp issued 416,478 shares of Bancorp common stock to the former AJSB stockholders, and paid cash consideration of approximately \$15.4 million. Based upon the closing price of NWIN's common stock on January 23, 2019, the transaction had an implied valuation of approximately \$32.9 million, which includes unallocated shares held by the AJSB Employee Stock Ownership Plan ("ESOP"), some of which were cancelled in connection with the closing to satisfy the ESOP's outstanding loan balance. As of March 31, 2019, acquisition costs related to the AJSB Merger equaled approximately \$2.1 million. The acquisition further expanded the Bank's banking center network in Cook County, Illinois, expanding the Bank's full-service retail banking network to 22 banking centers.

Acquisition of First Personal. On July 26, 2018, the Bancorp completed its previously announced acquisition of First Personal, pursuant to an Agreement and Plan of Merger dated February 20, 2018 (the "First Personal Merger Agreement") between the Bancorp and First Personal. Pursuant to the terms of the First Personal Merger Agreement, First Personal merged with and into the Bancorp, with the Bancorp as the surviving corporation (the "First Personal Merger"). Simultaneous with the First Personal Merger, First Personal Bank, an Illinois state chartered commercial bank and wholly-owned subsidiary of First Personal, merged with and into Peoples Bank SB, with Peoples Bank as the surviving institution. The acquisition represented the Bank's first expansion into the South Suburban Chicagoland market, and expanded the Bank's full-service retail banking network to 19 banking centers.

In connection with the First Personal Merger, each First Personal stockholder holding 100 or more shares of First Personal common stock received fixed consideration of (i) 0.1246 shares of Bancorp common stock, and (ii) \$6.67 per share in cash for each outstanding share of First Personal common stock. Stockholders holding less than 100 shares of First Personal common stock received \$12.12 in cash and no stock consideration for each outstanding share of First Personal common stock. Any fractional shares of Bancorp common stock that a First Personal stockholder would have otherwise received in the First Personal Merger were cashed out in the amount of such fraction multiplied by \$42.95.

The Bancorp issued a total of 161,875 shares of Bancorp common stock to the former First Personal stockholders, and paid cash consideration of approximately \$8.7 million. Based upon the closing price of Bancorp's common stock on July 25, 2018, the transaction had an implied valuation of approximately \$15.6 million.

Financial Condition

During the three months ended March 31, 2019, total assets increased by \$172.2 million (15.7%), with interest-earning assets increasing by \$137.9 million (13.5%). At March 31, 2019, interest-earning assets totaled \$1.2 billion compared to \$1.0 billion at December 31, 2018. Earning assets represented 91.2% of total assets at March 31, 2019 and 92.9% of total assets at December 31, 2018. The increase in total assets and interest earning assets for the three months was primarily the result of the completion of the acquisition of AJSB as well as internally generated growth.

Net loans receivable totaled \$856.8 million at March 31, 2019, compared to \$756.4 million at December 31, 2018. The loan portfolio, which is the Bancorp's largest asset, is the primary source of both interest and fee income. The Bancorp's lending strategy emphasizes quality loan growth, product diversification, and competitive and profitable pricing.

The Bancorp's end-of-period loan balances were as follows:

| (Dollars in thousands) | March 31, 2019 (unaudited) | | December 31, 2018 | |
|--|----------------------------------|---------------|----------------------|---------------|
| | Balance | % Loans | Balance | % Loans |
| Residential real estate | \$ 302,918 | 35.0% | 223,323 | 29.2% |
| Home equity | 49,716 | 5.7% | 45,483 | 6.0% |
| Commercial real estate | 265,013 | 30.6% | 253,104 | 33.1% |
| Construction and land development | 66,920 | 7.7% | 64,433 | 8.4% |
| Multifamily | 49,316 | 5.7% | 47,234 | 6.2% |
| Farmland | 236 | 0.0% | 240 | 0.0% |
| Consumer | 7,778 | 0.9% | 6,043 | 0.8% |
| Commercial business | 103,507 | 12.0% | 103,439 | 13.5% |
| Government | 19,591 | 2.4% | 21,101 | 2.8% |
| Loans receivable | <u>\$ 864,995</u> | <u>100.0%</u> | <u>\$ 764,400</u> | <u>100.0%</u> |
| Adjustable rate loans / loans receivable | \$ 454,844 | 52.6% | \$ 348,559 | 45.6% |

| | March 31, 2019 (unaudited) | December 31, 2018 |
|------------------------------------|----------------------------------|----------------------|
| Loans receivable to total assets | 68.2% | 69.7% |
| Loans receivable to earning assets | 74.8% | 75.1% |
| Loans receivable to total deposits | 78.5% | 82.2% |

The Bancorp is primarily a portfolio lender. Mortgage banking activities historically have been limited to the sale of fixed rate mortgage loans with contractual maturities greater than 15 years. These loans are identified as held for sale when originated and sold, on a loan-by-loan basis, in the secondary market. The Bancorp will also retain fixed rate mortgage loans with a contractual maturity greater than 15 years on a limited basis. During the three months ended March 31, 2019, the Bancorp originated \$9.8 million in new fixed rate mortgage loans for sale, compared to \$8.3 million during the three months ended March 31, 2018. Net gains realized from the mortgage loan sales totaled \$242 thousand for the three months ended March 31, 2019, compared to \$211 thousand for the three months ended March 31, 2018. At March 31, 2019, the Bancorp had \$3.0 million in loans that were classified as held for sale, compared to \$2.9 million at December 31, 2018.

Non-performing loans include those loans that are 90 days or more past due and those loans that have been placed on non-accrual status. At March 31, 2019, all non-performing loans are also accounted for on a non-accrual basis, except for four residential real estate loans totaling \$379 thousand, two commercial business totaling \$322 thousand, three commercial real estate loans totaling \$303 thousand, and one multifamily loan totaling \$145 thousand that remained accruing and more than 90 days past due. The Bancorp will at times leave notes accruing, despite being over 90 days past due, for short periods of time when management has reason to believe payments are in process of being paid.

The Bancorp's nonperforming loans are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | December 31, 2018 |
|-------------------------------------|-----------------|-------------------|
| Residential real estate | \$ 5,925 | \$ 5,257 |
| Home equity | 537 | 320 |
| Commercial real estate | 994 | 695 |
| Construction and land development | - | - |
| Multifamily | 415 | - |
| Farmland | - | - |
| Commercial business | 490 | 644 |
| Consumer | - | - |
| Government | - | - |
| Total | <u>\$ 8,361</u> | <u>\$ 6,916</u> |
| Nonperforming loans to total loans | 0.97% | 0.90% |
| Nonperforming loans to total assets | 0.66% | 0.63% |

Substandard loans include non-performing loans and potential problem loans, where information about possible credit issues or other conditions causes management to question the ability of such borrowers to comply with loan covenants or repayment terms. No loans were internally classified as doubtful or loss at March 31, 2019 or December 31, 2018.

The Bancorp's substandard loans are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | December 31, 2018 |
|-----------------------------------|-----------------|-------------------|
| Residential real estate | \$ 5,494 | \$ 5,366 |
| Home equity | 558 | 373 |
| Commercial real estate | 1,829 | 1,770 |
| Construction and land development | - | - |
| Multifamily | 683 | - |
| Farmland | - | - |
| Commercial business | 430 | 728 |
| Consumer | - | - |
| Government | - | - |
| Total | <u>\$ 8,994</u> | <u>\$ 8,237</u> |

In addition to identifying and monitoring non-performing and other classified loans, management maintains a list of special mention loans. Special mention loans represent loans management is closely monitoring due to one or more factors that may cause the loan to become classified as substandard.

The Bancorp's special mention loans are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | December 31, 2018 |
|-----------------------------------|----------------|-------------------|
| Residential real estate | \$ 4,466 | \$ 3,908 |
| Home equity | 866 | 657 |
| Commercial real estate | 4,556 | 4,715 |
| Construction and land development | - | - |
| Multifamily | 178 | 149 |
| Farmland | - | - |
| Commercial business | 2,839 | 2,958 |

| | | |
|------------|------------------|------------------|
| Consumer | - | 20 |
| Government | - | - |
| Total | <u>\$ 12,905</u> | <u>\$ 12,407</u> |

A loan is considered impaired when, based on current information and events, it is probable that a borrower will be unable to pay all amounts due according to the contractual terms of the loan agreement. Typically, management does not individually classify smaller-balance homogeneous loans, such as residential mortgages or consumer loans, as impaired, unless they are troubled debt restructurings.

Purchased loans acquired in a business combination are recorded at estimated fair value on their purchase date. Purchased loans with evidence of credit quality deterioration since origination are considered purchased credit impaired loans. Expected future cash flows at the purchase date in excess of the fair value of loans are recorded as interest income over the life of the loans if the timing and amount of the future cash flows is reasonably estimable ("accretable yield"). The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference and represents probable losses in the portfolio. In determining the acquisition date fair value of purchased credit impaired loans, and in subsequent accounting, the Bancorp aggregates these purchased loans into pools of loans by common risk characteristics, such as credit risk rating and loan type. Subsequent to the purchase date, increases in cash flows over those expected at the purchase date are recognized as interest income prospectively. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses.

The Bancorp's impaired loans, including purchased credit impaired loans, are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | December 31, 2018 |
|-----------------------------------|-----------------|-------------------|
| Residential real estate | \$ 1,925 | \$ 1,550 |
| Home equity | 506 | 264 |
| Commercial real estate | 2,156 | 2,105 |
| Construction and land development | - | - |
| Multifamily | 716 | - |
| Farmland | - | - |
| Commercial business | 1,568 | 1,863 |
| Consumer | - | - |
| Government | - | - |
| Total | <u>\$ 6,871</u> | <u>\$ 5,782</u> |

At times, the Bancorp will modify the terms of a loan to forego a portion of interest or principal or reduce the interest rate on the loan to a rate materially less than market rates, or materially extend the maturity date of a loan as part of a troubled debt restructuring. The valuation basis for the Bancorp's troubled debt restructurings is based on the present value of expected future cash flows; unless consistent cash flows are not present, then the fair value of the collateral securing the loan is the basis for valuation.

The Bancorp's troubled debt restructured loans are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | December 31, 2018 |
|-----------------------------------|-----------------|-------------------|
| Residential real estate | \$ 589 | \$ 598 |
| Home equity | - | - |
| Commercial real estate | 1,050 | 1,074 |
| Construction and land development | - | - |
| Multifamily | - | - |
| Farmland | - | - |
| Commercial business | 384 | 359 |
| Consumer | - | - |
| Government | - | - |
| Total | <u>\$ 2,023</u> | <u>\$ 2,031</u> |

The decrease in the troubled debt restructure loans reflected in the table above for the three months ending March 31, 2019 was the result of scheduled payments totaling \$55 thousand which was offset by the addition of one commercial business loan totaling \$47 thousand that was renewed with cash flow difficulties. This restructuring along with two commercial business loans and the AJSB purchased credit impaired loans all contributed to the increase in impaired loans.

The increase in the nonperforming, substandard, special mention, and impaired loans reflected in the tables above for the three months ending March 31, 2019, are the result of the completion of the AJSB acquisition as well as one commercial real estate loan which was not related to the acquisition. AJSB loans totaling \$1.1 million contributed to the March 31, 2019 increase in nonperforming loans. AJSB loans totaling \$1.6 million contributed to the March 31, 2019 increase in substandard loans which was offset by payments

and the movement of various loans out of substandard. One commercial real estate loan totaling \$283 thousand and AJSB loans totaling \$1.1 million contributed to the March 31, 2019 increase in watch loans which was offset by payments and the movement of various loans out of watch. AJSB purchased credit impaired loans totaling \$1.8 million contributed to the March 31, 2019 increase in impaired loans.

At March 31, 2019, management is of the opinion that there are no loans, except certain of those discussed above, where known information about possible credit problems of borrowers causes management to have serious doubts as to the ability of such borrowers to comply with the present loan repayment terms and which will imminently result in such loans being classified as past due, non-accrual or a troubled debt restructure. Management does not presently anticipate that any of the non-performing loans or classified loans would materially affect future operations, liquidity or capital resources.

The allowance for loan losses (ALL) is a valuation allowance for probable incurred credit losses, increased by the provision for loan losses, and decreased by charge-offs net of recoveries. A loan is charged-off against the allowance by management as a loss when deemed uncollectible, although collection efforts continue and future recoveries may occur. The determination of the amounts of the ALL and provisions for loan losses is based on management's current judgments about the credit quality of the loan portfolio with consideration given to all known relevant internal and external factors that affect loan collectability as of the reporting date. The appropriateness of the current period provision and the overall adequacy of the ALL are determined through a disciplined and consistently applied quarterly process that reviews the Bancorp's current credit risk within the loan portfolio and identifies the required allowance for loan losses given the current risk estimates.

The Bancorp's provision for loan losses for the three months ended are summarized below:

(Dollars in thousands)

| Loan Segment | March 31, 2019 | March 31, 2018 |
|-----------------------------------|----------------|----------------|
| Residential real estate | \$ (1) | \$ (7) |
| Home equity | (8) | 12 |
| Commercial real estate | 150 | (10) |
| Construction and land development | 21 | 43 |
| Multifamily | (38) | (7) |
| Farmland | - | 4 |
| Commercial business | 23 | 295 |
| Consumer | 187 | 8 |
| Government | (17) | 3 |
| Total | <u>\$ 317</u> | <u>\$ 341</u> |

The Bancorp's charge-off and recovery information is summarized below:

(Dollars in thousands)

| Loan Segment | As of March 31, 2019 | | |
|-----------------------------------|----------------------|--------------|-----------------|
| | Charge-off | Recoveries | Net Charge-offs |
| Residential real estate | \$ (48) | \$ 14 | \$ (34) |
| Home equity | - | - | - |
| Commercial real estate | - | - | - |
| Construction and land development | - | - | - |
| Multifamily | - | - | - |
| Farmland | - | - | - |
| Commercial business | - | 6 | 6 |
| Consumer | (18) | 3 | (15) |
| Government | - | - | - |
| Total | <u>\$ (66)</u> | <u>\$ 23</u> | <u>\$ (43)</u> |

The ALL provisions take into consideration management's current judgments about the credit quality of the loan portfolio, loan portfolio balances, changes in the portfolio mix and local economic conditions. In determining the provision for loan losses for the current period, management has considered risks associated with the local economy, changes in loan balances and mix, and asset quality.

In addition, management considers additional reserves that have been established from acquisition activity. The Bancorp acquired loans for which there was evidence of credit quality deterioration since origination and it was determined that it was probable that the Bancorp would be unable to collect all contractually required principal and interest payments. At March 31, 2019, total purchased credit impaired loans reserves totaled \$3.0 million compared to \$3.1 million at December 31, 2018. Additionally, the Bancorp has acquired loans where there was not evidence of credit quality deterioration since origination and has marked these loans to their fair values. As part of the fair value of loans receivable, a net fair value discount was established for loans acquired of \$5.2 million at March 31, 2019, compared to \$1.8 million at December 31, 2018. Details on these fair value marks and the additional reserves created can be found in Note 5, Loans Receivable.

The Bancorp's allowance to total loans and non-performing loans are summarized below:

(Dollars in thousands)

| | March 31, 2019 | December 31, 2018 |
|--|----------------|-------------------|
| Allowance for loan losses | \$ 8,236 | \$ 7,962 |
| Total loans | \$ 864,995 | \$ 764,400 |
| Non-performing loans | \$ 8,361 | \$ 6,916 |
| ALL-to-total loans | 0.95% | 1.04% |
| ALL-to-non-performing loans (coverage ratio) | 98.5% | 115.1% |

The March 31, 2019 balance in the ALL account is considered adequate by management after evaluation of the loan portfolio, past experience, current economic and market conditions, and additional reserves from acquisition accounting. While management may periodically allocate portions of the allowance for specific problem loans, the whole allowance is available for any loan charge offs that occur. The allocation of the ALL reflects performance and growth trends within the various loan categories, as well as consideration of the facts and circumstances that affect the repayment of individual loans, and loans which have been pooled as of the evaluation date, with particular attention given to non-performing loans and loans which have been classified as substandard, doubtful or loss. Management has allocated reserves to both performing and non-performing loans based on current information available.

At March 31, 2019, foreclosed real estate totaled \$1.5 million, which was comprised of twenty-four properties, compared to \$1.6 million and twenty-four properties at December 31, 2018. Net gains from the sale of foreclosed real estate totaled \$27 thousand for the three months ended March 31, 2019. At the end of March 2019 all of the Bancorp's foreclosed real estate is located within its primary market area, which has been expanded into the Cook County, Illinois and Chicagoland metropolitan area with the acquisition of First Personal and AJSB.

The primary objective of the Bancorp's investment portfolio is to provide for the liquidity needs of the Bancorp and to contribute to profitability by providing a stable flow of dependable earnings. Funds are generally invested in federal funds, interest bearing balances in other financial institutions, U.S. government securities, federal agency obligations, obligations of state and local municipalities and corporate securities. The securities portfolio, all of which is designated as available-for-sale, totaled \$251.3 million at March 31, 2019, compared to \$241.8 million at December 31, 2018, an increase of \$9.5 million (4.0%). The increase in the securities portfolio during the year is a result of market value adjustments and the AJSB acquisition. At March 31, 2019, the securities portfolio represented 21.7% of interest-earning assets and 19.8% of total assets compared to 23.7% of interest-earning assets and 22.1% of total assets at December 31, 2018.

The Bancorp's end-of-period investment portfolio and other short-term investments and stock balances were as follows:

| (Dollars in thousands) | March 31, 2019 (unaudited) | | December 31, 2018 | |
|--|----------------------------------|---------------|----------------------|---------------|
| | Balance | % Securities | Balance | % Securities |
| Money market fund | \$ 4,254 | 1.7% | \$ 2,480 | 1.0% |
| U.S. treasury securities | 594 | 0.2% | - | 0.0% |
| U.S. government sponsored entities | 14,953 | 5.9% | 7,894 | 3.3% |
| Collateralized mortgage obligations and residential mortgage-backed securities | 142,606 | 56.7% | 135,281 | 56.0% |
| Municipal securities | 86,845 | 34.6% | 94,064 | 38.9% |
| Collateralized debt obligations | 2,079 | 0.9% | 2,049 | 0.8% |
| Total securities available-for-sale | <u>\$ 251,331</u> | <u>100.0%</u> | <u>\$ 241,768</u> | <u>100.0%</u> |

| (Dollars in thousands) | March 31, 2019 (unaudited) | December 31, 2018 | YTD Change | |
|---|----------------------------------|----------------------|---------------|---------|
| | Balance | Balance | \$ | % |
| Interest bearing deposits in other financial institutions | \$ 15,255 | \$ 3,116 | \$ 12,139 | 389.6% |
| Fed funds sold | 15,518 | 763 | 14,755 | 1933.8% |
| Certificates of deposit in other financial institutions | 2,215 | 2,024 | 191 | 9.4% |
| Federal Home Loan Bank stock | 3,971 | 3,460 | 511 | 14.8% |

The net increase in interest bearing deposits in other financial institutions and fed funds sold is primarily the result of the AJSB acquisition and timing of liquidity needs. The increase in Federal Home Loan Bank stock corresponds to stock ownership requirements

based the AJSB acquisition.

Deposits are a fundamental and cost-effective source of funds for lending and other investment purposes. The Bancorp offers a variety of products designed to attract and retain customers, with the primary focus on building and expanding relationships.

The Bancorp's end-of-period deposit portfolio balances were as follows:

| (Dollars in thousands) | March 31, 2019 (unaudited) Balance | December 31, 2018 Balance | YTD Change \$ | % |
|-------------------------|---|---------------------------------|---------------------|--------------|
| Checking | \$ 387,682 | \$ 341,677 | \$ 46,005 | 13.5% |
| Savings | 218,760 | 160,490 | 58,270 | 36.3% |
| Money market | 188,559 | 168,727 | 19,832 | 11.8% |
| Certificates of deposit | 306,652 | 258,892 | 47,760 | 18.4% |
| Total deposits | \$ 1,101,653 | \$ 929,786 | \$ 171,867 | 18.5% |

The overall increase in total deposits is primarily a result of the acquisition of AJSB, along with internally generated growth. This increase also reflects the cyclical nature and timing of municipality deposits.

The Bancorp's borrowed funds are primarily used to fund asset growth not supported by deposit generation. The Bancorp's end-of-period borrowing balances were as follows:

| (Dollars in thousands) | March 31, 2019 (unaudited) Balance | December 31, 2018 Balance | YTD Change \$ | % |
|-----------------------------|---|---------------------------------|---------------------|---------------|
| Repurchase agreements | \$ 12,691 | \$ 11,628 | \$ 1,063 | 9.1% |
| Borrowed funds | 20,000 | 43,000 | (23,000) | -53.5% |
| Total borrowed funds | \$ 32,691 | \$ 54,628 | \$ (21,937) | -40.2% |

Repurchase agreements increased as part of normal account fluctuations within that product line. Borrowed funds decreased as FHLB advances were paid down and matured during the quarter.

Liquidity and Capital Resources

For the Bancorp, liquidity management refers to the ability to generate sufficient cash to fund current loan demand, meet deposit withdrawals, and pay dividends and operating expenses. Because profit and liquidity are often conflicting objectives, management attempts to maximize the Bank's net interest margin by making adequate, but not excessive, liquidity provisions. Furthermore, funds are managed so that future profits will not be significantly impacted as funding costs increase.

Changes in the liquidity position result from operating, investing and financing activities. Cash flows from operating activities are generally the cash effects of transactions and other events that enter into the determination of net income. The primary investing activities include loan originations, loan repayments, investments in interest bearing balances in other financial institutions, and the purchase, sale, and maturity of investment securities. Financing activities focus almost entirely on the generation of customer deposits. In addition, the Bancorp utilizes borrowings (i.e., repurchase agreements, FHLB advances and federal funds purchased) as a source of funds.

During the three months ended March 31, 2019, cash and cash equivalents increased by \$43.7 million compared to a \$9.4 million increase for the three months ended March 31, 2018. The primary sources of cash and cash equivalents were the acquisition of AJSB, growth of deposits, and sales of loans originated for sale. The primary uses of cash and cash equivalents were loan originations, the purchase of securities, and the repayment of FHLB advances. Cash provided by operating activities totaled \$1.4 million for the three months ended March 31, 2019, compared to cash provided of \$3.0 million for the three month period ended March 31, 2018. Cash provided from operating activities was primarily a result of net income, and loans originated for sale, offset by the sale of loans originated for sale and change in accrued expenses and other liabilities. Cash provided from investing activities totaled \$37.4 million for the current period, compared to cash outflows of \$6.7 million for the three months ended March 31, 2018. Cash provided from investing activities for the current three months were primarily related to the cash and cash equivalents from acquisition activity offset against origination of loans receivable. Net cash provided from financing activities totaled \$4.8 million during the current period compared to net cash provided of \$13.1 million for the three months ended March 31, 2018. The net cash inflows from financing activities were primarily a result of net change in deposits offset against repayment of FHLB advances. On a cash basis, the Bancorp paid dividends on common stock of \$909 thousand for the three months ended March 31, 2019 and \$831 thousand for the three months ended March 31,

At March 31, 2019, outstanding commitments to fund loans totaled \$191.4 million. Approximately 54.1% of the commitments were at variable rates. Standby letters of credit, which are conditional commitments issued by the Bancorp to guarantee the performance of a customer to a third party, totaled \$10.1 million at March 31, 2019. Management believes that the Bancorp has sufficient cash flow and borrowing capacity to fund all outstanding commitments and letters of credit, while maintaining proper levels of liquidity.

Management strongly believes that maintaining a high level of capital enhances safety and soundness. During the three months ended March 31, 2019, stockholders' equity increased by \$21.8 million (21.5%). During the three months ended March 31, 2019, stockholders' equity was primarily increased by net income of \$2.2 million, increased unrealized gains on available securities of \$3.0 million, and the issuance of 416,478 shares for \$17.5 million as part of the acquisition of AJSB. Decreasing stockholders' equity was the declaration of \$1.0 million in cash dividends. On April 24, 2014 the Bancorp's Board of Directors authorized a stock repurchase program to repurchase up to 50,000 shares of the Bancorp's outstanding common stock, from time to time and subject to market conditions, on the open market or in privately negotiated transactions. The stock repurchase program does not expire and is only limited by the number of shares that can be purchased. The stock repurchase program will be reviewed annually by the Board of Directors. No shares were repurchased under the program during the first three months of 2019 or 2018. During 2019, 3,302 restricted stock shares vested under the Incentive Plan outlined in Note 10 of the financial statements, of which 843 of these shares were withheld in the form of a net surrender to cover the withholding tax obligations of the vesting employees. The repurchase of these surrendered shares is considered outside of the scope of the formal stock repurchase program.

The Bancorp is subject to risk-based capital guidelines adopted by the Board of Governors of the Federal Reserve System (the "FRB"), and the Bank is subject to risk-based capital guidelines adopted by the FDIC. As applied to the Bancorp and the Bank, the FRB and FDIC capital requirements are substantially the same. These regulations divide capital into multiple tiers. The first tier (Common Equity Tier 1 Capital) includes common shareholders' equity, after deductions for various items including goodwill and certain other intangible assets, and after certain other adjustments. Common Equity Tier 1 Capital also includes accumulated other comprehensive income (for organizations that do not make opt-out elections). The next tier (Tier 1 Capital) is comprised of Common Equity Tier 1 Capital plus other qualifying capital instruments such as perpetual noncumulative preferred stock and junior subordinated debt issued to trusts, and other adjustments. The third tier (Tier 2 Capital) includes instruments such as subordinated debt that have a minimum original maturity of at least five years and are subordinated to the claims of depositors and general creditors, total capital minority interest not included in Tier 1 Capital, and limited amounts of the allowance for loan losses, less applicable regulatory adjustments and deductions. The Bancorp and the Bank are required to maintain a Common Equity Tier 1 Capital ratio of 4.5%, a Tier 1 Capital ratio of 6%, and a Total Capital ratio (comprised of Tier 1 Capital plus Tier 2 Capital) of 8%. In addition, the capital regulations provide for a minimum leverage ratio (Tier 1 capital to adjusted average assets) of 4%.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 required the FRB to set minimum capital levels for bank holding companies that are as stringent as those required for insured depository subsidiaries. However, under the FRB's "Small Bank Holding Company" exemption from consolidated bank holding company capital requirements, bank holding companies and savings and loan holding companies with less than \$3 billion in consolidated assets, such as the Bancorp, are exempt from consolidated regulatory capital requirements, unless the FRB determines otherwise in particular cases.

During the three months ended March 31, 2019, the Bancorp's and Bank's regulatory capital ratios continued to be negatively impacted by regulatory requirements regarding collateralized debt obligations. The regulatory requirements state that for collateralized debt obligations that have been downgraded below investment grade by the rating agencies, increased risk based asset weightings are required. The Bancorp currently holds pooled trust preferred securities with a cost basis of \$3.5 million. These investments currently have ratings that are below investment grade. As a result, approximately \$17.5 million of risk-based assets are generated by the trust preferred securities in the Bancorp's and Bank's total risk based capital calculation.

The following table shows that, at March 31, 2019, and December 31, 2018, the Bancorp's capital exceeded all applicable regulatory capital requirements. The dollar amounts are in millions.

(Dollars in millions)

| At March 31, 2019 | Actual | | Minimum Required For Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|--|----------|-------|---|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| Common equity tier 1 capital to risk-weighted assets | \$ 103.2 | 11.6% | \$ 39.9 | 4.5% | N/A | N/A |
| Tier 1 capital to risk-weighted assets | \$ 103.2 | 11.6% | \$ 53.2 | 6.0% | N/A | N/A |
| Total capital to risk-weighted assets | \$ 111.4 | 12.6% | \$ 71.0 | 8.0% | N/A | N/A |
| Tier 1 capital to adjusted average assets | \$ 103.2 | 8.5% | \$ 48.4 | 4.0% | N/A | N/A |

(Dollars in millions)

| At December 31, 2018 | Actual | | Minimum Required For Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|--|----------|-------|---|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| Common equity tier 1 capital to risk-weighted assets | \$ 92.8 | 11.6% | \$ 26.1 | 4.5% | N/A | N/A |
| Tier 1 capital to risk-weighted assets | \$ 92.8 | 11.6% | \$ 42.2 | 6.0% | N/A | N/A |
| Total capital to risk-weighted assets | \$ 100.8 | 12.6% | \$ 64.2 | 8.0% | N/A | N/A |
| Tier 1 capital to adjusted average assets | \$ 92.8 | 8.6% | \$ 43.2 | 4.0% | N/A | N/A |

In addition, the following table shows that, at March 31, 2019, and December 31, 2018, the Bank's capital exceeded all applicable regulatory capital requirements. The dollar amounts are in millions.

(Dollars in millions)

| At March 31, 2019 | Actual | | Minimum Required For Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|--|----------|-------|---|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| Common equity tier 1 capital to risk-weighted assets | \$ 100.3 | 11.3% | \$ 39.9 | 4.5% | \$ 57.7 | 6.5% |
| Tier 1 capital to risk-weighted assets | \$ 100.3 | 11.3% | \$ 53.3 | 6.0% | \$ 71.0 | 8.0% |
| Total capital to risk-weighted assets | \$ 108.5 | 12.2% | \$ 71.0 | 8.0% | \$ 88.8 | 10.0% |
| Tier 1 capital to adjusted average assets | \$ 100.3 | 8.3% | \$ 48.3 | 4.0% | \$ 60.4 | 5.0% |

(Dollars in millions)

| At December 31, 2018 | Actual | | Minimum Required For Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|--|---------|-------|---|-------|--|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| Common equity tier 1 capital to risk-weighted assets | \$ 89.9 | 11.2% | \$ 36.2 | 4.5% | \$ 52.2 | 6.5% |
| Tier 1 capital to risk-weighted assets | \$ 89.9 | 11.2% | \$ 48.2 | 6.0% | \$ 64.3 | 8.0% |
| Total capital to risk-weighted assets | \$ 97.9 | 12.2% | \$ 64.3 | 8.0% | \$ 80.3 | 10.0% |
| Tier 1 capital to adjusted average assets | \$ 89.9 | 8.4% | \$ 42.9 | 4.0% | \$ 53.6 | 5.0% |

The Bancorp's ability to pay dividends to its shareholders is primarily dependent upon the Bank's ability to pay dividends to the Bancorp. Under Indiana law, the Bank may pay dividends from its undivided profits (generally, earnings less losses, bad debts, taxes and other operating expenses) as is considered expedient by the Bank's Board of Directors. However, the Bank must obtain the approval of the Indiana Department of Financial Institutions (DFI) if the total of all dividends declared by the Bank during the current year, including the proposed dividend, would exceed the sum of retained net income for the year to date plus its retained net income for the previous two years. For this purpose, "retained net income," means net income as calculated for call report purposes, less all dividends declared for the applicable period. An exemption from DFI approval would require that the Bank have been assigned a composite uniform financial institutions rating of 1 or 2 as a result of the most recent federal or state examination; the proposed dividend would not result in a Tier 1 leverage ratio below 7.5%; and that the Bank not be subject to any corrective action, supervisory order, supervisory agreement, or board approved operating agreement. The aggregate amount of dividends that may be declared by the Bank in 2019, without the need for qualifying for an exemption or prior DFI approval, is \$1.5 million plus 2019 net profits. Moreover, the FDIC and the FRB may prohibit the payment of dividends if it determines that the payment of dividends would constitute an unsafe or unsound practice in light of the financial condition of the Bank. On February 22, 2019, the Board of Directors of the Bancorp declared a first quarter dividend of \$0.30 per share. The Bancorp's first quarter dividend was paid to shareholders on April 5, 2019.

Results of Operations - Comparison of the Quarter Ended March 31, 2019 to the Quarter Ended March 31, 2018

For the quarter ended March 31, 2019, the Bancorp reported net income of \$2.2 million, compared to net income of \$2.6 million for the quarter ended March 31, 2018, a decrease of \$337 thousand (13.2%). For the quarter, the ROA was 0.72%, compared to 1.10% for the quarter ended March 31, 2018. The ROE was 7.59% for the quarter ended March 31, 2019, compared to 11.20% for the quarter ended March 31, 2018.

Net interest income for the quarter ended March 31, 2019 was \$10.6 million, an increase of \$2.8 million (35.3%), compared to \$7.8 million for the quarter ended March 31, 2018. The weighted-average yield on interest-earning assets was 4.40% for the quarter ended March 31, 2019, compared to 3.99% for the quarter ended March 31, 2018. The weighted-average cost of funds for the quarter ended March 31, 2019 was 0.70% compared to 0.43% for the quarter ended March 31, 2018. The impact of the 4.40% return on interest earning assets and the 0.70% cost of funds resulted in an interest rate spread of 3.70% for the current quarter, an increase from the 3.56% spread for the quarter ended March 31, 2018. The net interest margin on earning assets was 3.74% for the quarter ended March 31, 2019 and 3.58% for the quarter ended March 31, 2018. On a tax equivalent basis, the Bancorp's net interest margin was 3.81% for the quarter ended March 31, 2019, compared to 3.80% for the quarter ended March 31, 2018. Comparing the net interest margin on a tax equivalent basis more accurately compares the returns on tax-exempt loans and securities to those on taxable interest-earning assets.

Information relating to the average consolidated balance sheet and the yield on average earning assets and cost of average liabilities for the periods indicated are in the following table. Dividing the related interest, on an annualized basis, by the average balance of assets or liabilities drives the disclosed rates. Average balances are derived from daily balances.

Quarter-to-Date
(Dollars in thousands)
(unaudited)

| | Average Balances, Interest, and Rates | | | | | |
|--|---------------------------------------|-----------|----------|-------------------|----------|----------|
| | March 31, 2019 | | | March 31, 2018 | | |
| | Average Balance | Interest | Rate (%) | Average Balance | Interest | Rate (%) |
| ASSETS | | | | | | |
| Interest bearing deposits in other financial institutions | \$ 39,838 | \$ 85 | 0.85 | \$ 2,396 | \$ 10 | 1.67 |
| Federal funds sold | 5,478 | 41 | 2.99 | 467 | 1 | 0.86 |
| Certificates of deposit in other financial institutions | 2,201 | 17 | 3.09 | 1,636 | 6 | 1.47 |
| Securities available-for-sale | 246,525 | 1,758 | 2.85 | 241,081 | 1,671 | 2.77 |
| Loans receivable | 836,958 | 10,543 | 5.04 | 626,894 | 6,994 | 4.46 |
| Federal Home Loan Bank stock | 3,840 | 43 | 4.48 | 3,000 | 51 | 6.80 |
| Total interest earning assets | 1,134,840 | \$ 12,487 | 4.40 | 875,474 | \$ 8,733 | 3.99 |
| Cash and non-interest bearing deposits in other financial institutions | 17,612 | | | 13,360 | | |
| Allowance for loan losses | (8,065) | | | (7,468) | | |
| Other noninterest bearing assets | 86,365 | | | 53,643 | | |
| Total assets | <u>\$ 1,230,752</u> | | | <u>\$ 935,009</u> | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Total deposits | \$ 1,038,380 | \$ 1,672 | 0.64 | \$ 782,382 | \$ 675 | 0.35 |
| Repurchase agreements | 10,540 | 49 | 1.86 | 11,162 | 32 | 1.15 |
| Borrowed funds | 27,579 | 166 | 2.41 | 40,764 | 191 | 1.87 |
| Total interest bearing liabilities | 1,076,499 | \$ 1,887 | 0.70 | 834,308 | \$ 898 | 0.43 |
| Other noninterest bearing liabilities | 37,088 | | | 9,288 | | |
| Total liabilities | 1,113,587 | | | 843,596 | | |
| Total stockholders' equity | 117,165 | | | 91,413 | | |
| Total liabilities and stockholders' equity | <u>\$ 1,230,752</u> | | | <u>\$ 935,009</u> | | |

The increase in interest income for interest bearing deposits in other financial institutions was the result of higher average balances for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in interest income for federal funds sold was primarily the result of higher average balances and rates received in short term rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in interest income for certificates of deposit in other financial institutions was the result of higher average balances and higher average rates received in short term rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in interest income for securities available-for-sale was primarily the result of higher average balances and average rates received in rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in interest income for loans receivable was the result of higher average balances and higher weighted average rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in the interest expense of total deposits and borrowed funds was the result of higher average balances and higher weighted average rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018. The increase in the interest expense for repurchase agreements was the result of higher weighted average rates for the quarter ended March 31, 2019, compared to the quarter ended March 31, 2018.

The following table shows the change in noninterest income for the quarter ending March 31, 2019, and March 31, 2018.

| (Dollars in thousands) | Three Months Ended | | Three Months Ended | |
|---|--------------------|-----------------|--------------------|-------------|
| | March 31, | | \$ Change | % Change |
| | 2019 | 2018 | | |
| Noninterest income: | | | | |
| Fees and service charges | \$ 1,162 | \$ 892 | \$ 270 | 30.3% |
| Wealth management operations | 500 | 415 | 85 | 20.5% |
| Gain on sale of securities, net | 352 | 758 | (406) | -53.6% |
| Gain on sale of loans held-for-sale, net | 242 | 211 | 31 | 14.7% |
| Increase in cash value of bank owned life insurance | 163 | 108 | 55 | 50.9% |
| Gain on sale of foreclosed real estate, net | 27 | 32 | (5) | -15.6% |
| Other | 124 | 33 | 91 | 275.8% |
| Total noninterest income | \$ 2,570 | \$ 2,449 | \$ 121 | 4.9% |

The increase in fees and service charges is the result of the Bancorp's continued focus on maintaining competitive fees within its market place, as well the acquisition of First Personal and AJSB. The increase in gains on sale of loans is a result of overall increase in loan origination volume. The decrease in gains on sale of securities is a result of current market conditions and maintaining current securities cash flows. The increase in other noninterest income is primarily driven by gains made on the sale of fixed assets.

The following table shows the change in noninterest expense for the quarter ending March 31, 2019, and March 31, 2018.

| (Dollars in thousands) | Three Months Ended | | Three Months Ended | |
|------------------------------------|--------------------|-----------------|--------------------|--------------|
| | March 31, | | \$ Change | % Change |
| | 2019 | 2018 | | |
| Noninterest expense: | | | | |
| Compensation and benefits | \$ 4,676 | \$ 3,860 | \$ 816 | 21.1% |
| Occupancy and equipment | 1,123 | 853 | 270 | 31.7% |
| Data processing | 703 | 361 | 342 | 94.7% |
| Marketing | 263 | 134 | 129 | 96.3% |
| Federal deposit insurance premiums | 91 | 84 | 7 | 8.3% |
| Other | 3,435 | 1,675 | 1,760 | 105.1% |
| Total noninterest expense | \$ 10,291 | \$ 6,967 | \$ 3,324 | 47.7% |

The increase in compensation and benefits is primarily the result of increased compensation due to the acquisition of AJSB and First Personal. Additional increases to compensation and benefits can be attributed to management's continued focus on talent management and retention. The increase in occupancy and equipment is primarily related to the First Personal and AJSB acquisitions and related assets brought over. The increase in data processing expense is primarily the result of data conversion expenses related to the acquisition of AJSB as well as increased utilization of systems. The increase in marketing expenses is primarily related to the acquisition of AJSB as well as regular advertising initiatives. The increase in other operating expenses is primarily related to the increase of approximately \$1.5 million that resulted from the acquisition of AJSB, as well as generally higher third party costs. The Bancorp's efficiency ratio was 78.1% for the quarter ended March 31, 2019, compared to 67.8% for the quarter ended March 31, 2018. The increased ratio is related primarily to the increase in noninterest expense. The efficiency ratio is determined by dividing total noninterest expense by the sum of net interest income and total noninterest income for the period. The acquisition of AJSB and First Personal acquisitions are discussed in Note 3 of the financial statements.

Income tax expenses for the quarter ended March 31, 2019, totaled \$340 thousand, compared to income tax expense of \$415 thousand for the quarter ended March 31, 2018, a decrease of \$75 thousand (18.1%). The combined effective federal and state tax rates for the Bancorp was 13.3% for the quarter ended March 31, 2019, compared to 13.9% for the quarter ended March 31, 2018.

Critical Accounting Policies

Critical accounting policies are those accounting policies that management believes are most important to the portrayal of the Bancorp's financial condition and that require management's most difficult, subjective or complex judgments. The Bancorp's critical accounting policies from December 31, 2018 remain unchanged.

Forward-Looking Statements

Statements contained in this report that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to,"

“will continue,” “is anticipated,” “estimate,” “project,” or similar expressions are also intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act. The Bancorp cautions readers that forward-looking statements, including without limitation those relating to the Bancorp’s future business prospects, merger and acquisition activities, interest income and expense, net income, liquidity, and capital needs are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements, due to, among other things, factors identified in this report, including those identified in the Bancorp’s 2018 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

The Bancorp maintains disclosure controls and procedures (as defined in Sections 13a – 15(e) and 15d – 15(e)) of regulations promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") that are designed to ensure that information required to be disclosed by the Bancorp in the reports that it files or submits under the "Exchange Act" is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Bancorp in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Bancorp's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. The Bancorp's Chief Executive Officer and Chief Financial Officer evaluate the effectiveness of the Bancorp's disclosure controls and procedures as of the end of each quarter. Based on that evaluation as of March 31, 2019, the Bancorp's Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures were effective as of that date in ensuring that information required to be disclosed by the Bancorp under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

(b) Changes in Internal Control Over Financial Reporting.

There was no change in the Bancorp's internal control over financial reporting identified in connection with the Bancorp's evaluation of controls that occurred during the three months ended March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the Bancorp's internal control over financial reporting.

PART II - Other Information

Item 1. Legal Proceedings

The Bancorp and its subsidiaries, from time to time, are involved in legal proceedings in the ordinary course of business against its debtors and are defendants in legal actions arising from normal business activities. Management, after consultation with legal counsel believes that the ultimate liabilities, if any, resulting from these actions will not have a material adverse effect on the financial position of the Bank or on the consolidated financial position of the Bancorp.

Item 1A. Risk Factors

Not Applicable.

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

On April 24, 2014 the Bancorp's Board of Directors authorized a stock repurchase program to repurchase up to 50,000 shares of the Bancorp's outstanding common stock, from time to time and subject to market conditions, on the open market or in privately negotiated transactions. The stock repurchase program does not expire and is only limited by the number of shares that can be purchased. The stock repurchase program will be reviewed annually by the Board of Directors. No shares were repurchased during the three months ended March 31, 2019 under the stock repurchase program.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Program(1) |
|--------------------------------------|----------------------------------|------------------------------|--|---|
| January 1, 2019 – January 31, 2019 | - | N/A | - | 48,828 |
| February 1, 2019 – February 28, 2019 | - | N/A | - | 48,828 |
| March 1, 2019 – March 31, 2019 | - | N/A | - | 48,828 |

(1) The stock repurchase program was announced on April 24, 2014, whereby the Bancorp is authorized to repurchase up to 50,000 shares of the Bancorp's common stock outstanding. There is no express expiration date for this program.

Item 3. Defaults Upon Senior Securities

There are no matters reportable under this item.

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

| Exhibit Number | Description |
|----------------------|---|
| 2.1 | Agreement and Plan of Merger by and among NorthWest Indiana Bancorp and AJS Bancorp, Inc. dated July 30, 2018 (incorporated by reference to Exhibit 2.1 to the registrant's Current Report on Form 8-K filed with the SEC on July 31, 2018). |
| 10.1 | First Amendment to Employment Agreement dated July 27, 2018 by and among NorthWest Indiana Bancorp, Peoples Bank SB, and Benjamin J. Bochnowski (incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed with the SEC on July 30, 2018). |
| 10.2 | Voting Agreement dated July 30, 2018 (incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the SEC on July 31, 2018). |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. |
| 32.1 | Section 1350 Certifications. |
| 101 | The following materials from the Bancorp's Form 10-Q for the quarterly period ended March 31, 2019, formatted in an XBRL Interactive Data File: (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Changes in Stockholders' Equity; (iv) Consolidated Statement of Comprehensive Income; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated |

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.

NORTHWEST INDIANA BANCORP

Date: April 23, 2019

/s/ Benjamin J. Bochnowski

Benjamin J. Bochnowski
President and Chief Executive Officer

Date: April 23, 2019

/s/ Robert T. Lowry

Robert T. Lowry
Executive Vice President, Chief Financial
Officer and Treasurer

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Section 2: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Benjamin J. Bochnowski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NorthWest Indiana Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2019

/s/ Benjamin J. Bochnowski
Benjamin J. Bochnowski
President and Chief Executive Officer

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Section 3: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULE 13a-14(a)/15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert T. Lowry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NorthWest Indiana Bancorp;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 23, 2019

/s/ Robert T. Lowry

Robert T. Lowry
Executive Vice President, Chief Financial
Officer and Treasurer

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Section 4: EX-32.1 (EXHIBIT 32.1)

Exhibit 32.1

CERTIFICATIONS PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of NorthWest Indiana Bancorp (the "Company") for the quarterly period ended March 31, 2019, as filed with the Securities and Exchange Commission (the "Report"), each of Benjamin J. Bochnowski, President and Chief Executive Officer of the Company, and Robert T. Lowry, Executive Vice President, Chief Financial Officer and Treasurer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 23, 2019

/s/ Benjamin J. Bochnowski

Benjamin J. Bochnowski
President and Chief Executive Officer

/s/ Robert T. Lowry

Robert T. Lowry
Executive Vice President, Chief Financial
Officer and Treasurer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to NorthWest Indiana Bancorp and will be retained by NorthWest Indiana Bancorp and furnished to the Securities and Exchange Commission or its staff upon request.

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