

TIMBERLAND BANCORP INC  
Form 10-Q  
August 09, 2013

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended June 30, 2013

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 0-23333

TIMBERLAND BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction of incorporation or  
organization)

91-1863696  
(IRS Employer Identification No.)

624 Simpson Avenue, Hoquiam, Washington  
(Address of principal executive offices)

98550  
(Zip Code)

(360) 533-4747  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer  Accelerated Filer  Non-accelerated filer  Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS	SHARES OUTSTANDING AT JULY 31, 2013
Common stock, \$.01 par value	7,045,036

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED BALANCE SHEETS

June 30, 2013 and September 30, 2012

(Dollars in thousands, except per share amounts)

(Unaudited)

	June 30, 2013	September 30, 2012
Assets		
Cash and cash equivalents:		
Cash and due from financial institutions	\$10,757	\$11,008
Interest-bearing deposits in banks	71,788	85,660
Total cash and cash equivalents	82,545	96,668
Certificates of deposit (“CDs”) held for investment (at cost which approximates fair value)	26,749	23,490
Mortgage-backed securities (“MBS”) and other investments - held to maturity, at amortized cost (estimated fair value \$3,639 and \$3,632)	2,892	3,339
MBS and other investments - available for sale	4,370	4,945
Federal Home Loan Bank of Seattle (“FHLB”) stock	5,502	5,655
Loans receivable	553,981	548,878
Loans held for sale	2,433	1,427
Less: Allowance for loan losses	(11,126)	(11,825)
Net loans receivable	545,288	538,480
Premises and equipment, net	18,043	17,886
Other real estate owned (“OREO”) and other repossessed assets, net	15,314	13,302
Accrued interest receivable	2,015	2,183
Bank owned life insurance (“BOLI”)	16,956	16,524
Goodwill	5,650	5,650
Core deposit intangible (“CDI”)	151	249
Mortgage servicing rights (“MSRs”), net	2,333	2,011
Prepaid Federal Deposit Insurance Corporation (“FDIC”) insurance assessment	—	1,186
Other assets	4,967	5,386
Total assets	\$732,775	\$736,954
Liabilities and shareholders’ equity		
Liabilities:		
Deposits:		
Non-interest-bearing demand	\$83,043	\$75,296
Interest-bearing	513,021	522,630
Total deposits	596,064	597,926
FHLB advances	45,000	45,000
Repurchase agreements	—	855
Other liabilities and accrued expenses	2,477	2,854
Total liabilities	643,541	646,635
See notes to unaudited condensed consolidated financial statements		



TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
 CONDENSED CONSOLIDATED BALANCE SHEETS (continued)

June 30, 2013 and September 30, 2012

(Dollars in thousands, except per share amounts)

(Unaudited)

	June 30, 2013	September 30, 2012
Shareholders' equity		
Preferred stock, \$.01 par value; 1,000,000 shares authorized;		
12,065 shares, Series A, issued and outstanding - June 30, 2013	\$ 11,889	\$ 16,229
16,641 shares, Series A, issued and outstanding - September 30, 2012;		
redeemable at \$1,000 per share		
Common stock, \$.01 par value; 50,000,000 shares authorized;		
7,045,036 shares issued and outstanding	10,551	10,484
Unearned shares issued to Employee Stock Ownership Plan ("ESOP")	(1,521	) (1,719
Retained earnings	68,665	65,788
Accumulated other comprehensive loss	(350	) (463
Total shareholders' equity	89,234	90,319
Total liabilities and shareholders' equity	\$732,775	\$736,954
See notes to unaudited condensed consolidated financial statements		

TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

For the three and nine months ended June 30, 2013 and 2012

(Dollars in thousands, except per share amounts)

(Unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2013	2012	2013	2012
Interest and dividend income				
Loans receivable	\$7,422	\$7,842	\$22,231	\$23,254
MBS and other investments	69	89	216	323
Dividends from mutual funds	5	6	22	26
Interest-bearing deposits in banks	79	82	247	252
Total interest and dividend income	7,575	8,019	22,716	23,855
Interest expense				
Deposits	609	925	1,987	3,128
FHLB advances	467	466	1,399	1,525
Total interest expense	1,076	1,391	3,386	4,653
Net interest income	6,499	6,628	19,330	19,202
Provision for loan losses	1,385	900	2,760	2,600
Net interest income after provision for loan losses	5,114	5,728	16,570	16,602
Non-interest income				
Other than temporary impairment (“OTTI”) on MBS and other investments	(1	) (60	) (9	) (182
Adjustment for portion recorded as (transferred from) other comprehensive income (loss) before taxes	(2	) 23	(30	) (8
Net OTTI on MBS and other investments	(3	) (37	) (39	) (190
Gain on sales of MBS and other investments	—	2	—	22
Service charges on deposits	882	955	2,657	2,815
ATM and debit card interchange transaction fees	526	564	1,562	1,621
BOLI net earnings	144	146	431	457
Gain on sales of loans, net	579	567	2,054	1,722
Escrow fees	55	30	135	79
Valuation recovery (allowance) on MSRs	—	(82	) 475	144
Fee income from non-deposit investment sales	19	20	92	58
Other	170	176	498	550
Total non-interest income, net	2,372	2,341	7,865	7,278

See notes to unaudited condensed consolidated financial statements





TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME (continued)

For the three and nine months ended June 30, 2013 and 2012

(Dollars in thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended		
	June 30,		June 30,		
	2013	2012	2013	2012	
Non-interest expense					
Salaries and employee benefits	\$3,176	\$3,006	\$9,376	\$8,989	
Premises and equipment	739	647	2,154	1,979	
Advertising	184	173	533	553	
OREO and other repossessed assets, net	313	363	1,107	1,299	
ATM	219	206	636	598	
Postage and courier	107	124	342	381	
Amortization of CDI	33	37	98	111	
State and local taxes	170	159	466	460	
Professional fees	202	217	636	628	
FDIC insurance	157	237	526	703	
Other insurance	39	51	133	161	
Loan administration and foreclosure	91	82	278	615	
Data processing and telecommunications	319	303	911	918	
Deposit operations	157	177	450	593	
Other	331	315	1,152	903	
Total non-interest expense	6,237	6,097	18,798	18,891	
Income before federal and state income taxes	1,249	1,972	5,637	4,989	
Provision for federal and state income taxes	373	624	1,774	1,551	
Net income	876	1,348	3,863	3,438	
Preferred stock dividends	(151	) (208	) (559	) (624	)
Preferred stock discount accretion	(47	) (61	) (236	) (179	)
Repurchase of preferred stock at a discount	—	—	255	—	
Net income to common shareholders	\$678	\$1,079	\$3,323	\$2,635	
Net income per common share					
Basic	\$0.10	\$0.16	\$0.49	\$0.39	
Diluted	\$0.10	\$0.16	\$0.48	\$0.39	
Weighted average common shares outstanding					
Basic	6,818,752	6,780,516	6,816,772	6,780,516	
Diluted	6,902,497	6,780,516	6,870,751	6,780,516	
Dividends paid per common share	\$0.03	\$—	\$0.06	\$—	

See notes to unaudited condensed consolidated financial statements



TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the three and nine months ended June 30, 2013 and 2012

(In thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Comprehensive income:				
Net income	\$876	\$1,348	\$3,863	\$3,438
Unrealized holding gain (loss) on securities available for sale, net of tax	82	39	55	(17 )
Change in OTTI on securities held to maturity, net of tax:				
Additions to OTTI	—	—	—	(27 )
Additional amount recognized (recovered) related to credit loss for which OTTI was previously recognized	(1 )	5	17	1
Amount reclassified to credit loss for previously recorded market loss	—	10	3	21
Accretion of OTTI securities held to maturity, net of tax	15	11	38	37
Total comprehensive income	\$972	\$1,413	\$3,976	\$3,453

See notes to unaudited condensed consolidated financial statements

TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

For the nine months ended June 30, 2013 and the year ended September 30, 2012

(Dollars in thousands, except per share amounts)

(Unaudited)

	Number of Shares		Amount		Unearned Shares Issued to ESOP	Retained Earnings	Accumulated Other Compre- hensive Loss	Total
	Preferred Stock	Common Stock	Preferred Stock	Common Stock				
Balance, September 30, 2011	16,641	7,045,036	\$15,989	\$10,457	\$(1,983 )	\$62,270	\$(528 )	\$86,205
Net income	—	—	—	—	—	4,590	—	4,590
Accretion of preferred stock discount	—	—	240	—	—	(240 )	—	—
5% preferred stock dividend	—	—	—	—	—	(832 )	—	(832 )
Earned ESOP shares MRDP (1)	—	—	—	(65 )	264	—	—	199
compensation expense	—	—	—	77	—	—	—	77
Stock option compensation expense	—	—	—	15	—	—	—	15
Unrealized holding gain on securities available for sale, net of tax	—	—	—	—	—	—	14	14
Change in OTTI on securities held to maturity, net of tax	—	—	—	—	—	—	5	5
Accretion of OTTI on securities held to maturity, net of tax	—	—	—	—	—	—	46	46
Balance, September 30, 2012	16,641	7,045,036	16,229	10,484	(1,719 )	65,788	(463 )	90,319
Net income	—	—	—	—	—	3,863	—	3,863
Accretion of preferred stock discount	—	—	236	—	—	(236 )	—	—
Redemption of preferred stock	(4,576 )	—	(4,576 )	—	—	255	—	(4,321 )
5% preferred stock dividends	—	—	—	—	—	(583 )	—	(583 )
Common stock dividends (\$0.06 per common share)	—	—	—	—	—	(422 )	—	(422 )

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Earned ESOP shares	—	—	—	(2	)	198	—	—	196
MRDP compensation expense	—	—	—	32	—	—	—	—	32
Stock option compensation expense	—	—	—	37	—	—	—	—	37
Unrealized holding gain on securities available for sale, net of tax	—	—	—	—	—	—	—	55	55
Change in OTTI on securities held to maturity, net of tax	—	—	—	—	—	—	—	20	20
Accretion of OTTI on securities held to maturity, net of tax	—	—	—	—	—	—	—	38	38
Balance, June 30, 2013	12,065	7,045,036	\$11,889	\$10,551	\$(1,521	)	\$68,665	\$(350	) \$89,234

(1) 1998 Management Recognition and Development Plan (“MRDP”).

See notes to unaudited condensed consolidated financial statements

TIMBERLAND BANCORP, INC. AND SUBSIDIARY  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the nine months ended June 30, 2013 and 2012

(Dollars in thousands)

(Unaudited)

	Nine Months Ended	
	June 30,	
	2013	2012
Cash flows from operating activities		
Net income	\$3,863	\$3,438
Adjustments to reconcile net income to net cash provided by operating activities:		