

FIRST BUSINESS FINANCIAL SERVICES, INC.

Form 10-Q

October 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2016

OR

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

Commission file number 001-34095

FIRST BUSINESS FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin

39-1576570

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

401 Charmany Drive, Madison, WI 53719

(Address of Principal Executive Offices) (Zip Code)

(608) 238-8008

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 website, 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

(Do not check if a smaller reporting company)

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

The number of shares outstanding of the registrant's sole class of common stock, par value \$0.01 per share, on October 27, 2016 was 8,706,740 shares.

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PART I. Financial Information

Item 1. Financial Statements

First Business Financial Services, Inc.

Consolidated Balance Sheets

	September 30, 2016	December 31, 2015
	(unaudited)	
	(In Thousands, Except Share Data)	
Assets		
Cash and due from banks	\$ 16,694	\$ 14,640
Short-term investments	52,070	98,924
Cash and cash equivalents	68,764	113,564
Securities available-for-sale, at fair value	154,480	140,548
Securities held-to-maturity, at amortized cost	35,109	37,282
Loans held for sale	2,627	2,702
Loans and leases receivable, net of allowance for loan and lease losses of \$20,067 and \$16,316, respectively	1,438,230	1,414,649
Premises and equipment, net	3,898	3,954
Foreclosed properties	1,527	1,677
Bank-owned life insurance	29,028	28,298
Federal Home Loan Bank and Federal Reserve Bank stock, at cost	2,165	2,843
Goodwill and other intangible assets	12,762	12,493
Accrued interest receivable and other assets	23,848	24,071
Total assets	\$ 1,772,438	\$ 1,782,081
Liabilities and Stockholders' Equity		
Deposits	\$ 1,566,199	\$ 1,577,231
Federal Home Loan Bank and other borrowings	29,946	34,740
Junior subordinated notes	10,001	9,990
Accrued interest payable and other liabilities	6,361	9,288
Total liabilities	1,612,507	1,631,249
Stockholders' equity:		
Preferred stock, \$0.01 par value, 2,500,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value, 25,000,000 shares authorized, 8,960,083 and 8,922,375 shares issued, 8,717,299 and 8,699,410 shares outstanding, at September 30, 2016 and December 31, 2015, respectively	90	89
Additional paid-in capital	77,544	76,549
Retained earnings	88,255	80,584
Accumulated other comprehensive income (loss)	806	(80)
Treasury stock, 242,784 and 222,965 shares at September 30, 2016 and December 31, 2015, respectively, at cost	(6,764)	(6,310)
Total stockholders' equity	159,931	150,832
Total liabilities and stockholders' equity	\$ 1,772,438	\$ 1,782,081

See accompanying Notes to Unaudited Consolidated Financial Statements.

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Consolidated Statements of Income (Unaudited)

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
	2016	2015	2016	2015
(In Thousands, Except Per Share Data)				
Interest income:				
Loans and leases	\$18,016	\$17,323	\$55,161	\$51,328
Securities income	698	722	2,102	2,246
Short-term investments	184	90	533	297
Total interest income	18,898	18,135	57,796	53,871
Interest expense:				
Deposits	2,870	2,785	8,961	7,947
Notes payable and other borrowings	453	460	1,425	1,364
Junior subordinated notes	280	280	835	832
Total interest expense	3,603	3,525	11,221	10,143
Net interest income	15,295	14,610	46,575	43,728
Provision for loan and lease losses	3,537	287	6,824	1,491
Net interest income after provision for loan and lease losses	11,758	14,323	39,751	42,237
Non-interest income:				
Trust and investment services fee income	1,364	1,251	3,981	3,737
Gain on sale of Small Business Administration loans	347	927	3,854	2,274
Gain on sale of residential mortgage loans	198	244	540	614
Service charges on deposits	772	705	2,247	2,094
Loan fees	506	486	1,791	1,487
Increase in cash surrender value of bank-owned life insurance	244	243	730	715
Other non-interest income	209	246	914	1,155
Total non-interest income	3,640	4,102	14,057	12,076
Non-interest expense:				
Compensation	7,637	7,320	24,454	21,598
Occupancy	530	486	1,538	1,472
Professional fees	1,065	1,268	2,888	3,772
Data processing	623	587	1,971	1,772
Marketing	528	693	1,710	2,036
Equipment	292	308	913	914
FDIC insurance	444	260	989	693
Collateral liquidation costs	89	22	204	402
Net (gain) loss on foreclosed properties	—	(163)	93	(178)
Impairment of tax credit investments	3,314	—	3,520	—
Other non-interest expense	1,231	1,203	3,630	3,209
Total non-interest expense	15,753	11,984	41,910	35,690
(Loss) income before income tax expense	(355)	6,441	11,898	18,623
Income tax (benefit) expense	(2,895)	2,060	1,095	6,192
Net income	\$2,540	\$4,381	\$10,803	\$12,431
Earnings per common share:				
Basic	\$0.29	\$0.50	\$1.24	\$1.43
Diluted	\$0.29	\$0.50	\$1.24	\$1.43
Dividends declared per share	\$0.12	\$0.11	\$0.36	\$0.33

See accompanying Notes to Unaudited Consolidated Financial Statements.

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Consolidated Statements of Comprehensive Income (Unaudited)

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
	2016	2015	2016	2015
	(In Thousands)			
Net income	\$2,540	\$4,381	\$10,803	\$12,431
Other comprehensive income, before tax				
Securities available-for-sale:				
Net unrealized securities gains arising during the period	81	443	1,317	298
Securities held-to-maturity:				
Amortization of net unrealized losses transferred from available-for-sale	41	54	124	181
Income tax expense	(47)	(192)	(555)	(185)
Total other comprehensive income	\$75	\$305	\$886	\$294
Comprehensive income	\$2,615	\$4,686	\$11,689	\$12,725

See accompanying Notes to Unaudited Consolidated Financial Statements.

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First Business Financial Services, Inc.

Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

	Common shares outstanding	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Treasury stock	Total
(In Thousands, Except Share Data)							
Balance at December 31, 2014	8,671,854	\$ 45	\$ 74,963	\$ 67,886	\$ 218	\$(5,364)	\$ 137,748
Net income	—	—	—	12,431	—	—	12,431
Other comprehensive income	—	—	—	—	294	—	294
Common stock dividends	—	44	(44)	—	—	—	—
Exercise of stock options	24,000	—	300	—	—	—	300
Share-based compensation - restricted shares	43,602	—	717	—	—	—	717
Share-based compensation - tax benefits	—	—	253	—	—	—	253
Cash dividends (\$0.33 per share)	—	—	—	(2,859)	—	—	(2,859)
Treasury stock purchased	(40,681)	—	—	—	—	(917)	(917)
Balance at September 30, 2015	8,698,775	\$ 89	\$ 76,189	\$ 77,458	\$ 512	\$(6,281)	\$ 147,967

	Common shares outstanding	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Treasury stock	Total
(In Thousands, Except Share Data)							
Balance at December 31, 2015	8,699,410	\$ 89	\$ 76,549	\$ 80,584	\$ (80)	\$(6,310)	\$ 150,832
Net income	—	—	—	10,803	—	—	10,803
Other comprehensive income	—	—	—	—	886	—	886
Share-based compensation - restricted shares	37,708	1	857	—	—	—	858
Share-based compensation - tax benefits	—	—	138	—	—	—	138
Cash dividends (\$0.36 per share)	—	—	—	(3,132)	—	—	(3,132)
Treasury stock purchased	(19,819)	—	—	—	—	(454)	(454)
Balance at September 30, 2016	8,717,299	\$ 90	\$ 77,544	\$ 88,255	\$ 806	\$(6,764)	\$ 159,931

See accompanying Notes to Unaudited Consolidated Financial Statements.

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First Business Financial Services, Inc.

Consolidated Statements of Cash Flows (Unaudited)

	For the Nine Months Ended September 30,	
	2016	2015
	(In Thousands)	
Operating activities		
Net income	\$10,803	\$12,431
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income taxes, net	(9	) 319
Impairment of tax credit investments	3,520	—
Provision for loan and lease losses	6,824	1,491
Depreciation, amortization and accretion, net	1,403	(379)
Share-based compensation	858	717
Increase in cash surrender value of bank-owned life insurance	(730)	(715)
Origination of loans for sale	(54,794)	(52,295)
Sale of loans originated for sale	59,263	53,612
Gain on sale of loans originated for sale	(4,394)	(2,887)
Net loss (gain) on foreclosed properties, including impairment valuation	93	(178)
Excess tax benefit from share-based compensation	(138)	(253)
Increase in accrued interest receivable and other assets	(3,106)	(529)
(Decrease) increase in accrued interest payable and other liabilities	(2,789)	1,342
Net cash provided by operating activities	16,804	12,676
Investing activities		
Proceeds from maturities, redemptions and paydowns of available-for-sale securities	32,555	32,930
Proceeds from maturities, redemptions and paydowns of held-to-maturity securities	2,906	3,253
Proceeds from sale of available-for-sale securities	2,183	—
Purchases of available-for-sale and held-to-maturity securities	(48,943)	(32,614)
Proceeds from sale of foreclosed properties	57	528
Net increase in loans and leases	(29,962)	(96,898)
Investment in limited partnerships	(2,238)	(578)
Distributions from limited partnerships	791	332
Investment in Federal Home Loan Bank and Federal Reserve Bank Stock	(388)	(1,349)
Proceeds from sale of Federal Home Loan Bank Stock	1,066	846
Purchases of leasehold improvements and equipment, net	(519)	(498)
Net cash used in investing activities	(42,492)	(94,048)
Financing activities		
Net (decrease) increase in deposits	(10,924)	101,529
Repayment of Federal Home Loan Bank advances	(3,500)	—
Net (decrease) increase in short-term borrowed funds	(1,240)	2,500
Excess tax benefit from share-based compensation	138	253
Cash dividends paid	(3,132)	(2,859)
Exercise of stock options	—	300
Purchase of treasury stock	(454)	(917)
Net cash (used in) provided by financing activities	(19,112)	100,806
Net (decrease) increase in cash and cash equivalents	(44,800)	19,434
Cash and cash equivalents at the beginning of the period	113,564	103,237
Cash and cash equivalents at the end of the period	\$68,764	\$122,671

Supplementary cash flow information

Cash paid during the period for:

Interest paid on deposits and borrowings	\$11,058	\$9,817
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Income taxes paid	5,122	3,793
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Non-cash investing and financing activities:

Transfer of loans from held-to-maturity to held-for-sale	11,504	2,401
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See accompanying Notes to Unaudited Consolidated Financial Statements.

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Notes to Unaudited Consolidated Financial Statements

Note 1 — Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations. The accounting and reporting practices of First Business Financial Services, Inc. (the “Corporation”), its wholly owned subsidiaries, First Business Bank (“FBB”), First Business Bank – Milwaukee (“FBB – Milwaukee”) and Alterra Bank (“Alterra”), have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). FBB, FBB – Milwaukee and Alterra are sometimes referred to together as the “Banks.” FBB operates as a commercial banking institution in the Madison, Wisconsin market, consisting primarily of Dane County and the surrounding areas, with loan production offices in Northeast Wisconsin. FBB also offers trust and investment services through First Business Trust & Investments (“FBTI”), a division of FBB. FBB – Milwaukee operates as a commercial banking institution in the Milwaukee, Wisconsin market, consisting primarily of Waukesha County and the surrounding areas, with a loan production office in Kenosha, Wisconsin. Alterra operates as a commercial banking institution in the Kansas City market and the surrounding areas. The Banks provide a full range of financial services to businesses, business owners, executives, professionals and high net worth individuals. The Banks are subject to competition from other financial institutions and service providers and are also subject to state and federal regulations. FBB has the following wholly owned subsidiaries: First Business Capital Corp. (“FBCC”), First Madison Investment Corp. (“FMIC”), First Business Equipment Finance, LLC (“FBEF”), Rimrock Road Investment Fund, LLC (“Rimrock Road”), BOC Investment, LLC (“BOC”) and Mitchell Street Apartments Investments, LLC (“Mitchell Street”). FMIC is located in and was formed under the laws of the state of Nevada. FBB-Milwaukee has one subsidiary, FBB – Milwaukee Real Estate, LLC (“FBBMRE”).

Basis of Presentation. The accompanying unaudited Consolidated Financial Statements were prepared in accordance with GAAP and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements and should be read in conjunction with the Corporation’s Consolidated Financial Statements and footnotes thereto included in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2015. The unaudited Consolidated Financial Statements include the accounts of the Corporation and its wholly owned subsidiaries. In accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 810, the Corporation’s ownership interest in FBFS Statutory Trust II (“Trust II”) has not been consolidated into the financial statements. All significant intercompany balances and transactions have been eliminated in consolidation.

Management of the Corporation is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. Material estimates that could significantly change in the near-term include the value of lease residuals, property under operating leases, securities, income taxes, goodwill and the level of the allowance for loan and lease losses. The results of operations for the nine month period ended September 30, 2016 are not necessarily indicative of results that may be expected for any other interim period or the entire fiscal year ending December 31, 2016. Certain amounts in prior periods may have been reclassified to conform to the current presentation. Subsequent events have been evaluated through the date of the issuance of the unaudited Consolidated Financial Statements. No significant subsequent events have occurred through this date requiring adjustment to the financial statements or disclosures.

The Corporation has not changed its significant accounting and reporting policies from those disclosed in the Corporation’s Form 10-K for the year ended December 31, 2015 except as described further below in this Note 1.

Recent Accounting Pronouncements

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230). The ASU provides guidance on eight specific cash flow issues with the objective of reducing diversity in practice. The ASU is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The amendments in this update will be applied retrospectively to each prior period presented. The Corporation intends to adopt the accounting standard during the first quarter of 2018, as required, and is currently evaluating the impact on its results of operations, financial position and liquidity.

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Note 2 — Earnings Per Common Share

Earnings per common share are computed using the two-class method. Basic earnings per common share are computed by dividing net income allocated to common shares by the weighted average number of shares outstanding during the applicable period, excluding outstanding participating securities. Participating securities include unvested restricted shares. Unvested restricted shares are considered participating securities because holders of these securities receive non-forfeitable dividends, or dividend equivalents, at the same rate as holders of the Corporation's common stock. Diluted earnings per share are computed by dividing net income allocated to common shares, adjusted for reallocation of undistributed earnings of unvested restricted shares, by the weighted average number of shares determined for the basic earnings per common share computation plus the dilutive effect of common stock equivalents using the treasury stock method.

There were no anti-dilutive employee share-based awards for the three and nine month periods ended September 30, 2016 and 2015.

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
	2016	2015	2016	2015
	(Dollars in Thousands, Except Per Share Data)			
Basic earnings per common share				
Net income	\$2,540	\$ 4,381	\$ 10,803	\$ 12,431
Less: earnings allocated to participating securities	38	68	165	206
Basic earnings allocated to common shareholders	\$2,502	\$ 4,313	\$ 10,638	\$ 12,225
Weighted-average common shares outstanding, excluding participating securities	8,582,836	8,546,563	8,569,613	8,538,219
Basic earnings per common share	\$0.29	\$ 0.50	\$ 1.24	\$ 1.43
Diluted earnings per common share				
Earnings allocated to common shareholders, diluted	\$2,502	\$ 4,313	\$ 10,638	\$ 12,225
Weighted-average common shares outstanding, excluding participating securities	8,582,836	8,546,563	8,569,613	8,538,219
Dilutive effect of share-based awards	—	—	—	1,486
Weighted-average diluted common shares outstanding, excluding participating securities	8,582,836	8,546,563	8,569,613	8,539,705
Diluted earnings per common share	\$0.29	\$ 0.50	\$ 1.24	\$ 1.43

Note 3 — Share-Based Compensation

The Corporation adopted the 2012 Equity Incentive Plan (the "Plan") during the quarter ended June 30, 2012. The Plan is administered by the Compensation Committee of the Board of Directors of the Corporation and provides for the grant of equity ownership opportunities through incentive stock options and nonqualified stock options (together, "Stock Options"), restricted stock, restricted stock units, dividend equivalent units and any other type of award permitted by the Plan. As of September 30, 2016, 273,737 shares were available for future grants under the Plan. Shares covered by awards that expire, terminate or lapse will again be available for the grant of awards under the Plan. The Corporation may issue new shares and shares from its treasury stock for shares delivered under the Plan.

Restricted Stock

Under the Plan, the Corporation may grant restricted stock to plan participants, subject to forfeiture upon the occurrence of certain events until the dates specified in the participant's award agreement. While restricted stock is subject to forfeiture, with the exception of restricted stock units, which do not have voting rights and are provided dividend equivalents, restricted stock participants may exercise full voting rights and will receive all dividends and other distributions paid with respect to the

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restricted shares. The restricted stock granted under the Plan is typically subject to a vesting period. Compensation expense is recognized over the requisite service period of generally four years for the entire award on a straight-line basis. Upon vesting of restricted share awards, the benefit of tax deductions in excess of recognized compensation expense is recognized as a financing cash flow activity.

Restricted stock activity for the year ended December 31, 2015 and the nine months ended September 30, 2016 was as follows:

	Number of Restricted Shares/Units	Weighted Average Grant-Date Fair Value
Nonvested balance as of December 31, 2014	154,998	\$ 16.97
Granted	53,790	22.52
Vested	(64,874)	15.23
Forfeited	(8,443)	15.03
Nonvested balance as of December 31, 2015	135,471	20.13
Granted	50,700	22.98
Vested	(53,000)	18.73
Forfeited	(12,992)	18.96
Nonvested balance as of September 30, 2016	120,179	\$ 21.22

As of September 30, 2016, the Corporation had \$2.4 million of deferred unvested compensation expense, which the Corporation expects to recognize over a weighted-average period of approximately 2.80 years.

For the three and nine months ended September 30, 2016 and 2015, share-based compensation expense related to restricted stock included in the unaudited Consolidated Statements of Income was as follows:

	For the Three Months Ended September 30, 2016	For the Nine Months Ended September 30, 2015	For the Three Months Ended September 30, 2016	For the Nine Months Ended September 30, 2015
Share-based compensation expense	\$292	\$268	\$858	\$717

(In Thousands)

Note 4 — Securities

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

	As of September 30, 2016			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
Available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$6,298	\$ 39	\$ —	\$6,337
Municipal obligations	8,275	17	(15)	8,277
Asset-backed securities	1,169	—	(39)	1,130

(In Thousands)

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Collateralized mortgage obligations - government issued	30,588	701	(7)	31,282
Collateralized mortgage obligations - government-sponsored enterprises	106,489	1,057	(92)	107,454
	\$152,819	\$ 1,814	\$ (153)	\$154,480

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	As of December 31, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In Thousands)			
Available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$8,047	\$ 2	\$ (32)	) \$8,017
Municipal obligations	4,278	12	(7)	) 4,283
Asset-backed securities	1,327	—	(58)	) 1,269
Collateralized mortgage obligations - government issued	43,845	814	(116)	) 44,543
Collateralized mortgage obligations - government-sponsored enterprises	82,707	145	(416)	) 82,436
	\$140,204	\$ 973	\$ (629)	) \$140,548

The amortized cost and fair value of securities held-to-maturity and the corresponding amounts of gross unrecognized gains and losses were as follows:

	As of September 30, 2016			
	Amortized cost	Gross unrecognized gains	Gross unrecognized losses	Fair value
	(In Thousands)			
Held-to-maturity:				
U.S. Government agency obligations - government-sponsored enterprises	\$1,497	\$ 8	\$ —	) \$1,505
Municipal obligations	16,712	486	(1)	) 17,197
Collateralized mortgage obligations - government issued	9,803	183	—	) 9,986
Collateralized mortgage obligations - government-sponsored enterprises	7,097	179	—	) 7,276
	\$35,109	\$ 856	\$ (1)	) \$35,964

	As of December 31, 2015			
	Amortized cost	Gross unrecognized gains	Gross unrecognized losses	Fair value
	(In Thousands)			
Held-to-maturity:				
U.S. Government agency obligations - government-sponsored enterprises	\$1,495	\$ 1	\$ (11)	) \$1,485
Municipal obligations	16,038	332	(5)	) 16,365
Collateralized mortgage obligations - government issued	11,718	32	(41)	) 11,709
Collateralized mortgage obligations - government-sponsored enterprises	8,031	12	(44)	) 7,999
	\$37,282	\$ 377	\$ (101)	) \$37,558

U.S. Government agency obligations - government-sponsored enterprises represent securities issued by the Federal Home Loan Mortgage Corporation (“FHLMC”) and Federal National Mortgage Association (“FNMA”). Collateralized mortgage obligations - government issued represent securities guaranteed by the Government National Mortgage Association (“GNMA”). Collateralized mortgage obligations - government-sponsored enterprises include securities guaranteed by the FHLMC and the FNMA. Asset-backed securities represent securities issued by the Student Loan

Marketing Association (“SLMA”) which are 97% guaranteed by the U.S. Government. Municipal obligations include securities issued by various

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municipalities located primarily within the State of Wisconsin and are primarily general obligation bonds that are tax-exempt in nature. For the nine months ended September 30, 2016, a gain of \$7,000 was recorded from the sale of three available-for-sale securities. No sales of available-for-sale securities occurred during the nine months ended September 30, 2015.

At September 30, 2016 and December 31, 2015, securities with a fair value of \$20.2 million and \$23.0 million, respectively, were pledged to secure interest rate swap contracts, outstanding Federal Home Loan Bank (“FHLB”) advances, if any, and additional FHLB availability.

The amortized cost and fair value of securities by contractual maturity at September 30, 2016 are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay certain obligations without call or prepayment penalties.

	As of September 30, 2016			
	Available-for-Sale		Held-to-Maturity	
	Amortized cost	Fair value	Amortized cost	Fair value
	(In Thousands)			
Due in one year or less	\$3,258	\$3,261	\$—	\$—
Due in one year through five years	13,965	14,053	5,953	6,035
Due in five through ten years	78,174	79,485	12,255	12,667
Due in over ten years	57,422	57,681	16,901	17,262
	\$152,819	\$154,480	\$35,109	\$35,964

The tables below show the Corporation’s gross unrealized losses and fair value of available-for-sale investments with unrealized losses, aggregated by investment category and length of time that individual investments were in a continuous loss position at September 30, 2016 and December 31, 2015. At September 30, 2016, the Corporation held 48 available-for-sale securities that were in an unrealized loss position. Such securities have not experienced credit rating downgrades; however, they have primarily declined in value due to the current interest rate environment. At September 30, 2016, the Corporation held eight available-for-sale securities that had been in a continuous unrealized loss position for twelve months or greater.

The Corporation also has not specifically identified available-for-sale securities in a loss position that it intends to sell in the near term and does not believe that it will be required to sell any such securities. The Corporation reviews its securities on a quarterly basis to monitor its exposure to other-than-temporary impairment. Consideration is given to such factors as the length of time and extent to which the security has been in an unrealized loss position, changes in security ratings and an evaluation of the present value of expected future cash flows, if necessary. Based on the Corporation’s evaluation, it is expected that the Corporation will recover the entire amortized cost basis of each security. Accordingly, no other than temporary impairment was recorded in the unaudited Consolidated Statements of Income for the nine months ended September 30, 2016 and 2015.

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A summary of unrealized loss information for securities available-for-sale, categorized by security type and length of time for which the security has been in a continuous unrealized loss position follows:

	As of September 30, 2016					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
	(In Thousands)					
Available-for-sale:						
U.S. Government agency obligations - government-sponsored enterprises	\$1,000	\$ —	\$—	\$ —	\$1,000	\$ —
Municipal obligations	4,516	13	409	2	4,925	15
Asset-backed securities	—	—	1,130	39	1,130	39
Collateralized mortgage obligations - government issued	525	—	1,493	7	2,018	7
Collateralized mortgage obligations - government-sponsored enterprises	20,374	84	1,992	8	22,366	92
	\$26,415	\$ 97	\$5,024	\$ 56	\$31,439	\$ 153
	As of December 31, 2015					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
	(In Thousands)					
Available-for-sale:						
U.S. Government agency obligations - government-sponsored enterprises	\$3,536	\$ 13	\$1,981	\$ 19	\$5,517	\$ 32
Municipal obligations	2,403	7	—	—	2,403	7
Asset-backed securities	1,269	\$ 58	—	—	1,269	58
Collateralized mortgage obligations - government issued	3,373	19	5,687	97	9,060	116
Collateralized mortgage obligations - government-sponsored enterprises	59,992	373	1,717	43	61,709	416
	\$70,573	\$ 470	\$9,385	\$ 159	\$79,958	\$ 629

The tables below show the Corporation's gross unrecognized losses and fair value of held-to-maturity investments, aggregated by investment category and length of time that individual investments were in a continuous loss position at September 30, 2016 and December 31, 2015. At September 30, 2016, the Corporation held one held-to-maturity security that was in an unrecognized loss position. Such security has not experienced credit rating downgrades; however, it has primarily declined in value due to the current interest rate environment. There were no held-to-maturity securities that were in a continuous unrecognized loss position for twelve months or greater as of September 30, 2016. It is expected that the Corporation will recover the entire amortized cost basis of each held-to-maturity security based upon an evaluation of the present value of the expected future cash flows. Accordingly, no other-than-temporary impairment was recorded in the Consolidated Statements of Income for the nine months ended September 30, 2016 and 2015.

A summary of unrecognized loss information for securities held-to-maturity, categorized by security type follows:

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As of September 30, 2016

	Less than 12 months		12 months or longer		Total	
	Fair value	Unrecognized losses	Fair value	Unrecognized losses	Fair value	Unrecognized losses

(In Thousands)

Held-to-maturity:

Municipal obligations	263	(1)	—	—	263	(1)
	\$263	\$ (1)	\$ —	\$ —	—\$263	\$ (1)

As of December 31, 2015

	Less than 12 months		12 months or longer		Total	
	Fair value	Unrecognized losses	Fair value	Unrecognized losses	Fair value	Unrecognized losses

(In Thousands)

Held-to-maturity:

U.S. Government agency obligations - government-sponsored enterprises	\$—	\$ —	\$1,000	\$ 11	\$1,000	\$ 11
Municipal obligations	436	4	199	1	635	5
Collateralized mortgage obligations - government issued	6,518	41	—	—	6,518	41
Collateralized mortgage obligations - government-sponsored enterprises	5,168	44	—	—	5,168	44
	\$12,122	\$ 89	\$1,199	\$ 12	\$13,321	\$ 101

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Note 5 — Loan and Lease Receivables, Impaired Loans and Leases and Allowance for Loan and Lease Losses

Loan and lease receivables consist of the following:

	September 30, 2016	December 31, 2015
	(In Thousands)	
Commercial real estate		
Commercial real estate — owner occupied	\$ 169,170	\$ 176,322
Commercial real estate — non-owner occupied	483,540	436,901
Land development	60,348	59,779
Construction	110,426	100,625
Multi-family	73,081	80,254
1-4 family	46,341	50,304
Total commercial real estate	942,906	904,185
Commercial and industrial	464,920	472,193
Direct financing leases, net	29,638	31,093
Consumer and other		
Home equity and second mortgages	5,390	8,237
Other	16,610	16,319
Total consumer and other	22,000	24,556
Total gross loans and leases receivable	1,459,464	1,432,027
Less:		
Allowance for loan and lease losses	20,067	16,316
Deferred loan fees	1,167	1,062
Loans and leases receivable, net	\$ 1,438,230	\$ 1,414,649

Loans transferred to third parties consist of the guaranteed portion of Small Business Administration (“SBA”) loans which the Corporation sold in the secondary market, as well as participation interests in other originated loans. The total principal amount of the guaranteed portion of SBA loans sold during the three months ended September 30, 2016 and 2015 was \$3.3 million and \$9.1 million, respectively. For the nine months ended September 30, 2016 and 2015, \$34.3 million and \$19.2 million of the guaranteed portion of SBA loans were sold to third parties, respectively. Each of the transfers of these financial assets met the qualifications for sale accounting, and therefore all of the loans transferred during the nine months ended September 30, 2016 and 2015 have been derecognized in the unaudited Consolidated Financial Statements. The Corporation has a continuing involvement in each of the transferred lending arrangements by way of relationship management, servicing the loans, as well as being subject to normal and customary requirements of the SBA loan program; however, there are no further obligations to the third-party participant required of the Corporation, other than standard representations and warranties related to sold amounts, that would preclude the application of sale accounting treatment. The guaranteed portion of SBA loans were transferred at their fair value and the related gain was recognized upon the transfer as non-interest income in the unaudited Consolidated Financial Statements. The total outstanding balance of sold SBA loans at September 30, 2016 and December 31, 2015 was \$96.9 million and \$73.4 million, respectively.

In the event of a loss resulting from default and the SBA determines there is a deficiency in the manner in which the loan was originated, funded or serviced by the Corporation, the SBA may require the Corporation to repurchase the loan, deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of the principal loss related to the deficiency from the Corporation. The Corporation must comply with applicable SBA regulations in order to maintain the guaranty. In addition, the Corporation retains the option to repurchase the sold guaranteed portion of an SBA loan if the loan defaults.

Management has assessed estimated losses inherent in the outstanding guaranteed portion of SBA loans sold in accordance with ASC 450, Contingencies, and determined a reserve based on the probability of future losses for these loans to be \$375,000 at September 30, 2016, which is reported in other liabilities on the Corporation's Consolidated Balance Sheets. No recourse reserve was recorded as of December 31, 2015. To date, the Corporation has not experienced significant historical losses related to the guaranteed portion of SBA loans.

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As of September 30, 2016 and December 31, 2015, the total amount of the Corporation's partial ownership of sold SBA loans on the Corporation's Consolidated Balance Sheets was \$30.0 million and \$24.6 million, respectively. As of September 30, 2016, \$2.3 million of loans in this portfolio were considered impaired as compared to \$1.8 million as of December 31, 2015.

The total principal amount of transferred participation interests in other originated loans during the three months ended September 30, 2016 and 2015 was \$16.7 million and \$18.3 million, respectively. For the nine months ended September 30, 2016 and 2015, \$32.1 million and \$54.8 million of these participation interests were transferred to third parties, respectively, all of which were treated as sales and derecognized under the applicable accounting guidance at the time of transfer. No gain or loss was recognized on participation interests in other originated loans as they were transferred at or near the date of loan origination and the payments received for servicing the portion of the loans participated represents adequate compensation. The total outstanding balance of transferred loans at September 30, 2016 and December 31, 2015 was \$109.1 million and \$95.8 million, respectively. As of September 30, 2016 and December 31, 2015, the total amount of the Corporation's partial ownership of these transferred loans on the Corporation's Consolidated Balance Sheets was \$109.3 million and \$112.2 million, respectively. No loans in this participation portfolio were considered impaired as of September 30, 2016 and December 31, 2015. The Corporation does not share in the participant's portion of any potential charge-offs. The total amount of loan participations purchased on the Corporation's Consolidated Balance Sheets as of September 30, 2016 and December 31, 2015 was \$454,000 and \$467,000, respectively.

According to ASC 310-30, Accounting for Certain Loans or Debt Securities Acquired in a Transfer, purchased credit-impaired loans exhibit evidence of deterioration in credit quality since origination for which it is probable at acquisition that the Corporation will be unable to collect all contractually required payments. Purchased credit-impaired loans are initially recorded at fair value, which is estimated by discounting the cash flows expected to be collected at the acquisition date. Because the estimate of expected cash flows reflects an estimate of future credit losses expected to be incurred over the life of the loans, an allowance for credit losses is not recorded at the acquisition date. The excess of cash flows expected at acquisition over the estimated fair value, referred to as the accretable yield, is recognized in interest income over the remaining life of the loan on a level-yield basis, contingent on the subsequent evaluation of future expected cash flows. The difference between the contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. A subsequent decrease in the estimate of cash flows expected to be received on purchased credit-impaired loans generally results in the recognition of an allowance for loan and lease losses. Subsequent increases in cash flows result in reversal of any nonaccretable difference (or allowance for loan and lease losses to the extent any has been recorded) with a positive impact on interest income recognized. The measurement of cash flows involves assumptions and judgments for interest rates, prepayments, default rates, loss severity and collateral values. All of these factors are inherently subjective and significant changes in the cash flow estimates over the life of the loan can result.

The following table reflects the contractually required payments receivable and fair value of the Corporation's purchased credit-impaired loans as of September 30, 2016 and December 31, 2015:

	September 30, 2016	December 31, 2015
	(In Thousands)	
Contractually required payments	\$3,806	\$ 5,291
Fair value of purchased credit-impaired loans	1,937	3,250

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The following table presents a rollforward of the Corporation's accretable yield as of September 30, 2016 and December 31, 2015:

	As of and for the Nine Months Ended September 30, 2016	As of and for Year Ended December 31, 2015
	(In Thousands)	
Accretable yield, beginning of period	\$414	\$ 676
Accretion recognized in earnings	(100)	(50)
Reclassification to nonaccretable difference for loans with changing cash flows ⁽¹⁾	(216)	(60)
Changes in accretable yield for non-credit related changes in expected cash flows ⁽²⁾	73	(152)
Accretable yield, end of period	\$171	\$ 414

(1) Represents changes in accretable yield for those loans that are driven primarily by credit performance.

(2) Represents changes in accretable yield for those loans that are driven primarily by changes in actual and estimated payments.

The following information illustrates ending balances of the Corporation's loan and lease portfolio, including impaired loans by class of receivable, and considering certain credit quality indicators as of September 30, 2016 and December 31, 2015:

As of September 30, 2016	Category				
	I	II	III	IV	Total
	(Dollars in Thousands)				
Commercial real estate:					
Commercial real estate — owner occupied	\$ 139,894	\$ 13,205	\$ 11,468	\$ 4,603	\$ 169,170
Commercial real estate — non-owner occupied	460,093	19,035	2,505	1,907	483,540
Land development	54,194	833	1,647	3,674	60,348
Construction	99,947	5,470	2,056	2,953	110,426
Multi-family	72,856	225	—	—	73,081
1-4 family	39,605	2,632	1,339	2,765	46,341
Total commercial real estate	866,589	41,400	19,015	15,902	942,906
Commercial and industrial	370,580	40,619	43,752	9,969	464,920
Direct financing leases, net	28,733	591	314	—	29,638
Consumer and other:					
Home equity and second mortgages	4,637	557	14	182	5,390
Other	16,132	82	5	391	16,610
Total consumer and other	20,769	639	19	573	22,000
Total gross loans and leases receivable	\$1,286,671	\$83,249	\$63,100	\$26,444	\$1,459,464
Category as a % of total portfolio	88.17	% 5.70	% 4.32	% 1.81	% 100.00

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As of December 31, 2015	Category				Total
	I	II	III	IV	
	(Dollars in Thousands)				
Commercial real estate:					
Commercial real estate — owner occupied	\$156,379	\$7,654	\$9,311	\$2,978	\$176,322
Commercial real estate — non-owner occupied	410,517	20,662	3,408	2,314	436,901
Land development	52,817	2,241	309	4,412	59,779
Construction	98,693	851	564	517	100,625
Multi-family	79,368	884	—	2	80,254
1-4 family	41,086	3,985	1,865	3,368	50,304
Total commercial real estate	838,860	36,277	15,457	13,591	904,185
Commercial and industrial	430,199	7,139	25,706	9,149	472,193
Direct financing leases, net	29,514	1,013	528	38	31,093
Consumer and other:					
Home equity and second mortgages	7,497	—	141	599	8,237
Other	15,616	48	—	655	16,319
Total consumer and other	23,113	48	141	1,254	24,556
Total gross loans and leases receivable	\$1,321,686	\$44,477	\$41,832	\$24,032	\$1,432,027
Category as a % of total portfolio	92.29	% 3.11	% 2.92	% 1.68	% 100.00

Credit underwriting through a committee process is a key component of the Corporation's operating philosophy. Commercial lenders have relatively low individual lending authority limits, and thus a significant portion of the Corporation's new credit extensions require approval from a loan approval committee regardless of the type of loan or lease, asset quality grade of the credit, amount of the credit or the related complexities of each proposal.

Each credit is evaluated for proper risk rating upon origination, at the time of each subsequent renewal, upon receipt and evaluation of updated financial information from the Corporation's borrowers or as other circumstances dictate. The Corporation uses a nine grade risk rating system to monitor the ongoing credit quality of its loans and leases. The risk rating grades follow a consistent definition and are then applied to specific loan types based on the nature of the loan. Each risk rating is subjective and, depending on the size and nature of the credit, subject to various levels of review and concurrence on the stated risk rating. In addition to its nine grade risk rating system, the Corporation groups loans into four loan and related risk categories which determine the level and nature of review by management. Category I — Loans and leases in this category are performing in accordance with the terms of the contract and generally exhibit no immediate concerns regarding the security and viability of the underlying collateral, financial stability of the borrower, integrity or strength of the borrower's management team or the industry in which the borrower operates. Loans and leases in this category are not subject to additional monitoring procedures above and beyond what is required at the origination or renewal of the loan or lease. The Corporation monitors Category I loans and leases through payment performance, continued maintenance of its personal relationships with such borrowers and continued review of such borrowers' compliance with the terms of their respective agreements.

Category II — Loans and leases in this category are beginning to show signs of deterioration in one or more of the Corporation's core underwriting criteria such as financial stability, management strength, industry trends and collateral values. Management will place credits in this category to allow for proactive monitoring and resolution with the borrower to possibly mitigate the area of concern and prevent further deterioration or risk of loss to the Corporation. Category II loans are considered performing but are monitored frequently by the assigned business development officer and by subcommittees of the Banks' loan committees.

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Category III — Loans and leases in this category are identified by management as warranting special attention. However, the balance in this category is not intended to represent the amount of adversely classified assets held by the Banks. Category III loans and leases generally exhibit undesirable characteristics, such as evidence of adverse financial trends and conditions, managerial problems, deteriorating economic conditions within the related industry or evidence of adverse public filings and may exhibit collateral shortfall positions. Management continues to believe that it will collect all contractual principal and interest in accordance with the original terms of the contracts relating to the loans and leases in this category, and therefore Category III loans are considered performing with no specific reserves established for this category. Category III loans are monitored by management and loan committees of the Banks on a monthly basis and the Banks' Boards of Directors at each of their regularly scheduled meetings.

Category IV — Loans and leases in this category are considered to be impaired. Impaired loans and leases have been placed on non-accrual as management has determined that it is unlikely that the Banks will receive the contractual principal and interest in accordance with the contractual terms of the agreement. Impaired loans are individually evaluated to assess the need for the establishment of specific reserves or charge-offs. When analyzing the adequacy of collateral, the Corporation obtains external appraisals at least annually for impaired loans and leases. External appraisals are obtained from the Corporation's approved appraiser listing and are independently reviewed to monitor the quality of such appraisals. To the extent a collateral shortfall position is present, a specific reserve or charge-off will be recorded to reflect the magnitude of the impairment. Loans and leases in this category are monitored by management and loan committees of the Banks on a monthly basis and the Banks' Boards of Directors at each of their regularly scheduled meetings.

Utilizing regulatory classification terminology, the Corporation identified \$32.1 million and \$26.8 million of loans and leases as Substandard as of September 30, 2016 and December 31, 2015, respectively. No loans were considered Special Mention, Doubtful or Loss as of either September 30, 2016 or December 31, 2015. The population of Substandard loans is a subset of Category III and Category IV loans.

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The delinquency aging of the loan and lease portfolio by class of receivable as of September 30, 2016 and December 31, 2015 is as follows:

As of September 30, 2016	Greater		Total Past Due	Current	Total Loans and Leases
	30 Days Past Due	90 Days Past Due			
Accruing loans and leases					
Commercial real estate:					
Owner occupied	\$—	—\$	—\$	—\$164,632	\$164,632
Non-owner occupied					

(Dollars in Thousands)