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BANCORP RHODE ISLAND INC  
Form 10-Q  
August 08, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM 10-Q

Quarterly Report Under Section 13 of the Securities Exchange Act of 1934

For quarter ended: June 30, 2005

Commission File No. 001-16101

BANCORP RHODE ISLAND, INC.

-----  
(Exact Name of Registrant as Specified in Its Charter)

RHODE ISLAND

05-0509802

-----  
(State or Other Jurisdiction  
of Incorporation or Organization)

-----  
(IRS Employer  
Identification No.)

ONE TURKS HEAD PLACE, PROVIDENCE, RI 02903

-----  
(Address of Principal Executive Offices)

(401) 456-5000

-----  
(Issuer's Telephone Number, Including Area Code)

Not Applicable

-----  
(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 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 (X) No ( )

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes (X) No ( )

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of August 5, 2005:

Common Stock - Par Value \$0.01

4,653,702 shares

-----  
(class)

-----  
(outstanding)

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BANCORP RHODE ISLAND, INC.

FORM 10-Q

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BANCORP RHODE ISLAND, INC.  
Consolidated Balance Sheets  
(Unaudited)

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|  | June 30,<br>2005 | December 31,<br>2004 |
|--|------------------|----------------------|
|  | -----            | -----                |
|  | (In thousands)   |                      |
| <b>ASSETS:</b>   |                  |                      |
| Cash and due from banks  | \$ 29,523        | \$ 21,585            |
| Overnight investments  | 867              | 14,094               |
|  | -----            | -----                |
| Total cash and cash equivalents  | 30,390           | 35,679               |
| Investment securities available for sale (amortized cost of \$131,816 and \$103,953 at June 30, 2005 and December 31, 2004, respectively)      | 131,407          | 104,600              |
| Mortgage-backed securities available for sale (amortized cost of \$229,880 and \$159,581 at June 30, 2005 and December 31, 2004, respectively) | 229,523          | 159,946              |
| Stock in Federal Home Loan Bank of Boston  | 15,526           | 13,229               |
| Loans and leases receivable:   |                  |                      |
| Commercial loans and leases  | 433,267          | 402,770              |
| Residential mortgage loans   | 306,657          | 316,135              |
| Consumer and other loans   | 185,729          | 167,396              |
|  | -----            | -----                |
| Total loans and leases receivable  | 925,653          | 886,301              |
| Less allowance for loan and lease losses   | (11,394)         | (11,906)             |
|  | -----            | -----                |
| Net loans and leases receivable  | 914,259          | 874,395              |
| Premises and equipment, net  | 14,535           | 11,857               |
| Goodwill   | 11,234           | 10,766               |
| Accrued interest receivable  | 6,167            | 5,666                |
| Investment in bank-owned life insurance  | 18,473           | 18,132               |
| Prepaid expenses and other assets  | 6,459            | 4,799                |
|  | -----            | -----                |
| Total assets   | \$1,377,973      | \$1,239,069          |
|  | =====            | =====                |
| <b>LIABILITIES:</b>  |                  |                      |
| Deposits:  |                  |                      |
| Demand deposit accounts  | \$ 187,554       | \$ 167,682           |
| NOW accounts   | 94,826           | 108,159              |
| Money market accounts  | 16,038           | 16,489               |
| Savings accounts   | 332,450          | 339,836              |
| Certificate of deposit accounts  | 303,095          | 248,508              |
|  | -----            | -----                |
| Total deposits   | 933,963          | 880,674              |
| Overnight and short-term borrowings  | 16,594           | 18,050               |
| Wholesale repurchase agreements  | 10,000           | --                   |
| Federal Home Loan Bank of Boston borrowings  | 286,289          | 234,778              |
| Subordinated deferrable interest debentures  | 18,558           | 18,558               |
| Other liabilities  | 9,383            | 8,086                |
|  | -----            | -----                |
| Total liabilities  | 1,274,787        | 1,160,146            |
|  | -----            | -----                |
| <b>SHAREHOLDERS' EQUITY:</b>   |                  |                      |
| Preferred stock, par value \$0.01 per share, authorized 1,000,000 shares:  |                  |                      |
| Issued and outstanding: none   | --               | --                   |
| Common stock, par value \$0.01 per share, authorized 11,000,000 shares:  |                  |                      |
| Issued and outstanding 4,655,977 shares and 4,010,554 shares,  |                  |                      |

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|  |             |             |
|--|-------------|-------------|
| respectively                                       | 47          | 40          |
| Additional paid-in capital                         | 64,685      | 42,852      |
| Retained earnings                                  | 38,953      | 35,373      |
| Accumulated other comprehensive (loss) income, net | (499)       | 658         |
|  | -----       | -----       |
| Total shareholders' equity                         | 103,186     | 78,923      |
|  | -----       | -----       |
| Total liabilities and shareholders' equity         | \$1,377,973 | \$1,239,069 |
|  | =====       | =====       |

See accompanying notes to consolidated financial statements

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BANCORP RHODE ISLAND, INC.  
Consolidated Statements of Operations  
(Unaudited)

|  | Three Months Ended<br>June 30, |          |           |
|--|--------------------------------|----------|-----------|
|  | 2005                           | 2004     | 2003      |
|  | -----                          | -----    | -----     |
|  | (In thousands, except per s    |          |           |
| Interest and dividend income:                                    |                                |          |           |
| Commercial loans and leases                                      | \$ 6,806                       | \$ 5,670 | \$ 13,770 |
| Residential mortgage loans                                       | 4,026                          | 4,242    | 7,111     |
| Consumer and other loans   | 2,371                          | 1,552    | 4,242     |
| Mortgage-backed securities                                       | 2,294                          | 1,211    | 4,242     |
| Investment securities  | 1,373                          | 1,019    | 2,111     |
| Overnight investments  | 44                             | 42       | 111       |
| Federal Home Loan Bank of Boston stock dividends                 | 154                            | 61       | 111       |
|  | -----                          | -----    | -----     |
| Total interest and dividend income                               | 17,068                         | 13,797   | 32,708    |
|  | -----                          | -----    | -----     |
| Interest expense:  |                                |          |           |
| NOW accounts   | 154                            | 312      | 111       |
| Money market accounts  | 58                             | 50       | 111       |
| Savings accounts   | 1,072                          | 889      | 2,111     |
| Certificate of deposit accounts                                  | 2,077                          | 1,371    | 3,111     |
| Overnight and short-term borrowings                              | 133                            | 31       | 111       |
| Wholesale repurchase agreements                                  | 92                             | --       | 111       |
| Federal Home Loan Bank of Boston borrowings                      | 2,399                          | 1,772    | 4,111     |
| Subordinated deferrable interest debentures                      | 313                            | 261      | 111       |
|  | -----                          | -----    | -----     |
| Total interest expense   | 6,298                          | 4,686    | 11,708    |
|  | -----                          | -----    | -----     |
| Net interest income  | 10,770                         | 9,111    | 21,000    |
| Provision for loan and lease losses                              | 354                            | 200      | 111       |
|  | -----                          | -----    | -----     |
| Net interest income after provision for<br>loan and lease losses | 10,416                         | 8,911    | 20,889    |
|  | -----                          | -----    | -----     |
| Noninterest income:  |                                |          |           |
| Service charges on deposit accounts                              | 1,152                          | 1,206    | 2,111     |

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|  |           |           |       |
|--|-----------|-----------|-------|
| Commissions on nondeposit investment products    | 198       | 268       |       |
| Income from bank-owned life insurance            | 168       | 154       |       |
| Loan related fees                                | 156       | 96        |       |
| Commissions on loans originated for others       | 62        | 23        |       |
| Gain on sale of investment securities            | --        | 144       |       |
| Gain on sale of mortgage-backed securities       | 104       | --        |       |
| Other income                                     | 605       | 315       |       |
|  | -----     | -----     | ----- |
| Total noninterest income                         | 2,445     | 2,206     | 4     |
|  | -----     | -----     | ----- |
| Noninterest expense:                             |           |           |       |
| Salaries and employee benefits                   | 4,848     | 4,129     | 9     |
| Occupancy  | 771       | 652       | 1     |
| Equipment  | 410       | 402       |       |
| Data processing                                  | 745       | 722       | 1     |
| Marketing  | 469       | 420       |       |
| Professional services                            | 523       | 357       | 1     |
| Loan servicing                                   | 239       | 253       |       |
| Loan workout and other real estate owned expense | 23        | 48        |       |
| Other expenses                                   | 1,097     | 997       | 2     |
|  | -----     | -----     | ----- |
| Total noninterest expense                        | 9,125     | 7,980     | 17    |
|  | -----     | -----     | ----- |
| Income before income taxes                       | 3,736     | 3,137     | 7     |
| Income tax expense                               | 1,276     | 1,042     | 2     |
|  | -----     | -----     | ----- |
| Net income                                       | \$ 2,460  | \$ 2,095  | \$ 4  |
|  | =====     | =====     | ===== |
| Per share data:                                  |           |           |       |
| Basic earnings per common share                  | \$ 0.55   | \$ 0.53   | \$    |
| Diluted earnings per common share                | \$ 0.52   | \$ 0.50   | \$    |
| Average common shares outstanding - basic        | 4,508,165 | 3,966,526 | 4,258 |
| Average common shares outstanding - diluted      | 4,737,503 | 4,214,017 | 4,497 |

See accompanying notes to consolidated financial statements

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BANCORP RHODE ISLAND, INC.  
Consolidated Statements of Changes in Shareholders' Equity  
(Unaudited)

| Six months ended June 30,    | Common<br>Stock | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Compre-<br>hensive<br>Income<br>(Loss), Net |
|------------------------------|-----------------|----------------------------------|----------------------|---|
| -----                        | -----           | -----                            | -----                | -----   |
|                              |                 |                                  |                      |   |
|                              |                 |                                  | (In thousands)       |   |
| 2004                         |                 |                                  |                      |   |
| Balance at December 31, 2003 | \$39            | \$41,439                         | \$29,074             | \$ 1,555  |
| Net income                   | --              | --                               | 4,159                | --  |

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|   |      |          |          |           |
|---|------|----------|----------|-----------|
| Other comprehensive income, net of tax:   |      |          |          |           |
| Unrealized holding losses on securities available for sale, net of taxes of \$1,690 |      |          |          | (3,280)   |
| Reclassification adjustment, net of taxes of \$116                                  |      |          |          | (225)     |
| Comprehensive income  |      |          |          |           |
| Exercise of stock options   | --   | 294      | --       | --        |
| Exercise of stock warrants  | 1    | 699      | --       | --        |
| Common stock issued for incentive stock award, net                                  | --   | 18       | --       | --        |
| Dividends on common stock (\$ 0.28 per common share)                                | --   | --       | (1,113)  | --        |
|   | ---  | -----    | -----    | -----     |
| Balance at June 30, 2004  | \$40 | \$42,450 | \$32,120 | \$(1,950) |
|   | ===  | =====    | =====    | =====     |
| 2005  |      |          |          |           |
| Balance at December 31, 2004  | \$40 | \$42,852 | \$35,373 | \$ 658    |
| Net income  | --   | --       | 4,867    | --        |
| Other comprehensive income, net of tax:   |      |          |          |           |
| Unrealized holding losses on securities available for sale, net of taxes of \$590   |      |          |          | (1,095)   |
| Reclassification adjustment, net of taxes of \$34                                   |      |          |          | (62)      |
| Comprehensive loss  |      |          |          |           |
| Proceeds from stock offering  | 7    | 21,450   | --       | --        |
| Acquisition of Macrolease   | --   | 250      | --       | --        |
| Exercise of stock options   | --   | 116      | --       | --        |
| Common stock issued for incentive stock award, net                                  | --   | 17       | --       | --        |
| Dividends on common stock (\$ 0.30 per common share)                                | --   | --       | (1,287)  | --        |
|   | ---  | -----    | -----    | -----     |
| Balance at June 30, 2005  | \$47 | \$64,685 | \$38,953 | \$(499)   |
|   | ===  | =====    | =====    | =====     |

See accompanying notes to consolidated financial statements

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BANCORP RHODE ISLAND, INC.  
Consolidated Statements of Cash Flows  
(Unaudited)

Six Months Ended  
June 30,

-----  
2005                      2004  
-----

(In thousands)

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|  |           |           |
|--|-----------|-----------|
| Cash flows from operating activities:                                      |           |           |
| Net income   | \$ 4,867  | \$ 4,159  |
| Adjustments to reconcile net income to net cash from operating activities: |           |           |
| Depreciation and amortization  | 1,437     | 1,982     |
| Provision for loan and lease losses  | 654       | 500       |
| Gain on sale of investment securities                                      | --        | (341)     |
| Gain on sale of mortgage-backed securities                                 | (96)      | --        |
| Income from bank-owned life insurance                                      | (340)     | (319)     |
| Compensation expense from restricted stock grant                           | 17        | 18        |
| (Increase) decrease in:  |           |           |
| Accrued interest receivable  | (501)     | (40)      |
| Prepaid expenses and other assets  | (1,040)   | (551)     |
| Increase (decrease) in:  |           |           |
| Other liabilities  | 1,297     | (1,218)   |
| Other, net   | (180)     | 10        |
|  | -----     | -----     |
| Net cash provided by operating activities                                  | 6,115     | 4,200     |
|  | -----     | -----     |
| Cash flows from investing activities:                                      |           |           |
| Origination of:  |           |           |
| Residential mortgage loans   | (3,026)   | (5,039)   |
| Commercial loans and leases  | (43,900)  | (50,361)  |
| Consumer loans   | (39,061)  | (49,080)  |
| Purchase of:   |           |           |
| Investment securities available for sale                                   | (37,932)  | (43,993)  |
| Mortgage-backed securities available for sale                              | (100,334) | (74,545)  |
| Residential mortgage loans   | (22,230)  | (27,445)  |
| Federal Home Loan Bank of Boston stock                                     | (2,297)   | (1,591)   |
| Principal payments on:   |           |           |
| Investment securities available for sale                                   | 9,999     | 21,000    |
| Mortgage-backed securities available for sale                              | 20,692    | 26,923    |
| Residential mortgage loans   | 34,558    | 69,167    |
| Commercial loans and leases  | 12,406    | 12,423    |
| Consumer loans   | 20,568    | 24,051    |
| Proceeds from sale of investment securities                                | --        | 4,372     |
| Proceeds from sale of mortgage-backed securities                           | 9,359     | --        |
| Capital expenditures for premises and equipment                            | (3,836)   | (1,706)   |
|  | -----     | -----     |
| Net cash used by investing activities                                      | (145,034) | (95,824)  |
|  | -----     | -----     |
| Cash flows from financing activities:                                      |           |           |
| Net increase in deposits   | 53,289    | 76,540    |
| Net increase (decrease) in overnight and short-term borrowings             | (1,456)   | 2,920     |
| Proceeds from long-term borrowings   | 202,750   | 55,155    |
| Repayment of long-term borrowings  | (141,239) | (27,971)  |
| Proceeds from issuance of common stock                                     | 21,573    | 994       |
| Dividends on common stock  | (1,287)   | (1,113)   |
|  | -----     | -----     |
| Net cash provided by financing activities                                  | 133,630   | 106,525   |
|  | -----     | -----     |
| Net (decrease) increase in cash and cash equivalents                       | (5,289)   | 14,901    |
| Cash and cash equivalents at beginning of period                           | 35,679    | 27,817    |
|  | -----     | -----     |
| Cash and cash equivalents at end of period                                 | \$ 30,390 | \$ 42,718 |
|  | =====     | =====     |

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### Supplementary Disclosures:

|  |           |          |
|--|-----------|----------|
| Cash paid for interest                             | \$ 11,453 | \$ 8,887 |
| Cash paid for income taxes                         | 3,337     | 2,840    |
| Non-cash transactions:                             |           |          |
| Change in other comprehensive income, net of taxes | (1,157)   | (3,505)  |

See accompanying notes to consolidated financial statements

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### BANCORP RHODE ISLAND, INC. Notes to Consolidated Financial Statements

#### (1) Basis of Presentation

Bancorp Rhode Island, Inc. (the "Company"), a Rhode Island corporation, is the holding company for Bank Rhode Island (the "Bank"). The Company has no significant assets other than the common stock of the Bank. For that reason, substantially all of the discussion in this Quarterly Report on Form 10-Q relates to the operations of the Bank and its subsidiaries.

The audited consolidated financial statements include the accounts of the Company and its wholly-owned direct subsidiary, the Bank, and its indirect subsidiaries, BRI Investment Corp. (a Rhode Island passive investment company), BRI Realty Corp. (a real estate holding company), Macrolease Corporation (an equipment leasing company) and Acorn Insurance Agency, Inc. (a licensed insurance agency). The Company adopted Financial Accounting Standards Board ("FASB") Interpretation 46-R, "Consolidation of Variable Interest Entities - Revised" on December 31, 2003, and therefore deconsolidated its statutory trust subsidiaries as of that date. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unaudited interim results of consolidated operations are not necessarily indicative of the results for any future interim period or for the entire year. These interim consolidated financial statements do not include all disclosures associated with annual financial statements and, accordingly, should be read in conjunction with the annual consolidated financial statements and accompanying notes included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC").

In preparing the unaudited consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses and goodwill valuation.

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") and prevailing practices within the banking industry and include all necessary adjustments (consisting of only normal recurring adjustments), that, in the opinion of management, are required for a fair presentation of the results and financial condition of the Company.

#### (2) Earnings Per Share



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Basic earnings per share ("EPS") excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised and resulted in the issuance of additional common stock that then shared in the earnings of the Company.

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### (3) Stock Based Compensation

The Company has adopted Statement of Financial Accounting Standards ("SFAS") 123, "Accounting for Stock-Based Compensation." This Statement establishes a fair value based method of accounting for stock-based compensation plans under which compensation cost is measured at the grant date based on the value of the award and is recognized over the service period. However, the Statement allows a company to continue to measure compensation cost for such plans using the intrinsic value method under which no compensation cost is recorded if, at the grant date, the exercise price of the option is equal to the fair market value of the company's stock. The Company has elected to continue to follow the intrinsic value method; accordingly, the Company must disclose in the notes to its financial statements various information as if the fair value based method of accounting had been applied.

In December 2004, the FASB issued SFAS 123-R, "Share-Based Payment", which requires companies to recognize an expense in the income statement for the grant-date fair value of stock options and other equity-based compensation issued to employees using the fair value method. This expense will be recognized over the period during which an employee is required to provide service in exchange for the award. This Statement carries forward prior guidance on accounting for awards to non-employees. If an equity award is modified after grant date, incremental compensation cost will be recognized in an amount equal to the excess of the fair value of the modified award over the fair value of the original award immediately prior to the modification.

On April 14, 2005, the SEC announced the adoption of a new rule that amends the compliance dates for SFAS 123-R, which requires registrants to implement SFAS 123-R at the beginning of their next fiscal year, instead of the next reporting period, that begins after June 15, 2005, which for the Company is January 1, 2006.

The following table summarizes the differences between the fair value and intrinsic value methods of accounting for stock-based compensation:

|                                     | Three Months Ended June 30, |         | Six Months Ended June 30, |         |
|-------------------------------------|-----------------------------|---------|---------------------------|---------|
|                                     | 2005                        | 2004    | 2005                      | 2004    |
|                                     | ----                        | ----    | ----                      | ----    |
| Net income (in thousands):          |                             |         |                           |         |
| As reported                         | \$2,460                     | \$2,095 | \$4,867                   | \$4,159 |
| Compensation cost, net of taxes (1) | (128)                       | (187)   | (166)                     | (241)   |
|                                     | -----                       | -----   | -----                     | -----   |
| Pro forma                           | \$2,332                     | \$1,908 | \$4,701                   | \$3,918 |

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|                                     | =====   | =====   | =====   | =====   |
|-------------------------------------|---------|---------|---------|---------|
| Earnings per common share:          |         |         |         |         |
| Basic:                              |         |         |         |         |
| As reported                         | \$ 0.55 | \$ 0.53 | \$ 1.14 | \$ 1.05 |
| Compensation cost, net of taxes (1) | (0.03)  | (0.05)  | (0.04)  | (0.06)  |
|                                     | -----   | -----   | -----   | -----   |
| Pro forma                           | \$ 0.52 | \$ 0.48 | \$ 1.10 | \$ .99  |
|                                     | =====   | =====   | =====   | =====   |
| Diluted:                            |         |         |         |         |
| As reported                         | \$ 0.52 | \$ 0.50 | \$ 1.08 | \$ .99  |
| Compensation cost, net of taxes (1) | (0.03)  | (0.04)  | (0.03)  | (0.06)  |
|                                     | -----   | -----   | -----   | -----   |
| Pro forma                           | \$ 0.49 | \$ 0.46 | \$ 1.05 | \$ .93  |
|                                     | =====   | =====   | =====   | =====   |