

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

CLOVER LEAF FINANCIAL CORP  
Form 10QSB  
August 14, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-33413  
\_\_\_\_\_

CLOVER LEAF FINANCIAL CORP.  
\_\_\_\_\_

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State of incorporation)

37-1416016  
(IRS Employer Identification No.)

200 East Park Street, Edwardsville, Illinois  
\_\_\_\_\_

62025  
\_\_\_\_\_

(Address of Principal Executive Offices)

(Zip Code)

(618) 656-6122  
\_\_\_\_\_

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

Class  
-----  
Common stock \$.10 par value

Outstanding at August 12, 2002  
-----  
648,550

# Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

## TABLE OF CONTENTS

	Page
PART I - FINANCIAL INFORMATION	
ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)	
Consolidated Balance Sheets	3
Consolidated Statements of Income	4
Consolidated Statement of Changes in Stockholders' Equity and Comprehensive Income	5
Consolidated Statements of Cash Flows	6
Notes to Consolidated Financial Statements	7
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	9
PART II - OTHER INFORMATION	
ITEM 1. LEGAL PROCEEDINGS	19
ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS	19
ITEM 3. DEFAULTS UPON SENIOR SECURITIES	19
ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	19
ITEM 5. OTHER INFORMATION	19
ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K	20
SIGNATURE PAGE	23

## PART I - FINANCIAL INFORMATION

### ITEM 1. FINANCIAL STATEMENTS

CLOVER LEAF FINANCIAL CORP.  
CONSOLIDATED BALANCE SHEETS (Unaudited)  
(Dollars in Thousands, except per share data)

#### ASSETS

Cash and due from banks  
Interest bearing deposits in other financial institutions

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Investment securities:

Available-for-sale, at fair value (cost of \$14,952 and  
\$14,037 at June 30, 2002 and December 31, 2001, respectively)  
Federal Home Loan Bank stock

Loans

Allowance for loan losses

Net loans

Accrued interest receivable

Bank premises and equipment

Other assets

TOTAL ASSETS

LIABILITIES

Deposits:

Noninterest bearing

Interest bearing

Total deposits

Securities sold under agreements to repurchase

Federal Home Loan Bank advances

Accrued interest payable

Other liabilities

TOTAL LIABILITIES

STOCKHOLDERS' EQUITY

Preferred stock, \$.10 par value - 250,000 shares authorized;

none issued or outstanding at June 30, 2002 or December 31, 2001

Common stock, \$.10 par value - 2,000,000 shares authorized; 661,250

shares issued at June 30, 2002 and December 31, 2001, respectively

Surplus

Retained earnings

Accumulated other comprehensive income

Unearned Employee Stock Ownership Plan shares

TOTAL STOCKHOLDERS' EQUITY

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY

See the accompanying notes to unaudited consolidated financial statements.

3

CLOVER LEAF FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

(Dollars in Thousands)

Three Months Ended  
June 30,

2002

2001

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Interest and Fee Income:		
Interest and fees on loans	\$1,096	\$1,168
Interest on U.S. treasuries and agencies	163	249
Interest on other securities	10	1
Federal Home Loan Bank dividends	46	7
Interest on deposits with banks	7	32
	-----	-----
TOTAL INTEREST AND FEE INCOME	1,322	1,457
Interest Expense:		
NOW, money market and savings deposits	118	138
Certificates of deposit	480	837
Securities sold under agreements to repurchase	3	-
Federal Home Loan Bank advances	36	22
	-----	-----
TOTAL INTEREST EXPENSE	637	997
	-----	-----
NET INTEREST INCOME	685	460
Provision for loan losses	21	12
	-----	-----
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	664	448
Noninterest Income:		
Service charges on deposit accounts	21	18
Other service charges and fees	16	21
Gain on sale of investment securities, net	-	5
Gain on sale of loans	1	-
Other	49	12
	-----	-----
TOTAL NONINTEREST INCOME	87	56
Noninterest Expense:		
Salaries and employee benefits	294	244
Occupancy and equipment, net	68	66
Data processing	52	54
Advertising and marketing	9	14
Directors' fees	25	26
Audit and accounting fees	30	40
Other	119	65
	-----	-----
TOTAL NONINTEREST EXPENSE	597	509
	-----	-----
INCOME BEFORE INCOME TAXES	154	(5)
Income Tax Expense (Benefit)	52	(18)
	-----	-----
NET INCOME	\$ 102	\$ 13
	=====	=====
Average Shares Outstanding:		
Basic and Diluted	648,550	N/A
Basic and Diluted Earnings Per Share	\$.16	N/A
	=====	=====

See the accompanying notes to unaudited consolidated financial statements.

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

CLOVER LEAF FINANCIAL CORP.  
 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND  
 COMPREHENSIVE INCOME (Unaudited)  
 (Dollars in Thousands)

	Six Months Ended June 30, 2002			
	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2001	\$66	\$6,134	\$6,158	\$177
Comprehensive income				
Net income	-	-	217	-
Other comprehensive income, net of tax:				
Change in unrealized gain on securities available-for-sale arising during the period, net of tax of \$(41)	-	-	-	(79)
Reclassification adjustment, Net of tax of \$(1)	-	-	-	(3)
Other comprehensive income net of tax of \$(42)				
Comprehensive income				
Loan to ESOP for purchase of shares	-	-	-	-
Costs related to issuance of common stock	-	(68)	-	-
Balance at June 30, 2002	\$66 =====	\$6,066 =====	\$6,375 =====	\$95 =====

See the accompanying notes to unaudited consolidated financial statements.

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

CLOVER LEAF FINANCIAL CORP.  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)  
(Dollars in Thousands)

-----  
2002  
-----

Cash Flows from Operating Activities

Net income  
Adjustments to reconcile net income to net cash provided  
by operating activities:  
    Depreciation  
    Provision for loan losses  
    Net amortization of premiums on investments  
    Deferred tax provision/(benefit)  
    Realized gain on sale of investments  
    Federal Home Loan Bank stock dividend  
    Gain on sale of loans  
    Proceeds from sales of loans held for sale  
    Origination of loans held for sale  
    Increase in accrued interest receivable  
    (Increase) decrease in other assets  
    Decrease in accrued interest payable  
    Decrease in other liabilities

-----  
Net cash used in operating activities  
-----

Cash Flows from Investing Activities:

Purchase of securities available-for-sale  
Proceeds of sales and maturities of securities available-for-sale and paydowns  
Purchase of Federal Home Loan Bank stock, net  
Increase in loans, net  
Purchases of premises and equipment

-----  
Net cash used in investing activities  
-----

Cash Flows from Financing Activities

Increase (decrease) in deposits  
Proceeds from Federal Home Loan Bank advances  
Repayments of Federal Home Loan Bank advances  
Net increase in securities sold under agreements to repurchase  
Loans to ESOP for purchase of shares  
Cost associated with issuance of stock

-----  
Net cash used in financing activities  
-----

Net decrease in cash and cash equivalents

Cash and cash equivalents:

Beginning

# Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Ending

## Supplemental Disclosures of Cash Flow Information

Cash paid for:

Interest

Income taxes

Supplemental disclosure of non cash investing activities

Assets acquired through foreclosure

See the accompanying notes to unaudited consolidated financial statements.

6

CLOVER LEAF FINANCIAL CORP.

NOTES TO UNAUDITEDCONSOLIDATED FINANCIAL STATEMENTS

### Note A--Principles of Accounting

The consolidated financial statements of Clover Leaf Financial Corp. ("Clover Leaf Financial") or (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America and in the banking industry and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for annual reporting. Reference is hereby made to the notes to consolidated financial statements contained in Clover Leaf Financial's annual report on Form 10-KSB. The foregoing consolidated financial statements are unaudited. However, in the opinion of management, all adjustments necessary for a fair presentation of the consolidated financial statements have been made. All such adjustments are of a normal recurring nature. The results of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the full year.

The consolidated financial statements include the accounts of the Company's subsidiary. Clover Leaf Financial is a bank holding company that engages in its business through its sole subsidiary, Clover Leaf Bank (the "Bank"), an Illinois chartered state savings bank. All material intercompany transactions and balances are eliminated. Clover Leaf Financial was organized at the direction of the Board of Directors of the Bank for the purpose of owning all of the outstanding capital stock of the Bank following the completion of the Bank's mutual-to-stock conversion. Clover Leaf Financial offered for sale 661,250 shares of its outstanding common stock in a public offering to eligible depositors and members of the general public and this offering was completed on December 27, 2001. Prior to that date, Clover Leaf Financial had no assets or liabilities. Accordingly, the accompanying unaudited consolidated financial statements for the three month and six month periods ending June 30, 2001 represent only the accounts of the Bank and its wholly owned subsidiary, Clover Leaf Financial Services, Inc.

In preparing the 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 consolidated balance sheet and revenues and expenses for the period. Actual results could differ significantly from those estimates.

### Note B--Business Segments

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information," requires business segments to be reported based on the way management organizes segments within an organization for making operating decisions and assessing performance. Management has not included disclosures regarding segments since management makes operating decisions and assesses performance based on Clover Leaf Financial as a whole.

### Note C--Net Income Per Share

Basic earnings per share are determined by dividing net income by the weighted average number of common shares outstanding. Shares acquired by the ESOP are held in trust but are not considered in the weighted average shares outstanding until the shares are committed for allocation or vested to an employee's individual account.

The Company has not issued any stock options or other potentially dilutive shares, therefore, diluted earnings are the same as basic earnings per share.

7

### CLOVER LEAF FINANCIAL CORP. NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in Thousands, Except Per Share Data)

	Three Months Ended June 30,	
	2002	2001
Net income available to common shareholders	\$102	\$13
Weighted average shares outstanding	661,250	N/A
Weighted average ESOP shares	(12,700)	N/A
Basic average shares outstanding	648,550	N/A
Basic and diluted earnings per share	\$.16	N/A

8

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion describes Clover Leaf Financial's results of operations during the three-month and six-month periods ended June 30, 2002 and 2001, and its financial condition, asset quality, and capital resources as of



## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

June 30, 2002. This discussion should be read in conjunction with Clover Leaf Financial's unaudited consolidated financial statements and notes thereto. The results of operations for the interim periods presented herein are not necessarily indicative of the results to be expected for the full year.

### FORWARD-LOOKING STATEMENTS

This filing and future filings made by Clover Leaf Financial with the Securities and Exchange Commission, as well as other filings, reports and press releases made or issued by Clover Leaf Financial, and oral statements made by executive officers or directors of Clover Leaf Financial may include forward-looking statements, which are based on assumptions and describe future plans, strategies, projections and expectations of Clover Leaf Financial. These forward-looking statements are generally identified by use of terms "believe", "expect", "anticipate", "should", "planned", "estimated" and "potential". Examples of forward-looking statements include, but are not limited to, estimates with respect to Clover Leaf Financial's financial condition, results of operations and business that are subject to various factors which could cause actual results to differ materially from these estimates and most other statements that are not historical in nature. These factors include, but are not limited to, general and local economic conditions, changes in interest rates, deposit flows, demand for mortgage and other loans, real estate values, and competition; changes in accounting principles, policies or guidelines; changes in legislation or regulation; and other economic, competitive, governmental, regulatory, and technological factors affecting Clover Leaf Financial's operations, pricing, products and services.

### OVERVIEW

Net income for the second quarter of 2002 was \$102,000 or \$.16 per diluted common share compared to net income of \$13,000 for the second quarter of 2001. Net income for the first six months of 2002 was \$217,000 or \$.34 per diluted common share compared to net income of \$54,000 for the first six months of 2001. Prior to the formation and incorporation of Clover Leaf Financial in December 2001, the existing entity consisted of Clover Leaf Bank, a state-chartered mutual savings bank. Return on average assets for the second quarter and first six months of 2002 was .46% and .49%, respectively, compared to .06% and .13% for the second quarter and first six months of 2001, respectively. Return on average equity for the second quarter and first six months of 2002 was 3.28% and 3.51%, respectively, compared to .83% and 1.75% for the second quarter and first six months of 2001, respectively.

The increase in net income, for the quarters and six-month periods compared, resulted from increases in net interest income and noninterest income, partially offset by increases in the provision for loan losses, noninterest expenses, and income tax expense.

Total assets at June 30, 2002 decreased to \$90,535,000 from \$96,101,000 at December 31, 2001. Interest bearing due from bank balances decreased \$9,398,000 during the first six months of 2002. Investment securities increased \$1,156,000 from \$17,371,000 at December 31, 2001 to \$18,527,000 at June 30, 2002. Net loans increased \$4,026,000 during the first six months of 2002. Total deposits decreased \$10,585,000 during the first six months of 2002 to \$70,348,000 from \$80,933,000 at year-end 2001. A portion of the overall decrease in deposits and interest bearing deposits with banks was attributable to subscription funds of \$6,411,000 held by the Bank at December 31, 2001 as part of the stock offering that were subsequently returned to subscribers. Federal Home Loan Bank advances outstanding increased from \$1,500,000 at December 31, 2001 to \$7,000,000 at June 30, 2002.

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

### Income Information - Quarter

Net interest income after provision for loan losses for the three months ended June 30, 2002 was \$664,000, compared to \$448,000 for the three months ended June 30, 2001, an increase of \$216,000 or 48.2%. The increase in net interest income resulted primarily from a 93 basis point increase in the average net interest margin to 3.28% from 2.35% in the prior year. This increase in the average net interest margin is largely attributed to a decrease of 155 basis points paid on time deposits to 4.53% at June 30, 2002 from 6.08% in the prior year.

Interest income for the three months ended June 30, 2002 declined to \$1.3 million, a decrease of \$135,000, or 9.27% compared to the year-ago period. The decrease was primarily due to lower average yields on loans and securities, partially offset by higher average balances in loans. Average interest-earning assets for the three months ended June 30, 2002 were \$84.3 million, an increase of \$4.7 million, or 5.9%, over average interest-earning assets for the three months ended June 30, 2001 of \$79.6 million. Average loan balances increased \$4.0 million and average security balances grew by \$2.1 million. This growth was partially offset by a decline of \$1.4 million in interest bearing deposits in other financial institutions. The average loan yield declined 88 basis points to 6.71% at June 30, 2002 from 7.59% in the prior year. The average security yield declined 147 basis points to 4.63% at June 30, 2002 from 6.10% in the prior year.

Interest expense for the most recent three-month period fell by \$361,000 to \$637,000, a decrease of 36.2% compared to the same period last year. The decrease was primarily due to lower rates paid on interest-bearing deposits and borrowings, as well as to lower balances of certificates of deposit accounts and a higher concentration of non-interest-bearing and low interest-bearing deposits among total deposits for the period. Average rates paid on interest-bearing liabilities for the three months ended June 30, 2002 declined by 185 basis points to 3.65% from 5.50% for the same period last year. The average interest rate paid on certificates of deposit fell by 155 basis points to 4.53% for the three months ended June 30, 2002, from 6.08% for the prior-year period. For the three months ended June 30, 2002, average balances of lower-cost savings and money market accounts increased by \$9.7 million, while average balances of certificates of deposits declined by \$13.4 million compared to the three months ended June 30, 2001.

Non-interest income for the three months ended June 30, 2002 was \$87,000 compared to \$56,000 for the three months ended June 30, 2001, an increase of \$31,000, or 55.4%. This increase was primarily attributable to a gain on sale of NYCE Corporation stock of \$42,000. The stock, which was considered an Other Asset for balance sheet presentation, was liquidated due to a merger in the ATM servicing industry, which mandated our liquidation of the asset. This increase was partially offset by a slight decline in service charges and fees of \$5,000 between the two periods. The Company also recorded net gains on sales of securities of \$5,000 for the quarter ended June 30, 2001 compared to no gains for the current quarter ended.

Non-interest expense for the three months ended June 30, 2002 were \$88,000, or 17.3% more than expense for the three months ended June 30, 2001. The increase was primarily attributable to increases in compensation and employee benefits of \$50,000, or 20.5%, and in legal and collection expenses of \$33,000. Compensation increased as a result of staff additions and annual merit increases, and additional legal and collection costs were attributable to the expenses related to working out our largest non-performing asset, and expenses related to the company's conversion to a public company. A portion of the expenses related to the non-performing asset is expected to be recovered when the loan settlement is

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

received.

### Income Information - Six Months

Net interest income after provision for loan losses for the six months ended June 30, 2002 was \$1.3 million, compared to \$917,000 for the six months ended June 30, 2001, an increase of \$397,000, or 43.3%. The net interest margin for the six-month period was 3.09%, compared to a net interest margin of 2.21% for the six-month period ended June 30, 2001.

Interest income declined \$284,000, or 9.6%, compared to the year-ago period. The decrease was primarily due to lower average yields on loans and securities, partially offset by higher average balances in loans. Average interest-

10

earning assets for the six months ended June 30, 2002 were \$83.7 million, an increase of \$4.1 million, or 5.2%, over average interest-earning assets of \$79.6 million for the six months ended June 30, 2001. Average loan balances increased \$5.8 million, or 9.7% to \$65.9 million for the period ended June 30, 2002 compared to \$60.1 million for the same period in the prior year. Average security balances increased \$2.0 million, or 12.1% to \$18.5 million for the period ended June 30, 2002 compared to \$16.5 for the same period in the prior year. The average loan yield declined 91 basis points to 6.84% at June 30, 2002 from 7.75% in the prior year. The average security yield declined 131 basis points to 4.98% at June 30, 2002 from 6.29% in the prior year.

Interest expense for the six-month period ended June 30, 2002 fell to \$1.3 million, a decline of \$707,000, or 35.1%, compared to the same period last year. The decrease was primarily due to lower rates paid on interest-bearing deposits, as well as to lower balances of certificate of deposit accounts and a higher concentration of non-interest-bearing and low interest-bearing deposits among total deposits for the period. The average interest paid on certificates of deposit fell by 151 basis points to 4.65% for the six months ended June 30, 2002, average balances of lower-cost savings and money market accounts increased by \$11.1 million, while average balances of certificates of deposit declined by \$12.2 million compared to the six months ended June 30, 2001.

As noted in the above discussion, the increase in the Bank's net interest income is due, in large part, to the relative changes in the yield and cost of the Bank's assets and liabilities as a result of decreasing market interest rates in calendar 2001 and early 2002. This decrease in market interest rates has reduced the cost of interest-bearing liabilities faster and to a greater extent than the rates on interest-earning assets such as loans and securities.

Non-interest income for the six months ended June 30, 2002 was \$147,000 compared to \$100,000 for the six months ended June 30, 2001, an increase of \$47,000, or 47.0%. This increase was primarily attributable to a one-time gain of \$42,000 from the sale of NYCE Corporation stock, as discussed above. The Company also recorded net gains on sale of loans of \$19,000 for the current six-month period compared to no such gains for the same period a year ago. These increases to income are partially offset by a decline of \$7,000, or 18.4% in services charges and other fees between the two periods, as well as a slight decline in other operating income.

Non-interest expense for the six months ended June 30, 2002 was \$1.1 million, or \$179,000 more than expenses for the six months ended June 30, 2001. The increase was primarily attributable to increases in compensation expenses, advertising, and legal and collection expenses. Salary expense increased \$75,000, or 15.4%,

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

as a result of staff additions and annual merit increases. Advertising expense increased \$9,000, or 60.0%, as we have engaged an advertising firm to run an on-going advertising campaign for the bank. Legal and collection expense increased \$48,000, or 800.0% as a result of the filing and accounting regulations related to being a public company, and as a result of expenses incurred related to working out our largest non-performing asset. A portion of the expenses related to the non-performing asset is expected to be recovered when the loan settlement is received.

### FINANCIAL CONDITION

#### General

Certain components of Clover Leaf Financial's consolidated balance sheet at June 30, 2002 compared to December 31, 2001 are presented in summary form in the following table. Total assets decreased \$5,566,000 to \$90,535,000 compared to \$96,101,000 at December 31, 2001. This decrease resulted from a decrease in interest bearing due from bank balances in the amount of \$9,398,000, partially offset by an increase in gross loans outstanding of \$4,022,000 and an increase in investment securities of \$1,156,000. Total deposits decreased \$10,585,000 from December 31, 2001 to June 30, 2002. Outstanding Federal Home Loan Bank advances increased from \$1,500,000 at December 31, 2001 to \$7,000,000 at June 30, 2002.

11

#### Selected Comparative Balance Sheet Items (Dollars in Thousands)

	June 30 2002 -----	December 31 2001 -----
Total assets .....	\$90,535	\$96,101
Loans .....	67,103	63,081
Investment securities .....	18,527	17,371
Deposits .....	70,348	80,933
Securities sold under agreements to repurchase .....	375	354
Federal Home Loan Bank advances .....	7,000	1,500
Stockholders' equity .....	12,436	12,510

#### Loans

Gross loans increased 6.4%, or \$4,022,000, from December 31, 2001 to June 30, 2002. Commercial real estate loans increased \$6,929,000 during the first six months of 2002.

The following table presents the composition of the loan portfolio by type of borrower and major loan category and the percentage of each to the total portfolio at the date presented.

#### Loan Portfolio Composition (Dollars in Thousands)

	June 30, 2002 -----	December 31, 2001 -----
--	---------------------------	-------------------------------

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Commercial borrowers: .....	Amount	Percent	Amount	Percent
	-----	-----	-----	-----
Commercial, financial .....	\$ 6,039	9.0%	\$ 7,732	12.3%
and agricultural				
Commercial real estate .....	20,900	31.1	13,971	22.1
Real estate construction .....	577	0.9	1,193	1.9
	-----	-----	-----	-----
Total commercial .....	27,516	41.0	22,896	36.3
	-----	-----	-----	-----
Consumer borrowers:				
1-4 family residential				
real estate .....	35,932	53.6	33,773	53.5
Other consumer loans .....	3,655	5.4	6,412	10.2
	-----	-----	-----	-----
Total consumer .....	39,587	59.0	40,185	63.7
	-----	-----	-----	-----
Total loans .....	\$67,103	100.0%	\$63,081	100.0%
	=====	=====	=====	=====

Investments

Total investments increased to \$18,527,000, at June 30, 2002 compared to \$17,371,000 at year-end 2001.

Investments in securities are made based on certain considerations, which include the interest rate, tax yield, settlement date and maturity date of the securities, Clover Leaf Financial's liquidity position, and anticipated cash needs and sources. The effect that the proposed securities would have on Clover Leaf Financial's credit and interest rate risk and risk-based capital is also considered. Clover Leaf Financial purchases securities to provide necessary liquidity for day-to-day operations, and when investable funds exceed loan demand.

Available-for-sale investment securities are recorded at fair value. Net unrealized gains on available-for-sale investment securities totaled \$145,000 and \$269,000 at June 30, 2002 and December 31, 2001, respectively.

12

The following table presents the composition of investment securities at their carrying values at the date presented.

Investment Securities Portfolio Composition  
(Dollars in Thousands)

	June 30 2002	Decemb 2001
	-----	-----
Available-for-sale securities:		
Obligations of U. S. government corporations and agencies .....	\$ 7,695	\$ 8,5
Mortgage-backed securities .....	6,070	4,3
Obligations of states and political subdivisions .....	856	8
Federal Home Loan Bank stock .....	3,367	3,0

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Corporate securities .....	539	5
	-----	-----
Total available-for-sale .....	\$18,527	\$17,3
	=====	=====

### Deposits

Clover Leaf Financial's deposit base is its primary source of liquidity and consists of deposits originating within the communities served by its banking locations. Deposits are Clover Leaf Financial's primary and most reliable funding source for interest earning assets.

Total deposits decreased \$10,585,000 to \$70,348,000 at June 30, 2002 from \$80,933,000 at December 31, 2001. The overall decrease in deposits was partially attributable to subscription funds of \$6,411,000 held in a non-interest bearing demand deposit account by the Bank as part of the stock offering that were subsequently returned to the subscribers. Those funds were on deposit at the Bank at December 31, 2001, as checks had already been returned to subscribers but not cashed until the first quarter of 2002. Time deposits decreased \$5,907,000 from year-end 2001. Savings and money market deposits increased \$2,051,000 from year-end 2001.

Balances in noninterest bearing demand deposits decreased \$6,878,000 from year-end 2001. This decrease was primarily attributable to the subscription funds held by the Bank at December 31, 2001, as discussed above.

The following table sets forth the composition of deposits and the percentage of each category to total deposits at the dates presented.

### Deposit Liability Composition (Dollars in Thousands)

	June 30 2002		Decemb 200
	Amount	Percent	Amount
	-----	-----	-----
Noninterest bearing demand deposits .....	\$ 6,183	8.8 %	\$13,061
Interest bearing demand deposits .....	2,953	4.2	2,804
Savings and money market deposits .....	19,927	28.3	17,876
Time deposits \$100,000 or more .....	4,782	6.8	7,445
Time deposits less than \$100,000 .....	36,503	51.9	39,747
	-----	-----	-----
Total deposits .....	\$70,348	100.0%	\$80,933
	=====	=====	=====

### Borrowings

Clover Leaf Bank may obtain advances from the Federal Home Loan Bank of Chicago upon the security of the common stock it owns in that bank and certain

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

of its residential mortgage loans and mortgage-backed securities, provided certain standards related to creditworthiness have been met. These advances are made pursuant to several credit programs, each of which has its own interest rate and range of maturities. Federal Home Loan Bank advances are generally available to meet seasonal and other deposit withdrawals and to permit increased lending.

Clover Leaf Bank had \$7,000,000 and \$1,500,000 outstanding in Federal Home Loan Bank advances at June 30, 2002 and December 31, 2001, respectively. The Federal Home Loan Bank advances outstanding at June 30, 2002 consisted of four advances. These advances were in the amount of \$500,000, \$1,000,000, \$3,000,000 and \$2,500,000 and had rates of 5.96%, 5.49%, 2.13%, and 2.12%, respectively. The increase in Federal Home Loan Bank advances during the first six months of 2002 was a result of increased loan demand and a decrease in available deposits to fund such demand.

Repurchase agreements in the amount of \$375,000 and \$354,000 were outstanding as of June 30, 2002 and December 31, 2001, respectively.

### ASSET QUALITY

Clover Leaf Financial's asset quality management program, particularly with regard to loans, is designed to analyze potential risk elements and to support the growth of a high quality loan portfolio. Clover Leaf Financial's policies, consistent with regulatory guidelines, require that loans and other assets are classified as substandard, doubtful or loss if they are determined to be of lesser quality. Assets which possess some weaknesses, but do not warrant classification in the aforementioned categories are required to be designated as special mention. Management regularly reviews the asset portfolio to determine whether any assets require classification in accordance with applicable regulatory guidelines and accounting principles generally accepted in the United States of America.

At June 30, 2002, nonperforming assets totaled \$1,692,000, or 1.87% of total assets, compared to nonperforming assets at year-end 2001 of \$1,554,000 or 1.62% of total assets. Nonperforming assets at June 30, 2002 included \$19,000 relating to foreclosed assets. There were no foreclosed assets in the nonperforming assets at December 31, 2001. Management does not anticipate any significant losses upon disposition of the foreclosed assets held at June 30, 2002.

14

The following table sets forth a summary of Clover Leaf Financial's loan portfolio mix and nonperforming assets.

### Loan Portfolio Mix and Nonperforming Assets (Dollars in Thousands)

June 30, 2002		December 31, 2001	
Loans and Foreclosed Property	Non-performing Assets	Loans and Foreclosed Property	Non-performing Assets

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

Commercial borrowers:				
Commercial, financial and				
agricultural .....	\$ 6,039	\$ 449	\$ 7,732	\$
Commercial real estate .....	20,900	--	13,971	--
Real estate construction .....	577	503	1,193	--
	-----	-----	-----	-----
Total commercial .....	27,516	952	22,896	
Consumer borrowers:				
1-4 family residential				
real estate .....	35,932	528	33,773	
Other consumer loans .....	3,655	193	6,412	
	-----	-----	-----	-----
Total consumer .....	39,587	721	40,185	
	-----	-----	-----	-----
Total loans .....	67,103	1,673	63,081	1,
Foreclosed assets .....	19	19	--	--
	-----	-----	-----	-----
Total .....	\$67,122	\$ 1,692	\$63,081	\$ 1,
	=====	=====	=====	=====
Nonaccrual loans .....		\$ 1,673		\$ 1,
Accruing loans past due				
90 days or more .....		--		--
Troubled debt restructurings .....		--		--
		-----		-----
Total nonperforming loans .....		1,673		1,
Foreclosed assets .....		19		--
		-----		-----
Total nonperforming assets .....		\$ 1,692		\$ 1,
		=====		=====
Nonperforming loans to total loans .		2.49%		2
Nonperforming assets to total loans				
and foreclosed assets .....		2.52%		2
Nonperforming assets to total assets		1.87%		1

Net charge-offs for the second quarter of 2002 totaled \$35,000 compared to net recoveries of \$2,000 for the second quarter of 2001. During the first six months of 2002, net charge-offs totaled \$46,000 compared to \$5,000 for the first six months of 2001. Net charge-offs as a percentage of average total loans was .22% for the second quarter of 2002. During the second quarter of 2001, the Company reported net recoveries of \$2,000. For the six months ended June 30, 2002 and 2001, net charge-offs as a percentage of average total loans was .15% and .02%, respectively.

Clover Leaf Financial's allowance for loan losses at June 30, 2002, decreased to \$642,000 from \$646,000 at December 31, 2001. At June 30, 2002, the allowance for loan losses represented 38.38% of non-performing loans compared to 41.57% and 102.75% at December 31, 2001 and June 30, 2001, respectively. The ratio of the allowance for loan losses to total loans was .97% at June 30, 2002 compared to 1.02% and 1.02% at December 31, 2001 and June 30, 2001, respectively. Management believes that the allowance for loan losses at June 30, 2002 was adequate to absorb probable losses inherent in the loan portfolio. However, past loan loss experience as it relates to current portfolio mix, evaluation of potential losses in the portfolio, subsequent changes in economic conditions and other factors may require changes in the levels of the allowance



## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

for loan losses.

15

Potential Problem Loans. We utilize an internal asset classification system as a means of reporting problem and potential problem assets. At each scheduled meeting of the boards of directors of our subsidiary banks, a watch list is presented, showing all loans listed as "Special Mention," "Substandard," "Doubtful" and "Loss." An asset is classified Substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that we will sustain some loss if the deficiencies are not corrected. Assets classified as Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets classified as Loss are those considered uncollectible and viewed as non-bankable assets, worthy of charge-off. Assets that do not currently expose us to sufficient risk to warrant classification in one of the aforementioned categories, but possess weaknesses that may or may not be within the control of the customer are deemed to be Special Mention.

Our determination as to the classification of our assets and the amount of our valuation allowances is subject to review by our subsidiary banks' primary regulators, which can order the establishment of additional general or specific loss allowances. The Office of the Comptroller of the Currency, in conjunction with the other federal banking agencies, has adopted an interagency policy statement on the allowance for loan losses. The policy statement provides guidance for financial institutions on both the responsibilities of management for the assessment and establishment of adequate allowances and guidance for banking agency examiners to use in determining the adequacy of general valuation guidelines. Generally, the policy statement recommends that (1) institutions have effective systems and controls to identify, monitor and address asset quality problems; (2) management has analyzed all significant factors that affect the collectibility of the portfolio in a reasonable manner; and (3) management has established acceptable allowance evaluation processes that meet the objectives set forth in the policy statement. Management believes it has established an adequate allowance for probable loan losses. We analyze our process regularly, with modifications made if needed, and reports those results four times per year at meetings of our board of directors however, there can be no assurance that regulators, in reviewing our loan portfolio, will not request us to materially increase our allowance for loan losses at the time. Although management believes that adequate specific and general loan loss allowances have been established, actual losses are dependent upon future events and, as such, further additions to the level of specific and general loan loss allowances may become necessary.

Potential problem loans are loans included on the watchlist presented to the Board of Directors that do not meet the definition of a non-performing loan, but 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 present loan repayment terms. The aggregate principal amounts of potential problem loans as of June 30, 2002, December 31, 2001, and June 30, 2001 were approximately \$1.7 million, \$2.2 million, and \$2.5 million, respectively.

Allowance for Loan Losses. Management believes the allowance for loan losses accounting policy is critical to the portrayal and understanding of our financial condition and results of operations. As such, selection and

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

application of this "critical accounting policy" involves judgements, estimates and uncertainties that are susceptible to change. In the event that different assumptions or conditions were to prevail, and depending upon the severity of such changes, the possibility of materially different financial condition or results of operations is a reasonable likelihood.

16

The following table presents information pertaining to the activity in and an analysis of Clover Leaf Financial's allowance for loan losses for the periods presented.

### Allowance For Loan Losses (Dollars in Thousands)

	Three Months Ended June 30		Six Months Ended June 30	
	2002	2001	2002	2001
Balance at beginning of period .....	\$ 656	\$ 622	\$ 646	\$ 646
Loans charged off:				
Commercial, financial and agricultural	--	--	--	
Consumer .....	41	20	62	
Total charge-offs .....	41	20	62	
Recoveries of loans previously charged off:				
Consumer .....	6	22	16	
Total recoveries .....	6	22	16	
Net charge-offs (recoveries) .....	35	(2)	46	
Provision for loan losses .....	21	12	42	
Balance at end of period .....	\$ 642	\$ 636	\$ 642	\$ 646
Net charge-offs as a percent of average total loans .....	.05%	(.00)%	.07%	.07%
Allowance for loan losses to total loans ..	.97%	1.02%	.97%	1.02%
Allowance for loan losses to nonperforming loans .....	38.38%	102.75%	38.38%	102.75%

### CAPITAL RESOURCES

#### Capital Resources

Total stockholders' equity decreased \$74,000 from \$12,510,000 at December 31, 2001 to \$12,436,000 at June 30, 2002. This decrease in stockholders' equity during the first six months of 2002 was primarily due to

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

the additional purchase of shares by the Employee Stock Ownership Plan. Also contributing to the decline were payments made during 2002 relative to the stock offering completed in December 2001, and a decrease in the net unrealized gains within the available for sale securities portfolio from the level at December 31, 2001. Net income of \$217,000 for the first six months of 2002 partially offset these items which reduced stockholders' equity during the same time period.

Financial institutions are required to maintain ratios of capital to assets in accordance with guidelines promulgated by the federal banking regulators. The guidelines are commonly known as "Risk-Based Guidelines" as they define the capital level requirements of a financial institution based upon the level of credit risk associated with holding various categories of assets. The Risk-Based Guidelines require minimum ratios of Tier 1 and Total Capital to risk-weighted assets of 4% and 8%, respectively. At June 30, 2002, Clover Leaf Bank's Tier 1 and Total capital ratios were 16.67% and 17.74%, respectively. In addition to the Risk-Based Guidelines, the federal banking agencies have established a minimum leverage ratio guideline for financial institutions (the "Leverage Ratio Guideline"). The Leverage Ratio Guideline provides for a minimum ratio of Tier 1 capital to average assets of 4%. Clover Leaf Bank's leverage ratio at June 30, 2002, was 11.16%. Accordingly, Clover Leaf Bank has satisfied these regulatory guidelines.

17

### Liquidity and Capital Resources

Clover Leaf Bank's primary sources of liquidity or internally generated funds are principal and interest payments on loans receivable, cash flows generated from operations, and cash flows generated by investments. External sources of liquidity consist primarily of increases in deposits.

At June 30, 2002, Clover Leaf Bank had loan commitments of \$3.7 million and unused lines of credit of \$2.6 million. Clover Leaf Bank believes it has adequate resources to fund loan commitments as they arise. If Clover Leaf Bank requires funds beyond its internal funding capabilities, advances from the Federal Home Loan Bank of Chicago are available. At June 30, 2002, approximately \$29.4 million of time deposits were scheduled to mature within one year. We expect that substantially all of these time deposits either will be renewed upon maturity or will be placed in money market accounts at Clover Leaf Bank. Clover Leaf Bank intends to sell a greater percentage of its residential real estate loan originations, which will provide additional liquidity.

### Sources of Funds

General. Deposits have been our primary source of funds for lending and other investment purposes. In addition to deposits, we derive funds primarily from principal and interest payments on loans. These loan repayments are a relatively stable source of funds, while deposit inflows and outflows are significantly influenced by market interest rates. Borrowings may be used on a short-term basis to compensate for reductions in the availability of funds from other sources, and may be used on a longer-term basis for general business purposes.

18

## Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

### PART II - OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

Clover Leaf Bank is involved, from time to time, as plaintiff or defendant in various legal actions arising in the normal course of its business. At June 30, 2002, Clover Leaf Bank was not involved in any material legal proceedings.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Stockholders of the Company was held on May 28, 2002. At the meeting, Henry L. Malench and Robert W. Schwartz were elected to serve as directors with terms expiring in 2005. Continuing with terms expiring in 2003 were Dennis M. Terry, Joseph J. Gugger, and Kenneth P. Highlander. Continuing with terms expiring in 2002 were Gary D. Niebur and Philip H. Weber.

The matters approved by stockholders at the meeting and the number of votes cast for, against or withheld (as well as the number of abstentions and broker non-votes) as to each matter are set forth below:

	Number of Votes	
	For	Against
The election of the following directors for a three-year term:		
Henry L. Malench	532,507	0
Robert W. Schwartz	532,507	0

	Number of Votes			
	For	Against	Abstain	Broker Non-Votes
The ratification of McGladrey & Pullen, LLP as independent auditors for the year ending December 31, 2002	532,207	0	300	0

#### ITEM 5. OTHER INFORMATION

None

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) Exhibits: 99.1 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- (b) Reports on Form 8-K: No reports on Form 8-K were filed by Clover Leaf Financial during the second quarter of 2002.

20

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

21

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.

CLOVER LEAF FINANCIAL CORP.

-----  
(Registrant)

DATE: August 13, 2002  
-----

By: /s/ Dennis M. Terry  
-----

Dennis M. Terry  
President and Chief  
Executive Officer

Edgar Filing: CLOVER LEAF FINANCIAL CORP - Form 10QSB

DATE: August 13, 2002  
-----

By:/s/ Darlene F. McDonald  
-----

Darlene F. McDonald  
Senior Vice President and  
Treasurer (Principal Financial  
And Accounting Officer)

22

Exhibit 99.1

Certification of Chief Executive Officer and Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
-----

Dennis M. Terry, Chief Executive Officer and Darlene F. McDonald, Chief Financial Officer of Clover Leaf Financial Corp. (the "Company") each certify that we have reviewed the quarterly report on Form 10-QSB for the quarter ended June 30, 2002. We further certify that:

- (1) the report fully complies with the requirements of Sections 13(a) and 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: August 13, 2002  
-----

By:/s/ Dennis M. Terry  
-----

Dennis M. Terry  
President and Chief  
Executive Officer

DATE: August 13, 2002  
-----

By:/s/ Darlene F. McDonald  
-----

Darlene F. McDonald  
Senior Vice President and  
Treasurer (Principal Financial  
And Accounting Officer)