

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

CENTRUE FINANCIAL CORP  
Form 11-K  
June 28, 2007

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the  
Securities Exchange Act of 1934

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the fiscal year ended December 31, 2006

OR

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

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

Commission File Number 000-28846

A. Full title of the plan and the address of the plan, if  
different from that of the issuer named below:

Centrue Bank 401(k) Savings Plan

B. Name of issuer of the securities held pursuant to the plan and  
the address of its principal executive office:

Centrue Financial Corporation  
122 West Madison Street  
Ottawa, Illinois 61350

=====

REQUIRED INFORMATION

The following financial statements and schedules of the Centrue Bank 401(k) Savings Plan (the "Plan"), prepared in accordance with the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), are filed herewith. Crowe Chizek and Company LLC, the current independent auditors for the Plan, audited the financial statements and schedules of the Plan as of and for the fiscal years ended December 31, 2006 and 2005. The consent of Crowe Chizek and Company LLC is attached as Exhibit 23.1 to this Form 11-K.

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

CENTRUE BANK 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS  
December 31, 2006 and 2005

CENTRUE BANK 401(k) SAVINGS PLAN

FINANCIAL STATEMENTS  
December 31, 2006 and 2005

CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.....	1
FINANCIAL STATEMENTS	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS.....	2
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS.....	3
NOTES TO FINANCIAL STATEMENTS.....	4
SUPPLEMENTAL SCHEDULES	
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - DECEMBER 31, 2006.....	9
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - DECEMBER 31, 2005.....	10

CENTRUE BANK 401(k) SAVINGS PLAN

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Administrative Committee of  
Centrue Bank 401(k) Savings Plan

We have audited the accompanying statements of net assets available for benefits of Centrue Bank 401(k) Savings Plan as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2006 and 2005, and the changes in net assets available for benefits for the year ended December 31, 2006 in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The 2006 and 2005 supplemental schedules of assets (held at end of year) are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Crowe Chizek and Company LLC

-----  
Crowe Chizek and Company LLC

Oak Brook, Illinois  
June 26, 2007

CENTRUE BANK 401(k) SAVINGS PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
December 31, 2006 and 2005

	2006	2005
	-----	-----
ASSETS		
Investments, at fair value (Note 4)	\$ 5,678,383	\$ 7,529,575
Cash	31,483	--
Accrued income	1,089	422
	-----	-----
Total assets	5,710,955	7,529,997
Net assets reflecting all investments at fair value	5,710,955	7,529,997
Adjustment from fair value to contract value for fully benefit-responsive contracts	14,189	13,210
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$ 5,725,144	\$ 7,543,207
	=====	=====

-----  
 See accompanying notes to financial statements.

2.

CENTRUE BANK 401(k) SAVINGS PLAN  
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
 For the year ended December 31, 2006

-----

Additions to net assets attributed to:	
Investment income	
Net depreciation in fair value of investments (Note 4)	\$ (424,461)
Interest	9,176
Dividends	258,751
	-----
Total investment income	(156,534)
Contributions	
Participants'	351,598
Employer's	149,202
Rollovers	8,512
	-----
Total contributions	509,312
	-----
Total additions to net assets	352,778
Deductions from net assets attributed to:	
Benefits paid to participants	2,169,691
Administrative expenses	1,150
	-----
Total deductions	2,170,841
	-----
Net decrease	(1,818,063)
Net assets available for benefits	
Beginning of year	7,543,207
	-----
End of year	\$ 5,725,144
	=====

-----

See accompanying notes to financial statements.

3.

CENTRUE BANK 401(k) SAVINGS PLAN  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2006 and 2005

---

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Centrue Bank 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan that covered all employees of Centrue Financial Corporation (the "Company") and its participating subsidiaries that completed 90 days of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Prior to the Plan's termination, participants contributed up to 50% of pretax annual compensation, subject to certain dollar limitations, as defined in the Plan. Participants who attained age 50 before the end of the plan year were eligible to make catch-up contributions. Participants also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants directed the investment of their contributions into various investment options offered by the Plan. The Plan offers an array of mutual funds, a common collective trust fund, and employer stock as investment options for participants. The Company contributed 50% of the first 6% of base compensation that a participant contributed to the Plan. The matching company contribution was invested as the participant directed. Additional profit sharing amounts could be contributed at the option of the Company's Board of Directors. No profit sharing contributions were made for 2006. Contributions subject to certain limitations.

**Plan Termination:** Effective November 2006, Centrue Financial Corporation merged with Union Bancorp, Inc. As a result, Plan management decided to terminate the Plan as of November 10, 2006. Therefore, the last participant and company contributions to the plan were on November 10, 2006. Participants still make contributions in the form of loan repayments. Eligible participants began to remit contributions in November 2006 to the Centrue Bank 401(k) Profit Sharing Plan and Trust, formerly known as, the Union Bancorp 401(k) Profit Sharing Plan. The Plan will continue to exist until all participants are able to receive their benefits from the Plan.

**Participant Accounts:** Each participant's account was credited with the participant's contribution and allocations of the Company's contribution and is credited with an allocation of plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

---

(Continued)

4.

CENTRUE BANK 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2006 and 2005

---

NOTE 1 - DESCRIPTION OF PLAN (Continued)

**Vesting:** Participants are immediately vested in their contributions plus actual earnings thereon. Participants were 100% vested for any company contributions when the Plan was terminated on November 10, 2006.

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

Payment of Benefits: On termination of service that is due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a period not to exceed limitations as set forth by the applicable sections of the Internal Revenue Code. For termination of service that is due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts: At December 31, 2006 and 2005, forfeited nonvested accounts totaled \$78,545 and \$47,532, respectively. Also, in 2006, employer contributions were reduced by \$9,620 from forfeited nonvested accounts. Since the last participant and company contributions to the plan were on November 10, 2006, the Plan's forfeited accounts will be allocated to the remaining participants.

Participant Loans: Participants were allowed to borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that are set at the prime rate as listed on the last business day or each month in the Wall Street Journal plus 1%. The interest rate will be fixed on the day the loan is requested and will remain constant during the term of the loan. Principal and interest is paid ratably through monthly payroll deductions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: As a result of the Company's decision to terminate the Plan in November 2006, the Plan changed its basis of accounting from the ongoing accrual basis to the liquidation basis of accounting for the year ended December 31, 2006. The change to the liquidation basis has no effect on the net assets available for benefits of the Plan.

Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

-----  
(Continued)

5.

CENTRUE BANK 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2006 and 2005  
-----

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Valuation and Income Recognition: The Plan's investments are stated at fair value. The Plan's investments in mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. The Company stock is valued at its quoted market price. The fair values of the Plan's interest in the common collective trust fund is based upon the net asset values of such funds reflecting all investments at fair value, including direct and indirect interests in fully benefit-responsive contracts, as reported by the Plan's trustee. Participant loans are valued at cost, which approximates fair value.

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits: Benefits are recorded when paid.

Adoption of New Accounting Standard: The Plan retroactively adopted Financial Accounting Standards Board (FASB) Staff Position AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by the Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans ("the FSP") in 2006. Pursuant to the adoption of the FSP, fully benefit-responsive investment contracts included in the underlying investments of common collective trust funds in which the Plan holds an interest are to be presented at fair value. In addition, any material difference between the fair value of these investments and their contract value is to be presented as a separate adjustment line in the statement of net assets available for benefits, because contract value remains the relevant measurement attribute for that portion of net assets available for benefits attributable to fully benefit-responsive investment contracts. Accordingly, the adoption of the FSP had no impact on the net assets available for benefits as of December 31, 2005. The net depreciation reported in the Plan's statement of changes in net assets available for benefits has not been impacted by the adoption of the FSP either, as the amount reflect the contract value of fully benefit-responsive contracts held directly or indirectly by the Plan.

Adoption of the FSP resulted in a decrease of \$13,210 from the amount previously reported as Plan investments in the 2005 statement of net assets available for benefits, since this amount now reflects the fair value of the plan's indirect interests in fully benefit-responsive contracts. The decrease in the amount reported for Plan investments as of December 31, 2005 is completely offset by an adjustment which reduces net assets reflecting investments at fair value to net assets available for benefit.

Administrative Costs: It has been the policy of the plan sponsor to absorb most of the administrative costs of the Plan.

-----  
(Continued)

6.

CENTRUE BANK 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2006 and 2005  
-----

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Credit Risk: At December 31, 2006 and 2005, approximately 35% and 43%, respectively, of the Plan's investment assets were invested in Centrue Financial Corporation common stock.

NOTE 3 - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated June 4, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 4 - INVESTMENTS

The following investments represented 5% or more of the Plan's net assets:

	2006	2005
	-----	-----
Merrill Lynch Preservation Trust	\$ 761,297	\$ 752,291
Blackrock Large Cap Fund	401,404	570,259
Blackrock Govt Inc Fund	519,447	509,945
ING Int Value Fund	369,521	*
Centrue Financial Corporation Stock	1,996,272	3,215,527
Calvert Income Fund	504,363	780,051

\* Did not meet 5% threshold

During 2006, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

Investments at fair value as determined by quoted market price:

Mutual funds	\$ 180,664
Centrue Financial Corporation stock	(605,125)
	-----
Net change in fair value	\$ (424,461)
	=====

-----  
(Continued)

7.

CENTRUE BANK 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2006 and 2005

NOTE 5 - PARTIES IN INTEREST TRANSACTIONS

Parties in interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain plan investments are shares of mutual funds managed by Merrill Lynch. Merrill Lynch is the administrator and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative costs totaled \$1,150 for the year ended December 31, 2006.

The Plan also allows participants to invest their account balances in shares of Centrue Financial Corporation common stock. The number of shares of Company common stock held by the Plan at December 31, 2006 and 2005 was 102,531 shares and 121,662 shares, respectively. The fair value of these shares at December 31, 2006 and 2005 was \$1,996,272 and \$3,215,527, respectively. No dividends were paid on these shares during the year ended December 31, 2006. These transactions also qualify as party-in-interest transactions.



Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

The Plan also allows participants to take loans from their accounts in the Plan. These investments also qualify as party-in-interest and totaled \$90,924 and \$141,082 at December 31, 2006 and 2005, respectively.

NOTE 6 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

8.

SUPPLEMENTAL SCHEDULES

CENTRUE BANK 401(k) SAVINGS PLAN  
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
 December 31, 2006

Name of Plan Sponsor: Centrue Financial Corporation  
 Employer Identification Number: 37-0532590  
 Three-Digit Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost**
---	-----	-----	-----
		Common Stock -----	
*	Centrue Financial Corporation	102,530.6649 shares	
		Common/Collective Trust -----	
*	Merrill Lynch	Merrill Lynch Preservation Trust; 761,297.0335 shares	
		Mutual Funds -----	

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

Alger	Midcap Growth Fund; 6256.443 shares
BlackRock	Large Cap Core A Fund; 28,610.4449 shares
Prudential	Strategic Partner Fund; 5814.0025 shares
American	AmCap Fund CL R3 Fund; 7,694.2504 shares
ING	Intl Value Fund A; 5,156 shares
ING	Intl Value Fund A GM; 17,955.3882 shares
Davis	Series Financial Fund; 259.0505 shares
Blackrock	Blackrock Healthcare A Fund; 8,397.017 shares
Blackrock	Blackrock EQ Dividend A Fund; 11,759.715 shares
Blackrock	MDCP Value Opp A Fund; 8881.025 shares
PIMCO	Real Return Bond Fund; 1,123.9532 shares
Blackrock	Government Inc A Fund; 48,365.56 shares
Fidelity	Fidelity Adv Small Cap Fund; 95.0425 shares
Fidelity	Fidelity Adv Small Cap T Fund; 2,257.6783 shares
VanKampen	Comstock Fund; 4,219.1486 shares
Calvert	Income Fund; 30,075.347 shares

Participants Loans  
-----

\* Participants Loans Interest rates ranging from 6.75% to 9.25%,  
maturing through September 11, 2011

\* Party in interest

\*\*Investments are participant-directed. Cost is not required to be presented.

9.

CENTRUE BANK 401(k) SAVINGS PLAN  
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
December 31, 2005

-----  
Name of Plan Sponsor: Centrue Financial Corporation  
Employer Identification Number: 37-0532590  
Three-Digit Plan Number: 002

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost**
---	-----	-----	-----
		Common Stock -----	
*	Centrue Financial Corporation	121,662.0007 shares	
		Common/Collective Trust -----	
*	Merrill Lynch	Merrill Lynch Preservation Trust;	

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

752,290.9597 shares

Mutual Funds

-----

* Merrill Lynch	Basic Value Fund; 16,492.4041 shares
* Merrill Lynch	Healthcare Fund; 5,770.6346 shares
* Merrill Lynch	U.S. Government Fund; 10,843.8479 shares
Phoenix	Phoenix-Large-Cap Growth Fund;
	388.0284 shares
* Merrill Lynch	Value Opportunities Fund; 10,127.2715 shares
* Merrill Lynch	Mid Cap Value Fund; 5,193.8903 shares
PIMCO	Real Return Bond Fund; 5,107.0370 shares
Blackrock	Blackrock Aurora Portfolio; 669.7928 shares
MFS	MFS New Discovery Fund; 13,637.0233 shares
Oppenheimer	Quest Balanced Fund; 8,932.4746 shares
VanKampen	Comstock Fund; 9,598.3069 shares
* Merrill Lynch	Fundamental Growth Fund; 30,430.0288 shares
ING	International Value Fund; 17,140.2922 shares
Calvert	Income Fund; 46,542.4101 shares
Davis	Financial Fund; 111.4214 shares
Seligman	Capital Fund; 3,138.0597 shares
Van Kampen	Equity & Income Fund; 5,091.5744 shares

Participants Loans

-----

* Participants Loans	Interest rates ranging from 6.75% to 8.00%
----------------------	--

\* Party in interest

\*\*Investments are participant-directed. Cost is not required to be presented.

10.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTRUE FINANCIAL CORPORATION  
401(k) PROFIT SHARING PLAN

Date: June 28, 2007

By: /s/ THOMAS A. DAIBER

-----  
Thomas A. Daiber  
President and  
Chief Executive Officer

CENTRUE BANK 401(k) SAVINGS PLAN

Edgar Filing: CENTRUE FINANCIAL CORP - Form 11-K

EXHIBIT INDEX  
TO  
ANNUAL REPORT ON FORM 11-K

Exhibit No.	Description
23.1	Consent of Crowe Chizek and Company LLC